



[Certified translation from Dutch]

FORMATION OF A FOUNDATION

On this fourth day of July in the year two thousand and seven, the following persons appeared before me, Hélène Elisa Maria Faasen, a civil law notary practising in Amsterdam [the Netherlands]:

1. Mr Peter Dankmeijer, residing at Vinkenstraat 116-A, 1013 JV Amsterdam, born in Amsterdam on the thirty-first day of October nineteen hundred and fifty-seven, unmarried and not in a registered partnership, who produced identification in the form of his passport, issued in Amsterdam on the twenty-ninth day of March two thousand and four;
2. Mr Theodorus Hendrikus Franciscus Jozef van de Schoot, residing at Koperwieklaan 126, 2251 PA Voorschoten, born in Oirschot on the sixth day of March nineteen hundred and fifty-nine, married, who produced identification in the form of his passport, number ND5721959, issued in Voorschoten on the fifteenth day of January two thousand and three.

The persons appearing hereby form a foundation which will be governed by the following Constitution:

NAME, SEAT AND DURATION

Article 1.

1. The name of the Foundation is: **STICHTING Global Alliance for LGBT Education (Stichting GALE)**.
2. The Foundation has its seat in the City of The Hague.
3. The Foundation has been formed for an indefinite period.

OBJECT

Article 2.

1. The object of the Foundation is:
 - a. to initiate, coordinate and promote – and to look after the interests of – an international network of public relations spokespersons and trainers on LGBT (Lesbian, Gay, Bisexual and Transgender) issues, all in the broadest sense of the word.

The Foundation is a not-for-profit organization.

2. The Foundation shall endeavour to achieve its object by:
 - a. providing a platform for a learning community;
 - b. providing various communication means and channels;
 - c. promoting the exchange and development of knowledge in a variety of ways;performing any acts relating or conducive to the foregoing, all in the broadest sense.

FINANCIAL RESOURCES

Article 3.

The financial resources of the Foundation shall comprise:

- the capital of the Foundation and the revenues generated by the Foundation's assets;
- subsidies, grants, gifts, donations and assets inherited or received as a bequest or legacy;
- funds received in any other way permitted by law.

BOARD

Article 4.

1. The Board of the Foundation shall have no fewer than three members; the first members of the Board are appointed by this deed. In derogation of this provision,



the first Board shall consist of two members, with the proviso that the number of Board members must be increased to three within 6 months of the date of the deed of formation. The number of Board members shall be determined by the Board by unanimous vote, subject to the above provisions.

One of the Board members shall be appointed on the nomination of (Hivos) and a second Board member shall be appointed on the nomination of Empowerment Lifestyle Services, a consultancy having its office address at Vinkenstraat 116-A in Amsterdam. No nomination procedure shall apply to the appointment of the third Board member, who must be appointed within six months of the date of formation. There must be no close family or similar relationships between Board members, including, without limitation, relationships based on marriage, registered partnership or cohabitation, and any relationship by consanguinity or affinity within the third degree.

2. The Board (with the exception of the first Board, the members of which are appointed to office) shall elect a Chair, a Secretary and a Treasurer from its number. The positions of Secretary and Treasurer may also be held by one person.
3. Any vacancy or vacancies arising on the Board shall be filled by the remaining Board members by unanimous vote (or by the only remaining Board member) within two months of the date on which such vacancy or vacancies arise(s), by appointing one or several successors.
4. If the Board is incomplete for any reason whatsoever, the remaining members of the Board or, as the case may be, the only remaining member of the Board shall nevertheless be a legally constituted Board, subject to the provisions of Article 7.
5. The members of the Board shall not receive a remuneration for the performance of their duties, neither directly nor indirectly. The term 'remuneration' shall not be taken to include a reimbursement of the reasonable costs incurred on behalf of the Foundation and in the performance of their duties for the Foundation. Any reimbursements paid to the Board members shall be disclosed and explained in the statement of income and expenditure.

BOARD MEETINGS AND BOARD RESOLUTIONS

Article 5.

1. The meetings of the Board shall be held in The Hague, unless the full Board decides otherwise by unanimous vote.
2. At least one meeting shall be held each calendar quarter.
3. Meetings shall be held, furthermore, whenever the Chair deems such to be appropriate or if one of the other Board members submits a request to that effect in writing to the Chair, specifying the business to be considered. If the Chair does not comply with such a request in such a way that the meeting may be held within three weeks of the request, the Board member requesting the meeting shall be entitled to convene a meeting him or herself, with due regard for the required formalities.
4. Meetings shall be convened by the Chair – save as provided in Paragraph 3 – by giving at least seven clear days' written notice, not counting the day on which the notice is sent and the day of the meeting.
5. The notice of meeting shall contain the agenda for the meeting and state the venue, date and time of the meeting.
6. As long as all the serving members of the Board are present at a Board meeting, valid resolutions may be passed on all subjects brought up for discussion, on condition that they are passed by unanimous vote, even if the provisions of this Constitution relating to the convocation and holding of meetings have not been observed.
7. The meetings shall be chaired by the Chair of the Board; in his absence the meeting shall appoint someone else to chair the meeting.

8. The business considered at the meetings shall be recorded in minutes taken by the Secretary, or by one of the other persons present and requested to do so by the person chairing the meeting. The minutes shall be confirmed and signed by the persons acting as chair and secretary at the meeting in question.
9. The Board may pass valid resolutions at a meeting only if the majority of its serving members are present or represented at the meeting.
A member of the Board may be represented at a meeting by another member of the Board on presentation of a written proxy that is acceptable to the person chairing the meeting. A member of the Board may not act as a proxy for more than one other member of the Board.
10. The Board may also pass resolutions without holding a meeting, provided that all the members of the Board are given an opportunity to express their opinion in writing, by telegram, by fax or by e-mail.
The Secretary shall make a record of a resolution adopted in this manner, appending the replies received, which record shall be co-signed by the Chair and added to the minutes.
11. Each Board member shall have the right to cast one vote.
Unless this Constitution prescribes a larger majority, all Board resolutions shall be passed by an absolute majority of the valid votes cast.
12. All votes at meetings shall be taken verbally, unless a vote by ballot is considered appropriate by the Chair or requested by one of the voting Board members before the vote is taken.
Ballot votes shall be by secret ballot.
13. Blank votes shall be deemed not to have been cast.
14. The Chair shall decide on any disputes regarding votes and ballots not provided for by this Constitution.
15. A Board member shall be debarred from voting on his or her individual contract of employment (if any).

POWERS OF THE BOARD AND REPRESENTATION

Article 6.

1. The Board shall be charged with the management of the Foundation.
2. The Board shall be entitled to enter into agreements to acquire, sell or encumber property subject to public registration.
3. The Board shall not be entitled to decide to enter into agreements by which the Foundation binds itself as surety or guarantor or as joint and several debtor, warrants performance by a third party or guarantees a third-party debt.

Article 7.

1. The Board shall represent the Foundation, both at law and otherwise.
2. Power to represent the Foundation shall also be vested in two Board members acting jointly.
3. The Board may give one or more Board members, as well as third parties, power of attorney to represent the Foundation within the confines of the power of attorney.

TERMINATION OF BOARD MEMBERSHIP

Article 8.

Membership of the Board shall terminate:

if a Board member dies, loses the right to dispose of his or her property, gives written notice of resignation, and if a Board member is removed from office pursuant to the provisions of Section 298 in Book 2 of the Netherlands Civil Code.

FINANCIAL YEAR AND CONSTITUTION.

Article 9.

1. The Foundation's financial year shall coincide with the calendar year.

2. The books of the Foundation shall be closed and balanced at the end of each financial year. On the basis of those accounting records, the Treasurer shall prepare a balance sheet and a statement of income and expenditure for the past financial year; these annual financial statements shall be accompanied by a report from a *registeraccountant* or an *AA-accountant* and shall be presented to the Board within six months of the end of the financial year.
3. The annual financial statements shall be adopted by the Board, which adoption shall discharge the Treasurer from liability.

Advisory Board

Article 10.

1. The Board may appoint an Advisory Board. The Advisory Board shall be a panel of experts who give advice to the Board and provide (non-binding) policy guidance to the Board on the basis of strategic and educational expertise.
2. The membership, duties, powers and procedures of the Advisory Board shall be set out in regulations made by the Board.
3. Board members shall not have a seat on the Advisory Board, but shall attend a meeting of the Advisory Board at least once a year.

STANDING ORDERS

Article 11.

1. The Board shall be entitled to adopt standing orders to provide for matters not covered by this Constitution.
2. The standing orders may not be inconsistent with the law or this Constitution.
3. The Board shall be entitled to amend or repeal the standing orders at any time.
4. The provisions of Article 12, Paragraph 1 shall apply to the adoption and repeal of and any amendments to the standing orders.

AMENDMENTS TO THE CONSTITUTION

Article 12.

1. The Board shall be entitled to amend this Constitution.
A resolution to that effect may be passed only by a majority of two thirds of the votes cast at a meeting specifically convened for that purpose at which all the Board members are present or represented, and may be passed only if there are no vacancies on the Board.
If not all the Board members are present or represented at a meeting at which a motion to amend the Constitution or to dissolve the Foundation is to be put to the vote, a second meeting shall be convened, to be held no earlier than two weeks and no later than four weeks after the first meeting.
At this second meeting a resolution may be passed on the motion as discussed at the first meeting regardless of the number of Board members who are present or represented, with the proviso that the resolution is passed by a majority of at least seventy-five per cent of the votes cast.
2. An amendment to the Constitution shall not take effect until it has been laid down in a notarial deed. Both the Board and each Board member individually shall be entitled to arrange for the notarial deed of amendment to be executed.
3. The Board members shall be required to lodge a certified copy of the deed of amendment, as well as the amended Constitution, with the office of the Chamber of Commerce and Industry within whose jurisdiction the Foundation has its seat.

DISSOLUTION AND LIQUIDATION

Article 13.

1. The Board shall be entitled to dissolve the Foundation. The provisions of Article 12, Paragraph 1 shall apply to any resolution to that effect.
2. After its dissolution the Foundation shall continue to exist in so far as this is necessary for the liquidation of its assets.

3. The Board shall be in charge of liquidating the Foundation.
4. The liquidators shall ensure that the dissolution of the Foundation is recorded in the register referred to in Article 12, Paragraph 3.
5. The provisions of this Constitution shall remain in force as far as possible during the liquidation.
6. Any credit balance of the dissolved Foundation's assets shall be given to causes corresponding as far as possible with the object of the Foundation.
7. After liquidation, the books and records of the dissolved Foundation shall, for a period of seven years, remain in the custody of the youngest liquidator.

FINAL PROVISIONS

Article 14.

The Board shall decide in all cases not provided for by the law or this Constitution.

In conclusion, the persons appearing declared, in implementation of the provisions of Article 4 Paragraphs 1 and 2, that the following persons are appointed as the first members of the Foundation's Board:

1. Mr P. Dankmeijer, named above, as Chair;
2. Mr T.H.F.J. van de Schoot, named above, as Secretary/Treasurer.

The persons appearing further declared that they accepted the aforesaid positions on the Board.

The Foundation's office is located in Amsterdam at the address Vinkenstraat 116-A, 1013 JV Amsterdam.

The persons appearing are known to me, civil law notary, and I, civil law notary, have established the identity of the persons appearing and party to this deed on the basis of documents which are intended for that purpose.

This deed was executed in Amsterdam on the day and in the year first above written.

The contents of this deed were stated and explained to the persons appearing. The persons appearing declared that they did not require the deed to be read out in its entirety, that they had received a draft of this deed in good time prior to its execution, that they had taken note of the contents of this deed and that they agreed thereto.

This deed was read out in part and signed immediately thereafter by the persons appearing and by me, civil law notary.

The signatures appear underneath the original deed.

[Seal]

CERTIFIED TRUE COPY:

[Signature]

