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AMENDMENT TO THE FOUNDATION'S BYLAWS

Today, twenty-two July two thousand twenty-one, there appeared before me, Karen Anne Hüpler-Hebben, a civil-law notary practising in Utrecht: Diana Cornelia Francisca Mackaij, employed and domicile chosen at the office of me, civil-law notary, 3581 CM Utrecht, Maliebaan 6, born in Utrecht on the thirtieth day of October nineteen hundred and seventy-two, in this matter having her address at 3581 CM Utrecht, Maliebaan 6, and acting in the capacity as referred to below.

The person appearing declares:

- the Board of the Foundation: **Stichting CHOICE for Youth and Sexuality**, having its registered office under its Bylaws in Amsterdam and its principal place of business in 1016 DR Amsterdam, Keizersgracht 177, registered in the commercial register under number 32108345, has resolved to amend the Bylaws as stated hereinafter;
- the Board has furthermore resolved to authorise the person appearing to execute this deed;
- these Board resolutions are evident from an excerpt from the minutes of the meeting in question, which has been appended to this deed (**Annex**);

The person appearing, acting as aforementioned, furthermore declares, by way of execution of the aforementioned resolution, to amend the Foundation's Bylaws in full so that they shall read as follows:

BYLAWS

Definitions.

1. In these Bylaws, the terms set out below have the meanings stated next to them:

Board is the board of the Foundation, unless stated otherwise.

Board member means a member of the Board.

Days means all days of the week and therefore not excluding generally recognised public holidays or days equated therewith under the General Extension of Time-limits Act [*Algemene termijnenwet*].

Director is the director of the Foundation.

Youths are individuals up to age thirty.

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

Bylaws means the Foundation's bylaws.

Foundation is the foundation, the internal organisation of which is governed by these Bylaws, to wit the Foundation: Stichting CHOICE for Youth and Sexuality, registered in the commercial register under number 32108345.

2. References to articles are references to articles in these Bylaws, unless explicitly indicated otherwise. References in these Bylaws to 'he' are also deemed to refer to 'she' as well as 'they' for transgender persons. References in these Bylaws to 'his' or 'him' are also meant to refer to 'her' as well as 'their' or 'them' for transgender persons.

NAME AND REGISTERED OFFICE

Article 1.

1. The name of the Foundation shall be: **Stichting CHOICE for Youth and Sexuality.**
2. The abbreviated name of the Foundation reads: Stichting CHOICE.
3. The Foundation shall have its registered office in Amsterdam, the Netherlands.
4. The Foundation was established on the twenty-first of April two thousand five.

OBJECTS. STARTING POINTS

Article 2.

1. The Foundation's objects shall be: to strive for the realisation of sexual and reproductive rights and the health of youths throughout the world, as well as active and meaningful youth participation in this area.
2. The Foundation shall strive to achieve its objects:
 - a. by influencing policy;
 - b. by organising activities designed to raise awareness;
 - c. by training and supporting youths who work in this field.
3. In its own activities, the Foundation shall not be allowed to make any distinction based on race, nationality, ethnic minority, gender, personal status, nor due to the expression of convictions, political affinity or sexual preferences.

The Foundation shall also not be permitted to work for the benefit of persons and organisations whose objects, policy or factual acts make in such a distinction. This provision does not apply to acts that grant specific persons or groups of persons a privileged position to remove factual inequalities.
4. The Foundation does not aim to make a profit and aims to be active as a public benefit organisation within the meaning of Section 5b of the State Taxes Act [*Algemene wet inzake rijksbelastingen*].

ASSETS

Article 3.

1. The Foundation's assets comprise all received contributions, subsidies, donations, specific legacies, testamentary dispositions and other income.
2. Testamentary dispositions may only be accepted subject to the benefit of inventory.
3. The Foundation's assets serve to realise the Foundation's object. No natural person or legal entity may dispose of the Foundation's assets as if it were their own assets. The Foundation shall not keep assets above what is reasonably necessary for the continuity of the envisaged activities for realising the Foundation's object.

BOARD

Article 4.

1. The Foundation's Board shall consist of a minimum of three natural persons, the number of which is to be determined by the Board, on the understanding that none of the Board members:
 - i. may be related to another Board member, in which context the term related is defined as: blood relatives and relatives by marriage up to and including the fourth degree, in which cohabitation is considered equivalent to marriage;
 - ii. may have a relationship with another Board member, in which context the term relationship is defined as: a marriage, registered partnership or cohabitation or conducting a joint household in any other way.
2. Board members shall be appointed by the Board, on the understanding that:
 - a Board member who is appointed for a first term is younger than

- twenty-nine;
- a requirement for composition of the Board is that it does justice to the different aspects that require the Board's attention, with the Board as a whole being composed at least on the basis of general administrative qualities, affinity with the Board's object and with a spreading of abilities and backgrounds; the concerns related to the ability and background required of a Board member shall be determined by the Board for each individual vacancy in a profile to be drafted by the Board.
3. The Board shall at least consist of a chairperson, a secretary and a treasurer. Each Board member shall be appointed as such in their respective positions. Apart from the chairperson, a Board member may hold two positions in the Board.
 4. The Board members shall be appointed for at most a two-year term. They may be reappointed no more than twice.
 5. Vacancies that arise shall be filled as soon as possible, but at least within three months.
If a Board member is appointed on the basis of a certain capacity, this shall be stated explicitly in the resolution on appointment.
 6. In the event of any vacancies or the absence of one or more members, the remaining Board members shall be charged with management.
If one or more Board members are absent, the remaining Board members or the remaining Board member shall form a competent Board.
In the event of the absence or inability to act of all Board members or the sole Board member, the management shall temporarily rest with one or more persons designated annually by the Board for this situation or, failing that, with the Director.
For the acts of management carried out during this period, the persons appointed shall be equated with a Board member.
If the management is not provided for in this way either, any interested party may request a former Board member, Director or the court of the district in which the Foundation has its registered office to appoint an officer.
 7. There is an *absence* if a vacancy arises as a result of resignation or dismissal, where no immediate successor has been appointed, or upon the death of a Board member.
Inability to act occurs in any case if, as a result of:
 - a. suspension;
 - b. illness lasting longer than one month; or
 - c. inaccessibility lasting longer than one month,
 a Board member is temporarily not authorised to carry out or capable of carrying out the tasks or exercising the powers under or pursuant to the law, these Bylaws or the Foundation's rules of procedure.
 8. Membership of the Board shall end:
 - a. by the member's death;
 - b. by the member resigning;
 - c. by the member's loss of the free disposal of his assets;
 - d. by the member's removal by the court;
 - e. by the member's dismissal by the Board; a resolution to this end may only be taken unanimously by the other Board members;
 - f. by the member's loss of the capacity for which he was appointed under the appointment resolution;
 - g. by the expiry of the period for which he was appointed;
 - h. as a result of his irrevocable conviction of a crime as referred to in Section 67(1) of the Dutch Code of Criminal Procedure.

9. The Board may dismiss a Board member because of neglect of his task, because of other serious reasons, or because of a drastic change in the circumstances based on which his upholding as a Board member cannot reasonably be expected of the Board.
10. The Board may suspend a Board member. The suspension will expire by operation of law if the Board does not dismiss the Board member within one month after the suspension for one of the reasons described in paragraph 9 of this article.
11. A resolution to suspend will be taken in the same manner as set out above in paragraph 8 (e).

DUTIES. AUTHORITIES. REMUNERATION

Article 5.

1. The Board shall be charged with managing the Foundation. In fulfilling their tasks, every Board member must be guided by the interests of the Foundation and its affiliated organisation. Within the joint responsibility of a multi-member Board, duties can be divided between the Board members. The division of duties can be laid down in more detail in Board rules of procedure.
2. As such, the Board may grant one or more of its authorities to third parties, provided these authorities are described in clear terms. The person exercising such authorities shall act in the name of and on the responsibility of the Board.
3. The Board shall not be authorised to decide to enter into agreements to purchase, sell or encumber registered property.
The Board is not authorised to enter into agreements for which the Foundation binds itself as guarantor or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.
4. Board members are not entitled to remuneration as such. Board members may be entitled to reimbursement of the costs (reasonably) incurred in the performance of their duties and may, moreover, receive a not-excessive fee for their work for the Foundation.
5. The allowances described in paragraph 4 of this article are shown and further explained in the Foundation's financial statements.

ADOPTING RESOLUTIONS. CONFLICT OF INTERESTS

Article 6.

1. Board meetings shall be held as often as the chairperson or at least two of the other Board members desire such, but at least six – and preferably ten – times a year.
2. Board meetings shall be convened by the chairperson or at least two of the other Board members, or by the secretary or the Director on his or their behalf, and in writing stating the topics to be discussed, with a term of at least seven days, not counting the day the meeting is convened and that of the meeting.
If the meeting was not convened in writing or if topics are discussed that were not stated in the convening notice, or if the meeting was convened with a term less than seven days, resolutions may nevertheless be passed provided that all incumbent Board members are present or represented at the meeting.
In urgent cases, the chairperson of the Board may decide to deviate from the method of convening a meeting and/or the term for convening the meeting.
3. Board meetings shall be held at the location determined by the person convening the meeting. Board meetings can also be held by means of telephone or video conferencing, or using any other means of

communication, provided each participating Board member can be heard by all the other participants at the same time.

4. Meetings may be attended by the Board members, the Director, as well as those persons admitted by the Board members present at the meeting, unless the Board indicates it wishes to meet without the Director being present, stating its reasons therefor. A Board member may be represented in a meeting by a Board member authorised by him in writing. A Board member may represent no more than one other Board member in a meeting.
5. Board members are expected to, where possible, pass resolutions based on consensus. If no consensus can be reached on a proposal, the proposal in question shall be put to the vote.
6. In so far as no larger majority is prescribed in these Bylaws, all Board resolutions shall be taken by an ordinary majority of the valid votes cast in a meeting in which more than half of the number of Board members is personally present.
Each Board member shall have one vote.
Blank votes shall be considered as not having been cast.
When the votes concerning the appointment of persons are equally divided, lots shall be drawn; when the votes concerning a different vote are equally divided, the proposal shall be rejected.
7. The meetings shall be headed by the chairperson. In his absence, the meeting shall provide its own chairperson.
8. Minutes shall be drawn up of the proceedings of the meeting by the secretary or by a person appointed by him, on his responsibility and with the consent of the Board. A list of resolutions may be drawn up instead of minutes.
9. The Board may also adopt resolutions (in writing) without holding a meeting, by a simple majority of the votes and only if none of the Board members opposes this form of adopting resolutions. The resolution will be included in the report of the next meeting.
10. Each Board member guards against a conflict of interest between himself and the Foundation.
11. If a Board member of a multi-member Board has a conflict of interest with the Foundation in a private capacity or as a Board member, he must notify the other Board members to this effect.
12. A Board member is obliged to refrain from taking part in the deliberations concerning the matter in respect of which the conflict of interest applies, nor shall he have the right to vote in respect thereof, nor shall he be taken into account for a possible quorum that applies to the adoption of the resolution.
13. The Board is responsible at all times for keeping a careful record of the resolutions adopted if a conflict of interest arises as referred to in paragraph 11 of this article.
14. The chairperson shall decide on all votes not provided for in the Bylaws.

REPRESENTATION.

Article 7.

1. The Foundation shall be represented by the Board. The Foundation may also be represented by two Board members acting jointly.
2. The Board may decide to grant a power of attorney to one or more Board members and/or third parties – including the Director – to represent the Foundation within the limits of that power of attorney. The Board may also decide to grant authorised persons a title.
3. The Board shall report the assignment of continuous representative authority to the commercial register of the Chamber of Commerce.

DIRECTOR

Article 8.

1. The Board may appoint a Director to support it in its duties. The Director shall be charged with the Foundation's day-to-day affairs – including the management of the Foundation's office – and the implementation of Board resolutions.
2. The Director shall act within the policy frameworks set by the Board that are consistent with the policy plan and the budget limits. The Director shall be accountable for this to the Board.
3. The Director's duties and authorities may be set out in more detail in rules of procedure.

COMMITTEES

Article 9.

1. The Board may establish and abolish one or more committees.
2. The Board shall determine the duties and authorities of the committees.
3. The members of the committees shall be appointed and dismissed by the Board, either from its number or otherwise.

RULES OF PROCEDURE

Article 10.

1. The Board shall be authorised to adopt one or more sets of rules of procedure providing for subjects whose more detailed arrangement is considered desirable.
2. Rules of procedure may not be conflicting with the law or these Bylaws.
3. The Board shall at all times be authorised to change or abolish rules of procedure.
4. The provisions in Article 12, paragraphs 1 and 2, shall apply accordingly to a resolution to adopt, change or abolish rules of procedure.

FINANCIAL YEAR. ANNUAL REPORT AND ACCOUNTS

Article 11.

1. The Foundation's financial year shall coincide with the calendar year.
2. The Board shall be obligated to keep records of the Foundation's financial position and all related activities of the Foundation in accordance with the requirements resulting from such activities, and keep all related books, records, and other data carriers in such a manner that the Foundation's rights and obligations can at all times be identified.
3. Every year, within six months after the end of the financial year, the Board shall be obliged to draw up and put down on paper the balance sheet and the statement of income and expenditure with related explanatory notes. These documents must be signed by all Board members; if one or more of their signatures is or are missing, this shall be reported, stating the reasons therefor.
Moreover, the Board shall be obliged to draw up a management report within the same term.
4. Before adopting the documents referred to above in paragraph 3 of this article, the Board may have these audited by an expert to be appointed by the Board. This expert shall report on his audit at that time.
5. Before the end of the financial year, the Board shall draw up a budget and a policy plan for the next financial year. The policy plan shall concur with the object under the Bylaws and shall provide insight in, among others, the activities to be performed by the Foundation, the manner of acquiring funds, the management of assets, and the deployment of these assets.
6. The balance sheet and the statement of income and expenditure, with accompanying notes, are adopted by the Board.
7. The Board shall be obliged to keep the books, records and other data carriers referred to in paragraphs 2 and 3 of this article for a period of

seven years.

AMENDMENT TO THE BYLAWS. MERGER. DIVISION

Article 12.

1. The Board shall be authorised to amend these Bylaws and decide on merger and division. The resolution to that end must be passed with a majority of two thirds of the valid votes cast in a meeting in which all Board members are present or represented. If not all Board members are present a meeting in which such a resolution is addressed, a second meeting will be convened, to be held no sooner than two and no later than four weeks after the first meeting. In this second meeting, the proposal as addressed during the first meeting may be voted on in a legally valid manner regardless of the number of Board members present or represented, provided this is done with a majority of two thirds of the valid votes cast.
2. A notice convening the meeting in which an amendment to the Bylaws will be proposed must be accompanied by a copy of the proposal including a verbatim rendering of the proposed amendment. In derogation of the provisions in Article 6, paragraph 2, the term for convening meetings shall be at least fourteen days, not counting the day the meeting is convened and the day of the meeting.
3. All provisions in these Bylaws may be amended, provided that:
 - a. an amendment of the content of the Foundation's objects as set out in Article 2 and the provisions of Article 13, paragraph 5, may only be made within the frameworks that contribute to ranking as a legal entity within the meaning of Section 5b of the State Taxes Act (public benefit organisation) or a replacement statutory provision;
 - b. the purport of Article 12, paragraph 3, cannot be amended;
4. The amendment to the Bylaws shall not become effective until a notarial deed thereof has been drawn up. Every Board member shall be individually authorised to execute the said notarial deed.

DISSOLUTION

Article 13.

1. The Board shall be authorised to dissolve the Foundation.
2. The provisions of the previous article apply accordingly to the Board's resolution to dissolve.
3. After dissolution, the Foundation shall continue to exist in so far as this is necessary for liquidation of its assets. In documents published and announcements made by it, the following must be added to its name "in liquidatie" [in the process of being wound up].
Liquidation shall end at the time at which no more income is known to the liquidators.
4. The Board members shall be the liquidators of the Foundation's assets. The provisions related to appointment, suspension and the dismissal of Board members shall continue to apply to them. The other provisions of the Bylaws shall also remain effective in so far as possible during the liquidation.
5. Any positive balance of the dissolved Foundation will be allocated to a legal entity within the meaning of Section 5b of the State Taxes Act, to be determined by the Board, which legal entity has an objective that is comparable to that of the Foundation or to a foreign institution that serves the public benefit exclusively or almost exclusively and that has a similar objective.
6. After completion of liquidation, the books and records of the dissolved Foundation shall be held in the custody of the person appointed by the Board for a period of seven years.

CONCLUDING PROVISION

Article 14.

The Board shall decide in all cases not provided for in these Bylaws.

FINAL CLAUSE

The person appearing is known to me, civil-law notary. Furthermore, I, the civil-law notary, communicated the substance of the deed to the person appearing and provided an explanation thereto, including the consequences that arise from the content of the deed.

The person appearing declares that she has taken note of the contents of this instrument and agrees to them. The person appearing also declares that she agrees expressly to the limited reading of the deed.

Immediately after its limited reading, the deed is signed by the person appearing and then by me, the civil-law notary. The deed was executed in Utrecht on the date stated at the beginning of this deed.