

Unofficial translation of the Constitution of **Stichting Oxfam International** as they read after the amendment of the articles of association before a deputy of Dirk-Jan Jeroen Smit, civil law notary in Amsterdam, the Netherlands, on 25 June 2019.

Please note that this is an unofficial office translation, in which an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

STICHTING OXFAM INTERNATIONAL CONSTITUTION

Definitions

Article 1

In this Constitution:

- a. “Affiliate” or “Affiliates” shall have the meaning ascribed thereto in Article 6.a;
- b. “Affiliation Agreement” shall mean the agreement and the recording document establishing an affiliation with the Foundation other than for Founding Affiliates, which are governed by their original undertakings in forming the Foundation and who have signed the original Constitution;
- c. “Article” shall mean an article of this Constitution;
- d. “Board of Supervisors” shall mean the body entrusted with the supervision (*toezicht*) of the activities of the Foundation and of the Executive Board, and of all committees established by the Board of Supervisors;
- e. “Chair” shall mean the chairperson of the Board of Supervisors;
- f. “Code of Conduct” or “Code” shall mean the code referred to in Articles 8 and 12;
- g. “Constitutional Documents” shall mean this Constitution, the Code of Conduct, the Rules of Procedure, the License Agreement and any other document which the Board of Supervisors shall decide is a constitutional document;
- h. “Deputy Chair” shall mean the deputy chairperson of the Board of Supervisors;
- i. “Executive Board” shall mean the body consisting of the chief executive directors of each of the Affiliates and the Executive Director of the Foundation entrusted with the management (*bestuur*) of the Foundation and the supervision of all committees established by the Executive Board;
- j. “Executive Director” shall mean the person referred to in Article 13;
- k. “Foundation” shall mean this Foundation acting under the name “Stichting Oxfam International” which is organized by this Constitution;
- l. “Founding Affiliates” shall mean the following Affiliates:
 - (i) Oxfam America;
 - (ii) Oxfam Australia (formerly Community Aid Abroad);
 - (iii) Oxfam-en-Belgique/Oxfam-in-België;
 - (iv) Oxfam Canada;

- (v) Oxfam GB (formerly Oxfam United Kingdom and Ireland);
 - (vi) Oxfam Hong Kong;
 - (vii) Oxfam Novib (formerly Nederlandse Organisatie voor Internationale Ontwikkelingssamenwerking); and
 - (viii) Oxfam Quebec.
- m. “Independent” shall mean in relation to a (prospective) member of the Board of Supervisors a person who, cumulatively:
- (i) is not or has not been an employee of the OI Secretariat in the five years preceding their appointment as a member of the Board of Supervisors;
 - (ii) is not or has not been an employee of any Affiliate in the five years preceding their appointment as a member of the Board of Supervisors;
 - (iii) is not or has not been a (temporary) member of the Board of trustees or supervisors or a (temporary) member of the management or executive board of any Affiliate in the five years preceding their appointment as a member of the Board of Supervisors; and
 - (iv) does not have or has not had an important relationship with the Foundation or an Affiliate in the year prior to their appointment as a member of the Board of Supervisors, which includes in any event the case where the (prospective) member of the Board of Supervisors has acted as adviser to the Foundation or to any Affiliate (e.g. as consultant, external auditor, (civil law) notary or lawyer);
- n. “IP Entity” shall mean the entity holding the intellectual property rights as defined in paragraph f of Article 21;
- o. “License Agreement” shall mean the agreement allowing for and controlling use of the Trade Mark and the Name by any of the Affiliates;
- p. “the Name” shall mean the word “Oxfam”;
- q. “OI Secretariat” shall mean the administrative office of the Foundation;
- r. “Rules of Procedure” or “Rules” shall mean the rules referred to in Articles 8 and 12;
- s. “the Trade Mark” shall mean the Foundation's graphic logo; and
- t. “Treasurer” shall mean the treasurer of the Board of Supervisors.

Name and
Registered Office

Article 2

- a. The statutory name of the Foundation is: “**Stichting Oxfam International**”.
- b. The Foundation has its registered office at The Hague, The Netherlands.
- c. The Foundation has been established for an indefinite period of time.

Objectives

Article 3

Whereas conflicts, injustice and the denial of people's basic rights are major causes of poverty, it is necessary to achieve reform, particularly by empowerment of the poor. To this end, the objectives of the Foundation are:

- a. to relieve poverty, combat distress and alleviate suffering in any part of the world regardless of race, gender, creed or political convictions;
- b. to research the causes and effects of poverty, injustice and suffering;
- c. to inform the general public and decision-makers about the causes and possible solutions; and
- d. to work as an international partnership of goodwill.

Means

Article 4

To attain its objectives the Foundation shall:

- a. facilitate international advocacy, research and policy improvement;
- b. provide public information and develop a common communications and marketing policy;
- c. facilitate the harmonization and evaluation of the Affiliates' field programs and improve coordination of emergency assistance;
- d. promote a common culture among the Affiliates and protect the integrity of the Name;
- e. facilitate global fundraising;
- f. facilitate a coordinated approach to fair trading;
- g. facilitate participation by partner organizations and other relevant constituencies;
- h. apportion the expense of these tasks among the Affiliates in accordance with such budgets as the Executive Board shall decide; and
- i. take other necessary action to attain the objectives of Article 3.

In compliance with the laws of the United States of America no substantial part of the activities of the Foundation shall be carrying out political propaganda, or participating or intervening in any political campaign on behalf of any candidate for public office in the United States of America.

Assets

Article 5

The assets of the Foundation shall consist of contributions made by the Affiliates, subsidies and donations, grants, legacies and bequests and all other income.

Affiliates

Article 6

- a. Affiliates are the Founding Affiliates and the corporate organizations, which have additionally been admitted as Affiliates, who have entered into an Affiliation Agreement with the Foundation and whose names and addresses have been entered into a register kept by the Foundation.
- b. Subject to the majority vote required pursuant to Article 10e and after having given the Executive Board the opportunity to advise, the Board of Supervisors may decide to admit as an Affiliate an additional corporate organization proposed by either the Board of Supervisors or the Executive Board, and to have that corporate organization be registered in the register referred to above under Article 6.a., provided that any such corporate organization subscribes to the objectives of the Foundation and enters into an Affiliation Agreement with the Foundation.
- c. By becoming an Affiliate, each Affiliate:
 1. agrees to this Constitution, including the objectives set out in Article 3, to the Rules of Procedure, the Code of Conduct, and to all other Constitutional Documents;
 2. agrees that the right to use the Name or to have the Name used belongs to the Foundation and shall only be used by an Affiliate in any of its activities upon such terms and conditions as the Foundation shall decide, taking into account the provisions of Articles 18, 19, 20 and 21; and
 3. accepts that the Trade Mark is owned by the Foundation in full and agrees that such Trade Mark may only be used by Affiliates in accordance with the terms and conditions of the License Agreement to which it is a party and that any Affiliate who ceases to be an Affiliate shall immediately cease to have the right to continue to use the Trade Mark.

The Board of Supervisors

(Raad van Toezicht)

Composition

Article 7

- a. The Board of Supervisors shall consist of:

1. such a number of members as equals the number of Affiliates;
 2. one additional independent member for the position of the Chair; and
 3. if the Board of Supervisors so resolves, one additional independent member for the position of Treasurer.
- b. The Chair shall operate under the title of “Chair of Oxfam International”. The Deputy Chair shall operate under the title of “Deputy Chair of Oxfam International”.
- c. Apart from the Chair and possibly the Treasurer (if an additional Independent member in the meaning of Article 7a.3), all members of the Board of Supervisors shall be the chairperson or one of the co-chairpersons of the board of trustees or supervisors of each of the Affiliates.
- d. In exceptional cases, such as for reasons of language, travel or health an Affiliate may decide that it shall be represented by another member of the Affiliate board if deemed necessary by the respective Affiliate and subject to approval by the Chair. The term of office of such other Affiliate board member as member of the Board of Supervisors cannot be longer than the term of the chairperson of the board of trustees or supervisors of the Affiliate concerned.
- e. Subject to the provisions of Article 7a through 7c. above, each Affiliate shall have the right to appoint one member of the Board of Supervisors. A member of the Board of Supervisors can only be dismissed by the Affiliate who appointed that member. The Chair and the Treasurer (if that position is held by an additional Independent member in the meaning of Article 7a.3) shall be appointed and dismissed by the Board of Supervisors.
- f. The members of the Board of Supervisors shall not receive any remuneration from the Foundation and shall not be entitled to any disbursement of expenses from the Foundation. In deviation of the foregoing, the Board of Supervisors may decide to pay a certain remuneration to the Chair and set the terms of such remuneration. In deviation of the foregoing also, the Chair, the Deputy Chair and the Treasurer may be repaid reasonable expenses in the course of and related to fulfilling their duties as office holders of the Foundation, if and when in line with OI Secretariat expenses policy.
- g. Besides being dismissed in accordance with Article 7e, a member of the Board of Supervisors shall cease office if:
1. the relevant member is no longer chairperson of the board of trustees or supervisors of the relevant Affiliate or in the exceptional case referred to under Article 7d. above, the term of the chairperson of that Affiliate ends;
 2. the Affiliate who is represented by such member resigns from affiliation with the Foundation;
 3. the relevant member who is appointed as Chair or Independent Treasurer voluntarily resigns;

4. the Affiliate who is represented by such member is expelled from affiliation with the Foundation by the Board of Supervisors, with effect immediately upon the adoption of a resolution of the Board of Supervisors concerning expulsion; or
5. the Affiliate who is represented by such member is dissolved or is declared bankrupt, with effect immediately upon the formal dissolution or declaration of bankruptcy of the Affiliate concerned.

Responsibilities of
the Board of
Supervisors

Article 8

- a. The Board of Supervisors is charged with the following responsibilities:
 1. selecting, appointing and dismissing a Chair and determining their remuneration, if any;
 2. selecting, appointing and dismissing a Deputy Chair;
 3. selecting, appointing and dismissing a Treasurer (either an independent member or from among the members of the Board of Supervisors representing an Affiliate);
 4. selecting, appointing and dismissing the Executive Director and determining their remuneration;
 5. designating a person to temporarily act as Executive Director if the Executive Director is incapable of fulfilling their duties due to long-term illness or other incapacity;
 6. supervising the work of the Executive Board and the OI Secretariat and approving their reports, policies and programs;
 7. supervising the work of the committees established by the Board of Supervisors;
 8. approving and adopting the annual financial accounts of the Foundation;
 9. approving the classification of any document as Constitutional Document pursuant to Article 1.g;
 10. approving any changes to the document setting out the Foundation's purposes and beliefs as proposed by the Executive Board or after giving the Executive Board the opportunity to advise on the changes proposed by the Board of Supervisors;
 11. approving this Constitution and any changes thereto as proposed by the

- Executive Board or after giving the Executive Board the opportunity to advise on the changes proposed by the Board of Supervisors;
12. approving a Code of Conduct, to supplement or implement this Constitution and any changes thereto as proposed by the Executive Board or after giving the Executive Board the opportunity to advise on the changes proposed by the Board of Supervisors;
 13. approving Rules of Procedure to supplement or implement this Constitution and any changes thereto as proposed by the Executive Board or after giving - the Executive Board the opportunity to advise on the changes proposed by the Board of Supervisors;
 14. approving the Oxfam Strategic Plan proposed by the Executive Board as well as any update thereof;
 15. the motivated referral of resolutions or other documents of any nature that have been presented for approval by the Executive Board and that have not been approved by the Board of Supervisors; and
 16. any other supervisory task or duty vested in the Board of Supervisors by this Constitution or which is conducive to the foregoing.
- b. The Board of Supervisors shall hold an annual Board of Supervisors meeting in each calendar year at such time and place as the Board of Supervisors shall decide but with an interval of not more than fifteen (15) calendar months between annual Board of Supervisors meetings. Not less than thirty (30) calendar days' notice shall be given for such meeting. The notice shall list the items to be discussed.
 - c. The Board of Supervisors may hold such other face to face or virtual meetings as the Chair may decide or following a request in writing to the Chair by not less than thirty percent. (30%) of its members. Barring exceptional circumstances, not less than fifteen (15) calendar days' notice shall be given for such meetings. The notice shall list the items to be discussed.
 - d. The Board of Supervisors may hold extraordinary Board of Supervisors' meetings and each such meeting shall be called by the Chair with fifteen (15) calendar days' notice. The notice shall list the items to be discussed.
 - e. If any of the following items, which shall be part of the ordinary business of the Board of Supervisors during each calendar year, are not resolved upon at an annual Board of Supervisors meeting, not less than thirty (30) calendar days' notice shall be given for any other face to face or virtual meeting during the calendar year at which the following items are to be discussed:
 1. the approval of the annual accountability report to all Affiliates of the work of the Foundation and the joint work of the Affiliates as carried out under the leadership of the Executive Board;
 2. the adoption of the financial accounts and report of the Foundation, prepared

- by the OI Secretariat under supervision of the Executive Board and as approved by the Executive Board;
3. the auditors' report for the preceding year;
 4. the designation of the auditors for the succeeding financial year;
 5. the approval of the budget for the succeeding financial year and the apportionment formula for the Affiliates;
 6. the approval of any amendments to the Constitution or any other Constitutional Document, as required;
 7. the appointment and dismissal of the Chair, the Deputy Chair and the Treasurer, as required; and
 8. the approval of the risk register and supervision of risk management.
- f. Any Board of Supervisors meeting shall be called by the Chair or, in the event that the Chair is unable or prevented from doing so, the Deputy Chair.
 - g. Any Board of Supervisors meeting shall be chaired by the Chair or, in the event that the Chair is unable or prevented from doing so, the Deputy Chair.

Powers of the Board of
Supervisors

Article 9

The Board of Supervisors shall have the power to:

- a. designate from among its members any office-holders as shall be deemed necessary for the adequate functioning of the Board of Supervisors;
- b. terminate the mandate of its office-holders;
- c. establish a Finance, Risk and Audit Committee, and any other committee it deems necessary for the adequate functioning of the Board of Supervisors. The terms of reference of each such committee shall be approved by the Board of Supervisors;
- d. examine the accounts and records of any Affiliate and the subsidiaries of such Affiliate and make any copies or extracts it may think necessary, and request such other information from an Affiliate or the subsidiaries of such Affiliate as may be reasonably necessary for the effective functioning of the Foundation or the Affiliates; and
- e. give recommendations to Affiliates whose policies might reflect negatively on the position, reputation or work of the Foundation or the Affiliates.

Decisions of the Board of
Supervisors

Article 10

- a. Each member of the Board of Supervisors shall have the right to vote at Board of Supervisors meetings. However, a member of the Board of Supervisors shall not be entitled to participate in the deliberations and shall not be entitled to vote on any topic with respect to which such member has a direct or indirect personal interest that conflicts with the interests of the Foundation or its organization. Such member shall inform all other members thereof without delay. If all members of the Board of Supervisors are considered to have a direct or indirect personal interest that conflicts with the interests of the Foundation or its organization, the Board of Supervisors may still decide on the matter, but shall then be required to put in writing and record in the minutes of the relevant meeting the considerations and grounds that have led the Board of Supervisors to take the decision. The Rules of Procedure or a separate policy may give further detail on conflict of interest situations and procedures to resolve a conflict of interest situation.
- b. Insofar as possible, decisions of the Board of Supervisors, shall be reached by consensus. If this is not possible, each member of the Board of Supervisors shall have the right to call for a vote. Each member of the Board of Supervisors shall have one vote. Abstentions (blank votes) or spoiled ballot papers shall be deemed not to have been cast.
- c. A meeting of the Board of Supervisors is only validly constituted if there is a quorum consisting of at least half of the members of the Board of Supervisors. The Board of Supervisors can only validly resolve on a matter if there is a quorum for such matter consisting of at least half of the members of the Board of Supervisors entitled to vote. Any member of the Board of Supervisors in respect of whom a conflict of interest exists with respect to the item concerned, shall not be entitled to vote on that item and shall not be included in the count of members being present for the purpose of determining whether the required quorum for making a valid decision has been reached.
- d. With the exception of resolutions on matters specified in Article 10e, all resolutions of the Board of Supervisors shall be adopted by a majority of at least three fourths of the votes cast by those Board of Supervisors members who are present and in respect of whom no conflict of interest exists with respect to the items concerned. Resolutions of the Board of Supervisors may also be adopted by written procedure without recourse to a meeting of the Board of Supervisors, provided these resolutions are adopted by a unanimous vote of all members of the Board of Supervisors in office at that time and in respect of whom no conflict of interest exists with respect to the items concerned. Any member of the Board of Supervisors abstaining from voting on a particular item, shall not be included in the count of members being present for the purpose of determining whether the required quorum for making a valid decision has been reached. The abstention shall, however, be recorded in the minutes of the meeting.
- e. Resolutions on the following matters shall be deemed to have been rejected, even if they have received a favourable majority of three fourths of the votes cast by the

Board of Supervisors members present at a meeting and entitled to vote, if three members present at the meeting (as long as there are not more than twenty Affiliates) or four members present at the meeting (when there are over twenty Affiliates) object against their adoption:

1. any change to this Constitution, to the Code of Conduct, to the Rules of Procedure or to any other Constitutional Document;
2. the protection of the Name and integrity of the Foundation, including the granting or withdrawal of the right to use the Name;
3. the admission or expulsion of an Affiliate or the establishment of the resignation notice period of an Affiliate under Article 18b;
4. any change to the apportionment formula according to which Affiliates contribute to the Foundation's budget expenses; and
5. the addition of any other matter for decision within this sub-paragraph.

Any member of the Board of Supervisors abstaining from voting on a particular item, shall not be included in the count of members being present and being entitled to vote for the purpose of determining whether the required quorum for making a valid decision on that item has been reached. The abstention shall, however, be recorded in the minutes of the meeting.

- f. Resolutions of the Board of Supervisors shall be binding upon all Affiliates except in circumstances where, in the reasonable judgement of one or more Affiliates, there are impeding national, legal or life-threatening circumstances. The reasoned judgement of the affected Affiliates shall be communicated without delay and in writing to all the Affiliates.

The Executive Board

(Het bestuur)

Composition

Article 11

- a. The Executive Board shall consist of such a number of members as equals the number of Affiliates plus the Executive Director.
- b. Each Affiliate shall have the right to appoint one member of the Executive Board. Such members shall normally be the chief executive director of each of the Affiliates, but in exceptional cases such as for reasons of health or language an Affiliate may appoint and thus be represented by another person than its chief executive officer, subject to approval of the Executive Director. Such person must be a senior executive officer of that Affiliate.
- c. Without prejudice to Article 2:298 of the Dutch Civil Code and the previous

provisions of this Article, a member of the Executive Board shall cease office if:

1. the relevant member is no longer chief executive director (or a senior executive officer) of the relevant Affiliate;
 2. the Affiliate concerned resigns from affiliation with the Foundation;
 3. the Affiliate concerned is expelled from affiliation with the Foundation by the Board of Supervisors with effect immediately upon the adoption of a resolution by the Board of Supervisors concerning its expulsion; or
 4. the Affiliate concerned is dissolved or is declared bankrupt, with effect immediately upon the formal dissolution or declaration of bankruptcy of the Affiliate concerned.
- d. Members of the Executive Board can only be suspended or dismissed by the Affiliate who appointed the relevant member. With the exception of the Executive Director, the Board of Supervisors cannot suspend or dismiss any member of the Executive Board.
- e. Meetings of the Executive Board shall be chaired by the Executive Director. Should the Executive Director be unavailable, the chair for the Executive Board meeting may be appointed by the Executive Board from among its members.
- f. The Executive Director is remunerated by the Foundation. The other members of the Executive Board shall not receive any remuneration from the Foundation.

Duties and responsibilities of the Executive Board

Article 12

- a. The Executive Board shall be authorised to legally represent the Foundation.
- The Executive Board shall grant a power of attorney to the Executive Director to independently represent the Foundation within the limits of such power of attorney and subject to any restrictions imposed.
- b. The Executive Board shall have the following particular duties and responsibilities:
1. to manage the Foundation and organise the jointly agreed common activities of the Affiliates through and with the assistance of the OI Secretariat;
 2. to prepare, through consultations with the Affiliates, and with the assistance of the OI Secretariat, the Oxfam Strategic Plan as well as any update thereof for approval by the Board of Supervisors, and to implement the same;
 3. to manage, in collaboration with the Affiliates, the risks of the Foundation;
 4. to prepare for approval by the Board of Supervisors an annual accountability report;

5. to prepare for approval by the Board of Supervisors any proposed changes to the Constitution;
 6. to prepare for approval by the Board of Supervisors a Code of Conduct to supplement or implement this Constitution and any proposed changes thereto, it being understood that in the event of any inconsistency with this Constitution, this Constitution shall prevail;
 7. to prepare Rules of Procedure to supplement or implement this Constitution and any changes thereto, it being understood that in the event of any inconsistency with this Constitution and/or the Code of Conduct, this Constitution and/or the Code of Conduct shall prevail, provided that in the case of any inconsistency with the License Agreement and the Affiliation Agreements any amendment to the Rules of Procedure shall be made in accordance with the provisions of those agreements;
 8. to prepare any other policy and strategy documents and programs, delegate the development of more detailed plans, policies and protocols to working groups, and to ensure that a common and coordinated implementation of such documents and programs is accomplished throughout the Affiliates;
 9. to adopt a budget and a policy framework for the OI Secretariat for approval by the Board of Supervisors;
 10. any other tasks, duties or responsibilities by or pursuant to this Constitution or relating to the foregoing.
- c. The Executive Board shall regularly inform the Board of Supervisors in a timely manner of its work and promptly inform the Board of Supervisors of any significant matter of which it becomes aware that it may be relevant for the overall well-being of the Foundation or the common interests of the Affiliates.
 - d. In advance of the annual Board of Supervisors meeting, the Executive Board shall prepare and provide its accountability report to the Board of Supervisors.
 - e. The Executive Board shall have the power to establish any board committees or working groups it deems necessary for the adequate functioning of the Executive Board, and to appoint and dismiss the members thereof. The terms of reference of each such committee shall be approved by the Executive Board. The Executive Board shall supervise the work of its committees and working groups.

Executive Director

Article 13

- a. The Board of Supervisors shall appoint an Executive Director who shall, in particular, be in charge of the management of the OI Secretariat. The Executive Director shall operate under the title of "Executive Director of Oxfam International" or "Oxfam International Executive Director".

- b. The Executive Director shall regularly inform the Executive Board in a timely manner of the activities of the OI Secretariat and promptly inform the Chair and the Executive Board of any significant matter in relation to the OI Secretariat of which the Executive Director becomes aware that it may be relevant for the overall well-being of the Foundation.
- c. The Rules of Procedure shall provide a further list of duties and responsibilities of the Executive Director, which shall include the responsibility for (i) adequately servicing the administrative and logistical needs for the proper functioning of the Board of Supervisors and the Executive Board and their committees, (ii) ensuring that the decisions of the Board of Supervisors and those of the Executive Board are implemented, (iii) ensuring that proper books of account and records are kept.
- d. The Executive Director shall be responsible for the processing of data for archiving purposes in the public interest, scientific or historical research purposes or statistical purposes, which shall be subject to appropriate safeguards for the rights and freedoms of the data subject.

Decisions of the Executive Board

Article 14

- a. Each member of the Executive Board shall have the right to vote at Executive Board meetings. However, a member of the Executive Board shall not be entitled to participate in the deliberations and shall not be entitled to vote on any topic with respect to which such member has a direct or indirect personal interest that conflicts with the interests of the Foundation or its organization. Such member shall inform all other members thereof without delay. If all members of the Executive Board are considered to have a direct or indirect personal interest that conflicts with the interests of the Foundation or its organization, the Board of Supervisors shall decide on the matter. The Rules of Procedure or a separate policy may give further detail on conflict of interest situations and procedures to resolve a conflict of interest situation.
- b. Insofar as possible, decisions of the Executive Board shall be reached by consensus. If this is not possible, each member of the Executive Board shall have the right to call for a vote. Each member of the Executive Board shall have one vote. Abstentions (blank votes) or spoiled ballot papers shall be deemed not to have been cast.
- c. A meeting of the Executive Board is only validly constituted if there is a quorum, consisting of at least half of the members of the Executive Board being present at that meeting in person or represented in accordance with Article 11 of this Constitution. The Executive Board can only validly resolve on a matter if there is a quorum for such matter consisting of at least half of the members of the Executive Board entitled to vote. Any member of the Executive Board in respect of whom a conflict of interest exists with respect to the items concerned, shall not be entitled to vote on that item and shall not be included in the count of members being present for the purpose of determining whether the required quorum for a making a valid decision has been reached.
- d. With the exception of resolutions on matters specified in Article 14e, all resolutions

of the Executive Board shall be adopted by a majority of at least three fourths of the votes cast by those Executive Board members who are present and in respect of whom no conflict of interest exists with respect to the items concerned. Resolutions of the Executive Board may also be adopted by written procedure without recourse to a meeting of the Executive Board, provided these resolutions are adopted by a unanimous vote of all members of the Executive Board in office at that time and in respect of whom no conflict of interest exists with respect to the items concerned. Any member of the Executive Board abstaining from voting on a particular item shall not be included in the count of members being present for the purpose of determining whether the required quorum for making a valid decision has been reached. The abstention shall, however, be recorded in the minutes of the meeting.

- e. Resolutions on the following matters shall be deemed to have been rejected, even if they have received a favourable majority of three fourths of the votes cast by the Executive Board members present at a meeting and entitled to vote, if three members present at the meeting (as long as there are not more than twenty Affiliates) or four members present at the meeting (when there are over twenty Affiliates) object against their adoption:
 - 1. any proposal to the Board of Supervisors to change this Constitution, the Code of Conduct, the Rules of Procedure or any other Constitutional Document;
 - 2. any proposal to the Board of Supervisors for the protection of the Name and integrity of the Foundation, including the granting or withdrawal of the right to use the Name;
 - 3. any proposal to the Board of Supervisors for the admission or expulsion of an Affiliate or for establishing the resignation notice period of an affiliate under Article 18b; and
 - 4. any proposal to the Board of Supervisors to change the apportionment formula according to which Affiliates contribute to the Foundation's budget expenses.

Financial Year and
Accounts

Article 15

- a. The Foundation's financial year runs from the first day of April and ends on the thirty-first day of March the year thereafter.
- b. Each year, within six (6) months after the end of the financial year, the Executive Director shall be responsible for the preparation of financial statements incorporating a balance sheet and a statement of income and expenditure for that year concerning the Foundation.
- c. The financial statements shall be unanimously approved by the Executive Board within one (1) month from the period referred to in paragraph b. of this Article 15 and

shall be submitted to the Board of Supervisors. The financial statements shall be adopted by the Board of Supervisors within one (1) month from receipt from the Executive Board. The financial statements shall be signed by the Chair, the Treasurer and the Executive Director (or their nominated representatives); if the signature of one or more of them is lacking, this shall be stated together with the reasons given.

- d. In the event that the Foundation's statement of income and expenditure shows any shortfall of income to cover budgeted expenditure and which is not covered by any general cash reserve, it shall be the duty of the Affiliates to make good such shortfall by using the same apportionment formula that was used to determine their contribution to that budget. Any shortfall of income shall be made up within such time and upon such terms as the Executive Board shall decide.
- e. The Executive Director is responsible for keeping records pertaining to the financial position and the activities of the Foundation in conformity with the requirements ensuing from the activities of the Foundation. The Executive Director shall ensure that these records, as well as the books, documents and other data carriers belonging thereto, are kept in such a way that the Foundation's rights and obligations can be ascertained at all times.
- f. The Executive Director is obliged to keep the books, documents and other data carriers referred to in the foregoing paragraphs of this Article for a period of seven (7) years, without prejudice to the provisions of paragraph e of this Article.

Amendments to the Constitution

Article 16

The Board of Supervisors shall be authorised to make any amendments to the Constitution. The Executive Board shall have the right to advise on any proposed amendment. The Constitution may only be changed or added to with due observance of the provisions of Article 10e. A proposal to amend the Constitution shall be sent to each member of the Board of Supervisors not later than thirty (30) calendar days prior to the Board of Supervisors meeting, setting out the proposal for the amendment and the reasons thereto. Any alteration to the Constitution must be effected by a notarial deed on pain of nullity and the Executive Board must lodge an authenticated, dated copy of the alteration, as well as the altered Constitution, with the trade register of the Chamber of Commerce where the Foundation is registered.

Service of Notices

Article 17

- a. A notice may be served on any Affiliate at its registered office address last notified to the Foundation. A notice may be served by any Affiliate upon the Foundation or the Chair at the OI Secretariat headquarters' address, either personally, or by sending it by post, or any other information technology message receivable in permanent

printed form.

- b. A notice served by post shall be deemed to have been served on the tenth day after it was put in the post, of which the date stamp or other receipt of the Post Office shall be sufficient proof. A notice served by fax or other information technology shall be proved and deemed to have been served on the date printed on the sender's receipt that such message has been a good transmission.

Resignation of an
Affiliate

Article 18

- a. Any Affiliate who was an Affiliate on the first day of November two thousand and fifteen, and who has been an Affiliate for at least ten (10) years, and who has used the Name as the first or second word in the Affiliate's name for at least the last five (5) years of its affiliation with the Foundation, which voluntarily resigns from affiliation with the Foundation, shall have the right to continue the use of the Name subject to the License Agreement between that Affiliate and the Foundation.
- b. Any Affiliate wishing to resign from its affiliation with the Foundation shall notify the Foundation of its intention to resign not later than twenty-four (24) months prior thereto. If the Affiliate concerned still intends to resign from affiliation with the Foundation twelve (12) months prior to the date on which the announced resignation is to take effect, it shall notify the Foundation thereof once again. After this second period of twelve (12) months the resignation shall take effect automatically. The Board of Supervisors may resolve to establish or accept a different notice period, subject to the provisions of Article 10e.
- c. The provisions of Articles 6c.3 and 18a, relating to the right to use the Name, may be amended with the agreement of all Founding Affiliates to vest the right to use the Name exclusively in the Foundation. Unless there is agreement by all Founding Affiliates to change this, the existing provisions entitling an Affiliate intending to resign to continue the use of the Name under Article 18a above shall remain applicable.

Expulsion

Article 19

- a.
 1. An Affiliate which is, by virtue of a resolution of the Board of Supervisors adopted by the majority required by Article 10e, found to be in gross violation of the fundamental principles of the Constitutional Documents may be expelled from affiliation with the Foundation. The expulsion shall take effect immediately after the expulsion resolution has been adopted.
 2. A resolution of the Board of Supervisors to proceed to expulsion shall only be tabled after all reasonable steps have been taken to counsel, mediate or otherwise correct the violation of the fundamental principles of the Constitutional Documents referred to in the aforesaid provisions of this Article.

3. Notwithstanding the above, if a resolution of the Board of Supervisors to expel an Affiliate takes effect, the Affiliate concerned shall forfeit the right to use the Name, or any derivative or non-English language form of the Name, in conformity with the terms of the Affiliation Agreement and/or the License Agreement provided that the Board of Supervisors establishes that the use of the Name by the expelled Affiliate would cause grave and enduring damage to the Foundation or its Affiliates. The expelled Affiliate shall also forfeit the right to use the Foundation's Trade Mark in accordance with the relevant License Agreement.
 4. The expelled Affiliate shall have the right to appeal within thirty (30) calendar days against a resolution of the Board of Supervisors by which it is expelled, either to an independent arbitrator under the Rules of Procedure or to the appropriate court of law. Until the appeal is decided, the expelled Affiliate and its representatives on the Board of Supervisors and Executive Board shall not be entitled to participate in the affairs of the Foundation or to use the Trade Mark or the Name.
- b. Where expulsion proceedings have commenced against an Affiliate and it then serves notice of its intention to resign, the provisions of this Article 19 shall nonetheless apply and take precedence over the resignation provisions contained in this Constitution.

Termination of Affiliation for External
Reasons

Article 20

If an Affiliate, because of undue external interference, is in ongoing breach of the provisions of this Constitution, the Code of Conduct or the Affiliation Agreement, its representatives on the Board of Supervisors and on the Executive Board may, by virtue of a resolution of the Board of Supervisors, be suspended from their positions and the Affiliate concerned may, by virtue of a resolution of the Board of Supervisors, be suspended from the use of the Name and the Trade mark, domestically and internationally, for such a period as may be determined by the Board of Supervisors. Such resolution shall be adopted by the voting majority provided in Article 10e. Towards the end of the suspension period the Board of Supervisors shall review the Affiliate's ability to comply with all requirements of affiliation and may, by the voting majority needed as referred to in Article 10e, decide:

- a. to lift the suspension of the Affiliate's representatives as members of the Board of Supervisors and the Executive Board and to re-grant the right to the Name and the Trade Mark; or
- b. to extend the period of suspension; or
- c. to proceed to expel the Affiliate, in which case all provisions relating to expulsion contained in Article 19 shall apply.

Dissolution

Article 21

- a. The Foundation can only be dissolved by virtue of a resolution of the Board of Supervisors which is adopted by a majority of not less than three fourths of the votes cast by a quorum of seventy- five per cent (75%) of the members of the Board of Supervisors being present and entitled to vote, after each member of the Board of Supervisors has been informed thereof at least thirty (30) calendar days prior to the Board of Supervisors meeting. The dissolution shall take effect only upon the date of establishment of the IP Entity (as defined below).
- b. If upon dissolution of the Foundation and after the satisfaction of all debts and liabilities, any assets remain, the distribution of these remaining assets shall be made as follows:
 1. the rights in the Name and Trade Mark which are owned by the Foundation shall be assigned to the IP Entity. In addition, the benefit, subject to any obligations, of all licenses of the Name granted to the Foundation shall be assigned or distributed, as the case may be, to the IP Entity; and
 2. if any assets remain after the distribution and assignment referred to in aforesaid provision under b.1, these remaining assets shall be distributed as far as reasonably possible among the Affiliates at the date of dissolution according to the apportionment formula operating at the time and only to be diverted for use to the benefit of the objects set out in Article 3.

No part of the net earnings of the Foundation shall inure to the benefit of any member of the Board of Supervisors, any member of the Executive Board, officer of the Foundation, founder of the Foundation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Foundation, and no member of the Board of Supervisors, no member of the Executive Board, officer of the Foundation, founder of the Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation subject however to the due observance of the provisions stated under subparagraph 2. of this paragraph b. and those under paragraph f of this Article.

- c. After its dissolution the Foundation shall continue to exist insofar as this is necessary for the liquidation of its assets. The words "in liquidatie" shall be added to its name.
- d. If the Foundation has been dissolved by a resolution of the Board of Supervisors, the members of the Executive Board shall act as liquidators of the assets of the dissolved Foundation. The provisions of the laws of the Netherlands and this Constitution relating to the appointment, suspension and removal from office of members of the Executive Board shall apply to these liquidators, who shall have the same powers, duties and liabilities as a member of the Executive Board insofar as these are compatible with their duties as liquidators.
- e. After the liquidation of the Foundation, its books and records shall remain in the

custody of the person designated for that purpose by the liquidators for a period of ten (10) years.

- f. After a resolution is adopted under paragraph a. of this Article, the Affiliates specified in Article 18a shall establish an organization (the 'IP Entity') to hold the Trade Mark and all rights in the Name. If no agreement is reached within sixty (60) calendar days of such resolution, the IP Entity shall take the form of a Stichting established under Dutch law to be established by the liquidators of the Foundation: (a) under an identical Constitution except that the following shall be added to the end of the first paragraph of Article 3: "to license the Name to Affiliates to use in accordance with the following objects", and Article 4a to h shall be deleted; and (b) with the Board of Supervisors and the Executive Board serving the IP Entity at the date of the resolution referred to in paragraph a. of this Article (except that such Board of Supervisors and Executive Board of the IP Entity will only include representatives of the entities who were entitled to continuing rights to use the Name immediately prior to dissolution of the Foundation under Article 18a ('Participating Affiliates')). The members of the Executive Board, acting by virtue of their powers under Article 21d shall assign all of the Foundation's rights in the Trade Mark, and the benefit (subject to the burden) of all licenses of intellectual property rights granted to it to the IP Entity. The Executive Board of the IP Entity will grant such Affiliates as were entitled to use the Name under Article 18a immediately prior to dissolution of the Foundation the continuing right to use the Name only (and not the Trade Mark) on substantially the same terms as set out in the License Agreement. The IP Entity shall be funded jointly in equal shares by all such participating Affiliates and shall maintain the Trade Mark in force for as long as reasonably possible after dissolution of the Foundation to prevent third parties from using it. The Executive Board of the IP Entity under supervision of its Board of Supervisors shall take a proactive role in monitoring the compliance of licensees with the objects under Article 3, and shall report bi-annually to the Affiliates. Where a licensee is in breach, the Executive Board of the IP Entity shall take such necessary action in accordance with the License Agreement.

Final Provisions

Article 22

The laws of the Netherlands shall apply to any matter relating to the Foundation and its conduct and to this Constitution, the Code of Conduct and the Rules of Procedure. In any case not provided for either by Dutch law or this Constitution, the Board of Supervisors shall decide.