

STATUTES OF THE "FOUNDATION"

(ADOPTED BY THE BOARD IN BRUSSELS ON 11 MARCH 2005)

On this second day of June two thousand and five, personally appeared before me, Ernst Hans Rozelaar, civil law notary in Amsterdam, The Netherlands:
Herman Onstein, office address Honthorststraat 3, 1071 DC Amsterdam, born in Amsterdam on the seventh day of August nineteen hundred and seventy, unmarried and not registered as a common law partner.

The person appearing declared:

- that by deed executed on the thirty-first day of August two thousand and four before a representative of the vacant seat of J.F. Renes, former civil law notary in Amsterdam, the Statutes of the foundation **Stichting European Network on Street Children Worldwide**, hereinafter also to be referred to as the "Foundation", a foundation duly organized and existing under the laws of The Netherlands, with registered seat in Amsterdam and business office at Square Vergote 34, 1030 Brussels, Belgium (correspondence address: Roemer Visscherstraat 21, 1054 EV Amsterdam, registered at the Trade Registry of the Chamber of Commerce and Industries in Amsterdam under number 41215477,
- as appears from a private instrument that has been annexed to this Deed, the Executive Board of the Foundation has by unanimous vote resolved outside a meeting, such in conformity with Dutch law, to:
 - (i) to fully amend the Statutes of the Foundation, and
 - (ii) to authorise the person appearing to sign this Deed therewith give effect to the amendment.

In furtherance of the aforementioned resolution, the person appearing declared that the Statutes of the Foundation will read as follows:

NAME AND SEAT

Article 1.

1. The name of the Foundation shall be:
Stichting European Foundation for Street Children Worldwide, hereinafter referred to as 'the Foundation'.
2. The Foundation's registered seat shall be in Amsterdam. The Foundation may open offices in countries outside The Netherlands.

OBJECTIVES

Article 2.

Mission

- to raise political awareness within and with EU institutions in the field of excluded children with particular focus on street children,
- to intensify informed political debate in particular at European level and to have the issue of such children integrated into mainstream social and economic policy making,
- to raise public awareness and to mobilize public opinion on the issues of such children,
- to promote applied research and the exchange of knowledge and experiences (best practices) acting as a broker for affiliated persons and institutions,
- to inform and assist European governments and NGO's on EU policies, strategies, practices and developments in the field of excluded children with particular focus on street children, including funding opportunities,
- to improve the quality of life and the living conditions of such children.

Objective

The objective of the Foundation is to create, maintain and assist a platform of social actors, involved in the realization of the fundamental rights of excluded children with particular focus on street children.

The Foundation seeks to achieve this objective, in particular, by:

- a. advising European and Member States' legislators and policy makers;
- b. responding to the need of the European Union and the Member States' governments, NGO's and other agencies for support in establishing and implementing policies and programs on street children;
- c. responding to the need of governments, NGO's and other agencies in less developed countries (including Eastern Europe) for support in establishing and implementing policies and programs on street children;
- d. raising public awareness and understanding of street children and related issues;
- e. raising awareness and understanding of street children and related issues in the institutions of the European Union, the Member States, the Council of Europe and other forums;
- f. intensifying the political debate on street children and related issues, at the level of both the European Union and the Member States and the Council of Europe;
- g. improving and strengthening the communication, cooperation, coordination and exchange of information between social NGOs and welfare organizations, in particular those working with excluded children worldwide, and to encourage their learning from each others' experiences;
- h. monitoring and promoting children's rights in line with the commitments made under the United Nations Convention on the Rights of the Child;
- i. building up expertise and information on street children and related issues and to develop effective strategies for working with street children;
- j. increasing resources available from the European Union, the Member States, the United Nations and other sources to meet requests for assistance for programmes for street children, through bilateral, multilateral and non-governmental channels.

CAPITAL**Article 3.**

The capital of the Foundation shall be raised by:

- a. gifts, testamentary dispositions and legacies;
- b. interest;
- c. contributions by third parties;
- d. subsidies and donations, and/or
- e. other income.

ORGANS

Article 4.

The organs of the Foundation shall be:

- a. the Executive Board;
- b. the Advisory Board, and
- c. the Director.

EXECUTIVE BOARD: COMPOSITION, APPOINTMENT AND RESIGNATION.

Article 5.

1. The Executive Board shall be composed of three members, including the Chair, the Vice-Chair and the Treasurer, who may not be members of the Advisory Board. The members of the Executive Board shall be appointed and removed from their post by the Advisory Board. Vacancies shall be filled as quickly as possible.
2. Article 7 paragraphs 2 to 10 and 12 shall apply to the Executive Board *mutatis mutandis*.

EXECUTIVE BOARD: TASKS AND MEETINGS

Article 6.

1. Without prejudice to the provisions of these Statutes, the Executive Board shall have the following tasks:
 - a. appointing the Director,
 - b. determining the salary of the Director and drawing up his conditions of employment,
 - c. drawing up a document describing the duties and powers of the Director, with due observance of the law and the Foundation's Statutes,
 - d. supervising and guiding the general work of the Foundation and, in particular, guiding and assisting the Director,
 - e. adopting the final budget as proposed by the Director and approving other financial matters that require the approval of the Executive Board,
 - f. adopting the annual and other programmes, after receiving the advice of the Advisory Board. It shall take such advice fully into account,
 - g. approving the draft agenda for the Advisory Board meetings, on a proposal from the Director.
2. The Executive Board shall meet at least twice a year. Such meetings may be replaced by Conference calls. Extra meetings may be arranged if deemed necessary by the Chair or any member or at the request of the Director.
3. The Executive Board meetings shall be attended by the Director, unless the Board decides otherwise.
4. The Executive Board may invite members of the Advisory Board to attend its meetings.

5. The Director shall provide the Executive Board with timely and essential information to enable it to carry out its duties, in addition to furnishing each member of the Executive Board with any information he may request concerning the affairs of the Foundation.

ADVISORY BOARD: COMPOSITION, APPOINTMENT AND RESIGNATION.

Article 7.

1. The Advisory Board shall be composed of at least seven members, with a maximum of 15 members.
The members of the Advisory Board shall be appointed and removed from their post by the Advisory Board. Vacancies shall be filled as quickly as possible.
2. When appointing members of the Advisory Board, the distribution of knowledge, experience and background, required in the context of the objects of the Foundation, shall be taken into account, based on terms of reference drawn up by the Advisory Board. The knowledge, experience and background shall have been acquired in one or more of the following fields:
 - The European institutions
 - Universities and research institutes
 - Youth work and child support
 - Development work
 - Eastern European studies
 - Economic studies
 - Health studies
 - International law studies.
3. Members of the Advisory Board shall be appointed for a term of four years, renewable once only for the same period.
4. Employees of the Foundation may not be appointed to the Advisory Board for up to one year after retiring from their post.
5. Members of the Advisory Board shall receive no remuneration for their activities in this capacity.
Expenses incurred in the course of exercising their duties shall, however, be reimbursed.
6. The Advisory Board shall draw up a rotation on retirement, structured in such a way that no more than one third of the members resign each year.
7. Members who have been appointed to fill an interim vacancy shall serve only for the remainder of the term of their predecessor.
8. The term of office of a member of the Advisory Board shall terminate:
 - a. on his death;
 - b. on his retirement from office;
 - c. in the case of his bankruptcy;
 - d. on his removal, by a unanimous vote of the other members of the Advisory Board, if in their opinion the member concerned acted in conflict with the Foundation's interests;
 - e. if he fails to attend more than two consecutive meetings of the Advisory Board, unless for reasons of health.

9. The Advisory Board may only pass a resolution under paragraph 8(d) by a unanimous vote, with the exception of the member whose resignation is under discussion, in a meeting of the Advisory Board at which all Board members, with the exception of the member whose resignation is under discussion, are present or represented, and after the member whose resignation is under discussion has been heard.
10. A member, whose membership to the Advisory Board has come to an end, may, at the request of the Advisory Board, remain in his position for a maximum period of one year, until a successor has been found.
11. If the membership of the Advisory Board is less than seven, the Advisory Board shall continue to exist as an authorized body. If the membership falls to four or less, the Board shall within 6 months appoint sufficient new members to increase the membership to at least seven. If it fails to do so, its powers and responsibilities shall be exercised by the Executive Board until such time as the membership of the Advisory Board is increased to seven.
12. The Advisory Board shall elect its Chair and Vice-Chair.

ADVISORY BOARD: TASKS.

Article 8.

1. Without prejudice to the provisions of these Statutes, the members of the Advisory Board shall bring to the Foundation the benefits of their knowledge, experience and background and shall have the following tasks:
 - a. appointing and removing the members of the Executive Board;
 - b. advising on the Annual Plan and the long term planning of the Foundation;
 - c. advising on amendments to the Statutes and on the dissolution of the Foundation;
 - d. assisting the Director to obtain sponsorship and funding from outside sources, and
 - e. assisting the Director in the field of lobbying and advocacy and of political and social development.
2. The Director shall provide the Advisory Board with timely and essential information to enable it to carry out its duties, in addition to furnishing each member of the Advisory Board with any information he may request concerning the affairs of the Foundation.
3. All secretarial activities in support of the Advisory Board shall be provided for by, or on behalf of, the Director.

ADVISORY BOARD: MEETINGS.

Article 9.

1. The Advisory Board shall meet at least once a year.
2. In addition, a meeting will be arranged if deemed necessary by the Chair, or if requested by two other members of the Advisory Board or the Director.
3. Meetings shall be conducted by the Chair or, in his or her absence, the vice-Chair.
4. Unless these Statutes require a larger majority, all resolutions shall be taken by an absolute majority of the votes in a meeting in which at least half of the number of members is present or represented.

5. A member of the Advisory Board may be represented at a meeting under a written proxy by another member of the Board. No member may exercise more than one proxy.
6. The Advisory Board may draw up procedures to adopt resolutions unanimously without holding a meeting. A record of resolutions adopted without holding such a meeting shall be made, to be signed by the Chair and to be recorded in the minutes.
7. Members of the Executive Board may attend the meetings of the Advisory Board. They shall not have the right to vote.
8. The Director shall take part in the meetings of the Advisory Board, unless the Advisory Board determines otherwise. No voting rights may be vested in staff.

ADVISORY BOARD: COMMITTEES

Article 10.

The Advisory Board may set up committees of its own members to deal with specific policy items. It shall draw up appropriate rules of procedure for such committees.

THE DIRECTOR: APPOINTMENT AND RESIGNATION

Article 11.

1. The Director shall be appointed, suspended and removed from office by the Executive Board. Any resulting vacancy shall be filled as quickly as possible.
2. The Director shall cease to hold office:
 - a. on his death;
 - b. on his retirement from office;
 - c. on his removal under paragraph 1;
 - d. in the case of his bankruptcy;
3. In the event of absence, vacancy or suspension of the Director, the Executive Board shall appoint a member from its number to be temporarily in charge of managing the Foundation.

THE DIRECTOR: TASKS AND POWERS

Article 12.

1. The Director shall be responsible for managing the Foundation, including the appointment and dismissal of staff.
2. The Director shall prepare and present to the Advisory Board for its advice an annual programs for the coming year and, from time to time, longer-term programmes and shall be responsible for the implementation of the annual programmes.
3. The Director shall prepare and present to the Executive Board for its approval an annual budget for the coming year.
4. The Director shall determine, on an annual basis, taking into consideration the annual programs, the Foundation's long-range financial framework, in addition to the budget for the coming financial year, and the accompanying implementation plan and the means deployed to implement that plan.

In this context the Executive Board shall determine the means made available by the Foundation to assist national and international causes, the means to enable the Foundation to function properly, including the operations of its office, and the reserves and the necessary provisions.

5. The Director is authorized, subject to the prior approval of the Executive Board, to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements whereby the Foundation binds itself as surety, commits itself as joint and several debtor, warrants performance by a third party, or provides security for a debt of a third party, and to agree to represent the Foundation with regard to these actions.
6. The following actions taken by the Director shall require the prior approval of the Executive Board:
 - a. drawing up the annual reports and accounts;
 - b. determining and amending the policy plan drawn up for a single year or multiple years as referred to in article 8, paragraph 1;
 - c. drawing up the long-range financial framework of the Foundation, in addition to the budget for the next financial year and the accompanying implementation plan and the means deployed to implement that plan, in addition to substantial changes thereto;
 - d. making investments, which either exceed a sum determined annually by the Executive Board, and/or were not budgeted, or concern issues to be determined by the Executive Board;
 - e. concluding agreements with donors;
 - f. concluding contracts with sponsors;
 - g. entering into agreements, whereby a bank credit is granted to the Foundation, and to obtain on loan moneys, other than by applying a bank credit obtained with the approval of the Executive Board, if the sum of the credit or loan exceeds the annual limit determined by the Executive Board;
 - h. accepting and terminating the employment of an employee of the Foundation whose salary exceeds the annual sum determined by the Executive Board;
 - i. filing for bankruptcy or a moratorium of payments for the Foundation;
 - j. implementing the liquidation of the Foundation and allocating the balance left after winding-up;
7. The absence of the Executive Board's approval on decisions referred to in paragraphs 5 and 6 does not invalidate the representative authority of the Director.
8. The Director shall draw up rules for the day-to-day organization of the Foundation.

THE DIRECTOR: REPRESENTATION, VACANCY OR ABSENCE.

Article 13.

1. Without prejudice to the legal rights of the Executive Board, the Foundation shall be represented by the Director.
2. In the event of any vacancy or in the absence of the Director, the Foundation shall be represented by the Executive Board. The Executive Board may appoint one or more persons to act as temporary Director, whether from its number or not.

FINANCIAL YEAR

Article 14.

1. The financial year of the Foundation shall coincide with the calendar year.

2. The books of the Foundation shall be closed at the end of each year. The Director shall prepare the annual accounts within five months from the end of the financial year.
3. The Executive Board may decide to have the annual accounts examined by an expert, who shall report to the Executive Board.
4. The Executive Board shall adopt the annual accounts.
5. Discharge of the Director for his conduct of management shall not automatically result from the adoption of the annual accounts but shall be dealt with as a separate item.

AMENDMENT OF THE STATUTES

Article 15.

1. The Statutes may only be amended by a resolution of the Executive Board, after receiving the advice of the Advisory Board. It shall take such advice fully into account.
2. The Boards shall be provided with a verbatim text of the proposed amendments.
3. A resolution to amend the Statutes may only be adopted in a meeting where all the board members are present or represented.
4. Amendments of the Statutes shall not come into force, until they have been acknowledged in a notarial deed. Each board member is authorized to sign this deed.

DISSOLUTION

Article 16

1. The Executive Board is authorized to dissolve the Foundation, after receiving the advice of the Advisory Board. It shall take such advice fully into account.
2. The regulations concerning the amendment of the Statutes shall also apply to the dissolution of the Foundation.
3. The Foundation shall continue to exist after the dissolution, as far as this is necessary for the liquidation of its capital.
4. The liquidation shall be carried out by the Executive Board.
5. During the liquidation the provisions of these Statutes shall remain effective as far as possible.
6. Any credit balance of the dissolved Foundation shall be employed as far as possible in accordance with the object of the Foundation.
7. After the liquidation the books and documents of the dissolved Foundation shall be deposited with the youngest liquidator for a period of seven years or with a third party designated by the liquidators.

The person appearing is known to me, civil law notary.

This present instrument was executed in Amsterdam on the date first stated.

After the substance of the contents of this instrument had been given to the person appearing in summary form, he declared to have taken note thereof and to dispense with a full reading.

Immediately after the summary reading the person appearing signed this instrument together with me, civil law notary.