

STICHTING GREENPEACE COUNCIL **ARTICLES OF ASSOCIATION** AS APPROVED AT THE 2019 AGM

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 2 In these Articles and in the Rules of Procedure to be mentioned in article 12

hereinafter:-

- a. "The Stichting" means: the Stichting as mentioned in Article 1;
- b. "The Participants" means: the Participants as mentioned in Article 6 paragraph 1;
- c. "National Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b. I;
- d. "Regional Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b II;
- e. "Candidate Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b III;
- f. "The Council" means: the Council as mentioned in Article 7;
- g. "The Board" means: the Board as mentioned in Article 8;
- h. "Rules of Procedure" means: the Rules of Procedure as mentioned in Article 12.

MISSION

Article 3

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 humanity'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 4

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

FINANCIAL MEANS

Article 5 The financial means of the Stichting shall consist of:-

- a. the Stichting capital;-

- b. contributions of National Organisations and Regional 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-6

1. a. The Participants as specified in paragraph 1.b. hereinafter are listed in the List of Candidate, National and Regional Organisations, referred to in the Rules of Procedure.
The List of Candidate, National, and Regional Organisations shall be maintained and modified according to the Rules of Procedure.
- b. The Stichting shall have the following types of Participants:-
 - I National Organisations: these are national institutions recognised as such by the Stichting with due observance of paragraph 2 hereinafter;
 - II Candidate Organisations: these are Participants which are recognized as such by the Stichting;
 - III Regional Organisations: Institutions that operate in more than one country, recognised as such by the Stichting with due observance of paragraph 2 hereinafter. Regional Organisations have the same rights and responsibilities as National Organisations.
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 recognised by the Stichting according to the Rules of Procedure.
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 Participants shall agree with the policies of the Stichting.

COUNCIL

Article 7

1. The representatives of the Participants assembled in meeting constitute the Council and form its members.
2. a. Representatives of the Participants shall be appointed by each 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 Participant or if a representative resigns and has not been replaced within sixty days after their resignation the Board of the Stichting shall appoint such representative.
c. The representation of a Participant in the Council shall be effected by a representative designated by each Participant on the strength of a written notification which shall have been satisfactorily sent to the chair 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 Regional Organisations

III Candidate Organisations

National Organisations and Regional Organisations are voting Participants.

4. Every voting Participant 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 inter alia on 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 extraordinary 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 majority of 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 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 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 votes of the voting Participants;
 - 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 Participants that are present;
 - V a motion in respect to the removal of a Board Member shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting Participants.
7. The Council can decide to hold a so-called Extraordinary General Meeting (EGM) as provided in the Articles of Association 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 General Meeting 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 8

1. The Stichting shall be governed by a Board of the Stichting.
2. a) The Board of the Stichting shall consist of at least five and at most seven members who shall be appointed for a term of up to three years

b) All Board Members with the exception of the Chair are elected by the Council.

c) 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.

d) All Board Members can be reappointed, for up to a maximum period of 7 years consecutively. Following at least three years off the Board, former Board members may be considered for appointment again.

e) The Board of the Stichting shall be empowered to dismiss the Chair in that capacity from 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.

f) 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 for legal acts described in detail relating to an urgent specific matter. Such a power shall appear from the minutes of a Board meeting.

4. The members of the 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 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;-

d. to control and to protect the use of the name Greenpeace and the vignette;

e. to recommend tests for the structure and operation of the Stichting's national or regional organisations, to advise in the case of alterations of the Articles of Association, Rules of Procedure or Statements of Principles of these national or regional organisations in order to ensure that the tests recommended are satisfied;-

f. to control and protect funds and other assets of the Stichting's sections;

g. to appoint (an) agent(s);

h. to set the remuneration of the Executive Director;

i. to inspect the books and records of the national organisations, to make copies thereof and/or extracts therefrom. Each member of the Stichting Greenpeace 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 dismissal by Council of a member of the Board of the Stichting 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.

b. 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;

c. by lapse of the period of appointment;

- d. through resigning 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 resign when the Stichting does not remain with at least three Board Members;
 - e. by the death of a member of the Board of the Stichting.
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.
In case of an equality of votes within the Board of the Stichting, the Chair shall have a casting vote.
 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 9

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 10

1. The Board of the Stichting shall appoint one or more persons as International Executive Director to be in charge of the daily management of the Stichting.
2. The functions, powers and tasks of the International Executive Director shall be laid down in the Rules of Procedure as well as in the National/Regional Organisation Guidelines.

FINANCIAL YEAR AND ACCOUNTS

Article 11

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 their 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 members themselves or their proxy duly authorised in writing and both shall be entitled to make copies thereof and/or abstracts there from;
 - 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/REGIONAL ORGANISATION GUIDELINES AND OTHER REGULATIONS

Article 12

1. The Board of the Stichting may lay down the Rules of Procedure, the National /Regional Organisation 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 voting 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. Notwithstanding the above, the Board and Council may adopt a resolution on an amended proposal to amend the Rules of Procedure, if during Council meeting this amendment is adopted with a three-quarter majority of the votes.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 13

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 voting 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 there is a majority of at least two-thirds of the votes validly cast.

2. The Articles 3, 6 paragraphs 2 and 4, 8 paragraph 4D, and this paragraph cannot be amended.
3. The provision with respect to the appropriation of a liquidation balance mentioned in paragraph 2 of Article 14 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 14

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. Any surplus of the liquidation balance will be appropriated to a registered public benefit organisation in the Netherlands (Algemeen Nut Beogende Instelling) which has a similar purpose; or an organisation outside of the Netherlands which aims exclusively or almost exclusively at public benefit and which has a similar purpose.
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