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MEMORANDUM OF ASSOCIATION
OF THE
ASSOCIATION OF NATIONAL COMMITTEES OF THE BLUE SHIELD

On the fifteenth day of December two thousand and nine appears before me, Mr Hendrik Jan Steinvooort, notaris (civil law notary), practising in Amsterdam:

Mr Sandra Voorn, kandidaat-notaris (junior civil-law notary), officiating at De Brauw Blackstone Westbroek NV, a limited liability company with its statutory seat in Amsterdam, with the address: 1082 MD Amsterdam, Claude Debussylaan 80, born in Mijdrecht on the eighteenth day of January nineteen hundred and eighty-five, acting as attorney authorized in writing on behalf of:

1. The **Stichting Blue Shield Nederland** (Dutch Committee of the Blue Shield), an association incorporated under Dutch law, with its corporate seat in Den Haag (The Hague) and with the address at: 2595 BE 's-Gravenhage, Prins Willem-Alexanderhof 5, registered with the Dutch trade register under file number 27262719;
2. The 'association' **Comité Français du Bouclier Bleu (CFBB)** (French Committee of the Blue Shield), a legal body incorporated under French law subject to the law of the 1st of July 1901 and the decree of the 1st of July 1901, with its corporate seat in Paris, France, and with the address at: 75003 Paris (France), 56, Rue des Francs-Bourgeois;
3. **The United States Committee of the Blue Shield**, a legal body incorporated under Minnesota law, with its corporate seat in Minnesota and with the address at: 55417 Minneapolis, Minnesota, United States of America, 5136 15th Avenue South, registered under number 1662379-2 with the Minnesota Secretary of State's office,

hereinafter jointly referred to as: the '**Founders**' and in such capacity representing the Founders.
The appearer,

considering that:

in order to fill the need for an international operational centre for emergencies concerning cultural heritage due to armed conflicts or other calamities, the ICBS (International Committee of Blue Shield) and the five national heritage organizations the ICBS consists of, namely, IFLA (International Federation of Library Associations and Institutions), ICA (International Council on Archives), ICOMOS (International Council on Monuments and Sites), ICOM (International Council of

Museums) and CAAA (Coordinating Council of Audiovisual Archive Associations), with the Founders and the national Blue Shield Committees of Australia, the Republic of Austria, Belgium, the Czech Republic, Chile, the Republic of Macedonia, Norway and Poland have agreed to establish (or have) an umbrella organization for the national Blue Shield Committees (established); preparations for such an organization have been discussed during the first meeting of the national Blue Shield Committees in the Italian city of Turin in August two thousand and four, and during the second meeting in Den Haag (The Hague) in September two thousand and six, at which the ICBS and the majority of the Blue Shield Committees recognized by the ICBS, signed the 2006 Hague Blue Shield Agreement, in which the relationship between ICBS and the association to be incorporated in this deed is arranged,

declares

that the Founders shall incorporate an association that will be governed by the following

ARTICLES OF ASSOCIATION:

Name, registered office, legal form.

Article 1.

- 1.1. The name of the association is **Association of National Committees of the Blue Shield**, if abbreviated to be denoted by the acronym '**ANCBS**'. The name and the acronym may only be used by and for the benefit of the association and its members in cases approved of by the association.
- 1.2. The registered office of the ANCBS is situated in Den Haag (The Hague), the Netherlands.
- 1.3. The ANCBS is an association incorporated as a non-governmental organization with full legal competence under Dutch law that maintains formal relations with the International Committee of the Blue Shield ('ICBS') and the organizations belonging to it: the International Federation of Library Associations and Institutions (IFLA), the International Council on Archives (ICA), the International Council on Monuments and Sites (ICOMOS), the International Council of Museums (ICOM) and the Coordinating Council of Audiovisual Archive Associations (CAAAA).

Mission and aims.

Article 2.

- 2.1. The ANCBS is a non-governmental organization that has been established in order to supervise professional and coordinated emergency measures for the protection of cultural heritage against catastrophes caused by man or nature taken by the national Blue Shield Committees in cooperation with the ICBS, as well as do anything that either relates to it or might promote it. The basis for the Blue Shield network is the 1954 Hague Convention for the Protection of Cultural Property in the Event of Armed Conflict and the additional first protocol and second protocol ('Second Protocol'). The ANCBS maintains the international coordination centre for affairs related to Blue Shield for the benefit of its members and the ICBS.
- 2.2. The ANCBS shall:
 - a. implement and coordinate promoting awareness on an international level, aimed at the general public, specialists, decision-makers and international organizations and concerning capacity building, stimulate good preparations and relief actions and recovery on a national and international level;

- b. promote awareness towards these issues among the general public, experts who are active in the field of cultural heritage, policymakers and potential financiers at every level;
- c. promote the Blue Shield brand image by cooperating with other organizations in joint projects for the protection of cultural heritage that runs the risk of damage due to catastrophes caused by man or nature;
- d. assist the ICBS in performing its duties under the Second Protocol and its other missions;
- e. promote training courses for peace forces and other armed forces;
- f. determine the players that are important to the ANCBS at the international level who can be approached in a coordinated manner by the ICBS/ANCBS;
- g. promote, in cooperation with the ICBS, building and maintaining a database of experts who can be authorized to take emergency measures by international organizations, non-governmental organizations or one of the contending parties;
- h. proactively support the ICBS in its activities;
- i. raise funds in order to sustain the costs of the coordination centre and make funds available for the projects agreed on;
- j. facilitate the construction of national networks in areas where Blue Shield Committees do not yet exist;
- k. promote the realisation of bilateral and multilateral assistance systems between the existing Blue Shield committees and emerging committees;
- l. coordinate and disseminate information about international projects and relevant events and activities;
- m. proactively support Blue Shield Committees in their activities;
- n. do anything that relates to the foregoing or may promote it.

Rights and duties of the members.

Article 3.

- 3.1. The national Blue Shield Committees that are recognized by the ICBS qualify for membership. The decision on acceptance as a member of the association shall be taken by the national committee concerned.
Committees under construction may be considered prospective members and are allowed to take part in ANCBS meetings, however, without the right to vote.
The ANCBS shall not accept responsibility for any national committee.
- 3.2. Each member is entitled to:
 - a. information of and support by the ANCBS in order to perform the activities mentioned in article 2;
 - b. participate in meetings and other ANCBS activities;
 - c. exercise the right to vote as laid down in articles 4, 9 and 10;
 - d. profit from the public relations, lobby and network activities of the ANCBS coordination centre and general funds.
- 3.3. If the general assembly so decides, each member is obliged to pay a subscription fee to the association, the height of which shall be determined by the general assembly.

Each member shall be obliged to publish an annual report about his or her activities. Each member shall contact the ANCBS coordination centre to supply information if he or she initiates an international action.

- 3.4. Membership shall be terminated:
- a. if he or she ceases to exist for reasons other than legal fusion or division;
 - b. if the member resigns; the resignation should be addressed in writing to the association and should be handed in towards the end of an association year, in accordance with a notice period of at least one month;
 - c. through termination by the association;
 - d. through expulsion, as meant in section 6.
- 3.5. Termination by the association shall be implemented by the general assembly and may only occur:
- a. if continuation of the membership cannot reasonably be expected from the association;
 - b. if a member has failed to pay the annual subscription fee as determined by the association for two years or longer;
 - c. if a member has ended up in bankruptcy;
 - d. if a member cannot demonstrate he or she is active on a regular basis.
- 3.6. 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 the member disadvantages the association in an unreasonable manner.
- 3.7. The board may suspend someone from membership with immediate effect for a period up to and including the date of the next meeting in the event of cases as defined in section 5 or 6.

General assembly.

Article 4.

- 4.1. The general assembly shall have, among other things, the following competences at its disposal:
- a. taking the decision to amend the articles of association;
 - b. approving the annual report about the ANCBS activities and the annual account about the preceding period, as drawn up by the board;
 - c. approving the strategic plan and the budget for the next period;
 - d. raising issues that are brought up by the board or one or more of the national committees or the ICBS and taking decisions on those and other issues that are important to the ANCBS, insofar as they do not fall under the authority of the board;
 - e. taking decisions on termination and expulsion from membership;
 - f. specifying and amending the internal rules of procedure;
 - g. appointing the board members of the ANCBS.
- 4.2. The general assembly shall consist of representatives of the national committees that are members of the ANCBS. Each national committee that is a member of the ANCBS shall have one representative in the general assembly. Members of the board of a national committee who do not simultaneously represent their national committee in the general assembly, employees of the ANCBS and mem-

bers of the ICBS may participate as observers in the general assemblies. The general assembly may also invite other observers, if it deems this desirable.

- 4.3. The general assembly shall meet as often as is legally required, but at least once every three years. The date of the meeting shall be determined by the board and shall be announced at least one month before the actual date of the meeting. The notification shall be in writing. If a member agrees to this, notification may also be given by electronic means.

An extraordinary general assembly may be arranged if this is deemed necessary. The board may decide to convene an extraordinary general assembly. Furthermore, an extraordinary general assembly shall be held within two months, if this is requested by at least one tenth of the members.

At the opening the general assembly shall elect a chairperson and a secretary for the duration of this assembly.

- 4.4. In order to make valid decisions, at least five representatives of national committees that are members of the association shall be present.

Each member shall have one vote in the general assembly.

The board may decide that the members are qualified to exercise the right to vote by way of an electronic means of communication. In that case, the member shall be identifiable by the electronic means of communication and he or she shall be able to take cognisance of the proceedings at the assembly directly and participate actively in the deliberation.

A member may have him- or herself represented at the assembly by a person authorized in writing to do so. The request for a written authorization shall be fulfilled if the authorization is laid down electronically.

Observers, including members of the board who do not represent a national committee in the general assembly, do not have the right to vote.

Decisions shall be taken by an absolute majority of the votes cast, unless these articles of association stipulate otherwise.

In the case of equality of votes the chairperson has the deciding vote.

The board.

Article 5.

- 5.1. Except for restrictions contained in the articles of association, the board is responsible for running the association. The tasks of the board shall be, among other things:
- a. performing the regular duties of the ANCBS and taking decisions that do not have to be taken by the general assembly;
 - b. providing an annual report and drawing up a strategic plan and a budget, which shall be submitted for approval to the general assembly;
 - c. supervising and, if necessary, coordinating the work of national committees with respect to the actions of the ANCBS;
 - d. fixing a date for a general assembly and making the necessary preparations for this assembly;
 - e. making the necessary preparations for an extraordinary general assembly, which shall be held within two months after this has been requested by at least one-tenth of the members;

- f. determining the deployment of ANCBS means.
- 5.2. The board shall be comprised of five representatives of national committees that are members of the association, including a chairperson, a secretary and a treasurer. The secretary shall act as a substitute chairperson. At least two substitute board members who may take action if absence or non-appearance of a regular board member occurs shall be present. The board members and substitute board members shall be appointed by the general assembly for a three-year period. The same person shall not serve on the board for more than two consecutive terms of three years. Not more than two representatives of the same national committee that is a member of the association may hold seats on the board of the ANCBS simultaneously. An individual board member can at all times be suspended or removed by the general assembly. The chairperson of the ICBS, or his/her representative, shall have access to the meetings of the board as an observer with a right to speak. The board may also invite other observers, if the board deems this desirable.
- 5.3. A premature vacancy shall be filled during the first general assembly to be held after the occurrence of the vacancy. Until the general assembly has filled the premature vacancy, the board seat concerned shall be occupied by one of the substitute board members, who shall be appointed for that purpose by the board; The board preferably assigns the substitute board member who has been appointed on the recommendation of the national committee represented by the defunct board member. During the period wherein a substitute 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 appointed by the general assembly to fill the premature vacancy shall occupy the position of his or her predecessor on the calendar of events. During the occurrence of one or more vacancies the board shall be regarded as fully composed.
- 5.4. The board shall meet at least once a year in person or by conference telephone call. In the period between suchlike assemblies, decisions may be taken by e-mail, if all board members assent to this method of decision-making. The board shall arrange a meeting in person if it is related to a general assembly or an extraordinary general assembly.
- 5.5. The board shall take decisions with an absolute majority of the votes cast. In case of equality of votes the chairperson of the board shall have a deciding vote. A valid decision requires the participation of at least four board members, among whom the chairperson, or if the chairperson does not partake in decision-making, at least five board members, among whom may be substitute board members.
- 5.6. In relationships with third parties, the association shall be represented by the board. The association may also be represented by the chairperson of the board, acting jointly with either the secretary of the board, or the treasurer of the board, or by the secretary of the board acting jointly with the treasurer of the board. If the association is represented in accordance with the aforementioned condition, those who represent the association shall inform the other board member referred to in the preceding sentence in a timely fashion, if possible before carrying out the representational activity.

The ANCBS Coordination Centre.

Article 6.

In accordance with the guidelines of the board, the ANCBS Coordination Centre shall be the operational centre and the most important instrument for realizing the mission and aims of the association, as laid down in article 2.

The employees of the ANCBS Coordination Centre shall be accountable to the board.

Language.

Article 7.

The English language shall be the official language of ANCBS. Consulting members may be done in other languages, however, decision-making shall be done in the English language. Communication by the ANCBS may be done in any language, depending on the situation.

Finance.

Article 8.

8.1. The financial means of ANCBS shall consist of:

- a. the annual subscription fees that may be determined by using article 3 section 3;
- b. donations from members;
- c. income from ANCBS property and activities, grants;
- d. subsidies;
- e. gifts;
- f. testamentary dispositions and legates;
- g. contributions received from the ICBS; and
- h. payments for services provided by the ANCBS.

The ANCBS funds may only be used in accordance with the annual budget, drawn up by the board and approved by the general assembly. In the case of an emergency the board may decide to incidentally start on extra emergency funds.

8.2. The financial year shall be equal to the calendar year.

Amendment of the articles of association.

Article 9.

9.1. The general assembly or extraordinary general assembly shall be authorized to amend the articles of association. Proposed amendments may be submitted by the board or by a national committee and shall be announced to the members at least one month preceding the general assembly. A resolution to amend the articles of association shall require a two-third majority of the votes cast in the general assembly.

9.2. An amendment of the articles of association shall become effective after a deed has been executed before a civil law notary residing in The Netherlands. Each individual board member shall be authorized to execute such a deed.

Annulment.

Article 10.

10.1. The ANCBS can only be dissolved through a resolution of the general assembly or extraordinary general assembly. Applications for dissolution may be submitted by the board or a national committee and shall be announced to the members at least one month preceding the general assembly. The application for dissolution requires a two-thirds majority of the votes cast in the general assembly.

- 10.2. A possible liquidation surplus shall be transferred, in consultation with the ICBS, to an organization having similar aims to those of the ANCBS.

Transitional provisions.

Article 11.

- 11.1. The first financial year shall end on the thirty-first day of December two thousand and nine.
- 11.2. In contravention of article 5 section 2, the board of the ANCBS shall consist of the following persons at the moment of formation:
- a. Karl Habsburg-Lothringen, born in Starnberg, Germany, on the eleventh day of January nineteen hundred and sixty-one, as chairman, who, in contravention of what has been specified in article 5 section 2, shall resign for the first time on the thirty-first day of December two thousand and thirteen at the latest;
 - b. Johannes Mulder, born in Leeuwarden on the twenty-fifth day of June nineteen hundred and sixty-one, as secretary, who, in contravention of what has been specified in article 5 section 2, shall resign for the first time on the thirty-first day of December two thousand and thirteen at the latest;
 - c. Axle Christopher Mykleby, born in Oslo, Norway, on the second day of November nineteen hundred and forty-eight, as treasurer;
 - d. Marie-Thérèse Varlamoff, born in Paris, France, on the fifteenth day of March nineteen hundred and forty-one, and
 - e. Corine Arann Wegener, born in Lexington, Missouri, United States of America, on the twenty-eighth day of October nineteen hundred and sixty-three.

The written powers of attorney granted to the person appearing are evidenced by three (3) private instruments, which are attached to this deed.

In witness whereof, the original of this deed is executed in Amsterdam, on the date mentioned in the head of this deed.

Having first conveyed the substance of this deed, given an explanation thereto, pointed out the consequences resulting from the deed to the person appearing, and following the statement of the person appearing that he or she has taken note of the contents of this deed and agreed to a partial reading thereof, this deed is signed, immediately after reading out loud those parts of this deed that the law requires to be read out loud, by the person appearing, who is known to me, notaris (civil law notary), and thereafter signed by me, notaris (civil law notary).

(signed) S.M. Voorn, H.J. Steinvoot.

ISSUED AS A TRUE COPY

by me, Mr Remco Bosveld, kandidaat-notaris (junior civil-law notary), representing Mr Hendrik Jan Steinvoot, notaris (civil law notary) practising in Amsterdam, on the eighth day of January two thousand and ten.