

IWC ARTICLES OF ASSOCIATION

As amended and filed 26 February 2026

NAME AND SEAT

Article 1.

1. The association bears the name: **International Women's Contact Amsterdam**.
The abbreviated name is: IWC Amsterdam.
2. It has its registered office in **Amsterdam**.

OBJECTIVE

Article 2.

The association aims to bring foreign women into contact with each other and with Dutch women who have lived abroad. It seeks to achieve this objective by organizing meetings, as well as by other legal means.

MEMBERS

Article 3.

1. Only women may be members of the association.
2. The association consists of regular members, postal members, and honorary members.
3. Regular members are those who have been admitted to membership by the board.
4. Postal members must have been regular members of the IWC, moved to a location more than fifty kilometers outside Amsterdam, and immediately after resigning converted to a postal membership.
5. No more than one-third of the regular members may be of the same nationality.
6. Honorary members are those who, based on their service to the association and on the recommendation of the board, have been appointed as such at the general meeting.
7. Dutch women may apply for membership within five years of repatriation to the Netherlands.
8. The board decides on the admission of members. If a member is not admitted, it can be decided at the general meeting to admit them.
9. The board maintains a register containing the names and contact information of all members.

RIGHTS AND OBLIGATIONS OF MEMBERS

Article 4.

1. Rights of Regular Members.
Regular members have the right to vote and can be appointed to the board.
Regular members are entitled to participate in all association activities.
Regular members may introduce guests provided there are no restrictions imposed for practical reasons.
2. Obligations of Regular Members.
Regular members are required to pay an annual contribution, which will be determined at the general meeting.
Regular members are required to regularly participate in the association's activities.
3. Rights of Honorary Members.
Honorary members are entitled to participate in all association activities and to exercise voting rights at the general meeting.
Honorary members are exempt from the obligation to pay annual dues.
Honorary members may introduce guests provided there are no restrictions imposed for practical reasons.

4. Rights of Postal Members.
Postal members do not have voting rights, cannot be board members, and cannot introduce guests. The annual contribution for postal members cannot exceed half the amount of the contribution for regular members.
Postal members are not obligated to participate in IWC activities.
5. Obligation of all members: All members are obligated to pay for participation in activities.

TERMINATION OF MEMBERSHIP

Article 5.

1. Membership ends:
 - a. by the death of the member.
 - b. by resignation of the member.
 - c. by cancellation on behalf of the association. This can be done when a member ceases to meet the membership requirements set out in the articles of association, when they fail to fulfill their obligations to the association, and when the association cannot reasonably be expected to continue the membership;
 - d. by expulsion. This can only be pronounced if a member acts contrary to the articles of association, regulations, or decisions of the association, or unreasonably harms the association.
2. Cancellation on behalf of the association is made by the board.
3. Resignation of membership by the member or by the association can only be done at the end of an association year and with a four-week notice period. However, membership may be terminated immediately if the association or the member cannot reasonably be expected to continue the membership.
4. A notice of termination contrary to the provisions of the previous paragraph will terminate membership at the earliest permitted time following the date of notice of termination.
5. Immediate termination of membership by notice is also possible for a member:
 - a. within one month after a decision restricting the members' rights or increasing their obligations has become known or been communicated to the member. In that case, the decision will not apply to that member. However, a member is not authorized to exclude itself from a decision increasing the members' financial obligations by notice of termination;
 - b. within one month after a decision to convert the association into another legal form or to merge has been communicated to it.
6. Expulsion from membership is carried out by the board.
7. A decision to terminate membership by the association on the grounds that the association cannot reasonably be expected to continue the membership may be appealed to the general meeting within one month of receipt of notification of the decision. The member concerned will be notified of the decision with reasons, in writing, as soon as possible. During the appeal period and pending the appeal, the membership is suspended.
8. When membership ends during an association year, the annual contribution remains due in full.

BOARD

Article 6.

1. The board consists of at least three (3) persons, appointed at the general meeting. The appointment is made by the members.
2. The board consists of at least the following officers: Chair, Secretary, and Treasurer. Additional board members may be appointed if necessary. All board members are appointed at the annual general meeting.
3. Board members are elected for one club year. They are eligible for re-election once in the same position, with the exception of the chairperson and treasurer, who are eligible for re-election twice. Board members are elected by the general meeting by a simple majority. Newly elected board members

will assume the responsibilities of their position immediately following the annual general meeting. If necessary, the treasurer may remain in office for a transitional period of up to three (3) months.

4. Board members should represent as many nationalities as possible.

TERMINATION OF BOARD MEMBERSHIP

Article 7.

1. Any board member may be dismissed or suspended at any time at a general meeting. A suspension that is not followed by a resolution to dismiss within three months shall end upon expiration of that term.
2. Board membership shall also end upon completion of a term of office:
 - a. upon termination of membership of the association;
 - b. upon resignation.

FUNDS

Article 8.

The association's funds consist of:

- a. contributions;
- b. legacies and other inheritances;
- c. donations, subsidies, and other income.

MANAGEMENT DUTIES - REPRESENTATION

Article 9.

1. Subject to the limitations set forth in the Articles of Association, the board is responsible for managing the association.
2. If the number of board members falls below three (3), the board remains authorized. However, it is obligated to convene a general meeting as soon as possible to discuss filling the vacancy or vacancies.
3. In the event of the inability or absence of all board members or the sole board member, the person designated or to be designated by the General Meeting for this purpose shall be temporarily responsible for management. The person referred to in the previous sentence shall take the necessary measures as soon as possible to make a permanent provision.
4. The board is authorized, under its responsibility, to have certain parts of its duties performed by committees appointed by the board. The board is authorized to enter into agreements to purchase, alienate, or encumber registered property, to conclude agreements whereby the association acts as guarantor or co-debtor, warrants performance by a third party, or commits itself to providing security for the debt of another, provided that such an agreement has been approved in advance at a general meeting.
5. The association is represented in and out of court by the board. The authority to represent also belongs to two board members acting jointly. The board may grant power of attorney to one or more board members, as well as to third parties, to represent the association within the limits of the power of attorney.

ANNUAL REPORT - ACCOUNTS AND ACCOUNTABILITY

Article 10.

1. The association year runs from May 1st to April 30th of the following year.
2. The board is obliged to keep such records of the association's financial position that its rights and obligations can be known at all times.
3. At a general annual meeting within six months of the end of the association year, unless this period is extended by the general meeting, the board shall submit its annual report on the state of affairs within the association and on the policy pursued, and shall submit a balance sheet and a statement of income

and expenditure with explanatory notes to the meeting. These documents shall be signed by the directors; if the signature of one or more of them is missing, this shall be noted, stating the reasons.

4. The general meeting shall annually appoint a committee of at least two persons from among the members, who may not be members of the board. The committee examines the board's accounts and statements and reports its findings to the general meeting.
5. The board is obliged to retain the documents referred to in paragraphs 2 and 3 for seven years.

GENERAL MEETING

Article 11.

1. The general meeting has all powers within the association that are not assigned to the board by law or the articles of association.
2. A general meeting – the annual meeting – is held annually in May. The following items will be discussed at the annual meeting:
 - a. the annual report and the accounts and statements referred to in Article 10, including the report of the committee referred to therein;
 - b. the appointment of the committee referred to in Article 10 for the following association year;
 - c. the determination of the annual membership fee;
 - d. the determination of the amount payable by guests attending meetings;
 - e. proposals from the board or members, announced in the notice convening the meeting.
3. Other general meetings are held as often as the board deems desirable.
4. Furthermore, the board is obligated, upon the written request of at least ten percent of the voting members, to convene a general meeting within a period of no more than four weeks after the request is submitted. If the request is not complied with within fourteen days, the requesting members may convene the meeting themselves by issuing a notice in accordance with Article 15 or by placing an advertisement in at least one widely read daily newspaper in the place where the association is established. The requesting members may then appoint persons other than board members to chair the meeting and prepare the minutes.

ADMISSION

Article 12.

1. All general members and honorary members of the association are entitled to attend the general meeting.
Suspended members and suspended board members are not entitled to attend, provided that a suspended member is entitled to attend the meeting at which the decision to suspend is being discussed. They also have the right to speak at that meeting.
2. The general meeting shall decide on the admission of persons other than those referred to in paragraph 1.

CHAIRMANSHIP - MINUTES

Article 13.

Unless the situation described in the last sentence of Article 11, paragraph 4, occurs, the general meetings shall be chaired by the association's chair or their deputy. If the chair or deputy is absent, one of the other board members, to be designated by the board, shall act as chair. If the chair is not filled in this way, the meeting shall appoint one itself.

DECISION-MAKING OF THE GENERAL MEETING

Article 14.

1. All members, with the exception of suspended members, shall each have one vote. Each member shall be entitled to have their vote cast by another member authorized to do so.
2. A unanimous decision of all members, even if they are not present at a meeting, has the same force as a decision of the general meeting, if taken with the prior knowledge of the board. Such a decision shall be recorded in the minutes of the meeting by the secretary and shall be announced at the next general meeting.
3. Voting on business matters will take place orally, and on persons in writing. Proposals may be adopted by acclamation if this is proposed by the chairperson.
4. The board may decide to permit electronic participation in the meeting for a specific meeting or for all meetings of the association.
5. All proposals concerning business matters will be decided by an absolute majority of the votes cast, unless the articles of association provide otherwise. In the event of a tie, the chair has the deciding vote.
6. In the event of a vote on persons, the person who receives an absolute majority of the votes cast is elected. If no one obtains a majority, a second vote will be held among the persons who received the largest number of votes cast, and the person who received the majority of votes cast in that second vote will be elected. If the votes are tied in that second vote, lots will decide. In this article, "votes" are defined as valid votes cast, hence blank votes and votes signed with the name of the voting member are not considered.
7. A decision regarding the outcome of the vote pronounced by the chair at the meeting is decisive. However, if the correctness of this decision is disputed immediately after it is pronounced, a new vote will be held if the majority of the meeting or, if the original vote was not by roll call or in writing, a voting member present so requests. This new vote will invalidate the legal consequences of the original vote.

CONVENING THE GENERAL MEETING

Article 15.

1. General meetings are convened by the board. This requires a notice period of eight (8) days. The meeting is convened by sending a written notice to all members.
2. A general meeting can be held physically, electronically, or in a hybrid format. In the notice, the board indicates how the meeting will be held. The board may specify any additional conditions that apply when using an electronic means of communication.
3. Communication and convocation can also take place electronically.
4. Except for the aforementioned annual meeting, general meetings will be held if the board deems this desirable.
5. A general meeting is convened if requested by the members. This request must be submitted by at least one-tenth of the votes entitled to be cast at the general meeting, as long as all one-tenth or greater members are present or represented. This request must be submitted in writing, stating the topics to be discussed.
6. After receiving a request as referred to above, the board is obliged to convene a general meeting within four weeks. If the request to convene a meeting is not complied within fourteen days of its receipt by the board, the requesters may convene the meeting themselves in the manner in which the board convenes general meetings.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 16.

1. The association's articles of association may only be amended by a resolution of a general meeting, convened with the notice stating that an amendment to the articles of association will be proposed at that meeting.
2. Those who issued the notice convening the general meeting to consider a proposal to amend the articles of association must, at least five days prior to the meeting, make a copy of that proposal, containing the proposed amendment verbatim, available for inspection by the members at a suitable location until the

end of the day on which the meeting is held. Furthermore, a copy as referred to above will be sent to all members.

3. A resolution to amend the articles of association requires at least two-thirds of the votes cast, in a meeting in which at least two-thirds of the members are present or represented. If two-thirds of the members are not present or represented, a second meeting will be convened and held within four weeks, at which the proposal discussed in the previous meeting can be decided upon, regardless of the number of members present or represented, provided it is done by a majority of at least two-thirds of the votes cast.
4. An amendment to the articles of association will not take effect until a notarial deed has been drawn up. Each board member is authorized to execute the deed.

DISSOLUTION

Article 17.

1. The association may be dissolved by a resolution of the general meeting. The provisions of paragraphs 1, 2, and 3 of the previous article apply accordingly.
2. Unless the general meeting decides otherwise, the liquidation shall be carried out by the board.
3. The surplus after liquidation shall revert to those who were members at the time of the resolution to dissolve. Each of them shall receive an equal share. However, upon the dissolution decision, the surplus may also be allocated to a different purpose.
4. The association shall cease to exist at the time when no assets known to it or to the liquidators are present. The liquidators shall report this to the registers where the association is registered.

INTERNAL REGULATIONS/BYLAWS

Article 18.

1. The general meeting may adopt internal regulations, known as bylaws.
2. The bylaws may not conflict with the law, even where they do not contain mandatory provisions, nor with these articles of association.

End of IWC Articles of Association as amended and filed 26 February 2026