

Full text of the Articles of Association of the foundation: **Stichting Musicians Without Borders**, having its registered office in Amsterdam, the Netherlands, as laid down in the Deed of amendment of the Articles of Association executed on the 16<sup>th</sup> of October 2018.

## UNOFFICIAL TRANSLATION

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

### ARTICLES OF ASSOCIATION

#### Definitions

##### Article 1

1. In these Articles of Association, the following definitions will apply:
  - a. "absence": a situation where a member of the Management Board or Supervisory Board is, temporarily or otherwise, prevented from performing his/her duty due to being suspended, having gone missing, long-term illness or long-term residence abroad;
  - b. "in writing": by mail, by email or via any other electronic means of communication through which it is possible to produce a message that can be read and replicated, unless explicitly stated otherwise.
2. Unless stated otherwise or a different intention is apparent, a reference to a word in the singular form will be deemed to include a reference to that word in the plural form and vice versa.
3. Unless stated otherwise or a different intention is apparent, a reference to the male gender will include a reference to the female gender and vice versa.

#### Name, registered office and public benefit

##### Article 2

1. The Foundation's name is: **Stichting Musicians Without Borders**.
2. The Foundation has its registered office in the municipality of Amsterdam.
3. The Foundation aims to serve the public benefit [*algemeen nut beogende instelling*] and therefore has no profit aim.

#### Objects and assets

##### Article 3

1. The Foundation's objects are:
  - a. to bridge ethnic, religious and ideological differences between people and communities through music;

- b. to generate support for the use of music by and for people suffering the consequences of war and conflict;
  - c. to provide education, training and advice to musicians, music teachers, psycho-social therapists, peace workers and development workers on the power of music in healing trauma and forging connection;
  - d. to contribute to social awareness by providing information on the situation of people in post-conflict areas and the power of music to heal trauma and forge connection;
  - e. to bring about exchanges between musicians and others to share knowledge and experiences;
  - f. to perform all further acts related or conducive to the above in the broadest sense of the word.
2. The Foundation seeks to achieve its objects by, *inter alia*, organizing, programming and/or funding – or having others fund – activities by individuals and groups striving to achieve the objects above anywhere in the world, as well as any activities related or conducive to the above, in the broadest sense of the word, to the extent that this contributes to the Foundation's objects as laid down in paragraph 1 of this Article.
3. The Foundation's assets consist of gifts, specific legacies, bequests, subsidies and donations, as well as other receipts, including proceeds from own activities and sales.
4. The Foundation's assets serve to achieve the Foundation's objects. No natural or legal person may dispose of the Foundation's assets as their own. The Foundation may not hold more assets than reasonably needed for the continuity of the work foreseen for the achievements of its objects. However, the Foundation will be permitted to retain acquired assets if so specified by a testator or donor.

#### **The Foundation's structure**

##### **Article 4**

1. The Foundation has the following corporate bodies:
  - a. a Management Board (board [*bestuur*] as defined by law); and
  - b. a Supervisory Board.
2. The Management Board may appoint (advisory or other) councils and/or (advisory or other) committees. In the event that a council or committee is appointed, the Management Board will be authorized to adopt regulations governing such council and/or committee.

#### **Management Board; supervision and appointment of Management Board**

##### **Article 5**

1. The Management Board will consist of one or more natural persons as determined by the Supervisory Board. If the Management Board is formed by more than one persons, the Supervisory Board shall appoint one member as its chair.
2. The Management Board is the Foundation's board [*bestuur*] as defined by law, and may also be referred to as Board of Directors [*directie*]. An individual Management Board member may also be referred to as Director [*directeur*].
3. The Supervisory Board shall appoint the members of the Management Board.
4. The Supervisory Board shall give current Management Board members the opportunity

to advise on an intended Supervisory Board decision to appoint a new Management Board member.

5. A resolution to appoint a new Management Board member will require an absolute majority of the valid votes during a Supervisory Board meeting where at least two thirds of the Supervisory Board members are present or represented. If the quorum mentioned in the previous sentence is not met, a second meeting shall be convened within fourteen days, during which, provided that more than half of the Supervisory Board members are personally present, such a resolution may be passed by an absolute majority of the votes cast in a valid manner on such motion.
6. The recruitment and selection procedure for members of the Management Board will be conducted on the basis of a procedure determined by the Supervisory Board. A profile description will be used for the recruitment, selection and appointment of Management Board members, describing the required qualities for the vacancy. Such profile descriptions will be drawn up by the Supervisory Board.
7. A Management Board member will be appointed for the duration of his/her employment contract or for another period of time as determined by the Supervisory Board.
8. The Supervisory Board shall determine the terms and conditions of employment of Management Board members. Management Board members' terms and conditions of employment relate to Management Board members' employment-law relationship with the Foundation. Management Board members therefore will not receive any direct or indirect remuneration from the Foundation in their capacity as Management Board members. The term "remuneration" will not be deemed to include any reasonable compensation for expenses incurred for the Foundation, nor a reasonable subsistence allowance. Any allowances and compensation paid to Management Board members shall be included and clarified in the annual financial statement.

#### **Management Board; suspension, dismissal, termination, absence and inability to act**

##### **Article 6**

1. The Supervisory Board may resolve to suspend or dismiss a Management Board member, stating its reasons, *inter alia* on the following grounds:
  - a. neglect of his/her duties or unsatisfactory performance;
  - b. conflict of duties or interests;
  - c. a change in circumstances or other reasons relating to the Management Board member in question, based on which the Supervisory Board finds that the Foundation cannot reasonably be required to retain such Management Board member.
2. The provisions of Article 5, paragraph 5, will apply *mutatis mutandis* to a resolution to suspend or dismiss a Management Board member.
3. If a Management Board member is suspended, the Supervisory Board must resolve within three months of the start of the suspension to dismiss the Management Board member in question, end the suspension or extend the suspension. In the absence of a resolution as referred to in the previous sentence, the suspension will lapse.
4. A resolution to extend the suspension can only be passed once. Under such resolution, the suspension can be extended for a maximum period of three months from the day on

which the Supervisory Board passed the resolution to extend.

5. The Supervisory Board shall not pass any decision to suspend or dismiss a Management Board member until after the Management Board member in question has been given the opportunity to be heard. In cases of suspension, the Supervisory Board may deviate from the aforementioned requirement if the urgency of the measure so requires.
6. A Management Board member's membership will end:
  - a. following his/her voluntary resignation;
  - b. due to the end of his/her employment contract with the Foundation;
  - c. if that member is declared bankrupt, is granted a suspension of payments, or is admitted to statutory composition for natural persons, temporarily or otherwise;
  - d. if Title 16, Title 19 and/or Title 20 of Book 1 of the Dutch Civil Code [*Burgerlijk Wetboek*] is declared applicable to that member;
  - e. upon the expiry of the term for which he/she was appointed, except in the event of his/her reappointment;
  - f. upon his/her dismissal by the District Court in the sense of Section 298 of Book 2 of the Dutch Civil Code;
  - g. upon that member's death.
7. Vacancies shall be filled in the shortest possible term. In the event of one or more vacancies on the Management Board or in the event of the absence or inability to act of one or more Management Board members, the Management Board will retain the powers vested in it.

In the event of the absence or inability to act of all Management Board members, the Foundation's management will be temporarily conducted by a person appointed for that purpose by the Supervisory Board. In principle, the person temporarily charged with the Foundation's management may not be a Supervisory Board member, unless the Supervisory Board decides by substantiated and unanimous resolution to deviate from this rule. If a Supervisory Board member is temporarily charged with the Foundation's management, he/she shall withdraw from the Supervisory Board for that period of time.

### **Management Board; duties and powers**

#### **Article 7**

1. The Management Board shall be charged with the Foundation's management, under the supervision of the Supervisory Board. The Management Board shall be charged with all duties and vested with all powers within the Foundation not assigned by law or these Articles to other bodies. The Management Board shall determine the policies and bear final responsibility for the daily management. The Management Board will be responsible for the Foundation's financial management and risk management by ensuring that comprehensive internal procedures and external control are in place.
2. In discharging of its duties and authorities, the Management Board shall follow the Foundation's objects and interest and take account of the Foundation's special social responsibility.
3. The Management Board will be obliged to accept – or reject – bequests for the Foundation under the benefit of inventory.

4. The Management Board shall promote and support the work of the employees and volunteers involved in the Foundation. The Management Board will be obliged to afford the opportunity to stakeholders to express their ideas and wishes. The Management Board will strive to render account to stakeholders for its policies and activities in a transparent manner. The Management Board may adopt a procedure on the basis of which stakeholders can submit complaints.
5. The Management Board shall provide, in a timely manner, the Supervisory Board with the information – solicited and unsolicited – needed for the Supervisory Board to properly discharge of its responsibilities. In doing so, the Management Board shall focus on reporting on the internal risk management and control systems and the risks related to the Foundation's activities, fundraising and the efficiency of the Foundation's fundraising approach and the manner in which funds are allocated.

#### **Decisions subject to Supervisory Board approval**

##### **Article 8**

1. The Management Board will be authorized only with the Supervisory Board's prior approval to enter into agreements on the acquisition, alienation and encumbrance of registered property, as well as agreements under which the Foundation stands surety or commits itself as a jointly and severally liable debtor, warrants performance by a third party or provides surety for the debt of a third party.  
The absence of the approval mentioned in this paragraph may be invoked against third parties.
2. Prior Supervisory Board approval will also be required for Management Board decisions providing for:
  - a. the adoption or amendment of multi-year policy plans, the annual strategic plan and the corresponding budget;
  - b. the adoption of the annual accounts, the profit appropriation and the management report;
  - c. the amendment of the Articles of Association or legal merger or demerger;
  - d. the dissolution of the Foundation and the allocation of the credit balance;
  - e. the adoption or amendment of management board regulations;
  - f. the acceptance of a paid or unpaid ancillary function;
  - g. entering into a long-term, direct or indirect cooperation with another legal person, as well as ending such a cooperation if such cooperation or its end is of far-reaching significance;
  - h. applying for a suspension of payments for the Foundation or the Foundation's bankruptcy;
  - i. the termination of the employment of a significant number of employees at the same time or during a short period of time;
  - j. a significant change in the working conditions of a substantial number of employees;
  - k. borrowing or lending amounts exceeding a limit to be set by the Supervisory Board;
  - l. commencing judicial or arbitration proceedings where the Foundation acts as

either the plaintiff or the respondent, or settling judicial proceedings or entering into settlement agreements.

3. The Supervisory Board will be authorized to require its approval as well for other decisions than those described in paragraphs 1 and 2 of this Article. Such other decisions should be clearly described and communicated to the Management Board in writing.

#### **Management Board; decision making**

##### **Article 9**

1. If the Management Board consists of one person, Management Board resolutions as well as the considerations underlying such resolutions shall be taken and recorded in writing.
2. If the Management Board consists of more than one person, the provisions of Article 14, paragraphs 1 through 8, will apply *mutatis mutandis*.
3. A member of the Management Board shall not participate in consultation and the decision-making processes if he/she has a direct or indirect personal interest in such resolution contrary to the Foundation's interest. If, as a result, it is not possible for the Management Board to adopt a resolution, such resolution will be made by the Supervisory Board.
4. The Management Board may provide for the further arrangement of the distribution of tasks, procedures and decision-making processes in regulations, with due observance of the provisions of Article 8, paragraph 2, section e.

#### **Management Board; representation**

##### **Article 10**

1. The Foundation will be represented by the Management Board. If the Management Board consists of two or more persons, the Foundation may be represented by each individual Management Board member acting solely.
2. The Management Board may authorize other persons to represent the Foundation. Such authorized representative shall represent the Foundation with due observance of the limits of his/her authorization. The Management Board shall register authorized representatives in the trade register of the Chamber of Commerce [*Kamer van Koophandel*].

#### **Supervisory Board; composition and appointment**

##### **Article 11**

1. The Supervisory Board will consist of at least three natural persons, as determined by the Supervisory Board.
2. Supervisory Board members will be appointed by the Supervisory Board, with due observance of the provisions below.
3. Any decision to appoint will be subject to the requirement laid down in Article 5, paragraph 5.
4. Supervisory Board members will be recruited and selected according to a procedure to be determined by the Supervisory Board. A profile description will be used for the recruitment, selection and appointment of Supervisory Board members, describing the required qualities for the vacancy. Such profile descriptions will be drawn up by the

Supervisory Board.

5. The chair will be appointed in office. The Supervisory Board may appoint a vice-chair from among its members.
6. Supervisory Board members will retire by rotation, in any case four years after appointment. A Supervisory Board member retiring in accordance with this paragraph can be re-appointed once. Re-appointment will not be automatic.
7. Supervisory Board members will not as such receive any remuneration, either direct or indirect.

**Supervisory Board; suspension, dismissal, termination, absence and inability to act**  
**Article 12**

1. The Supervisory Board may resolve to suspend or dismiss a Supervisory Board member, stating its reasons, *inter alia* on the following grounds:
  - a. unsatisfactory performance;
  - b. conduct harming the Foundation's good name or interests.
2. The provisions of Article 5, paragraph 5, will apply to a resolution to suspend or dismiss a Supervisory Board member, on the understanding that the member whose suspension or dismissal is under discussion will not be involved in the decision-making process.
3. If a Supervisory Board member is suspended, the Supervisory Board must resolve within three months of the start of the suspension to dismiss the Supervisory Board member in question, end the suspension or extend the suspension. In the absence of a resolution as referred to in the previous sentence, the suspension will lapse.
4. A resolution to extend the suspension can only be passed once. Under such resolution, the suspension can be extended for a maximum period of three months from the day on which the Supervisory Board passed the resolution to extend.  
A Supervisory Board member who has been suspended will be given the opportunity to render account during a Supervisory Board meeting, supported by a counsel.
5. The Supervisory Board shall not pass any decision to suspend or dismiss a Supervisory Board member until after the Supervisory Board member in question has been given the opportunity to be heard.
6. A Supervisory Board member's membership will end:
  - a. following his/her voluntary resignation or rotation;
  - b. if that member is declared bankrupt, is granted a suspension of payments, or is admitted to statutory composition for natural persons, temporarily or otherwise;
  - c. if Title 16, Title 19 and/or Title 20 of Book 1 of the Dutch Civil Code is declared applicable to that member;
  - d. upon that member's death.
7. In the event of vacancies, the Supervisory Board will retain the powers vested in it, without prejudice to its obligation to take immediate measures to increase its number. In the event of the absence or inability to act of one or more Supervisory Board members, the other members or the remaining member will fulfill all duties of the Supervisory Board.  
In the event of the absence or inability to act of all Supervisory Board members, the most suitable retired Supervisory Board member may appoint, with due observance of

the provisions of these Articles, a new Supervisory Board member, who in turn will appoint the other Supervisory Board members.

### **Supervisory Board; duties and powers**

#### **Article 13**

1. The Supervisory Board shall be charged with the overall supervision over the policies conducted by the Management Board and the general course of affairs within the Foundation. The Supervisory Board supports the Management Board with counsel and advice.
2. In performing its duties, the Supervisory Board's aim will be to ensure and supervise that the Foundation's objects are achieved. The Supervisory Board shall ensure that the Foundation's – financial and other – policies are clear and transparent. In discharging of its duties and authorities, the Supervisory Board's aim shall be the achievement of the Foundation's objects and will take account of the Foundation's special social responsibility. The Supervisory Board shall ensure that the Management Board reports to it periodically.
3. Without prejudice to its collective responsibility, the Supervisory Board may decide to assign certain duties and powers to individual members. The Supervisory Board may adopt regulations providing for the Supervisory Board's working method and the division of tasks within the Supervisory Board.
4. With due observance of the laws and regulations governing the protection of privacy and personal data, the Supervisory Board or one or more authorized members will have access to all the Foundation's premises and the right to inspect, at all times, all documents and books of the Foundation. During such inspections, the Supervisory Board may engage the support, at the Foundation's expense, following consultations with the Management Board, an accountant or another expert appointed by the Supervisory Board, who must be allowed to inspect all the Foundation's records. The Supervisory Board may give the Management Board instructions regarding the type of information to be provided, as well as the manner in and the frequency at which such information should be provided.
5. The Supervisory Board shall conduct a periodical evaluation of its own performance as well as the performance of the Management Board. The Supervisory Board shall record the conclusions and agreements ensuing from such evaluation. The manner in which this evaluation will be conducted may be further described in the regulations of the Supervisory Board.

### **Supervisory Board; meeting and working method**

#### **Article 14**

1. The Supervisory Board shall meet at least four times per year and furthermore as frequently as the chair or two or more Supervisory Board members consider desirable.
2. Meetings shall be convened in writing – except in the event of special circumstances – from or on behalf of the chair to all Supervisory Board members. The convocation notice shall state the place and time of the meeting as well as the meeting's agenda.
3. Meetings shall be convened at least five days in advance, not counting the date of the convocation notice and the date of the meeting itself. In urgent cases, at the discretion

- of the chair of the Supervisory Board, meetings may be convened at shorter notice.
4. Each Supervisory Board member will be entitled to cast one vote. Unless the law or these Articles provide otherwise, Supervisory Board resolutions will be passed by an absolute majority of the votes cast in a valid manner at a meeting where more than half of the Supervisory Board members are present or represented.
  5. Each Supervisory Board member may appoint another Supervisory Board member to represent him/her at meetings by submitting a written proxy. One Supervisory Board member may represent only one other Supervisory Board member.
  6. Meetings will be led by the chair or, in his/her absence, the vice chair.
  7. The Supervisory Board may conduct meetings by telephone, via video conferencing, or through another means of communication, provided that all Supervisory Board members participate in such a meeting are able to understand each other. A Supervisory Board member may participate in a Supervisory Board meeting by telephone, via video conferencing, or through another means of communication, provided that such Supervisory Board member can understand all other participating Supervisory Board members and can be understood by the other Supervisory Board members.
  8. The Supervisory Board may also pass resolutions outside meetings, provided that it does so in writing and all Supervisory Board members vote in favor of the motion in question. Such resolutions will be added to the minutes.
  9. A Supervisory Board member shall not participate in consultations and decision-making processes in which he/she has a direct or indirect personal interest that conflicts with the Foundation's interest. In the event that, as a result, the Supervisory Board is unable to pass a resolution, it shall pass a resolution in writing and substantiated argumentend.

#### **Incompatibilities, conflict of interests and ancillary functions**

##### **Article 15**

1. There may be no close family relationships or similar relationships within the Management Board and the Supervisory Board, nor between Management Board and Supervisory Board members. Supervisory Board members shall be part of the Supervisory Board without any obligation to seek a mandate from others.
2. Any form and any appearance of personal prejudice or conflict of interests between any Management Board member and the Foundation or between any Supervisory Board member and the Foundation shall be prevented.
3. Management Board members or Supervisory Board members shall report the existence of any possible conflicts of interest to the chair of the Supervisory Board, providing all relevant information. In the event of a possible conflict of interest involving the chair of the Supervisory Board, he/she should report this to the Supervisory Board.
4. If, in the opinion of the Supervisory Board, a person has a conflict of interests that is irreconcilable with Management Board or Supervisory Board membership, that person cannot be a member of one of these bodies.
5. No Management Board or Supervisory Board members, nor their spouses, registered partners or relatives by blood or marriage, may have any direct or indirect personal financial benefit from procurements by or agreements with the Foundation.

6. Management Board members shall report any ancillary functions to the Supervisory Board.
7. Supervisory Board members shall report their ancillary functions to the chair of the Supervisory Board or, for the chair of the Supervisory Board him or herself, to the Supervisory Board.

#### **Financial year and annual accounts**

##### **Article 16**

1. The Foundation's financial year will coincide with the calendar year.
2. The Management Board will be obliged to keep such records of the Foundation's financial position as to provide insight into its rights and obligations at all times.
3. Every year within six months of the end of the financial year, the Management Board shall compile a management report (annual report) and financial statements (hereafter jointly referred to as "the annual accounts") on the past financial year.
4. Before adopting the annual accounts referred to paragraph 3 above, the Management Board may have these reviewed by an accountant appointed by the Supervisory Board. The accountant shall submit its findings to the Management Board and the Supervisory Board at the same time and in the same manner.
5. The annual accounts will be approved by the Management Board after approval by the Supervisory Board, in evidence of which they shall be signed by all members of the Management Board and all members of the Supervisory Board. If one member's signature is missing, this shall be reported, stating the reason.
6. The Management Board will be obliged to keep the documents referred to in the previous articles on file for at least seven years.

#### **Current policy plan, annual plan and corresponding budget**

##### **Article 17**

1. In connection with, *inter alia*, the continuity of the activities, the Management Board shall prepare a multi-year policy plan and an annual plan with a corresponding budget.
2. The policy plan shall be consistent with the Foundation's objectives under these Articles and shall provide insight on the activities to be implemented by the Foundation, the manner in which funds will be raised, the management of its assets and the manner in which they will be allocated.
3. The Management Board shall be charged with implementing and achieving the programs and activities included in the policy plan. If necessary, the Management Board may make adjustments to the policy plan.

#### **Amendment to the Articles of Association**

##### **Article 18**

1. The Supervisory Board will be authorized to amend these Articles further to a motion to do so from the Management Board.
2. The provisions of Article 5, paragraph 5, will apply *mutatis mutandis* to a resolution to amend the Articles of Association.
3. An amendment of the Articles must be executed by notarial deed, on pain of nullity. Each individual Management Board member will be authorized to have such deed executed.

4. The Management Board will be obliged to register a copy of the amended as well as the amended Articles with the trade register of the Chamber of Commerce.
5. The provisions of this Article will apply *mutatis mutandis* to any decision to enter into a legal merger and/or demerger.

#### **Dissolution and liquidation**

##### **Article 19**

1. The Supervisory Board will be authorized to resolve to dissolve the Foundation and allocate any positive balance, further to a proposal from the Management Board.
2. The provisions of Article 5, paragraph 5, will apply *mutatis mutandis* to a resolution to dissolve the Foundation and allocate any positive balance.
3. After its dissolution, the Foundation will continue to exist for as long as needed for the liquidation of its capital.
4. The liquidation will be conducted by the Management Board or one or more natural persons and/or legal entities appointed by the Management Board, under the supervision of the Supervisory Board.
5. During the liquidation, the provisions of these Articles will continue to apply insofar as possible.
6. Any positive balance shall be paid out only to a public benefit institution (*ANBI*) recognized by the tax authorities designated by the Management Board with the prior approval of the Supervisory Board with similar objectives to those of the Foundation, or a foreign institution which serves the public benefit exclusively or almost exclusively and which pursues similar objectives to those of the Foundation.
7. Following the liquidation, the dissolved Foundation's books and documents shall remain with the liquidator or a third party appointed by the liquidator for seven years.

\*\*\*