

ESTABLISHMENT OF FOUNDATION

This day, the third of January, two thousand and twelve, the following persons appeared before me, Alexander Evert Blom, LL M, civil-law notary officiating in Amsterdam:

1. Mr MARIEN CORNELIS JAN **VAN DER HEIJDEN**, born in The Hague on the twenty-third of July, nineteen hundred and fifty-eight, residing at XXXX XXXX XXXX XXXX XXXX, holder of a Dutch passport with the number XXXXX, issued in Amsterdam on the nineteenth of May, two thousand and eleven, valid until the nineteenth of May, two thousand and sixteen, married; and
2. Mr ERIK JAN **ZÜRCHER**, born in Leiden on the fifteenth of March, nineteen hundred and fifty-three, residing at XXXX XXXX XXXX XXXX XX, holder of a Dutch passport with the number XXXXXXXX, issued in Oegstgeest on the seventh of April, two thousand and nine, valid until the seventh of April, two thousand and fourteen, unmarried and not registered as a partner within the meaning of the civil partnership.

acting in this matter:

- a. as private persons:
- b. as written authorized representatives of:
Mr ANDREW HAMILTON **LEE**, born in New York (United States of America) on the twenty-third of December, nineteen hundred and fifty-six, residing in XXXX XXXX XXXX XXXX (United States of America), holder of an American passport, numbered XXXXXXXX, issued by the Department of State on the sixth of May, two thousand and six, valid until the fifth of May, two thousand and sixteen, married; and
- c. acting in this matter on behalf of the body without legal personality under Dutch law named "IALHI Coordination Committee".

POWER OF ATTORNEY

The power of attorney is shown in a private written document that has been attached to this deed. The existence of such power of attorney has been evidenced sufficiently to me, notary.

The persons appearing before me declared, acting as reported,

–the General Assembly of the International Association of Labour History Institutions (IALHI) decided, during its meeting on the sixth of September, two thousand and eleven, to commission the IALHI Coordination Committee to establish a foundation;

–by this deed, to establish a foundation, including the hereafter following byelaws:

NAME AND REGISTERED OFFICE

Article 1.

1. The name of the foundation is: Stichting **IALHI Foundation**.

This name is an abbreviation of the words International Association of Labour History Institutions.

2. The foundation has its registered office in Amsterdam.

OBJECT AND MEANS

Article 2.

1. The object of the foundation is to:

support and facilitate the realization of the objectives of the International Association of Labour History Institutions (IALHI).

2. The foundation attempts to achieve its object by:

- a. the execution of its own policy/activity plan;
- b. fundraising (and other means to acquire revenues) for projects to realize the objectives of the IALHI;
- c. providing acquired funds to IALHI members for the implementation of the agreed projects and activities;
- d. ensuring that the "terms and conditions" of awarded project grants are observed;
- e. entering into agreements that are relevant to IALHI;
- f. providing administrative support to IALHI, by hiring staff of IALHI members or separate staff; and
- g. performing all activities that are related to or could be conducive to the above, taken in the widest sense.

3. The foundation will not engage in the pursuit of profit.

ASSETS

Article 3.

The assets of the foundation shall include:

- a. proceeds of the foundation's activities;
- b. testamentary dispositions, bequests and donations;
- c. grants and contributions;
- d. revenues of the assets; and
- e. any other income.

NUMBER AND APPOINTMENT OF BOARD MEMBERS

Article 4.

1.The board shall consist of at least six and at most eleven persons.

2.The board shall determine the number of board members.

The first time, the number of board members shall be determined by the founders of the foundation on the occasion of its establishment.

3.If and as long as the number of board members is less than six, the sitting member(s) shall nonetheless constitute a legally valid board, until the number of members will be at least six again.

In such cases, the required appointments shall be made as soon as possible.

4.The board shall consist of the members of the IALHI Coordination Committee.

The first time, the number of board members shall be determined by the founders of the foundation on the occasion of its establishment.

5.The members of the board shall be appointed for a period of five years, after which they may be reappointed at all times.

6.If and when there are no more sitting board members, the subdistrict court judge in Amsterdam shall appoint at least six members at the request of either party.

TERMINATION OF BOARD MEMBERSHIP AND SUSPENSION

Article 5.

1.Board membership shall terminate:

- a. if no reappointment follows the expiry of the appointment period;
- b. by written notice of the board member;
- c. by death;
- d. when a board member is placed under legal restraint or his/her assets are administered;
- e. when suspension of payment or debt restructuring is applied for;
- f. by dismissal by the board;
- g. by dismissal by the court; or
- h. by loss of membership of or position at an institution affiliated with the International Association of Labour History Institutions (IALHI).

2.The board is authorized to suspend a board member in the performance of his/her duties.

If a suspension has not resulted in a decision to dismissal within three months, the suspension shall lapse by law.

3.The board is obliged to provide the party concerned with a reasoned notification as soon as possible after a suspension or dismissal decision has been taken.

BOARD DUTIES

Article 6.

1.The board is entrusted with the management of the foundation and its assets. The board shall draw up an annual or biennial plan of activities, which is to be presented for approval to the International Association of Labour History Institutions (IALHI). This plan of activities shall be implemented upon approval of the International Association of Labour History Institutions (IALHI).

2.The members of the board shall divide their positions among themselves, including that of chair, secretary and treasurer.

No more than two of these positions may be held by one and the same person.

3.Each board member is obliged towards the foundation to adequately perform the task entrusted to him/her.

4.Within the limits of the byelaws, the board is authorized to perform all acts of management and disposal conducive to the realization of the foundation's object.

5.The board is authorized to enter into agreements to acquire, dispose of and encumber registered property, and to enter into agreements which bind the foundation as a guarantor or a joint and several debtor, to warrant performance by a third party or to provide security for a debt of a third party.

6.The performance of such legal acts by individual board members authorized to represent the foundation must be preceded by a decision of the board.

7.The absence of the prior decision referred to in the preceding paragraph can be invoked against and by third parties.

8.Testamentary dispositions in favour of the foundation can solely be accepted under benefit of inventory.

REPRESENTATION

Article 7.

The foundation shall be represented by the board and by two board members (to wit: the chair, the secretary and/or the treasurer) acting jointly.

BOARD MEETINGS

Article 8.

1.The board shall assemble at least twice a year, including once to approve the annual accounts.

2.Board meetings will also be held if the chair deems this appropriate or if one or more other board members direct a request to that end to the chair, in writing and containing a precise description of the items to be addressed. In case the chair does not comply with such a request, in the sense that the meeting cannot be arranged within three weeks after the request is made, the requestor(s) is/are entitled to convene a meeting on their own authority, in compliance with the required formalities.

3.Summonses to meetings must be issued (subject to paragraph 2 of this article) by the chair, at least thirty days in advance, excluding the day of the summons and the day of the meeting, by means of notification letters.

4.Besides place and time of meeting, the letters of notification must include mention of the issues to be addressed.

Article 9.

1.Board meetings can take valid decisions only if the meeting was convened in the manner prescribed in the byelaws and if at least two-thirds of the number of board members are present, either in person or by means of written representation (which is understood to also include all possible electronic devices), unless otherwise defined in the aforementioned byelaws.

2.If not at least two-thirds of the board members are present or represented in writing, a second meeting shall be convened, no sooner than two weeks, though no later than four weeks after the meeting in which the proposal in question was scheduled. In this second meeting, the board can take decisions on this proposal, regardless of the number of members present or represented in writing.

3.The board can, however, also take valid decisions – in and outside meetings – if the specified term and manner of summoning have not been observed, provided that all board members have given their written consent.

Article 10.

1.Board members present shall have one vote each.

2.Board decisions shall be taken by simple majority of the votes cast, subject to the provisions defined hereinafter in paragraph 3 of this article.

3.Board decisions to:

- a. determine the number of board members;
- b. appoint board members;
- c. dismiss board members;
- d. perform the legal acts referred to in article 6, paragraph 5 of these byelaws;
- e. establish, amend and repeal rules and regulations;
- f. amend the byelaws of the foundation; and
- g. dissolve the foundation

must be taken in a meeting in which all board members are present or represented in writing and with a majority of at least two-thirds of the valid votes cast.

In case not all board members are present or represented in writing, a second meeting shall be held, in which the board can decide on the proposal in question, regardless of the number of members present or represented in writing, with a majority of at least two-thirds of the valid votes cast. Such a meeting shall be convened, no sooner than two weeks, though no later than four weeks after the meeting in which the proposal had been scheduled.

4.Blank votes are deemed not to have been cast.

5.People shall be voted on by ballot, unless the meeting decides otherwise unanimously.

Matters shall be voted on by acclamation, unless a member of the board requires a ballot vote.

6.Board members can choose to be represented in writing by a fellow board member during board meetings.

7.The board meetings shall be conducted by the chair, or, in the absence of the chair, by another board member, to be appointed by the board meeting.

8.Minutes of the board meetings shall be kept by or on behalf of the secretary, or, in the absence of the secretary, by or on behalf of another board member, to be appointed by the board meeting.

9.The minutes shall be confirmed during and by the next board meeting.

FISCAL YEAR AND FINANCES

Article 11.

1.The fiscal year of the foundation is equal to the calendar year.

2.The board has the obligation to keep records of the financial position of the foundation and of all other matters concerning the foundation's activities, in accordance with the requirements arising from these activities. The board shall keep the records and store the corresponding books, documents and other data carriers in such a way that its rights and obligations can be known at all times.

3.Every year (subject to extension of this period by the board) before the first of July, the board and the International Association of Labour History Institutions (IALHI) are to:

- a. receive a report on the financial policy in the past fiscal year by the treasurer, by submission of the annual statement of accounts, including a balance sheet dated at the end of the past fiscal year and a statement of assets and liabilities for the same period with explanatory comments; and
- b. receive a report by the secretary pertaining to the activities performed by the board and the plan of activities in the past fiscal year.

4.The board is entitled to appoint an expert to audit the annual statement of accounts.

5.Approval of the annual statement of accounts by the board will discharge the treasurer.

6.The above-mentioned reports together constitute the annual report.

7.Every year, the board shall establish the budget for the new fiscal year, no later than the month of December.

8.The board has the obligation to retain the records referred to in this article for a period of at least seven years.

COMPENSATIONS

Article 12.

1.The members of the board shall never receive fees, wages or any other material benefits from the foundation.

2.They are, nevertheless, entitled to a reimbursement of expenses resulting from the execution of their duties for the foundation, if approved by the board.

RULES AND REGULATIONS

Article 13.

The board may establish, amend or repeal one or several rules and regulations, which may not contain provisions contrary to or in violation of the law or the bylaws.

AMENDMENT OF THE BYELAWS AND DISSOLUTION

Article 14.

1.The bylaws of the foundation may be amended and the foundation may be dissolved at a board meeting convened for that purpose.

A decision to amend the bylaws or to dissolve the foundation requires the consent of the General Assembly of the International Association of Labour History Institutions (IALHI).

2.Decisions to amend the bylaws shall not take effect until they have been established by notarial deed.

3.Each individual board member shall be authorized to implement the execution of the required notarial deed.

Article 15.

1.In the event of dissolution of the foundation, its liquidation shall be executed by the board, unless one or several (legal) persons have been appointed as liquidator(s) in the decision to dissolve.

2.The board shall put any remaining credit balance to a use as consistent as possible with the object of the foundation.

3.During the liquidation period, the provisions of these bylaws shall be applied as much as possible.

4.During the liquidation period, the words "in liquidation" shall be added to the name of the foundation in all documents and notices it issues.

5.The liquidator(s) shall prepare an account of the liquidation, showing the size and the composition of any surplus.

6.The liquidator(s) shall make the account and (any) plan of distribution available for public inspection in the Commercial Register of the Chamber of Commerce office where the foundation is registered and at the offices of the foundation or at any other address in the district where the foundation has its registered office, for a period of two months.

7.The liquidator(s) shall publish the possibility for public inspection in a widely read newspaper from the area in which the foundation has its registered office.

8.After completion of the liquidation, all books and records of the foundation shall remain in the custody of the (legal) person designated for this purpose by the board at the time the dissolution decision was taken, for a period of seven years.

FINAL PROVISION

Article 16.

In all cases which these byelaws, and any rules and regulations made pursuant hereto, do not provide for, the board shall decide.

-----In conclusion, the persons appearing before me, implementing the provisions of article 4, paragraphs 2 and 4 of the byelaws, declared that the board of the foundation shall be composed for the first time as follows:

1.chair: Mr A.H. Lee, mentioned above;

2.secretary: Mr E.J. Zürcher, mentioned above; and

3.treasurer: Mr M.C.J. van der Heijden, mentioned above.

The persons appearing declared – insofar as necessary, also on behalf of the parties involved in this deed – to have had ample time and opportunity, in advance, to take note of and approve the contents of this deed.

The persons appearing are known to me, notary, and their identities have been established by me, notary, by means of the appropriate documents.

-----WHEREOF THE ORIGINAL DEED was executed in Amsterdam on the date mentioned in the head of this deed.

After the substance of this deed had been communicated and explained to the persons appearing, I, notary, pointed out to the persons appearing the consequences arising from the contents of this deed (for the parties or one or more of them).

After a limited reading, this deed was then signed by the persons appearing and by me, notary.