

CONSTITUTION

as at 23 December 2013

of the foundation:

Stichting Oxfam Novib,

having its seat in The Hague

CONSTITUTION.

PREAMBLE.

There is one world and one humankind. A common sense of solidarity and mutual dependence forges a bond between human beings. A multitude of customs, languages and forms of cultural expression is the common heritage of all of us. This makes all the more poignant the realization that self-interest in its many forms is disrupting the unity and solidarity among peoples and communities.

Stichting Oxfam Novib calls on all Dutch citizens, irrespective of social, religious or political persuasion, to pull together in creating the conditions that will promote worldwide equity and the development of prosperity and welfare for all.

The first step towards that objective was taken on the twenty-third of March nineteen hundred and fifty-six. In nineteen hundred and sixty-nine the Foundation was given the name "Nederlandse Organisatie voor Internationale Ontwikkelingssamenwerking"; this development reiterated the Foundation's intention to achieve its objects through mutual dialogue and respect for one another's cultural and social heritage and achievements and in close cooperation between peoples and communities. In practice, the name of the Foundation used to be abbreviated to Stichting NOVIB. Because the Foundation collaborates internationally with other organizations under the name "Oxfam", the name of the Foundation was changed, with effect from the first day of March two thousand and six, to Stichting Oxfam Novib.

Definitions.

1. Board of Directors:

The administrative body responsible for determining the policy that Stichting Oxfam Novib is to pursue.

The Board of Directors is charged with the management of the Foundation under the supervision of the Supervisory Board.

Management includes coordinating the policy and monitoring the implementation of the adopted policy.

2. Supervisory Board:

The body charged with the supervision of the Board of Directors and the general running of Stichting Oxfam Novib.

3. Works Council:

The body as defined in the Dutch Works Councils Act (*Wet op de ondernemingsraden*).

4. External Stakeholders:

A group committed to or sharing common ground with Stichting Oxfam Novib, including: the general public in the Netherlands, groups targeted by lobbying activities, the corporate sector, its alliances, the beneficiaries of projects and participants in programmes and projects, its donors and major (institutional) donors, its volunteers, its grant donors and the lottery, the media and the government.

5. Code of Good Charity Governance:

The Code commissioned by the Dutch Association of Fundraising Organizations (VFI), containing standards and practices recommended by the Code of Good Charity Governance Commission (the Wijffels Commission) for financial accounting, for the roles and responsibilities of the constituent bodies of the VFI members/charities, and for substantive aspects of those members/charities in terms of management, supervision, accountability and other factors; the aforesaid code and standards and practices have been adopted and are observed by Stichting Oxfam Novib as far as they are applicable to Stichting Oxfam Novib, and as concretized by Stichting Oxfam Novib.

6. CBF Seal of Approval:

A seal of approval awarded by the foundation *Centraal Bureau Fondsenwerving* (CBF, Central Bureau on Fundraising), which seal may be used by organizations that meet the standards set out in (Article 4 of) the CBF Certification Rules and that have been granted the right to use the seal.

7. CBF Certification Rules:

The rules, including the appendices and the quality manual, that form the basis for accreditation of CBF as a certification body by the Dutch Council for Accreditation (*Raad voor Accreditatie*).

Name and seat.

Article 1.

- 1.1. The name of the Foundation is **Stichting Oxfam Novib**.
- 1.2. The Foundation has its seat in The Hague.
- 1.3. In this Constitution the Foundation is also referred to as "**Oxfam Novib**".

Objects and means to achieve the Foundation's objects.

Article 2.

- 2.1. The objects of the Foundation are to promote a world society in which the social and economic differences between rich and poor are reduced, in which the world's affluence is fairly divided and in which people and communities are enabled to learn about and respect each other's culture and to work together on the basis of common responsibility and solidarity with one another to further their development.
- 2.2. The Foundation does not seek to make a profit from the total of its activities aimed at achieving or promoting its objects.
- 2.3. The Foundation endeavours to achieve its objects by:
 - a. informing the people of the Netherlands as fully and objectively as possible of the problems confronting the developing countries and notably the poorest groups in those countries;
 - b. urging citizens, companies, organizations, institutions and governments at home and abroad to provide effective support to combat these problems, inter alia by:
 - (i) spending a reasonable portion of national and personal income on development cooperation;
 - (ii) promoting the transfer of knowledge, particularly by constructive and active cooperation with national and international bodies that provide assistance to developing countries;
 - (iii) fostering the interchange of intellectual and cultural achievements between peoples;
 - (iv) removing the obstacles which impede the productivity of such countries;
 - c. devising and mounting, promoting and coordinating campaigns to further the objects of the Foundation;
 - d. fostering an efficient and effective consultation and cooperation procedure between national and international governmental and non-governmental agencies and organizations with respect to development cooperation;
 - e. promoting activities of organizations at home and abroad that pursue objectives similar to those of the Foundation;
 - f. fostering a better understanding between developing and developed countries;
 - g. generally promoting any project or activity that might result in the creation of a global legal order of which a universal development strategy forms an integral part;

- h. establishing, maintaining, encouraging and having access to an organization that offers both the volunteers of the Foundation and those who are employed by the Foundation on a permanent basis an opportunity to contribute to the realization of the Foundation's objects;
the foregoing in collaboration with the Foundation's international partners, jointly operating under the name "Oxfam".
- 2.4. In order to achieve the objects set out above and to be able to operate as a reputable, first-rate organization, the organization of the Foundation shall demand high standards of:
- a. the management of the organization, to be provided by the Board of Directors referred to in Article 4 below;
 - b. the supervision of the Board of Directors, to be exercised by the Supervisory Board referred to in Article 15 below.

In view of the foregoing, the Foundation shall aim to establish an appropriate division of powers and to strike the right balance between, on the one hand, the right to take decisions and to implement policy and, on the other hand, the supervision of the exercise of such powers.

The members of the Board of Directors as well as the members of the Supervisory Board shall be required to take this into account in the performance of their duties and to make such aim and finding the said balance part of their regular duties.

Assets.

Article 3.

- 3.1. The assets of the Foundation shall consist of:
- a. grants and donations;
 - b. capital and interest;
 - c. income from fundraising;
 - d. donations, inheritances, bequests and legacies, with the proviso that the Foundation may accept inheritances only under benefit of inventory (i.e. without liability for debts beyond the assets inherited);
 - e. any other acquisitions and revenues.
- 3.2. The Foundation shall not hold more assets than are reasonably needed to ensure the continuity of the planned activities in furtherance of the Foundation's objects.
- 3.3. Assets needed to ensure the continuity of the planned activities, as referred to in Article 3.2, shall include:

- a. assets or asset components which the Foundation acquires under a will or as a donation and which must be preserved, either in real terms or otherwise, under the terms of such will or donation;
 - b. asset components to the extent that the preservation thereof follows from the Foundation's objects, and
 - c. assets and asset components held for the anticipated acquisition of assets in so far as the Foundation reasonably requires such assets for the furtherance of its objects.
- 3.4. The available funds shall be spent efficiently and effectively.
- 3.5. The methods used to acquire funds to achieve the Foundation's objects shall be efficient, effective and appropriate.
- 3.6. To finance the pursuit of its objects, the Foundation may undertake work or provide services at commercial rates for the purpose of realizing a positive result to finance the activities geared towards achieving or promoting its objects.

Board of Directors. Membership and appointment. Remuneration.

Article 4.

- 4.1. The Board of Directors under the Foundation's Constitution (the "**Board of Directors**") shall consist of no fewer than two (2) members and no more than four (4) natural persons, as determined by the Supervisory Board.
- 4.2. There must be no close family or similar relationships between the members of the Board of Directors themselves or between the members of the Board of Directors and the members of the Supervisory Board, including (without limitation) marriage, registered partnership, unmarried cohabitation and a relationship by consanguinity or affinity within the third degree. A relationship as referred to in this Article 4.2 shall constitute a ground for removal from office as a member of the Board of Directors.
- 4.3. The members of the Board of Directors shall be recruited and appointed and may be suspended by the Supervisory Board. The chair shall be appointed to office with the title 'General Director' and shall be responsible for directing and organizing the activities of the Board of Directors.
- The Supervisory Board shall prepare the profile and define the competencies required of the members of the Board of Directors (which profile shall be used as a basis for recruitment). The membership of the Board of Directors should reflect diversity.
- 4.4. The members of the Board of Directors shall be appointed for a maximum term of four (4) years. They shall retire in accordance with a roster to be prepared

by the Board of Directors. A member retiring in accordance with the roster shall be eligible for immediate reappointment (for a maximum of two further terms). However, in special circumstances the Supervisory Board may reappoint a retiring member for a third time, notwithstanding the provisions of the preceding sentence.

- 4.5. Each of the members of the Board of Directors shall be under an obligation to the Foundation to perform the duties entrusted to the Board of Directors properly, and such performance shall be assessed by the Supervisory Board.
- 4.6. The Supervisory Board shall adopt the Board of Directors Charter defining the duties, responsibilities and powers of the individual members of the Board of Directors and the procedures to be followed by the members collectively. The Board of Directors Charter is a set of standing orders as referred to in Article 24 of this Constitution.

The Board of Directors shall allocate duties and responsibilities in accordance with the Board of Directors Charter, subject to the prior approval of the Supervisory Board.

- 4.7. If the Board of Directors is incomplete, it shall nonetheless keep its powers. Vacancies shall be filled as soon as possible after they occur.
- 4.8. The Supervisory Board shall set the remuneration policy for the Board of Directors. In determining the remuneration structure for and the amount of remuneration payable to the members of the Board of Directors, the Supervisory Board shall follow the VFI Guideline on the Remuneration of Directors (*VFI-Regeling Beloning van Directeuren*), or any substitute regulations, with the proviso that the Supervisory Board shall have the right to depart from this Guideline stating the reasons. The Supervisory Board shall determine the remuneration of the members of the Board of Directors in accordance with the remuneration policy. The Supervisory Board shall also determine the fringe benefits of the members of the Board of Directors.

Board of Directors. Termination of office. Suspension.

Article 5.

- 5.1. A member of the Board of Directors shall cease to hold office:
 - a. if he dies;
 - b. if he is declared bankrupt, applies for court protection from creditors (moratorium) or applies for a debt payment programme under the statutory debt arrangement scheme as defined in the Dutch Bankruptcy and Insolvency Act (*Faillissementswet*), or an equivalent scheme under

foreign law which is applicable to the member of the Board of Directors in question;

- c. if he is placed under guardianship or otherwise loses the right to dispose of his property;
 - d. if he retires voluntarily (either by rotation in accordance with the retirement roster referred to in Article 4.4 or otherwise);
 - e. if he accepts an appointment as member of the Supervisory Board;
 - f. if he is removed from office by the Supervisory Board;
 - g. if he is removed from office by the court in the cases determined by law.
- 5.2. The members of the Board of Directors may be suspended from office by the Supervisory Board. If a suspension is not followed by removal from office within sixty (60) days, the suspension shall end on expiry of that period. Suspended members of the Board of Directors shall not have the right to vote during the period of their suspension.

Board of Directors. Duties.

Article 6.

- 6.1. The Board of Directors shall be responsible for running the affairs of the Foundation (under the – ex ante and ex post – supervision of the Supervisory Board). 'Running the affairs' of the Foundation shall include setting the strategy and policies to be followed, organizing the necessary fundraising activities, spending and managing the financial resources, and ensuring that the Foundation's overall organization functions properly. The Board of Directors must ensure that the management costs of the Foundation are kept in reasonable proportion to the expenditure incurred in furtherance of its objects.
- 6.2. The Board of Directors shall focus on achieving the Foundation's objects.
- 6.3. In the performance of its duties, the Board of Directors shall prepare a (long-term) strategic plan and a (multi-year) budget, which shall be updated and concretized each year in an annual plan. The (long-term) strategic plan, the budget and the annual plan shall reflect the philosophy of the Board of Directors, the strategies to be pursued as well as the intended results. In addition, the annual plan and the (multi-year) budget shall in any case include:
 - a. the revenue projections and the fundraising strategy;
 - b. the planned expenditure on the objects of the Foundation (and a specification of concrete programmes, projects and activities in pursuance of the objects of the Foundation);
 - c. the planned expenditure on fundraising and support functions;

- d. the way in which the Board of Directors intends to manage the reserves. If the intended results cannot be indicated, the reasons must be stated. The Board of Directors shall prepare an annual plan and a budget for the next financial year before the end of the financial year.
- 6.4. The Board of Directors shall also be responsible for realizing and evaluating the (long-term) strategic plan, the budget and the annual plan.
- 6.5. The (long-term) strategic plan, the budget and the annual plan shall require the approval of the Supervisory Board.
- 6.6. It is a major responsibility of the Board of Directors to provide information and accordingly to account for its actions to individuals, groups and bodies – both within and outside the Foundation – who have an interest in the functioning of the organization or, conversely, who are important to the organization in terms of fulfilling its societal role. This duty to provide information is detailed, inter alia, in Article 20 of this Constitution.
- 6.7. The duties, responsibilities and powers of the Board of Directors and the way in which the Board of Directors is supervised by the Supervisory Board shall be in line with the Code of Good Charity Governance and the CBF Certification Rules.
- 6.8. Members of the Board of Directors may not dispose of the Foundation's assets as if they were their own assets.
- 6.9. If one or more members of the Board of Directors are absent or unable to act, the remaining members of the Board of Directors shall temporarily be charged with the management. If all the members of the Board of Directors are absent or unable to act, one or more persons to be appointed by the Supervisory Board shall temporarily be charged with the management.

Board of Directors. Performance of duties and the Code of Good Charity Governance.

Article 7.

- 7.1. In the performance of its duties, the Board of Directors shall promote the quality of the Foundation's functioning. Accordingly, the Board of Directors shall endeavour to achieve the Foundation's objects, to ensure appropriate allocation of funds, to facilitate efficient business operations and to undertake appropriate fundraising activities.
- 7.2. In the performance of its duties, the Board of Directors shall seek to preserve and enhance the confidence of the donors, of the individuals, countries, organizations and institutions it supports or assists, and of the individuals, countries, organizations and institutions with which the Foundation collaborates.

- 7.3. In the performance of its duties, the Board of Directors shall seek to uphold the Foundation's reputation in terms of public support and as a charity in general.

Board of Directors. Conflicts of interests.

Article 8.

- 8.1. The Board of Directors shall make every effort to ensure that no conflict of interests arises between the Foundation and members of the Board of Directors. Moreover, in order to meet the requirements set by the Centraal Bureau Fondsenwerving (CBF, Central Bureau on Fundraising), each member of the Board of Directors shall be required to make a declaration and submit it to the CBF.
- 8.2. Should a conflict of interests arise between the Foundation and one or more of the members of the Board of Directors, the member in question shall be required to report this to the Supervisory Board, which shall decide within a reasonable period – on the basis of all relevant documentation to be furnished by the member in question – whether or not a conflict of interests has arisen and how it should be dealt with.
- 8.3. If it is established that a conflict of interests has arisen between the Foundation and one or more of the members of the Board of Directors, the member in question shall not take part in the consultation and decision-making process regarding the matter as long as the Supervisory Board has not expressed its view to the Board of Directors and the member in question. The aforesaid member's presence at a meeting shall not count towards a quorum for decision-making purposes.
- 8.4. Whenever a conflict of interests arises between the Foundation and one or more members of the Board of Directors, the Foundation shall be represented by the Supervisory Board, unless a conflict of interests arises between the Foundation and one or more members of the Supervisory Board with respect to the same matter.
- If a conflict of interests also arises between the Foundation and one or more members of the Supervisory Board, the Foundation may only be represented by a person duly authorized by the Board of Directors subject to the approval of the Supervisory Board, with the proviso that the persons whose interests conflict with those of the Foundation may not be authorized to perform the acts in question on behalf of the Foundation.

- 8.5. For the purposes of this Article 8, a conflict of interests shall exist, inter alia, if it is established that juristic acts, quantifiable in monetary terms, have been performed between the Foundation and:
- a. one or more of the members of the Board of Directors and/or its staff;
 - b. persons who have a close family or similar relationship with one or more of the persons referred to in clause a;
 - c. legal entities of which the persons referred to in clauses a and b above are directors, managers, supervisors or shareholders.
- 8.6. As the Foundation is a fundraising organization, the members of the Board of Directors may not be directors, founders, incorporators, shareholders, supervisors or employees of:
- a. an entity to which the Foundation (the fundraising organization) donates all or part of the funds it raises, either directly or indirectly;
 - b. an entity with which the Foundation (the fundraising organization) enters into juristic acts, quantifiable in monetary terms, on a structural basis.
- A legal entity or other entity which is associated with the Foundation (the fundraising organization) under its constitution or articles, either directly or indirectly, shall be considered equivalent to an entity as referred to in Article 8.6 and in Article 8.7. A quality as referred to in this Article 8.6 shall constitute a ground for removal from office as a member of the Board of Directors.
- 8.7. The provisions of Article 8.6 above shall not apply to an entity – or an entity associated directly or indirectly with such entity under its constitution or articles – (recipient entity) to which the Foundation (the fundraising organization) grants funds in accordance with the objects stated in its Constitution, with the proviso that:
- a. the influence of such recipient entity on the appointment and the nomination for appointment of the members of the Foundation's Board of Directors (the management of the fundraising organization) shall be limited to one third of the number of members of the Board of Directors;
 - b. no more than one third of the number of members of the Board of Directors of the Foundation (the fundraising organization) may be persons who are directors, founders, incorporators, shareholders, supervisors or employees of the entities referred to in Article 8.6.
- The aforesaid members of the Board of Directors may not represent the fundraising organization with respect to the entity in question, with the exception of representation by participating in acts performed by the Board of Directors as a body.

- 8.8. The member of the Board of Directors in question must notify the Board of Directors without delay of the existence of an incompatible relationship as referred to in Article 4.2 or an incompatible position as referred to in Article 8.6. The Board of Directors shall inform the Supervisory Board accordingly at the first possible meeting.
- 8.9. The provisions of Article 8.6 above shall not apply if and as long as the financial statements of the Foundation and the entity in question are consolidated in accordance with the Netherlands Fund-Raising Institutions (Accounting) Guideline (*Richtlijn Verslaggeving Fondsenwervende Instellingen*).

Board of Directors. Powers.

Article 9.

- 9.1. The Board of Directors shall be entitled to pass resolutions to conclude agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, with the proviso that a resolution to that effect is passed with the prior approval in writing of the Supervisory Board. In this respect, the Supervisory Board may give the Board of Directors continuous approval for a specified period and/or with respect to specific agreements.
- 9.2. The Board of Directors shall be entitled to pass resolutions to conclude agreements by which the Foundation binds itself as surety, as guarantor or as joint and several debtor, warrants performance by a third party or provides security for a debt of another party, with the proviso that a resolution to that effect is passed with the prior approval in writing of the Supervisory Board. In this respect, the Supervisory Board may give the Board of Directors continuous approval for a specified period and/or with respect to specific agreements.
- 9.3. The Board of Directors may only pass the following resolutions with the prior approval in writing of the Supervisory Board:
- a. a resolution to amend the Foundation's Constitution and/or a resolution to adopt or amend standing orders;
 - b. to dissolve the Foundation;
 - c. to effect a legal merger or a split-up or split-off;
 - d. to adopt the financial statements;
 - e. to adopt the (long-term) strategic plan, the (multi-year) budget and the annual plan referred to in Article 6.3, including the separate elements such as the philosophy and strategies of the Board of Directors and the funds allocation policy;

- f. to make arrangements for the internal control system of the Foundation's organization and the timely identification and management of risks (or the adoption of a quality standard with respect thereto);
 - g. to appoint and dismiss persons whose gross remuneration (including employer-paid taxes and social security contributions and employee benefits) exceeds such an amount as the Supervisory Board shall determine and notify to the Board of Directors;
 - h. to establish and change the Foundation's relations with banks and to grant and raise loans, with the exception of drawdowns under an overdraft or loan facility granted to the Foundation and approved by the Supervisory Board;
 - i. to appoint authorized signatories for an indefinite period and to modify or withdraw the powers granted to them;
 - j. to incur significant expenditure not or not fully covered by the budget and in excess of such an amount as shall be determined each year by the supervisory body;
 - k. to file a petition for the Foundation's liquidation or to apply for court protection from the Foundation's creditors (moratorium);
 - l. to establish or terminate long-term collaborative relationships if these are of major strategic importance to the organization of the Foundation;
 - m. to acquire or dispose of participating interests of a substantial size and/or of major strategic importance to the organization of the Foundation or to terminate the same;
 - n. to adopt or change the fundraising policy;
 - o. to adopt or change the volunteer policy;
 - p. to terminate the contracts of employment of a substantial number of employees of the Foundation and to make drastic changes to the working conditions of a substantial number of employees of the Foundation;
 - q. to have Oxfam Novib, in its capacity as a board member of certain legal entities, decide to perform juristic acts as referred to in clauses a to e and g to k with respect to such legal entities.
- 9.4. The Supervisory Board may also subject decisions other than those defined in Article 9.1, Article 9.2 and Article 9.3 to its approval. Such other resolutions must be clearly specified and communicated in writing to the Board of Directors.

Board of Directors. Meetings.

Article 10.

- 10.1. The meetings of the Board of Directors shall be held at a venue specified in the notice of meeting.
- 10.2. A meeting of the Board of Directors shall be held each year within six (6) months of the end of the financial year (the Annual Meeting), the agenda for which shall in any case include the adoption of the financial statements and the annual report. A meeting of the Board of Directors shall be held in the second half of each financial year, the agenda for which shall in any case include the adoption of the annual plan and the budget referred to in Article 6.3 in conjunction with Article 9.3(e).
- 10.3. Periodic meetings shall be held in addition to the meetings referred to in Article 10.2. Meetings shall be held, furthermore, whenever one of the members of the Board of Directors convenes a meeting.
- 10.4. Periodic meetings shall be convened (not subject to a fixed notice period, but on a regular basis and clearly announced) by means of notices sent to the (email) addresses stated by the members of the Board of Directors to the administrative department charged with convening the meetings. In addition to the venue, date and time of the meeting, the notice of meeting shall also specify the business to be considered. The minimum notice period for meetings convened by one of the members of the Board of Directors (as referred to in Article 10.3) shall be seven (7) days.
- 10.5. The chair shall preside over the meetings of the Board of Directors and shall designate a person who is responsible for keeping the minutes of the meeting in question. If the chair is absent, the person chairing the meeting shall be designated in accordance with the fixed replacement scheme included in the allocation of duties and responsibilities referred to in Article 4.6. However, if no person is available to chair the meeting in accordance with this fixed replacement scheme, the meeting shall appoint someone else to chair the meeting and shall designate a person who is responsible for keeping the minutes of the meeting.

The minutes shall be confirmed at the meeting in question or at the next meeting, and shall subsequently be signed as a true and accurate record by the chair and the minutes secretary of that meeting. The minutes shall be retained by the Foundation.

Board of Directors. Admission to meetings.

Article 11.

- 11.1. The serving members of the Board of Directors as well as any persons invited by the Board of Directors shall be admitted to the meetings of the Board of Directors.
- 11.2. A member of the Board of Directors may participate in a meeting by using an electronic means of communication – including, without limitation, by telephone or video conferencing – on condition that the electronic means of communication allows the identity of such member of the Board of Directors to be established and enables him to follow the proceedings at the meeting in real time and to participate in the deliberations and voting. The member of the Board of Directors shall then be deemed to be personally present at such meeting.

Board of Directors. Decision-making at meetings.

Article 12.

- 12.1. The Board of Directors may pass resolutions at a meeting if the majority of the serving members of the Board of Directors are personally present at the meeting.
- 12.2. If all the serving members of the Board of Directors attend a meeting, valid resolutions may be passed on any matters arising, even if the provisions of the Constitution relating to the convocation and holding of meetings have not been complied with.
- 12.3. Each member of the Board of Directors has one vote. The Board of Directors shall pass resolutions by an absolute majority of the valid votes cast, unless this Constitution prescribes a larger majority.
- 12.4. All voting at meetings shall be by voice vote, unless one or more members of the Board of Directors demand a vote by written ballot before the vote is taken. Ballot votes shall be by secret ballot using folded, unsigned ballot papers.
- 12.5. Blank votes shall be treated as abstentions. If the votes are equally divided, the chair shall have the casting vote.
- 12.6. A member of the Board of Directors who is unable to attend a meeting may be represented at the meeting by another member on presentation of a written proxy that is acceptable to the person chairing the meeting.
- 12.7. Any voting disputes shall be resolved by the person chairing the meeting.

Board of Directors. Written resolution procedure.

Article 13.

The Board of Directors may also pass resolutions without holding a meeting, but only by unanimous vote. The minutes secretary of the first subsequent meeting shall make

a record of a resolution passed in this manner, which record shall be signed by the chair and the minutes secretary of that meeting and be retained as minutes.

Board of Directors. Representation.

Article 14.

- 14.1. The Board of Directors shall represent the Foundation.
- 14.2. The power to represent the Foundation shall also be vested in two (2) members of the Board of Directors acting jointly.
- 14.3. Acts performed in contravention of the provisions of Article 9.1 and Article 9.2 may be invoked against third parties.
- 14.4. The Board of Directors may grant power of attorney – subject to the provisions of Article 9.3(i) (as far as applicable) – to one or more of its members, as well as to third parties, to represent the Foundation within the terms of the power of attorney.

Supervisory Board. Duties. Membership and appointment. Remuneration.

Article 15.

- 15.1. The Foundation shall have a Supervisory Board. The Supervisory Board shall be charged with the supervision of the policies pursued by the Board of Directors and the general running of the Foundation, and shall perform the duties and exercise the powers imposed on or vested in the Supervisory Board by this Constitution. The Supervisory Board shall assist the Board of Directors by providing advice.

The duties of the Supervisory Board shall in any case include deciding whether to give or withhold approval for resolutions proposed by the Board of Directors as referred to in Article 9. The Supervisory Board must substantiate a decision to give or withhold approval.

The Supervisory Board shall also monitor the implementation of the annual plan, the budget, the philosophy and strategies and the other aspects referred to in Article 6.
- 15.2. The Supervisory Board shall consist of no fewer than three (3) and no more than seven (7) natural persons, as determined by the Supervisory Board. The members must sympathize with the activities and work undertaken by the Foundation.
- 15.3. There must be no close family or similar relationships between the members of the Supervisory Board themselves or between the members of the Supervisory Board and the members of the Board of Directors, including (without limitation) marriage, registered partnership, unmarried cohabitation and a relationship by consanguinity or affinity within the third degree. A relationship

as referred to in this Article 15.3 shall constitute a ground for removal from office as a member of the Supervisory Board.

- 15.4. The member of the Supervisory Board and the Board of Directors in question must notify the Supervisory Board without delay of the existence of an incompatible relationship as referred to in Article 15.3. The Supervisory Board shall remove the members of the Supervisory Board in question or the member of the Board of Directors in question from office in order to eliminate the incompatibility referred to in Article 15.3.
- 15.5. The members of the Supervisory Board may not be members of the Board of Directors or employees of the Foundation.
- 15.6. The members of the Supervisory Board shall be appointed and removed from office by the Supervisory Board. The Works Council shall have the right to nominate candidates for one third of the number of positions on the Supervisory Board. The members of the Supervisory Board shall be appointed for a three (3) year term. They shall retire in accordance with a roster to be prepared by the Supervisory Board. A member retiring in accordance with the roster shall be eligible for immediate reappointment (for a maximum of two further terms).
Candidates for a position on the Supervisory Board shall be recruited through public advertisement.
- 15.7. The Supervisory Board shall appoint a chair from its number.
- 15.8. If the Supervisory Board is incomplete, it shall nonetheless keep its powers. Vacancies shall be filled as soon as possible after they occur.
- 15.9. If one or more members of the Supervisory Board are absent or unable to act, the remaining members of the Supervisory Board shall temporarily be charged with the supervisory and other duties of the Supervisory Board. If all the members of the Supervisory Board are absent or unable to act, one or more persons to be appointed each year by the Supervisory Board shall temporarily be charged with the supervisory and other duties of the Supervisory Board.
- 15.10. Members of the Supervisory Board shall receive no remuneration for the services they provide to the Foundation in that capacity, neither directly nor indirectly. The term 'remuneration' does not refer to a reasonable, proportionate allowance or reimbursement for expenses incurred on behalf of the Foundation. Members of the Supervisory Board shall not receive an attendance fee.

Any allowances and reimbursements paid to the members of the Supervisory Board shall be disclosed and explained as such in the financial statements.

Supervisory Board. Termination of office.

Article 16.

- 16.1. A member of the Supervisory Board shall cease to hold office:
- a. if he dies;
 - b. if he is declared bankrupt, applies for court protection from creditors (moratorium) or applies for a debt payment programme under the statutory debt arrangement scheme as defined in the Dutch Bankruptcy and Insolvency Act (Faillissementswet), or an equivalent scheme under foreign law which is applicable to the member of the Supervisory Board in question;
 - c. if he is placed under guardianship or otherwise loses the right to dispose of his property;
 - d. if he retires voluntarily, either by rotation in accordance with the roster referred to in Article 15.6 or otherwise;
 - e. if he accepts an appointment as member of the Board of Directors;
 - f. if he is removed from office by the Supervisory Board.
- 16.2. A resolution to remove a member of the Supervisory Board from office, as referred to in Article 16.1(f), may be passed only at a meeting of the Supervisory Board at which all the members of the Supervisory Board are present or represented, with the exception of the member whose removal from office is under consideration. The member of the Supervisory Board concerned shall have the right to attend and address the meeting of the Supervisory Board in question. His presence shall be disregarded for the purpose of determining the number of Supervisory Board members present or represented and he shall not be entitled to vote on any motions relating to his proposed removal from office.

Supervisory Board. Performance of duties.

Article 17.

- 17.1. The Board of Directors is obliged to furnish the Supervisory Board and – where necessary – the individual members of the Supervisory Board (of its own accord and in a timely manner) with such information and details regarding the affairs of the Foundation as are necessary for the discharge of their duties and the exercise of their powers. The Board of Directors shall similarly furnish the Supervisory Board and/or one or more of the individual members of the Supervisory Board with any such information and details as they may require. The members of the Supervisory Board shall have the right and the duty to request all necessary information, details and data, and to that end they may

inspect and have inspected all the books, records and other data carriers of the Foundation.

- 17.2. In the discharge of its duties, the Supervisory Board may seek the assistance of one or more experts at the Foundation's expense.

Supervisory Board. Conflicts of interests.

Article 18.

- 18.1. As the Foundation is a fundraising organization, the members of the Supervisory Board may not be directors, founders, incorporators, shareholders, supervisors or employees of:

- a. an entity to which the Foundation (the fundraising organization) donates all or part of the funds it raises, either directly or indirectly;
- b. an entity with which the Foundation (the fundraising organization) enters into juristic acts, quantifiable in monetary terms, on a structural basis.

A legal entity or other entity which is associated with the Foundation (the fundraising organization) under its constitution or articles, either directly or indirectly, shall be considered equivalent to an entity as referred to in Article 18.1 and in Article 18.2. A quality as referred to in this Article 18.1 shall constitute a ground for removal from office as a member of the Supervisory Board.

- 18.2. The provisions of Article 18.1 above shall not apply to an entity (recipient entity) to which the Foundation (the fundraising organization) grants funds in accordance with the objects stated in its Constitution, with the proviso that the influence of such recipient entity on the appointment and the nomination for appointment of the members of the Foundation's Supervisory Board (the supervisory body of the fundraising organization) shall be limited to one third of the number of members of the Supervisory Board. In addition, no more than one third of the number of members of the Supervisory Board of the Foundation (the supervisory body of the fundraising organization) may be persons who are directors, founders, incorporators, shareholders, supervisors or employees of the (recipient) entities referred to in Article 18.1.
- 18.3. The provisions of Article 18.1 above shall not apply if and as long as the financial statements of the Foundation and the entity in question are consolidated in accordance with the Netherlands Fund-Raising Institutions (Accounting) Guideline (*Richtlijn Verslaggeving Fondsenwervende Instellingen*).
- 18.4. Should a conflict of interests arise between the Foundation and one or more of the members of the Supervisory Board, the member in question shall be

required to report this to the Supervisory Board, which shall decide within a reasonable period – on the basis of all relevant documentation to be furnished by the member in question – whether or not a conflict of interests has arisen and how it should be dealt with.

- 18.5. If it is established that a conflict of interests has arisen between the Foundation and one or more of the members of the Supervisory Board, the member in question shall not take part in the consultation and decision-making process regarding the matter as long as the Supervisory Board has not expressed its view to the member in question. The aforesaid member's presence at a meeting shall not count towards a quorum for decision-making purposes.
- 18.6. For the purposes of Article 18, a conflict of interests shall exist, inter alia, if it is established that juristic acts, quantifiable in monetary terms, have been performed between the Foundation and:
- a. one or more of the members of the Supervisory Board;
 - b. persons who have a close family or similar relationship with one or more of the members of the Supervisory Board;
 - c. legal entities of which the persons referred to in clauses a and b above are directors, managers, supervisors or shareholders.

Supervisory Board. Meetings and decision making.

Article 19.

- 19.1. The Supervisory Board may pass resolutions at a meeting only if the majority of the serving members of the Supervisory Board are personally present at the meeting. Furthermore, the provisions of Article 10 (with the exception of the second sentence of Article 10.5), Article 11 and Article 12 relating to the meeting procedures of and the decision-making by the Board of Directors shall apply by analogy to the Supervisory Board as far as possible.
- 19.2. In derogation of the provisions of Article 19.1, the Supervisory Board shall meet at least four times a year, with the proviso that:
- a. a meeting shall be held each year within six (6) months of the end of the financial year, the agenda for which shall in any case include the following items:
 - (i) the motion to approve the financial statements and the annual report, as referred to in Article 9.3(e);
 - (ii) the motion to determine how funds are to be allocated in furtherance of the Foundation's objects, as well as the criteria which the Board of

Directors proposes to apply and the procedures it proposes to follow to that end;

- b. a meeting shall be held in the second half of each financial year, the agenda for which shall in any case include the motion to approve the annual plan and the budget referred to in Article 6.3 in conjunction with Article 9.3(e).
- 19.3. The meetings of the Supervisory Board may be attended by the serving members of the Supervisory Board. Any persons invited by the Supervisory Board, such as members of the Board of Directors and possibly other individuals, shall similarly be admitted to the meetings of the Supervisory Board.
 - 19.4. The Board of Directors shall make the documentation and substantiation that are relevant (to the motions referred to in Article 19.2) available to the Supervisory Board in such a manner as the Supervisory Board shall notify to the Board of Directors and within such a reasonable period as the Supervisory Board shall determine.
 - 19.5. More detailed provisions concerning the functioning of the Supervisory Board may be laid down in standing orders for the Supervisory Board, adopted by the Supervisory Board subject to prior consultation with the Board of Directors.

Information. Transparency.

Article 20.

- 20.1. The Foundation shall inform its External Stakeholders in such a way that:
 - the information is relevant to the stakeholders;
 - the information is unambiguous and not open to interpretation;
 - the information is accessible to the stakeholders, both in terms of content and in terms of information channels.
- 20.2. The Foundation shall ensure, moreover, that the stakeholders can voice their ideas, observations, wishes and/or complaints to the Foundation, and that due attention is paid thereto. For that purpose, the Foundation shall make clear to stakeholders where and how they should voice their input or complaints, and the Foundation shall set forth in standing orders how it will deal with such input or complaints.

Committees.

Article 21.

- 21.1. The Board of Directors and the Supervisory Board may set up and appoint committees to facilitate their functioning.

- 21.2. The committees may fulfil three (3) roles: as evaluators, observers or policy advisers.
- 21.3. When setting up a committee, the body in question must, apart from laying down the duties and membership of the committee, state which of the roles specified in Article 21.2 the committee is to fulfil.

Works Council.

Article 22.

- 22.1. The Foundation shall have a Works Council for the benefit of its employees.
- 22.2. The Works Council shall be informed of any intention to decide to appoint or remove a member of the Board of Directors, and shall be given an opportunity to give its opinion on such intended decision on appointment or removal within a period yet to be specified. This opinion must be sought at such a time that it may have a material effect on the decision to be made, in accordance with the provisions of Section 30 of the Dutch Works Councils Act (Wet op de ondernemingsraden) or any substitute regulations.
- 22.3. The Works Council shall have the right to nominate candidates for one third of the number of positions on the Supervisory Board.
- 22.4. The Supervisory Board shall consult with the Works Council at least once a year.

Financial year, financial statements and annual report.

Article 23.

- 23.1. The financial year commences on the first day of April of each year and ends on the thirty-first day of March of the next year.
- 23.2. The Board of Directors is obliged to keep such records of the Foundation's financial position and of everything relating to the activities of the Foundation, in a manner appropriate to those activities, and to keep the corresponding books, records and other data carriers in such a manner as to ensure that the Foundation's rights and obligations can be ascertained at any time.
- The records must also clearly specify:
- a. the nature and amount of any expenses to be reimbursed and any expense allowances and attendance fees to be paid (where applicable) to individual members of the Board of Directors and the members of the Supervisory Board;
 - b. the nature and amount of the costs incurred by the Foundation on managing the Foundation, as well as the nature and amount of any other expenditure incurred by the Foundation;
 - c. the nature and amount of the Foundation's income, and

- d. the nature and amount of the Foundation's assets.
- 23.3. Annually, within six months of the end of the financial year, the Board of Directors shall prepare, put down in writing and adopt the financial statements – comprising a balance sheet, a statement of income and expenditure and supporting notes – and the annual report of the Foundation. The financial statements and the annual report to be adopted shall require the approval of the Supervisory Board. For that purpose these documents shall be sent to the Supervisory Board immediately after they have been put down in writing. Before giving its approval, the Supervisory Board shall instruct the Board of Directors to arrange for the financial statements to be audited by a chartered accountant (*registeraccountant*) or an AA accountant (*accountant-administratieconsulent*) as defined in Section 393 in Book 2 of the Dutch Civil Code, designated by the Supervisory Board. Such expert shall report on his audit to the Supervisory Board and lay down the findings of his audit in an opinion on the fair presentation of the documents referred to in the preceding sentence. The expert shall present his report to the Board of Directors. The rules laid down in the VFI Guideline on the Creation of Reserves by Charities (*VFI-Richtlijn Reserves Goede Doelen*) shall apply to the creation of reserves.
- 23.4. The Supervisory Board shall be entitled to release the members of the Board of Directors from liability for their management as far as such management is disclosed in the adopted documents or is otherwise communicated to the Supervisory Board.
- 23.5. The Board of Directors is obliged to retain the books, records and other data carriers referred to in the preceding Paragraphs for the period prescribed by law.
- 23.6. The data stored on a data carrier, with the exception of the balance sheet and the statement of income and expenditure put down in writing, may be transferred to and saved on another data carrier, on condition that the data in question is transferred correctly and completely, and that such data is available throughout the prescribed retention period and can be viewed as human-readable text within a reasonable time.
- 23.7. The annual report shall be structured in accordance with the Dutch Fundraising Institutions (Accounting) Guideline (*Richtlijn Verslaggeving Fondsenwervende Instellingen*) (as referred to in the CBF Certification Rules) and must give a concrete analysis of the following (and other) items:

- a. the remuneration paid to all the members of the Board of Directors in the financial year in question, specified in a statement providing details of fixed income components (i.e.: the salary, holiday pay and any (year-end) bonuses paid to individual members), expense allowances or reimbursements paid, and any insurance premiums and charges paid;
- b. the pension contributions actually paid by the Foundation to the members of the Board of Directors, 'pension' being taken to include old-age pension, dependant's pension, early retirement pension and occupational disability pension.

The Foundation must also provide information in any form on:

- c. the type of employment contracts entered into with the members of the Board of Directors;
- d. any termination arrangement applied.

Standing orders.

Article 24.

- 24.1. Without prejudice to the other provisions of this Constitution, the Board of Directors may adopt one or more sets of standing orders dealing with matters which, in the opinion of the Board of Directors, require (further) regulation and which are not covered by the Board of Directors Charter or the standing orders for the Supervisory Board.
- 24.2. Standing orders must not conflict with the law or this Constitution.
- 24.3. The Board of Directors may amend or repeal standing orders.
- 24.4. The provisions of Article 25.1 shall also apply to the adoption and repeal of and any amendments to standing orders.

Amendments to the Constitution. Merger, split-up and split-off.

Article 25.

- 25.1. The Board of Directors shall be entitled to amend this Constitution, subject to the prior approval in writing of the Supervisory Board. A resolution to amend this Constitution must be passed by unanimous vote at a meeting at which all the members of the Board of Directors are present or represented.
- 25.2. Amendments shall be effective only after they have been laid down in a notarial deed. Each individual member of the Board of Directors shall be entitled to arrange for such deed to be executed.
- 25.3. The members of the Board of Directors shall be required to lodge a certified copy of the amendment and the amended Constitution with the office of the Trade Register.

- 25.4. The resolution referred to in Article 25.1 shall be passed with due regard for the relevant provisions in the Dutch Works Councils Act (*Wet op de ondernemingsraden*) relating to the powers of the Works Council in this respect.
- 25.5. If a resolution is passed to effect a legal merger, split-up or split-off, the motion proposing the resolution on such merger, split-up or split-off must stipulate that the constitution or articles of the acquiring legal entity, as worded after the merger, split-up or split-off, provide(s) that the capital, as well as the fruits and revenues generated thereby, acquired (from the Foundation) by the acquiring legal entity as a result of the said merger, split-up or split-off, may be applied for purposes other than those stipulated prior to the merger, split-up or split-off only with the permission of the court.

Dissolution, winding up and liquidation.

Article 26.

- 26.1. The Board of Directors shall be entitled to dissolve the Foundation, subject to the provisions of Articles 26.2, 26.3 and 26.8 below.
- 26.2. A resolution of the Board of Directors to dissolve the Foundation must be passed by unanimous vote at a meeting at which all the members of the Board of Directors are present or represented.
- 26.3. The resolution to dissolve the Foundation shall also stipulate how any surplus on winding up is to be appropriated. Such resolution of the Board of Directors shall require the prior approval of the Supervisory Board.
- The surplus on winding up shall be appropriated to causes similar as far as possible to the objects of the Foundation, with the proviso that it is given to:
- a. a public benefit organization, as defined in Section 5b of the General Taxation Act (*Algemene wet inzake rijksbelastingen*) or any substitute regulation, with similar objects, or
 - b. a foreign organization with similar objects which focuses its efforts exclusively or almost exclusively on the common good.
- The resolution to dissolve the Foundation shall also designate a custodian to keep the books, records and other data carriers of the dissolved Foundation.
- 26.4. Once the Foundation has been dissolved, its assets shall be liquidated by the members of the Board of Directors, unless the resolution to dissolve the Foundation designates other liquidators.
- 26.5. If the Foundation is dissolved or if its activities are drastically scaled down, a reasonable portion of the assets of the Foundation shall be spent on a socially acceptable redundancy programme for the Foundation's staff.

- 26.6. After the liquidation, the books, records and other data carriers of the dissolved Foundation shall, for the period prescribed by law, remain in the custody of the custodian designated by the liquidators.
- 26.7. In all other respects the provisions of Title 1, Book 2 of the Dutch Civil Code shall apply to the liquidation and winding up.
- 26.8. The resolution referred to in Article 26.1 shall be passed with due regard for the relevant provisions in the Dutch Works Councils Act (*Wet op de ondernemingsraden*) relating to the powers of the Works Council in this respect.

Final provisions.

Article 27.

- 27.1. The Board of Directors shall decide in all cases not provided for by the law or this Constitution.
- 27.2. For the purposes of this Constitution, the terms 'in writing' and 'written' mean by post, by fax, by email or by any other means of communication capable of transmitting text.

Transitional provision.

Article 28.

- 28.1. The current financial year shall end on the thirty-first day of March two thousand and fourteen.
- 28.2. The provisions of Article 4.4 do not apply to the members of the Board of Directors in office at the time when this amendment to the Constitution takes effect. The following provisions shall apply to them instead:
- "4.4. The members of the Board of Directors shall be appointed for a period of four (4) years. They shall retire in accordance with a roster to be prepared by the Board of Directors. A member retiring in accordance with the roster shall be eligible for immediate reappointment (for a maximum of three further terms). However, in special circumstances the Supervisory Board may reappoint a retiring member for a fourth time, notwithstanding the provisions of the preceding sentence."

END OF THE CONSTITUTION.