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**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION FOUNDATION**  
***(Center for International Legal Cooperation Foundation)***

Today, the twenty-eighth of November two thousand thirteen, appeared before me, Martinus Adrianus Monique van Steensel, hereinafter referred to as: 'civil-law notary', deputizing for the office of Dominique François Margaretha Maria Zaman, civil-law notary practising in Rotterdam: Mrs Lisanne Valérie Beelen, born in Nieuwegein on the first of February nineteen eighty-nine, with office address: 3011 GA Rotterdam, [the Netherlands,] Blaak 31.

The person appearing declared the following:

The Council for International Legal Cooperation of the **Center for International Legal Cooperation Foundation**, a foundation with registered office in The Hague and with address: 2514 AA The Hague, [The Netherlands,] Koninginnegracht 7, listed in the trade register of the Chamber of Commerce under number 41166983, hereinafter referred to as: the '**Foundation**', on the twenty-sixth of November two thousand thirteen decided, after the board of the Foundation had rendered advice in writing on the subject, to amend and completely readopt the articles of association of the foundation as well as to authorize the person appearing to cause this deed to be executed. This decision-making is evidenced by a copy of the minutes of a meeting of the Council for International Legal Cooperation of the Foundation as well as (a copy of) the written advice of the board of the foundation, which have both been attached to this deed (Attachments). The articles of association were last amended by deed on the second of February two thousand ten before F.J. Oranje, civil-law notary practising in The Hague.

To execute the resolution to amend the articles of association as afore-mentioned, the articles of association are hereby amended and readopted completely as follows.

## ARTICLES OF ASSOCIATION

### Definitions

#### Article 1.

In these articles of association, the following definitions apply:

**a. Board:**

the board of the Foundation;

**b. Supervisory Committee:**

the body as referred to in Articles 7 to 10 inclusive of these articles of association;

**c. Board of Partners:**

the board as referred to in Article 16 of these articles of association;

**d. Foundation:**

CENTER FOR INTERNATIONAL LEGAL COOPERATION FOUNDATION,  
with registered office in The Hague;

**e in writing:**

by letter, telefax or e-mail, or by message which is conveyed through another usual means of communication and which can be received in writing, provided that the sender's identity can be established with sufficient certainty.

### Name and registered office

#### Article 2.

The Foundation has the name: **CENTER FOR INTERNATIONAL LEGAL COOPERATION FOUNDATION**. It has its registered office in the municipality of The Hague.

### Aim

#### Article 3.

1. The Foundation has the aim of furthering the quality and development of legal systems and the advancement of a constitutional state in developing countries and countries in transition by means of international legal cooperation and anything which is related to or may be conducive to the foregoing in the widest sense.
2. The Foundation does not intend to make a profit nor achieve growth of its capital, but it will use its capital for the activities focused on the aim as stated in paragraph 1 of this article.

### Financial year

#### Article 4.

The financial year of the Foundation is concurrent with the calendar year.

### Capital

#### Article 5.

1. The capital intended for the realization of the aim of the Foundation is acquired from:
  - a. subsidies, gifts and donations;
  - b. the proceeds from testamentary dispositions, specific legacies or testamentary obligations;
  - c. all other income.
2. Testamentary dispositions can only be accepted pursuant to the benefit of an inventory.
3. The Foundation does not keep more capital than reasonably deemed necessary for the

continuation of the activities foreseen for the benefit of its objective.

4. Capital necessary for the continuation of the activities foreseen as referred to in the previous paragraph is understood to mean:
  - a. capital or assets obtained by the Foundation by virtue of a last will or gift, whether or not to be maintained in real terms, to the extent that such maintenance arises from the conditions attached to the said last will or gift;
  - b. assets to be maintained to the extent that such maintenance arises from the objective of the Foundation;
  - c. assets to be maintained and capital to be built up for the anticipated procurement of such assets, to the extent that the Foundation reasonably requires such assets for the benefit of its objective.

#### Bodies for management and supervision

##### Article 6.

1. The Foundation has the following bodies:
  - a. Supervisory Committee; and
  - b. Board.
2. The Foundation is managed by the Board under the supervision of the Supervisory Committee.
3. In the event of absence, suspension or inability to act of a member of the Board, the remaining member or members of the Board will be charged temporarily with managing the Foundation. In the event of absence or inability to act of all members or the only member of the Board, the Supervisory Committee will be charged temporarily with managing the Foundation and will be authorized to assign the management of the Foundation temporarily to one or several members of the Supervisory Committee.

#### Supervisory Committee

##### Article 7.

#### Tasks and powers

1. The Supervisory Committee supervises the policy and management by the Board and the general affairs in the Foundation. In the performance of its duties, the Supervisory Committee focuses on the interest of the Foundation and its associated institutions and legal entities. In the performance of their activities, the Supervisory Committee members are completely independent, also of the ministry on the recommendation of which, or upon consultations with which, the appointment of the respective Supervisory Committee members has taken place. The Supervisory Committee supports the Board with advice and may also provide directions to the Board. The Board is held to comply with these directions, unless these directions are contrary to the interest of the Foundation.
2. With respect to the provisions of paragraph 1 of this article, the Supervisory Committee is at least charged with the following tasks:
  - a. Providing solicited and unsolicited advice to the Board, in particular on strategic policy

- developments and the long-term policy of the Foundation;
- b. Adopting the general policy on the basis of a draft activity planning prepared by the Board and submitted to the Supervisory Committee for approval;
  - c. Adopting the budget on the basis of a draft budget prepared by the Board and submitted to the Supervisory Committee for approval;
  - d. Adopting the annual report and annual accounts;
  - e. Examining the financial statements and accountability of the Board;
  - f. Appointing, suspending and dismissing Board members;
  - g. Adopting board resolutions to amend the articles of association or dissolve the Foundation respectively.
3. With due observance of these articles of association the Supervisory Committee may draw up one or several sets of regulations in which matters concerning the Supervisory Committee internally as well as other matters are laid down that are conducive to the aim of the Foundation.
  4. The Supervisory Committee annually reviews its and its individual members' functioning, and records the findings and agreements arising from this (self-)review.
  5. The Board shall enable the Supervisory Committee to perform its supervisory task continuously. The Board provides the Supervisory Committee with information necessary for the performance of its task and provides every Supervisory Committee member with any information concerning the matters of the Foundation requested by the said member.
  6. The Supervisory Committee and every Supervisory Committee member have access to the premises of the Foundation at all times.
  7. The Supervisory Committee or a Supervisory Committee member appointed by the Supervisory Committee can inspect the books and documents of the Foundation at all times.
  8. Any secretarial activities for the benefit of the Supervisory Committee are performed by or on behalf of the Board.

#### No remuneration

9. For the performance of their duties the Supervisory Committee members receive no remuneration, neither indirectly nor directly. For the purpose of this article, remuneration does not include a compensation for costs incurred for the benefit of the Foundation.

#### No account rendered to the Board

10. The Supervisory Committee is not held to render account for the performance of its activities to the Board.

#### Composition

##### Article 8.

1. The Supervisory Committee of the Foundation consists of a maximum number of seven (7) persons to be decided on by the Supervisory Committee. The Supervisory Committee retains its powers, even if one or several members are absent.

Supervisory Committee members must be of age and must be natural persons who:

- a. are not employed by the Foundation nor were employed by the Foundation in the year preceding their appointment, who are not a board member of the Foundation nor were a board member of the Foundation in the year preceding their appointment, and who do not run a joint household with a person employed by the Foundation or a board member of the Foundation;
- b. in the opinion of the Supervisory Committee are competent to fulfil their duties as a Supervisory Committee member;
- c. endorse the aim of the Foundation;
- d. want to contribute to achieving the aim of the Foundation as a Supervisory Committee member;
- e. in the opinion of the Supervisory Committee have demonstrable affinity with the field in which the Foundation is active.

Provided that such resolution is adopted unanimously, the Supervisory Committee may resolve to exempt a person from the qualification requirements as referred to under a. in the previous sentence.

2. Supervisory Committee members are appointed by the Supervisory Committee with due observance of the desired spread of knowledge, experience and background, on the basis of a profile prepared by the Supervisory Committee, in which a balanced representation of men and women is taken into account, with due observance of the provisions of the previous paragraphs of this article.  
A resolution to appoint a Supervisory Committee member can only be adopted by unanimous vote.
3. The appointment of the Supervisory Committee members requires a majority of at least two thirds (2/3) of the votes cast at a meeting at which all Supervisory Committee members in office at the time are present or represented. If not all Supervisory Committee members in office at the time are present or represented at a meeting at which a proposal for a resolution as referred to in the previous sentence is discussed, a second meeting will be convened, to be held four (4) weeks upon the day of the first meeting at the latest. At this second meeting, such resolutions can be adopted by a majority of at least two thirds (2/3) of the votes cast, regardless of the number of members in office who are present or represented at this second meeting.
4. In the Supervisory Committee, one (1) member is to be appointed on the recommendation of the Dutch Ministry of Security and Justice.
5. If the Supervisory Committee member appointed on the recommendation of the Dutch Ministry of Security and Justice retires, the Supervisory Committee will request from the Dutch Ministry of Security and Justice, as soon as possible after this vacancy has arisen, to prepare a recommendation within three (3) months upon receipt of this request.

6. The Supervisory Committee may remove the binding character from such recommendation following a resolution adopted by a majority of at least two thirds (2/3) of the votes cast. If the Supervisory Committee removes the binding character from a recommendation by the Dutch Ministry of Security and Justice, the Supervisory Committee will request from the Dutch Ministry of Security and Justice as soon as possible to prepare a new recommendation within three (3) months upon receipt of the request.
7. If the Dutch Ministry of Security and Justice has not prepared a (new) recommendation within three (3) months after the vacancy has arisen or after receipt of the request as referred to in the previous paragraph respectively, the Supervisory Committee will be free to fill the afore-mentioned vacancy, whether or not upon consultation with the Dutch Ministry of Security and Justice.
8. The Supervisory Committee members are appointed for a term of four (4) years, without prejudice to the provisions of the last sentence of this Article. Retiring members can be reappointed once for a second term not exceeding four (4) years. Upon expiry of their first term, they can also be (re)appointed for a term shorter than four (4) years.
9. The Supervisory Committee prepares a rotation schedule for retirement to the effect that not more than one third (1/3) of the members retire in any year.
10. A Supervisory Committee member retires:
  - a. due to expiry of the term for which he has been appointed;
  - b. due to his death;
  - c. due to his resignation or dismissal;
  - d. due to the loss of his right to dispose of his entire property;
  - e. due to his being dismissed by a unanimous resolution by the other Supervisory Committee members if in their opinion the respective member has acted contrary to the interests of the Foundation;
  - f. due to his no longer meeting the quality requirement as referred to in Article 8, paragraph 1 under a., unless exemption has been granted pursuant to the provisions of the last sentence of Article 8, paragraph 1;
  - g. due to his being dismissed by the Supervisory Committee for reasons of close family relationships or similar relationships as referred to in Article 15;
  - h. due to his being dismissed by the Supervisory Committee for reasons of an irreconcilable function as referred to in Article 15.
11. A resolution as referred to in paragraph 10 under e. can only be adopted by unanimous vote with the exception of the member whose dismissal is under discussion, at a Supervisory Committee meeting in which all Supervisory Committee members, with the exception of the member whose dismissal is under discussion, are present or represented and after the member whose dismissal is under discussion has been heard.

#### Working method

##### Article 9.

1. The Supervisory Committee appoints a chairman and a vice-chairman from its number. Additionally, the Supervisory Committee may appoint from its number a secretary and a

member who will be specifically charged with supervising the financial affairs of the Foundation. The Supervisory Committee organizes the division of its other activities. The Supervisory Committee may form subcommittees from its number to prepare the decision-making process on certain subjects, such as finance and remuneration. The composition and working method of these subcommittees are laid down in the standing rules of the Foundation.

2. The Supervisory Committee meets at least four times a year and further as often as the chairman deems necessary or if at least three other Supervisory Committee members want to convene a meeting, stating the reasons.
3. In the event of the chairman's absence, the vice-chairman will act as the chairman of the Supervisory Committee meeting. If the vice-chairman is absent as well, the meeting itself will designate its chairman. Until that moment, the chair will be held by the oldest Supervisory Committee member present at the meeting.
4. The Board members attend the Supervisory Committee meetings, unless the Supervisory Committee decides otherwise.
5. The Supervisory Committee meetings are convened in writing by or on behalf of the chairman or by or on behalf of three other Supervisory Committee members. The convocation shall be with due observance of a term of at least seven (7) days. In addition to the convocation, an agenda is sent on which the subjects to be discussed at the meeting are stated and, wherever possible, explained. The Board members are similarly invited to attend the meetings. In the event of cases considered urgent in the opinion of the chairman or three other members of the Supervisory Committee, the provisions of this paragraph can be deviated from.
6. The minutes of the proceedings of the meeting are taken by a person designated by the chairman of the meeting, which minutes are confirmed at the same meeting or at the next meeting and in witness thereof signed by the chairman and the minutes secretary. The Board sees to it that staff and/or facilities are made available at every meeting for making minutes of the proceedings.
7. Supervisory Committee meetings take place at the office of the Foundation or, in the event of valid reasons, at a location to be decided by the person or persons convening the meeting.
8. The Supervisory Committee holds joint meetings with the Board as often as the Supervisory Committee deems necessary. If the Supervisory Committee decides to convene such joint meeting, the Board will be held to attend this joint meeting. The provisions of this article apply *mutatis mutandis* to convening such joint meeting.

#### Adopting resolutions

#### Articles 10

1. Every Supervisory Committee member has one vote.

2. A Supervisory Committee member shall not participate in the discussions and decision-making, if he has a direct or indirect personal interest in it which is in conflict with the interest of the Foundation. The previous sentence does not apply, if all Supervisory Committee members have such direct or indirect personal interest. In such case, the Supervisory Committee retains its power.
3. To the extent that these articles of association do not provide otherwise, the Supervisory Committee adopts resolutions by an absolute majority of the votes cast. Blank votes and invalid votes are regarded as not cast. If the votes with regard to the appointment of persons are equally divided, lots shall be drawn to decide; if the votes with regard to a different vote are equally divided, the chairman's vote shall be decisive.
4. At a meeting at which all members are present or represented, valid resolutions can be adopted on all business transacted, on the understanding that the resolutions are adopted by unanimous vote, even if the provisions in the articles of association for convening and holding meetings have not been observed.
5. The Supervisory Committee can also adopt resolutions without holding a meeting, if all Supervisory Committee members have been notified in writing of the proposal to such effect and if none of the members has objected to this form of decision-making.
6. Voting on suspension or dismissal of persons shall be by ballot. Voting on all other subjects shall be orally, unless one of the members desires a vote by ballot. Resolutions may be carried by acclamation, unless a person entitled to vote requires a vote by roll-call.
7. Every Supervisory Committee member can have himself represented at all times but only by a fellow member of the Supervisory Committee and by virtue of a written power of attorney.
8. A Supervisory Committee member cannot represent more than one (1) fellow member of the Supervisory Committee at the meeting.
9. If the Board members participate in the Supervisory Committee meeting in conformity with the provisions of Article 9, paragraph 4 of the articles of association, these Board members will have a right to speak at the meeting, but they will have no voting right.

#### The Board

#### Composition

#### Article 11.

1. The Board of the Foundation consists of a maximum number of three (3) individuals to be decided on by the Supervisory Committee. The Board retains its powers, even if not all of its members are present.
2. The Board members are appointed, suspended and dismissed by the Supervisory Committee.
3. Any vacancies must be filled as soon as possible.
4. Board members must be of age and must be natural persons who are not a member of the Supervisory Committee or the Board of Partners.
5. The Supervisory Committee appoints the chairman of the Board, who will have the title of General Manager. The Board itself arranges for a further division of the portfolio by way of

- regulations, which regulations require the prior approval of the Supervisory Committee.
6. The Supervisory Committee determines the salary and the other conditions of employment of the Board members.
  7. Every year, the Supervisory Committee or an assessment subcommittee set up by the Supervisory Committee and led by the Supervisory Committee chairman conducts an assessment interview with every Board member.
  8. A Board member retires:
    - a. due to his resignation or dismissal;
    - b. due to his death;
    - c. due to his being dismissed by the court in cases provided for by the law;
    - d. due to his being dismissed by the Supervisory Committee;
    - e. due to his being declared bankrupt, his petitioning for suspension of payment, or his request for application of the debt rescheduling arrangement as referred to in the Bankruptcy Act;
    - f. due to his placement under guardianship, or judicial decision under which an administration is set up over one or more of his goods;
    - g. due to his no longer meeting the quality requirement as referred to in Article 11, paragraph 4;
    - h. due to his being dismissed by the Supervisory Committee for reasons of close family relationships or similar relationships as referred to in Article 15;
    - i. due to his being dismissed by the Supervisory Committee for reasons of an irreconcilable function as referred to in Article 15.

#### Tasks and powers

##### Article 12.

1. The Board is charged with managing the Foundation.
2. In the Foundation, all tasks and powers not assigned to other bodies by the law or the articles of association accrue to the Board. Its tasks include adopting an annual policy plan that provides insight into activities to be performed by the Foundation, the method of acquiring money and the management and spending of the capital of the Foundation.
3. Only upon prior approval of the Supervisory Committee, the Board is authorized to decide to enter into agreements for the acquisition, sale and encumbering of registered property and to enter into agreements for which the Foundation warrants performance by a third party or provides security for a debt of another party and representation of the Foundation with respect to these acts.
4. The Board represents the Foundation at law and otherwise. Two Board members acting jointly, one of them being the chairman of the Board, are also authorized to represent the Foundation.

At ceremonial meetings (seminars, receptions, celebrations and commemorations), the Board seeks to ensure that the chairman and the members of the Supervisory Committee

will also appear on behalf of the Foundation, if this is conducive and necessary.

5. Without prejudice to the provisions of paragraph 1, the tasks of the Board include:
  - a. managing the organization for the benefit of the Foundation and supervising the correct execution of tasks by a third party to which the Foundation has assigned activities to be executed;
  - b. adopting and submitting to the Supervisory Committee for assessment and approval an annual policy plan, an annual draft activity planning and an annual draft budget, as well as, periodically but at least once every two years, a draft policy plan of the Foundation for the next three (3) years and a long-term draft financial budget of the Foundation;
  - c. adopting and – before the first of June of the calendar year following on the financial year to which the draft annual report and draft annual accounts pertain – submitting the draft annual report and draft annual accounts to the Supervisory Committee for assessment and approval;
  - d. furthering support for the Foundation and its activities within the Dutch and international legal world;
  - e. providing the Supervisory Committee in time and frequently with all information it requires for the proper performance of its duties. In all cases, consultations between the chairman of the Board and the chairman of the Supervisory Committee take place at least once per month.
6. The Board needs to obtain the prior written approval of the Supervisory Committee for any decision and legal act, in addition to the decisions and legal acts referred to in paragraph 3 above, for:
  - a. adopting the annual report and the annual accounts;
  - b. adopting and amending the policy plan prepared for any or several years;
  - c. adopting the vision that forms the basis of operating the organization, the policy, the strategies, adopting the long-term financial budget of the Foundation as well as the budget for the next financial year, the associated plan of execution and the resources to be made available for this plan, as well as substantial deviations from these;
  - d. investments, other financial transactions or legal acts which (i) exceed a value or amount to be decided further in the standing rules and/or exceed an annual amount to be decided by the Supervisory Committee and/or have not been determined by means of the budget, or (ii) concern a subject to be chosen by the Supervisory Committee;
  - e. entering into or amending agreements with providers of subsidies, sponsors and organizations associated with the Foundations if these agreements exceed a value or

- amount to be set annually by the Supervisory Committee;
- f. lending money, entering into agreements in which a bank credit is granted to the Foundation and, other than for the use of a bank credit obtained with the approval of the Supervisory Committee, borrowing money, if the amount of the credit or loan exceeds the limit set annually by the Supervisory Committee;
  - g. accepting and terminating the employment of a Foundation employee with a higher salary than an amount set annually by the Supervisory Committee;
  - h. filing a bankruptcy petition or petitioning for suspension of payment for the Foundation;
  - i. amending the articles of association;
  - j. dissolving the Foundation and designating the use of any assets left after liquidation;
  - k. adopting and amending the standing rules or other regulations;
  - l. assigning, changing or withdrawing a power of attorney;
  - m. the plan providing for the provisions for the controlling and functioning of the Foundation and for identifying and managing risks in time;
  - n. establishing and participating in or accepting an appointment as a board member of another legal entity;
  - o. entering into or terminating a long-lasting cooperation, if it is strategically significant for the Foundation, and/or a participation of a considerable scale and/or of strategically major significance for the Foundation, or terminating the same;
  - p. entering into or reaching an amicable solution in lawsuits, including arbitration procedures, with the exception of:
    - (i) attaching property before judgement; and/or
    - (ii) taking legal action that cannot be postponed;
  - q. any other board resolutions clearly described and divulged to the Board in writing in advance, with respect to which the Supervisory Committee has decided that these are subject to the approval of the Supervisory Committee.
7. Lack of approval of the Supervisory Committee of resolutions as referred to in paragraphs 3 and 6 shall not affect the representative authority of the Board or the Board members.
8. If requested to do so, the Board is held to inform the Supervisory Committee about other board resolutions than those referred to above in paragraphs 3 and 6.

Conflict of interest

Article 13.

1. In any cases in which the Foundation has an interest that conflicts with that of one or several Board members, the Foundation may be represented by the Board members who do not have any interests that conflict with those of the Foundation, on the understanding that those

- whose interests conflict with those of the Foundation are not or cannot be authorized to perform the respective acts.
2. Conflicting interests or entanglement of interests also include the performance of legal acts valuable in money between the Foundation and:
    - a. the Board members;
    - b. persons with close family relationships or similar relationships with the persons mentioned above under a.;
    - c. legal entities of which the persons mentioned above under a. and b. are board members, supervisory body members or shareholders.
  3. A Board member shall not participate in the discussions and decision-making, if he has a direct or indirect personal interest in it which is in conflict with the interest of the Foundation. If this means that no board resolution can be adopted, the resolution will be adopted by the Supervisory Committee.
  4. The Board may decide to grant a power of attorney to one or several Board members as well as to third parties to represent the Foundation within the limits of this power of attorney. The representative authority of an official thus appointed cannot extend to cases in which the Foundation has an interest that is in conflict, as referred to above, with the respective official's interest.

#### Working method and decision-making

##### Article 14.

1. The Board shall convene at least twelve times per year and further as often as the chairman or other members of the Board deem necessary, stating the reasons.
2. The provisions of Article 10 apply to the decision-making of the Board *mutatis mutandis*, however with the exception of the provisions of Article 10, paragraphs 2 and 9.
3. If the votes are equally divided, the vote of the chairman of the Board shall be decisive.

#### Irreconcilable functions/relationships

##### Article 15.

1. The members of the Board and the Supervisory Committee shall not have any close family relationships or similar relationships in the form of a marriage, registered partnership, unmarried cohabitation, and consanguinity or relationship by marriage to the third degree. A relationship as referred to above is a reason for dismissal.
2. The members of the Board or the Supervisory Committee shall not simultaneously have the capacity of board member, founder, shareholder, supervisor or employee of:
  - a. an entity to which the Foundation either indirectly or directly grants all or a substantial part of the money it has received;
  - b. an entity with which the Foundation structurally performs legal acts valuable in money.

A capacity as referred to above is a reason for dismissal.

3. Each of the respective members of the Supervisory Committee and/or the Board is to notify the Supervisory Committee chairman or, if the Supervisory Committee chairman himself is involved, the Supervisory Committee vice-chairman immediately of the existence of a relationship as referred to in paragraph 1 and/or a capacity as referred to in paragraph 2. The Supervisory Committee shall put the dismissal of the person(s) involved on the agenda for the next meeting.

#### Board of Partners

##### Article 16.

1. The Foundation has a Board of Partners in which particularly the various institutional partners and legal professional groups are represented. The Board of Partners acts as a consultative body and platform for international projects for the benefit of the advancement of constitutional states in the sense of the objective of the Foundation.
2. The composition of the Board of Partners reflects the mission, objectives and activities of the Foundation.
3. The members of the Board of Partners are appointed, suspended and/or dismissed by the Supervisory Committee. Members of the Board of Partners are appointed for a period not exceeding four (4) years, on the understanding that if a shorter term has been agreed on with respect to the recommendation for appointment, the person involved will be appointed for a period not exceeding this shorter term. Retiring members can be reappointed once for a second term not exceeding four (4) years.  
At all times, a member can be dismissed by the Supervisory Committee upon prior consultation with the respective authority (authorities), board(s), organization(s) or body by which the respective member has been recommended.
4. Members of the Board of Partners must be of age and must be natural persons. The following persons are excluded from membership of the Board of Partners:
  - a. Persons employed by the Foundation as well as their relatives and persons related to them by marriage to the second degree and those who run a joint household with a person employed by the Foundation;
  - b. Persons who do not have the right to dispose of their entire property;
  - c. Persons who have been declared bankrupt or to whom the debt rescheduling arrangement as referred to in the Bankruptcy Act is applied;
  - d. Persons who have petitioned for suspension of payment;
  - e. Members of the Supervisory Committee or Board of the Foundation.
5. The Board of Partners consists of a maximum number of nine (9) natural persons to be decided on by the Supervisory Committee, who are appointed with due observance of the following:
  - a. One member is appointed on the recommendation of:
    - (i) the Minister of Security and Justice; and

- (ii) the Minister of Foreign Affairs (Foreign Secretary), collectively;
  - b. One member is appointed on the recommendation of the Supreme Court;
  - c. One member is appointed on the recommendation of the Council for the Judiciary (*Raad voor de Rechtspraak*);
  - d. One member is appointed on the recommendation of the Board of Procurators General (*College van Procureurs-Generaal*);
  - e. One or several members are appointed on the recommendation of:
    - (i) the Dutch Association for the Judiciary (*Nederlandse Vereniging voor Rechtspraak*);
    - (ii) the Royal Dutch Organization of Civil-Law Notaries (*Koninklijke Notariële Beroepsorganisatie*);
    - (iii) the Dutch Mediation Institute (*Nederlands Mediation Instituut*);
    - (iv) the Dutch Association of In-House Counsel (*Nederlands Genootschap van Bedrijfsjuristen*);
    - (v) the Royal Professional Association of Judicial Officers (*Koninklijke Beroepsorganisatie van Gerechtsdeurwaarders*);
 and/or
    - (vi) de Dutch Bar Association (*Nederlandse Orde van Advocaten*);
  - f. One or several members, appointed on the recommendation of:
    - (i) the Administration of Justice Study Centre Agency (*Stichting Studiecentrum Rechtspleging*);
    - (ii) the The Hague Institute of Global Justice;
    - (iii) the Foundation Netherlands Helsinki Committee (*Stichting Nederlands Helsinki Comité*);
    - (iv) the Foundation T.M.C. Asser Institute, Institute for Private and Public International Law, International Commercial Arbitration and European Law (*Stichting T.M.C. Asser Instituut, Instituut voor Internationaal Privaat- en Publiekrecht, Internationale Handelsarbitrage en Europees Recht*);
    - (v) the Van Vollenhoven Institute for Law, Governance and Development (*Van Vollenhoven Instituut voor recht, bestuur en ontwikkeling*) in Leiden; and/or
    - (vi) the The Hague Institute for the Internationalization of Law;
  - g. three (3) members are appointed on the joint recommendation of the Faculties of Law of the Dutch universities;
  - h. one or more members are appointed on the recommendation of other organizations requested to do so by the Supervisory Committee on the proposal of the Board;
  - i. one or several members are appointed on the recommendation of the Board.
6. If a member of the Board of Partners, appointed on the recommendation as referred to in Article 16, paragraph 5 under a. to i. inclusive, retires, the Supervisory Committee will request from the respective authority (authorities), board(s), organization(s) or body, as soon as possible after this vacancy has arisen, to prepare a recommendation within three (3) months upon receipt of this request.
7. The Supervisory Committee may remove the binding character from such recommendation following a resolution adopted by a majority of at least two thirds (2/3) of the votes cast.
- If the Supervisory Committee removes the binding character from a recommendation by the respective authority (authorities), board(s), organization(s) or body, the Supervisory Committee will request from the respective authority (authorities), board(s), organization(s) or body as soon as possible to prepare a new recommendation within three (3) months upon receipt of this request.

8. If the respective authority (authorities), board(s), organization(s) or body have not prepared a (new) recommendation within three (3) months after the vacancy has arisen or after receipt of the request as referred to in the previous paragraph respectively, the Supervisory Committee will be free to fill the afore-mentioned vacancy, whether or not upon consultation with the respective authority (authorities), board(s), organization(s) or body.
9. The chairman of the Board of Partners is appointed by the Supervisory Committee. The Board of Partners appoints a vice-chairman from its number. In the event of the chairman's absence, the vice-chairman or, in his absence, one of the other members – to be designated by the Board of Partners – will act as the chairman of the meeting of the Board of Partners. The Board of Partners organizes the division of its other activities.
10. The Board of Partners meets at least twice a year. The Supervisory Committee members have the right to attend the meeting of the Board of Partners and speak at this meeting.
11. The Board of Partners:
  - a. identifies themes that by the nature of their content must be characteristic of international projects for the benefit of the advancement of constitutional states;
  - b. renders advice to the Supervisory Committee with respect to the draft activity programme; and
  - c. functions as the sounding board for the Board and staff of the Foundation.
12. In compliance with these articles of association, the Board of Partners may adopt regulations in which matters concerning the Board of Partners internally are laid down.
13. The Board sees to it that staff and/or facilities are made available at every meeting of the Board of Partners for making minutes of the proceedings. The minutes are confirmed by the Board of Partners and in witness thereof signed by the chairman of the Board of Partners and the minutes secretary.

Annual report/annual accounts and rendering account

Article 17.

1. The Board is held to keep records of the financial position of the Foundation and of everything concerning the activities of the Foundation, in conformity with the requirements arising from such activities, and to keep the associated books, documents and other data carriers in such a way that the rights and obligations of the Foundation can be known at all times.

These records must also attest to:

- a. the nature and extent of any (possible) reimbursement of expenses accruing to the members of the Board and the Supervisory Committee;
- b. the nature and extent of expenses incurred by the Foundation for the benefit of acquiring money and the management of the Foundation, as well as the nature and extent of other expenses of the Foundation;
- c. the nature and extent of revenue of the Foundation;

- d. the nature and extent of the capital of the Foundation.
2. Every year, before the first of June, the Board submits a draft annual report on the affairs in the Foundation and on the policy pursued to the Supervisory Committee for approval. Every year, before the first of June, the Board also submits the draft annual accounts, including the balance sheet and the statement of income and expenditure with explanatory notes, to the Supervisory Committee for approval.
  3. Every year, within five (5) months after the end of the financial year, the Board draws up the final annual report and annual accounts as referred to in paragraph 2 and submits these documents to the Supervisory Committee for approval.
  4. The Supervisory Committee audits the documents as referred to in paragraph 3 and reports its findings to the Board. A registered accountant, to be appointed by the Board, assists the Supervisory Committee in auditing the annual accounts.
  5. After approval has been obtained, or with due observance of the instructions of the Supervisory Committee, the Board adopts the annual report and annual accounts within six (6) months after the end of the financial year.
  6. The Board is held to provide to the Supervisory Committee and the registered accountant any information they desire, show them the cash and values at their request, and make the books, documents and other data carriers of the Foundation available for consultation.
  7. The Board is held to keep the books and documents referred to in the previous paragraphs for a period of seven (7) years.
  8. The data provided on a data carrier, with the exception of the balance sheet and the statement of income and expenditure on paper, can be transferred onto and kept on another data carrier, if the data are transferred correctly and completely, are and remain available throughout the full archiving period and can be made legible within a reasonable time.
  9. Every year, the Board prepares a budget and submits these documents two (2) months before the beginning of the new financial year at the latest to the Supervisory Committee for approval. Within one (1) month before the beginning of the new financial year, the Supervisory Committee shall adopt a budget.

#### Regulations

##### Article 18.

For working on further details of these articles of association the Board may adopt, amend and abolish regulations, which shall not include any provisions that are contrary to these articles of association or the law, even where no imperative right is included. The adoption, amendment or abolition of regulations requires the prior approval of the Supervisory Committee.

#### Amendment of the articles of association

##### Article 19.

1. The articles of association can be amended by the Board after the Board has obtained the prior approval of the Supervisory Committee.

2. A resolution to amend the articles of association can only be adopted, if the subject to such effect has been on the agenda of the respective meeting and upon prior written announcement of the amendment proposal to the Board members and the Supervisory Committee members within the term as referred to in paragraph 4.
3. A resolution of the Supervisory Committee to grant approval for an amendment of the articles of association requires a majority of at least two thirds (2/3) of the votes cast at a plenary meeting with all members personally present. If not all members are present at a meeting at which a proposal to amend the articles of association is discussed, a second meeting will be convened, to be held not earlier than two (2) and not later than four (4) weeks after the first meeting. At this second meeting, at which at least half of the number of members is to be personally present, the Supervisory Committee can adopt a legally valid resolution on the proposal as discussed at the first meeting, if by a majority of at least two thirds (2/3) of the votes cast.
4. The notice convening the meeting at which an amend of the articles of association will be proposed, must include a copy of the proposal in which the proposed amendment is set out verbatim. Contrary to the provisions of Article 9, paragraph 5, the notice convening the first meeting of the Supervisory Committee as referred to in the previous paragraph requires a term of at least two (2) weeks to be observed.
5. The previous provisions of this article do not affect the possibility of adopting resolutions by unanimous vote outside a meeting as referred to in Article 10, paragraph 4 above.
6. An amendment of the articles of association only takes effect after a notarial deed of this has been drawn up. Every Board member is authorized to cause this deed to be executed.

#### Dissolution and liquidation

##### Article 20.

1. With respect to dissolution of the Foundation the provisions of Article 19, paragraphs 1 to 5 inclusive apply *mutatis mutandis*.
2. In the dissolution resolution, the Board designates the use of any surplus upon liquidation. This use shall be in compliance with the aim of the Foundation to the highest extent possible, on the understanding that the surplus:
  - a. is spent either on another institution that furthers public advancement as referred to in Article 5b of the General Law on State Taxes (*Algemene Wet inzake rijksbelastingen*) or a substitute provision, the aim of which matches the aim of the Foundation as closely as possible;
  - b. or serves the public interest in any other way.
3. The liquidation shall be by the Board, which may also delegate the liquidation.
4. At the dissolution resolution, the Board also designates a custodian for the books, documents and other data carriers of the dissolved Foundation.
5. The provisions of Title 1, Book 2 of the Dutch Civil Code apply to the liquidation.

Transitional provision concerning the BoardArticle 21.

Contrary to the provisions of Article 11, Mr Willem Elias van Nieuwkerk, born in The Hague on the twenty-first of May nineteen sixty-eight, will be appointed board member of the Foundation on the first of December two thousand thirteen by operation of law.

Transitional provision concerning the Supervisory CommitteeArticle 22.

Contrary to the provisions of Articles 8 and 9, the following persons will be appointed the first members of the Supervisory Committee on the first of December two thousand thirteen by operation of law:

- a. Mr Reinier Franciscus Bernard van Zutphen, born in Wageningen on the eleventh of May nineteen sixty, in the position of chairman;
- b. Mr Sjoerd Izaäk Hendrik Gosses, born in Amsterdam on the twenty-seventh of June nineteen forty-one;
- c. Mr Johannes Albertus Terstegen, born in Geldrop on the sixteenth of May nineteen sixty;
- d. Mr Winfried Henricus Augustinus Maria van den Muijsenbergh, born in Heerlen on the fourth of August nineteen fifty-four.

The quality requirement as referred to in Article 8, paragraph 1 under a. of the articles of association does not apply with respect to the persons mentioned above.

Transitional provision concerning the Board of Partners.Article 23.

Contrary to the provisions of Article 16, the Board of Partners will consist, as from the first of December two thousand thirteen, of the persons who were a member of the Council for International Legal Cooperation of the Foundation on the twenty-eighth of November two thousand thirteen, with the exception of Mr Reinier Franciscus Bernard van Zutphen, afore-mentioned.

By operation of law, these persons will retire on the first of January two thousand fifteen.

**Final provisions**

Finally, the person appearing stated that the amendment of the articles of association under consideration will take effect on the first of December two thousand thirteen.

**Final clause**

The person appearing is known to me, civil-law notary.

This deed was executed in Rotterdam on the date first hereinbefore written.

The substance of this deed has been communicated and explained to the person appearing.

The person appearing has declared that she did not require the deed to be read out in full, that she has taken cognizance of the substance of the deed for its execution in a timely manner and that she approved of the content. Immediately following its limited reading, this deed was first signed by the person appearing and then by me, civil-law notary.

(Signature following)

[Stamp:] Prof. mr. D.F.M.M. ZAMAN

CIVIL-LAW NOTARY PRACTISING IN ROTTERDAM

[Signature]

ISSUED AS A TRUE COPY

Rotterdam, 28 November 2013

Conformity of the translation to the Dutch source text has been certified by Stefanus Hubertus Johannes Dorren, sworn translator to the District Court of Amsterdam, Wbvtv number: 1494.

A copy of the Dutch source text has been attached to the English target text.

Place: Amsterdam

Date: 10 December 2013

Signature and stamp: