

Statute

Article 1.

Name, domicile

1.1 The foundation is called: Stichting Older Women's Network, Europe (OWN-Eu).

1.2 The foundation is registered in Nijmegen.

Article 2

Objective and endowment

2.1 The foundation has as its objective:

- (a) to work with and through NGOs, the public and independent (private) sectors to improve the lives of older women by influencing policy development and change at European, national and local level;
- (b) to do all that can be connected directly and indirectly, or that can be beneficial to these aims.

2.2 The foundation will achieve its objective by:

- (a) promoting networking in order to share the knowledge, skills and experiences of older women across Europe;
- (b) challenging the negative stereotypes of age, gender, race, disability, sexuality and faith/religion/belief;
- (c) affirming the rights and capacity of older women, through self-help, social groups and political activity, to contribute to policy development at local, national and international levels;
- (d) working across cultures and generations recognising that age is a life course issue
- (e) working with the EU and its institutions to mainstream gender and age across all aspects of policy;
- (f) working with researchers across the Europe and internationally to provide the evidence base to inform policy.

2.3 The foundation does not aim to make a profit.

Article 3

Board, composition, appointment, suspension, dismissal, hindrance and non-appearance

3.1 The board consists of at least three and up to nine individuals.

The board shall determine the number of board members in accordance with the first sentence of this article, at a board meeting in which all members of the board are present or represented. This will be done by unanimous vote.

3.2 The board (with the exception of the first board, the members of which are directly appointed to board positions) chooses from its members a chairwoman, a secretary and a treasurer.

3.3 Board members (with the exception of the first board members, who are appointed by this deed) will be appointed by the board.

3.4 Board members are appointed for a maximum period of three years. Board members resign regularly according to a resignation rota to be drawn up by the board. A board member resigning according the resignation rota can be directly reappointed. A board member appointed to an interim vacancy occupies the place of his or her predecessor on the resignation rota.

3.5 A member of the board can be suspended and dismissed at any time by the other members of the board. In the case of suspension, retention or the lifting of the suspension or dismissal the board decides with a majority of at least two thirds of the number of votes.

3.6 The suspension of a board member lapses, if the board is unable within a period of three months after the commencement of the suspension to decide on dismissal, on cancellation or maintenance of the suspension. A suspension can be maintained once for a maximum of three months, commencing on the date on which the decision to maintain the suspension was taken.

3.7 A board member ceases in function furthermore:

- (a) through her death;
- (b) by losing the free disposal of her assets under applicable law;
- (c) by her curator ship;
- (d) by her written (voluntary) resignation;
- (e) by her dismissal by the court;
- (f) by her dismissal by the remaining board members unanimously;
- (g) by resignation according the resignation rota;
- (h) by suspension of payment.

3.8 When a vacancy or vacancies arise in the board, the remaining board members will unanimously (or if she is the only remaining board member) within two months of the vacancy in question arising ensure the appointment of one or more new board members. A non-complete board retains its powers.

3.9 In the event of the non-appearance or hindrance of one or more board members, this not being all board members or the only (remaining) board member, the remaining board member, or the remaining board members will deputise for the full board.

In the event of the non-appearance or hindrance of all board members of he only (remaining) board member, the board will be temporarily taken over by a person who is or will be appointed to do so by the president of the court of the district in which the foundation has its domicile, at the request of one or more interested parties.

3.10 The members of the board do not receive remuneration for their work as

board members. They do have the right to reimbursement of the costs they incur in the exercise of their function.

Article 4

Powers of the board

4.1 The Board shall be charged with the management of the Foundation.

4.2 The Board shall not be authorised to conclude agreements to acquire, alienate or encumber registered goods.

4.3 The Board shall be authorised to resolve to enter into agreements pursuant to which the Foundation binds itself as a guarantor or severally liable co-debtor, guarantees performance for a third party or binds itself as a security for a debt of another, provided that the resolution is adopted unanimously by all members of the Board who have the right to vote.

4.4 Testamentary dispositions may only be accepted under the benefit of inventory.

4.5 The Board shall be authorised to see the advice of external experts or advisers.

Article 5

Representation

5.1 The Board shall represent the Foundation, unless the law provides otherwise.

5.2 The power of representation shall also accrue to each member of the Board separately.

5.3 The Board may resolve to grant a power of attorney to one or more third parties, to represent the Foundation within the limits of that power of attorney.

Article 6

Board meetings

6.1 The Board meetings shall be held in the municipality where the Foundation has its registered seat, or at the place specified in the convening notice.

6.2 Without prejudice of article 8 paragraph 2, meetings of the Board shall be furthermore held as often as the chairwoman or one of the other members of the Board considers this to be advisable.

6.3 The convening notice of the meeting shall be sent to the members of the Board who are entitled to vote, at least thirty days prior to the date of the meeting, not counting the day of the convocation and the day of the meeting, by means of convening notices in the form of letters.

6.4 The convening notices shall in addition to the place, date and time of the meeting, also mention the issues to be discussed at the meeting.

6.5 The members of the Board who are not suspended shall have the right to attend the Board meetings.

A suspended member of the Board shall have access to the Board meeting in which the resolution to suspend the relevant member of the Board or to lift or maintain that suspension will be brought up for discussion, and shall have the right to address the meeting in respect thereof.

6.6 A member of the Board who is entitled to vote may have herself represented at the meeting in writing by another member of the Board who is entitled to vote.

A member of the Board may only represent one co-member of the Board at the meeting.

6.7 The meetings shall be chaired by the chair; at her absence those present shall themselves appoint a chair for the meeting.

6.8 The chair of the meeting shall determine the manner in which the votes shall be held at the meetings, on the understanding that if one or more members of the Board require the same, votes concerning persons shall be held in writing.

6.9 The interpretation expressed by the chair of the meeting at the meeting regarding the result of a vote shall be decisive.

The same applies in respect of the contents of a resolution that has been adopted, in so far as votes were cast concerning a proposal that was not set forth in writing.

6.10 Of that which has transpired at the meetings minutes shall be kept by the Secretary or by one of the other attendants requested to do so by the chair of the meeting. The minutes shall be adopted and signed by those who at the meeting have acted as chair and secretary.

Article 7

Board resolutions

7.1 Each member of the Board shall, in so far as she has not been suspended, have the right to cast one vote.

In so far as the law or these Articles of Association prescribe no greater majority, all Board resolutions shall be adopted with the absolute majority of the valid votes cast. Blank votes shall be considered to have not been cast.

7.2 The Board may only adopt valid resolutions at the meeting if the majority of the members of the Board entitled to vote are present or represented at the meeting.

7.3 As long as in a Board meeting all members of the Board entitled to vote are present, valid resolutions may be adopted regarding all issues brought up for discussion, provided that they are adopted unanimously, even though the conditions set by the Articles of Association for convening and holding meetings have not been observed.

7.4 The Board may also adopt resolutions outside a meeting, provided that all members of the Board entitled to vote have been given the opportunity to state their opinion in writing.

In these articles of association, communications “in writing” also include communications by any means of communication or telecommunication capable of transmitting written text whether or not by any means of telecommunication.

For the purposes of the application of the provisions set forth in these articles of association, the requirement “in writing” or “written” shall also be met if the notification, communication, decision-making, power of attorney, vote or request has been electronically recorded. If pursuant to the law or these articles of association specific documents and/or communications and/or copies thereof have to be made available for inspection, the Company may also do that by making these documents and/or communications available for inspection and for download on its Internet site.

The Secretary shall draw up a report of any resolution thus adopted, including the comments and answers that have been received, which after co-signing by the chair will be added to the minutes.

Article 8

Financial year and financial statements

8.1 The financial year of the Foundation shall be equal to the calendar year.

8.2 The Treasurer shall as per the last day of the financial year close the books of the Foundation and shall draw up from that as soon as possible, but within five months after the end of the financial year at the latest, a balance sheet and a state of income and expenditure regarding the expired financial year.

The Treasurer shall send these documents to all members of the Board before the end of the period referred to in the preceding sentence.

These documents shall be adopted by the Board at a meeting to be held within six months after the financial year, and shall by way of proof thereof be signed by all members of the Board.

8.3 The Board may before proceeding with the adoption of the balance sheet and state of income and expenditure have these documents audited by certified public accountant designated by it.

This certified public accountant shall report his findings to the Board and shall, if he is authorised to do that, issue a statement in respect thereof.

Article 9.

Amendment to the articles of association

9.1 The board shall be authorised to amend these articles of association. The resolution to do so must be passed in a board meeting convened for this purpose in which all members of the board authorized to vote are present or being represented, by at least four fifth of the number of votes.

9.2 If in a meeting as referred to in paragraph 1 not all members of the Board entitled to vote are present or represented, a second meeting shall be convened, to be held within one month after the first meeting, in which irrespective of the number of members of the Board entitled to vote that are present or represented a resolution to amend the Articles of Association may be adopted, provided that the resolution is adopted with a majority of four fifth of the votes that may be cast by those attending that meeting.

The convening notice of the aforementioned second meeting shall have to contain the notification that it regards a second meeting as referred to hereinbefore.

9.3 The amendment shall on pain of nullity be effected by means of a notarial deed.

9.4 Each member of the Board shall individually be authorised to execute the relevant deed.

Article 10

Dissolution and liquidation

10.1 The Board shall be authorised to dissolve the Foundation. The provisions set forth in Article 9 paragraph 1 and 2 hereof shall be applicable mutatis mutandis to the resolution to be adopted in that respect.

10.2 The Foundation shall after its dissolution continue to exist in so far as this is necessary for the liquidation of its capital.

10.3 In case of dissolution of the Foundation the liquidation shall be effected by the Board.

10.4 During the liquidation the provisions of these Articles of Association shall remain in force and effect as much as possible.

10.5 Any positive balance that is left after the liquidation shall be paid out in the manner as determined by the liquidators.

10.6 After the liquidation, the books, records and other data carriers of the dissolved Foundation shall during seven years be kept in the custody of a person to be designated by the liquidators.

Article 11

Bylaws

11.1 The Board shall be authorised to adopt Bylaws, in which the issues are arranged that in the opinion of the Board or for reasons in these Articles of Association require (further) arrangement.

11.2 The Bylaws may not be in conflict with the law or with these Articles of Association.

11.3 The Board shall at all times be authorised to amend or cancel the Bylaws.

11.4 The provisions set forth in Article 9 paragraph 1 and 2 shall apply to the adoption, amendment and cancellation of the Bylaws.

Article 12

Final provision

In all cases in which both the law and these Articles of Association do not provide, the Board shall decide.

The original document is in Dutch