

**INCORPORATION**

ER/LCK/15772/3

**THE INTERNATIONAL LA STRADA ASSOCIATION**

This day, the twenty-sixth of October two thousand and four, appeared before me, mr. Laurina Christina Klein, civil law notary in Amsterdam:

Ms. mr. Tanya Elvira Daisy Hicks, office address Prinses Irenestraat 43, 1077 WV Amsterdam, born in Amsterdam on the twenty-sixth of November nineteen hundred and seventy-two, acting as authorized representative for:

1. the legal entity in accordance with Polish law **Fundacja Przeciwno Handlowi Kobietami La Strada**, registered in Warsaw (Poland), with office premises at ul. Piekna 43 Warsaw;
2. the legal entity in accordance with Ukrainian law **International Women's Right Center La Strada-Ukraine**, registered in Kiev, with office premises at 44 B Khmelnytskoho Street, Kiev, Ukraine;
3. the legal entity in accordance with Bulgarian law **"Animus Association" Foundation**, registered in Sofia, Bulgaria, with office premises at 85 Ekzarh Jossif Street Sofia, Bulgaria;
4. the foundation: **Stichting tegen Vrouwenhandel (STV)**, registered in Utrecht, with office premises at Johan van Oldebarneveltlaan 34-36, 3818 HB Amersfoort, [the Netherlands], listed in the Trade Register under number 41182114.

The proxy relating to the above appears from the documents attached.

The party acting as stated, declared that the above-mentioned legal entities with as co-founders:

- a. La Strada Ceska Republika, o.p.s., Prague, Czech Republic;
- b. Zensko Lobi i akcija Protiv Nasilstvoto i trgovija so Zeni- Otvorena

- Porta- Skopje, Skopje, R. Macedonia;
- c. Fondacija La Strada Bosna i Hercegovina, Mostar Bulevar Revolucije 35;
  - d. International Center for Women Rights Protection and Promotion La Strada Republic of Moldova, Chisinau;
  - e. Young Women Christian Association of Belarus, Republic of Belarus,

are founding an Association and to this end determine the following Articles of Association:

### **Name and registered office**

#### **Article 1**

1. The name of the Association shall be:  
**The International La Strada Association.**
2. The name for normal use is La Strada International (LSI).
3. The association is registered in Amsterdam, [the Netherlands].

### **Objective and means**

#### **Article 2**

1. The objective of the Association is:  
to prevent trafficking in human beings and to defend the rights of persons who have been bought or sold.
2. The Association shall endeavour to achieve this objective by, for example:
  - coordinating and facilitating the joint activities and cooperation undertaken by the members in the various countries in the context of the La Strada programme;
  - organizing informative, representational and lobbying activities for the members and for the organization;
  - generating funds for the coordinated La Strada programme and the

secretariat.

3. The Association may claim rights and enter into commitments to the account of the members.

## **Duration**

### **Article 3**

The Association shall continue to exist for an indefinite period of time.

## **Members**

### **Article 4**

1. Membership shall be restricted to non-profit making legal entities who satisfy the conditions of membership laid down by the general meeting, and who to a large degree are engaged at a national level in the field of the prevention of trafficking in human beings and who participate, or shall participate in the future, in the La Strada programme.

2. The non-profit legal entity wishing to become a member shall request to do so in writing to the secretary and submit the information stipulated by the Board (such as Articles of Association, details of the members of the Board, annual report and annual financial statements).

The general meeting shall decide whether the non-profit legal entity concerned shall be admitted as a member.

The secretary shall inform the legal entity without delay of the decision as to whether he is to be admitted as a member or not.

3. Each member shall be represented in bodies of the Association, with the exception of the Advisory Council, by a permanent representative appointed by the said member. This representative shall be an employee of the said member (preferably as coordinator of the La Strada programme) or a member of the Board of the said member.

A member shall always have the right to withdraw the appointment of a person as permanent representative and to appoint another person,

who shall satisfy the conditions stated above, as their permanent representative.

### **Termination of membership**

#### **Article 5**

1. Membership shall be terminated:
  - a. in the event that the member no longer exists;
  - b. in the event of withdrawal in writing by the member; such withdrawal may take place at any time, subject to a term of notice of six months;
  - c. in the event of cancellation on behalf of the Association; such cancellation may take place at any time and without observance of a term of notice by the General Meeting if a member has ceased to comply with the conditions of membership laid down in the Articles of Association, and also if it can no longer be reasonably required of the Association to allow membership to continue;
  - d. in the event of dismissal; such dismissal may only be declared by the General Meeting when a member acts contrary to the Articles of Association, regulations or resolutions of the Association or unfairly harms the Association.
2. The member, in respect of whom cancellation or dismissal has been declared on behalf of the Association, shall at the earliest opportunity be informed of the said decision in writing, stating the reasons.
3. The retiring member shall be bound to meet all ongoing commitments undertaken with or via the Association.

### **Commitments**

#### **Article 6**

1. Annual contributions and any other miscellaneous contributions shall be determined by the General Meeting.

The General Meeting may also resolve that on the acceptance of membership a registration fee shall be payable, the amount of which shall be determined by the General Meeting.

2. The Board shall determine in which manner and on which final date the financial commitments are to be complied with.
3. The non-profit legal entity, whose membership has taken effect, or has terminated, shall be held liable for payment of the contribution for the entire year in which the entry or termination has taken place, unless the Board shall decide otherwise.
4. The General Meeting shall be empowered to lay other commitments upon the members.

## **Structure**

### **Article 7**

1. The bodies of the Association shall be:
  - The General Meeting;
  - The Board;
  - The Advisory Council

## **The General Meeting**

### **Article 8**

1. The General Meeting is the body of the Association with the power to adopt resolutions.
2. The General Meeting shall adopt resolutions with respect to:
  - a) amendments to the Articles of Association and the dissolution of the Association;
  - b) the granting of membership and the cancellation or dismissal of membership;
  - c) the approval of the entering into agreements for the acquisition, alienation or encumbering of registered property, and of the

- entering into agreements in which the Association undertakes to act as guarantor or joint and several co-debtor, makes out a case for a third party or undertakes to act as security for the debt of a third party;
- d) determining the stipulated text of the Association's Code of Conduct;
  - e) establishing the Association's annual budget, annual reports and annual accounts;
  - f) establishing the Association's development strategy;
  - g) determining and approving the annual programme of the Association's general activities;
  - h) the election of the members of the Board
  - i) affairs bearing on the Association and its members.

## **General Meetings**

### **Article 9**

1. A General Meeting shall be held at least twice a year as follows: within six months after the close of the financial year (Annual General Meeting) and in the second half of the financial year (General Meeting to determine the budget).

2. Furthermore, a General Meeting may be convened on the decision of the chair or following a resolution adopted by the Board.

The chair shall be bound to convene a general meeting if at least as many members as together are entitled to cast one tenth of the votes in a general meeting request the Board in writing to convene such a meeting. The said members shall simultaneously present a detailed statement of the items on the agenda.

If neither the chair nor the Board responds in such manner that the said meeting can be held within four weeks, the petitioners shall be empowered to convene a meeting themselves; for this purpose they

shall consult the register of members, draw up an agenda and appoint a chair and minutes secretary for the meeting.

3. Meetings shall be presided over by the chair of the Board.

If the chair is absent or prevented from attending, the Board shall appoint one of its members to chair the meeting. Proceedings shall be conducted in accordance with the terms of clause 2 of this Article.

4. Each member shall, via his permanent representative, or a person authorized in writing to replace him, have the right to attend the general meeting and to participate in the discussions and to make proposals.
5. Each member shall have one vote, to be cast by his permanent representative or by a person authorized in writing to replace him.
6. In all cases not covered by law or by these Articles of Association or by a regulation, the General Meeting shall decide.

#### **Article 10**

1. The agenda for the Annual General Meeting shall include at least the following items:
  - a. the election of one or more members of the Board;
  - b. discussion on the annual report drawn up by the Board over developments in the Association and the policies pursued;
  - c. approval of the profit and loss account, with notes, drawn up by the Board; these documents are to be signed by all the members of the Board; if the signature of one or more of them is not placed, a note containing the reasons for the omission is to be added;
  - d. each year an auditing committee shall be appointed, consisting of at least two permanent representatives of the members, who may not be Board members;
  - e. a report on the conclusions of the auditing committee;
  - f. approval of the Association's programme for the year.

2. If an accountant's statement confirming the accuracy of the annual report and accounts is presented each year to the General Meeting, the clauses 1 d and e of Article 10 (agenda) as stated above shall cease to be applicable.
3. The agenda for the General Meeting shall be determined by the Board, taking account of the stipulations laid down in this Article.

#### **Article 11**

1. The General Meetings shall be convened through the good offices of the secretary by means of a communication in writing or by e-mail, sent to the members at least six weeks in advance, excluding both the day the notification is sent and the day of the meeting.
2. The convocation shall contain the date, time and location of the meeting concerned, and shall also include the agenda.

#### **Article 12**

1. All resolutions taken by the General Meeting shall be adopted by an absolute majority (more than half) of the valid votes cast, unless a larger majority should be stipulated in these Articles of Association.  
Invalid and unmarked votes shall be regarded as not having been cast.
2. Voting concerning persons shall take place in written notes, all other business by acclamation, unless the chair or the meeting should resolve otherwise.
3. In the event of an equal division of votes, the motion shall be rejected.  
Should no person obtain the absolute majority in the election of persons, a second ballot shall take place between the two people who together obtained the largest number of votes.  
In the event of an equal division of votes between these two persons, the decision shall be taken by drawing lots.
4. The General Meeting shall also be empowered to adopt resolutions

without meeting, if all the permanent representatives have declared in writing that they agree with the resolution and none of them has raised an objection to this manner of adopting a resolution.

5. Should fewer than two-thirds of the members be represented at a meeting in which an item as intended in Article 8, clause 2, under a, b, c and g is on the agenda, a new meeting shall be convened, to take place not sooner than six weeks and not later than twelve weeks after the first meeting. At this meeting valid resolutions may be adopted, irrespective of the number of members represented.

## **Board**

### **Article 13**

1. Management of the Association and supervision of its capital shall be in the hands of the Board. The Board shall execute the resolutions adopted by the General Meeting and shall conduct daily business in accordance with the annual budget and the annual programme as determined by the General Meeting.
2. The Board shall – after obtaining the approval of the General Meeting – be authorized to enter into agreements for the acquisition, alienation or encumbrancing of registered property, and to enter into agreements in which the Association undertakes to act as guarantor or joint and several co-debtor, to make out a case for a third party or undertakes to act as security for the debt of a third party;

### **Article 14**

1. The Board shall consist of at least three board members, who shall be permanent representatives of the members as intended in Article 4 clause 3, and may include a fourth member as external chair, who is not employed by a member or on the board of a member. The positions of chair (if this position is not fulfilled by the external Board

member) secretary and treasurer shall be allocated by the Board in consultation with its members. Two positions may be held by one person. The Board members shall be elected, suspended and dismissed by resolution adopted by the General Meeting.

2. Annually, immediately following the Annual General Meeting, at least one member of the Board shall step down in accordance with a timetable to be drawn up by the Board, in such manner that the term shall never exceed a maximum of three and a half years. Retiring Board members may be re-elected immediately for one term.
3. Newly appointed Board members shall take up their position immediately following the close of the meeting in which they have been elected and take up the place of their predecessor on the timetable for resignation. The General Meeting, may, however, determine another time of entry.
4. A Board member may retire at any time. The membership of the Board held by a Board member who is a permanent representative of a member shall terminate on the withdrawal of the appointment of the person concerned as permanent representative by the said member, and also on the termination of membership by the member whose permanent representative is the Board member concerned.
5. In the event of a vacancy on the Board a General Meeting shall be held within two months to fill the vacancy, unless the Board should decide to wait until the next following planned General Meeting before filling the vacancy. During the period wherein one or more vacancies exist the Board shall continue to be an authorized body.
6. The General Meeting shall be empowered to grant the members whose permanent representative is a member of the Board an indemnity to cover part of the time and expense that Board membership entails.

**Article 15**

1. The chair shall determine where and when a Board meeting is to take place. A Board meeting shall be convened by the chair, or on his behalf, by the secretary.
2. The chair shall determine the agenda. The chair shall be bound to include a certain item on the agenda if requested to do so by at least two Board members.
3. Valid resolutions shall be adopted by absolute majority (more than half) of the valid votes cast. Each Board member, with the exception of an external chair, shall have the right to exercise one vote. In the event of an equal division of votes an external chair shall, however, be qualified to vote.
4. The secretary or an employee of a secretariat as intended below shall record the minutes of the meeting, unless the Board should decide that a list of resolutions adopted shall suffice. The minutes or list of resolutions as the case may be shall be adopted by the Board and in evidence thereof signed by the chair and the minutes clerk of the meeting.
5. The Board shall be empowered to appoint a bureau (the secretariat) with paid employees, who shall perform the day to day tasks of the Association: the responsibility shall rest with the Board.

**Representation****Article 16**

1. The Board shall represent the Association, insofar as by law it should not be decreed otherwise.
2. Two Board members acting together shall also constitute legal representation.
3. The Board shall be authorized to grant a Board member and/or one or more employees of the secretariat and/or one or more third parties

power of attorney to represent the Association in certain matters.

The said power of attorney shall be granted in writing and the limits of the granting of the power of attorney shall be clearly defined.

### **Advisory Council**

#### **Article 17**

The General Meeting shall be empowered to establish an Advisory Council, which shall have the authority to advise the Board on request or on its own initiative. Members of the Advisory Council shall be appointed and may be dismissed by the General Meeting.

### **Accounting period**

#### **Article 18**

The financial year of the Association shall be the calendar year.

### **Amendment to the Articles of Association**

#### **Article 19**

1. These Articles of Association may be amended by resolution of the General Meeting, adopted with a majority of at least two thirds of the valid votes cast.
2. At least two weeks before the meeting a copy of the proposal, in which the proposed amendment is stated word for word, shall be placed at a suitable location for the members to consult until the close of the day on which the meeting is held.
3. The amendment shall not come into force until a deed containing it has been drawn up by a civil law notary.  
Each member of the Board shall be authorized to have the said deed executed.
4. The Board members shall be obliged to communicate each amendment of any importance to the Trade Register.

## **Dissolution**

### **Article 20**

1. The General Meeting shall be empowered to dissolve the Association.
2. Allocation of the surplus after liquidation of the Association in the event of dissolution shall be determined by the General Meeting.

### **Final provisions**

A. The first Board shall consist of the following persons:

1. Ms. Kateryna Levchenko, as Chair, and
2. Ms. Jasmina Dimiskovska, as Treasurer, and
3. Ms. Maria Elisabeth de Cock, as Secretary, and
4. Ms. Stanislava Buchowska, as Assistant Secretary.

B. The Association's first financial year shall close at year's end 2005.

I have verified the identity of the person appearing before me, civil law Notary. This deed has been executed in Amsterdam on this day.

A summary and explanation of the contents of this deed have been communicated to the person appearing before me.

The person appearing before me declared that she did not require the deed to be read aloud in its totality and that the contents had been imparted to her. She expressed her agreement with the said contents.

A summary of this deed was then read out and signed immediately by the person appearing before me and by me, civil law notary.

-----End of translation-----

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The undersigned, drs. S. van der Pols-Harris, certified translator for the English language, sworn-in by the District Court of The Hague, and registered at the District Court of Breda, the Netherlands, hereby declares

that the above translation has been effected to the best of her ability, that this translation is complete and corresponds to the text of the source text attached to the translation, which is initialled and stamped.

In the event of any discrepancies between this English translation and the original document in the Dutch language, the Dutch text shall prevail.