

RIPE NCC Articles of Association – Proposed Amendments

Resolution 2

Article 1 – Definitions

Current provision	Proposed change
<p>In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used:</p> <p>(...)</p> <p>- Annual Report – the report as stated in section 2:391 of the Dutch Civil Code (“DCC”; <i>jaarverslag</i>), including the Financial Report.</p> <p>(...)</p>	<p>In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used:</p> <p>(...)</p> <p>- Annual Report – the report as stated in section 2:391 of the Dutch Civil Code (“DCC”; <i>jaarverslag</i> bestuursverslag), including, as well as the Financial Report.</p> <p>(...)</p>
<p>Justification: Due to changes in the Dutch law (section 2:391 of the Dutch Civil Code), the definition needs to be updated accordingly (the Annual Report should be referred to as “<i>bestuurverslag</i>” instead of “<i>jaarverslag</i>”)</p>	

The entire Article 1 with the proposed amendments in English and in Dutch can be found in the Annex.

Resolution 3

Article 9 – Executive Board: Appointment, Suspension and Dismissal

Current provision	Proposed change
<p>9.1 The members of the Executive Board shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members.</p> <p>A nomination for the appointment of a member of the Executive Board shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. If the number of nominees exceeds the number of vacancies, the General Meeting shall elect Executive Board members in accordance with article 18.4.</p>	<p>9.1 The members of the Executive Board shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members.</p> <p>A nomination for the appointment of a member of the Executive Board shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. Further, no later than two weeks before the General Meeting, the nominee shall need to submit (a) a certified copy of his/her official identification document and (b) a signed statement in which</p>

	<p>he/she declares that he/she shall adhere to the Code of Conduct for candidates for the Executive Board as adopted by the Executive Board and published on the Association’s website, and that he/she has never committed any fraud or other financial misconduct in any jurisdiction. If the number of nominees exceeds the number of vacancies, the General Meeting shall elect Executive Board members in accordance with article 18.4.</p>
<p>Justification: The Executive Board Elections Task Force established by the RIPE NCC Executive Board in July 2020 carried out an evaluation of the Executive Board nominations and elections process and put forward a number of recommendations in their final report. Some of these recommendations require amendments to the RIPE NCC Articles of Association. In particular:</p> <ul style="list-style-type: none"> - <i>“The current RIPE NCC processes regarding verification of identification (e.g. as used when verifying members’ identities) should be used to verify the identity of Executive Board nominees before they can become confirmed candidates for the election. Nominees who fail to provide verification of their identity should be disqualified from the process. This requirement should be added to the Articles of Association. [...] The current approach of asking a candidate to confirm their acceptance of the nomination should be continued. As noted in section 1 above, nominees should provide verification of identification before becoming confirmed candidates.”</i> - <i>A new code of conduct should be adapted from the existing RIPE codes of conduct with minimal changes, and the RIPE Trusted Contacts should be asked to assess whether a violation of the code of conduct has occurred. Violation should result in disqualification of the candidate. The Articles of Association should be amended accordingly. [...] It was agreed that the candidates must agree to follow the code of conduct at all times [...]. The nominee should also sign a statement certifying that they have not committed fraud or other financial misconduct in any jurisdiction.</i> <p>Additionally, the third sentence of article 9.1 of AoA provides that if the number of nominees exceeds the number of vacancies, the General Meeting shall elect Executive Board members in accordance with article 18.4. This sentence might give the impression that in the event that the number of nominees does not exceed the number of vacancies, the nominated person is “automatically appointed”, which is wrong. It is suggested to delete this sentence and to further clarify this issue in Article 18.2.</p>	

Article 18 – General Meeting: Voting

Current provision	Proposed change
<p>18.1 Except where otherwise stipulated by these Articles of Association or by law, all resolutions shall be adopted by an absolute majority of the votes cast, i.e. greater than fifty percent (50%) of the votes cast.</p> <p>18.2 If it is an election of persons the following method is used. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining candidates. This process is repeated until a candidate achieves an absolute majority vote (<i>Instant Runoff Voting</i>). If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.</p> <p>In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.</p> <p>18.3 If the votes tie on subjects other than an election of persons, the</p>	<p>18.1 Except where otherwise stipulated by these Articles of Association or by law, all resolutions shall be adopted by an absolute majority of the votes cast, i.e. greater than fifty percent (50%) of the votes cast.</p> <p>18.2 If it is an In the event of elections of persons the following method is used, if the number of candidates exceeds the number of vacancies. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining candidates. This process is repeated until a one candidate achieves an absolute majority vote (<i>Instant Runoff Voting</i>).</p> <p>If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.</p> <p>In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.</p> <p>18.34 If the votes tie on subjects other than an election of persons, the proposal shall be considered to have</p>

proposal shall be considered to have been rejected.

18.4 The chair shall decide on the method of voting. A vote may be taken by ballot or by a show of hands. If it concerns an election of persons or the voting is taking place through electronic means, the vote shall be taken by ballot. The chair shall be entitled to decide that votes on other issues shall also be taken by ballot. A ballot within the meaning of this article shall take place by means of closed, unsigned ballots.

Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by ballot or by show of hands.

Each Member has the option to vote either at the General Meeting or by sending a ballot by electronic means to the Association in accordance with the procedure and requirements as outlined in article 17. An incoming ballot by electronic means shall be valid only if received during the allotted time for the electronic voting at the General Meeting. Once a vote is cast, the vote cannot be amended.

18.5 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until an option achieves an absolute majority vote (Instant Runoff Voting).

If more than one option received the smallest number of votes in a voting

been rejected, **except if the method of Instant Runoff Voting, as referred to in articles 18.2 and 18.3, is used.**

18.4-5 The chair shall decide on the method of voting. A vote may be taken by ballot or by a show of hands. If it concerns an election of persons or the voting is taking place through electronic means, the vote shall be taken by ballot. The chair shall be entitled to decide that votes on other issues shall also be taken by ballot. A ballot within the meaning of this article shall take place by means of closed, unsigned ballots.

Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by ballot or by show of hands.

Each Member has the option to vote either at the General Meeting or by sending a ballot by electronic means to the Association in accordance with the procedure and requirements as outlined in article 17. An incoming ballot by electronic means shall be valid only if received during the allotted time for the electronic voting at the General Meeting. Once a vote is cast, the vote cannot be amended.

18.5-3 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until ~~an~~ **one** option achieves an absolute majority vote (Instant Runoff Voting).

If more ~~that~~ **than** one option received the smallest number of votes in a voting

<p>round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which options is elected.</p> <p>18.6 Abstentions and invalid votes shall be considered as not having been cast. All votes, both valid and invalid, and all abstentions shall be recorded in the minutes.</p>	<p>round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which options- is elected.</p> <p>18.6 Abstentions and invalid votes shall be considered as not having been cast. All votes, both valid and invalid, and all abstentions shall be recorded in the minutes.</p>
<p>Justification: Apart from the clarification in Article 18.2 (see above), some further editorial improvements are suggested for this article, including the re-ordering of the paragraphs.</p>	

The entire Articles 9 and 18 with the proposed amendments in English and Dutch can be found in the Annex.

Resolution 4

Article 10 – Executive Board: Authority and Representation

Current provision	Proposed change
<p>10.4 The authority to represent the Association shall be vested in the Executive Board. Two members of the Executive Board, acting jointly, shall also be authorised to represent the Association.</p> <p>However, in all matters in which the Association has a conflict of interest with one or more members of the Executive Board, the General Meeting may designate one or more persons in order to represent the Association.</p>	<p>10.4 The authority to represent the Association shall be vested in the Executive Board. Two Four members of the Executive Board, acting jointly, shall also be authorised to represent the Association.</p> <p>However, in all matters in which the Association has a conflict of interest with one or more members of the Executive Board, the General Meeting may designate one or more persons in order to represent the Association.</p>
<p>Justification: Currently two Executive Board members acting jointly have the authority to represent the Association. It is proposed to increase this number from two to four.</p>	

The entire Article 10 with the proposed amendment in English and Dutch can be found in the Annex.

Annex - Articles with the Proposed Amendments

For Resolution 2

Article 1 with proposed amendments in English:

Article 1 – Definitions

In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used:

- **Activity Plan** – *the annual plan stating the Vision and Focus of the association as well as its current activities and the new activities for the coming year.*
- **Annual Meeting** – *the annual General Meeting as referred to in article 14.2 of these Articles of Association.*
- **Annual Report** *the report as stated in section 2:391 of the Dutch Civil Code (“DCC”; bestuursverslag) as well as the Financial Report.*
- **Audit Report** - *the certificate in respect of the correctness of the Financial Report as referred to in section 2:393(5) DCC issued by an accountant as referred to in section 2:393(1) DCC.*
- **Charging Scheme** – *the document stating the annual contribution (service fee) to be paid by the Members.*
- **Financial Report** – *the report as stated in section 2:361 DCC (jaarrekening), including the balance sheet, statement of income and expenditure and the (explanatory) notes.*
- **General Meeting** – *the meeting of the Members of the Association as referred to in article 14 of these Articles of Association.*
- **In Writing** – *any textual message transmitted by current means of (electronic) communication, including (postal) mail and e-mail, but not including verbal communication and Short Messaging Service (SMS).*
- **Members** – *candidate or full members of the association as referred to in article 4 of these Articles of Association.*
- **Standard Service Agreement (SSA)** – *the agreement entered into between the association and a Member*
- **Supporter** – *the legal entity or natural person who has entered into an agreement with association to make annual donations to support the association (supporter agreement).*

Article 1 with proposed amendments in Dutch:

Artikel 1 – Definities

In deze statuten zullen de volgende met hoofdletter geschreven termen de volgende betekenis hebben. Bij verwijzing naar uitsluitend in het Engels opgestelde documenten is de Engelse benaming van deze documenten aangehouden:

- **Accountantsverklaring** *betekent: de verklaring met betrekking tot de juistheid van de Jaarrekening zoals vermeld in artikel 2:393 (5) BW verstrekt door een accountant zoals vermeld in artikel 2.393 (1) BW.*

- **Activity Plan** betekent: het jaarlijkse plan dat de visie en focus van de vereniging beschrijft, alsmede de huidige activiteiten en de nieuwe activiteiten voor het komende jaar.
- **Algemene Vergadering** betekent: vergadering van de leden van de vereniging, zoals beschreven in artikel 14 van deze Statuten.
- **Charging Scheme** betekent: het document dat de jaarlijkse te betalen contributie (service fee) door de Leden bepaalt.
- **Jaarrekening** betekent: het rapport zoals vermeld in artikel 2:361 BW, bevattende de balans en de winst- en verliesrekening met de toelichting.
- **Jaarvergadering** betekent: de jaarlijkse Algemene Vergadering zoals beschreven in artikel 14.2 van deze Statuten.
- **Jaarverslag** betekent: het bestuursverslag zoals vermeld in artikel 2:391 van het Burgerlijk Wetboek (“BW”; bestuursverslag) alsmede de Jaarrekening.
- **Leden** betekent: kandidaat Leden of volwaardige Leden van de vereniging, zoals vermeld in artikel 4 van deze Statuten.
- **Ondersteuner** betekent: de rechtspersoon of natuurlijk persoon die een overeenkomst met de vereniging is aangegaan om jaarlijks ter ondersteuning van de vereniging te doneren (“supporter agreement”).
- **Schriftelijk** betekent: elke tekstuele boodschap verzonden via huidige methode(s) van (elektronische) communicatie, inclusief post en e-mail, behalve mondelinge communicatie en Short Messaging Service (SMS).
- **Standard Service Agreement (SSA)** betekent: de overeenkomst tussen de vereniging en een Lid.

For Resolution 3

Articles 9 and 18 with proposed amendments in English:

Article 9 – Executive Board: Appointment, Suspension and Dismissal

9.1 The members of the Executive Board shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members. A nomination for the appointment of a member of the Executive Board shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. Further, no later than two weeks before the General Meeting, the nominee shall need to submit (a) a certified copy of his/her official identification document and (b) a signed statement in which he/she declares that he/she shall adhere to the Code of Conduct for candidates for the Executive Board as adopted by the Executive Board and published on the Association’s website, and that he/she has never committed any fraud or other financial misconduct in any jurisdiction.

9.2 The Executive Board may decide to appoint natural persons as advisers to the Executive Board. An adviser to the Executive Board can attend all Executive Board meetings. He/she can advise the Executive Board on all subjects. An adviser to the Executive Board is not an Executive Board member and therefore does not have the right to vote at meetings of the Executive Board.

9.3 A member of the Executive Board may be suspended or dismissed by the General Meeting at any time. A resolution to suspend or dismiss a member of the Executive Board shall require a majority of at least two thirds of the votes cast.

9.4 Any suspension may be extended one or more times, but may not last longer than three months in total. If at the end of that period no decision has been taken on termination of the suspension or on dismissal, the suspension shall end.

9.5 The membership in the Executive Board shall become effective at the end of the General Meeting at which the member was appointed and shall automatically terminate at the end of the Annual Meeting in the third calendar year after the year in which the Executive Board member was appointed. An Executive Board member shall be eligible for immediate re-appointment.

9.6 If a member of the Executive Board is appointed to an interim vacancy, then in derogation of article 9.5 membership shall terminate at the end of the Annual Meeting in the third calendar year after the year in which his/her predecessor was appointed.

9.7 If a member of the Executive Board is appointed to a vacancy which was not filled prior to his/her appointment, then in derogation of article 9.5 membership shall terminate at the end of the Annual Meeting in the calendar year as determined by the Executive Board in accordance with a schedule of appointment and termination to be drawn up by the Executive Board.

9.8 Furthermore, membership in the Executive Board shall end by a three months notice of termination by this Executive Board member or by his/her death.

Article 18 – General Meeting: Voting

18.1 Except where otherwise stipulated by these Articles of Association or by law, all resolutions shall be adopted by an absolute majority of the votes cast, i.e. greater than fifty percent (50%) of the votes cast.

18.2 In the event of elections of persons the following method is used, if the number of candidates exceeds the number of vacancies. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining candidates. This process is repeated until one candidate achieves an absolute majority vote (Instant Runoff Voting). If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected. In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.

18.3 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until one option achieves an absolute majority vote (Instant Runoff Voting). If more than one option received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which option is elected.

18.4 If the votes tie, the proposal shall be considered to have been rejected, except if the method of Instant Runoff Voting, as referred to in articles 18.2 and 18.3, is used.

18.5 The chair shall decide on the method of voting. A vote may be taken by ballot or by a show of hands. If it concerns an election of persons or the voting is taking place through electronic means, the vote shall be taken by ballot. The chair shall be entitled to decide that votes on other issues shall also be taken by ballot. A ballot within the meaning of this article shall take place by means of closed, unsigned ballots.

Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by ballot or by show of hands. Each Member has the option to vote either at the General Meeting or by sending a ballot by electronic means to the Association in accordance with the procedure and requirements as outlined in article 17. An incoming ballot by electronic means shall be valid only if received during the allotted time for the electronic voting at the General Meeting. Once a vote is cast, the vote cannot be amended.

18.6 Abstentions and invalid votes shall be considered as not having been cast. All votes, both valid and invalid, and all abstentions shall be recorded in the minutes.

Articles 9 and 19 with proposed amendments in Dutch:

Artikel 9 - Bestuur: Benoeming, Schorsing en Ontslag

9.1 De Bestuursleden worden door de Algemene Vergadering benoemd uit een door de Leden op te maken kandidatenlijst. Een voordracht van een kandidaat tot benoeming van een Bestuurslid dient Schriftelijk te worden ondersteund door ten minste vijf Leden en moet uiterlijk drie weken voor de Algemene Vergadering worden ingediend. Verder dient de kandidaat uiterlijk twee weken voor de Algemene Vergadering over te leggen: (a) een gewaarmerkte kopie van zijn/haar officiële identiteitsbewijs en (b) een ondertekende verklaring waarin hij/zij verklaart dat hij/zij zich zal houden aan de Code of Conduct for candidates for the Executive Board zoals vastgesteld door het Bestuur en gepubliceerd op de website van de Vereniging en dat hij/zij nooit, waar dan ook, enige fraude of enig ander financieel misdrijf heeft gepleegd.

Artikel 18 - Algemene Vergadering: Stemmen

18.1 Voor zover de Statuten of de wet niet anders bepalen, worden alle besluiten genomen met volstrekte meerderheid van de uitgebrachte stemmen, dat wil zeggen met meer dan vijftig procent (50%) van alle uitgebrachte stemmen.

18.2 Indien het aantal voorgedragen kandidaten groter is dan het aantal vacatures, geschieden verkiezingen van personen als volgt: Het stemgerechtigd Lid stelt de kandidaten naar zijn/haar voorkeur op (eerste keus, tweede keus, et cetera). Indien na de eerste stemronde geen van de kandidaten de volstrekte meerderheid van de stemmen heeft verworven, valt de kandidaat met de minste stemmen af en alle stembriefjes van deze kandidaat worden herteld. De daaropvolgende voorkeur van deze stembriefjes wordt gebruikt om hun stem opnieuw toe te wijzen aan een van de overgebleven kandidaten. Dit proces van hertellen wordt herhaald totdat een van de kandidaten op deze wijze een volstrekte meerderheid van de stemmen heeft verworven (Instant RunOff Voting). Indien meer dan één persoon het minste stemmen heeft ontvangen in een stemronde, bepaalt het lot welke van deze personen niet meedoet aan de volgende ronde. Indien de stemmen staken in een verkiezing tussen twee personen, bepaalt het lot wie wordt verkozen. Ingeval meerdere bestuurszetels vervuld dienen te worden, dan zal per te vervullen bestuurszetel een individuele

stemprocedure plaatsvinden op basis van slechts één stemronde, waarin (1) alle stemmen voor alle bestuurszetels worden uitgebracht en (2) de voorkeur van de stemgerechtigde voor de kandidaten in dezelfde volgorde zal zijn voor elke zetel. Is een kandidaat gekozen voor een bestuurszetel, dan is hij/zij niet meer verkiesbaar voor een andere bestuurszetel.

18.3 Indien het voorgestelde besluit verschillende opties bevat, geschiedt de stemming als volgt. Het stemgerechtigd Lid stelt de opties naar zijn/haar voorkeur op (eerste keus, tweede keus, et cetera). Indien na de eerste stemronde geen van de opties de volstrekte meerderheid van de stemmen heeft verworven, valt de optie met de minste stemmen af en alle stembriefjes van deze optie worden herteld. De daaropvolgende voorkeur van deze stembriefjes wordt gebruikt om hun stem opnieuw toe te wijzen aan een van de overgebleven opties. Dit proces van hertellen wordt herhaald totdat een van de kandidaten op deze wijze een volstrekte meerderheid van de stemmen heeft verworven (Instant RunOff Voting). Indien meer dan een optie het minste stemmen heeft ontvangen in een stemronde, bepaalt het lot welke van deze opties niet meedoet aan de volgende ronde. Indien de stemmen staken in een verkiezing tussen twee opties, bepaalt het lot welke optie wordt verkozen.

18.4 Indien de stemmen staken, dan is het voorstel verworpen, tenzij de methode van Instant RunOff Voting, als bedoeld in de artikelen 18.2 en 18.3, is gebruikt.

18.5 De voorzitter besluit over de stemmethode. Er kan Schriftelijk gestemd worden of per openbare handopsteking. Indien het een verkiezing van personen betreft of het stemmen vindt plaats via het elektronische communicatiekanaal dan zal de stemming Schriftelijk plaatsvinden. De voorzitter is gerechtigd om te bepalen dat ook de stemming ten aanzien van andere zaken Schriftelijk zal geschieden. Schriftelijke stemming als bedoeld in dit artikel geschiedt bij gesloten, ongetekende briefjes.

Besluitvorming bij acclamatie is mogelijk, tenzij een stemgerechtigde Schriftelijke stemming of stemming via openbare handopsteking verlangt. Elk Lid heeft hetzij de mogelijkheid zijn stem uit te brengen aanwezig in de Algemene Vergadering hetzij de mogelijkheid zijn stem uit te brengen via het elektronisch communicatiekanaal gericht aan de vereniging in overeenstemming met de procedure en de voorwaarden zoals beschreven in artikel 17. Een inkomende stem via het elektronisch communicatiekanaal is slechts geldig indien deze stem is ontvangen gedurende de tijd die is opengesteld voor het stemmen via het elektronische communicatiemateriaal tijdens de Algemene Vergadering. Wanneer een stem is ingediend, dan kan de stem niet meer worden aangepast.

18.6 Onthouding van stemmen en ongeldige stemmen worden geacht niet te zijn uitgebracht. Alle stemmen, geldig en ongeldig en alle onthoudingen, zullen worden genotuleerd.

For Resolution 4

Article 10 with proposed amendment in English:

Article 10 – Executive Board: Authority and Representation

10.1 The Executive Board shall have full authority provided there are at least two members of the Executive Board left. If there are fewer than three members left, the Executive Board shall as soon as possible convene a General Meeting at which one or more new Executive Board members shall be appointed.

10.2 The Executive Board may, at its own discretion, consult the Members about any decisions it plans to take.

10.3 Subject to the prior approval of the General Meeting the Executive Board has authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements whereby the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. The said approval shall also apply to the authority to represent the Association in respect of such acts.

10.4 The authority to represent the Association shall be vested in the Executive Board. Four members of the Executive Board, acting jointly, shall also be authorised to represent the Association.

However, in all matters in which the Association has a conflict of interest with one or more members of the Executive Board, the General Meeting may designate one or more persons in order to represent the Association.

10.5 Acts by the Association intended to have legal effect against a Member of the Association or a member of the Executive Board shall be put In Writing.

Article 10 with proposed amendment in Dutch:

Artikel 10 - Bestuur: Autoriteit en Vertegenwoordiging

10.1 Het Bestuur blijft bevoegd zolang het Bestuur uit ten minste twee leden bestaat. Indien het aantal Bestuursleden daalt tot beneden drie, is het Bestuur verplicht zo spoedig mogelijk een Algemene Vergadering bijeen te roepen waarin een of meer nieuwe Bestuursleden zullen worden benoemd.

10.2 Het Bestuur kan, naar eigen inzicht, de Leden van de vereniging raadplegen over door het Bestuur voorgenomen besluiten.

10.3 Het Bestuur is na verkregen goedkeuring van de Algemene Vergadering, bevoegd tot het sluiten van overeenkomsten tot het kopen, vervreemden of bezwaren van registergoederen en tot het sluiten van overeenkomsten waarbij de vereniging zich als borg of hoofdelijk medeschuldenaar verbindt, zich voor een derde sterk maakt of zich tot zekerheidstelling voor een schuld van een derde verbindt. De bedoelde goedkeuring geldt mede voor de bevoegdheid tot vertegenwoordiging van de vereniging ter zake van deze handelingen.

10.4 De vereniging wordt vertegenwoordigd door het Bestuur. De bevoegdheid tot vertegenwoordiging komt mede toe aan vier gezamenlijk handelende Bestuursleden. Echter, in alle gevallen waarin de vereniging een tegenstrijdig belang heeft met een of meer Bestuurders, kan de Algemene Vergadering een of meer personen aanwijzen teneinde de vereniging te vertegenwoordigen.

10.5 Rechtshandelingen van de vereniging jegens een Lid van de vereniging of een Bestuurslid worden Schriftelijk vastgelegd.