

COPY

STATUTES

Name and seat

Article 1

1. The association bears the name: Women in Financial Services Netherlands.
2. It has its registered office in the municipality of Oosterhout.

Goal, achieve goal

Article 2

1. a. The aim of the association is: to bring together ambitious women with at least ten years of work experience who (preferably) have a managerial position in the financial sector or have a strong professional affinity with this sector, to share ideas and opportunities with each other so that the network can contribute to the empowerment of women in the financial sector, and to do all that is related or conducive to the above.
b. Women who do not yet have ten (10) years of work experience but are working in the financial sector are Young WIFS members. Young WIFS offers young ambitious women a platform to gain knowledge, share experiences, network and become empowered. Through YOUNG WIFS, it contributes to the development and advancement of young women within WIFS.
2. The association serves social interest.
3. The association is non-profit-making.
4. The Association shall endeavour to achieve its purpose by, inter alia: organising activities, including, but not limited to, lectures, congresses, meetings, symposiums and other events or in other ways giving the women belonging to the target group the opportunity to share knowledge, network, exchange information and support each other.

Duration, financial year

Article 3

1. The association is established for an indefinite period.
The financial year of the association is the same as the calendar year.

Membership, requirements

Article 4

1. The association has members and Young WIFS members.
2. Members are women, with a minimum of ten years of work experience who (preferably) hold a managerial position in the financial sector or have a strong professional affinity with this sector, who have applied in writing to the board and have been admitted as members by the board.
3. Young WIFS members are ambitious young women working in the financial sector, with an HBO/WO background, with up to ten (10) years of work experience and prospective members of WIFS. Membership is evidenced by a declaration issued by the board. In case of non-admission by the board, the general meeting of members may still decide on admission.
4. Membership is personal and cannot be transferred or acquired by inheritance.
decisions.

Membership, termination

Article 5

1. Membership termination:
 - a. by the death of the member;
 - b. through termination by the member;
 - c. through termination by the association;
 - d. by disqualification.
2. Termination of membership by the member may only take place towards the end of a financial year. It shall be effected in writing to the board with due observance of a notice period of at least four weeks. If notice of termination has not been given in time, membership shall continue until the end of the next financial year.

Membership shall end immediately: indien redelijkerwijs van het lid niet gevegd kan worden het lidmaatschap te laten voortduren;

- a. within one month after a resolution restricting the rights of members or their obligations is made known or communicated to a member;
 - b. within one month after a member has been notified of a decision to convert the association into another legal form or to merge.
3. Notice of termination of membership on behalf of the association may be given by the board by the end of the current financial year:
 - if, after repeated written reminders, a member has not fully met its financial obligations towards the association for the current financial year on November 1st;
 - when the member has ceased to meet the requirements for membership set by the statutes at that time.

The notice period shall be at least four weeks.

If notice of termination has not been given in time, membership shall continue until the end of the next financial year.

However, termination of membership may result in immediate termination of membership if the association cannot reasonably be required to continue the membership.

Notice of termination shall always be given in writing, stating the reasons.

4. Expulsion from membership may only be pronounced if a member acts contrary to the articles, regulations or resolutions of the association or if the member harms the association in an unreasonable manner. It shall be done by the board, which shall notify the member of the decision as soon as possible, stating the reasons. The member concerned is entitled to appeal to the general meeting of members within one month of receiving the notification. During the appeal period and pending the appeal, the member shall be suspended. A suspended member has no voting rights.
5. If membership ends during a financial year, the annual contribution shall remain payable in full by the member, unless the board decides otherwise.

Donors

Article 6

1. Donors are those, who have been authorised by the board as donors.
2. The arrangements made in these Articles of Association for members regarding admission and termination, with the consequences thereof, shall as far as possible also apply to donors.

3. Donors shall be obliged to make an annual monetary contribution to the association, the minimum size of which shall be determined by the general meeting of members.
4. Donors shall only be entitled to attend the general membership meeting. They shall not have the right to vote therein, but shall have the right to speak.

Cash resources of the association

Article 7

The funds of the association consist of membership fees, monetary contributions from donors, entrance fees from activities organised by the association, subsidies and sponsor contributions, what is obtained through inheritances or legacies and what is obtained in other ways.

Each member shall pay an annual contribution. The amount of the contribution is determined by the general meeting of members.

Board: formation, appointment, resignation

Article 8

1. The board shall consist of at least three (3) and no more than seven (7) natural persons, who shall appoint from among themselves a chairman, a secretary and a treasurer.
2. Board members shall be appointed by the general membership meeting from among the members of the association. The general membership meeting shall determine the number of board members.
3. Board members may be suspended and dismissed by the general meeting of members at any time, stating reasons. The General Meeting shall decide on suspension or dismissal by a majority of two-thirds of the votes cast.
4. The suspension shall end if the general meeting of members has not decided on dismissal within three months thereafter. The suspended member of the Board shall be given the opportunity to account for his actions at the general meeting of members and may be assisted by legal counsel.
5. Board members shall be appointed for a maximum period of four (4) years. For this purpose, a year means the period between two consecutive annual general meetings. Board members shall resign according to a schedule to be drawn up by the Board. A board member resigning according to the roster may be reappointed two (2) times immediately.
6. If the number of Board members has fallen below the minimum mentioned in paragraph 1, the Board shall nevertheless remain competent. The Board shall be obliged to convene a general meeting as soon as possible, at which the filling of the vacancy(ies) shall be discussed.
7. The provisions of Articles 11 to 14 shall apply as far as possible to the meetings and decision-making of the Board.
8. The directors shall receive no remuneration or fees for the work performed by them as directors. Expenses incurred by directors in the performance of their duties shall be reimbursed by the association.

Board: task and exclusion of powers

Article 9

1. The board is in charge of managing the association.
2. The board is not authorised to resolve to enter into agreements to acquire, alienate or encumber registered property and to enter into agreements whereby the association binds itself as surety or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another.

Board: representation

Article 10

1. The board shall represent the association.
2. The power of representation shall also accrue to two (2) directors jointly.
3. The board may decide to grant an occasional or continuous power of attorney to one or more directors and/or to others, both jointly and separately, to represent the association within the limits of that power of attorney..

General membership meetings: venue

Article 11

General membership meetings shall be held at the place specified in the notice of meeting.

General membership meetings: access

Article 12

1. Admitted to the general members' meeting are members who have not been suspended, donors as well as those who have been invited by the board and/or the general members' meeting to do so.
2. A suspended member shall have access to the meeting at which the decision on his suspension is discussed and shall be entitled to speak on it then.
3. With the exception of a suspended member, each member shall have one vote at the general membership meeting. Each member entitled to vote may grant a written proxy to another member entitled to vote to cast his vote. A person entitled to vote may act as proxy for no more than two persons.
4. A unanimous resolution of all members with voting rights, even if they are not convened at a meeting, provided it is taken with the Board's prior knowledge, shall have the same force as a resolution of the general meeting of members. Such a resolution may also be made in writing.
5. The chairman shall determine the manner in which votes are to be taken at the general meeting of members.
6. All resolutions for which no greater majority is prescribed by law or by these articles of association shall be passed by an absolute majority of the votes cast. In the event of a tied vote on matters, the proposal shall be rejected. If the votes are tied in an election of persons, lots shall be drawn. If in an election between more than two persons no absolute majority is obtained, a further vote shall be taken between the two persons who received the largest number of votes, if necessary after an interim vote.

General membership meetings: Running the meeting, minutes

Article 13

1. General meetings of members shall be conducted by the chairman or, in his absence, by the oldest board member present. If no board members are present, the meeting itself shall provide for its chairmanship.
2. The opinion expressed by the chairman at the general meeting concerning the result of a vote shall be decisive.
The same applies to the contents of a resolution passed, insofar as the vote was taken on a proposal not laid down in writing.
However, if the correctness of the chairman's opinion is disputed immediately after it is pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person present with voting rights so requires. This new vote nullifies the legal effects of the original vote.
3. The secretary or a person appointed by the chairman shall keep minutes of the proceedings of the general meeting.
These minutes shall be adopted at the same or at the next general meeting and in witness whereof they shall be signed by the chairman and the secretary of that meeting.

Financial year, reporting

Article 14

1. The financial year of the association shall be equal to the calendar year.
At least one general members' meeting shall be held annually and within six months after the end of the financial year, unless this period is extended by the general members' meeting. At this general membership meeting, the Board shall present its annual report on the course of business in the association and on the policy pursued. It shall submit the balance sheet and the statement of income and expenditure with explanatory notes to the general meeting of members for approval.
These documents shall be signed by the members of the Board; if the signature of one or more of them is missing, this shall be stated and reasons shall be given. After expiry of the term, each member may legally demand that the joint managing directors fulfil these obligations.
2. If the General Meeting is not presented with a statement regarding the faithfulness of the documents referred to in the previous paragraph from an auditor as referred to in Article 2:393(1) of the Dutch Civil Code, the General Meeting shall annually appoint a committee of at least two members who may not be members of the Board.
3. The board shall be obliged to provide the committee with all information it requests for its provide the committee with all the information it requests, to show it the cash and values if it so desires and to allow it inspection of the books and documents of the association.
4. The committee shall examine the documents referred to in paragraphs 1 and 3.
5. If in the opinion of the committee this investigation requires special accounting knowledge, it may be assisted by an expert at the expense of the association. The committee shall report its findings to the general meeting.

General membership meetings: convening

Article 15

1. General members' meetings shall be convened by the board as often as it deems desirable or is obliged to do so by law.
2. At the written request of at least one-tenth of the members with voting rights, the board shall be obliged to convene a general members' meeting, to be held within four weeks after submission of the request.
If the request is not complied with within fourteen days, the applicants themselves may proceed to convene the general meeting in the manner stipulated in paragraph 3 or by means of an advertisement in at least one widely read national newspaper. The petitioners may then charge others than members of the Board _ with chairing the meeting and taking minutes.
3. Notice of the general members' meeting shall be given to those entitled to vote at least seven days in writing.
The notice shall state the subjects to be discussed and the place where the general meeting of members is to be held.

Statutes amendment

Article 16

1. Amendments to the articles of association may only be made by a resolution of the general meeting of members, which has been convened with the announcement that an amendment of the articles of association will be proposed at that meeting.

2. Those who have issued the notice convening the general meeting to discuss a proposal to amend the articles of association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members in a place suitable for that purpose at least five days before the day of the meeting until after the end of the day on which the meeting was held.
3. The general meeting of members may only decide to amend the articles of association with a majority of at least two-thirds of the number of votes cast.
The amendment of the articles of association shall not come into force until it has been notarised.
Each of the managing directors shall be authorised to execute the deed of amendment of the articles of association.
4. The provisions of paragraphs 1 and 2 shall not apply if at the general meeting of members all those entitled to vote are present or represented and the resolution to amend the articles of association is passed unanimously.
5. The board members are obliged to deposit an authentic copy of the deed of amendment of the articles of association and a complete continuous text of the articles of association, as they read after the amendment, at the office of the register kept by the Chamber of Commerce and Industry.

Dissolution and liquidation

Article 17

1. The provisions of Article 16 paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a resolution of the general meeting to dissolve the association.
2. By its resolution referred to in the previous paragraph, the general meeting of members shall determine the destination for the credit balance, and as far as possible in accordance with the purpose of the association.
3. Liquidation shall be carried out by the board.
4. After dissolution, the association shall continue to exist to the extent necessary for the liquidation of its assets. During the liquidation, the provisions of the articles of association shall remain in force as much as possible.
In documents and announcements issued by the association the words "in liquidation" must be added to its name.
5. The liquidation shall end at the time when no more assets known to the liquidator are present.
6. The books and records of the dissolved association must be kept for ten years after the dissolution. Custodian is the person appointed as such by the liquidators.

Regulations

Article 18

1. The general meeting of members may adopt and amend one or more regulations (including, but not limited to: "house rules"), regulating subjects not or not fully provided for by these articles of association.
2. A regulation may not contain provisions, which are contrary to the law or to these articles of association.
3. The provisions of Article 16 paragraphs 1, 2 and 5 shall apply mutatis mutandis to decisions to adopt and amend regulations.

Final provision

Article 19

The general meeting of members shall have all powers in the association that are not assigned to other bodies by law or by the articles of association.