

UNOFFICIAL TRANSLATION
of the deed of amendment of the articles of association of

Sallux

with statutory seat in The Hague, The Netherlands

The undersigned, [REDACTED] civil law notary in Zwolle, The Netherlands, declares that the attached document is a fair but informal English translation of the articles of association of **Sallux**.

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

Signed in Zwolle, The Netherlands, on the 17th day of July 2019.

-----**ARTICLES OF ASSOCIATION**

Chapter I – NAME, REGISTERED OFFICE, PURPOSE, AFFILIATION, DURATION

Article 1. Name

The name of the non-profit association is: Sallux, hereinafter referred to as: the Foundation. The logo is the name 'Sallux' with a waving banner above it. The upper half of the banner is navy blue and the lower half dark olive green. The name 'ECPM foundation' is incorporated into the logo directly under the name Sallux.

Article 2. Registered Office

- 2.1. The registered office of the Foundation is located at The Hague, the Netherlands. The Foundation is registered with the Dutch trade register (Chamber of Commerce, 2514 AA the Hague, Koninginnegracht 13, the Netherlands) under file number 51012030. The Foundation has its office address at 3811 NG Amersfoort, Bergstraat 33, the Netherlands.
- 2.2. In accordance with the provisions of the Regulation (EC) No 1141/2014 of the European Parliament and of the Council on the regulations governing political parties at European level and the rules regarding their funding, by the decision of the General Assembly of Members, hereinafter referred to as: General Assembly, the Foundation has the right to re-register its office in another Member State of the European Union.

Article 3. Purpose of the Foundation

- 3.1. The Foundation will be the official recognized European political foundation of European Christian Political Movement (ECPM) and shall represent a common European framework for national think-tanks associated to ECPM member-parties and similar organizations who adhere to the purposes and program of Sallux. For this purpose, the Foundation shall, amongst other activities allowed by Law perform the following:
 - contribute to the fulfillment of program and basic documents of Sallux;
 - represent the common European framework for like-minded foundations, think-tank, Non-Governmental Organisations (hereafter NGO's);
 - perform on-going fundamental study of a Christian perspective on politics, social aspects and the development of the European Union;
 - perform studies in European and international law related to family issues, relations between Church and State, civil and religious freedom;
 - perform research and expertise in other fields related to politics and social aspects in Europe;
 - elaborate policies and offering consultations to members and politicians;
 - attend to setting and updating a comparative database of the existing knowledge and experience of the members of the Foundation as basis for change of experience and future research;
 - organize and co-organize trainings, seminars, conferences;
 - collaborate with other foundations and institutes, academic circles, mass-media, experts and political circles;
 - disseminate the results of its activities through web-portal, press and other possible means;

- developing cooperation in order to promote democracy, including in third countries.
- 3.2. The Foundation will work towards accomplishment of these objectives in cooperation with its members and ECPM.
- 3.3. The Foundation will not pursue profit goals.
- 3.4. The Foundation will act within the Dutch legislation governing European Political foundations who reside in The Netherlands.

Article 4. Affiliation

The Foundation is affiliated to ECPM and will function as its sole European political foundation in accordance with the Regulation (EC) No 1141/2014 of the European Parliament and of the Council on the regulations governing political parties at European level and the rules regarding their funding. Sallux will infuse ideas and policy proposals into the ECPM and connect the ECPM with like-minded think-tanks and NGO's.

Article 5. Duration

The Foundation has an unlimited duration and can only be dissolved by a decision of the General Assembly or by a decision of the competent judicial court.

CHAPTER II – MEMBERSHIP

Article 6. Minimal Number of Members

- 6.1. The Foundation will have at least three members.
- 6.2. Members' registry is to be kept at the registered office of the Foundation.

Article 7. Admission procedure, rights and obligations of Members and Observers

- 7.1. Members of the Foundation are political foundations, think-tanks and NGOs.
- 7.2. Every member has the right to one vote.
- 7.3. Individuals can be invited to the Honorary Board.
- 7.4. In order for a political foundation, think-tank, NGO to become a member of the Foundation, it must agree with the Foundation's rules, vision and program, on-going relevant activity and present regular financial reports.
- 7.5. In order to become member of the Foundation, a political foundation, think-tank, NGO will submit a written application.
- 7.6. The General Assembly will decide on a political foundation, think-tank, NGO membership after it considers the application and recommendations of the Foundations' Boards by a simple majority of votes of those present at the meeting of the General Assembly.
- 7.7. The Foundation's Board can recommend to the General Assembly the acceptance of observers, who will not have the right to vote but will have the right to participate in the meetings of the General Assembly. They can be academics or experts from relevant fields.
- 7.8. Foundation's members have the right to provide consultancy and opinion, to vote and/or participate in the work of General Assembly, Foundation's activities, consult Members' Registry at the Foundation's office, have access to all Foundation's documents.
- 7.9. All members have to be committed to support the objectives and aims of the Foundation, to respect its Statutes and other documents, to behave in a way that would not bring material or image prejudice to the Foundation.
- 7.10. Besides the rights and obligations that are specified in these Statutes and in the relevant provisions of the Law, members can not be held to have any additional obligations towards the Foundation.

Article 8. Dismissal of Members

- 8.1. A member can terminate its membership in the Foundation by giving the

Foundation's Board written notice of resignation, which will have immediate effect.

- 8.2. The expulsion of members from the Foundation can be proposed to the General Assembly by the Foundation's Board in case that the member has gravely breached the Statutes of the Foundation or did not participate in three consecutive meetings of the General Assembly. The Foundation's Board will mandatory notify in written form the member about the proposal to the General Assembly to expel the respective member. The expulsion of a member will be done by two third (2/3) of the votes cast by the General Assembly of those present at the meeting.

CHAPTER III – ORGANS OF THE FOUNDATION

Subchapter IIIa – The General Assembly of Members

Article 9. Composition of the General Assembly of Members

- 9.1. The General Assembly is composed from all the members of the Foundation. Every member, except observer members, has the right to one vote.
- 9.2. The General Assembly is conducted by the Chairman or, in his absence, by a member of the Foundation's Board.
- 9.3. A political foundation/think-tank will be represented in the General Assembly according to its own organizational rules.
- 9.4. Members of the Honorary Board can attend the General Assembly. Members of the Honorary Board have no voting rights.

Article 10. Competences

The competences of the General Assembly are:

- amendment of the Foundation's Statutes;
- admission and exclusion of members of the Foundation;
- inclusion and dismissal of the members of the Foundation's Board;
- approval and determination of the annual financial reports;
- approval of the annual program;
- dissolution of the Foundation.

Article 11. Meetings

- 11.1. The General Assembly meets at least once a year and is convened by the Foundation's Board or upon request of at least a quarter (1/4) of the members.
- 11.2. Members are convened in writing (by regular mail or e-mail), at least twenty-one days in advance. The letter shall include at least the following details: date, time, location and agenda of the General Assembly meeting. Proposals and comments regarding agenda shall be sent by members to the Foundation's Board at least ten days prior to the date of the General Assembly meeting.

Article 12. Decisions

- 12.1. General Assembly' decisions are taken by a simple majority of the votes validly cast of those present, except for situations provided for in the present Statutes or in Law.
- 12.2. In case of the parity of votes, the vote of the Chairman shall be decisive.
- 12.3. Decisions on the statutes are proposed by the Board to the General Assembly and decided by simple majority. The Members can propose statute changes at the General Members Assembly provided that 25% of the members support these proposals and are sent to the Board 31 days before a General Assembly. Amendments enter into force when registered properly with the notary.

Article 13. Minutes

- 13.1. Minutes of the General Assembly shall be signed by the Chairman and Secretary.
- 13.2. Minutes shall be recorded in a special register to be kept at the Foundations office.
- 13.3. Copies or extracts of the minutes shall be signed by the Chairman or two members of the Foundation's Board.

Subchapter IIIb – Foundation's Board

Article 14. Composition of the Foundation's Board

- 14.1. The board of the association consists of at least seven members, including the chairman, vice-chairman, treasurer and secretary. The board of the association is chosen by the General Assembly, in such a way that the board members come from at least seven (7) different Member States of the European Union. The normal duration of the management term is three years. Natural persons can be part of the board.
- 14.2. The Foundation's director has a standing invitation to attend the meetings of the Board without the right to vote. The Foundation's Board, if necessary, may invite other persons to attend meetings of the Board without the right to vote.
- 14.3. Members of the Foundation's Board must indiscriminately represent the interests of all political foundations, think-tanks, NGOs that are members of the General Assembly.
- 14.4. If a member of the Foundation's Board fails to attend three consecutive meetings or brings material/moral prejudice to the Foundation, the Foundation's Board may recommend to the General Assembly the replacement of this member with a new member.
- 14.5. If vacancies exist within the board, the board will remain competent, with the provision that the board - with due regard of the relevant provisions in paragraph 1 of this article - contributes that at least seven (7) board members are always in office.

Article 15. Competences

- 15.1. The Foundation's Board manages the Foundation's activities in between the meetings of the General Assembly and has all the competences which are not attributed to the General Assembly, including:
 - general management of the Foundation;
 - implementation of the decisions taken by the General Assembly;
 - drafting the annual program;
 - drafting the annual budget and financial reports;
 - monitoring the work of the Foundation's director and other staff;
 - the legal representation of the Foundation;
 - the appointment of external auditors insofar they are not appointed by the European Parliament;
 - the proposal of admission and exclusion of the members of the General Assembly;
 - the supervision and control of the activities and the assets of the Foundation;
 - the Board can appoint committees to perform certain tasks within the organization and the Board;
 - the Board can enter into an agreement for a loan to cover the annual budget and can ask the director to manage this process.
- 15.2. On issues that need the consent of the members and on which a decision cannot be delayed until the next General Assembly, the Board

will ask the consent of the members by letter or email who have to object within fourteen days. Expressing no objection will be taken as an agreement with the proposal.

Article 16. Meetings

- 16.1. The Foundation's Board has to convene at least two times per year. The Chairman shall announce meetings of the Foundation's Board no later than twenty-one days in advance.
- 16.2. Meetings of the Foundation's Board shall also be convened in case at least two members demand so in written form. The request must be addressed to the Chairman.
- 16.3. Members of the Foundation's Board shall be convened by invitation (mail or email), at least twenty-one days in advance. The invitation shall include at least the following details: the date, time, location and agenda of the Board meeting.
- 16.4. Every member of the Foundation's Board has one vote. The decisions of the Foundation's Board are taken by simple majority. In the event of parity of votes, the vote of the Chairman is decisive. The Foundation's Board cannot make decisions unless the majority of the members are present.
Voting by proxy is not accepted.

Article 17. Minutes

- 17.1. Minutes of the Foundation's Board shall be signed by the Chairman and another member of the Board.
- 17.2. The minutes shall be recorded in a special register to be kept at the office of the Foundation.

SUBCHAPTER IIIc - Chairman, Treasurer, Secretary

Article 18. Chairman

The Chairman, who is part of the Foundation's Board, is elected by the General Assembly. The Chairman conducts the Foundation's Board. The Vice Chairman replaces the Chairman if the Chairman is not present. The Board appoints one of its members as vice Chairman respectively secretary and respectively treasurer.

SUBCHAPTER III d – DIRECTOR

Article 19. Director

The director, who is not part of the Foundation's Board, is appointed by the Foundation's Board. The director is responsible for the daily management and the implementation of the vision, strategy and activities of the Foundation. The director reports to the Foundation's Board and maintains close liaison with ECPM. The Foundation's Board can delegate specific responsibilities and competences to the director.

SUBCHAPTER IIIe – Other Organs of the Foundation

Article 20. Honorary Board

The Foundation's Board may nominate prominent personalities of public life, as well as high-profile and relevant experts and academics as members of the Honorary Board. This Committee serves the academic level of the Foundation. Its further composition and attributes are to be specified if the Foundation's Rules of Internal Regulations.

SUBCHAPTER III f – Legal Representation

Article 21. Legal Representation

The Foundation is validly represented by the Chairman or two members of the Foundation's Board acting together. With regard to the daily management, the Foundation is validly represented by the director. In activities related to real estate and transactions over fifty thousand Euros (€ 50,000.00), the representation of the Chairman is required.

CHAPTER IV – FINANCIAL ASPECTS

Article 22. Finances for Foundation's activities

The activity of the Foundation shall be financed by subventions as specified in the budget of the European Union, fundraising activities and voluntary contributions of members and donations of other legal and physical persons within the rules for European political foundations.

Members will pay an annually membership fee, according to procedure that will be described in the rules of internal regulations.

Article 23. Accounting year and annual accounts

23.1. The accounting year of the Foundation begins on the first day of January and ends on thirty-first day of December of each year.

23.2. In cases specified by Law, the General Assembly will appoint an auditor insofar they are not appointed by the European Parliament and determine the remuneration, if any.

Article 24. Administrative and Financial organization and representation, accounting year and annual accounts

24.1. The director is responsible for the daily financial organisation, spending and fundraising and therefore the daily administrative representation. The director appoints in consultation with the Board an administrator to conduct the administration while the director remains responsible. The director will inform the Board of the financial developments. The Board has final responsibility as described in article 15.1

24.2. The director will sign off spending which will be recorded by the administrator. All expenditure will be conducted in accordance with the rules and guidelines for expenditure for European political foundations. The director can ask the administrator to conduct actual transfers. The administrator will do so after the director has signed for the transfer. The director can do transfers directly within the rules and guidelines for expenditure of funding for European political foundations and article 21 of these statutes. The director can finalise loan agreements to cover the annual budget.

24.3. Other staff can do expenditure within an established limit with the sole purpose of arranging travel and stay, meeting rooms and office equipment within the established program of activities. This will be recorded for an individual member of staff in the Chamber of Commerce registration.

24.4. The European Parliament is authorised to appoint the auditor. The director and administrator will cooperate with the auditor to establish a final financial report. The financial report will be submitted for approval and determination by the Board and the General Assembly.

24.5. The Board remains the final administrative and financial representation of the Foundation. Outside Board Meetings, the Chairman can represent the Board in this regard and/or the Vice Chairman together with the treasurer.

24.6. The Financial year will be the same as the calendar year. The board shall issue its annual report at a General Assembly within six months of the end of the association year - save an extension of such term by the General Assembly -, reporting on its management as conducted over the past financial year, under simultaneous submission of a balance sheet and a statement of income and expenditure. After expiry of the said term any member may demand in court that the board report in accordance with the foregoing sentence.

CHAPTER V – DISSOLUTION

Article 25. Dissolution

- 25.1. The Foundation can be dissolved by decision of a competent judicial court, or by the General Assembly, at the initiative of Foundation's members.
- 25.2. Proposal for the dissolution of the Foundation shall be addressed by Foundation's members by the mean of registered letter to Foundation's members to allow for consideration at least two months before the meeting of the General Assembly at which the proposal for a decision is submitted for a vote.
- 25.3. The Foundation can be dissolved by a decision taken by a four fifth (4/5) majority of the votes cast in the General Assembly, when at least two third (2/3) of members are present or represented. Should this last quorum not be met at the first meeting, then a second meeting will be convened which will be allowed to deliberate regardless of the number of members present or represented and in which meeting the foundation can be dissolved by a decision taken by a four fifth (4/5) majority.
- 25.4. A possible positive balance of the dissolved association will be spent on behalf of a public benefit institution, as referred to in Article 5b of the Algemene wet inzake rijksbelastingen (or Legislation in place), with a similar objective or on behalf of a foreign institution that only or almost exclusively aims at the public good and that has a similar objective.

CHAPTER VI – INTERNAL REGULATIONS

Article 26. Rules of Internal Regulations

Rules of Internal regulations of the Foundation will be adopted by the General Assembly upon proposal of the Foundation's Board. Rules of Internal Regulations provide for issues or procedures and internal order not mentioned in these Statutes.

CHAPTER VII – FINAL PROVISIONS

Article 27- Final Provisions

Matters not expressly referred to in these Statutes are subject to the provisions of the Law.