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Articles of Association

ARTICLES OF ASSOCIATION

(As amended by vote AGM December 2021 & Notarised)

The International Association of Internet hotlines | Registered in Amsterdam no 34124277

TSH Collab Amsterdam West, Jan van Galanstraat 335, 1061 AZ, Amsterdam, The Netherlands | inhope.org

2021S20524CW.AOA

On the thirty-first day of December two thousand and twenty-one, appeared before me, Carlos Jesús Henríquez Cubas, deputy civil law notary, hereinafter referred to as "civil law notary", acting as deputy of Paul Robert Schut, civil law notary in Amsterdam:

Eleonore Soenartie van Tongerloo-Wongsodikromo, officiating at Piet Heinkade 229, 1019 HM Amsterdam, born in Paramaribo, Suriname, on the fifteenth day of October nineteen hundred and sixty-three.

The person appearing declared:

- I. The articles of association of International Association of Internet Hotlines - INHOPE, an association (vereniging), having its corporate seat in Amsterdam, its office address at Spuistraat 139, 1012 SV Amsterdam, and registered in the Commercial Register under number 34124277 (the Association), were lastly established by a deed of amendment executed on the twenty-fifth day of May two thousand and eighteen before J. Schouten, civil law notary in Amsterdam.
- II. In an extraordinary general meeting of the Association held on the fourteenth day of December two thousand and twenty-one it was resolved amongst others to amend the articles of association of the Association as mentioned below.

One of the board members, on the thirty-first day of December two thousand and twenty-one, has authorised the person appearing to execute the notarial deed amending the articles of association of the Association and confirmed that the resolution to amend the articles of association of the Association was legally adopted.

The authorisation has been attached to this deed.

The person appearing, acting in said capacity, declared hereby to completely amend the articles of association of the Association, laying them down as follows:

Definitions:

Article 1:

1. In these Articles of Association, the following terms shall have the following meanings:
Association (*vereniging*) means the legal entity to which these Articles of Association pertain.
Board (*bestuur*) means the management board of the Association.
Director (*bestuurders*) means a managing director of the Association and member of the Board.
General Meeting (*algemene vergadering*) means the body of the Association consisting of the Members or a meeting of Members (or their representatives) and other persons entitled to attend such meetings.
in writing means by letter, by telecopier, by e-mail, or by message which is transmitted via any other current means of communication and which can be received in the written form.
Member means a member of the Association.
Register means the register of members.
Rules and regulations mean the by-laws of the association.
2. References to "Articles" refer to articles which are part of these Articles of Association, except where expressly indicated otherwise.
3. Any reference to "he" shall include "she", "it" or "they".

Name and Corporate Seat:

Article 2:

1. The Association's name is: **International Association of Internet Hotlines - INHOPE**.
2. The Association has its corporate seat in Amsterdam.

Objectives:

Article 3:

The objectives of the Association are to facilitate and promote the work of INHOPE Member Hotlines, whose work is to eradicate illegal content, primarily child sexual abuse material, on the internet.

Membership:

Article 4:

1. The membership of the Association shall comprise full Members and provisional Members.
2. The Association requires provisional membership for one year before applying to become a full Member. Voting rights and Board membership cannot be attached to the provisional membership during this period of one year.
3. To qualify as Member, applicants must:
 - a. provide a mechanism, other than reporting channels provided by law enforcements agencies, for receiving complaints from the public about alleged illegal content inter alia child sexual abuse material on or by use of the internet;

- b. have effective transparent procedures for dealing with complaints;
- c. have the support of the government, the online technology services provider industry, law enforcement; and
- d. comply with the INHOPE Code of Practice.

Admission Members:

Article 5:

1. The Board shall decide on the admission of provisional Members and the General Meeting shall decide on applications to full membership, both taking into account the requirements laid down in Article 4 paragraph 3.
2. In case of non-admission as a provisional Member, the General Meeting may still decide to admit such a Member.

Termination of Membership:

Article 6:

1. The membership of a Member shall terminate:
 - a. upon the Member ceasing to exist pursuant to the laws of its country of incorporation;
 - b. upon the resignation by the Member;
 - c. upon resignation by the Association, which resignation could be made:
 - i. by bankruptcy of a Member;
 - ii. by dissolution or liquidation of a Member according to the law applicable to the Member;
 - iii. when a Member does not observe its obligation towards the Association;
 - iv. when it can in reason no longer be demanded from the Association, in the opinion of the General Meeting, to continue the membership;
 - d. by expulsion. An expulsion may only be ordered if a Member breaches these Articles of Association, including that a Member no longer meets one or more of the qualifications for the membership on the basis of Article 4 paragraph 3 of these Articles, or the regulations or resolutions of the Association, or prejudices the Association in an unreasonable manner.
2. Notice of resignation by the Association shall be given by the Board.
3. Resignation by the Member or the Association may only take place as per the end of a (calendar) quarter and with due observance of a notice period of three months. However, the membership can be terminated immediately if the Member or the Association cannot reasonably be expected to continue the membership.
4. A notice given in violation of the provisions of paragraph 3 of this Article, first sentence, shall terminate the membership at the earliest possible date after the date on which notice was given.
5. Expulsion of a membership is done by the Board.
6. The Member concerned may appeal to the General Meeting to a resolution to terminate the membership by the Association on the grounds that the membership cannot reasonably be expected to continue and a resolution to expulsion from the membership within one month of receipt of the notification of such resolution. He shall be informed as soon as possible in writing of the decision, stating the reasons. During the appeal period, and pending the appeal, the Member is suspended.
7. If the membership terminates during a financial year, the membership fee shall nevertheless be payable.

Obligations of the Members:

Article 7:

1. Each Member shall pay an agreed annual membership fee.
2. Members may be divided into categories, each of which will pay a different membership fee.
3. The annual membership fees shall be paid by the Member within the payment period included in the invoice concerning the annual membership fee. If a Member has not paid the annual membership fee within the payment period they will be in default.
4. If a Member is in default their voting rights shall be suspended until the membership fee has been paid in full.
5. Members are obliged to:
 - a. respect these Articles and pay the agreed annual membership fee;
 - b. respect the procedures of other Members;
 - c. make a commitment to confidentiality; and
 - d. co-operate with other Members in exchanging information about illegal content inter alia child sexual abuse material and use and share their expertise.

Board of Directors:

Article 8:

1. The Board shall be charged with the management and administration of the Association.
2. The General Meeting shall determine the number of Directors, provided that the Board shall comprise a minimum of three (3) members including the president, the vice-president and the treasurer and such other members as the General Meeting may add to it. The appointment of such members of the Board shall be made before the voting process starts. Only private individuals may be appointed as members of the Board.
3. No Member may have more than one representative on the Board at any one time.
4. In the event of any vacancies or the absence of a Director, the remaining Director or Directors will be charged with the management of the Association.

In the event of any vacancies or the absence of all Directors, the Association shall temporarily be managed by a person to be appointed for that purpose by the General Meeting.

5. The person who is designated to perform management tasks in the event of vacancies or the absence of the Director(s) pursuant to paragraph 4 of this Article is considered a Director as far as these management tasks are concerned.

Duties & decision-making of the Board:

Article 9:

1. The Board shall be entrusted with the management of the Association, subject to the provisions of these Articles of Association.
2. The Board may establish rules (the **Board Regulations**) governing its internal proceedings, including regarding its decision-making process and working methods, in addition to the relevant provisions of these Articles of Association as well as in respect to other items the Board wishes to include in the Board Regulations.

3. The Board shall be entitled to assign, under its responsibility, certain parts of its duties to committees appointed by it.
4. The Board is also authorized to adopt resolutions without holding a meeting, provided the resolution is adopted in writing and all Directors have been informed and agree with this form of decision-making.

Representation; conflicts of interest:

Article 10:

1. The Association shall be represented by the Board as well as by two Directors acting together.
2. The Board may appoint officers, including Executive Directors or Chief Executive Officers, with general or limited power to represent the Association. Each officer shall be competent to represent the Association, subject to the restrictions imposed on him. The Board shall determine each officer's title. The authority of an officer thus appointed may not extend to any transaction where the Association has a conflict of interest with the officer concerned, any other officer or with one or more Directors. An Executive Director can be charged with the preparation of decisions of the Board and the (day-to-day) performance of the decisions of the Board, including the (day-to-day) management.
3. In all cases where the Association has a conflict of interest with one or more Directors, the provisions of paragraph 1 shall apply unimpaired unless the General Meeting has appointed one or more persons to represent the Association in the case at hand or in such cases. A resolution of the Board with respect to a matter involving a conflict of interest with a Director acting on his own behalf shall be subject to the approval of the General Meeting, but the absence of such approval shall not affect the authority of the Board or the Directors to represent the Association.

Notice, agenda and place of meetings:

Article 11:

1. Notice of General Meetings shall be given by the Board.
2. Notice of the General Meeting shall be given no later than on the thirtieth day prior to the day of the meeting.
3. The notice convening the General Meeting shall specify the matters to be discussed. Other matters not specified in such notice may be announced at a later date, with due observance of the term referred to in paragraph 2 of this Article.
4. The notice of the General Meeting shall be sent to the addresses of the Members shown in the Register.
5. General Meetings can be held (i) in person or (ii) by electronic means of communication or (iii) a combination of both. Members may attend by written proxy (including a proxy granted electronically). Members may speak and exercise their voting rights at such meetings. The convocation for the meeting will set out the meeting details and attendance process of the meeting.
6. For the purpose of paragraph 5 of this Article, it shall be a requirement that the Member can be identified, can take note of the occurrences at the meeting and can exercise his voting rights. Furthermore, the Member must be able to participate in the discussions by electronic means of communication.

Admittance and meeting rights:

Article 12:

1. Each Member and each Director shall be entitled to attend the General Meeting. Members may be represented in a meeting by a holder of a written proxy. Suspended Members and suspended Directors shall not be entitled to attend. Members who's voting rights are suspended are entitled to attend the General Meeting but will not be entitled to vote.
2. At each General Meeting, each person present at the meeting must register, a written proxy must also be registered.
3. The General Meeting shall decide on the admittance of other persons to the meeting.

Chairperson and secretary of the meeting:

Article 13:

The General Meetings shall be presided over by the president of the Board or his deputy. The Rules and Regulations will provide for additional regulations in respect of the chairing of the meeting and adopting the minutes.

Minutes:

Article 14:

Minutes and records will be kept in accordance with the Rules and Regulations.

Decision-making:

Article 15:

1. Each Member of the Association that is not suspended shall have one vote.
2. To the extent that the law or these Articles of Association do not provide otherwise, all resolutions of the General Meeting shall be adopted by an absolute majority of votes cast in a meeting at which fifty percent (50%) of the Members entitled to vote are present or represented.
3. As long as all Members are present or represented in a General Meeting, valid resolutions may be adopted by a unanimous vote, on all matters discussed - thus also a proposal to amend the Articles of Association or to dissolve the Association - even if no notice has taken place or if notice is not given in the prescribed manner or any other provision regarding the convening and holding of meetings or a related formality has not been observed.
4. When determining how many votes are cast by Members or how many Members are present or represented, no account shall be taken of Members who are not entitled to vote pursuant to the law or these Articles of Association.

Voting:

Article 16:

1. All voting shall take place orally. The chairperson is, however, entitled to decide that votes be cast by a ballot. If it concerns the holding of a vote on persons, anyone present at the meeting with voting rights may demand a vote by a ballot. Votes by ballot shall be cast by means of secret, unsigned ballot papers.
2. Blank and invalid votes shall not be counted as votes.
3. Resolutions may be adopted by acclamation if none of the persons with voting rights present at the meeting objects thereto.
4. The chairperson's decision at the meeting on the result of a vote shall be final and conclusive. The same shall apply to the contents of an adopted resolution if a vote is taken on an unwritten proposal. However, if the correctness of such decision is challenged immediately after it is pronounced, a new vote shall be taken if either the majority of the persons with voting rights present at the meeting or, where the original vote was not taken by roll call or in writing, any person with voting rights present at the meeting, so demands. The legal consequences of the original vote shall be made null and void by the new vote.
5. The Board may decide that each Member is entitled to exercise voting rights at the General Meeting by electronic means of communication.
6. The Board may decide that votes cast before the General Meeting, but not earlier than on the thirtieth day before that of the meeting, by electronic means of communication shall be equated with those cast at the time of the meeting.

Amendment of the Articles of Association:

Article 17:

1. These Articles of Association may be amended only by a resolution of the General Meeting which has been convened with the notification that an amendment of these Articles of Association will be proposed in that meeting.
2. Those who have convened the General Meeting to discuss a proposal to amend these Articles of Association shall, at least five days prior to the meeting, deposit a copy of such proposal containing the verbatim text of the proposed amendment, at a place appropriate for that purpose for inspection by the Members, until the end of the day on which the meeting is held.
3. A resolution to amend these Articles of Association shall require a majority of at least two thirds of the votes cast in a General Meeting, with at least fifty percent (50%) of the Members being present or represented.
4. Each Director is authorised to execute the deed of amendment.

Dissolution and liquidation:

Article 18:

1. The Association may be dissolved pursuant to a resolution to that effect by the General Meeting.
2. If the Association is dissolved pursuant to a resolution of the General Meeting, the Directors shall be the liquidators of the dissolved Association's property.
3. During liquidation, the provisions of these Articles of Association shall remain in force to the extent possible.

4. The surplus remaining after liquidation will be transferred to the Members equally. However, by the resolution to dissolve the Association another purpose may be given to the surplus.
5. After completion of the liquidation, the books and records of the dissolved Association shall remain in the custody of the person to be designated for such purpose by the liquidators for the period prescribed by law.
6. The provisions of Title 1, Book 2 of the Dutch Civil Code shall also apply to the liquidation.

Regulations and Code of Practice:

Article 19:

1. For further elaboration of the Articles the General Meeting shall draw up rules and regulations and may draw up such other regulations as may be deemed appropriate. The General Meeting will draw up a code of practice (the **Code of Practice**) which sets the minimum standards for the operation of a hotline.
2. The regulations may not contain provisions that are contrary to the law or these Articles of Association.

CLOSE

The person appearing is known to me, civil law notary, and the identity of the person appearing mentioned in this deed has been determined by me, civil law notary, by means of the relevant document mentioned hereinbefore.

This deed has been executed at Amsterdam on the date mentioned at the head of this deed.

The contents of this deed have been stated and explained to the person appearing by me, civil law notary.

Furthermore the consequences of this deed have been pointed out to the person appearing. The person appearing declared to have in good time taken cognizance of the contents of this deed and to agree with the contents.

Thereupon, after a limited part of this deed had been read out, it has been signed by the person appearing and by me, civil law notary.

(Followed signatures)

ISSUED FOR TRUE COPY:

by Carlos Jesús Henriquez Cubas, deputy civil law notary,

acting as a deputy of Paul Robert Schut,

civil law notary in Amsterdam, on 31 December 2021

(Signed: C.J. Henriquez Cubas)