

**THE STATUTES OF
THE INTERNATIONAL DEBATE EDUCATION ASSOCIATION (“IDEA”)**

I. NAME, REGISTERED OFFICE

1.1 The association bears the name “International Debate Education Association” or its English abbreviation “IDEA” (hereinafter “IDEA”) and is registered in the Netherlands as an international not-for-profit, public benefit organization, in accordance with the laws of the Netherlands.

1.2 The statutory seat of IDEA is located at Amsterdam, the Netherlands. The Board of Directors of IDEA may establish and change the location of the office address of IDEA to anywhere in or outside the Netherlands by majority vote and in accordance with all applicable laws of the Netherlands.

1.3 The Board of Directors may establish branches, affiliates, and/or representative offices both in the Netherlands and abroad, including legal entities, to be registered and/or established in conformity with the laws and customs of the relevant country of origin. The by-laws of such branches, affiliates, or representative offices shall not contradict provisions of these Statutes.

1.4 IDEA operates in the territory of the Netherlands, as well as in other foreign countries as, in its sole discretion, the Board of Directors may decide as appropriate for accomplishing the not-for-profit and publicly beneficial goals and objectives of IDEA.

II. GOALS AND OBJECTIVES OF IDEA

2.1 The goals and objectives of IDEA are exclusively charitable and educational and include, but are not limited to, fostering an open society by supporting activities that promote the free exchange of ideas, tolerance, critical thinking and international cooperation. In pursuit of these goals and objectives, IDEA may:

(a) conduct, operate, coordinate, participate in, and support educational, charitable, humanitarian, and other publicly beneficial programs and activities, whether they are programs and activities of IDEA or of other physical persons and/or legal entities, or subdivisions thereof, that:

- (i) further the goals and objectives of IDEA;
- (ii) foster the development of open society, democracy, democratic values, freedom, and human rights;
- (iii) advance the collective common goals and objectives of its members, by enhancing donor potential for, increasing collective credibility of, and improving the efficiency of programs and activities conducted and operated by IDEA members.

(b) conduct, operate, coordinate, participate in, as well as support other programs and activities as the Board of Directors may, in its sole discretion, deem constructive and appropriate in furtherance of the

goals and objectives of IDEA, and in keeping with the provisions of Dutch law governing not-for-profit and publicly beneficial activities.

2.2 IDEA may provide financial, material, and other support to physical persons and legal entities carrying out programs and activities that further the goals and objectives of IDEA.

2.3 Notwithstanding any other provision of these statutes, IDEA is organized exclusively for charitable and educational purposes, as specified in section 501(c)(3) of the United States Internal Revenue Code (the “Code”), and shall not carry on any activities not permitted to be carried on by an organization exempt from United States federal income tax under Code section 501(c)(3).

2.4 No part of the activities of IDEA shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. IDEA shall not participate or intervene (including the publishing of any statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

2.5 IDEA is not formed for pecuniary profit or for financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. Reasonable compensation, however, may be paid for services rendered to or for IDEA in furtherance of one or more of its purposes.

III. MEMBERSHIP

3.1 Membership

3.1.1 There shall be one category of voting members of IDEA: Debate organizations. “Debate Organizations” shall be defined to be any organizations legally established as a public benefit organization or other non-governmental, not-for-profit organization under the laws of the relevant countries throughout the world, which co-ordinate or operate debate and/or related programs.

3.1.2 The Board of Directors may at any time decide to create different categories of non-voting members of IDEA by a simple majority vote. In the event such categories are created, the Board of Directors shall specify in the minutes of the meeting the privileges and duties of such membership.

3.1.3 IDEA’s voting membership shall be open to any legal entity that fulfills the following conditions:

- (a) meets the conditions of membership, as defined in Article 3.1.1 of these Statutes;
- (b) supports the goals and objectives of IDEA; and
- (c) promises to adhere to these Statutes and the decisions of the Board of Directors as well as to the IDEA Standards.

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3.1.4 If established pursuant to Article 3.1.2 of these Statutes, IDEA's non-voting membership shall be open to any physical person or legal entity that fulfills the following conditions:

- (a) supports the goals and objectives of IDEA, and
- (b) wishes to help IDEA pursue its goals and objectives.

3.1.5 The term "voting member" shall be used in these Statutes to refer to any legal entity defined in Article 3.1.1 of these Statutes. The term "non-voting member" shall be used in these Statutes to refer to any physical person or legal entity defined in Articles 3.1.2 and 3.1.4 of these Statutes. Where "member" is used in these Statutes without reference to the member's voting or non-voting status, such term shall refer to both voting and non-voting members, as defined in Articles 3.1.1, 3.1.2, and 3.1.4 of these Statutes.

3.1.6 Each member that is a legal entity must be established in accordance with the laws and customs of its respective country of origin, and be governed by principles of democracy and equal opportunity.

3.1.7 Each member that is a legal entity shall designate one person as its representative to act on its behalf in connection with IDEA's matters, including, but not limited to, participating and voting at meetings of the General Assembly, and may designate an alternative representative, who will act in the representative's absence. Each member shall be entitled to replace said representative or alternative representative by written notification to the Board of Directors of IDEA and in accordance with any other rules specified in the Internal Regulations. In the event that the Board of Directors of IDEA, according to its own discretion, feels that a representative or alternative representative of a member does not meet the criteria specified in the Internal Regulations of IDEA, the Board of Directors may refuse to recognize, or to continue to recognize, the said representative or alternative representative of a member and ask such member to designate another representative or alternative representative that does meet such criteria. Such refusal shall be final and shall enter into effect immediately upon notification to the member in question.

3.1.8 A person designated as a representative or an alternative representative of a member that is a legal entity may not also be a member of the Board of Directors. If a representative or alternative representative of a member that is a legal entity is elected as a member of the Board of Directors of IDEA, such person shall be deemed as having automatically resigned as the representative or alternative representative of such member and such member shall designate a replacement as soon as possible thereafter.

3.2 Admission of Members

Decisions concerning the admission of new voting members shall be taken by the Board of Directors, in accordance with such procedures as the Board may enact in the Internal Regulations and with other relevant provisions of these Statutes. The aforesaid decisions shall be taken by majority vote of the Board of Directors. The Board shall not be required to provide any reason for its membership decisions, which

shall be final, unless overturned by majority vote of the General Assembly, in which case the legal entities approved by the Board of Directors for membership shall not participate in the vote in the General Assembly on decisions involving their own admission.

Decisions concerning the admission of new non-voting members shall be taken by the Executive Director, in accordance with such procedures as the Board may enact in the Internal Regulations and with other relevant provisions of these Statutes. The Executive Director shall not be required to provide any reason for her or his membership decisions, which shall be final, unless overturned by majority vote of the Board of Directors.

3.3 Termination of Membership

3.3.1 Voting membership shall be terminated at any time:

- (a) upon a voting member's resignation or dissolution;
- (b) upon a decision taken by the General Assembly by a two-thirds majority if:
 - (i) the voting member does not fulfill its obligations towards IDEA;
 - (ii) voting member's activities interfere with the achievement of the aims of IDEA;
 - (iii) the voting member has caused detriment to IDEA.

3.3.2 Voting members of IDEA are expected to be committed to the aims of IDEA and to be prepared to use their best efforts to help IDEA achieve its aims. Voting members are therefore expected to participate in the decision-making process of the association by either being present or represented at meetings of the General Assembly at which decisions will be taken. In the event that a voting member fails to attend or be represented by a proxy at two (2) consecutive meetings of the General Assembly:

(a) the Board of Directors may convert such membership into a non-voting membership by informing the voting member in writing of its decision. If the voting member in question fails to object to the Board's decision of conversion within one (1) calendar month, the voting member shall be deemed to have consented to the conversion to non-voting membership; or

(b) the General Assembly may consider such voting member's failure to participate in the decision-making process of the association as sufficient grounds under Article 3.3.1(b)(i) for terminating a voting member's rights as a member of IDEA.

3.3.3 Non-voting Membership shall be terminated at any time:

- (a) upon a non-voting member's resignation, dissolution, or death;
- (b) upon a decision taken by the Board of Directors by a majority if:
 - (i) the non-voting member's activities interfere with the achievement of the aims of IDEA;
 - (ii) the non-voting member has caused detriment to IDEA.

3.3.4 All decisions by the General Assembly under Articles 3.3.1(b) and 3.3.2(b) here above shall be final and not subject to appeal.

3.3.5 All decisions by the Board of Directors under Article 3.3.2(a) here above shall be subject to appeal to the General Assembly at the next meeting of the General Assembly, provided that such meeting takes place at least one month after the voting member challenges the Board's decision to convert her, his or its voting membership to non-voting membership in the Association. During the period for appeal and pending the appeal, the rights of the voting member shall be suspended.

3.3.6 All decisions by the Board of Directors under Article 3.3.3(b) here above shall be subject to appeal to the General Assembly at the next meeting of the General Assembly, provided that such meeting takes place at least one month after the Board's decision to terminate her, his, or its membership in the Association. During the period for appeal and pending the appeal, the rights of the non-voting member shall be suspended.

3.4 Membership Dues

3.4.1 All voting and non-voting members of IDEA shall pay membership dues to IDEA, the amount of which shall be determined by the Board of Directors in accordance with the Internal Regulations of IDEA. The Board of Directors may waive all or part of a member's membership due, upon request by the said member, in the event of extreme hardship.

3.4.2 Any member who fails to pay her, his, or its membership dues after she, he, or it receives due notice from IDEA shall be deemed to have resigned as a member pursuant to Article 3.3 of these Statutes.

3.4.3 If membership ends during a financial year, the annual membership dues shall nevertheless remain due in full.

IV. GOVERNANCE STRUCTURE

4.1 The General Assembly

4.1.1 The General Assembly shall be composed of all of the voting members of IDEA. Pursuant to Article 4.1.5 of these Statutes, however, the General Assembly may also be composed of delegates, elected by and among the voting-members present or represented at a regional meeting. The General Assembly shall have the broadest powers enabling IDEA to achieve its goals and objectives.

4.1.2 Except as otherwise provided in these Statutes, the General Assembly shall have the ultimate authority to:

(a) elect and remove members of the Board of Directors, except those Board members appointed by the Board of Directors in accordance with Article 4.2.3 of these Statutes;

- (b) approve the statutes of IDEA, and amendments thereto;
- (c) decide to dissolve, liquidate or reorganize IDEA, in whole or in part, in accordance with the requirements of applicable Dutch law;
- (d) approve the annual budget and accounts of IDEA;
- (e) approve the Internal Regulations of IDEA, and amendments thereto;
- (f) approve and terminate voting membership in IDEA;
- (g) establish interest sections to correspond to shared interests among members of IDEA; and
- (h) decide on the overall goals and objectives of IDEA.

4.1.3 The General Assembly shall meet at least once annually, either at IDEA's registered office, or at such alternate location or locations as shall be chosen by the Board. Notice of meetings convened under this Article as well as those convened in accordance with Article 4.1.5 of these Statutes shall be sent to all voting members at least one month prior to the date specified for the meeting. An agenda shall accompany any such notice.

4.1.4 An extraordinary meeting of the General Assembly may also be convened by the Board whenever the interests of IDEA so require or upon written request of a number of voting members entitled to cast not less than one-fourth (1/4) of the votes in a meeting of the General Assembly. If the Board does not convene an extraordinary meeting within fourteen (14) days of receiving such written request, the group making the request may convene the extraordinary meeting and appoint a member to preside over the meeting and another member to prepare the minutes of the meeting. No such meeting shall be valid or binding unless written notice of the meeting is sent at least twenty (20) business days prior to the date specified for the meeting and contains the agenda of the meeting.

4.1.5 A meeting of the General Assembly may be convened by the Board to take place by electronic or any other means, as such means currently exist or as they may exist in the future, including but not limited to by electronic mail, facsimile, and internet voting, provided that the following conditions are met:

- (a) Voting members are able to be in contemporaneous communication in "real time";
- (b) Each voting member may be identified;
- (c) Each voting member may directly hear or read the contributions of other voting members during the proceedings of the meeting;
- (d) Each voting member may cast its vote in a verifiable way; and
- (e) Confidentiality and secrecy are assured where voting is by secret ballot.

4.1.6 Given that IDEA is an international organization with members in numerous countries worldwide and that IDEA's members have limited resources available for travel expenses, the Board of Directors may decide to convene the annual General Assembly or other meetings of the General Assembly either as a meeting for all voting members to attend (hereafter "plenary meetings") or as a meeting of delegates (hereafter "delegates' meetings"). If the Board of Directors decides that the General Assembly shall be held as a delegates' meeting, it shall first convene regional meetings, to be held concurrently and with the same agenda, with all voting members invited to attend and participate in the deliberations of the regional meeting of their

choice (hereafter “regional meetings”). Nothing shall prevent the agenda of a regional meeting from containing additional items to be discussed by the voting members present or represented at such meeting, as there may be issues of relevance or of interest to a given region worthy of discussion. These additional items on the agenda shall be suggested by the voting members present or represented at the beginning of the regional meeting and shall not lead to any decision binding on IDEA or its members, yet may lead to voluntary actions or initiatives to be undertaken by the members willing to participate in them. In order to collect all the reports from the regional meetings and determine the votes of the entire membership on the issues on the agenda, all regional meetings shall be followed by a delegates’ meeting, as described in Article 4.1.13 of these Statutes.

4.1.7 All voting members shall be entitled to vote and shall have one vote.

4.1.8 Voting members may be allowed to cast their vote on certain items on the agenda of a meeting no more than thirty (30) days before such meeting, provided that all of the following conditions are met:

- (a) The agenda identifies each item on which voting members may cast their votes in advance of the meeting as well as the manner in which voting members may cast their vote;
- (b) The agenda items to be voted on in this manner do not require debate or deliberations among members, including but not limited to such items as approval of minutes of previous meetings and election of members of the Board of Directors or of other committees of Association.
- (c) Each voting member may be identified;
- (d) Votes may be cast only by electronic means, as these currently exist or as they may exist in the future, including but not limited to by electronic mail, facsimile, and internet voting;
- (e) Each voting member may cast its vote in a verifiable way;
- (f) Confidentiality and secrecy are assured where voting is by secret ballot; and
- (g) Votes cast by electronic means in accordance with this Article shall be added to the votes cast during the meeting for purposes of Article 4.1.13 of these Statutes.

4.1.9 Each voting member may be represented by a proxy, who must also be a voting member, at an ordinary or extraordinary meeting of the General Assembly, or a regional meeting. No voting member shall hold more than one (1) proxy. All proxy instruments shall be presented to the person presiding over the meeting, as described in Article 4.1.9 of these Statutes, before the opening of the meeting.

4.1.10 All plenary meetings of the General Assembly shall be presided over by the President of the Board of Directors, or, in the President’s absence, by a person chosen by the Board members present. All regional meetings shall be presided over by a member of the Board of Directors appointed by the Board of Directors to attend and preside over the regional meeting, or in this board member’s absence, by another board member designated by the President of the Board to attend and preside over the regional meeting.

4.1.11 The General Assembly or a regional meeting may validly deliberate only if one-third (1/3) of the voting members of IDEA are present or represented at a meeting. For the purposes of this provision, participation, either individually or through a proxy, in a meeting organised in accordance with Articles 4.1.5 or 4.1.8 of these Statutes shall be counted in the same way as presence or representation. Except as otherwise provided in these Statutes, no meeting of the General Assembly, other than one meeting the quorum requirements stated in this provision, shall be valid or binding unless it is unanimously approved in writing by all voting members.

4.1.12 Except as otherwise provided in these Statutes, all resolutions shall be adopted by a majority of the votes cast by the General Assembly at a plenary or delegates' meeting. In case of a tie vote, the person presiding over the plenary meeting or the delegates' meeting, as the case may be, shall have the deciding vote. All resolutions shall be made known to all voting members of IDEA.

4.1.13 In the event that the Board of Directors decides that a meeting of the General Assembly shall be convened as a delegates' meeting, as defined in Article 4.1.6 of these Statutes, the voting members present or represented at each regional meeting shall designate among themselves, by majority vote, a person to act as their delegate, as described in this Article. All delegates shall be invited to attend a delegates' meeting, at which the delegates from all the regions shall be present or represented to report on the votes expressed at the regional meetings. The Board of Directors shall notify the voting members of the time and place of this delegates' meeting at the time of sending to the members the notice of each regional meeting. The delegates may validly deliberate only if one-third (1/3) of the delegates are present or represented at a delegates' meeting. Each delegate may be represented at a delegates' meeting by a proxy, who must also be a delegate. No delegate shall hold more than two (2) proxies. All proxy instruments shall be presented to the person presiding over the meeting before it opens. Each delegate shall vote in the same number and manner as expressed by the membership present or represented at her or his regional meeting. The delegate shall also communicate to the other delegates any comments or positions that members at the regional meeting expressly request to be communicated at the delegates' meeting. All delegates' meetings shall be presided over by the President of the Board of Directors, or, in the President's absence, by a person chosen by the delegates present.

4.1.14 Minutes of each plenary or delegates' meeting shall be recorded in a register, signed by the President of the Board of Directors and kept by the Executive Director in the office of IDEA, or in any other place designated in the Internal Regulations of IDEA, at the disposal of the voting members. Minutes of each regional meeting shall be recorded in a register signed by the board member who presided over the meeting and delivered to the Executive Director to be kept in the same manner as the minutes of the plenary meetings at the disposal of the voting members. The voting members present at a regional meeting shall designate someone to act as secretary and record the minutes of the meeting.

4.2 The Board of Directors

4.2.1 IDEA shall be governed by a Board of Directors composed of no fewer than five (5) members and not more than twenty-five (25) members, all of who need not be members of IDEA. At least a majority of the members of the Board elected by the General Assembly shall be staff members or Board members of a voting member or shall be active participants (as debaters, trainers or coaches) in a debate program coordinated or operated by a voting member. For so long as the Open Society Foundations (OSF) contributes more than a third (1/3) of IDEA's annual budget, no fewer than one representative of the Open Society Foundations shall be a member of the Board of Directors.

4.2.2 The OSF Board member shall be appointed by the Open Society Foundations, as authorized by Article 4.2.1 of these Statutes. Except as otherwise provided in Article 4.2.3 of these Statutes, all other Board members shall be elected by majority vote of the General Assembly. Nominations and elections of Board members shall be held in accordance with the rules set out in the Internal Regulations.

4.2.3 The Board of Directors shall determine by majority vote the maximum number of members to serve on the Board of Directors, provided the limits specified in Article 4.2.1 of these Statutes are respected. The General Assembly shall make a final decision on the number of open positions on the Board of Directors, up to the limit set by the Board of Directors, before it commences the elections procedures at a meeting of the General Assembly.

In addition to the members of the Board elected by the General Assembly and the members appointed in accordance with Article 4.2.2 of these Statutes, the Board of Directors may appoint additional members of the Board, provided that such appointments when added to the appointments made in accordance with Article 4.2.2 of these Statutes constitute less than half of the total number of Board members authorized to exist by the Board of Directors.

4.2.4 The Board of Directors may, by majority vote, appoint one or several persons, who need not be members of IDEA, to serve as Honorary Members of the Board without voting rights. The Board shall specify the privileges and duties of the Honorary Members upon their appointment, but under no circumstances shall delegate to said Honorary Members any of the powers under the Board's complete control and discretion, as described in Article 4.2.21 of these Statutes.

4.2.5 Except for the OSF Board member, the other members of the Board of Directors shall be elected or appointed for a term of three (3) years. Members of the Board of Directors may be re-elected or re-appointed for only one (1) consecutive term of three (3) years. A member of the Board of Directors having served two (2) terms must therefore leave the Board of Directors for at least one (1) year before being eligible again for election or appointment as a member of the Board of Directors.

4.2.6 The criteria for the General Assembly's or the Board's selection of members shall include: commitment to the principles of open society; understanding of how to support the goals and objectives of IDEA; recognized accomplishment; association with institutions or professions or segments of society with which the association

wishes to cooperate in carrying out the programs of IDEA; ethnic, geographic, and/or linguistic diversity; and the capacity to work collegially with other members of the Board and with IDEA's administrative staff.

4.2.7 Any Board member may resign at any time by giving written notice to the President. Unless otherwise specified by the Board, the resignation shall take effect at the time specified in the notice, and, unless otherwise specified in the notice, the Board's acceptance of the resignation shall not be necessary to make it effective.

4.2.8 Subject to the approval of the General Assembly, the Board may, by two-thirds (2/3) vote, remove any Board member for cause. Removal or resignation of any Board member shall terminate that individual's membership on the Board and all rights, privileges, duties, and obligations associated therewith.

4.2.9 Vacancies occurring on the Board for any cause may be filled, at the Board's sole discretion, by the vote of a majority of the Board members then in office, despite the absence of a quorum, provided that such appointments when added to the appointments made in accordance with Articles 4.2.2 and 4.2.3 of these Statutes constitute less than half of the total number of Board members authorized to exist by the Board of Directors. Each Board member so elected shall serve until the next meeting of the General Assembly.

4.2.10 The Board of Directors shall have all necessary powers to administer and manage IDEA, subject to the powers reserved to the General Assembly. The Board of Directors' authority shall include, but not be limited to, the following:

- (a) summoning and establishing the agenda for the General Assembly and regional meetings, as defined in Article 4.1.5 of these Statutes;
- (b) drafting the Internal Regulations of IDEA, and amendments thereto, in accordance with Article 8.1 of these Statutes;
- (c) drafting the budget and annual accounts for presentation to the General Assembly;
- (d) appointing and/or removing the Executive Director
- (e) overseeing and exercising binding approval and/or veto authority over the administration of IDEA, at such times as the Board may deem necessary;
- (f) deciding how to implement the general guiding principles, priorities, and philosophy of IDEA, including which programs should be designed to help implement them;
- (g) conducting audits or designating auditors to report to them with respect to the finances, activities, or other operations of IDEA;
- (h) requesting reports from administrative staff, at the Board's discretion, and at such time and frequency as the Board, in its sole discretion, may deem advisable; and
- (i) any other power relating to the organization or activities of IDEA as the Board may deem advisable, appropriate, or effective for them to assert, in their sole discretion.
- (j) soliciting or receiving gifts, grants, bequests, or contributions to IDEA
- (k) deciding how to distribute or disburse funds received by IDEA
- (l) resolving to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements by which IDEA commits itself as

guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for debt of a third party.

The Board of Directors may exercise such other powers as now are, or hereafter may be, conferred by law upon a not-for-profit public benefit organization established for the purposes herein set forth or necessary or incidental to the powers so conferred.

4.2.11 Board members shall serve their functions as Board members without compensation, but may be reimbursed for expenses incurred in connection with the performance of their activities and functions as members of the Board.

4.2.12 The Board of Directors shall elect among themselves a President and a Vice-President. The Board of Directors may create other offices as it deems necessary and appropriate, and fill such positions. No person shall serve as President or Vice President who is not an active participant in her or his respective debate organization or in IDEA. All officers shall serve for the time remaining in their term as a Board member, and may be re-appointed by the Board of Directors to the same office, without limitation, if they are re-elected to the Board of Directors. At each meeting of the Board of Directors, the President, or, in the President's absence, a person chosen by the Board members present, shall act as chairperson. At each meeting of the Board of Directors, a person will be designated to take the minutes of the meeting of the Board. This person need not be a Board member.

4.2.13 The Board shall convene at least semi-annually, and at least once yearly in person. An extraordinary meeting of the Board of Directors may also be convened by the President whenever the interests of the IDEA so require or upon written request of one-third (1/3) of the members of the Board of Directors. If the President does not convene an extraordinary meeting within ten (10) days of receiving such written request, the group making the request may convene the extraordinary meeting and appoint a member to preside over the meeting and another member to prepare the minutes of the meeting. Extraordinary meetings of the Board of Directors need not be in person and may be held in a manner stated in the notice of the meeting, including by telephone conference, video conference, postal mail, electronic mail or facsimile, provided that at least ten (10) calendar days of notice is provided to all members of the Board, together with an agenda and sufficient information to make a decision on the points listed on the agenda.

4.2.14 A Board member may be represented by a proxy, who shall also be a Board member, at a meeting of the Board of Directors. No Board member may represent more than one (1) other member. All proxy instruments shall be presented to the President of the Board of Directors before the opening of the meeting. However, no Board member may vote by proxy for more than two consecutive meetings without the prior approval by the Board.

4.2.15 Except as otherwise provided by the Board or the General Assembly, at least one-third (1/3) of all Board members and at least one-half (1/2) of the elected Board members then in office must be present or represented in order to constitute a quorum and enable the Board validly to deliberate and decide any business properly before it.

4.2.16 The Board may, in its sole discretion, invite any number of staff persons, officers, or members of the General Assembly or the public to participate in any part of a Board meeting as non-voting observers. The Board may, at any time and for any reason, require any or all observers to leave any Board meeting.

4.2.17 IDEA shall be represented by, and accordingly shall be bound by actions of, the Board of Directors; the President and Executive Director, acting jointly; the Executive Director and the OSI Board member, acting jointly; or the President of the Board and the OSI Board member, acting jointly.

4.2.18 The Board may, by resolution adopted by a majority of the entire Board or by provision adopted in the Internal Regulations of IDEA, delegate to one or more standing or special committees, including, without limitation, an Executive Committee, or to one or more persons, the powers and authority specified by the Board and permitted by law.

4.2.19 Except as otherwise provided in these Statutes, all resolutions shall be adopted by a simple majority of the votes cast by the Board of Directors. In case of a tie vote, the person presiding over the meeting shall have the casting vote. All resolutions shall be made known to all members of the Board of Directors.

4.2.20 Minutes of each meeting shall be recorded in a register, signed by the President of the Board of Directors and kept by the Executive Director of the Board of Directors at the disposal of the members of the Board of Directors.

4.2.21 Except as otherwise provided by these Statutes, the Board shall at all times maintain complete control and discretion over the distribution of funds received by IDEA, and shall not enter into any agreement with any person or organization that would in any way limit the control or discretion of the Board. The Board shall not represent to any person from whom it solicits or receives gifts, grants, bequests, or contributions that any funds received will be distributed other than at the discretion of the Board. The Board may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as being in furtherance of the expressed goals and objectives of IDEA. The Board may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any conditional or restricted contribution actually received.

4.2.22 Board members, experts, advisors, and senior staff of IDEA must conduct IDEA's affairs in the best interests of IDEA; avoid conflict, or the appearance of conflict, between their personal interests and those of IDEA; and ensure that they do not receive improper personal benefit from their positions. Board members, experts, advisors and senior staff of IDEA shall adhere to the Conflict of Interest Policy set out in the Internal Regulations of IDEA.

Moreover, Board members, experts, advisors, and IDEA staff of any level are subject to, and shall adhere to a gift policy set out in the Internal Regulations of IDEA.

4.3 The Executive Director

4.3.1 The Board may appoint an Executive Director, who shall carry out her or his functions until her or his dismissal by the Board or resignation. Dismissal or resignation of the Executive Director terminates that individual's capacity to participate in governance, committees, programs, operations, or other operations of IDEA, unless otherwise provided by the Board in writing.

4.3.2 The duties of the Executive Director shall be established by the Board. The Executive Director shall report to the Board, at such times as the Board, in its sole discretion, may designate, on the activities, programs, and expenses of IDEA.

4.3.3 The Executive Director is authorized to act in the interests of IDEA with the aim of carrying out the effective activities of the association within the limits of those rights and obligations entrusted to her or him by the Board. The Executive Director may, in her or his discretion, or, at the recommendation of the Board, appoint a Deputy Director and/or Financial Director, subject to the Board's prior approval.

4.3.4 The Executive Director may attend all Board meetings in an *ex-officio* non-voting capacity, unless otherwise desired by the Board. The Board shall be free to decide to hold meetings for attendance exclusively by members of the Board.

V. BUDGET, REPORTS AND ACCOUNTS

5.1 The financial year shall begin on 1 January and end on 31 December of every year. The Board of Directors shall each year submit the accounts for the previous financial year, and the budget for the coming financial year, to the General Assembly for its approval. Upon the request of the Board or the General Assembly, a registered accountant shall carry out extraordinary audits.

5.2 The Board shall appoint an Internal Audit Committee, consisting of one Board member designated by the Board, a representative of the OSF, who need not be the OSF member on the Board of Directors, and one member of the General Assembly appointed by the General Assembly. The Internal Audit Committee shall serve the Board of Directors and the General Assembly as being the primary working group responsible for developing policies relating to expenditures and financial matters, for recommending a registered accountant to conduct the annual audit of IDEA's annual accounts, as well as the terms of compensation and of operations of such registered accountant, and for assisting the Board and the General Assembly on any other financial questions requiring either special expertise or independence. The Internal Audit Committee shall oversee the audits of IDEA by a registered accountant. The Internal Audit Committee shall not have any decision-making power, except as such power delegated to such Internal Audit Committee by the General Assembly or the Board of Directors. The Internal Audit Committee shall be appointed or elected for a term to be specified at the time of their appointment or election.

5.3 Annual reports of IDEA shall be maintained in accordance with the accounting procedures and policy established by the Board, and as governed by the applicable laws of the Netherlands.

VI. PROPERTY SOURCES AND EXPLOITATION

6.1 Property and funds necessary for the existence and operation of IDEA shall be provided by funding sources approved by the Board, in accordance with the applicable laws of the Netherlands. IDEA may exercise the right of ownership to office premises, property, and assets, both liquid and immovable, and shall use them for the exclusive purpose of advancing the goals and objectives of IDEA, as established in these Statutes.

6.2 IDEA shall have the power to borrow, lend, and grant security interests in its assets, as well as the power to solicit grants and contributions for any of its purposes. IDEA shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a not-for-profit public benefit organization established for the purposes hereinabove set forth or necessary or incidental to the powers so conferred.

VII. AMENDMENT OF STATUTES AND DISSOLUTION OF IDEA

7.1 Without prejudice to the requirements of the laws of the Netherlands, any proposal to amend these Statutes or to dissolve IDEA must emanate from the Board of Directors or from two-thirds (2/3) of the voting members of IDEA.

7.2 In the event of such a proposal, the Board of Directors shall inform the members of IDEA of the proposal, as well as of the date, place, and time of the General Assembly which will decide on the proposal, at least six (6) weeks before the date of the said meeting of the General Assembly.

7.3 A resolution to amend these Statutes or to dissolve IDEA shall be adopted by a two-thirds (2/3) majority of the votes cast by the voting members of IDEA.

7.4 The General Assembly shall determine the conditions and procedure for dissolving and winding up IDEA. In case of dissolution, liquidation or reorganization, all remaining assets of IDEA, following fulfillment of any obligations to creditors, shall be retained, assigned, or distributed by the Board, in its sole discretion as permitted by the laws of the Netherlands, among organizations established and operated exclusively for goals and objectives similar to those of IDEA.

VIII. INTERNAL REGULATIONS

8.1 Except as otherwise provided in this Article, the Board of Directors may decide by a simple majority vote to establish, amend or abolish all or part of the Internal Regulations of IDEA. Notwithstanding, all provisions of such Internal

Regulations that relate to the admission or termination criteria or procedures for voting members shall be subject to the approval of the General Assembly.

Final Provisions

1. The General Assembly hereby authorizes Bradley Gallop, lawyer with offices at Rue Dupre 15, 1090 Brussels, Belgium, with power of substitution, to make any non-material amendments of these Statutes required to comply with Dutch law, to sign any deed of amendment or other documents necessary to effect the amendment of these Statutes and to register the new deed of amendment with the Kamer van Koophandel in Amsterdam, and to do whatever else necessary to carry out the will of the General Assembly, as expressed in these amendments.