

WARENDORF

unofficial translation of the

DEED OF AMENDMENT
OF THE ARTICLES OF ASSOCIATION

of : **Internet Hotline Providers in Europe Association ("INHOPE")**
with its registered office in: Amsterdam

Deed dated 17 January 2011

On the seventeenth day of January two thousand and eleven, appeared before me, Jeroen Franciscus Antonius Aerts, civil law notary in the city of Amsterdam, Alycke Berber Deirdre Kootstra, born in Achtkarspelen on the third day of July nineteen hundred and eighty-four, with office address Koningslaan 42, 1075 AE Amsterdam.

The said individual declared that:

- (A) The Articles of Association of **Internet Hotline Providers in Europe Association ("INHOPE")** (the "**association**"), an association with full legal rights (*vereniging met volledige rechtsbevoegdheid*), having its registered office in Amsterdam and its business office at Jozef Israelskade 46-V, 1072 SB Amsterdam, registered with the Commercial Register under number 34124277, were lastly amended by a Deed, dated the first day of April two thousand and eight.
- (B) The general assembly of the association has resolved to amend the Articles of Association of the association on the third day of November two thousand and ten and to authorise said individual to have the Deed of amendment of the Articles of Association executed.
- (C) As a consequence of said resolution the Articles of Association of the association hereby shall be amended as follows:

Article 1 will be amended so that it will read as follows:

The name of the association is: **International Association of Internet Hotline Providers - INHOPE**

Closing Statement

The resolution to amend the Articles of Association and to authorise said individual shall be attached to this Deed.

I, civil law notary, stated and explained the substance of this Deed and pointed out the consequences of the contents of this Deed to the said individual, who is known to me, civil law notary. The said individual then declared that the said individual had noted the contents of this Deed and that the said individual agreed

therewith. Subsequently this Deed, which was executed in Amsterdam, was, immediately after it had been read aloud in part, signed by the said individual and by me, civil law notary, on the date first above written.

Continuous text of the Articles of Association of
**INTERNATIONAL ASSOCIATION OF
INTERNET HOTLINE PROVIDERS – INHOPE**,
having its registered office in Amsterdam,
as of 17 January 2011.

ARTICLES OF ASSOCIATION

NAME.

Article 1.

The name of the association is: **International Association of Internet Hotline Providers - INHOPE**

OFFICIAL SEAT.

Article 2.

The association has its official seat in Amsterdam.

OBJECTIVES.

Article 3.

1. The objectives of the association are to facilitate and promote the work of Internet Hotlines in responding to illegal use and content on the Internet.
2. The association may negotiate and secure rights in the name of its members but has no authority to undertake obligations or liabilities in their name, unless so instructed by an explicit authorisation from the members concerned.
3. Generating profits for the purpose of distributing the same among the members shall not be permitted.

MEMBERS.

Article 4.

1. The association shall comprise Private members (organisations that are independent of government) and Public members (organisations that are part of or funded by government).
2. The association requires Provisional Membership for one year before applying to become a full member.
Provisional Membership can be waived by the General Assembly or extended to a maximum of two years at the discretion of the General Assembly for exceptional reasons and subject to special conditions.
3. Any reference made to members in these Statutes shall be deemed to include all members referred to above, unless expressly stated to the contrary.
4. The association also allows Associates, who are not members and do not have voting rights.

QUALIFICATION FOR MEMBERSHIP.

Article 5.

To qualify for membership members must:

- a) provide a mechanism, other-than reporting channels provided by law enforcement agencies for receiving complaints from the public about alleged illegal content and/or use of the Internet;
- b) have effective transparent procedures for dealing with complaints;
- c) have the support of government, industry, law enforcement, and Internet users in the countries of operation;
- d) co-operate with other members in exchanging information about illegal content and use and share their expertise;
- e) make a commitment to maintain confidentiality; and
- f) respect the procedures of other members.

ASSOCIATES.Article 6.

1. Associate membership of the association may be given to corporate bodies or private individuals if, at the sole discretion of the General Assembly, the association has a strong interest in their admission.
2. Associates may be:
 - a) organisations whose work is of relevance to the association;
 - b) experts in issues which are of concern to members.
3. Organisations which qualify for full membership under Article 5 are not eligible to apply for associate membership.
4. Associates must make a commitment to maintain confidentiality.

ADMISSION.Article 7.

1. Only the General Assembly is authorised to admit members and associates following a proposal from the Executive Committee. The Executive Committee shall maintain a register of all members and associates. The Executive Committee shall also record in the register the person who has been appointed by a public, private or provisional member as a representative or as substitute representative, and the person appointed as observer or substitute observer by an Associate.
2. The register shall also contain the contact supplied by the representative or observer, to which notices and other communications are to be sent.

TERMINATION OF MEMBERSHIP.Article 8.

1. Membership shall terminate:
 - a) upon the member ceasing to exist pursuant to the Laws of its country of incorporation;
 - b) upon the resignation of a member;
 - c) upon notice of termination given by the association. Such notice may be

- given if a member fails to fulfil their statutory obligations towards the association, or if the association, in the opinion of the General Assembly, cannot reasonably be expected to allow the membership to continue;
- d) by expulsion, which shall only be applied if a member acts in violation of these Statutes or of any regulation or resolution of the association, or unreasonably prejudices the interests of the association.
2. Termination of membership by the association, and expulsion of a member, shall be by the decision of the General Assembly, two thirds of the total votes cast and three quarters of the votes of Private members being required for expulsion.
 3. Resignation of membership shall be in writing and can have immediate effect.
 4. If membership is terminated in the course of a financial year the member concerned shall be required to pay the annual membership fee due for that year in proportion to the part of the year he has been a member.
 5. The General Assembly shall always be entitled to discontinue the admission of an Associate.

ANNUAL MEMBERSHIP FEES.

Article 9.

1. Members shall be required to pay an annual membership fee to be determined by the General Assembly.
2. Members may be divided into categories, each of which will pay a different membership fee.

GENERAL ASSEMBLY.

Article 10.

1. The Public, Private and Provisional members of the association shall constitute the General Assembly.
2. All powers not vested by these Statutes in any other body of the association shall rest with the General Assembly.
3. The General Assembly may not transfer to any other body its power of decision:
 - a) to adopt the budget and the annual accounts;
 - b) to determine and to alter the annual membership fees;
 - c) to wind-up the association;
 - d) to appoint, suspend or dismiss the President, the Vice President(s), the Treasurer and the other members of the Executive Committee;
 - e) to admit members, to give notice of termination of membership, and to expel members;
 - f) give notice of termination of Associate status;
 - g) to amend these Statutes;

INHOPE EXECUTIVE COMMITTEE.

Article 11.

1. The Executive Committee shall be charged with the management and administration of the association.

2. The Executive Committee shall comprise a minimum of three members including the President, the Vice-President(s) and the Treasurer and such other members as the General Assembly may add to it. Only private individuals may be appointed as members of the Executive Committee. At least three quarters of the members of the Executive Committee must be representatives of Private Members. No Member may have more than two representatives on the Executive Committee at any one time. Appointments shall be made by the General Assembly in an Annual Meeting for a term of two years. In the event of the timing of the Annual General Assembly being changed by majority decision of the General Assembly, the remaining terms of office for members of the Executive Committee appointed at the preceding Annual Meeting will be specified by majority decision of the General Assembly. The General Assembly may dismiss members of the Executive Committee by majority vote.
3. The members of the Executive Committee shall only be eligible for reappointment in the same position twice immediately following the expiry of their first term of office and thereafter they shall not be eligible for appointment in the same function until that position has been held by one or more other members of the Executive Committee for two years. Any member who is appointed to the Executive Committee for a continuous period of two two-year terms must then stand down for a period of two years before being eligible to stand for election again.
4. The Executive Committee shall require the approval of the General Assembly for the arrangements for providing the Secretariat, as defined in article 12, and for other matters specified in the Rules and Regulations.
5. The Executive Committee shall represent the Association. The authority to represent the Association will also vest in the chairperson, jointly with the Secretary or the Treasurer, or with the Secretary jointly with the Treasurer.

SECRETARIAT.

Article 12.

The Executive Committee is authorised to entrust its day-to-day business to a Secretariat, which may be provided by another organisation on contract or by persons employed by the association.

ANNUAL REPORT – ACCOUNTING.

Article 13.

1. The financial year of the association shall begin on the first day of January and shall end on the thirty-first day of December.
2. The Treasurer shall be required to ensure that records of the financial situation of the association shall be kept in such a manner as to show at all times its assets and liabilities.
3. Once in every year at a meeting of the General Assembly within six months from the end of the previous financial year - except when this term is extended by the

General Assembly - the Treasurer shall render account of his financial management in the past financial year and submit a balance sheet and a statement of income and expenditure. At the same meeting the President shall submit the Annual Report of the Executive Committee which shall include a report on the Secretariat.

4. The General Assembly shall appoint an external auditor for the accounts of the Executive Committee who shall report his findings to the General Assembly.

MEETINGS OF THE GENERAL ASSEMBLY.

Article 14.

1. An Annual General Meeting of the General Assembly shall be held once every year, and no later than six months after the end of the previous financial year. The business to be dealt with at that Annual Meeting shall include:
 - a) the Annual Report prepared by the Executive Committee and the accounts referred to in Article 13, together with the report of the auditor referred to in that Article;
 - b) the filling of any Executive Committee vacancies.
2. Other meetings of the members shall be held as often as the Executive Committee deems it expedient and moreover within six weeks of receipt of a written request signed by at least one third of the total number of members. If no meeting has been announced by the Executive Committee within 14 days of receipt of such a request, the signatories of the request may themselves call a meeting. Article 18 shall apply mutatis mutandis.
3. Any item of business may be deemed confidential by the General Assembly and those attending the General Assembly have to sign a written undertaking that they will keep confidential any matter so deemed confidential.

ADMITTANCE AND VOTING RIGHTS.

Article 15.

1. The meetings of the General Assembly shall be open to the representatives of Members and Associates or their substitute, and any private individuals who are Associates whose names are registered with the Executive Committee in accordance with Article 7, paragraph 2, or to such other person, as designated by the relevant representative or their substitute or observer or their substitute in an extraordinary written proxy for this purpose, and notified to the Executive Committee, no later than the start of the meeting.
2. The members of the Executive Committee shall also have admittance to the meetings of the General Assembly.
3. The President shall call for a vote on admittance of any other persons than those referred to in this Article.
4. The following issues will require a two thirds majority vote of all members and a three quarters majority vote of Private Members:
 - a) to determine and to alter the annual membership fees;

- b) to wind up the Association;
 - c) to admit members, to give notice of termination of membership, and to expel members;
 - d) to amend the Articles of Association;
 - e) to amend the Rules and Regulations;
 - f) to adopt the budget and annual accounts.
5. Each member is authorised to cast their vote by written proxy given to another person;
voting on behalf of more than one member is not allowed.

CHAIRMANSHIP – MINUTES.

Article 16.

1. The meetings of the General Assembly shall be chaired by the President of the Executive Committee or by a Vice President. If the President and the Vice President(s) are absent, one of the other members of the Executive Committee, to be designated by that body, shall act as chairperson. In the event that no chairperson is provided for in this manner, the meeting itself shall appoint its chairperson.
2. Minutes shall be recorded of each meeting.

DECISION-MAKING OF THE GENERAL ASSEMBLY.

Article 17.

1. Unless these Articles of Association or the law provide otherwise, all resolutions of the General Assembly shall be adopted by a majority of the votes cast.
2. Valid resolutions can only be adopted at a meeting of the General Assembly, if at least fifty per cent of the total number of votes is present or represented at the meeting at which the relevant resolution is subject to a vote.
3. Blank votes shall be considered not to have been cast and shall not prevent any decision from being adopted unanimously.
4. In the event that the votes are equally divided on a motion, with the exception of a motion for the appointment of persons, that motion shall be deemed to have been rejected.
5. All votes shall be taken orally, unless the vote concerns the appointment of the members of the Executive Committee, or if the chairman considers a secret ballot expedient or if prior to the vote one of the persons entitled to vote requests a secret ballot. A secret ballot shall be taken by means of unsigned and closed ballot papers. Decision-making by acclamation shall always be permitted, unless a person entitled to vote demands a poll.
6. Any member may request a resolution is presented in writing before a vote is taken.
7. If all members are present or represented at a meeting of the General Assembly, valid resolutions may be adopted by unanimous vote on all subjects submitted for discussion -including therefore any motion to amend these Articles of

Association or to dissolve the Association, even if notice of the meeting has not been given or has not been served in the prescribed manner or some other requirement as regards calling and holding of meetings or some related formality has not been fulfilled.

8. Resolutions may be adopted outside a meeting and have the same validity as those adopted at a meeting if the Executive Committee has been informed of them in advance and if the resolution is unanimously adopted by all members in writing, which will be deemed to include telegraphically, by telex, by fax or by e-mail.

NOTICE OF MEETINGS OF THE GENERAL ASSEMBLY.

Article 18.

1. The meetings of the General Assembly shall be called by or on behalf of the President. Notice shall be sent to the contact details as recorded in the register referred to in Article 8, paragraph 2. The term of notice shall be at least thirty days.
2. A preliminary agenda for the meeting shall be briefly set out in the notice.

AMENDMENT OF THE ARTICLES OF ASSOCIATION.

Article 19.

1. No amendment in the Articles of Association may be introduced except by virtue of a resolution adopted at a meeting of the General Assembly, called by notice announcing that amendment of the Articles will be proposed at that meeting, without prejudice to Article 17 paragraphs 7 and 8.
2. From the day on which notice is given of a meeting of the General Assembly to be held for the purpose of taking a resolution to amend the Articles, until the end of the day on which that meeting is held, a copy of the proposal, containing the amendment verbatim, must be filed at a suitable place for that purpose for inspection by the members until the end of the day on which the meeting is held. Furthermore, a copy of the proposed amendment as well as a translation in English shall be sent to all members within fourteen days.
3. A resolution to amend the Statutes shall require a majority of at least two-thirds of the votes cast and three-fourths of the votes of Private Members.
4. An amendment of the Articles of Association shall not take effect until after it has been recorded in an instrument executed under a Civil Law Notary.
5. Each member of the Executive Committee, as well as a person designated for that purpose by the General Assembly in the resolution to amend the Articles of Association, shall be authorised to cause such a notarial instrument to be executed. Such instrument shall be executed in the Dutch language but as in the case of these Articles of Association, a certified English translation of the document shall be made available to all members.

REIMBURSEMENT OF EXPENSES.

Article 20.

Persons attending meetings of the General Assembly, members of the Executive Committee or working groups set up by the association shall only be entitled to receive remuneration and expenses if these are agreed by the Executive Committee.

DISSOLUTION.

Article 21.

1. The Association may be dissolved by virtue of a resolution of the General Assembly. The provisions of Article 17, paragraphs 7 and 8, and paragraphs 1, 2 and 3 of Article 19 shall apply accordingly.
2. The balance remaining of the assets and liabilities after liquidation shall be distributed amongst those who were members at the time of adoption of the resolution to dissolve the Association such distribution to be made pro rata to the total sum of their membership fees paid in the year of dissolution.
3. In the event of dissolution the General Assembly shall appoint a liquidator.

RULES AND REGULATIONS.

Article 22.

1. For further elaboration of the Articles of Association the General Assembly shall draw up Rules and Regulations and may draw up such other regulations as may be deemed appropriate.
2. Such regulations may not contravene the law or the Articles of Association.