

On this day, the ninth day of February, two thousand and nine, appears before me, doctor Victor Alfons Emiel Maria Meijers, civil-law notary practicing in The Hague, the Netherlands, hereinafter referred to as: "notaris":

Kitty Anne-Mary Schopman, born in Oldenzaal, the Netherlands on the twenty-sixth day of September nineteen hundred seventy-five, Dutch passport number NJ9463873, issued at Leiden, the Netherlands on the fifteenth day of September two thousand and five, unmarried, employed by Civil Code N.V., a company limited by shares, incorporated under the laws of the Netherlands, having its statutory seat in The Hague, the Netherlands, and its registered office at Waldorpstraat 17, 2521 CA The Hague, the Netherlands, acting for the purposes hereof as attorney authorized in writing of Peter Wilhelmus van den Dungen, born in Haarlem, the Netherlands on the twelfth day of June nineteen hundred forty-eight, Dutch passport number NVFJJC3D1, issued at the Embassy of the Netherlands in London, United Kingdom on the twelfth day of December two thousand and seven, living at Popplewell, Knowle Top Road, Halifax HX3 SJ, United Kingdom, unmarried, hereinafter referred to as: "incorporator".

CONSIDERATIONS

This Foundation has been created to provide the institutional framework for the International Network of Museums for Peace, and has the following principles:

- a. the Foundation has no political party, religious or ideological affiliation or bias;
- b. the Foundation makes every effort to ensure that the non-partisan nature of its work and the highest standards of scholarship are maintained;
- c. the language of official communication by or under the auspices of the Foundation shall be English and any language relevant to specific projects of the Foundation;
- d. the Foundation shall encourage participation in its activities by qualified individuals with a demonstrated capacity to help advance the work of the Foundation. There shall be no exclusion on grounds of national or social background, ethnic origin, gender, religious or other belief, sexual orientation or ideological or political opinion;
- e. the organs of the Foundation shall endeavour to adopt all decisions by consensus, before resorting to a vote.

The person appearing, acting as aforementioned, declared to incorporate a Foundation and to adopt the following Articles of Association:

ARTICLES OF ASSOCIATION

Definitions.

Article 1.

1. In these Articles of Association, the capitalized terms below are defined as follows:
 - a. the **Advisory Committee**: the Advisory Committee (in Dutch: "*raad van advies*") of the Foundation detailed in article 5 of these Articles of Association;
 - b. **Advisory Committee Member**: a Member of the Advisory Committee of the Foundation;
 - c. the **Foundation**: the Foundation detailed in article 2 of these Articles of Association;
 - d. the **Executive Board**: the Executive Board (in Dutch: "*bestuur*") of the Foundation detailed in article 7 of these Articles of Association;
 - e. **Executive Board Member**: a Member of the Executive Board of the Foundation;
 - f. **General Coordinator**: as described in article 7 paragraph 5 of these Articles of Association;

- g. **Board of Affiliates:** as described in article 9 of these Articles of Association; and
 - h. the **Director:** the Director detailed in article 7 paragraph 6 of these Articles of Association.
2. Where these Articles of Association refer to "he" or "his", these terms also mean "she" or "her".

Name and corporate seat.

Article 2.

1. The statutory name of the Foundation is: **Stichting for the International Network of Museums for Peace.**
The statutory name can be translated as "International Network of Museums for Peace" and abbreviated to "INMP".
2. The Foundation has its statutory seat in The Hague, the Netherlands.

Objectives.

Article 3.

1. The objectives of the Foundation are to contribute to world peace by strengthening the work of museums, galleries, and libraries working for peace, by organizing international conferences, making full use of information media, and issuing publications in order to promote cooperation between museums, galleries, and libraries working for peace (collectively called "museums for peace"), including research, training, and educational projects and everything connected with or conducive to the foregoing, all this in the broadest sense of the word.
2. The Foundation pursues its objectives without any discrimination of persons.
3. The Foundation tries to achieve its objectives amongst others by:
 - a. fostering worldwide cooperation between museums for peace and assisting in the development of new initiatives and museums for peace to promote cultures of peace;
 - b. providing information about exhibitions and their exchange, and promoting joint exhibitions;
 - c. maintaining a website which provides ongoing information about the Network and the activities of its affiliates;
 - d. publishing a newsletter and a directory of the Network;
 - e. recording and making available to the public important materials and documents about the activities of the museums for peace and about peace exhibitions;
 - f. organizing conferences such as the International Conference of Museums for Peace in order to promote mutual understanding about the activities of INMP and to exchange views, ideas and experiences of various museums around the world;
 - g. promoting professional exchanges and internships;
 - h. promoting national and regional organizations of museums for peace and encouraging the development of new museums and projects;
 - i. undertaking other activities serving the goals of INMP.
4. The Foundation's purpose is not to make a profit. The actual activities of the Foundation do not imply to make a profit.
5. The Foundation seeks to fund the realisation of its objectives by soliciting donations, which donations will be used for the purpose as referred to under paragraph 1 and paragraph 3 of this article.
6. Differing from paragraph 5 of this article, resources can be diverted or reserved for the reduction of costs which reasonably coincide with acquiring gifts and the administration of the Foundation, provided that the costs to raise money and the

costs of management of the institution bears a proper proportion to the spending of money relating to the objectives of the institution.

Financial resources.

Article 4.

1. The assets of the Foundation can be comprised of:
 - contributions made by those who support the objectives of the Foundation;
 - contributions made by those for whose interests the Foundation operates;
 - distribution of dividends or other income from investments or subsidiaries;
 - capital received through testamentary disposition;
 - proceeds from the activities of the Foundation including interest profits;
 - subsidies and other similar funds;
 - gifts and other income.
2. The Foundation will not own more capital than reasonably required to continue the provided activities in favour of the objectives of the Foundation.
3. Under capital required to continue the provided activities as referred to in paragraph 2 of this article is understood:
 - a. capital or components of capital which are received by the Foundation through testamentary disposition or donation, to be or not to be consolidated in so far as required by the donor;
 - b. assets in so far as the propriety results from the objectives of the Foundation;
 - c. assets and capital for the intended purchase of those assets necessary, for the objectives of the Foundation.
4. Estates are only accepted by the Foundation under the privilege of inventory.
5. The Foundation will annually render account with regard to the sources of income and the expenditure thereof.

Advisory Committee: appointment; retirement.

Article 5.

1. The foundation can have an Advisory Committee.
2. In the event an Advisory Committee as well as a Board of Affiliates have been established, Advisory Committee Members shall be nominated by a committee of the Board of Affiliates. The Advisory Committee Members will be appointed and suspended by the Advisory Committee following a binding decision taken with a majority of two-thirds (2/3) of its members in a meeting where at least three-fourths (3/4) of the members are present or represented. Vacancies that may arise shall be filled at the earliest opportunity. The Advisory Committee Members will be appointed for a minimum period of two (2) years and a maximum period of four (4) years. The Advisory Committee Members can be re-elected.
3. An Advisory Committee Member shall retire:
 - a. as a consequence of his death;
 - b. as a consequence of his stepping down;
 - c. if he is declared bankrupt or has rescheduled debts or if he applies for a moratorium on payment of them;
 - d. as a consequence of his being placed under receivership as well as a consequence of a judicial decision where, due to his physical or mental health, a trust is set up for one or more of his assets; or
 - e. as a consequence of his dismissal granted by the court in the instances provided for by law.
4. In case of one (1) or more vacancies, the Advisory Committee shall maintain its authority.

Advisory Committee: composition; meetings; regulation; remuneration.

Article 6.

1. The Advisory Committee shall preferably have an unequal number of members, no more than twelve (12), and shall be comprised of at least three (3) Advisory Committee Members. The Advisory Committee should reflect as much as possible the diversity of the organization's affiliates.
2. The Executive Board may draw up a regulation laying down the activities of the Advisory Committee as referred to in article 12 of these Articles of Association.
3. The General Coordinator and the Executive Board consult, as necessary, with the Advisory Committee on issues pertaining to the Network.
4. The Advisory Committee may provide input to the General Coordinator and the Executive Board on issues that are relevant to the functioning of the Network.
5. The Executive Board may not grant the Advisory Committee Members a remuneration pursuant to the interest and the scope of the activities connected with their duties. The Executive Board may grant the Advisory Committee Members a right to reasonable reimbursement for the costs for attendance made on behalf of the Foundation in their function.

Executive Board: appointment; composition; representation.

Article 7.

1. The Executive Board shall appoint, after binding nomination from the Board of Affiliates in the event a Board of Affiliates has been established, a chairperson, a secretary and a treasurer to serve on the Executive Board. The Executive Board shall comprise in principle of at least two (2) and no more than ten (10) Executive Board Members. The functions of secretary and treasurer can be exercised by one (1) person. The Executive Board Members will be appointed for a minimum period of two (2) years and a maximum period of four (4) years. The Executive Board Members can be re-elected. The Executive Board should reflect as much as possible the diversity of the organization's affiliates.
2. The Executive Board is authorized to represent the Foundation. The representative authority shall also be vested in two (2) members of the Executive Board.
3. An Executive Board Member shall retire:
 - a. as a consequence of his death;
 - b. as a consequence of his stepping down;
 - c. if he is declared bankrupt or has rescheduled debts or if he applies for a moratorium on payment of them;
 - d. as a consequence of his being placed under receivership as well as a consequence of a judicial decision where, due to his physical or mental health, a trust is set up for one or more of his assets; or
 - e. as a consequence of his dismissal granted by the court in the instances provided for by law.
4. In case of one (1) or more vacancies, the Executive Board shall maintain its authority.
5. The Executive Board may appoint an officer with a general authorization with the title of General Coordinator. A General Coordinator chairs the meetings of the Executive Board and consults with the Advisory Committee and is ex-officio a member of both the Executive Board and the Advisory Committee. The General Coordinator, who can convoke meetings of the Executive Board and of the Advisory Committee, has, like other members of the Executive Board and the Advisory Committee, one vote in the Executive Board and one vote in the Advisory Committee.

6. The Executive Board may appoint and discharge officers with a general or restricted authorisation. These officers have the title of Director, deputy Director and assistant to the deputy Director.
7. The Executive Board is authorized to resolve to enter into agreements relating to purchase, alienate or encumber registered property and to enter into agreements whereby the Foundation commits itself as security or joint and several co-debtor, accept payments on behalf of third parties, warrants the obligations of a third party or provides security for the debt of a third-party.
8. The Executive Board shall, if so desired, ensure the request for being considered as an institution as referred to in article 6.33, first paragraph, section b of the Dutch Law on Income tax 2001.

Executive Board: meetings; decision-making.

Article 8.

1. The Executive Board will meet at least once a year.
2. Each Executive Board Member has one (1) vote.
3. The Executive Board will pass resolutions by an absolute majority of votes cast. If the votes are equal, the motion will be rejected.
4. The Executive Board can also pass resolutions without holding a meeting, provided this is done in writing, by fax or certified e-mail, and all Members of the Executive Board have expressed themselves in favour of the motion.
5. In the event of a conflict of interest between the Foundation and a Member of the Executive Board, the Foundation may be represented by the Member of the Executive Board in question. The Advisory Committee is always authorised to appoint a representative in this event.

Board of Affiliates.

Article 9.

1. The Executive Board is authorised to establish and dissolve a Board of Affiliates.
2. The Executive Board may draw up a regulation laying down the activities of the Board of Affiliates in conformity with a regulation or memorandum of understanding adopted conform these Articles of Association.
3. The regulation as referred to in paragraph 2 of this article can be amended by the Executive Board after preliminary approval of the Board of Affiliates.

Financial year and annual accounts.

Article 10.

1. The financial year of the Foundation coincides with the calendar year.
2. The Executive Board is required to keep account of the financial position of the Foundation and of everything pertaining to the activities of the Foundation in accordance with the requirements ensuing from these activities and to keep the corresponding books, records and other data carriers, in such a way that the rights and obligations of the Foundation can be ascertained at any time.
3. The Executive Board is required to draw up and to commit to paper a balance sheet and a statement of income and expenditure of the Foundation annually within six (6) months after the end of the financial year.
4. Before adopting the documents referred to in paragraph 3 of this article, the Executive Board may have them audited by an auditor to be appointed by the Executive Board. The auditor shall report to the Executive Board on his audit. The auditor shall describe the audit in a report regarding the fair view of the documents referred to in paragraph 3 of this article.

5. The Executive Board shall submit a copy of the documents referred to in paragraphs 3 and 4 of this article to the Advisory Committee and at the disposal of every third party at not more than cost.
6. The Executive Board is required to keep the books, records and other data carriers referred to in the preceding paragraphs for seven (7) years.
7. The data placed on a data carrier, except for the balance sheet and statement of income and expenditure committed to paper, may be transferred to and kept on another standard data carrier.
8. When subsidies are granted under such condition precedent, financial statements will be forwarded to the subsidizing organization or institution for its information.
9. The Executive Board will provide for an up to date policy plan. The Executive Board shall determine the content of the policy plan.

Administration.

Article 11:

1. The administration of the Foundation is equipped in such a way that the following clearly appears:
 - a. the nature and scope of the costs which have been made by separate members of the body of the Foundation which determines the management, reimbursement for its costs and fee for attendance;
 - b. the nature and scope of the costs which have been made by the Foundation to raise money and the management of the Foundation, as well as the nature and scope of other expenditures of the Foundation;
 - c. the nature and scope of the income of the Foundation; as well as
 - d. the nature and scope of the capital of the Foundation.
2. The Foundation mentions the aim in its financial administration for what reason the capital as referred to in article 3 paragraph 6 of these Articles of Association will be preserved, as well as a motivation for the scope of that capital.

Regulations.

Article 12.

1. The Executive Board is authorized to draw up and adopt regulations that arrange subjects that are not contained in these Articles of Association.
2. The Executive Board is authorized at all times to amend or revoke the regulations.

Amendments to the Articles of Association.

Article 13.

1. The Executive Board is authorized to amend the Articles of Association after prior approval of the Advisory Committee in the event an Advisory Committee has been established, taken with a majority of two-thirds (2/3) of the Advisory Committee Members in a meeting where at least three-fourths (3/4) of the Advisory Committee Members are present or represented.
2. If the Foundation is considered as an institution as referred to in article 6.33, first paragraph, section b of the Dutch Law on Income tax 2001, an amendment of the Articles of Association is only possible in so far as the Foundation complies with the requirements of an institution as referred to in article 6.33, first paragraph, section b of the Dutch Law on Income tax 2001. This regulation is also applicable to resolution to legal merger or division.
3. A resolution of the Executive Board to amend the Articles of Association may only be passed in a meeting at which all Members of the Executive Board are present or represented. A copy of the motion, containing the verbatim text of the proposed

amendment, is to be attached to the notice convening the meeting, at which an amendment of the Articles of Association shall be proposed.

4. An amendment to the Articles of Association shall not take effect until a deed has been drawn up by a Dutch civil-law notary. Each Member of the Executive Board is authorized to have such deed executed.

Dissolution and liquidation.

Article 14.

1. The Executive Board is authorized to dissolve the Foundation after prior approval of the Advisory Committee in the event an Advisory Committee has been established, taken with a majority of two-thirds (2/3) of the Advisory Committee Members in a meeting where at least three-fourths (3/4) of the Advisory Committee Members are present or represented.
2. The provision in article 13 paragraph 2 of these Articles of Association shall apply *mutatis mutandis* to the Executive Board's resolution to dissolve the Foundation. The appropriation of the liquidation surplus shall likewise be laid down in the resolution to dissolve the Foundation.
3. The Members of the Executive Board shall liquidate the Foundation following its dissolution.
4. Any possible surplus remaining following liquidation will be used for a purpose stated in the resolution of the Executive Board to dissolve and if desired in such a manner that this liquidation surplus is to be spent on behalf of an institution as referred to in article 6.33, first paragraph, section b of the Dutch Law on Income tax 2001, or subsequently in any form in which the common public interest is being served.
5. After completion of the liquidation, the books and records of the dissolved Foundation shall remain in the custody of the person designated by the liquidators for the period prescribed by law.
6. The provisions of Part 1, Book 2 of the Dutch Civil Code shall further apply to the liquidation.

Final declarations.

Finally, the person appearing declared:

- a. Upon this incorporation, the following person is appointed as Executive Board Member of the Foundation:
as chairperson and General Coordinator: Peter Wilhelmus van den Dungen, aforementioned. He shall appoint one (1) or more co-Executive Board Members after this incorporation as soon as possible.
- b. A mandate is given to each Executive Board Member to represent the Foundation solely for legal acts with a value of less than twenty thousand euros (EUR 20,000) and for the signing of grant proposals, the signing of grant acceptance letters and accepting donations by individuals to the Foundation. This mandate can be revoked in writing.
- c. The first financial year of the Foundation shall end on the thirty-first day of December two thousand and nine.

The power of attorney mentioned in this deed is attached to this deed.

IN WITNESS WHEREOF THIS DEED, executed in one original in The Hague, on the date written at the head of this deed.

Prior to executing the deed, I, notaris, communicated and explained the substance of the deed to the person appearing, thereby pointing out the consequences ensuing from the deed for the party, or one or more of them. The person appearing declared afterwards that she had taken cognizance of the contents of the deed after having been given the

opportunity to do so in good time, that she agreed to them and did not require the deed to be read out in full. Immediately after its limited reading, this deed was signed by the person appearing and me, notaris.

