



Articles of Association Vereniging Wetlands International

Statuten Vereniging Wetlands International

Sworn translation Dutch-English

Beëdigde vertaling Nederlands-Engels



Continuous text of the Articles of Association of the Association:

WETLANDS INTERNATIONAL

established in Wageningen, following an amendment to the Articles of Association executed on the twenty-sixth of May, two-thousand and eleven by Mr J. Smit, civil-law notary established in Wageningen.



CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF VERENIGING WETLANDS INTERNATIONAL

ARTICLES OF ASSOCIATION

Definitions

Article 1

- 1.1 In these Articles of Association, the following terms shall be defined as stated below:
- (i) "Book 2": Book 2 of the Dutch Civil Code;
 - (ii) "General Members Meeting": the Members' Meeting as a body of the Association as well as any meeting of that body.
- 1.2 Unless the text indicates otherwise, references to a term in the singular shall also refer to the term in the plural and vice versa.
- 1.3 Unless the text indicates otherwise, references to a male pronoun shall also refer to the female pronoun and vice versa.

Name and registered office

Article 2

- 2.1 The name of the Association is:
Vereniging Wetlands International.
hereafter referred to as *the Association* .
- 2.2 The Association has its registered office in the municipality of Wageningen, the Netherlands.

Objective

Article 3

- 3.1 The objective of the Association is:
to sustain and restore wetlands, their resources and biodiversity for future generations.
- 3.2 It shall endeavour to achieve this objective by, *inter alia*:
- (i) preparing policy documents, such as a global strategy;
 - (ii) financially supporting projects which are set up as a result of a policy document prepared (in whole or in part) or endorsed by the Association.

Members

Article 4

- 4.1 Members of the Association shall be legal entities represented by a natural person as well as individuals as such.
- 4.2 A legal entity/member must meet at least two (2) of the following requirements:
- a. it has corporate personality in accordance with the laws of the country in which the legal entity in question has its registered office;
 - b. it is otherwise organized within the limits of the law of the country in which the organization in question has been set up;
 - c. it has objectives that are compatible with the Association's objective.
- 4.3 Ordinary members shall be all those that have applied for membership with the Board



and have been accepted as members of the Association by the Board.

If the Board rejects such application, the General Members Meeting may yet decide otherwise.

The General Members Meeting may delegate this power to a committee to be appointed from its midst, consisting of at least three (3) individuals, who may or may not be Board members. The General Members Meeting can repeal this power of delegation at any time. In the case of rejection of an application made final by said committee, the General Members Meeting cannot therefore decide otherwise.

Article 5

A legal entity/member may appoint two representatives. In meetings of the Association the legal entity/member has only one vote.

Article 6

Membership of an individual, not representing a legal entity, shall be personal and can not be transferred/passed on, nor shall it be possible to create restricted rights in this respect.

Article 7

7.1 Membership shall end:

- (a) if a member no longer meets the quality requirements set out in Article 4.2;
- (b) if a member cancels his membership;
- (c) if the Association cancels the membership;
- (d) if a member is disqualified;
- (e) if a legal entity/member of the Association ceases to exist, which may also be the consequence of a merger or demerger.

7.2 A member may cancel his membership by the end of the financial year, provided that he does so in writing with due observance of a minimum notice period of four (4) weeks.

If the cancellation has not been notified in time, the membership shall continue until the end of the next financial year.

7.3 Contrary to the provisions of the preceding paragraph, a member may immediately cancel his membership – provided he does so in writing – if it cannot reasonably be required from such member to continue the membership.

Moreover, a member may immediately cancel his membership - provided he does so in writing - within one (1) month of being notified of a resolution from the Association that its legal form will be changed, or that it will merge or demerge, unless he voted in favour at the meeting at which the proposal in question was discussed.

7.4 A member cannot cancel his membership with immediate effect after he has been notified or has learnt of a resolution that increases his financial obligations or other obligations which may be imposed upon him under or pursuant to these Articles of Association or that means an increase in the rights vested in him by or pursuant to these Articles of Association.

7.5 The Association may only cancel a member's membership by the end of a financial year. The cancellation must be made by the Board, in writing and with due observance of a minimum notice period of four (4) weeks.

Cancellation of the membership by the Association may only be done in the situations defined by the law. The provisions of the last sentence of paragraph 2 and the first sentence of paragraph 3 of this article shall apply by analogy.

7.6 Disqualification from membership may only be delivered where a member has acted contrary to the Association's Articles of Association, by-laws or resolutions or has failed to pay his annual membership fee despite reminders over a maximum period of 3



years or sooner if an intent to cease paying is given in writing or where a member unreasonably prejudices the Association. The member shall be disqualified by the Board, which notifies the member in question as soon as possible of its resolution, stating the reason for it. The member organisation or person in question may appeal against it with the Member's Meeting within one (1) month of receipt of the notification. During the term for appeal and pending the appeal procedure, membership shall be suspended.

The Members' Meeting may delegate the hearing of the appeal to a committee. The provisions of paragraph 3 of article 4 shall apply by analogy.

- 7.7 When membership ends in the course of a financial year, the annual membership fee must nevertheless be paid in full by the member.
- 7.8 The Board may suspend a member that acts contrary to the Association's Articles of Association, by-laws or resolutions, or that unreasonably prejudices the Association. The suspension of the member lapses if the Board has not resolved to disqualify the member, to lift or confirm the suspension within three (3) months of the date on which it resolved to suspend membership.
- 7.9 A suspension may be confirmed once for a period not exceeding three (3) months, commencing on the date at which the resolution to confirm suspension was passed. The provisions of paragraph 6 of this article shall apply by analogy.

Donors

Article 8

- 8.1 A donor shall be anyone that has been admitted to the Association by the Board in that capacity and that pays a contribution to the Association, the minimum to be determined by the Board.
The Board may set different categories of donors, according to different minimum payment levels.
- 8.2 The Board is, at all times, authorised to determine the donor status by giving a written notice.
- 8.3 The Board may grant rights to the donors.

Financial resources

Article 9

- 9.1 The financial resources of the Association consist of the annual membership fee and the donations from the donors, admission fees, if any, testamentary dispositions, specific legacies, gifts and other revenues. Testamentary dispositions may only be accepted by the Association with the benefit of the inventory.
- 9.2 Each member shall pay an annual membership fee to the Association, the amount to be determined by the General Members Meeting at the proposal of the Board.
- 9.3 At the proposal of the Board, the General Members Meeting may determine that new members must pay an admission fee. If the Members' Meeting passes such resolution, it shall also determine the amount of the admission fee, at the proposal of the Board.

Board



Appointment, suspension and removal from office; absence or prevention from acting
Article 10

- 10.1 The Board shall consist of a minimum of five (5) and a maximum of fourteen (14) natural persons.
- 10.2 The Board members shall be appointed by the General Members Meeting according to the criteria specified in the bylaws. From the members of the Board, the General Members Meeting shall appoint a Chairman, a Secretary and a Treasurer.
- 10.3 Board members may be suspended or removed from office at any time by the General Members Meeting. Any resolution regarding the suspension, confirmation or lifting of the suspension or removal from office, must be passed by a majority of two-thirds (2/3) of the votes cast at the General Members Meeting. The Board member in question shall be given the opportunity to render account in a Members meeting. In doing so, he may have himself represented by a counsel.
- 10.4 The suspension of a Board member shall lapse if the General Members Meeting fails to pass a resolution to remove the member from office, to lift or to confirm the suspension within three (3) months of the date on which the suspension commenced. A suspension may be confirmed once for a period not exceeding three (3) months, commencing on the date at which the resolution to confirm suspension was passed.
- 10.5 Board members shall be appointed for a maximum of three (3) years. A year shall be taken to mean the period from one to the next annual General Members Meeting. Board members shall retire by rotation, the roster to be drawn up by the Board; any Board member retiring by rotation shall be immediately eligible for re-appointment. They can be reappointed maximum two (2) times.
- 10.6 A Board member shall retire:
- (a) if he dies;
 - (b) if he is declared bankrupt or if he is granted a moratorium on payments, or if the natural persons debt rescheduling arrangement (whether or not provisionally) is declared applicable to him;
 - (c) If he is placed under guardianship;
 - (d) If all or part of his assets are placed under administration;
 - (e) If he retires by rotation;
 - (f) If he resigns;
 - (g) If his retirement is ordered by the court;
 - (h) If the General Members Meeting releases him from his duties.
- 10.7 Any vacancy shall be filled as soon as possible. If the Board is incomplete, it shall keep its powers.
- If all Board members or the only (remaining) Board member is absent or prevented from acting, the General Members Meeting shall appoint one (1) person, whether or not from among its midst, to act as deputy for the Board. If the General Members Meeting fails to appoint anyone within two (2) weeks, the President of the District Court in the district where the Association has its registered office shall appoint a person to act as deputy for the Board, at the request of one (1) or several interested parties.
- If one (1) or several Board members are absent or prevented from acting, not being all Board members or the sole (remaining) Board member, the remaining member(s) act as the entire Board.
- 10.8 The Board may draw up bylaws for its working procedure.

Duties and powers
Article 11



- 11.1 The Board shall be entrusted with the management of the Association.
- 11.2 Subject to the provisions of paragraph 3 of this article, the Board's powers shall include the conclusions of agreements to acquire, alienate or encumber property subject to public registration and agreements under which the Association acts as a surety or commits itself as joint and several debtor, warrants performance by a third party or provides security for a third party's debt.
- 11.3 The Board shall require approval from the General Members Meeting before entering into agreements under which the Association acts as surety or commit itself as joint and several debtor, warrants performance by a third party or provides security for a third party's debt.
- 11.4 The Board and Board members' power to represent the Association shall be affected if approval prescribed in the preceding paragraph has not been obtained.

Representation; Conflict of Interest

Article 12

- 12.1 The Association shall be represented by the Board unless the law provides otherwise.
- 12.2 The power to represent the Association shall in addition be vested in the chairman acting jointly with the Secretary and the Treasurer.
- 12.3 The Board may resolve to provide a power of attorney to one (1) or several Board members as well as other persons, either acting individually or jointly, to represent the Association within the limits of that power of attorney.
- 12.4 In all cases in which the Association has a conflict of interest with one (1) or several of its Board members, the General Members Meeting may appoint one (1) or several persons to represent the Association.

General Members Meeting

Article 13

- 13.1 The Association shall have a General Members Meeting .
The General Members Meeting shall consist of the members of the Association, with due observance of the provisions of articles 13 and 16 of these Articles of Association.
- 13.2 The General Members Meeting shall have all powers within the Association which have not been delegated to other bodies by law or these Articles of Association.
- 13.3 The General Members Meeting shall carry out the work assigned to it by these Articles of Association or any by-law adopted by the Association, and shall give recommendations to the Board whenever the Board so requests or when the General Members Meeting deems this advisable.

Convening a meeting and meeting place

Article 14

- 14.1 The General Members Meeting shall meet at least one (1) time each year and furthermore, as frequently as the Board deems it necessary. Such meetings may be held in writing or by e-mail.
- 14.2 The Board shall be obliged to convene the General Members Meeting when at least the number of representatives entitled to cast one-tenth (1/10) of the votes so requests in writing, stating the subjects to be discussed. If the Board fails to comply with a request of the representatives referred to above within fourteen (14) days, so that the meeting is not held within four (4) weeks of this request, the people making the request shall be authorized to convene the meeting, with due observance of the provisions of these Articles of Association. In that case, they may instruct others rather than the Board to chair the meeting and prepare the minutes.
The costs associated with a meeting referred to in this paragraph and the related convening notices shall be borne by the Association.



- 14.3 With due observance of a minimum term of three (3) weeks, the time and place of the meeting shall be communicated to the members/representatives in writing or by e-mail.
- 14.4 The General Members Meeting shall be chaired by the Chairman of the Board. If the Chairman of the Board is absent, the meeting shall provide its own chair.
- 14.5 Resolutions passed unanimously outside the meeting by all those entitled to vote in a formal meeting shall have the same force and effect as resolutions passed by the General Meeting, provided that the Board has prior knowledge thereof.
- 14.6 All resolutions for which neither the law nor these Articles of Association provide a greater majority shall be passed by the majority of the votes cast. Anyone entitled to vote may, in writing, authorize another person with voting right to vote for him by acting as proxy, on the understanding that members of the Board can not act as proxy. A person entitled to vote may act as proxy for no more than one (1) other person.
- 14.7 The Board shall not have voting rights in the General Members Meeting. If so requested, the Board shall provide the General Members Meeting with information on the activities carried out by it and on subjects that are under discussion or review or study by the Board.
- 14.8 If a vote on any business matter is tied, the proposal shall be rejected. If a vote on a person is tied, the drawing of lots shall decide. If, in an election between more than two (2) persons, no one has obtained the absolute majority, a second vote shall be held between the two (2) persons who obtained the largest number of votes between them. If necessary, an interim vote shall be held.
- 14.9 Any judgement on the result of a vote given by the Chairman in a meeting shall be decisive. The same shall apply to the contents of a resolution passed, insofar as it concerns a proposal not made in writing. However, should the accuracy of a judgement of the chairman be disputed immediately after it was given, a second vote shall be held, if the majority of the meeting or, if the original vote was not taken by ballot or roll call, a person with voting rights present so requires. The legal consequences of the original vote shall become null and void by this second vote.
- 14.10 Minutes of the proceedings at the meeting shall be kept by the Secretary or another person designated by the Chairman. These minutes shall be adopted in the same or the next meeting, and their adoption shall be evidenced by the signatures of the Chairman and the Secretary of the meeting.

Communications

Article 15

- 15.1 The resolutions of the General Members Meeting shall be communicated to the members as soon as possible, if possible by e-mail.
- 15.2 The resolutions of the General Members Meeting shall be binding upon all members from the first day of the month following the month in which the communication referred to in paragraph 1 of this article took place, unless these Articles of Association on the resolution in question determine another moment in time.

Financial year; Annual Accounts

Article 16

- 16.1 The financial year of the Association shall be the calendar year.
- 16.2 Annually, within six (6) months of the close of the Association's financial year, subject to an extension of the term by no more than five (5) months granted by the General Members Meeting due to special circumstances, the Board shall prepare annual accounts and an annual report in respect of that financial year. The information defined in Section 392(1) of Book 2 shall be included in these documents.
- 16.3 The annual accounts shall be signed by the Chairman, the Secretary and the Treasurer. If any signature is missing, this shall be reported, stating the reason for it.
- 16.4 The Board shall see to it that the prepared annual accounts and, if required, the



annual report and the information added pursuant to Section 392 subsection 1 of Book 2 as referred to above, are available at offices of the Association as soon as possible, in any case by the date on which the notice convening the General Members Meeting at which they are to be discussed is sent. Members may inspect those documents at the offices and may obtain a free copy thereof. Copies may be sent by e-mail.

- 16.5 The General Members Meeting shall instruct a chartered accountant or another expert defined in Section 393 of Book 2 – both below to be referred to as the ‘Expert’ – or an organization in which such Experts work together, to audit the annual accounts prepared. If the General Meeting fails to do so, the Board shall be authorized and obliged to give the instruction. The members’ Meeting may withdraw the instruction, referred to in this paragraph, at any time and give another Expert the same instruction.
- 16.6 The Expert shall report his findings regarding his audit to the Board and shall state the result of his audit in an auditor’s certificate.
- 16.7 In the situations permitted by law, the instruction referred to in paragraph 5 of this article need not be given or may be given to a person other than the Expert referred to.
- 16.8 The adoption of the annual accounts and the Annual Report shall be done by the General Members Meeting. The adoption shall not serve to discharge the Board members from liability for their management conducted in the preceding financial year.
- 16.9 If an auditor’s certificate is required and the General Members Meeting has been unable to take note of such certificate, the annual accounts cannot be adopted, unless a legal ground for the fact that there is no such certificate is included elsewhere in the information.

Amendment to the Articles of Association

Article 17

- 17.1 An amendment to the Articles of Association shall be subject to a resolution passed by the General Members Meeting; the proposal to amend the Articles of Association must have been communicated in the notice convening said meeting.
- 17.2 Those proposing to amend the Articles of Association in the convening notice must make available for inspection by the members a copy of that proposal, containing the verbatim text of the proposal, at a suitable place, at least five (5) days before the date of the meeting until the end of the day on which the meeting is held.
- 17.3 Passing a resolution to amend the Articles of Association shall require a majority of at least two-third (2/3) of the votes cast by the General Members Meeting.
- 17.4 The amendment to the Articles of Association shall take effect only after a notarial deed to that effect (deed of amendment) has been executed.
The Board and any Board members authorised to represent the Association shall also be authorised to have the deed of amendment of the Articles of Association executed.
- 17.5 The provisions of paragraph 1 and 2 of this article shall not apply, if all those having voting rights are present or represented at the General Members Meeting and the resolution to amend the Articles of Association is passed unanimously.
- 17.6 The Board members shall be obliged to file an officially certified copy of the Deed of Amendment of the Articles of Association and the complete consecutive text of the Articles of Association with the offices of the Commercial register of the Chamber of Commerce.

Dissolution and liquidation

Article 18



- 18.1 The provisions of paragraph 1, 2, 3 and 5 of the preceding article shall apply by analogy to any resolution to dissolve the Association passed by the General Members Meeting.
- 18.2 In its resolution referred to in the preceding paragraph, the General Members Meeting shall determine the purpose towards which any liquidation balance be applied, which purpose shall be in accordance with the Association's objective as much as possible.
- 18.3 The Board shall carry out the liquidation.
- 18.4 After its dissolution, the Association shall continue to exist insofar as this is required for the liquidation of its assets.
During the liquidation process, the provisions of these Articles of Association shall remain in force and effect insofar as possible. Any documents and communications sent by the Association shall have the words 'in liquidation' added to its name.
- 18.5 The Association shall cease to exist at the time at which it or the liquidators are of the opinion that there are no more assets. The liquidators shall give notification to the registers in which the Association is listed that it has ceased to exist.
- 18.6 After the liquidation, the books, records and other data carriers of the Association dissolved must be kept for the period prescribed by the law. The custodian shall be the person/legal entity that has been appointed as such by the liquidators.
Within eight (8) days of assuming the obligation to retain the records, the custodian must register his name and address in the register in which the Association is listed.

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I, H.G.M. Oomen, sworn translator for the English language and registered with the Utrecht District Court, hereby declare that this text is a truthful and accurate representation in English of the original text, a copy of which is appended to this document.

16 June 2011

Ik, H.G.M. Oomen, beëdigd vertaler voor de Engelse taal en ingeschreven bij de rechtbank te Utrecht, verklaar hierbij dat deze tekst een waarheidsgetrouwe en nauwkeurige Engelse vertaling is van de oorspronkelijke tekst, waarvan aangehecht een kopie.

16 juni 2011

