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## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

On this day, the twenty-fourth of January, two thousand and twenty-four, the following person appeared before me,  
civil-law notary Karen Anne Hüpler-Hebben, practising in Utrecht, the Netherlands:

Ms Diana Cornelia Francisca Mackaij, born in Utrecht on the thirtieth of October, nineteen seventy-two, whose address for service for the purpose of this deed is at Maliebaan 6, 3581 CM Utrecht, and who is acting as mentioned below.

The person appearing stated that:

- the board of the foundation **Stichting ECPAT International**, with its registered office in Amsterdam, the Netherlands, and offices at Hooglandse Kerkgracht 17 G, 2312 HS Leiden, the Netherlands, entered in the Commercial Register under number 34139743, has resolved to amend its articles of association as stated below;
- the board has further resolved to appoint the person appearing to execute this deed;
- these board resolutions are evidenced by an extract from the minutes of the relevant meeting, appended to this deed (**Appendix**).

The person appearing, acting as mentioned, also stated that in implementation of the aforementioned resolution, she was amending the foundation's articles of association in their entirety, so that they read as follows with effect from tomorrow:

### **ARTICLES OF ASSOCIATION**

#### **DEFINITIONS**

##### **Article 1.**

1. The terms below are defined as follows for the purpose of these articles of association:

**Delegate** means an officer, director, post holder, or employee of an ECPAT Organisation designated to represent that organisation within the foundation.

**ECPAT Organisation** means the organisation referred to in Article 15, paragraph 1.

**Executive Director** means the board of the foundation, unless stated otherwise.

**Days** means all the days of a week. Public holidays or days equated with them under the General Extension of Time Limits Act [*Algemene termijnenwet*] are therefore not excluded.

**Membership Standards** means the conditions set for recognition as an ECPAT Organisation, as referred to in Article 15, paragraph 1.

**Member Representative Committee** means the Member Representative Committee of the ECPAT Organisations Meeting referred to in Article 15,

paragraph 9.

**Supervisory Board** means the foundation's Supervisory Board.

**Written or in writing** means a message transmitted by letter, email, or any other electronic means of communication, provided that the message is legible and reproducible.

**Articles of association** means the foundation's articles of association.

**Foundation** means the foundation Stichting ECPAT International, entered in the Commercial Register under number 34139743.

**ECPAT Organisations Meeting** means the foundation's ECPAT Organisations Meeting as described in Article 15, paragraph 1.

2. Unless expressly stated otherwise, references to articles are references to articles of these articles of association.
3. These articles of association use the singular 'they', and 'their' to refer to a person of any gender.

#### **NAME AND REGISTERED OFFICE**

##### **Article 2.**

1. The foundation's name is **Stichting ECPAT International**.
2. Its registered office is in the municipality of Amsterdam.

#### **OBJECTS AND RESOURCES**

##### **Article 3.**

1. The foundation's objects are:
  - a. eliminating child sexual exploitation;
  - b. working to ensure that children can enjoy their fundamental rights, everywhere in the world, free from all forms of sexual exploitation;
  - c. facilitating and maintaining a network of organisations to advance the objectives mentioned in a. and b.,and doing anything related or that can be conducive to this, all in the broadest sense.  
and doing anything related or that can be conducive to this, all in the broadest sense.
2. The foundation seeks to achieve its objects in various ways, including:
  - developing/cooperating as a team within a broad network of people and organisations working together for children;
  - providing leadership and support to organisations, groups, and individuals working to end the sexual exploitation, abuse, and oppression of children;
  - campaigning;
  - gathering and providing evidence with a view to influencing decision-makers and policymakers;
  - supporting actions to protect children who have been victims of sexual exploitation and attending to their physical, mental, and emotional recovery;
  - facilitating and promoting the participation and involvement of ECPAT Organisations and other relevant supporters,and doing anything related or that can be conducive to this, all in the broadest sense.
3. The foundation does not aim to make a profit.

## **ASSETS**

### **Article 4.**

1. The foundation's assets are made up of grants, endowments, bequests, and inheritances as well as all other lawful income and revenues.
2. Inheritances may only be accepted under the benefit of inventory.
3. The foundation's assets serve to achieve its objects. No natural person or legal entity may dispose of the foundation's assets as if they were their own.

## **BOARD; COMPOSITION. APPOINTMENT. ABSENCE AND INABILITY TO ACT**

### **Article 5.**

1. The foundation's board consists of one officer with the title of Executive Director.
2. The Supervisory Board appoints the Executive Director, on condition that:
  - a. the Supervisory Board – before appointing the Executive Director – tests the candidate's integrity, quality, and suitability for the position of Executive Director ;
  - b. the Executive Director cannot also be part of the Supervisory Board.
3. Before appointing the Executive Director , the Supervisory Board determines the required qualities and/or capacities for an Executive Director in the form of a profile adopted by separate resolution.
4. The vacancy for the Executive Director will be made public. A new Executive Director will be recruited through a transparent procedure and on the basis of the profile referred to in paragraph 3 of this article.
5. The Executive Director is appointed for a period as described in the agreement that records their working relationship with the foundation. If there is no working relationship, the Executive Director is appointed for a period of no more than three years. The Executive Director is eligible for reappointment without limitation.
6. If the Executive Director is absent or unable to act, the foundation will be temporarily managed by one or more persons whom the Supervisory Board must designate for that purpose at all times. The Supervisory Board cannot designate a person as referred to in the previous sentence from among its members. If the Supervisory Board has not designated persons or does not designate them without delay, the Member Representative Committee may designate someone to temporarily stand in for the board. The designated persons are equated to an officer for the management acts performed during this period.
7. An *absence* happens when:
  - a. a vacancy occurs because the Executive Director stands down or is removed from office and no immediate successor has been appointed; or
  - b. the Executive Director dies.An *inability to act* happens if the Executive Director, due to:
  - a. suspension;
  - b. illness of longer than one month; or
  - c. inaccessibility for longer than one month,is temporarily unauthorised or unable to exercise the duties or powers

conferred on the Executive Director by or under the law, these articles of association, or the foundation's regulations.

## **EXECUTIVE DIRECTOR; SUSPENSION AND REMOVAL. CEASING TO HOLD OFFICE**

### **Article 6.**

1. The Executive Director ceases to hold office:
  - a. if they die;
  - b. if they stand down (retire from the board);
  - c. if they lose the right to dispose of their assets;
  - d. if they are removed from office by the court;
  - e. if they are removed from office by the Supervisory Board;
  - f. if the term for which they were appointed expires;
  - g. if they are irrevocably convicted of a crime referred to in Article 67(1) of the Dutch Criminal Procedure Code;
  - h. if they are irrevocably convicted in another jurisdiction of a crime or offence similar to the crime referred to in subparagraph g.
2. The Supervisory Board may suspend and remove the Executive Director from office at any time.
3. A suspension applies for no longer than two months unless the Supervisory Board has resolved before the expiry of that period to extend that term once for no longer than two months. If the Supervisory Board does not resolve to remove the suspended Executive Director or if the suspension period is not extended in time, the suspension lapses.
4. The suspended Executive Director will be given the opportunity to answer to the Supervisory Board and to be assisted by a lawyer.

## **EXECUTIVE DIRECTOR; DUTIES AND POWERS. REMUNERATION**

### **Article 7.**

1. The Executive Director is tasked with managing the foundation.
2. In discharging their duties, the Executive Director focuses on the interests of the foundation and its affiliated organisation.
3. The Executive Director is authorised to enter into agreements to acquire, dispose of, or encumber property subject to registration, but only insofar as this relates to an endowment or inheritance.
4. The Executive Director is not authorised to enter into agreements under which the foundation binds itself as surety or joint and several debtor, warrants performance by a third party, or provides security for a debt of another.
5. The following resolutions of the Executive Director are subject to the Supervisory Board's prior approval:
  - a. granting or entering into credit agreements and loan agreements;
  - b. adopting the annual budgets and the financial statements;
  - c. determining or fundamentally changing the policy plans or long-term plans drawn up for any year or series of years or changing the foundation's global strategy;
  - d. determining the foundation's strategy that must lead to the achievement of the objects as set out in the articles of association;
  - e. funding the foundation's strategy;

- f. adopting and amending the Membership Standards;
  - g. adopting the regulations referred to in Article 15, paragraph 10;
  - h. terminating the employment of a significant number of employees simultaneously or within a short period;
  - i. substantially altering the working conditions of a significant number of employees;
  - j. amending the articles of association;
  - k. dissolving the foundation, including determining the purpose of any balance left after winding-up;
  - l. incorporating a new legal entity, including adopting its articles of association;
  - m. cooperating directly or indirectly on a long-term basis with other legal entities, as well as terminating such cooperation if this cooperation or its termination is of far-reaching significance;
  - n. filing a winding-up petition or a petition for a moratorium on the payment of debts;
  - o. granting a power of attorney or other continuing authority to represent, as well as revoking and amending them;
  - p. conducting legal proceedings, other than collection or preliminary relief proceedings;
  - q. terminating or transferring all or a significant part of the foundation's activities;
  - r. significantly scaling down, expanding, or making other changes to the foundation's activities;
  - s. changing the organisational structure;
  - t. entering into agreements to rent, let, acquire, dispose of, or encumber property subject to registration;
  - u. merging or dividing the foundation, including the resolution to sign a proposal for merger or division;
  - v. participating in the capital of a legal entity, including legal entities incorporated under foreign law, as well as terminating, increasing, reducing, or terminating that participating interest.
6. If there is a working relationship between the Executive Director and the foundation, the Supervisory Board determines the financial remuneration and other conditions under which the work is performed. The financial remuneration and other conditions relate exclusively to the Executive Director's working relationship with the foundation.  
The Executive Director receives no remuneration, directly or indirectly, in their capacity as an officer of the foundation under the articles of association. The Executive Director may be reasonably compensated for expenses that they incur on behalf of the foundation. If there is no working relationship with the foundation, the Supervisory Board may grant the Executive Director an attendance fee that is not excessive.
7. The payments described in paragraph 6 of this article are disclosed and detailed in the foundation's financial statements.
8. The Executive Director is expected to declare their ancillary positions, including board positions, supervisory directorships, and advisory positions.

The Executive Director has no business interests or relationships with the foundation other than as an officer. Unless the Supervisory Board gives its prior approval, the Executive Director must not accept any ancillary or other position that, in view of its nature or time commitment, affects their performance as Executive Director. Approval is at the Supervisory Board's sole discretion.

#### **EXECUTIVE DIRECTOR; ADOPTION OF RESOLUTIONS. CONFLICTING INTEREST**

##### **Article 8.**

1. The Executive Director's resolutions are recorded in writing.
2. The Executive Director is responsible for carefully recording their resolutions.
3. If the Executive Director has a direct or indirect personal interest that conflicts with those of the foundation, they must disclose this to the Supervisory Board and provide all relevant information in this regard.
4. If the Executive Director has a conflicting interest as referred to in paragraph 3 of this article, the Supervisory Board will adopt the resolution.
5. The Executive Director is responsible for carefully recording a resolution if there is a conflicting interest as referred to in paragraph 3 of this article.

#### **PROVISION OF INFORMATION BY THE EXECUTIVE DIRECTOR**

##### **Article 9.**

1. The Executive Director must provide the information and data that the Supervisory Board needs to perform its duties punctually and, if so desired, in writing. Such information and data also include the information and data that are or may be related to that mentioned in Article 7, paragraph 5 of these articles of association.
2. The Executive Director reports regularly to the Supervisory Board, and at least as often as the Supervisory Board requests, on the status of developing the foundation's strategy and policy and on the foundation's financial affairs.
3. Further provisions on providing information as referred to in this article may be recorded in an information protocol to be drawn up jointly by the Executive Director and the Supervisory Board.

#### **REPRESENTATION**

##### **Article 10.**

1. The Executive Director represents the foundation.
2. The Executive Director may resolve to grant a power of attorney to third parties to represent the foundation within the limits of that power of attorney. The Executive Director may also resolve to give a title to authorised representatives.
3. If the Executive Director grants a continuing authority to represent to a third party, the Executive Director must report this to the Commercial Register of the Chamber of Commerce.

#### **SUPERVISORY BOARD; COMPOSITION AND APPOINTMENT. ABSENCE AND INABILITY TO ACT**

##### **Article 11.**

1. The Supervisory Board determines its own number of members and is made up of at least three and at most five natural persons.

2. The Supervisory Board appoints its own members, on the understanding that:
  - a. each Supervisory Board member has an affinity with the foundation's objects;
  - b. a Supervisory Board member:
    - i. must not be a relative of another Supervisory Board member or of the Executive Director. In this context, 'family' means blood relatives and relatives by marriage up to the fourth degree, with cohabitation considered to be marriage;
    - ii. may not have a relationship with another Supervisory Board member or with the Executive Director. In this context, 'relationship' means a marriage, registered partnership, cohabitation, or otherwise maintaining a joint household;
  - c. a former Executive Director may not be appointed a Supervisory Board member for a period of two years after ceasing to hold office as an Executive Director;
  - d. none of the Supervisory Board members may have an employment relationship with the foundation;
  - e. the chairperson of the Supervisory Board is appointed as such in office;
  - f. vacancies within the Supervisory Board are made public and new Supervisory Board members are recruited through a transparent procedure and on the basis of the profile referred to in paragraph 6 of this article;
  - g. the Member Representative Committee has the power to make a binding nomination for no more than two Supervisory Board members, all with due observance of the profile as described in paragraph 6 of this article and not for the chairperson of the Supervisory Board, on the understanding that the number of Supervisory Board members for which the Member Representative Committee makes a binding nomination must always be less than half of the total number of Supervisory Board members;
  - h. the Supervisory Board gives the Member Representative Committee the opportunity in due time to make a nomination as referred to in paragraph 2 g. of this article; if the right of nomination has not been used within three months of the written request for it having been received, the Supervisory Board may appoint a Supervisory Board member, provided that the profile referred to in paragraph 6 of this article is duly observed;
  - i. the binding nomination for appointment or reappointment is substantiated. The manner in which the candidate has performed their supervisory duties will be considered in the case of reappointment.
  - j. the Supervisory Board may resolve to remove the binding nature of the binding nomination; if the Supervisory Board resolves to remove the binding nature from a nomination that is made, the Member Representative Committee will be given the opportunity to make another binding nomination.
3. Resolutions to appoint a Supervisory Board member are adopted by a

simple majority of the votes validly cast by the other Supervisory Board members. The chairperson of the Supervisory Board is appointed in office.

4. Supervisory Board members may not benefit, directly or indirectly, from supplies to or agreements with the foundation.
5. A Supervisory Board member is appointed for a maximum of four years. A Supervisory Board member retires from office in accordance with a rotation schedule to be adopted by the Supervisory Board. A Supervisory Board member retiring by rotation may be reappointed once for a period not exceeding four years.

A Supervisory Board member can thus serve in that capacity for a maximum of eight years. After the expiry of their consecutive term of office, a Supervisory Board member is not eligible for appointment in that capacity (and any subsequent reappointment) until a period of four years has passed.

6. Attention is paid in the Supervisory Board's composition to various facets that require its attention, with the Supervisory Board as a whole always being composed on the basis of general managerial qualities, affinity with the foundation's objects, and a diversity of expertise and backgrounds. The focal points relating to the required expertise and background for a Supervisory Board member will be determined for each vacancy in a profile to be drawn up by the Supervisory Board, after consultation with the Executive Director. The Member Representative Committee may give its opinion on the profile. When filling a vacancy, the Supervisory Board may resolve to supplement or further detail the qualities and characteristics required for the seat concerned on the Supervisory Board.
7. The Supervisory Board provides the Executive Director with the profile and the name, age, occupation, and other relevant information of the person it wishes to appoint for each vacancy. The Supervisory Board also mentions the positions that the member to be appointed holds or has held, insofar as these are relevant to the performance of their duties.
8. If one or more Supervisory Board members are absent or unable to act, the remaining members, or the remaining member, will assume the full duties of the Supervisory Board. An incomplete Supervisory Board retains its full powers. The Supervisory Board must fill any vacancies without delay.
9. If all Supervisory Board members, including a sole Supervisory Board member, are absent or unable to act, a person whom the Supervisory Board must always designate for that purpose will temporarily exercise the supervision.
10. An *absence* happens when a vacancy arises because a Supervisory Board member stands down or is removed from office and no immediate successor has been appointed or when a Supervisory Board member dies. A Supervisory Board member will always be deemed *unable to act* because of:
  - a. suspension;
  - b. illness of longer than two months; or
  - c. inaccessibility for longer than two months,they are temporarily unauthorised or unable to exercise the duties or powers conferred on a Supervisory Board member by or under the law, these



articles of association, or the foundation's regulations.

11. If the Supervisory Board has not appointed a person as referred to in paragraph 9 of this article, the Member Representative Committee, whether or not at an interested party's request, will appoint a person to temporarily exercise the supervision. If supervision is also not temporarily provided for in this way, each former Supervisory Board member is authorised, at an interested party's request, to appoint such a person.

#### **SUPERVISORY BOARD; SUSPENSION AND REMOVAL. CEASING TO HOLD OFFICE**

##### **Article 12.**

1. A Supervisory Board member ceases to hold office:
  - a. if they die;
  - b. if they stand down (retire from the board);
  - c. if they lose the right to dispose of their assets;
  - d. if the term for which they were appointed expires;
  - e. if they no longer meet the requirements referred to in Article 11, paragraph 2 b;
  - f. if they are removed by the other Supervisory Board members;
  - g. if they are appointed as Executive Director, a member of the Member Representative Committee, or a delegate;
  - h. if they are irrevocably convicted of a crime referred to in Article 67(1) of the Dutch Criminal Procedure Code.
2. The Supervisory Board may suspend and dismiss a Supervisory Board member for neglecting their duties, for other compelling reasons, or for a far-reaching change in circumstances on the basis of which the foundation cannot be reasonably required to keep them as a Supervisory Board member.
3. Resolutions to remove or suspend a Supervisory Board member are adopted by the other Supervisory Board members voting unanimously for that purpose. A suspension lapses by operation of law if the Supervisory Board does not proceed to remove on one of the grounds referred to in paragraph 2 of this article within one month of the suspension.
4. The member whose suspension or dismissal is under consideration must be given an opportunity to be heard at the meeting and has the right to defend or justify themselves.

#### **SUPERVISORY BOARD; DUTIES AND POWERS. REMUNERATION**

##### **Article 13.**

1. The Supervisory Board is tasked with overseeing the policies of the board (the Executive Director) and the general affairs of the foundation and its affiliated organisation. The Supervisory Board advises the Executive Director. In discharging their duties, the Executive Director focuses on the interests of the foundation and its affiliated organisation.
2. The Supervisory Board may give instructions to the Executive Director on the type of information to be provided, and also on the manner and frequency of providing that information.
3. The Supervisory Board has informal consultations with the Member Representative Committee at least once a year. The Executive Director is

responsible for scheduling and issuing invitations to these consultations.

4. The Supervisory Board records its activities and all that concerns its functioning in separate regulations, as referred to in Article 17, paragraph 3.
5. Each Supervisory Board member must declare their main and ancillary positions, including board positions, supervisory directorships, and advisory positions. A Supervisory Board member has no business interests or relationships with the foundation other than as a Supervisory Board member. Each Supervisory Board member performs their duties without instructions or consultation.
6. The Supervisory Board members receive no remuneration, directly or indirectly. Supervisory Board members may be entitled to the reimbursement of expenses they reasonably incur while performing their duties and may also receive an attendance fee that is not excessive for their work for the foundation.  
The amount of the payments referred to in this paragraph is appropriate to the nature of the foundation and in line with any statutory regulations and grant conditions.
7. The payments described in paragraph 6 of this article are disclosed and detailed in the foundation's financial statements.

#### **SUPERVISORY BOARD; MEETING AND ADOPTION OF RESOLUTIONS. CONFLICTING INTEREST**

##### **Article 14.**

1. The Supervisory Board meets at least four times a year and additionally as often as the Supervisory Board's chairperson, at least two members of the Supervisory Board, or the Executive Director deem appropriate.
2. Meetings are convened by or on behalf of the Supervisory Board's chairperson, subject to a notice period of at least five days, excluding the date of the notice and the meeting. A shorter period may suffice in urgent cases, at the discretion of the Supervisory Board's chairperson.
3. Supervisory Board meetings may also be held by means of telephone or video conferences, or by any other means of communication, provided that each participating Supervisory Board member can be heard by all other members simultaneously.
4. Supervisory board meetings are chaired by the Supervisory Board's chairperson. In the absence of the Supervisory Board's chairperson, the meeting will provide for its own leadership.
5. Supervisory Board members are expected to adopt resolutions by consensus whenever possible. If consensus cannot be reached on a proposal, the proposal concerned will be put to a vote. Resolutions may only be adopted in Supervisory Board meetings if more than half of the number of Supervisory Board members are present in person or represented at the meeting and by a simple majority of votes. A Supervisory Board member may be represented by a fellow member. An authorised Supervisory Board member may represent only one other Supervisory Board member.
6. Each Supervisory Board member may cast one vote. Blank votes are deemed not to have been cast. If the votes are tied, the proposal is rejected.
7. The Supervisory Board may also adopt resolutions in writing without holding

a meeting, by a simple majority of votes, and only insofar as none of the Supervisory Board members opposes this method of adopting resolutions. The resolution is included in the minutes of the next Supervisory Board meeting.

8. Supervisory Board members must put the interests of the foundation before their own interests and refrain from preferential treatment of themselves or their relatives.
9. If a Supervisory Board member has a direct or indirect personal interest that conflicts with those of the foundation, they must disclose this to the other Supervisory Board members.
10. A Supervisory Board member must abstain from deliberating and adopting resolutions on the matter involving the conflicting interest. They have no voting rights in this respect and do not count towards a possible quorum for adopting resolutions.  
If all Supervisory Board members have a conflicting interest with the foundation, the Supervisory Board may nevertheless adopt resolutions, provided that the underlying considerations for the resolution are recorded in writing.
11. The Supervisory Board is responsible for carefully recording a resolution if there is a conflicting interest as referred to in paragraph 9 of this article.
12. If possible, the Executive Director attends Supervisory Board meetings unless the Supervisory Board expresses its wish to meet without the Executive Director and provides reasons. The Executive Director has an advisory role in Supervisory Board meetings.
13. A person appointed by the meeting chairperson keeps minutes of the proceedings of Supervisory Board meetings. A list of resolutions or a list of action items can be prepared instead of minutes.

## **ECPAT ORGANISATIONS MEETING. MEMBER REPRESENTATIVE COMMITTEE.**

### **Article 15.**

1. The foundation has an ECPAT Organisations Meeting. The ECPAT Organisations Meeting consists of the delegates of the ECPAT Organisations. ECPAT Organisations are legal entities or organisations that advocate the interests of children in their countries, that have or pursue the same objects as the foundation, and that have been recognised as such by the Executive Director.  
The conditions for recognition as an ECPAT Organisation are set out in the Membership Standards. The Membership Standards may also set conditions for the delegates. The Executive Director's resolution to adopt the Membership Standards requires the Supervisory Board's prior approval.
2. Legal entities and organisations referred to in paragraph 1 of this article are given the opportunity – solely at the Executive Director's invitation – to have a delegate from their own organisation participate in the ECPAT Organisations Meeting.
3. The ECPAT Organisations Meeting's role is to advise the Executive Director on strategic issues and the programming of the foundation's activities.
4. An ECPAT Organisations Meeting is held at least once every two years and

- further as often as an ECPAT Organisations Meeting resolution is required.
5. The ECPAT Organisations Meeting is chaired by the Executive Director.
  6. The Executive Director and Supervisory Board members are entitled to attend sessions of the ECPAT Organisations Meeting and the Member Representative Committee.
  7. Each ECPAT Organisation has one vote in the ECPAT Organisations Meeting. ECPAT Organisations Meeting resolutions are adopted by a simple majority of votes.
  8. A resolution by the Executive Director to change the foundation's global strategy requires the ECPAT Organisations Meeting's approval.
  9. The ECPAT Organisations Meeting delegates appoint a Member Representative Committee from their number. The delegates nominate candidates for this purpose, ensuring proportional regional representation of the ECPAT Organisations, all as described in the regulations referred to in paragraph 10.
  10. Further provisions regarding the composition and procedures of the ECPAT Organisations Meeting and the Member Representative Committee will be recorded in regulations to be adopted by the Executive Director. The Executive Director's resolution to adopt such regulations requires the Supervisory Board's prior approval.

### **COMMITTEES**

#### **Article 16.**

1. The Executive Director may establish and abolish one or more committees.
2. The Executive Director determines the role and powers of each committee. The role and powers may be provided for in regulations referred to in Article 17.
3. The Executive Director appoints and removes committee members.

### **REGULATIONS**

#### **Article 17.**

1. The Executive Director is authorised to adopt one or more regulations, providing for those topics whose further regulation is deemed appropriate.
2. The Executive Director will adopt at least the following regulations:
  - regulations documenting and detailing the Executive Director's powers and responsibilities;
  - regulations on the composition and procedures of the ECPAT Organisations Meeting and of the Member Representative Committee, as referred to in Article 15, paragraph 10;
  - the Membership Standards referred to in Article 15, paragraph 1.
3. The Supervisory Board will adopt regulations documenting and detailing its powers and responsibilities.
4. Regulations may not conflict with the law or these articles of association.
5. The adoption, amendment, or repeal of any regulations – other than the Supervisory Board regulations referred to in paragraph 3 of this article – require the Supervisory Board's prior approval.

### **FINANCIAL STATEMENTS AND ANNUAL REPORT**

#### **Article 18.**

1. The foundation's financial year runs from 1 July to 30 June.

2. The Executive Director must keep records of the foundation's financial position and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and keep the corresponding books, documents, and other data carriers in such a way that the foundation's rights and obligations can be known at all times, its receipts and payments can be clearly traced according to their source and purpose, and it is clear who has entered into which obligations on behalf of the foundation at any time.
3. The Executive Director must prepare and put the foundation's balance sheet, statement of income and expenditure, and accompanying notes on paper each year within six months of the end of the financial year. The Executive Director must also prepare an annual report of the achievement of targets, operations, and course of events as laid down in the applicable policy plan for the year concerned.
4. The Supervisory Board appoints an expert to audit the foundation's financial statements and report on them to the Executive Director and the Supervisory Board.
5. The Executive Director adopts the financial statements and submits them to the Supervisory Board for approval. The Executive Director signs the financial statements for adoption and the Supervisory Board members sign them for approval. If the signature of one or more of them is missing, this must be stated, and the reasons given.
6. The Executive Director prepares a budget and long-term policy plan for the next financial year before the end of the financial year and submits these to the Supervisory Board for approval.
7. The Executive Director must keep the books, documents, and other data carriers referred to in paragraphs 2 and 3 of this article for seven years.

#### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION MERGER. DIVISION**

##### **Article 19.**

1. The Executive Director is authorised to amend these articles of association and to adopt resolutions for merger and division. These resolutions require the Supervisory Board's prior approval.
2. Amendments to the articles of association take effect only after a notarial deed has been drawn up for that purpose. The Executive Director is authorised to execute or arrange for the execution of this notarial deed.

#### **DISSOLUTION**

##### **Article 20.**

1. The Executive Director is authorised to dissolve the foundation, with the Supervisory Board's prior approval.
2. The foundation will continue to exist after its dissolution insofar as necessary to liquidate its assets.
3. The Executive Director will attend to the liquidation.
4. The provisions of these articles of association remain in force as far as possible during the liquidation.
5. Any surplus on winding up the dissolved foundation will be allocated to a legal entity as defined in Section 5b of the State Taxes Act [*Algemene wet inzake rijksbelastingen*], to be determined by the Executive Director with the

Supervisory Board's prior approval, and which has similar objects to that of the foundation or to a foreign institution whose sole or almost exclusive purpose is to operate as a public benefit organisation and which also has similar objects to that of the foundation.

6. After the liquidation, the books and records of the dissolved foundation will remain in the custody of the Executive Director, or of a third party to be appointed by the Executive Director or liquidators, for a period of seven years.

#### **FINAL PROVISION**

##### **Article 21.**

The Executive Director resolves in all cases not provided for by law or these articles of association after consulting the Supervisory Board.

##### **CLOSING STATEMENTS.**

The person appearing, acting as stated, lastly declared that with effect from the day after this deed has been signed:

- A. the foundation's board is formed by:
  - Mr Guillaume Landry, born in Chibougamau, Canada, on the thirteenth of July, nineteen seventy-eight, with the title of Executive Director;
- B. notwithstanding Article 11, the following Supervisory Board members are appointed:
  - Ms Maud Froukje de Boer-Buquicchio, born on the twenty-eighth of December, nineteen forty-four, in the position of Supervisory Board chairperson, on the understanding that she will retire from office by no later than the first of January, two thousand and twenty-five and will then be eligible for reappointment twice;
  - Mr Michel Rioux, born on the fifteenth of April, nineteen seventy-four, in the position of Supervisory Board member, on the understanding that he will retire from office by no later than the first of January, two thousand and twenty-five and will then be eligible for reappointment twice;
  - Mr Timothy Philip Tembete Ekesa, born on the twenty-ninth of July, nineteen sixty-nine, in the position of Supervisory Board member, on the understanding that he will retire from office by no later than the first of January, two thousand and twenty-five and will then be eligible for reappointment twice;
  - Ms Yi-Ling Chen, born on the second of January, nineteen seventy-seven, in the position of Supervisory Board member, on the understanding that she will retire from office by no later than the first of January, two thousand and twenty-five and will then be eligible for reappointment twice;
  - Ms Carinne Fabienne van der Kroon, born on the second of May, nineteen eighty-eight, in the position of Supervisory Board member, on the understanding that she will retire from office by no later than the first of January, two thousand and twenty-five and will then be eligible for reappointment twice.

##### **Conclusion**

The person appearing has sufficiently proved her identity to me, the civil-law

notary. I, the civil-law notary, also communicated and explained the substance of this deed to the person appearing, including the consequences ensuing from its contents. The person appearing stated that she had read and understood the contents of this deed and agreed to them. The person appearing also expressly consented to the limited reading of this deed. Immediately after its limited reading, the person appearing and I, the civil-law notary, signed this deed. This deed was executed in Utrecht on the date mentioned in its introduction.