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Informal translation in the English language of the substance of the original notarial deed of amendment to the articles of association of Sietar Europa in the Dutch language. In this translation an attempt has been made to be as literal as possible, without jeopardising the overall continuity. Inevitably, differences may occur in the translation, and if so, the Dutch text will govern.

**AMENDMENT TO THE ARTICLES OF ASSOCIATION OF  
SIETAR EUROPA**

On the twenty-sixth day of March two thousand and twenty-one appeared before me, Ms Laura Henders Hendrika Borst-Stegeman, *kandidaat-notaris*, hereinafter: "civil law notary", deputising for Mr Maarten Jan Christiaan Arends, civil law notary (*notaris*) in Amsterdam, The Netherlands:

Ms Yvonne van der Pol, born in Boskoop, The Netherlands, on the thirteenth day of November nineteen hundred sixty-eight, residing at De la Reystraat 44, 3851 BH Ermelo, The Netherlands, unmarried and not registered as a partner as meant in Title 5A Book 1 of the Dutch Civil Code, identified by means of her passport with number NYDB40R75 (the "**Incorporator**"), in this respect acting as attorney-in-fact, duly authorised in writing, of the Society, as defined below.

The person appearing has declared that the general meeting of **Sietar Europa**, a society with complete jurisdiction (*vereniging met volledige rechtsbevoegdheid*) incorporated under Dutch law, having its seat (*statutaire zetel*) in Haarlem, The Netherlands and its office address at Boulevard de la Taverniere 637, Dom. de residences de l'Argentiere, 06210 Mandelieu, France and registered with the Dutch Commercial Register (*Handelsregister*) under number 40596989 (the "**Society**"), has resolved on the sixteenth day of December two thousand and one to amend and to completely renew the articles of association of the Society as stated hereinafter as well as to authorise the person appearing to execute this deed of amendment to the articles of association of which resolutions appear from a copy of the minutes of subject meeting which shall be attached to this deed (Schedule).

The person appearing has also declared that the articles of association of the Society were last amended by deed on the tenth day of July two thousand and seven executed before a deputy of Mr R.J. Holtman, civil law notary (*notaris*) in Utrecht, The Netherlands

In order to execute said resolution to amend the articles of association, the person appearing has declared to amend and to completely renew the articles of association as follows:

**ARTICLE 1 – NAME**

A society by the name of SIETAR Europa is established as a non-profit nongovernmental, international organisation in Europe. It is affiliated to the global network of SIETAR Organisations around the world.

**ARTICLE 2 – SEAT**

SIETAR Europa, from here on called "The Society", has its seat in Haarlem as a

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"*Vereniging met volledige rechtsbevoegdheid*" (a society with complete jurisdiction). The office can be located anywhere in Europe. The Board of Directors decides on the location of the SIETAR Europa office.

**ARTICLE 3 – LOGO**

The symbol for the society is the logo. The society holds the copyright on the logo and reserves all rights concerning its use.

**ARTICLE 4 – PURPOSE AND VALUES**

The society promotes the ideas of intercultural understanding in Europe, serves as a forum for exchange among national SIETAR organisations and supports the establishment and development of national SIETAR organisations.

The Society subscribes to the mission of the global network of SIETAR organisations around the world and pursues the following goals:

1. To enhance the awareness of intercultural issues in policymaking, business and education.
2. To contribute to the solution of societal problems by facilitating communication between peoples of different cultures.
3. To provide multi-disciplinary, professional expertise in intercultural issues in practice and research by establishing a network of intercultural specialists.
4. To contribute to the development of standards for intercultural work.
5. To support publications, personal and professional exchanges, research, projects as well as regional, national and international conferences and other events.

The Society subscribes to the Universal Declaration of Human Rights, objects to and works towards the elimination of every kind of discrimination based on race, (dis)ability, colour, gender, sexual orientation, family and marital status, language, religion, political or other opinion, national or social origin, property, birth or other status. The Society is committed to the dignity and the worth of the human person and to a peaceful resolution of interpersonal, intergroup and international conflicts. The Society also subscribes to the Convention on the Rights of the Child and recognizes that the child, for the full and harmonious development of its personality, should grow up in a family environment, in an atmosphere of happiness, love and understanding and considers that the child should be fully prepared to live an individual life in society, and brought up in the spirit of the ideals proclaimed in the Charter of the United Nations, and in particular in the spirit of peace, dignity, tolerance, freedom, equality and solidarity.

**ARTICLE 5 – MEMBERSHIP**

1. The Society shall have as members:
  - a. members of the national SIETAR organisations in Europe
  - b. direct members, not belonging to a national SIETAR organisation.
2. In both categories the members can be individual members or institutional members. Members shall be classified as:

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- a. Full members: institutions or individuals who work in the intercultural field or show particular interest in the intercultural field.
  - b. Honorary members: persons who have made a remarkable contribution to the advancement of the intercultural field.
3. The Society welcomes all people who are committed to the mission of SIETAR Europa. The membership directory shall be for members only and shall not be circulated for commercial, political or religious purposes. No member shall profit materially from organising anything in the name of the Society. Members are expected to abstain from plagiarism.
  4. The Board of Directors has the right to terminate membership when deemed necessary in the interest of the Society. The member in question will be informed in writing of the pending decision and has the right to appeal the decision of termination.
  5. Only the General Assembly decides on the exclusion of national SIETARs when deemed necessary in the interest of the Society.
  6. Direct members are admitted on receipt of a completed application form and payment of the annual membership fee. Membership fees for direct members are determined by the General Assembly. Membership shall expire by resignation or three months after the beginning of the fiscal year when no renewal fee has been paid after one reminder. This shall result in automatic deletion from the mailing list.
  7. Membership fees for members of national SIETAR organisations are determined by the national SIETAR organisations and the Board of Directors of SIETAR Europa. National SIETAR organisations shall pay the fees for their membership before the thirty-first day of March for the year before.

**ARTICLE 6 - GOVERNING BODIES**

The governing bodies of the Society shall be:

- a. The General Assembly; and
- b. The Board of Directors.

**ARTICLE 7 – GENERAL ASSEMBLY**

1. The highest governing authority of the Society is the General Assembly and it will have the final decision making power in resolving conflicts and disputes. The General Assembly is composed of all the members of the Society.
2. The General Assembly decides on the following issues:
  - a. determination of the priorities of the Society;
  - b. determination of direct membership fees;
  - c. approval of the financial reports and budgets;
  - d. election of the Auditors;
  - e. a vote of no confidence in the leadership and new elections;

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- f. amendments to the statutes;
  - g. inclusion of new national SIETAR organisations and the exclusion of existing national SIETAR organisations
  - h. any problem irresolvable by the Board of Directors;
  - i. dissolution of the Society.
3. Voting can take place in plenum in the General Assembly meeting, or by virtual voting when the General Assembly is not scheduled to physically meet.
  4. Proxies are permitted for face-to-face General Assembly meetings, but no member may have more than five votes. Members can use postal vote for votes taking place both at face- to-face or virtual General Assembly meetings.
  5. The General Assembly is consulted minimally once a year, or whenever it is deemed necessary by the Board of Directors, or whenever it is requested by one tenth of the members.
  6. The letter of invitation to a General Assembly meeting must be sent out at least two months before the date of the General Assembly. If votings are planned the issues and options have to be specified.
  7. The General Assembly shall be chaired by the president of the Executive Committee or by another person appointed by the General Assembly. The Secretary of the Executive Committee will take the minutes.
  8. All members (full and honorary members) shall have one vote in the General Assembly. Decisions are taken by simple majority of the voting members present or represented by proxy unless stated differently in these statutes. The cast valid votes count. Abstentions are counted as spoiled/invalid.

**ARTICLE 8 - BOARD OF DIRECTORS**

1. The Society is administered by a Board of Directors, all of whom must be full members of the Society. The Board of Directors consists of:
  - a. one member of each national SIETAR organisation appointed or elected by the national SIETAR organisation; and
  - b. two direct members elected by the direct members of SIETAR Europa.
2. The election process is as follows:
  - a. Each national SIETAR organisation appoints or elects for two years one of its members as a Board member of the SIETAR Europa Board and one member as a substitute. The appointed or elected persons can be appointed again or stand for re- election after their term.
  - b. The direct members elect two members to the Board from among its direct members and one substitute for two years. The elections take place between January and March. The elected persons can stand for re-election.
3. The term of the office of the outgoing Directors expires when the successors have been appointed or elected.

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4. If a member of the Board of Directors cannot attend a board meeting and/or fulfil other board activities, this board member will be replaced by their substitute.
5. Every year, the Board of Directors may appoint a chairperson and a co-chairperson. The appointment will take place at the first meeting of the Board of Directors, which has to take place before the thirty-first day of May of the year. If elections take place the Board will appoint this position after these elections.
6. The Board is responsible for the organisation and administration of the Society according to the statutes.
7. The following matters shall be dealt with by the Board of Directors:
  - a. appointment of the president and of the other officers;
  - b. supervision of fiscal and management issues;
  - c. proposal of direct membership fees to the General Assembly and determination of the percentages that national SIETAR organisations pay of their income of membership fees to SIETAR Europa;
  - d. supervision of activities carried out in the name of SIETAR;
  - e. approval of the credentials presented by new national groups;
  - f. stimulation of activities that support the goals of SIETAR (as laid down in Article 4 of the Statutes);
  - g. establishment and management of a secretariat and other functions, if necessary;
  - h. admission and exclusion of members, within the provisions under Article 5 of the Statutes;
  - i. preparation of financial reports and budget for the General Assembly;
  - j. acceptance of, preparation and presentation of issues for discussion and approval by the General Assembly;
  - k. amendments of SIETAR Europa Guidelines;
  - l. execution of decisions made by the General Assembly or the Board of Directors.
8. The Board shall meet at least once a year or whenever deemed necessary by the president or requested by one third of the Directors. Decisions of the Board of Directors are made by at least a majority of its members. The decision making procedures of the Board of Directors are described in the Guidelines.
9. Board meetings can be attended by members. The Executive Committee shall attend the board meetings.
10. The Board shall have full managerial and administrative powers, unless otherwise decided by the General Assembly. As and when it shall see it appropriate, the Board may elect to authorise the Office Manager or other people to carry out managerial and other responsibilities.
11. In case of legal counsel and action, the Board will operate under the law of the

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- country where the course of action is taking place.
12. The society will be represented by:
    - (i) two members of the Board of Directors acting jointly; or
    - (ii) two members of the Executive Committee acting jointly; or
    - (iii) one member of the Board of Directors and one member of the Executive Committee acting jointly.
  13. The Board of Directors may on behalf of the Society appoint representatives with full or limited authority, acting either individually or jointly with one or more other persons, to represent the Society. Each of those representatives shall represent the Society with due observance of those limits. The Board of Directors will determine their title.

**ARTICLE 9 - BUDGET AND AUDITORS**

1. The fiscal year of the Society runs from the first day of January to the thirty-first day of December. Membership dues are paid annually.
2. The accounts and finances of the Society shall be controlled by two auditors at least once a year. The Auditors are elected by the General Assembly and shall present a written report to the General Assembly.
3. The financial resources of the Society shall consist of:
  - a. membership fees;
  - b. contributions and donations;
  - c. any other income.

**ARTICLE 10 – EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of a president, a vice-president, a treasurer, a secretary and/or a member with no specific title.
2. The Board of Directors shall appoint an Executive Committee on the binding nomination for appointment by the General Assembly.
3. The tasks of the Executive Committee are the managing of the financials of the Society and to execute the strategy and priorities as determined by the Board of Directors. The Board of Directors may choose to delegate some of its tasks to the Executive Committee.

**ARTICLE 11 - AMENDMENTS AND DISSOLUTION**

1. A motion amending the Statutes or dissolving the Society must be presented either by the Board of Directors or by one fourth of the full members.
2. For an amendment of the statutes or for the dissolution of the Society a General Assembly meeting for that purpose has to be called. The quorum for this General Assembly has to be fifty percent (50%) of the total membership. If this quorum is not present, then a second meeting has to be called in within a month in which no quorum is required. The dissolution of the Society requires a majority of two thirds of the members present.

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3. At the dissolution the General Assembly determines to what charitable purpose the remaining funds will be directed.

**ARTICLE 12- REAL PROPERTY**

The Board of Directors shall have the power to buy immovables/real property. The board is also allowed to operate as guarantor for someone else who buys an immovables/real property.

**ARTICLE 13- JURISDICTION**

In instances of interpretation and in case of disputes concerning the Statutes, the Dutch law takes precedence over any other jurisdiction.

THIS DEED, was executed in Amsterdam on the date first above written.

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

The essential contents of this deed were communicated and explained to the person appearing. The person appearing then declared to have noted and approved the contents and did not want a full reading thereof. Thereupon, after limited reading, this deed was signed by the person appearing and by me, civil law notary.