

20150462.01/KT/IXS

AMENDMENT TO THE ARTICLES OF ASSOCIATION
ASSOCIATION OF NATIONAL COMMITTEES OF THE BLUE SHIELD

On this day, the sixth day of April two thousand and fifteen, appeared before me, Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands (the "notary"):

Karl Habsburg-Lothringen, born in Starnberg, Austria, on the first day of January nineteen hundred sixty-one, residing at Hellbrunnerstrasse 75, 5081 Anif, Austria, holder of an Austrian passport with number P 5927727 and valid until the twenty-second day of September two thousand sixteen, in his capacity of Chairman of the Association of National Committees of the Blue Shield.

The appearing person declared as follows:

WHEREAS

- The International Committee of the Blue Shield ("ICBS") was founded in nineteen hundred and ninety-six by the joint action of the four Founding Organisations: the International Council of Archives (ICA), the International Council of Museums (ICOM), the International Council on Monuments and Sites (ICOMOS), and the International Federation of Library Associations and Institutions (IFLA);
- Recalling the importance of Section 27 of the nineteen hundred and ninety-nine Second Protocol of the Hague Convention for the Protection of Cultural Property in the Event of Armed Conflict of nineteen hundred and fifty-four, in which the ICBS was recognised as an international organisation with consultative status to the Inter-Governmental Committee for the protection of cultural property in the event of armed conflict;
- Confirming their attachment to the principles of the Strasbourg Charter of the International Committee of the Blue Shield adopted in two thousand and one;
- Confirming the Blue Shield Accord adopted in The Hague, the Netherlands in two thousand and six;

- Confirming the creation of the Association of National Committees of the Blue Shield (ANCBS) in The Hague, the Netherlands in two thousand nine;
- In view of the necessity to improve the preparation for, and response to, emergency situations; to further contribute to the protection of cultural property, as defined in the nineteen hundred and fifty-four Hague Convention, in the event of armed conflict, natural- or human-made disaster; and to establish a system of protection in their favour;
- Determined to reinforce and co-ordinate the actions of the Blue Shield, its National Committees, and its partners;
- Recalling that the ICBS and the ANCBS, by way of their representatives, met in view of creating, for the purpose thereof, an organisation to carry out the activities of the Blue Shield internationally;
- Recalling that the ICBS was never officially incorporated in any legal form but only existed as an organization without legal entity; and
- Confirming that the ICBS and the ANCBS have decided to establish the Blue Shield and to this end have carried out a thorough dialogue and consultation and have agreed on new articles of association for a revised Association for the purpose of bringing together the roles and responsibilities of both ICBS and the ANCBS under the umbrella of the revised Association, which will continue under the name Blue Shield;

DECLARATIONS

Association of National Committees of the Blue Shield, an association organized and existing under the laws of the Netherlands, having its corporate seat in The Hague, the Netherlands, with office address at Prins Willem-Alexanderhof 20, 2595 BE, The Hague, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 27363910 (the “**Association**”), was incorporated and its articles of association recorded by notarial deed executed on the fifteenth day of December two thousand and nine before Hendrik Jan Steinvooft, civil-law notary in Amsterdam, the Netherlands. The Association’s articles of association now read as set forth in the aforementioned deed.

On the sixteenth day of May two thousand and fourteen, the general meeting of members of the Association resolved to amend and readopt the Association’s articles of

association. A copy of the minutes of the aforementioned general meeting of members is attached to this deed.

In order to execute the aforementioned resolution, the appearing person subsequently declared to hereby amend and readopt the Association's articles of association in such a manner that the Association shall be henceforth governed by the following:

ARTICLES OF ASSOCIATION

Name, registered office, legal form.

Article 1.

- 1.1. The name of the Association is the **Blue Shield**. The names International Committee of the Blue Shield (ICBS) and Association of National Committees of the Blue Shield (ANCBS) will no longer be used. The name may only be used by and for the benefit of the Association and its members in cases approved of by the Association. The blue shield symbol of the Hague Convention for the Protection of Cultural Property in the Event of Armed Conflict of nineteen hundred fifty-four ("**The Hague Convention**") is the official symbol of the Association. While its formal use as a symbol of protection is subject to The Hague Convention and its protocols the symbol can also be used in communications, publications, presentations etcetera by the Association.
- 1.2 The Association has its corporate seat in the municipality of The Hague, the Netherlands.
- 1.3. The Association is an association incorporated as a non-governmental, non-profit organization with full legal competence under Dutch law.

Mission and aims.

Article 2.

- 2.1 The Association is committed to the protection of the world's cultural property, and is concerned with the protection of cultural and natural heritage, tangible and intangible, in the event of armed conflict, natural- or human-made disaster.
- 2.2 The Association, based on the Strasbourg Charter adopted in two thousand and one by ICBS, respects the principles of joint action, independence, neutrality, professionalism, respect for cultural identity and diversity.
- 2.3 The Association promotes the ratification and implementation of, and respect for, the Hague Convention and its protocols; raises awareness of the importance of

protecting cultural property and heritage in emergency situations; promotes and provides relevant training; promotes community engagement with and participation in protecting cultural property; and encourages co-operation with, and between, other relevant entities involved in disasters.

National Committees

Article 3

- 3.1 Members of the four (4) Founding Organisations, or interested individuals, may propose the establishment of a National Committee of the Blue Shield (the “**National Committee**”) in their own country. A National Committee will be endorsed by the Board once the proposed National Committee has met the obligatory requirements satisfactorily as set out by the Board and agreed by the General Assembly. National Committees may have individual members whose rights and duties will be determined by individual National Committee rules and regulations. The Association does not accept responsibility for any National Committee.
- 3.2 National Committees will conform to and abide by the Rules and Principles for National Committees as defined and amended by the Board and agreed by the General Assembly.
- 3.3 National Committees which fail to conform to paragraph 3.2 of this article may have their Membership removed by the Board. Such action will need to be reported to, and supported by, the next General Assembly.
- 3.4 Where no National Committee exists an interested individual may be identified by the Board to act as a National Correspondent for the Association in that country. The Board retains the right to remove this status.

Rights and duties of the Members.

Article 4.

- 4.1 The four (4) Founding Organisations, being the International Council of Archives (ICA), the International Council of Museums (ICOM), the International Council on Monuments and Sites (ICOMOS), and the International Federation of Library Associations and Institutions (IFLA), and all National Committees are Members of the Association (the “**Members**” and each a Member). National Committees under construction may be considered prospective members of the Association and are

allowed to take part in meetings of the Association, however, without the right to vote.

- 4.2. Each Member of the Association is entitled to:
 - a. information from and support of the Association in order to perform the activities mentioned in article 2 of these articles of association in their national arena;
 - b. participate in meetings and other activities of the Association;
 - c. exercise the right to vote as laid down in articles 5, 6 10 and 13 of these articles of association;
 - d. benefit from the public relations, awareness raising, and network activities undertaken by any Coordination Centre of the Association.
- 4.3. If the General Assembly so decides, each Member is obliged to pay a subscription fee to the Association, the level of which shall be determined by the General Assembly. Under normal circumstances, each Member shall be obliged to submit an annual report about their activities. Each Member shall contact the Registered Office or Co-ordination Centre to supply information if they initiate an international action if possible before the action or as soon as possible thereafter.
- 4.4. Membership shall be terminated:
 - a. if the Member ceases to exist for reasons other than legal merger or scission;
 - b. if the Member resigns; the resignation should be addressed in writing to the Association, in accordance with a notice period of at least one (1) month;
 - c. through termination by the Association, as stipulated in articles 3.3 and 4.5 of these articles of association;
 - d. through expulsion, as stipulated in article 4.6 of these articles of association.
- 4.5. Termination of a Membership by the Association may be implemented by the General Assembly and may only occur:
 - a. if the Member cannot reasonably be expected to continue to fulfil their obligations as set out under these articles of association and as may be agreed from time to time by the General Assembly;
 - b. if the Member has failed to pay any annual subscription fee as determined by the Association for two (2) years or longer (unless there are mitigating circumstances such as armed conflict or economic sanctions);

- c. if the Member has become bankrupt;
 - d. if the Member cannot demonstrate it is active on a regular basis, for example, through the provision of annual reports.
- 4.6. The General Assembly may expel a Member, but only if the Member acts contrary to the articles of association, regulations or decisions made by the Association, or if, in the view of the General Assembly, the Member has disadvantaged the Association in an unreasonable manner. If the General Assembly takes such action it should only be after a considered discussion where the Member under threat of expulsion has the right to present their own case in person, electronically, or writing. Expulsion should be by secret vote and by a two thirds (2/3) majority of those eligible to vote as stipulated in Article 5.2 of these articles of association.
- 4.7. The Board may suspend a National Committee from Membership with immediate effect for a period up to and including the date of the next meeting of the General Assembly in the event of cases as defined in articles 4.5 or 4.6 of these articles of association.

General Assembly.

Article 5

- 5.1 The General Assembly shall:
- a. decide on amendments to the articles of association;
 - b. approve the annual reports on the Association's activities and the annual accounts for the period since the last General Assembly, as drawn up and signed off by the full Board. (The report and accounts should be circulated to all Members, with a one (1) month period for comment prior to the General Assembly meeting. In years when the General Assembly does not meet in person the report and accounts should be circulated to all Members, with a one (1) month period for comment and the report and accounts signed-off pro-tem by the President until the next General Assembly. Any concerns regarding the annual report and accounts in years when the General Assembly does not meet should be addressed, if possible, by electronic means or held-over until the next meeting of the General Assembly);
 - c. approve the strategic plan and the budget for the period until the next

General Assembly meeting;

- d. discuss issues that are identified by the Board or one or more of the National Committees and take decisions on those and other issues which are important to the Association, insofar as they do not fall under the authority of the Board;
- e. decide on termination and expulsion from Membership;
- f. specify and amend internal rules of procedure;
- g. elect members of the Board of the Association (article 6.6).

5.2 The General Assembly shall consist of representatives of the Members of the Association (the “**General Assembly**”). All representatives of the Members and all Board members will have one (1) vote at a General Assembly meeting. Board members will have no vote in the election of members of the Board of the Association (article 6.6).

While it is normally expected that all representatives of Members and all Board Members will attend a General Assembly in person, or appoint a proxy who will attend in person, if the technology is available, and at the discretion of the Bureau, all representatives of the Members and all Board Members may vote by electronic means.

If a Board member representing one (1) of the Founding Organisations is unable to attend a General Assembly the relevant Founding Organisation may appoint a proxy for the duration of the General Assembly. The name of any such proxy should be submitted to the Secretary at least twenty-four (24) hours before the start of a General Assembly meeting. An elected Board member who is unable to attend cannot be represented by a proxy.

Each National Committee will identify one (1) representative who will vote on its behalf at a particular General Assembly meeting. Names of individuals voting as representatives of National Committee Members should be submitted in writing to the Secretary by National Committees at least forty-eight (48) hours before the start of a General Assembly meeting. If a National Committee cannot be represented by one (1) of its members in person at a General Assembly meeting, the Chairperson of that National Committee may take one (1) of two (2) courses of action.

EITHER, they may identify a representative of another National Committee who

will be present, or a member of the Board who will be present, to vote by proxy on the National Committee's behalf. All such proxies must be submitted in writing to the Secretary at least twenty-four (24) hours before the start of a General Assembly meeting. Only one (1) proxy may be held at a time by any Member of a General Assembly meeting. OR if the National Committee prefer, and at the discretion of the Bureau and if the technology is available, they may opt to vote electronically. In this case individuals representing, and voting on behalf of a National Committee Member, should [a] be identified at least twenty-four (24) hours before the start of a General Assembly meeting; [b] be available to vote without holding up the proceedings of the General Assembly; and [c] normally should have participated by electronic means in the deliberation.

- 5.3 A General Assembly meeting will be held at least once every three (3) years. Invitations to a General Assembly meeting should be sent by the Bureau at least sixty (60) days before the meeting. Extraordinary General Assembly meetings can be held if required at the instigation of the Bureau, or the Board, or if requested by at least one tenth (1/10) of the Members. Invitations to an extraordinary General Assembly meeting should be sent by the Bureau at least thirty (30) days before the meeting. Any notification shall be in writing and/or by electronic means. Where possible attendance should be in person or by proxy (Article 5.2) but Members may be represented at the General Assembly through electronic means and at the discretion of the Bureau if circumstances permit. Any such electronic attendance must be negotiated with the Bureau at least five (5) days before the General Assembly.
- 5.4 Representatives of National Committees under development, National Correspondents, representatives of other related organisations, and other individuals may be invited by the Bureau to attend General Assembly meetings as non-voting observers (either in person or electronically as described in paragraph 3 of this article).
- 5.5 The quorum needed to hold a vote at a General Assembly is one third (1/3) of all the Members (including proxy votes) being present at the General Assembly but must include at least two (2) of the four (4) Founding Organisations. Decisions will be taken by a simple majority of those Members present, including proxies. In the

case of equality of votes the President has the deciding vote.

The Board. The President. Appointment.

Article 6

- 6.1. The Board is the principal governing body of the Association. It will identify and set priorities and policies for the Association and provide a framework for the work of National Committees. It will provide an annual report to National Committees and Founding Organisations and will maintain good communication with the Founding Organisations, National Committees, and those under formation and post relevant information on the Association's website. The Board will also ensure the good management of the organization, oversee its resources, set its budgets and safeguard its reputation, international esteem, and public regard.
- 6.2 Rules and Regulations for the Association may be established by the Board but should be formally agreed at the next meeting of the General Assembly.
- 6.3 The Board shall be comprised of nine (9) members and consist of:
 - a. one (1) representative designated by each of the four (4) Founding Organisations (Article 4.1);
 - b. four (4) additional individuals who are normally members of a Board of a National Committee of the Association, or who are appointed in writing by the Board of a National Committee as its representative. Only one (1) representative of a National Committee can be a member of the Board unless the second is representing one (1) of the Founding Organisations; and
 - c. The elected President.
- 6.4 The four (4) Founding Organisations will retain their seats on the Board in perpetuity. Individual representatives of the four Founding Organisations may not serve on the Board for more than three (3) terms of three (3) years.
- 6.5 The four (4) additional individual members of the Board will be elected by the General Assembly for a period of three (3) years and will be eligible for re-election for two (2) further three-year terms. Those elected to the Board as individual members will act and vote as independent members of the Board and not as representatives of National Committees.
- 6.6 Individuals wishing to be considered for election to the Board should be proposed by at least two (2) different National Committees (one (1) of which would

normally be their own National Committee) or representatives of the Founding Organisations. Proposals should be received by the Secretary at least two (2) weeks before the start of a General Assembly meeting. Depending on the number of proposals and time available, those proposed should normally be given the opportunity to address the General Assembly. Voting will be by secret ballot and election will be by simple majority of those Members present including proxies and those eligible to vote electronically (Article 5.2). If two (2) candidates receive the same number of votes a second ballot should be held. If there continues to be a tie, the President shall have the deciding vote. If the number of candidates is fewer than or equal to the number of vacancies, election is automatic.

- 6.7 The General Assembly will elect the President of the Association for a period of three (3) years (the “President”). The individual so elected will be eligible for re-election for two (2) further three-year terms.
- 6.8 Individuals wishing to be considered for election as President should be a Board member of a National Committee or a representative of one (1) of the Founding Organisations and should be proposed by at least two (2) National Committees (one (1) of which would normally be their own National Committee) or representatives of the Founding Organisations.
- 6.9 Proposals, for individuals standing for President, should be received in writing by the Secretary at least two (2) weeks before the start of a General Assembly meeting that is due to vote for a new President. Those proposed will be given the opportunity to address the General Assembly. Voting will be by secret ballot and election will be by simple majority of those Members present including proxies and those eligible to vote electronically (Article 5.2). If there is only one (1) candidate, election is automatic. If two (2) candidates receive exactly the same number of votes the candidate with more nominations will be elected. If both candidates receive the same number of votes and have the same number of nominations a second vote will be taken after those eligible to vote (in person, via proxy, or via electronic means) have had the opportunity to question the candidates.
- 6.10 Should an elected position on the Board become vacant prematurely it shall be filled by a co-opted Board member, who shall be co-opted for that purpose by the Board, normally within three (3) months of the vacancy occurring, and who should

normally be a member of any National Committee of the Association but normally not a member of a National Committee already represented on the Board. During the period wherein a co-opted Board member is an active member of the Board, he or she has the same rights and duties as a regular Board member. The person who is co-opted by the Board to fill the vacancy shall occupy the position of his or her predecessor for the duration of the predecessor's remaining term of office. During the occurrence of one or more vacancies the Board shall be regarded as fully composed. If a premature vacancy is created by the representative of the Founding Organisations being unable to continue on the Board, the Founding Organisations shall decide on a replacement. If the person stepping down from the Board has held the office of either Secretary or Treasurer the Board will appoint any one (1) of its members to the office.

- 6.11 If the President is unable to complete their full term the position will, in the first instance, be covered by the Treasurer. The Secretary will inform all Board members, the National Committees, and the Founding Organisations, within two (2) weeks of the situation arising. At the same time the Secretary will ask for nominations for an Interim President, to serve until the next General Assembly. Nominations must be submitted to the Secretary within one (1) month of the call for nominations. Any nominations must be accompanied by confirmation from the nominee of their willingness to stand. If only one (1) nomination is received the Board will appoint the nominee as President until the next General Assembly. If more than one (1) nomination is received the Board will arrange an electronic election within four (4) weeks. The details of this election process will be decided by the Board as appropriate.
- 6.12 The President may invite other organisations or individuals to attend any General Assembly, Board, or Bureau meeting as non-voting observers.

The Bureau

Article 7

- 7.1 The Bureau will manage, run and direct the Association, implement the decisions of the Board, and may take urgent action on behalf of the Association. The Bureau will keep the Board informed of its decisions, and report its actions at the next Board meeting.

- 7.2 The representatives of the four (4) Founding Organisations on the Board will agree between themselves that one (1) of their number will represent them on the Bureau. If no representative is identified by the four (4) Founding Organisations, the President will select an individual from the four (4) representatives designated by the four (4) Founding Organisations.
- 7.3 At its first meeting after a General Assembly meeting whereby the members of the Board are appointed, the Board will elect a Secretary and Treasurer from within its members. These officers, together with the President and the representative of the four (4) Founding Organisations, will comprise the Bureau. Members of the Board may hold office as members of the Bureau for as long as they sit on the Board, but should be subject to re-election at the first meeting of the Board following a General Assembly.

Board Meetings and Resolutions

Article 8

- 8.1 The Board will meet in person normally once per year and may meet more regularly in person or via electronic means. The date of the annual Board meeting will be circulated by the Secretary at least two (2) months before the meeting. The quorum for a meeting of the Board will be a simple majority of the members, but must include at least two (2) of the four (4) Founding Organisations. If the identified representative of a Founding Organisation cannot be present a proxy, nominated by the Organisation, may attend either in person or via electronic means.
- 8.2 Decisions of the Board will be taken by simple majority. In the case of a tie, the President shall have the deciding vote.
- 8.3 Representatives of National Committees under development, National Correspondents, other related organisations, and individuals may be invited by the Bureau to attend meetings of the Board as participating, but non-voting, observers.

Representation

Article 9

In relationships with third parties, the Association shall be represented formally by the Bureau, the individual members of which will be the legal representatives of the Association. Where representation may have a significant impact on the work or profile

of the Association members of the Bureau shall inform the other members of the Board in a timely fashion, if possible, before carrying out the representational activity or as soon as possible thereafter.

Registered Office and Coordination Centre and Secretariat

Article 10

- 10.1 The Registered Office and/or Co-ordination Centre may be located at any place upon decision of the Board but must be formally agreed by the next General Assembly meeting. If possible, National Committees should be consulted by electronic means before the Board takes such action.
- 10.2 Funding permitting, the Board may appoint a paid Secretariat, at the Registered Office or Co-ordination Centre as the operational team for its activities. Such a Secretariat would report to, and be overseen and managed by, the Bureau. The Bureau will be responsible for drawing up job descriptions and terms of employment, in accord with any applicable law, of any paid staff.

Language

Article 11

The English language shall be the official language of the Association and all documents will be written using English as the primary text. Communication by and within the Association may be done in any language, depending on the situation.

Finance

Article 12

- 12.1 The Association shall exclusively and directly pursue non-profit actions and aspires to attract funding from a variety of sources including donations, income from activities and/or grants, gifts and/or endowments, after consideration of ethical implications of any proposed donation.
- 12.2 The Association bank account will be registered normally in the same location as the Registered Office and/or Co-ordination Centre.
- 12.3 Funds may only be used for statutory objectives and in relation to specific projects or in accordance with the annual budget, drawn up by the Bureau and approved by the Board.
- 12.4 The financial year corresponds with the calendar year.

Amendment of the articles of association

Article 13

- 13.1. The General Assembly shall be authorized to resolve to amend the articles of association. Proposed amendments shall be announced to the Members at least fourteen (14) days preceding a General Assembly meeting. A resolution to amend the articles of association shall require a two-third (2/3) majority of the votes cast in the General Assembly meeting.
- 13.2. An amendment of the articles of association shall become effective after a notarial deed has been executed before a civil law notary residing in The Netherlands. Any individual Board member shall be authorized to execute such a notarial deed on behalf of the Board after written consultation with the Board.

Dissolution

Article 14

- 14.1 The General Assembly may decide to dissolve the Association through a decision taken at a General Assembly meeting by a three-fourths (3/4) majority of the Members present or represented, with mandatory presence of the four (4) Founding Organisations.
- 14.2 Any assets owned by the Association at the time of dissolution may be transferred to the Founding Organisations or, at the General Assembly's decision, any organisation(s) having similar aims.

TRANSITIONAL PROVISION

With respect to the first Board after these articles of association have come into force and in order to ensure continuity between Boards, two (2) of the four (4) individual Board members elected at the first General Assembly meeting following the coming into force of these articles of association will be elected for a maximum term of three (3) years only.

FINAL PROVISIONS

The underlined headings in this deed have been included for ease of reference only.

The appearing person is known to me, notary,

WITNESSED THIS DEED,

the original of which was drawn up and executed in Amsterdam, the Netherlands, on the date in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared to have taken note of the content of this deed timely before its execution, agreed to its content and did not require a full

reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary.



BAKER & MCKENZIE

The undersigned:

Kim Francis Tan, a civil-law notary in Amsterdam, the Netherlands, declares that the attached document is a fair English translation of the deed of amendment to the articles of association of the association: **Association of National Committees of the Blue Shield**, with its corporate seat in The Hague, the Netherlands, executed on April 6, 2016.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in this translation, and if so the Dutch text will govern by law.

Amsterdam, the Netherlands, April 6, 2016.



A large, stylized handwritten signature in black ink, appearing to be "K.F. Tan".