

Sworn translation from Dutch into English

Amendment of articles of association of the standing international conference of the central and general inspectorates of education, 2013HB14957MTE

Today, April seventh two thousand and fifteen, appeared before me, Mr. Jan Marinus Tempelaar, junior notary, hereafter to be referred to as 'notary', acting for Mr. Hélène Ime Anne van den Boom, notary in Breda:

Mr. **YVAN MARCEL C*. VERBAUWHEDE**, born in Bruges (Belgium) on April first nineteen hundred and fifty-eight, identifying himself by means of a passport, no. 591-1566356-05, issued by the municipality of Beernem on September first two thousand and ten, residing at 8730 Beernem (Belgium), Kasteeldreef 5, married; hereby acting as written proxy of the committee of the association established at Breda with full jurisdiction: **STANDING INTERNATIONAL CONFERENCE OF CENTRAL AND GENERAL INSPECTORATES OF EDUCATION**, with office at 3544 AC Utrecht, Park Voorn 4, registered in the commercial register of the Chamber of Commerce for southwest Holland under file number: 40284678, hereafter also to be referred to as "the Association", to recording the amendment of the articles by notary deed authorized by the decision of the general assembly of the association which shall be hereafter mentioned.

The appeared party, acting as mentioned, stated:

The articles of the association were recorded by notary deed drawn up on September twenty-seventh nineteen hundred and sixty-nine for Mr. P.M.H.F. Mannaerts, notary at Breda at the time, the articles of the association have not been amended since.

The general assembly of the association has decided, in the meeting held on October twelfth two thousand and twelve, to amend the articles and to define them all over again; this decision and authorization show from a copy of the minutes of this meeting which are attached to this deed.

The appeared party, acting as mentioned before, declared that in execution of the decision to amend the articles the amended articles shall as from today be as follows:

ARTICLES OF Association:

NAME

Article 1. The name of the Association is the **STANDING INTERNATIONAL CONFERENCE OF CENTRAL AND GENERAL INSPECTORATES OF EDUCATION REGISTERED OFFICES OF THE ASSOCIATION**

Article 2.

The Association's registered offices are at Breda (the Netherlands)

AIMS AND OBJECTIVES

Article 3.

1. The aim of the Association is to serve as a forum for the members - the Central and General Inspectorates of Education - for the purposes of: -the exchange of experiences; -gaining information regarding developments within or integral development of educational systems; -the discussion of ways and means to improve inspection; -the promotion of partnership and cooperation between the above mentioned Inspectorates of Education.

The Association may provide recommendations and advice to members or non-members who request the same. This advisory function relates to the professional areas covered by the Central or General Inspectorates of Education and is limited to the content of the requests received.

2. The Association does not intend to make profits for distribution among the members.

STATED DURATION OF THE ASSOCIATION

Article 4.

The Association has been set up for an indefinite period of time.

COMPETENCE OF REPRESENTATIVES FROM PARTICIPATING ORGANISATIONS.

Article 5.

The Association is made up of Central and General Inspectorates of Education combined with or affiliated to government ministries responsible for education. Each Inspectorate is obliged to appoint a central or general inspector to be its representative. The most important tasks undertaken by Central and General Inspectorates of Education in their respective countries are: inspecting compliance with education legislation by schools; evaluating the quality of education and reporting on the same to the government and any other bodies concerned; stimulating the development of education. There are some countries which do not possess a Central or General Inspectorate of this kind and in which other organisations undertake the sort of tasks that elsewhere come under a Central or General Inspectorate; organisations of this kind can be accepted as full members of the Association to represent these countries. The representative of the organisation concerned must be accredited by the

Minister of Education with the authority to make agreements within the scope of the Association's aims and objectives.

MEMBERSHIP OF THE ASSOCIATION.

Article 6.

1. The Association has ordinary members, honorary members and associate members. Only ordinary members have the right to vote.
2. Ordinary members are those members who are accepted as such by the management following an application. Ordinary members may be Central and General Inspectorates of Education attached or affiliated to a government ministry responsible for education. Ordinary members may also be organisations in particular countries which fulfil the same tasks as the Central and General Inspectorates of Education, as long as the representatives of these organisations are accredited by the Ministry of Education of the country concerned with the authority to make agreements regarding partnership and cooperation within the Association. In the event that any candidate for membership is rejected by the management, this candidate is entitled to appeal to the general assembly within a period of fourteen days following the receipt of the notice of rejection. The general assembly has the power to admit the candidate to membership. Appeals must be submitted in writing to the secretary-general. The appeal will be decided upon during the next subsequent general meeting.
3. Associate members without voting rights are distinguished persons or organisations appointed by the general assembly based on their concern for educational matters and the cooperation and partnership they have given to the Association.
4. Honorary members are those appointed as such by the general assembly at the nomination of the management on account of their special services to the Association.
5. Where the word members is used in these articles of Association, this is to be taken as referring to ordinary members unless specifically indicated to the contrary.
6. Membership shall come to an end:
 - a. on the resignation of the member concerned;
 - b. as a result of the winding up of the member's legal entity;
 - c. by cancellation of membership on the part of the Association;
 - d. in the case of expulsion.
7. Resignation by the member may take place at any time without the need to observe any period of notice, but must be made in writing. A member is not entitled to exclude himself from the consequences of any decision under which the financial obligations of members are increased by the expediency of resigning his membership.
8. Cancellation of membership on behalf of the Association may be implemented by the management and may - without observing any notice

period - be put into effect in the event that a member has ceased to comply with the requirements of membership as set out in these articles of association, in the event that the member fails to comply with his financial or other obligations towards the Association, or in cases where the Association cannot reasonably be expected to allow his membership to continue.

9. A decision involving expulsion from membership may only be reached in cases where a member acts in conflict with the articles of association, regulations or decisions of the Association -both the decisions of the executive committee as well as those of the general assembly - or in the event that a member unreasonably causes any disadvantage to the Association. The expulsion is made by the general assembly; the decision to expel a member requires a majority of at least two thirds of the number of valid votes cast.

10. In the case of a member of the executive committee in these cases, cancellation of membership takes place on behalf of the Association and the expulsion is made by the general assembly. A decision of this nature also requires a majority of at least two thirds of the number of valid votes cast.

11. The expulsion decision is notified in writing to the member concerned at the earliest possible opportunity.

SUSPENSION

Article 7.

1 In the cases referred to in article 6 paragraph 9, the executive committee may suspend a member for a period of a maximum of three months, if the executive committee believes there are insufficient grounds for expulsion.

2 Any member of the executive committee, even where he has been appointed for a specific term, may be discharged or suspended by the general assembly at any time. Any suspension of a member of the executive committee which is not followed within a period of three months by a decision to expel the member, will end at the expiry of this period. The suspension of a member of the executive committee as such also involves his suspension as a member of the Association.

WORKING PROCEDURES AND MANAGEMENT BODIES

Article 8.

The Association's management bodies consist of:

- the General Assembly
- the Executive Committee

Regarding the languages which are used within the association the following principles apply:

- in board meetings members of the executive committee shall resolve any language problems that might occur amongst themselves;

- official documents such as articles of association and correspondence relating to membership shall be circulated in English;
- for all other documents, the English language is used.

MEETINGS OF THE GENERAL ASSEMBLY.

Article 9.

- 1 All powers and privileges of the Association not reserved by law or the articles of association to the executive committee are invested in the general assembly.
- 2 A meeting of the general assembly will be held at least once a year, called the annual meeting of the general assembly. The annual meeting of the general assembly will discuss matters including:
 - a. the annual report of the executive committee for the previous financial year and the executive committee's report on the discharge of its duties and responsibilities over the past financial year, plus the report of the committee as referred to in article 16 paragraph 4 below;
 - b. the appointment of the auditors (funds) committee for the following Association year;
 - c. the provisions to be taken for filling any vacancies which may exist;
 - d. proposals put forward by the executive committee or by members.
3. Other meetings of the general assembly will be held as often as the executive committee considers necessary.
4. The executive committee is also obliged to convene a meeting of the general assembly within a period not exceeding twelve weeks in the event that this is requested by a sufficient number of members as together would be authorised to cast one third of the votes in a meeting of the general assembly at which all members were present or represented. In the event that no heed is given to this request within fourteen days, the members requesting the meeting may at their own discretion take steps to convene this meeting by placing an advertisement in a daily newspaper which has a wide readership in the area where the Association is based.

ADMISSION AND VOTING RIGHTS

Article 10.

- 1 All members, associate members and honorary members, plus any members of the executive committee not being members of the Association, have the right of admission to the meeting of the general assembly. Suspended members or suspended members of the executive committee have no right of admission to the meeting of the general assembly.
- 2 The general assembly will decide on the admissibility of persons other than those referred to in paragraph 1. All members of the Association who are

not suspended are entitled to a single vote. Any member of the executive committee who is not a member of the Association is also entitled to vote.

3 A member may exercise his right to vote by authorising another member in writing to vote on his behalf; such mandate holders may vote on behalf of no more than two other members.

4 The chairman of the executive committee and the secretary-general or their deputies will likewise act in this capacity at the meeting of the general assembly. Another member of the executive committee will take the chair in the absence of both the chairman and his deputy. In cases where the chairmanship cannot be provided for in this way, the meeting will appoint its own chairman.

5 Minutes will be taken of the matters discussed at the meeting either by the secretary-general or by another person appointed by the chairman.

DECISION MAKING AT THE MEETING OF THE GENERAL ASSEMBLY/TASKS AND RESPONSIBILITIES Article 11.

1. All decisions of the general assembly are based on an absolute majority of the valid votes cast at a meeting in which at least one third of the total number of members is present or represented, unless otherwise determined by law or in these articles of association. Invalid votes and abstentions will be disregarded.

2. Verbal votes will be taken on general matters. Voting on issues affecting persons will take place on the basis of enclosed, unsigned notes, unless the chairman of the meeting determines an alternative procedure for voting which is unopposed by any of the members present.

3. In the case of a tied vote on general matters the motion is lost; in the case of a tied vote on matters concerning persons the outcome will be decided by lot. Where there is no absolute majority in a vote on a matter which concerns persons, there will be a second ballot between the two persons attracting the most votes in the first ballot and the winner of the second ballot will be the person obtaining the most votes.

4. The judgment of the chairman expressed at the meeting to the effect that a decision has been taken is decisive. The same applies to the content of any decision that is taken, when the vote concerned is a verbal, i.e. unwritten, proposal. In the event however that the correctness of the judgment referred to in the previous paragraph is disputed directly after being expressed, a new ballot will take place if the majority of members attending the meeting so request, or - if

the original ballot did not take place on an individual basis or in writing - a single member with voting rights so requests. The legal outcome of the original ballot is superseded by this new ballot.

5. A unanimous decision taken by all members, even where the members are not formally convened in a meeting, subject to this decision having been taken with the prior knowledge of the executive committee, has the same force as a decision by the general assembly.

6. Valid decisions can be taken regarding all matters raised at any meeting of the general assembly as long as all members are present or represented and subject to the condition of general ballots - these matters may accordingly include a proposal to change the articles of association or to wind up the Association - even in cases where no specific notice has been given, where the proposal concerned has not been presented in the prescribed manner, or where there has been a failure to observe any other provision regarding the convening and holding of meetings or any formality associated with the same. The following matters will in any case form part of the tasks and responsibilities of the general assembly:

- a. the appointment of the members of the executive committee, for a period of two years in each case;
- b. the appointment of three auditors for a period of two years;
- c. deliberating upon and taking decisions regarding the structure, functioning and activities of the Association;
- d. deciding on the host country in which the meeting of the general assembly will be held;
- e. determining the level of annual contributions as proposed by the executive committee. Honorary members and associate members are not obliged to pay an annual contribution;
- f. determining whether new members shall be admitted to the Association and appointing honorary and associate members;
- g. approval of the annual report documents and the financial balance sheet submitted by the executive committee after the auditors have drawn up their reports;
- h. approving or effecting changes to the standing rules on the recommendation of the executive committee.

CONVENING THE GENERAL ASSEMBLY.

Article 12.

1. Except as provided in article 9 paragraph 4, the general assembly is convened by the

executive committee by means of a written notice sent to members based on the membership list maintained by the secretary-general;

2. The written notice is sent out at least seven days prior to the date of the meeting and contains an agenda of the matters to be discussed.

MANAGEMENT

Article 13.

1. The executive committee of the Association consists of at least five persons. Appointment of members of the executive committee is made by the general assembly, though the general assembly may also decide that one member of the executive committee should be appointed from outside of the Association's membership.

2. The appointment of members of the executive committee proceeds on the basis of one or more non-binding nominations. Both the executive committee itself and groups of at least five members are entitled to put forward these nominations. The nomination of the executive committee is announced at the same time as the issue of the notice which convenes the meeting.

A nomination made by five or more members must be submitted in writing to the executive committee together with a statement of willingness to serve made by the (opposing) candidate, declaring that he will accept the appointment if offered.

In cases where more than one nomination is made, the appointment will be made from among these nominations.

3. Each member of the executive committee shall step down three years after being appointed at the latest, in accordance with a retirement schedule to be set up by the executive committee. Retiring members of the executive committee are immediately eligible for re-appointment.

Members of the executive committee appointed to fill an interim vacancy will adopt the position on the retirement schedule occupied by their predecessors.

4. The membership of the executive committee comes to an end:

- a. on discharge by the general assembly, as referred to above in article 7 paragraph 2;
- b. on the resignation of the member of the executive committee;
- c. in the case of a member of the executive committee appointed from the Association's members, on termination of his membership of the Association;
- d. two years after retirement
- e. on the winding up of the legal entity constituting the executive committee.

FUNCTIONS OF THE EXECUTIVE COMMITTEE AND DECISION MAKING

Article 14.

1. The executive committee will appoint a chairman, a deputy chairman, a second deputy chairman, a secretary-general and a deputy secretary-general from among its own members. These office holders will together constitute the day-to-day management. No member of the executive committee may be appointed to more than one of the above positions.
2. The executive committee will hold meetings as often as the chairman regards necessary. The chairman is obliged to convene a meeting of the executive committee on being requested to do so by at least two other members of the executive committee.
3. A quorum of at least three quarters of the office holding members of the executive committee is required in order to take management decisions. Management decisions are taken on the basis of a simple majority of votes; the chairman has the casting vote in cases where the ballot is tied. In the event that no minutes are taken at any meeting of the executive committee, a list of the decisions taken by the executive committee will be drawn up.
4. In variation to the provisions of the law on this matter, the judgment of the chairman regarding the decision making process and the content of decisions taken is not final.

TASKS OF THE EXECUTIVE COMMITTEE AND REPRESENTATION.

Article 15.

1. Except for the limitations imposed by the articles of Association, the executive committee is fully charged with the management of the Association. The tasks of the executive committee include:
 - a. executing the decisions of the general assembly;
 - b. dealing with the day-to-day affairs of the Association;
 - c. drawing up and submitting a two-year programme of activities;
 - d. taking decisions in compliance with the present articles of Association and according to policies confirmed by the general assembly;
 - e. making proposals to the general assembly regarding the budget and the annual contributions payable by members;
 - f. reporting to the general assembly on the activities undertaken and the financial management policies followed.
2. The authority of the executive committee remains unaltered in the event that the number of the members of the executive committee falls below five. In such a case however, the executive committee is obliged to convene a

meeting of the general assembly at its earliest opportunity in which the issue of making provisions for the vacancy or vacancies will be raised.

3. Without prejudice to its own ultimate responsibility, the executive committee is entitled to make use of the services of advisers or committees which it appoints to assist in carrying out its tasks.

4. The executive committee is authorised to conclude agreements involving the sale, disposal or entailment of register-bound goods, agreements under which the Association commits itself as a guarantor or joint debtor, underwrites a third party or commits itself to providing a security deposit for a third party only with the express approval of the general assembly. Claims may be made both by third parties and against third parties in the event that this approval is not obtained.

5. The Association is represented in law and in extra-legal matters by at least two members of the executive committee acting jointly.

ANNUAL REPORT, COMPUTATION AND ACCOUNTING, FUNDS COMMITTEE

Article 16.

1 The financial year and the association year are identical to the calendar year.

2 The executive committee is obliged to maintain and update the records of the capital position of the Association in such a way that its assets and liabilities are readily identifiable from these records at all times.

3 The executive committee will present its annual report and reports of its management of the Association during the previous financial year accompanied by the necessary documents, at a meeting of the general assembly. After this term has expired, any member of the Association is entitled to legally enforce the executive committee to provide these reports.

4 The general assembly will appoint a committee of two persons each year - the auditor (funds) committee. The persons appointed to this committee may not be members of the executive committee. The committee investigates the report and accounts of the executive committee and reports its findings to the general assembly.

5 In the event that this investigation of the report and accounts of the executive committee requires special bookkeeping knowledge, the committee may call upon the help of a bookkeeping expert at the Association's expense. The executive committee is obliged to provide this committee with all the information it requires, to produce the actual liquid funds and assets to the committee on request and allow the committee access to all the Association's books and other documents.

6 The task entrusted to the committee may be rescinded by the general assembly at any time, but this may only take place subject to the appointment of an alternative committee.

7 The executive committee is obliged to preserve the documents referred to in paragraphs 2 and 3 of this article for a period of ten years.

THE FINANCING OF THE STANDING INTERNATIONAL CONFERENCE OF CENTRAL AND GENERAL INSPECTORATES OF EDUCATION

Article 17.

The Association is financed by:

- a. the annual contributions made by ordinary members and the supplementary contributions made by associate members;
- b. the direct or indirect assistance provided by member organisations, such as the organising of meetings or acting as hosts for activities planned by the general assembly, etc;
- c. contributions made by bodies able to provide material or monetary support to promote the achievement of the Association's aims and objectives.

SCOPE OF THE WORK AND OBJECTIVES OF THE STANDING INTERNATIONAL CONFERENCE OF CENTRAL AND GENERAL INSPECTORATES OF EDUCATION

Article 18.

The Association's activities make it possible to increase the quality of its working procedures, expand the field of its knowledge and promulgate the professional ethics of Central and General Inspectorates of Education.

In order to achieve these objectives, the Association develops activities relating to:

- a. studying the question of how professional skills can be improved by undertaking research and comparing experiences;
- b. organising exchanges between members of the Association and their colleagues in other countries, as well as with experts with special responsibilities in these areas;
- c. facilitating partnership and cooperation between the education inspectorates concerned.

RIGHTS AND RESPONSIBILITIES OF MEMBERS

Article 19.

1 In addition to the other rights accorded to them by virtue of these articles of Association, all members, honorary members and associate members are entitled to make use of the Association's premises and facilities and to take part in the events offered by the Association, all arrangements being subject to directions issued by the executive committee and within the provisions of the current or future regulations or policy decisions.

2 The members are obliged to pay an annual contribution, as determined by the general assembly. The general assembly is also entitled to decide that further contributions are payable in addition to the annual contribution, which may include registration fees at the commencement of membership or reimbursements for services performed for members by the Association. The amounts of these additional contributions are also determined by the general assembly.

3 In exceptional cases the executive committee is authorised to grant full or partial exemption from the obligation to pay the contributions referred to in the foregoing paragraphs of this article.

4 In the event of an interim termination of membership during the course of the financial year, the annual contribution for the full year will remain payable, unless otherwise determined by the executive committee.

CHANGES TO THE ARTICLES OF ASSOCIATION

Article 20.

1 These articles of Association may be changed by a decision of the general assembly taken by a majority of at least two thirds of the votes cast at a meeting in which at least one third of the members are present or represented. In the event that at least one third of the members is not present or represented at a meeting in which a proposal for changing the articles of Association is to be discussed, a second meeting will be convened and held within four weeks of this first meeting; in this second meeting the same proposal can be discussed and decided upon regardless of the number of members present or represented, as long as the proposed measure receives at least a two thirds majority of the votes cast.

2 The notice convening such a meeting of the general assembly must indicate that a proposal to change the articles of Association will be proposed at the meeting and this notice must be sent out within the period referred to in article 12 paragraph 2. Those responsible for convening this meeting of the general assembly must display the actual text of the proposed change to the articles of association at a suitable location where it can be read by the members for at least five days before the date of the meeting and must keep the text displayed in this way until the end of the day on which the meeting is held.

3. A change to the articles of Association does not come into effect until it is drawn up in the form of a deed passed by a Public Notary.

WINDING UP

Article 21.

1. The Association can be wound up by a decision to this effect taken by the general assembly.

The provisions of article 20 paragraphs 1 and 2 apply equally in the case of a decision to wind up the Association.

2. In the event of the winding up of the Association, the liquidation will be undertaken by the executive committee, unless the general assembly appoints other liquidators. The provisions of these articles of Association will remain in force as far as possible during the liquidation.

3. The decision to wind up the Association will be accompanied by a decision regarding distribution of the credit balance on liquidation.

INTERNAL RULES Article 22.

1. The general assembly has the power to set up the internal rules. The internal rules will include internal procedures for the following:

- elections;

- decision making in regard to activities and external contacts;

- the annual report, budget and financial report;

- details of the tasks performed by the auditors.

2. The internal rules must not conflict with the legal provisions of Statute 2, Volume 2 of the Dutch Civil Code, nor with these articles of association.

FINAL PROVISION

Article 23.

In all cases to which neither these articles of Association nor the legal provisions on Associations (including provisions contained in the Act governing the same) apply, the decision on the matter concerned will be taken by the general assembly, except where the matter is one which comes under the heading of 'management', in which case the executive committee will decide.

Article 24.

In variation to the provisions of article 13, paragraph 1, and article 14, paragraph 1, the first members of the Association's management will be:

1. Mr. PIERRE CHARLES YVES VANDEVOORDE, residing at 5, Rue de la Legion d'Honneur,

St Denis 93206 (France), born at Tours (France) on the twenty seventh of August nineteen hundred and thirty three, married, as chairman;

2. Mr. JOHANNES CORNELIS VAN BRUGGEN, as referred to above, as secretary-general;

3. Mr. DOUGLAS ALEXANDER OSLER, currently residing at 3, Closehall Place, Pencaitland Road, Haddington, East Lothian EH41 4DX, Scotland, date of birth the eleventh of October nineteen hundred and forty two, as first deputy chairman;

4. Mr. NATÈRCIO AUGUSTO GARÇAO AFONSO, currently residing at Avenida Carolina Michaelis no. 11, 15F, 2795 Linda a Velha, Portugal, date of birth the seventh of June nineteen hundred and forty eight, married, as second deputy chairman;

5. Mr. GEORG ALEXANDER GÜNTHER KNAUSS, currently residing at Mühlbauerstrasse 14, D-81677 Munich, Germany, date of birth the twentieth of June nineteen hundred and thirty, married, as deputy secretary-general;

The appearing party is known to me in my capacity as Public Notary. OF WHICH PARTICULARS A DEED WAS PASSED at Breda, the Netherlands on the date which appears at the top of this document. Following a summary account of the contents of this deed given to the appearing party, this party stated that he had noted the contents of the deed and did not require the deed to be read to him in full. After a limited reading of the deed, the same was signed by the appearing party and by myself in my capacity of Public Notary. The signatures appear below.

APPROVED FOR THE MAKING OF A SINGLE COPY

Certified true copy,