

STICHTING GREENPEACE COUNCIL
ARTICLES OF ASSOCIATION

(C.22.234e/mvz)

On this twentieth day of December of the year nineteen hundred ninety-six there appeared before me, Mr Constant Constandse, civil law notary officiating at Amsterdam:

Miss Cornelia Durrant, screenwriter, residing in Dartmouth, Devon TQ6 0LD, Great Britain, Cider Barn Cottage, Worden, born in Saint Andrews, Great Britain, on the twenty-ninth of July nineteen hundred fifty six, unmarried, British passport number C645599E;-

on her statement acting in this matter in her capacity of:-

a. member of the Board of the stichting: Stichting Greenpeace Council, having its registered office at Amsterdam, having its office at 1016 DW Amsterdam, Keizersgracht 176, hereinafter to be referred to as "the Stichting" and as such legally representing said foundation, registered at the Chambers of Commerce in Amsterdam under number 200415;-

b. proxy in writing of:-

1. Mister Dr Albert Konrad Schily, doctor, residing in 58448 Witten, Germany, Alfred Herrhausen Strasse 50, born in Bochum, Germany, on the seventh of November nineteenhundred thirtyseven, unmarried, German passport number 5659296606;-

~~2.~~ Mister Peter Franklin Barnes, economist, residing in CA 94131 San Francisco, United States of America, 28th Street 432, born in New York, United States of America, on the sixteenth of April nineteen hundred forty two, married, American passport number 051474293;

acting, when the power of attorney was granted, each in their capacity as a member of the Board the aforementioned foundation;-

the authority being evidenced by a private power of attorney, which has been appended to this deed, which power of attorney has been satisfactorily proved to me, notary.-

The appearer acting as aforementioned declared that at the meeting of the Board of the Stichting held on the twentyninth of October nineteenhundred ninetysix and the thirtieth of October nineteenhundred ninetysix, at which meeting all the members of the Board of the Stichting were present, it was unanimously resolved to amend the Articles of Association of the Stichting.-

This resolution is evidenced by an extract from the minutes of said meeting, which is appended to this deed.-

The appearer acting as aforesaid declared in pursuance of the aforementioned resolution to amend the Articles of the Stichting except for the articles 2 and 4 paragraphs 2 and 4, 5 paragraph 4e and 9 paragraph 2, so that the Articles of the Stichting now read as follows:-

ARTICLES

NAME AND REGISTERED OFFICE

Article 1 The name of the Stichting is: STICHTING GREENPEACE COUNCIL.
The Stichting has its registered office in Amsterdam.

DEFINITIONS

Article 1a In these Articles and in the Rules of Procedure to be mentioned in article 8 hereinafter:-

- a. "The Stichting" means: the Stichting as mentioned in Article 1;-
- b. "The national organisations" means: the National Organisations as mentioned in Article 4;-
- c. "The Participants" means: the participants as mentioned in Article 4 paragraph 1;-
- d. "The List of candidate, national, and multi-national offices" means: the schedule as mentioned in Article 4;
- e. "The Council" means: the Council as mentioned in Article 4a.-

OBJECTIVES

Article 2

1. The object of the Stichting is promoting the conservation of Nature.-
2. The Stichting aims at attaining this object by:-
 - a. co-ordinating its national organisations in the execution of their objectives, to lend them assistance where required and to serve all their interests in the widest sense;-
 - b. undertaking all other tasks which may be conducive to its object such as for instance:-
 - trying to abolish certain abuses;-
 - trying to save a certain species of animals;-
 - with a view to the future, organising non-violent directed action so as to help bringing about a fundamental change in Man's way of thinking and thus to be instrumental in raising ecological awareness.
3. For the expenses attaching to its tasks mentioned under 2.a. the organisations of the Stichting shall be charged in accordance with an apportionment scheme to be laid down by the Board of the Stichting.-

MEANS

Article 3 To attain its objectives the Stichting shall co-ordinate campaigns.-

FINANCIAL MEANS

Article 3a The financial means of the Stichting shall consist of:-

- a. the Stichting capital;-
- b. contributions of national organisations;-
- c. donations, subsidies and other contributions;-
- d. grants, residuary and specific legacies and gifts;-
- e. income from investment;-
- f. benefits arising from any other source;

PARTICIPANTS

Article 4

1. a. The participants as specified in paragraph 1.b. hereinafter are listed in the List of candidate, national, and multi-national offices, referred to in the Rules of Procedure mentioned in Article 8 hereinafter.-

The List of candidate, national, and multi-national offices shall be maintained and modified according to said Rules of Procedure referred to in Article 8.-

- b. The Stichting shall have the following types of participants:-
 - I National Organizations ("National Offices"): these are national institutions recognized as such by the Stichting with due observance of paragraph 2 hereinafter;-
 - II Candidate Organizations ("Candidate Offices"): these are participants which are recognized as such by the Stichting;-The categories of Organizations mentioned above under I and II are together hereinafter referred to as "the Participants", unless otherwise stated.-
 - c. Multinational Organizations ("Multinational Offices"): participants that operate in more than one country are also considered to be National Participants with the same rights.
2. A new National Organisation of the Stichting shall be a country which has been admitted as a National Organisation by a resolution of the Board of the Stichting, which resolution shall be passed unanimously at a meeting where all members of the Board of the Stichting are present in person or by proxy.
 3. A Participant will be recognized by the Stichting according to the Rules of Procedure referred to in Article 8.
 4. The Board of the Stichting may, with a four-fifths majority of the votes validly cast at a meeting where all the members of the Board of the Stichting are present in person or by proxy, resolve to expel a National Organisation and withdraw from it the right to use the name "Greenpeace".-
 5. The international and national declarations regarding the policies of the National Participants shall agree with the policies of the Stichting.-

COUNCIL

Article 4a-

1. The representatives of the National Participants assembled in meeting constitute the Council and form its members.-
2. a. Representatives of the National Participants shall be appointed by each National Participant at least sixty days prior to the Council Meeting as referred to hereinafter.-
 - b. If no representative has been appointed in time by a National Participant or if a representative resigns and has not been replaced within sixty days after his resignation the Board of the Stichting shall appoint such representative.-
 - c. The representation of a National Participant in the Council shall be effected by a representative designated by each National Participant on the strength of a power of attorney the existence of which shall have been satisfactorily proved to the chairman of the Council.-
3. The following participants may attend the meetings of the Council subject to provisions in the Rules of Procedure concerning permitted numbers of representatives.
 - I National Organisations;
 - II Candidate Organisations;
 - III Multinational Organisations.
4. Every National Organisation shall have such number of votes as laid down in the Rules of Procedure; Candidate-Participants have no voting right.-
5. a. The Council shall take decisions on 'inter alia' policy, campaign policy and direction.-
 - b. The Council shall hold one meeting each calendar year: an Annual General Meeting (AGM).-

- c. The decisions taken at Council meetings are divided in four categories, further explained in the Rules of Procedure,- these being:-
- decisions on ordinary business;
 - decisions on extra ordinary business;
 - decisions on authorisation of expenditure;
 - decisions on amendments of these Articles of Association.
6. All decisions taken at Council shall be taken with the following minimum votes:-
- I a motion in respect to 'ordinary business' shall succeed, or pass, if it obtains a simple majority of the votes of the voting National Participants that are present;-
 - II a motion in respect to 'extraordinary business' shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting National Participants that are present;-
 - III a motion in respect to 'authorisation of expenditure' shall succeed, or pass, if it obtains a two-thirds majority of the weighted votes;-
 - IV a motion in respect to the Articles of Association shall succeed if it obtains a four-fifths majority of the votes of the voting National Participants present;
7. The Council can decide to hold a so-called Extraordinary General Meeting (EGM) as provided in the Governance System and Rules of Procedure.-
8. The Chair of the Council shall normally be the Chair of the Board of the Stichting, or their delegate.
9. The resolutions of the annual meeting of the Council shall bind the Board of the Stichting as from the fifteenth day of December of each year, unless the Board of the Stichting shall prior to that date have otherwise decided. If in respect of an issue of importance as defined in the Rules of Procedure, the Board of the Stichting reaches a decision that differs from the Council decision, the Board of the Stichting shall call a meeting of the Council in order to justify its decision, all this according to a binding judgement of the Board of the Stichting.
10. If between two general meetings the Board of the Stichting needs to decide on important issues the procedure will be followed as set out in the Rules of Procedure.

BOARD OF THE STICHTING

Article 5

1. The Stichting shall be governed by a Board of the Stichting.
2. The Board of the Stichting shall consist of at least five and at most seven members who shall be appointed for a term of three years.
All Board members with the exception of the Chair are elected by the Council. The members of the Board of the Stichting elected by the Council shall together appoint a Chair of the Board of the Stichting from within or outside of the members of the Board.
All Board members can be reappointed.
The Board of the Stichting shall be empowered to dismiss the Chair in that capacity from his office provided such decision is taken at a plenary meeting of the Board of the Stichting by a majority of three-fourths of the votes validly cast.
In case of an equality of votes within the Board of the Stichting the Chair shall have a casting vote.
The Board of the Stichting shall elect from its members a Secretary and a Treasurer. The posts of Secretary and Treasurer can be held by one person.
3. The Stichting is legally represented by the Board of the Stichting as well as by three jointly acting members of the Board of the Stichting;-
one member of the Board of the Stichting and/or the International Executive Director is entitled to represent the Stichting, if that person shall have been empowered by all members of the Board of the Stichting in meeting for legal

acts described in detail relating to an urgent specific matter. Such a power shall appear from the minutes of the meeting referred to.-

4. The members of the Council Board shall among other things have the power:-
 - a. to appoint officers in the employment of the Stichting as such, to dismiss them and to fix their remuneration;-
 - b. to move the Stichting's head office;-
 - c. to cause a seal to be made and to make use thereof;-
 - d. to enter into agreements to obtain, dispose of or encumber registered property or to enter into agreements by which the Stichting 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;-
 - e. to control and to protect the use of the name Greenpeace and the vignette;
 - f. to recommend tests for the structure and operation of the Stichting's national organisations, to advise in the case of alterations of these Articles of Association, Rules of Procedure or Statements of Principles of these national organisations in order to ensure that the tests recommended are satisfied;-
 - g. to control and protect funds and other assets of the Stichting's sections;-
 - h. to appoint (an) agent(s);-
 - i. to supervise the publications of the national organisations;-
 - j. to set the remuneration of the director;-
 - k. to inspect the books and records of the national organisations, to make copies thereof and/or extracts therefrom. Each member of the Council Board or a proxy duly authorised in writing shall be empowered thereto.-
5. Membership of the Board of the Stichting shall terminate:-
 - a. by the death or dismissal of a member of the Board of the Stichting, by being declared bankrupt, as a result of the member being adjudicated bankrupt, or when the member is granted an official moratorium, and when the member is placed under guardianship;-
 - b. by lapse of the period of appointment;-
 - c. through retirement of a member of the Board which notice should be given in writing to the secretary of the Board of the Stichting stating the date on which same becomes effective.-

No member of the Board of the Stichting may retire when the Stichting does not remain with at least three Board members.-

 - d. through removal by a vote of Council which requires a two-thirds majority of the members and must be for one of the following reasons: non-performance, failure to carry-out decisions ratified by both the Board and Council, conduct grossly prejudicial to the organisation and its campaigns, placing the organisation at risk financially or politically, conflict of interest, or undertaking partisan political activities.-
6. When a member of the Board of the Stichting elected by Council ceases to hold office, the Council shall be notified in writing and the Council shall elect another member of the Board within sixty days to fill such vacancy.-

If the Council should remain in default, the Board of the Stichting may appoint a member of the Board for the time being, until Council has appointed another member of the Board.-
7. The Board of the Stichting shall be empowered to pass resolutions at a meeting or otherwise.-

In the latter case all the members of the Board of the Stichting should cast their votes in writing.-
8. In so far as not otherwise provided by these Articles, the Board of the Stichting shall decide by simple majority of votes.
- ~~9.~~ If at any time fewer members of the Board are in office than the number required, the remaining members of the Board or the only remaining member of the Board (as the case may be) shall, nevertheless, constitute a legally valid Board.

MEETINGS

Article 6

All matters pertaining to the meeting of the Board of the Stichting shall be laid down in the Rules of Procedure of the Stichting.-

INTERNATIONAL EXECUTIVE DIRECTOR

Article 7

1. The Board of the Stichting shall appoint an Executive Director to be in charge of the daily management of the Stichting.-
2. The functions, powers and tasks of the Executive Director shall be laid down in the Rules of Procedure as well as in the National Office Guidelines.-

FINANCIAL YEAR AND ACCOUNTS

Article 7a

1. a. The financial year shall be the calendar year. At the end of every financial year the accounts of the Stichting shall be closed. Under responsibility of the Board of the Stichting, the International Executive Director shall have prepared a balance sheet and a general statement of benefits and burdens containing the following information:-
 - the assets and liabilities of the Stichting as at the end of the financial year;-
 - the principal changes in the assets and liabilities of the Stichting;-
 - the income or receipts of the Stichting restricted as well as unrestricted to special objects of the current financial year;-
 - the cost or expenditure of the Stichting for general as well as restricted purposes during the financial year.-
- b. The annual accounts shall be adopted by the Board.-
- c. The financial statements of the Stichting shall be audited by an external auditor.-
2. Under responsibility of the Board of the Stichting, the International Executive Director shall among other things, see to the following:-
 - a. competently and correctly keep the books and records of the Stichting's property and transactions and keep same in his custody, including the accounting for assets, pecuniary obligations, receipts, outlays, profits, losses, capital, and other matters generally recorded in financial notes. Each member of the Board of the Stichting shall be entitled at any reasonable time to inspect the books, archives documents and other records of the Stichting. Such inspection can be carried out by the member himself or his proxy duly authorised in writing and both shall be entitled to making copies thereof and/or abstracts therefrom;-
 - ~~b.~~ the depositing of all moneys and other valuables registered in the name and in favour of the Stichting at such places of deposit as are designated by the Board of the Stichting, to spend the funds of the Stichting as ordered by the Board of the Stichting; to provide an account of all transactions and of the State of the Stichting's Finances to the Board and Council at regularly scheduled meetings and whenever they so request.

RULES OF PROCEDURE, NATIONAL OFFICE GUIDELINES AND OTHER REGULATIONS

Article 8

1. The Board of the Stichting may lay down the Rules of Procedure, the National Office Guidelines as well as other regulations in order to supplement or to implement these Articles of Association. Those documents shall not contain provisions inconsistent with these Articles of Association.-
2. The Rules of Procedure shall be amended only on the strength of a resolution of the Board of the Stichting taken at a meeting in which all the members of the Board of the Stichting are present in person or by proxy. Such resolution shall

need the prior consent of the Council, which resolution of approval should be taken by a majority of two-thirds of the votes of the representatives of the National Participants. The literal text of an amending motion should be sent to all the members of the Board of the Stichting and of the Council at least forty-two days prior to the day of the meeting.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 9

1. The Articles of Association shall be amended only on the strength of a resolution of the Board of the Stichting taken at a meeting in which all the members of the Board of the Stichting are present in person or by proxy and with at least four-fifths of the votes validly cast.-
Such resolution shall need the prior consent of the Council, which resolution of approval should be taken by a majority of four-fifths of the votes of the representatives of the National Participants. The literal text of an amending motion should be sent to all the members of the Board of the Stichting and of the Council at least forty-two days prior to the day of the meeting.-
If not all the members of the Board of the Stichting are present in person or by proxy, a second meeting shall be called and held within four weeks thereafter, where a resolution shall be passed upon the motion as it was put before the meeting at the previous meeting irrespective of the number of members present, provided by a majority of at least two-thirds of the votes validly cast.-
2. The Articles 2, 4 paragraphs 2 and 4, 5 paragraph 4e, and this paragraph cannot be amended.-
3. The provision with respect to the appropriation of a liquidation balance mentioned in paragraph 2 of Article 10 together with the present paragraph 3 shall not be amended without permission from or on behalf of the Minister of Finance.-

DISSOLUTION OF THE STICHTING

Article 10

1. Dissolution of the Stichting shall only be decided on the strength of a resolution of the Board of the Stichting passed in accordance with the provision of paragraph 1 of the preceding Article.
2. A surplus of the liquidation balance, if any, shall be appropriated by the Board of the Stichting in a manner as it may think most in agreement with the Stichting's objectives.

The Declarant is known to me, civil law notary and the appearer of this deed has been identified by me, notary, by way of the aforementioned document.-

WHEREOF THE PRESENT DEED, the Original of which was executed in Amsterdam the day and year first before written.-

After the substance of this Deed had been made known to the Declarant, he stated that he had taken cognizance of the contents of this Deed and that he did not require a full reading thereof. Following a partial reading, the Deed was signed by the Declarant and by me, civil law notary.

(Signed:) C. Durrant; C. Constandse.