

Statutes for the Stichting ICOM Committee for Conservation Fund

Deed of formation

Today, the twentieth of July two thousand and three, there appeared before me, Mr. Onno van der Schatte Olivier, civil law notary at The Hague:

Mr. Jørgen Wadum

He declared his intention to set up a foundation (stichting) and to establish for that foundation the following

Articles

Name, registered office and duration

Article 1

1. The foundation shall bear the name Stichting ICOM Committee for Conservation Fund, in short Stichting ICOM-CC Fund.
2. The foundation shall have its registered office at The Hague.

Objective

Article 2

The foundation is set up purely for charitable purposes aimed at promoting ICOM-CC and its activities and publicising it within the international 'conservation and restoration community' and museums in general, as well as to the public at large throughout the world.

The aim of the foundation shall be to raise funds and in consultation with the ICOM-CC Directory Board to use such funds to finance projects in the interests of ICOM-CC.

Funds

Article 3

The funds to be used for the achievement of the foundation's objective shall consist of:

- a. grants, gifts and donations;
- b. funds obtained through testamentary disposition or specific legacies;
- c. funds obtained in any other way.

Testamentary dispositions or specific legacies may be accepted only with the benefit of inventory.

Board: composition, appointment and dismissal

Article 4

1. The Board shall consist of at least three natural persons, the number to be determined by the Board;
2. Members of the Board shall be appointed and may be suspended by the Board. Vacancies shall be filled as quickly as possible.
3. The Board shall appoint from its members a chairperson, secretary and treasurer.
4. Only ICOM members of good reputation who are also voting members of ICOM-CC may be appointed to the Board.
5. The chair and vice-chair of the ICOM-CC Directory Board shall advise the Board. They shall be entitled to attend board meetings and in that capacity shall have a right of veto in relation to resolutions to be adopted by the Board.
6. The first members of the Board shall be appointed by this deed of formation.
7. In consultation with the ICOM-CC Directory Board, members of the Board shall be appointed for a period of five years. They shall retire according to a schedule drawn up by the Board. A member of the Board who retires according to the schedule shall be eligible for immediate reappointment but only on one occasion. A member appointed to fill an interim vacancy shall take over the place on the schedule previously occupied by the member he replaces.
8. In the event of one or more vacancies, the Board shall remain competent.
9. Members of the Board shall receive no remuneration for their activities.
10. A member of the board shall cease to be such:
 - a. through death;
 - b. through losing the right to dispose of his property;
 - c. through retirement (whether or not according to the schedule referred to in article 4);
 - d. through dismissal by the other members of Board acting in concert;
 - e. through dismissal pursuant to article 2.298 of the Civil Code.
11. The Board may dismiss a member who is dysfunctional. 'Dysfunctional' shall be taken to mean that his conduct is incompatible with the interests, articles and regulations of the foundation and ICOM's code of ethics. Dismissal shall be decided upon by a majority of at least two thirds of the members of the Board.

Observers

Article 5

1. The Working Group Coordinators may appoint three 'delegates' for a period of three years. They shall retire after a three-year period that corresponds with the Triennial Meetings of the ICOM-CC. A delegate retiring in accordance with these provisions shall be eligible for reappointment immediately following a Triennial Meeting, but only on one occasion, provided he still occupies the position of Coordinator of a Working Group.
A delegate appointed to fill an interim vacancy shall take over the place on the retirement schedule previously occupied by the delegate he replaces.
2. An observer shall be entitled to attend Board meetings in an advisory capacity.
3. The Board may dismiss a dysfunctional delegate. 'Dysfunctional' shall be taken to mean that his conduct is incompatible with the interests, articles and regulations of the foundation and ICOM's code of ethics.

Board: powers and responsibilities

Article 6

1. The Board shall be charged with managing the foundation. Its activities shall include supervising and distributing the foundation's funds.
2. The Board shall not be competent to decide to enter into agreements to acquire, dispose of or encumber registered property, unless such a decision is taken unanimously by all functioning members of the Board.
3. The Board shall not be competent to decide to enter into agreements by which the foundation binds itself as guarantor or as joint and several debtor, warrants performance by a third party or undertakes to provide security for the debt of a third party, unless such a decision is taken unanimously by all functioning members of the Board.
4. Testamentary dispositions may be accepted only with the benefit of inventory.

Board: meetings

Article 7

1. The meetings of the Board shall be held in the Netherlands at a location stated in the notice convening the meeting.
2. Every year within six months of the end of the financial year a meeting of the Board together with the chair and vice-chair of the ICOM-CC Directory Board as referred to in Article 4, paragraph 5 (the annual meeting) shall be held which shall in any event have on its agenda approval of the balance sheet and the statement of income and expenditure. The Board shall submit a full financial overview within four weeks of the annual meeting to the ICOM-CC Directory Board. The Board shall as far as possible decide at the annual meeting on action to be taken, although resolutions may also be adopted unanimously by electronic means.
3. Meetings shall further be held whenever a member of the Board convenes one.
4. Notice convening a meeting shall be sent at least seven days in advance, not including the date on which it is sent and the date of the meeting, by means of a written convocation. The officials referred to in Article 4, paragraph 5 shall always be invited to attend the meeting.
5. The convocation shall state the date and location of the meeting and the agenda.
6. The meeting shall be chaired by the chairperson. If the chairperson is absent, the members present shall elect a chairperson. Until they have done so, the most senior member present (in terms of age) shall chair the meeting.
7. The secretary shall take minutes of the meeting. If the secretary is absent, the minute-taker shall be designated by the person chairing the meeting. The minutes shall be approved and signed by the persons who have acted as chairperson and minute-taker during the meeting. The secretary shall further keep the minutes.
8. All functioning members and persons invited by the Board, as well as the officials referred to in Article 4, paragraph 5, shall have access to Board meetings.

Board: decision-making

Article 8

1. The Board may only adopt resolutions during a meeting if a majority of the functioning members, as well as the officials referred to in Article 4, paragraph 5, are present or represented. A member of the Board may be represented at a meeting by another member if

he has been granted written power of attorney, deemed to be sufficient by the chairperson. A member may only represent one other member at a time. If a majority of functioning members is not present or represented at a meeting, a second meeting shall be convened no earlier than two weeks and no later than four weeks after the first meeting. At this second meeting resolutions may be adopted on the items tabled on the agenda of the first meeting whatever the number of functioning members present or represented. The convocation to the second meeting must state that resolutions may be adopted whatever the number of members present or represented and the reason that this will be so.

2. As long as all functioning members, as well as the officials referred to in Article 4, paragraph 5, are present at a meeting, valid resolutions may be adopted on all items tabled, by unanimous vote, even if the rules for convening and holding meetings laid down in the articles have not been complied with.
3. The Board may also adopt resolutions by unanimous vote outside the meeting. The secretary shall draw up a report of such a resolution to be kept as minutes after signature by the chairperson and secretary. This shall be without prejudice to the right of veto referred to in Article 4, paragraph 5.
4. Every member of the Board shall be entitled to a single vote. Except in cases where these articles prescribe a larger majority, resolutions of the Board shall be adopted by an absolute majority of validly cast votes.
5. All votes shall be cast orally unless one or more of the members express the wish for a ballot before voting takes place. A ballot shall take the form of unsigned, sealed letters.
6. Blank votes shall be deemed not to have been cast.
7. All disputes regarding voting shall be resolved by decision of the person chairing the meeting.
8. A quorum shall be present whenever at least half of the members are present.

Representation

Article 9

1. The Board represents the foundation.
2. The power to represent the foundation shall also be held by two members of the Board acting together.
3. Acts in breach of article 4 may be invoked against third parties.
4. The Board may authorise one or more members, or third parties, to represent the foundation within the limits of the authorisation.

Financial year, annual report and accounts

Article 10

1. The financial year shall run from 1 January to 31 December.
2. The Board is obliged to keep records of the financial situation of the foundation and of everything pertaining to the foundation's activities, according to the requirements arising from these activities, and to maintain the related books, documents and other data carriers in such a way that the rights and obligations of the foundation may at any time be ascertained from them.
3. The Board is obliged to draw up and finalise a balance sheet and statement of income and expenditure every year. The balance sheet and statement of income and expenditure shall be audited by a chartered accountant, accounting consultant or another expert within the meaning of Article 2:393 of the Civil Code designated by the Board. This expert shall report on his findings to the Board and include the results of his audit in a declaration concerning

- the reliability of the documents referred to in the previous paragraph.
4. The Board is obliged to keep the books, documents and other data carriers referred to in the previous paragraphs for a period of seven years.
 5. Information contained in a data carrier, with the exception of the balance sheet and the statement of income and expenditure which shall be on paper, may be transferred to another data carrier and stored, provided the transfer is effected in such a way as to ensure a full and accurate representation of the information and provided that this information remains available and can be reasonably quickly accessed throughout the period of storage.
 6. The Board may use fifty percent of its annual income to achieve its objects.
 7. The Board may extend loans or guarantees in order to achieve its objects.
 8. The foundation's income and property, whatever the source from which they are obtained, must always be used solely to achieve its objects (see article 2).
 9. The foundation's income shall never be used to benefit the members of the Board or other natural persons, on the understanding that the foundation may provide reasonable remuneration for services carried out at the express request of the Board, which support the aims of the foundation.
 10. If in a particular year an insufficient number of projects meet the criteria laid down by the foundation and the observers working in collaboration with the ICOM-CC Directory Board in order for all the funds available for distribution to be spent, the Board shall decide whether to transfer the unspent funds to the following financial year or to add them to the foundation's capital, or a combination of the two.

Amendment of the articles

Article 11

1. The Board is competent to amend these articles in consultation with the ICOM-CC Directory Board. A resolution amending the articles must be adopted unanimously at a meeting at which all the members are present or represented.
2. Amendments must be drawn up by notarial deed on pain of invalidity. Each member shall be individually competent to have such a deed executed.
3. The members of the Board are obliged to deposit an authentic copy of the amendment and the amended articles at the offices of the Commercial Register.

Dissolution and liquidation

Article 12

1. The Board is competent to dissolve the foundation.
2. The provisions of article 11, paragraph 1 shall apply mutatis mutandis to the resolution of the Board dissolving the foundation.
3. If the Board decides to dissolve the foundation, it shall decide on the purpose to which the balance after liquidation shall be put. This purpose shall as far as possible be in line with the foundation's aims. In other cases of liquidation, the liquidators shall decide.
4. Following dissolution, the members of the Board shall be responsible for winding-up the foundation, unless the resolution dissolving the foundation appoints other liquidators.
5. Following liquidation, the books and documents of the dissolved foundation shall be kept for the statutory period by a person designated by the liquidators.
6. The provisions of Title 1, Book 2 of the Civil Code shall further apply to the liquidation.
7. If the present status of the ICOM-CC changes radically, or the organisation ceases to exist, the Board shall suspend its activities and dissolve the foundation.

Final provisions

Article 13

1. In all cases for which neither the law nor these articles provide, the Board shall decide.
2. The term 'written' in these articles shall mean any message communicated via the usual means of communication as evidenced in writing.
3. The foundation's financial year ends on 31 December.

Final declaration

Finally, the party appearing before me declared that at the time of formation:

- a. The Board shall consist of three members. It shall also have two advisors with right of veto, namely the chair and vice chair of the ICOM-CC Directory Board;
- b. Initially, the members of the Board shall be (position stated after the names):
 - 1. Ms. Françoise D.L.L. Flieder, [personal documentation here omitted] Paris, France, chair;
 - 2. Ysbrand C.M. Hummelen, [personal documentation here omitted] Amsterdam, The Netherlands, secretary;
 - 3. Mikkel Scharff, [personal documentation here omitted] Copenhagen, Denmark, treasurer.
- c. Initially, the advisors of the Board, in their capacity as member of the ICOM-CC Directory Board, shall be:
 - 4. Jørgen Wadum, [personal documentation here omitted] The Hague, The Netherlands, chair ICOM-CC;
 - 5. Caroline A.M.C. Villers, [personal documentation here omitted] London, England, vice chair ICOM-CC.

Conclusion

The person appearing is known to me, the notary, and I established his identity with the aid of a legal document.

DEED DRAWN UP IN ONE ORIGINAL INSTRUMENT

at The Hague on the date stated at the beginning of this deed.

After the substance of this deed had been communicated and explained to the party appearing, he stated that he had taken note of its contents and did not require it to be read out in full.

After a limited reading, the deed was signed by the party appearing and by me, the notary.

[Signature and stamp]

[The above Statutes are translated after the original legal document in Dutch]