

Articles of Association.

Definitions.

Article 1.

- "Board of Directors": the managing body of the Foundation;
- "Supervisory Board": the Foundation's Supervisory Board;
- "in writing" or "written": by letter, fax or e-mail or in the form of a message transmitted by any other generally accepted means of communication and capable of being reproduced in writing, provided that the sender's identity can be reliably verified;
- "Foundation": the legal entity governed by this Constitution.

Name and seat.

Article 2.

2.1. The name of the Foundation is: **Stichting Ecosystem Restoration Foundation**. In an international context the Foundation may use the name "Ecosystem Restoration Camps" or "ERC".

2.2. The Foundation has its seat in the municipality of Voorst, the Netherlands.

Objects.

Article 3.

3.1. The objects of the Foundation are:

- a. To contribute to a fully functional, peaceful, abundant, biologically diverse Earth through co-operative efforts for the ecological restoration of degraded lands.
- b. To work together to restore ecological functionality (natural infiltration and retention of all available rainfall and moisture, fertile organic soils and returning complete vegetative cover of trees and grasses) in designated areas and to build "Research, Training and Innovation Centers for Ecological Restoration" to engage people in inquiry into ecological restoration, to train people in existing techniques and for the innovation of new techniques for restoring degraded lands in perpetuity.
- c. We believe that all beings are equal and endowed with certain inalienable rights. We voluntarily, joyfully and with peaceful intent wish to restore basic ecological function so that all people and other living things can live in harmony.
- d. We choose to work together to restore the fundamental ecological integrity of the Earth and to train large numbers of people to do this so that methods learned can

3.2. The Foundation is a not-for-profit organization.

Means.

Article 4.

The Foundation endeavors to achieve these objects by, but not exclusively by:

- a. Creating and maintaining an online presence like a website and online social media channels in order to communicate with potential participants and sponsors of the ERC and to enable funding of the Ecosystem Restoration Cooperative initiatives.
- b. Moderate and manage the member/participation group that works on the objects of the foundation.
- c. Organize, moderate and fund Ecosystem Restoration initiatives like, for example camps.
- a. Providing an online user-driven open knowledge database enabling users worldwide to add, update and retrieve information on creating and maintaining ecosystem restoration camps themselves.

Financial resources.

Article 5.

- 5.1. The financial resources of the Foundation consist of:
 - a. subsidies, grants, gifts, donations, membership fees, payments and external funds;
 - b. contributions to project or programme funding or contributions in kind;
 - c. any other income.
- 5.2. The financial resources held by the Foundation shall not exceed the financial resources reasonably required to ensure the continuity of the planned operations in furtherance of the Foundation's objects.
- 5.3. Financial resources required to ensure the continuity of the planned operations as referred to in the preceding Paragraph shall include:
 - a. assets or asset components which the Foundation has acquired under a will or through donation, either to be maintained in real terms or otherwise, in so far as maintenance thereof is required under the will or the conditions attached to the donation;
 - b. asset components which must be maintained in so far as maintenance thereof is required in view of the Foundation's objects;
 - c. assets to be maintained and capital to be accumulated for the planned purchase of such assets, in so far as the Foundation reasonably requires such assets to further its objects.

Board of Directors: membership, appointment and termination of membership.

Article 6.

- 6.1. The Foundation shall be managed by a Board of Directors consisting of one or more natural persons, under the supervision of a Supervisory Board. The Supervisory Board shall determine the number of members of the Board of Directors. If the Board of Directors has more than one member, the Supervisory Board may appoint one of those members as Chair of the Board of Directors. In that case the Board of Directors

responsibilities of each of the members of the Board of Directors.

- 6.2. There must be no close family or similar relationships among the members of the Board of Directors, including (without limitation) marriage, registered partnership, cohabitation without being married and a relationship by consanguinity or affinity within the third degree. A relationship as referred to in this Paragraph shall constitute a ground for removal from office.
- 6.3. Membership of the Board of Directors shall be incompatible with the position of board member, founder, incorporator, shareholder, supervisor or employee of:
- a. an entity to which the Foundation grants all or part of the funds it raises, either directly or indirectly;
 - b. an entity with which the Foundation enters into juristic acts, quantifiable in monetary terms, on a structural basis.
- A legal or other entity which is associated with the Foundation, either directly or indirectly, under its Constitution or Articles shall be considered equivalent to an entity as referred to in this Paragraph. A relationship as referred to in this Paragraph shall constitute a ground for removal from office.
- 6.4. The provisions of this article 6.3 shall not apply to an entity – or an entity associated directly or indirectly with such entity under its Constitution or Articles – to which the Foundation grants funds in accordance with the objects stated in its Constitution ("recipient entity"), with the proviso that:
- the influence of a recipient entity on the appointment and the nomination for appointment of the members of the Foundation's Board of Directors must be limited to one third of the number of members of the Board of Directors;
 - not more than one third of the number of members of the Board of Directors may be persons as referred to in article 6.3.
- 6.5. The aforesaid members of the Board of Directors may not represent the Foundation, with the exception of representation by participating in acts of the Board of Directors.
- 6.6. Each relevant member of the Board of Directors must notify the Board of Directors and the Supervisory Board without delay of the existence of an incompatible relationship as referred to in article 6.2 or an incompatible position as referred to in article 6.3. The Supervisory Board shall remove the members of the Board of Directors in question from office in order to remove the incompatibility referred to in articles 6.2 and 6.3.
- 6.7. The provisions of articles 6.2 and 6.3 shall not apply if and as long as the financial statements of the Foundation and the entity in question are consolidated in accordance with the Netherlands Fund-Raising Institutions (Accounting) Guideline (*Richtlijn Verslaggeving Fondsenwervende Instellingen*).
- 6.8. If one or more members of the Board of Directors are absent or unable to act, the

remaining members of the Board of Directors or, as the case may be, the only remaining member of the Board of Directors shall be responsible for the entire management. If all the members of the Board of Directors are absent or unable to act or if the only member of the Board of Directors is absent or unable to act, the Chair of the Supervisory Board or another member of the Supervisory Board specifically designated for that purpose shall temporarily be charged with the management.

If all the members of the Board of Directors are absent or unable to act, the Supervisory Board shall provide for the Foundation's management as soon as possible by appointing a new Board of Directors.

- 6.9. The members of the Board of Directors shall be appointed and may be removed from office by the Supervisory Board.
- 6.10. Members of the Board of Directors shall be appointed for an indefinite period.
- 6.11. The members of the Board of Directors may be suspended from office by the Supervisory Board. If a member of the Board of Directors is suspended and no resolution is passed on his removal from office within three months, the suspension shall end on expiry of that period.
- 6.12. A suspended member of the Board of Directors shall remain entitled to receive his salary, where applicable, and fringe benefits during the period of his suspension.

Board of Directors: meetings and decision-making.

Article 7.

- 7.1. The meetings of the Board of Directors shall be held at such venues as the Board of Directors shall determine from time to time.
- 7.2. If the provisions of the Constitution or Standing Orders relating to the convocation and holding of meetings have not been observed, valid resolutions may nevertheless be passed on any matter arising at a meeting of the Board of Directors, on condition that all serving members of the Board of Directors are present at such meeting and the resolutions in question are passed by unanimous vote.
- 7.3. A member of the Board of Directors may be represented at a meeting by another member of the Board of Directors on presentation of a written proxy that is acceptable to the person chairing the meeting. A member of the Board of Directors may not act by proxy for more than one other member of the Board of Directors. Meetings of the Board of Directors may be held by telephone or video conferencing or by any other means of communication, on condition that each participating member of the Board of Directors can be heard by all the others in real time.
- 7.4. The Board of Directors may also pass resolutions without holding a meeting (written resolution procedure), provided that all the members of the Board of Directors are

given an opportunity to express their opinion in writing. The Secretary shall make a record of a resolution adopted in this manner, appending the replies received, which record shall be co-signed by the Chair and added to the minutes.

- 7.5. Each member of the Board of Directors has one vote. Unless this Constitution or the Standing Orders prescribe a larger majority, all resolutions of the Board of Directors shall be passed by an absolute majority of the valid votes cast.
If the votes are equally divided, the Supervisory Board shall decide.
- 7.6. In all disputes about votes and ballots not provided for by this Constitution, the decision of the Chair shall be final.
- 7.7. The convening procedure, the notice period for meetings, the rules of procedure for meetings, the method of passing resolutions and the minute-taking procedure shall be defined in Standing Orders as referred to in article article 17.

Board of Directors: duties, powers and procedures.

Article 8.

- 8.1. The Board of Directors shall have all powers not conferred by law, this Constitution or Standing Orders adopted in accordance with this Constitution upon other bodies.
- 8.2. Without prejudice to the provisions of article 8.1 the duties of the Board of Directors include the following:
- a. adopting a policy plan for the Foundation, keeping it up-to-date and presenting it to the Supervisory Board for approval. The policy plan provides an insight into the activities to be undertaken by the Foundation, its fundraising strategy and the management and allocation of the Foundation's financial resources. The Board of Directors must ensure that the fundraising costs and the management costs of the Foundation are kept in reasonable proportion to the expenditure incurred in furtherance of its objects;
 - b. preparing a budget, which must reflect the policy plan, and presenting the budget to the Supervisory Board for approval no later than in the month of November in the year preceding the financial year to which the budget relates. The Board of Directors shall adopt the budget subject to the prior approval of the Supervisory Board.
- 8.3. The Board of Directors shall, upon request or on its own initiative, furnish the Supervisory Board in a timely manner with the information needed by the Supervisory Board for the proper performance of its duties.
- 8.4. Any decisions by the Board of Directors to conclude agreements for the acquisition, disposal, encumbrance and letting of property subject to compulsory registration, shall be subject to the prior written approval of the Supervisory Board. This condition shall also apply to the power to represent the Foundation with respect to such acts. The absence of such approval may be invoked against third parties.
De Board of Directors is not authorized to decide to conclude agreements by which the Foundation binds itself as surety or guarantor or as joint and several debtor,

warrants performance by a third party or binds itself by providing security for the debt of a third party.

- 8.5. The Supervisory Board may determine that specific resolutions of the Board of Directors are subject to its approval. Such resolutions must be clearly specified and notified in writing to the Board of Directors and may be defined in the Standing Orders for the Board of Directors or in the Standing Orders for the Supervisory Board, in the latter case on condition that the Board of Directors is notified in writing of the contents of those Standing Orders.
- 8.6. The absence of the approval required under article 8.5 may not be invoked by and against third parties.
- 8.7. The Supervisory Board shall prepare Standing Orders for the Board of Directors in consultation with the Board of Directors, and may repeal and amend such Standing Orders in consultation with the Board of Directors.
- 8.8. In all other respects the Board of Directors shall determine its own procedures.

Representation.

Article 9.

- 9.1. The Board of Directors shall represent the Foundation, except as otherwise provided by law. The Foundation may also be represented by two members of the Board of Directors acting jointly.
- 9.2. Whenever a conflict of interests arises between the Foundation and a member of the Board of Directors, the Foundation shall be represented by the Chair of the Supervisory Board or by a member of the Supervisory Board specifically designated for that purpose.
- 9.3. The Board of Directors may grant power of attorney to a Director or to others to represent the Foundation, both at law and otherwise, within the terms of the power of attorney.
- 9.4. The members of the Board of Directors may not dispose of the Foundation's financial resources as if they were their own resources.

Termination of membership of the Board of Directors.

Article 10.

A member of the Board of Directors shall cease to hold office:

- if he dies;
- if he loses the right to dispose of his property;
- if he gives written notice of resignation;
- if he is removed from office by virtue of Section 298 in Book 2 of the Netherlands

- Civil Code;
- if he is removed from office by the Supervisory Board.

Affiliates.

Article 11.

- 11.1. Affiliates of the Foundation are those who satisfy the criteria set by the Board of Directors, who have applied for admission and who have been admitted as affiliates by the Board of Directors. The Board of Directors may decide not to admit an applicant.
- 11.2. The Supervisory Board may adopt Standing Orders containing more detailed provisions concerning Affiliates.

Supervisory Board. Profile. Remuneration. Appointment.

Article 12.

- 12.1. The Supervisory Board shall consist of a number of no fewer than three (3) and no more than nine (9) members, as determined by the Supervisory Board. The membership of the Supervisory Board shall reflect the Foundation's focus areas.
- 12.2. The Supervisory Board shall appoint a Chair, a Vice-Chair and a Secretary from its number.
- 12.3. The members of the Supervisory Board shall retire in accordance with a retirement roster prepared by the Supervisory Board, with the proviso that the maximum term of office shall be four years. A member of the Supervisory Board appointed to fill a casual vacancy shall retire when the person he replaces was due to retire. Retiring members of the Supervisory Board shall be eligible for reappointment for one consecutive term only.
- 12.4. A member of the Supervisory Board must meet at least the following general requirements:
 - a. he must subscribe to the objects of the Foundation;
 - b. he must be able to assess the main policy lines;
 - c. he must be able to promote the Foundation's mission and vision;
 - d. he must be able to translate internal and external developments into strategic policy plans for the Foundation;
 - e. he must have proven management skills;
 - f. he must have an understanding of social and governance relations.
- 12.5. Any vacancy or vacancies arising on the Supervisory Board shall be filled by the remaining members of the Supervisory Board by a majority of seventy-five per cent of the votes (or by the only remaining member of the Supervisory Board) as soon as possible from the date on which the vacancy or vacancies arise(s), by appointing one

or several successors.

12.6. A member of the Supervisory Board shall cease to hold office:

- if he retires by rotation;
- if he dies;
- if he loses the right to dispose of his property;
- if he gives written notice of resignation;
- if he is removed from office by the Supervisory Board.

A member of the Supervisory Board may be removed from office only by a majority of two thirds of the votes cast at a meeting of the Supervisory Board at which all members less one are present or represented. If this quorum requirement is not met, a second meeting shall be held at which the resolution may be passed by the same majority regardless of the number of members present.

If, for any reason, one or more members of the Supervisory Board are absent, the remaining members of the Supervisory Board or the only remaining member of the Supervisory Board shall nevertheless be a legally constituted Supervisory Board.

12.7. The members of the Supervisory Board shall receive no direct or indirect remuneration for their services to the Foundation. The term 'remuneration' shall not include:

- a. a reasonable reimbursement for expenses incurred on behalf of the Foundation;
- b. a reasonable attendance fee per Supervisory Board meeting.

Supervisory Board: meetings and decision-making.

Article 13.

13.1. The meetings of the Supervisory Board shall be held at such venues as the Supervisory Board shall determine from time to time.

The Supervisory Board shall meet at least twice a year. The Chair may also convene a meeting whenever he deems such to be necessary. The Chair shall also be required to convene a meeting at the request of the Board of Directors or of two members of the Supervisory Board, which request must specify the business to be considered. If the Chair fails to comply with such a request in such a way that the meeting can be held within three weeks of the request, those requesting the meeting shall be entitled to convene a meeting themselves, with due regard for the required formalities.

The Chair of the Supervisory Board may use the Foundation's facilities for the purpose of convening meetings.

13.2. If the provisions of the Constitution relating to the convocation and holding of

meetings have not been observed, valid resolutions may nevertheless be passed on any matter arising at a meeting of the Supervisory Board, on condition that all serving members of the Supervisory Board are present at such meeting and the resolutions in question are passed by unanimous vote.

- 13.3. A member of the Supervisory Board may be represented at a meeting by another member of the Supervisory Board on presentation of a written proxy that is acceptable to the person chairing the meeting. A member of the Supervisory Board may not act by proxy for more than one other member of the Supervisory Board. Meetings of the Supervisory Board may be held by telephone or video conferencing or by any other means of communication, on condition that each participating member can be heard by all the others in real time.
- 13.4. The Supervisory Board may also pass resolutions without holding a meeting (written resolution procedure), provided that all the members of the Supervisory Board are given an opportunity to express their opinion in writing. The Secretary shall make a record of a resolution adopted in this manner, appending the replies received, which record shall be co-signed by the Chair and added to the minutes.
- 13.5. Each member of the Supervisory Board shall have one vote. Unless this Constitution or the Standing Orders prescribe a larger majority, all resolutions of the Supervisory Board shall be passed by an absolute majority of the valid votes cast. If the votes are equally divided, the Chair shall decide.
- 13.6. In all disputes about votes and ballots not provided for by this Constitution, the decision of the person chairing the meeting in question shall be final.
- 13.7. The convening procedure, the notice period for meetings, the rules of procedure for meetings, the method of passing resolutions and the minute-taking procedure shall be defined in Standing Orders as referred to in article 17. The members of the Board of Directors shall be required to attend the meetings of the Supervisory Board, unless the Supervisory Board decides otherwise in individual cases.

Supervisory Board: duties and powers.

Article 14.

- 14.1. The Supervisory Board shall be charged with the supervision of the day-to-day affairs of the Foundation and of the policies pursued by the Board of Directors and the management of the Foundation. The Supervisory Board shall assist the Board of Directors by providing advice.
- 14.2. The The supervisory task of the Supervisory Board includes the supervision of:
- a. the achievement of the Foundation's objects;
 - b. the strategy and risks associated with the Foundation's activities;
 - c. the financial reporting process; and

- d. compliance with laws and regulations.
- 14.3. The following powers are reserved to the Supervisory Board, to the exclusion of any other persons and bodies of the Foundation:
- a. the assessment of resolutions of the Board of Directors that are subject to the approval of the Supervisory Board, whether pursuant to the Standing Orders for the Board of Directors or otherwise;
 - b. the approval of annual plans;
 - c. the approval of the financial statements, the annual report and the budget;
 - d. the adoption of the Standing Orders for the Board of Directors in consultation with the Board of Directors.
- 14.4. The Supervisory Board shall have access to the Foundation's accounting and other records as far as necessary for the proper performance of its duties.

Financial year, financial statements and annual report.

Article 15.

- 15.1. The financial year of the Foundation coincides with the calendar year.
- 15.2. The Board of Directors shall be required to keep such records of the Foundation's financial position that the Foundation's rights and liabilities can be ascertained at any time. The records must also clearly specify:
- a. the nature and amount of any expenses to be reimbursed and any expense allowances and attendance fees to be paid to individual members of the Supervisory Board;
 - b. the nature and amount of the costs incurred by the Foundation on fundraising activities and on managing the Foundation, as well as the nature and amount of any other expenditure incurred by the Foundation;
 - c. the nature and amount of the Foundation's income;
 - d. the nature and amount of the Foundation's assets.
- 15.3. Within six months of the end of each financial year, the Board of Directors shall prepare an annual report on the affairs of the Foundation and the policies pursued. In addition, the Board of Directors shall submit the financial statements with notes, the auditor's report and the annual report to the Supervisory Board for approval. The Board of Directors shall adopt the financial statements subject to the prior approval of the Supervisory Board.
- 15.4. The Supervisory Board shall examine the documents referred to in the second sentence of article 15.3 and report on its findings to the Board of Directors.
- 15.5. The Board of Directors shall be required to furnish the Supervisory Board and the *registeraccountant* with all the information they need, to allow them to inspect the cash position and assets of the Foundation upon request, and to make the books,

records and other data carriers of the Foundation available for inspection.

- 15.6. The Board of Directors shall retain the documents referred to in article 15.3 for a period of seven years.
- 15.7. Apart from the adoption of the financial statements referred to in the second sentence of article 15.3, the Supervisory Board may pass resolution to discharge the Board of Directors from liability for their management in the financial year in question, as far as can be concluded from the financial statements.

Committees.

Article 16.

- 16.1. The Board of Directors may appoint one or more committees from among its own members, whose duties and powers shall be set out in Standing Orders.
- 16.2. The Supervisory Board may appoint one or more committees from among its own members, whose duties and powers shall be set out in Standing Orders.

Standing Orders.

Article 17.

- 17.1. The Supervisory Board may adopt one or more sets of standing orders to provide for matters not covered by this Constitution and shall adopt Standing Orders for the Board of Directors in accordance with the provisions of article 8.7 as well as Standing Orders regulating its own procedures.
- 17.2. The Standing Orders must not conflict with the law or this Constitution.
- 17.3. The Supervisory Board shall be entitled to amend Standing Orders. The Standing Orders for the Board of Directors may be amended in accordance with the provisions of article 8.7, in consultation with the Board of Directors.
- 17.4. The provisions of articles 18.1 and 18.2 shall apply by analogy to the adoption and repeal of and amendments to the Standing Orders.

Amendments to the Constitution.

Article 18.

- 18.1. The Supervisory Board may amend this Constitution subject to prior consultation with the Board of Directors.
- A resolution to that effect must be passed by an absolute majority of the votes cast at a Supervisory Board meeting at which at least two thirds of all the members of the Supervisory Board are present or represented.
- 18.2. If the quorum requirement of two thirds of the members of the Supervisory Board is

not met at a meeting at which a resolution as referred to in article 18.1 is considered, a second meeting shall be convened, to be held no sooner than seven days and no later than twenty-one days after the first meeting, at which second meeting the resolution in question may be passed by an absolute majority of the votes cast regardless of the number of members present or represented.

- 18.3. Each member of the Supervisory Board and each member of the Board of Directors may arrange for the notarial deed of amendment to be executed.

Dissolution, liquidation and winding-up.

Article 19.

- 19.1. The Foundation may be dissolved by a resolution passed by the Supervisory Board.
- 19.2. The provisions of articles 18.1 and 18.2 shall apply by analogy to the approval by the Supervisory Board of a resolution to dissolve the Foundation.
- 19.3. After its dissolution the Foundation shall continue to exist in so far as this is necessary for the liquidation of its assets. The words "in liquidatie" (in liquidation) must be added to the Foundation's name in documents and notices issued by the Foundation. During the winding-up and liquidation period, this Constitution shall remain in force as far as possible.
- 19.4. The Board of Directors shall act as liquidator of the assets of the dissolved Foundation, except as otherwise provided by the Supervisory Board.
- 19.5. The provisions of this Constitution relating to the appointment, suspension, removal from office and supervision of members of the Board of Directors shall apply by analogy to the liquidators. A liquidator shall have the same powers, duties and liability as a member of the Board of Directors, to the extent that these are compatible with his task as liquidator.
Otherwise, the provisions of Sections 23 and 24 in Book 2 of the Netherlands Civil Code shall apply.
- 19.6. The resolution to dissolve the Foundation shall also stipulate how any surplus on winding up is to be appropriated. Such surplus shall be appropriated to causes similar as far as possible to the objects of the Foundation, with the proviso that it must be donated to an organization as defined in Section 5b of the General Taxation Act (*Algemene wet inzake rijksbelastingen*) regulation.
- 19.7. Once the liquidation is complete, the books, records and other data carriers shall, for a period of seven years, remain in the custody of the person appointed to that end by the Supervisory Board .

END OF THE CONSTITUTION.

Final declarations.

In conclusion, the person appearing declared:

1. that the first Board of Directors will consist Marieke Karszen
2. that the first members of the Foundation's Supervisory board are

- b. Francois Dekeuleneer
- 2. that the proceedings at the aforesaid Board meeting are evident from the above-mentioned extract from the minutes.

