

## **NAME AND SEAT**

### **Article 1**

1. The foundation bears the name: STICHTING DUTCH GREEN BUILDING COUNCIL, abbreviated as: 'DGBC'.
2. Its seat is located in the municipality of Rotterdam.

## **OBJECTIVES**

### **Article 2**

1. The objectives of the foundation are: developing and stimulating sustainable buildings and districts and making sustainable development thereof transparent, issuing and managing sustainability certificates and/or sustainability labels for that purpose and acting as a platform for the exchange of knowledge and cooperation for the sustainability of buildings, as well as all actions that may facilitate the realisation of these objectives. The foundation aims to realise its objectives among other things by:
  - developing and maintaining sustainability labels for buildings;
  - providing for assessment and certification of the sustainability of buildings and their environment;
  - acting as a platform for transfer of knowledge and cooperation;
  - informing stakeholders and stimulating them to work in compliance with guidelines.
2. The foundation does not aim to be profit-making.

## **ASSETS**

### **Article 3**

The income and assets of the foundation shall comprise:

- subsidies and contributions from government agencies, businesses and other parties;
- contributions from participants in the foundation;
- donations from private individuals;
- gifts, bequests and legacies;
- income from knowledge transfer and certification;
- all other acquisitions and income.

## **ADMINISTRATIVE BODIES**

### **Article 4**

The foundation has the following bodies:

1. The Board.
2. The meeting of participants.

## **MANAGING BOARD**

### **Article 5**

1. The foundation has a Managing Board consisting of one or more persons.
2. Members of the Managing Board shall be appointed and dismissed by the Board.
3. The Board may decide to overturn a decision of the Managing Board or of a Managing Board member, partially or in full, stating reasons, on the grounds of contravention of these Articles of Association or regulations and/or on the grounds that this is counter to the interests of the foundation.
4. The chairman of the Board may suspend part or all of a decision that, in his or her view, qualifies for overturning, as referred to in the preceding paragraph.
5. The Board may delegate specifically described management tasks to one or more members of the Managing Board by means of a decision to that effect. Such a decision must be registered in the Commercial Register.
6. The Board is authorised to establish a Managing Board charter regulating the division of responsibilities between the Board and the Managing Board.

## **THE BOARD**

### **Article 6**

1. The Board of the foundation consists of at least five natural persons and is appointed for the first time by this deed.
2. The Board (with the exception of the first Board, the members of which will be appointed to specific positions) shall elect a chairman, vice-chairman and general deputy from

among its members. The Board shall be supported by a member of the Managing Board, who will act as the Secretary of the Board.

3. The chairman of the Board is primarily responsible for the operation of the Board and any Board committees. The chairman of the Board shall act as the spokesman of the Board and is the primary point of contact for the Managing Board. The chairman of the Board shall conduct regular talks with the Managing Board.
4. The members of the Board shall be appointed by the Board. In observance of the provisions of paragraph 1 of this Article, the Board shall also determine the number of Board members. If any vacancies arise on the Board, the remaining Board members (or the sole remaining Board member) shall provide for such vacancies to be filled within three months of the date on which they arise, through the appointment of (a) successor(s) by a unanimous vote.
5. Persons in the employ of the foundation or who hold a position such that membership of the Board could lead to incompatibility or a conflict between that position and the interests of the foundation, or to an undesirable conflict of interest, may not be appointed as members of the Board.
6. Prior to the appointment of a member of the Board, the Board shall draw up a candidate profile recording the points for attention regarding the qualities, characteristics and background required for a member of the Board. A principle for the composition of the Board is also that as far as possible, groups involved in the realisation of the objectives of the foundation should be represented on the Board, including but not limited to research organisations, builders, developers, investors, suppliers, advisers, educational institutes, government, media organisations, non-profit organisations such as environmental organisations, and independent experts.
7. Members of the Board shall be appointed for a term of four years. They shall step down in accordance with a schedule to be drawn up by the Board; a member of the Board stepping down by rotation may be reappointed on one occasion only. A person appointed to fill a vacancy arising before the end of a term shall take the place of the person that he or she is appointed to replace.
8. The Board may dismiss a member of the Board for neglect of his or her duties, for other serious reasons or on the grounds of a radical change of circumstances as a result of which retaining his or her membership cannot reasonably be required of the foundation. A decision to dismiss a Board member must be carried by a majority of at least two thirds of the votes cast at a meeting at which at least two thirds of the Board members are in attendance or are represented. If the majority of the serving members of the Board are not in attendance or represented at a meeting, a second meeting will be convened, to be held no sooner than two weeks and no later than four weeks after the first meeting. At this second meeting, the Board may take a decision to dismiss a Board member if it is carried by at least two thirds of the votes cast, regardless of the number of Board members who are in attendance or are represented. The notice convening the meeting must state that, and why a decision can be taken regardless of the number of Board members who are in attendance or represented.
9. The Board may suspend a member of the Board; the suspension lapses by law if the foundation fails to dismiss the Board member on one of the grounds referred to in paragraph 8 within one month of the suspension date.
10. A vote of no confidence in the Board is carried by a majority of three quarters (3/4) of the votes cast at a meeting of participants. The resolution must state the reasons for the vote of no confidence and results in the immediate dismissal of all members of the Board. The meeting of participants shall then immediately request the Enterprise Section of the Court of Appeal of Amsterdam to appoint one or more members of the Board.
11. If, for any reason whatsoever, one or more members of the Board are absent, the remaining Board members or the sole remaining Board member nevertheless constitute(s) a lawful Board. Vacancies shall be filled at the earliest opportunity.

12. Board members receive no remuneration for their work. They are entitled to reimbursement of costs incurred in the performance of their duties.

## **MEETINGS AND DECISIONS OF THE BOARD**

### **Article 7**

1. The Board shall meet on at least four occasions per year and in addition as often as the chairman or at least two members of the Board consider this desirable. The notices convening the meetings are issued by or on behalf of the chairman, observing a term of at least seven days, not including the date of the notice or the date of the meeting. In addition to the location, date and time of the meeting, the notices convening the meeting shall state the matters to be discussed. In urgent cases, a shorter term may suffice, at the discretion of the chairman. At meetings, decisions may be taken only on matters that were stated in the notice convening the meeting, unless all Board members are in attendance or represented and the decision is carried unanimously.
2. At least once a year, in the absence of the Managing Board, the Board shall discuss both its own performance and that of the individual members, as well as the conclusions that must be attached to this.
3. Each Board member has the right to cast one vote.
4. Unless provided otherwise in these Articles of Association, decisions of the Board are carried by an ordinary majority of the votes cast. All votes are cast orally at the meeting, unless the chairman regards a written ballot as desirable or one of the members entitled to vote requires this for the vote in question. Written votes shall be cast by means of unsigned sealed ballot papers. Blank votes are deemed not to have been cast. The chairman decides on all disputes concerning votes for which the Articles of Association make no provision.
5. If votes are tied, a new meeting shall be convened within two weeks. If the votes are then tied again, decisions on persons shall be taken by lot and resolutions concerning other matters shall be rejected.
6. The Board may only take valid decisions if at least three members are in attendance or represented at the meeting.
7. A Board member may arrange to be represented at a meeting by a fellow Board member, on submission of a written power of attorney, the adequacy of which shall be determined at the discretion of the chairman. The requirement of a written power of attorney is met if the power of attorney is recorded electronically. A Board member may act as the authorised representative of one other Board member only in that regard.
8. The Board may also take decisions outside the meeting, provided that all Board members are given an opportunity to express their views in writing, by fax or electronically. The secretary shall prepare a report on a decision taken in this manner, attaching all incoming responses, which shall be attached to the minutes following co-signature by the chairman.
9. Board meetings shall be attended by the Managing Board, unless the Board gives notice, stating its reasons, that it wishes to meet without the Managing Board in attendance. Access to Board meetings is also granted to parties invited by the Board to attend.
10. Minutes shall be taken of the matters discussed at the Board meetings, which, after adoption by the Board, shall be signed by the persons who served as chairman and secretary of that meeting.

## **POWERS AND REPRESENTATION OF THE BOARD**

### **Article 8**

1. The Board of the foundation holds all powers that are not assigned to other bodies by law or the Articles of Association. With respect to the foundation, each Board member is required to perform the tasks assigned to him or her correctly. The Board is responsible for the formulation and realisation of the foundation's objectives, its strategy and the associated policy.

2. The Board is responsible for compliance with all relevant laws and regulations, the management of the risks associated with the activities and the financing of the foundation.
3. The Board jointly manages the foundation, respecting the specific duties and responsibilities of each member, with final responsibility being vested in the chairman.
4. In the performance of its duties, where necessary, the Board shall engage the support of external experts/consultants, shall take advice on strategic aspects and projects and is authorised to appoint one or more committees.
5. Without prejudice to the provisions of paragraph 1, the tasks of the Board include:
  - a. establishing and updating a general long term plan and annual budgets and submitting these to the meeting of participants for information;
  - b. preparing and adopting the financial statements and the annual report and submitting these to the meeting of participants for information.
6. The Board requires the prior approval of the meeting of participants for the resolutions referred to in Article 14.
7. The Board is authorised to take decisions concerning the contracting of agreements concerning the acquisition, disposal and encumbrance of property subject to registration and the contracting of agreements in which the foundation commits to act as a guarantor or a joint and several debtor, supports a third party or undertakes to provide surety for a debt of another party.
8. In as far as necessary, the Board shall regulate its work and all that concerns its performance by regulations.

#### **Article 9**

1. The foundation is represented
  - a. either by the Board;
  - b. or by two members of the Board acting jointly.
2. The Board may grant power of attorney to one or more members of the Board, as well as to third parties, to represent the foundation within the limits of that power of attorney.

#### **TERMINATION OF BOARD MEMBERSHIP**

##### **Article 10**

Board membership shall end:

on the decease of a Board member, if a Board member loses free disposal of his or her assets, on the written resignation of a Board member, on his or her dismissal by the Board or a vote of no confidence in the Board by the meeting of participants, as referred to in Article 6(10), or through dismissal pursuant to Article 298, Book 2 of the Dutch Civil Code.

#### **MEETING OF PARTICIPANTS**

##### **Article 11**

1. The foundation offers the possibility of joining as a participant. The following qualify as participants of the foundation for the purposes of these Articles of Associations and the regulations referred to in Article 16:
  - legal entities;
  - natural persons who operate a business in the form of a sole proprietorship;
  - natural persons involved in a partnership or general partnership,
 who subscribe to the objectives of the foundation and have submitted a request to the Managing Board for affiliation as a participant. The Managing Board shall decide on affiliations as a participant of the foundation. The Managing Board may attach conditions to the admission as a participant. The Managing Board shall notify the applicant, the Board and the other admitted participants of the admission as a participant in writing.
2. Partnerships without the status of legal entities may be admitted as participants, as described in paragraph 1 above. All partners or associates must comply with the criteria referred to in paragraph 1 of this Article. In that case, a person designated as a representative by that partnership shall be appointed as a participant, with the proviso that the participation is dependent on the partnership. If, in observance of the agreement of that partnership, a different person is designated as a representative, that person shall be registered as a participant from that time, with the aforementioned proviso.

3. The appointment as a participant takes place subject to the conditions and provisions described in more detail in the regulations referred to in Article 16.
4. Each participant owes the foundation:
  - a. an entrance fee, the amount of which shall be fixed by the Managing Board;
  - b. an annual contribution, to be fixed by the Managing Board.The Managing Board shall provide each participant with a written statement of what the participant concerned owes the foundation pursuant to this Article. Payments must be made to the foundation within one (1) month of receipt of the statement. Termination of the affiliation as a participant before the end of the financial year does not entitle the participant to any refund or waiver of contributions for that year.
5. A participant or the foundation may terminate the participation through written notice of cancellation, observing a notice period of at least two (2) months and only with effect from the end of a financial year. The participation may be terminated with immediate effect if the conduct of the participant or the foundation harms the interests of the other party to such an extent that continuation of the participation cannot reasonably be tolerated.

#### **Article 12**

1. In order to implement the provisions of these Articles of Association, the participants shall meet at least twice a year in a meeting of participants, to discuss the general lines of the policy pursued and the policy to be pursued in the future. Meetings of participants shall also be held as often as the Board convenes these. The Board is required to convene such a meeting if at least twenty per cent (20%) of the number of participants request the Board to do so in writing, with a detailed description of the matters to be discussed. The requirement of a written request is met if the request is recorded electronically.
2. Every participant is authorised to attend and to address the meeting of participants. Members of the Board shall attend the meeting of participants and as such, have an advisory vote. The meeting of participants shall be chaired by the chairman of the Board, unless the meeting decides to provide for its chair itself.
3. Notices convening a meeting of participants shall be sent in writing, observing a term of at least 14 days, not including the date of the notice or that of the meeting. Notices convening the meetings shall be sent to the addresses of the participants reported to the Managing Board. The notice convening the meeting may be sent electronically in a legible and reproducible message to the address known to the foundation. The notice convening the meeting shall state the matters to be discussed.
4. If the provisions concerning notices convening meetings are not observed, or no notice is sent, no lawful decisions can be taken unless the resolution is carried unanimously at a meeting at which all participants are in attendance.

#### **Article 13**

1. Each participant has the right to cast one vote at the meeting of participants.
2. Unless provided otherwise in the Articles of Association, decisions of the meeting of participants are carried by an ordinary majority of the votes cast. All votes are cast orally at the meeting, unless the chairman regards a written ballot as desirable or at least one of the participants entitled to vote requires this for the vote in question. Written votes shall be cast by means of unsigned sealed ballot papers. Blank votes are deemed not to have been cast. The chairman decides on all disputes concerning votes for which the Articles of Association make no provision.
3. If votes are tied, a new meeting shall be convened within two weeks. If the votes are then tied again, decisions on persons shall be taken by lot and resolutions concerning other matters shall be rejected.
4. Minutes shall be taken of the matters discussed at the meetings of participants, which, after adoption, shall be signed by the persons who served as chairman and secretary of that meeting.

#### **Article 14**

1. In addition to the tasks and powers assigned or granted to the meeting of participants in or pursuant to other provisions of these Articles of Association, its tasks or powers include the approval of the following proposals and decisions of the Board:
  - a. the financial statements;
  - b. once every three years: the long-term plan and the long-term budget for the following three years;
  - a. a resolution to amend the Articles of Association, a merger or split, or the dissolution of the foundation;
  - b. resolutions concerning significant changes in the identity or character of the foundation, as referred to in Article 107(a), Book 2 of the Dutch Civil Code.
2. In addition, the foundation's strategy will be discussed with the meeting of participants each year.

## **FINANCIAL STATEMENTS AND ANNUAL REPORT**

### **Article 15**

1. The financial year of the foundation runs concurrently with the calendar year.
2. The Board is required to keep accounts of the equity position of the foundation and of all relevant work of the foundation, in accordance with the requirements arising from that work, and to keep the accompanying books, documents and other data carriers in such a way that the rights and obligations of the foundation can be determined at all times.
3. The books shall be closed at the end of each financial year; the Board shall prepare the financial statements and the annual report on this basis after the end of each financial year, in observance of the relevant statutory regulations.
4. The financial statements shall be audited by the (chartered) accountant, who shall issue a report on this to the Board, including a management letter.
5. The Board shall adopt the financial statements and present these to the meeting of participants for approval before the first of June following the relevant financial year, unless this term is extended by a maximum of four (4) months. The financial statements are signed by all members of the Board; if the signature(s) or one or more members is/are missing, this shall be recorded, stating the reasons.

## **REGULATIONS**

### **Article 16**

1. The Board is authorised to establish regulations in which matters that are not covered by these Articles of Association are regulated. The regulations may not contravene the law or these Articles of Association.
2. The Board has the right at all times to amend or withdraw the regulations.

## **ANNOUNCEMENTS AND NOTICES**

### **Article 17**

1. Announcements and other notices by or to the foundation or the Board shall be made by letter or electronically. Notices intended for the Board shall be sent to the address of the foundation.
2. Notices that must be sent to the meeting of participants pursuant to these Articles of Association may be issued by means of inclusion in the notices convening the meeting of participants.

## **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

### **Article 18**

1. The Articles of Association may be amended by the Board with the approval of the meeting of participants.
2. A resolution to amend the Articles of Association and approve the resolution to amend the Articles of Association may only be taken if carried by at least two thirds of the votes cast.

## **DISSOLUTION**

### **Article 19**

1. The provisions of Article 18 apply mutatis mutandis with regard to the dissolution of the foundation.

2. Following its dissolution, the foundation shall continue to exist in as far as this is necessary for the liquidation of its assets.
3. The liquidation shall be performed by the Board.
4. During the liquidation process, the provisions of these Articles of Association remain in force as far as possible.
5. Any positive balance of the dissolved foundation shall be deployed for a 'public benefit organisation' (ANBI), within the meaning of Article 5(b)(1)(a) and/or 5(b)(1)(b) of the State Taxes Act (AWR), with similar objectives to those of the foundation.
6. Following the completion of the liquidation, the books and documents of the dissolved foundation shall be kept for seven years in the custody of a third party to be designated by the liquidators.