

## **Memorandum of Association: Mine Mark Foundation (English translation)**

At this day, September twenty two thousand eighteen, appeared before me, Mr. Sandy Erika Houdijk, notary in Den Haag (Maaldrink Notarissen):

1. Mr. Nils Hegel, living at 2512 BK Den Haag, Nieuwe Molstraat 6C, born in Wriezen (Germany) on September eighteen, nineteen hundred eighty-six (identity card number: L8RYRJ1H4), unmarried and no registered partner;
2. Mrs. Lala Rizvan Mustafazade, living at 2511 CD Den Haag, Korte Houtstraat 6A, born in Bakoe (Azerbaijan) on October four, nineteen hundred eighty-seven (Aliens Document number: NLD94745591), married.

The appearing persons declared with this deed to establish a foundation and for this ascertain the following statutes:

### **Article 1**

#### **Name and location**

1. The foundation is called: "Mine Mark Stichting".
2. The foundation is situated in the Township Den Haag.

### **Article 2**

#### **Purpose**

1. The purpose of the foundation is to educate children in crisis areas on recognizing and avoiding land mines and other dangerous and often explosive objects.
2. The foundation also has the purpose to perform any other actions, that are related or recommended to the aforementioned purpose in widest sense.
3. The foundation attempts to realize it's purpose by amongst others transferring and spreading the regulations of the United Nations office for disarmament affairs in cartoons, games, educational material and offer in an online application.
4. The foundation has no profit objective.

### **Article 3**

#### **Capital**

The capital of the foundation can consist of:

1. contributions of those that sympathize with the purpose of the foundation;
2. contributions of those in whose interest the foundation is working for;
3. grants;
4. inheritance acquisitions and donations;
5. proceeds of activities of the foundation;
6. all other profits.

## Article 4

### Board: composition, manner of appointment

1. The board of the foundation consists of a by the board determined number of directors with a minimum of three directors.
2. The directors will be appointed and suspended by the board. Applications need to be provided for within three months. The board chooses from his midst a chairman, a secretary and a treasurer.
3. The directors will be named for undetermined time.
4. In case one or more vacancies in the board exist, the board preserves his authorizations.
5. The directors do not receive compensations for their activities, barring a duly attendance fee. They do have a right to compensate expenses made in exercising their function.

## Article 5

### Board: task and authorizations

1. The board is not charged with managing the foundation.
2. The board is not authorized to enter into agreements to acquire, dispose of, or encumber register-bound properties, unless the decision is taken unanimously by all sitting members or the board.
3. The board is not authorized to enter into agreements whereby the foundation commits itself as surety or joint and several debtors, warrants performance by a third party or provides security for the debt of a third party, unless the decision is taken unanimously by all sitting members or the board.
4. Testamentary dispositions may only be accepted with the benefit of inventory.

## Article 6

### Board: meetings

1. The board meetings will be held in the Netherlands at the place specified in the convocation of the meeting.
2. Yearly within six months after closing the financial year there will be held a board meeting (the annual meeting), where at least coming up for discussion is the adoption of the drawing up of the balance and the state of assets and expenditures. In addition, yearly there will be one more meeting.
3. Meetings can be held by means of audio and video communication.
4. There will also be a meeting when one of the board members calls for this.
5. The call for a meeting must be done at least seven days prior to the meeting. Not counting the day of the call and of the meeting. The call can be done by means of a letter of electronic communication.
6. A call mentions the location and time of the meeting and the topics to be discussed.
7. The meetings are led by the chairman. In case the chair is absent, the board members present at the meeting are to provide a chair. Until this moment the oldest present board member will lead the meeting.

8. The secretary takes minutes of the meeting. In case the secretary is absent a notes taker will be appointed by the chairman of the meeting. The minutes are established and signed by those that acted as chairman and notes taker in the meeting. The minutes will be kept by the secretary.
9. Active board member and those invited by the board have access to the board meetings.

## Article 7

### Board: decision-making

1. The board can only make decisions in a meeting if a majority of the active board members are present or represented. A board member can be represented by another board member after a written power of attorney is issued, which is deemed sufficient by the chairman. A board member can only represent one other board member.
2. If not a majority of active board members are present or represented at a meeting a second meeting will be called together, to be held not before two and not after four weeks after the first meeting. At the second meeting decisions can be made on topics which were on the agenda of the first meeting regardless of the number of present or represented board members. Included in the call for the second meeting must be mentioned if and why a decision can be made regardless of the number of present or represented board members.
3. When all active board members are present valid decisions can be taken concerning all topics, if the board unanimously agrees even when the regulations for calling a meeting are not observed.
4. Decisions of the board can also be taken not in a meeting but in written. This can also happen electronically. At taking a decision via written means all board members need to be informed of the decision.
5. The board can also make decisions outside of a meeting. For such decisions the secretary must make an account, which after co-signing by the chairman will be kept as minutes.
6. Every board member has the right to cast one vote. If these statutes not require a big majority, decisions will be taken with absolute majority of the valid casted votes. In the event of a tie vote the proposal is rejected.
7. All votes in a meeting are verbal unless one or more board member prior to the meeting requested a written vote. A written vote occurs with unsigned and sealed ballots.
8. Blank votes will be considered. In all disputes concerning votes the chairman of the meeting will decide.

## Article 8

### Board: resignation

A board member cease to hold their position:

1. through dead or in case the board member is a legal person with its dissolution or if it ceases to exist;
2. through loss of control over his or her assets;
3. through resignation;
4. through his or her dismissal by the joint other board members;
5. through dismissal by the court pursuant article 2:298 of the Civil Code.

## Article 9

### Representation

1. The board represents the foundation.
2. The representative authority will also be vested in two members of the board acting jointly.
3. Acting in violation of article 5 may be invoked in respect of third parties.
4. The board can give power of attorney to one or more board members and/or third parties, to represent the foundation within the limits of that power of attorney.

## Article 10

### Financial year and annual accounts

1. The financial year of the foundation is concurrent with the calendar year.
2. The board is required to maintain such accounts and record of the foundation's assets and liabilities and its activities, in accordance with the requirements consistent with such activities, and to keep and preserve its accounts, records and other data carries in such a manner as to permit the foundation's rights and obligations to be shown at all times.
3. The board is required within six months after the close of each financial year to prepare in writing the foundation's balance sheet and statement of income and expenditure. The board is authorized to extend this period one-time with a period of four months.
4. The board is required to safe-keep the accounts of the preceding paragraphs hereof for seven years.
5. The information contained on a data carrier, excluding the balance sheet and statement of income and expenditure, can be transferred to and kept on a different data carrier, provided that the transfer happens with correct and full display of this information, and this information shall be kept for the full safe-keeping period and can be made readable within a reasonable amount of time.

## Article 11

### Regulations

1. The board is authorized to draw up internal rules, that to the judgement of the board need (further) regulations.
2. The regulations shall not breach the law or these statutes.
3. The board is authorized to modify or terminate the regulations.
4. On the determination, modification, or termination of the regulations the provisions in article 12 paragraph 1 applies.

## Article 12

### Amending the articles of association

1. The board is authorized to change these articles of association. A decision for amendment of the articles of association must be taken with unanimity in a meeting where all board members are present or represented.

2. The amendment will under the penalty of nullity, be drawn up by a notarial deed.
3. The board members are required to make a certified copy of the modifications and the amended articles of association available at the office of the companies register.

#### Article 13

##### Dissolution and liquidation

1. The board is authorized to dissolve the foundation.
2. A decision for dissolution must be taken with unanimity in a meeting where all board members are present or represented.
3. When the board decides on dissolution, the destination of any liquidation proceeds must be determined. In other cases of dissolution, the destination of any liquidation proceeds will be determined by the liquidators.

The proceeds of liquidation must be spent on a charity (ANBI) with a similar purpose or on a foreign institution that exclusively or virtually is a charity and has a similar purpose.

4. After dissolution the board members will take care of liquidation, unless the decision for dissolution has appointed other liquidators.
5. After dissolution the accounts and documents from the dissolved foundation will be retained for the period prescribed by law at a person appointed by the liquidators.

#### Article 14

##### Choice of law

Dutch law applies to this deed.

#### Article 15

##### Final provisions

1. In all cases where both the law and these statutes are not foreseen, the board decides.
2. In these statutes, in writing is covered by any transferred message by conventional communication channels of which writing can be shown.

##### Final declaration

Finally, the appeared persons declare that with the establishing of this foundation:

1. The first financial year of the foundation will end December 31<sup>st</sup>, 2019.
2. The board exists of three members;
3. Initially the board members, in the role behind their name:
  - a. Mr. N. Hegel, aforementioned, fulfills the function chairman;
  - b. Mrs. L.R. Mustafazade, aforementioned, fulfills the function of secretary;
  - c. Mr. Ilia Krassimirov Barboutev, living at 2595 GA Den Haag, Koningin Marialaan1528, born in Plovdiv (Bulgaria) on March nineteen nineteen hundred eighty (Passport number: 382800845), unmarried and no registered partner, fulfills the function of treasurer.

We have taken note in Den Haag at the date mentioned in the head of this statute. The appeared persons, that are known to me the notary, declared that they have received prior to executing the deed, a draft deed and are aware of the contents.

For executing this deed, I the notary have communicated the business content of the deed and have given an explanation of this to the appeared persons.

The appeared persons declared to have taken note of the contents of the deed and with a limited reading accept the conditions.

Directly after limited reading the deed has been signed by the appeared persons and me the notary Mr. S. E. Houdijk

**Business extract Mine Mark Foundation (English translation)**

**KvK-number:** 72633573

**Legal entity**

RSIN 859192058

Legal form Foundation

Statutory name Mine Mark Stichting

Statutory seat Den Haag

Date deed of foundation 20-09-2018

Registration trade register 21-09-2018

Activities 94997 – other lobbying

Description Educating children in crisis areas to recognize and avoid landmines and other dangerous and usually explosive objects

Visitor adres Nieuwe Molstraat 6C 2512BK 's-Gravenhage

Website [www.minemark.org](http://www.minemark.org)

**Board**

**Titel** **Chairman**

Name Hegel, Nils

Birth Date and place 18-09-1986, Wriezen (German democratic republic)

Entry Date 20-09-2018 (registration date: 21-09-2018)

Authority shared authority (with other board members, see statutes)

**Title** **Secretary**

Name van der Kolk- Mustafazade, Lala Rizvan

Birth Date and place 04-10-1987, Bakoe (Sovjet-Union)

Entry Date 20-09-2018 (registration date: 21-09-2018)

Authority shared authority (with other board members, see statutes)

**Title** **Treasurer**

Name Barboutev, Ilia Krassirmirov

Birth Date and place 19-03-1989, Plovdiv (Bulgaria)

Entry Date 20-09-2018 (registration date: 21-09-2018)

Authority shared authority (with other board members, see statutes)