

**ARTICLES OF ASSOCIATION OF  
STICHTING INDEPENDENT FORENSIC TEAM**

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(informal translation)

having its seat in Amsterdam, as these read after the execution of the deed of incorporation executed on 6 October 2011 before P.H.N. Quist, civil-law notary in Amsterdam.

The foundation is registered in the trade register under number 53706633.

**Name and seat**

**Article 1.**

- 1.1. The name of the foundation is: Stichting Independent Forensic Team.
- 1.2. The foundation has its seat in Amsterdam.

**Object and resources**

**Article 2.**

- 2.1. The object of the foundation is:
  - a. to promote independent forensic research in order to contribute to solving crimes committed around the world;
  - b. to undertake all that is connected to the foregoing or in furtherance thereof, all in the widest sense of the words.
- 2.2. Among other ways, it tries to realize this object by applying funds to institutions which are engaging activities in the field of independent forensic research.
- 2.3. The foundation does not aim at making profit.

**Management**

**Article 3.**

- 3.1. The foundation shall be managed by a board, consisting of a number to be determined by the board of at least one (1) board member.
- 3.2. The board shall appoint members such by resolution adopted by at least two-thirds of the votes validly cast at the meeting at a meeting in which all members are present or represented.

If one or more vacancies arise in the board, the board shall continue to constitute a competent body, without prejudice to the obligation to fill the vacancy/vacancies as soon as possible.
- 3.3. A board member shall be appointed for an indefinite period of time.

- 3.4. The membership of the board shall end:
- by resignation;
  - by death;
  - by placement under tutelage;
  - by dismissal ordered by the Court, as well as, if the board consists of more than three members, by dismissal by board resolution adopted unanimously by all board members in position, the person involved excluded.
- 3.5. The board shall be authorised to resolve to enter into any agreement concerning the acquisition, alienation or encumbrance of registered goods and to enter into any agreement under which the foundation undertakes to provide surety or to commit itself as joint and several debtor, to warrant performance by a third party or to provide security for the debt of a third party.
- 3.6. If the board shall consist of more than one board member, the board shall elect from their midst a chairman, a secretary and a treasurer.
- The positions of secretary and treasurer may be filled by one and the same person.

#### **Board meetings**

##### **Article 4.**

- 4.1. The board shall meet at least once a year and furthermore as often as a board member deems necessary.
- 4.2. The annual meeting shall take place within six months after the end of the financial year.
- 4.3. The agenda of the annual meeting shall contain at least the following items to be discussed:
- a. the written annual report for the past financial year;
  - b. the adoption of the annual accounts for the past financial year;
  - c. the granting of discharge to the board members.

##### **Article 5.**

- 5.1. Meetings of the board shall be convened by or on behalf of the secretary in writing, including all forms of transmission of written material, stating the items to be discussed, and shall be sent at the latest on the seventh day before the day of the meeting to be held.
- In case of urgency this term may be shortened to three days.
- 5.2. If a meeting is not convened with due observance of the applicable term, or any

item to be discussed is not stated in the convocation, the meeting cannot adopt any valid resolution on such item to be discussed, unless it is adopted unanimously at a meeting at which all board members are present or represented.

- 5.3. A unanimous written statement, including all forms of transmission of written material, of the joint board members in position has the same force of law as a resolution adopted unanimously at a meeting at which all board members in position are present or represented.
- 5.4. Each board member shall be entitled to cast one vote.
- 5.5. At each meeting, board members may have themselves represented by another board member by written proxy.
- 5.6. Valid resolutions shall be adopted by absolute majority (more than half of the votes) of the votes validly cast, unless these articles prescribe a larger majority.
- 5.7. Blank votes and invalid votes shall count as not having been cast.
- 5.8. If the votes are tied, the proposal shall be regarded to have been rejected.

### **Representation**

#### **Article 6.**

- 6.1. The board shall represent the foundation, to the extent not otherwise provided for by law.
- 6.2. The authority to represent the foundation shall be given to two members of the board acting jointly.
- 6.3. The board may grant a board member and/or one or more third parties (non)continuous power(s) of attorney to represent the foundation.  
Granting any power of attorney and its restrictions shall be recorded in writing.

### **Supervisory board**

#### **Article 7.**

- 7.1. The foundation shall install a supervisory board. The duties of the supervisory board shall be the supervision of the conduct of management by the foundation's board and of the general course of affairs of the foundation as well as to perform the task and duties attributed to or assigned to the supervisory board under these articles of association. The supervisory board may also at its own discretion make suggestion to the board regarding certain areas of work, activities as well as regarding the policy or communication of the foundation.
- 7.2. The supervisory board shall consist of a number to be determined by the

supervisory board of at least three (3) board members.

- 7.3. Members of the supervisory board shall be appointed by the supervisory board from a nomination to be drawn up by the board. If the supervisory board does not want to appoint the nominee, the supervisory board shall inform the board in writing with reasons stated, after which the board shall draw up a new nomination, and so on.
- 7.4. Members of the supervisory board shall be dismissed by the supervisory board, after the board has been given the opportunity to cast its advisory vote with regard to the dismissal. Vacancies should be filled as soon as possible.
- 7.5. A member of the supervisory board shall be appointed for an indefinite period of time.
- 7.6. If one or more vacancies arise in the supervisory board, the supervisory board shall continue to constitute a competent body.
- 7.7. The members of the supervisory board shall not receive remuneration, but are entitled to be compensated for expenses incurred by them in the performance of their duties.
- 7.8. The board shall elect from their midst a chairman, a secretary and a delegated member of the supervisory board who shall be particularly responsible for maintaining regular contact with the board. The delegated board member may also fill the position of chairman or secretary.
- 7.9. Members of the supervisory board can not form part of the board.
- 7.10. The membership of the board shall end:
  - by resignation;
  - by death;
  - by placement under tutelage;
  - by dismissal by the supervisory board;
  - by amendment to the articles of association if this implies that the supervisory board shall cease to exist.

A supervisory board resolution as referred to in this article 7.10 may only be adopted by unanimous vote in a supervisory board meeting in which all supervisory board members in position are present or represented, the person involved excluded, provided that a resolution to amend the articles of association as mentioned above does not require the consent or approval of the supervisory

board.

### **Combined meeting of the board and the supervisory board**

#### **Article 8.**

- 8.1. At least twice a year, the board and the supervisory board shall gather in a combined meeting to discuss the general lines of policy conducted by the foundation and the policy to be conducted by the foundation.
- 8.2. To convene a combined meeting the board and supervisory board are equally authorized.
- 8.3. The meeting shall be presided by the chairman of the supervisory board and, in case of this person being absent or prevented from acting, by a person to be designated by the members present of the board and supervisory board.

### **Financial year**

#### **Article 9.**

The financial year of the foundation corresponds with the calendar year.

### **Financial audit, rendering account**

#### **Article 10.**

- 10.1. The board is obliged to maintain records of the capital position of the foundation and of anything regarding the activities thereof, in accordance with the requirements arising from these activities, and to keep the relevant books, records and any other medium carrying data in such a manner that the rights and obligations of the foundation can be retrieved at any time.
- 10.2. Within six months following the close of each financial year, under the responsibility of the treasurer, a balance sheet plus explanatory notes shall be drawn up and put down in writing, which documents are also referred to as the 'annual accounts' in these articles.
- 10.3. If the board so desires, the annual accounts shall be audited by an expert, to be designated by the board, who may inspect the books of the foundation.  
The designated expert shall inform the board in writing on his findings.
- 10.4. The annual accounts shall be adopted by the board, after the supervisory board has granted the board approval thereto.  
After the proposal to adopt the annual accounts has been dealt with, the proposal will be made to the board to discharge, in connection with the annual accounts and all that has been said in relation thereto in the board meeting, the board members in

respect of their conduct of management during the relevant financial year.

**Amendment to the articles, merger, demerger and dissolution**

**Article 11.**

11.1. The board shall be authorised to amend the articles of the foundation, to enter into a legal merger or demerger, or to dissolve the foundation.

Amendment to the articles, merger, demerger or dissolution of the foundation requires a board resolution, adopted by a majority of at least two-thirds (2/3) of the votes validly cast at a meeting at which all board members are present or represented, and requires the prior written approval of the supervisory board.

Before a resolution to amend the articles of association may be adopted, the supervisory board shall be allowed to express its opinion about that.

Should not all board members be present or represented at such a meeting, than a second meeting shall be held no sooner than three weeks and no later than three months, which meeting may resolve in a legally valid way on the proposal to amend the articles, to merge, to demerge or to dissolve the foundation, irrespective of the number of board members present or represented, provided such is done by at least two-thirds (2/3) of the votes validly cast.

The notice calling a new meeting mentions that, and the reason why a resolution can be taken, regardless the number of board members present or represented.

11.2. Amendment to the articles, merger, demerger or dissolution shall be realized by notarial deed under penalty of nullity.

Each board member shall be authorised to have executed a deed of amendment to the articles.

11.3. The board members are obliged to inform the Trade Register of any relevant change.

11.4. Liquidation shall be effected by the board unless the board appoints one or more other liquidators.

11.5. In the event of dissolution, the board shall determine the allocation of the balance after the liquidation of the foundation such in consultation with any party granting subsidy.

The allocation shall be made as much as possible to one or more institutions incorporated under civil law that essentially have the same or related objects.

11.6. The foundation shall continue to exist after its dissolution, if and to the extent

necessary for the liquidation of its affairs.

- 11.7. The present articles shall remain effective, to the extent possible, during the liquidation.
- 11.8. After the liquidation has been completed, the books, records and other data carriers of the dissolved foundation shall remain in the possession of a person to be appointed by the board for that purpose for the period of time provided by law.

**Unforeseen circumstances**

**Article 12.**

The board shall decide on any case for which the law and these articles do not provide.

**Transitional clause Supervisory Board**

**Article 13.**

In deviation of the provisions of article 7, a supervisory board has not been established upon incorporation. The provisions in these articles of association regarding the supervisory board will take effect as soon as the supervisory board has been installed, by appointment of the members of the supervisory board by a resolution of the board.

Until that moment the authorities conferred to the supervisory board as mentioned in these articles of association will not apply.

**Final Clause**

**Article 14.**

The first financial year of the foundation shall end on the thirty-first of December two thousand and twelve.

This article, together with its heading, shall expire after the first financial year.