



FULL TEXT OF ARTICLES OF INCORPORATION

Stichting Spanda
with seat in The Hague

September 17th, 2010



The undersigned, Jacobus Henricus Maria Grijmans, "notaris" (civil-law notary) in The Hague, declares that:

1. Stichting Spanda, with registered seat in The Hague, was incorporated by notarial deed, executed on the ninth day of May two thousand and five by civil-law notary mr. J.H.M. Grijmans; and
2. the articles of association have been amended by notarial deed, executed on the seventeenth day of September two thousand and ten, by which last amendment the following running text was established.

A large, stylized handwritten signature in blue ink, consisting of a large loop and a trailing flourish.



2010.000105.01

Name and Seat

Article 1

1. The foundation is named: **Stichting Spanda**
2. It has its seat in the municipality of the Hague.

Aim

Article 2

1. Stichting Spanda is a transnational non-governmental (NGO), philanthropic, charitable, non-profit and grant-making institution for development and cooperation, education, culture, health and research, aiming for the sustainable advancement and diffusion of knowledge and understanding.
Stichting SPANDA has a cross-cultural goal, aiming to a better understanding among people through a deeper knowledge of their mutual cultures, ideas, traditions, faiths and beliefs in a dialogue intended to stimulate cultural diversity. At the heart of this mission is an aspiration to contribute to the achievement of a higher degree of awareness. The Foundation is particularly interested in projects that encourage freedom of inquiry, imagination, insight, creativity and expression. The Foundation is active in promoting the excellence in the arts, in cultural, health care, in environmental and conservation issues, in scientific initiatives and in projects that add social value by fostering creative solutions and crafting strategic resources that, serving the common good, may advance human progress and enrich communities towards a more just, sustainable and peaceful world. Apart from the beforementioned objects, the Stichting supports micro-finance projects.

Stichting SPANDA is a resource for innovative people and institutions worldwide, its core values embody some basic themes in all of its programs:

- Respect and appreciation for diversity of ideas and people;
- Protection and enhancement of a just and equitable quality of life for all species within the means of nature;
- Pursue of social justice with understanding of and compassion for disenfranchised communities;
- Support to initiatives that nurture and strengthen the capacities of current and future generations, regardless of race, beliefs, income, gender, family circumstances or ability;
- Pursue of ethical and spiritual concerns to stimulate ongoing dialogue and debate, in order to gain increased understanding of ethical perspectives.

The FOUNDATION supports its mission with long-term projects requiring multi-year





commitments of funding and technical assistance in the areas of art and humanities, social sciences and scientific research.

2. The aims of the Foundation are:

- To promote transnational and international cooperation and advance human achievement;
- To promote the transition to sustainability for the future and to find ways for society to live in balance with the natural world;
- To promote the understanding of factors affecting the quality of life for the future of humanity;
- To promote humane health care and greater equity in global health and education;
- To support innovative programs that challenge existing cultural, social and scientific patterns and to introduce new models of practice;
- To promote the study, the preservation and conservation of cultural and environmental heritage and indigenous knowledge (IK) while fostering the ecological awareness for future generations;
- To use science and education to promote solutions that help conserve nature;
- To promote and foster relations and exchange of cultural, artistic, religious and scientific values among people, countries, regions and groupings, particularly by seeking to generate mutual understanding and acceptance at grassroots levels for their intellectual, cultural and spiritual heritage;
- To provide the bridge for cultural and scientific exchange and appreciation between Eastern and Western cultures, and facilitate and enhance educational opportunities for the community;
- To collect and disseminate knowledge and information about the arts and culture in both policy and practice and by serving as a locus for interdisciplinary exploration of higher education;
- To enhance dialogue and interactive interchange between cultures on a wide range of issues, thereby improving bilateral and multilateral relations;
- To encourage research and cultural exchange through community and academic learning;
- To support the collection and provision of international exchange information and international cultural exchange standard bearers.

3. Stichting SPANDA, as independent facilitator between the official public bodies, the academic world and the cultural and scientific fields, seeks to achieve its aims by means of research; by publishing studies, organizing and promoting cultural events, courses and training programs, and by distributing educational content; by providing information, comprehensive training, equipment, consultations, and





exhibition opportunities to independent and public cultural and scientific operators; by awarding grants, prizes and scholarships; by fostering the preparation of essential human, academic, professional and scientific resources and expertise for the highest quality of professional performance; by gathering and disseminating accurate information through catalogues, databases, journals, photographic archives, publications, and other compendia; by sharing of expertise, direct exchange of research and experience through conferences, symposia, seminars and other professional meetings; by maintaining a library and documentation centre, and all other activities, endeavours, ventures and undertakings, none excluded, consistent with its institutional aim and deemed useful to its achievement.

4. 1. Stichting SPANDA is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings of Stichting SPANDA shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person, except that Stichting SPANDA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of Stichting SPANDA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Stichting SPANDA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, Stichting SPANDA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of Stichting SPANDA, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose.
2. 1. Stichting SPANDA will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.





- II. Stichting SPANDA will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal revenue Code, or the corresponding section of any future federal tax code.
 - III. Stichting SPANDA will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - IV. Stichting SPANDA will not make any investment in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - V. Stichting SPANDA will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. Stichting SPANDA acts in an advisory capacity to governments, parliaments and social organizations.

Capital

Article 3

The capital of the Foundation will be formed by:

- subsidies and donations;
- gifts, endowments and legacies;
- all other acquisitions and benefits.

Board

Article 4

1. The Board of the Stichting shall consist of at least three members. The number of members shall be established – according to what has been stated in the last preceeding phrase – by common consent of the Board.
Untill the moment of his resignation, Dr. Luciano Momo, alias Sahlan Momo, residing in 00186 Rome (Italy), 47 Via di Torre Argentina, born in Villareggia (Italy) on the thirty-first day of December nineteen hundred and forty-four, shall participate as member of the board, with due observance of Article 8 subsection 3.
2. The Board (with exception of the first board, of which members shall be appointed in their position) chooses among its members a Chairperson, a Secretary and a Treasurer. It is allowed to have the positions of Secretary and a Treasurer performed by the same person.
3. In case one or more vacancies shall arise within the Board, the remaining board member(s) will provide, by unanimous consent, within two months after the arising of the vacancy or vacancies, in appointing one or more successor(s).
4. If, for whatever reason, one or more members are missing in the board, nevertheless the remaining board member(s) forms a legal board.





5. The members of the Board will not receive any reward for their activities. They are entitled to receive compensation for the expenses they make in their capacity as Board members.

Board meetings and Board decisions

Article 5

1. The Board meetings shall take place in The Hague, unless otherwise provided by the Board or at such place which the Board may designate.
2. One meeting shall be held at least every calendar year.
3. Furthermore, meetings will take place each time the Chairperson deems it desirable or when another Board member submits to the Chairperson a written request, accompanied by an accurate agenda, to have a Board meeting. If the Chairperson does not respond to such a request, i.e. that the meeting can be held within three weeks after the request has been made, the requestor himself is entitled to call for the meeting, provided the required formalities are taken into account.
4. The meeting shall be called by the Chairperson – except for the statement made in paragraph 3 – by means of a written notice at least upon seven days' notice, not counting the day of the call and that of the meeting itself.
5. The written notice shall include, besides the place and time, the issues to deal with in the meeting.
6. Valid decisions by unanimous consent can be taken pertaining to all issues dealt in the meeting if all Board members are present, even though the requirements for the call for the meeting, as stated in these Bylaws, have not been met.
7. The meeting of the Board shall be presided over by the Chairperson of the Board; in his or her absence, the Board shall choose its own Chair of the meeting.
8. Upon request by the Chairperson, the Secretary, or another person present at the meeting, shall keep the minutes of the meeting. The minutes shall be confirmed and signed by the performed Chairperson and Secretary of the meeting.
9. The Board can take valid transactions only when the majority of the Board members are present or represented at the meeting. In a meeting, a Board member can be represented by another member by submitting a written authorization approved by the Chairperson of that meeting. A Board member can only represent, and be authorized by, one other Board member at the time.
10. The Board is entitled to take decisions outside of a meeting if all Board members have had the opportunity to express their views, being by written communication, by cable transfer, by telefax, telex or e-mail. Should a decision be taken in this way, the Secretary shall make a report of the event including the given answers; this report, signed by the Chairperson, shall be attached to the minutes of the meeting.





11. Every Board member shall cast *one* vote only. In so far as a larger majority is not requested by these Bylaws, all Board decisions should be taken by at least a majority of all valid votes.
12. All votes in the meeting are casted verbally, unless written votes are expressly requested by the Chairperson or by one of the voting members. Written voting are casted in an unsigned, closed notice.
13. Empty votes will be considered as no vote.
14. Shall any conflicts arise concerning voting, and no instruction being provided by these Bylaws, decision shall be taken by the Chairperson of the meeting.

Board power and representation

Article 6

1. The Board shall be charged with the responsibility for the running of the Foundation.
2. The Board shall be entitled to decide upon agreements concerning acquisition, alienation and the overall responsibility of immovable property.
3. The board shall furthermore be entitled to decide upon agreements in which the Stichting is committed to giving security or being co-debtor, or stand in for a third party, or commits itself as a safe-keeper for debts of another party.

Article 7

1. The Board represents the Foundation.
2. The Foundation can be represented also by the Chairperson and two Board members acting in conjunction.
3. The Board shall be entitled to authorize one or more Board members, as well as thirds parties, to represent the Foundation within the limits of that authorization act.

Termination of the Board membership

Article 8

1. Besides being dismissed by a judge according to article 298, paragraph 1, Book 2 of the Civil Code, the Board membership comes to an end:
 - a. by death of the member;
 - b. by resigning of the member;
 - c. by dismissal of the member by the Board.
2. Prior to the decision of dismissal being issued by the Board, the member in question shall have the opportunity to defend himself/herself in front of the Board.
3. Notwithstanding what is mentioned in Article 8, Dr. Luciano Momo, alias Sahlan Momo, residing in 00186 Rome (Italy), 47 Via di Torre Argentina, born in Villareggia (Italy) on the thirty-first day of December nineteen hundred and forty-four, founder of the Stichting, can not be dismissed by the board.

Fiscal year and yearly records





Article 9

1. The fiscal year of the Foundation follows the calendar year.
2. The financial records of the Foundation shall be closed at the end of each fiscal year. The Treasurer shall draw up the Balance Sheet and a Profit and Loss Statement for that fiscal year, from which, if legally required, the financial records accompanied by a report of a registered accountant (RA) or by a bookkeeper-administration consultant (AA), will be furnished to the Board not later than six months after the close of the fiscal year of the Foundation.
3. The Board shall confirm the financial records.

Rules and regulations

Article 10

1. The Board is entitled to set rules and regulations pertaining to issues not included in these Bylaws.
2. The rules and regulations should not be in contradiction with the law or with these Bylaws.
3. The Board is at all times entitled to change or cancel such rules and regulations.
4. For confirmation, changing and cancellation of the rules and regulations, article 11, paragraph 1 should be applied.

Amendment of Bylaws

Article 11

1. The Board is entitled to amend these Bylaws. The decision to act so, should be taken by unanimus consent in a meeting in which all Board members are present or represented, with no vacancy.
2. The amendment should be made by a notary act, under pain of being null and void.
3. The members of the Board are bound to deposit the original copy of the amendment, as well as the changed Bylaws, at the Public Trading Register of the Chamber of Commerce of the region in which the Foundation has its seat.

Dissolution and settlement

Article 12

1. The Board is entitled to dissolve the Foundation by a decision, consistent with article 11, paragraph 1, concerning the amendment of the Bylaws.
2. The Foundation will continue to exist after the dissolution as long as needed to settle the capital.
To its name will be added: "into liquidation".
3. If, as consequence of a decision taken by the Board, the Foundation shall be dissolved, the Board members shall perform as liquidators to settle the capital of the dissolved Foundation. To these liquidators, the juridical rules and these Bylaws concerning the appointing, suspension and dismissal of board members





shall be applied.

4. A liquidator responsible for settling the capital, has the same power, duties and responsibility as a Board member, insofar as these are compatible with his task as liquidator.
5. After payment of, or provision for payment of, all debts and liabilities, what remains of the capital of the Foundation shall be distributed by the liquidators to a purpose as much as possible consistent with the aim of the Foundation, or to another ideal or social purpose of their choice; this remaining part shall be transferred to the concerned legal body.
6. After the settling has been completed, the financial books and all records will be deposited for a period of seven years with the person appointed as such by the liquidators.

Clause

Article 13

In all cases and instances in which both the law and these Bylaws do not provide, the Board decides.

