



CONSTITUTION OF THE INCORPORATED SLoCaT FOUNDATION

CONSTITUTION ARTICLES

INCORPORATION OF THE FOUNDATION

On the day of fourth of August two thousand fourteen appeared before me, Mr. JOHAN REINDER EGBERT KIELSTRA, civil-law notary practicing in The Hague (The Netherlands):

CORNELIUS REGNERUS HERMANUS MARIA HUIZENGA residing at 200051 Shanghai (China), 388 Furongjiang Road, born at Kloosterburen (The Netherlands) on the twenty-ninth of December nineteen hundred fifty-six, passport number BL068BD66 (issued through the Consul General of Shanghai (China) on the third of March two thousand eleven), married.

The person appearing declared that he (hereinafter referred to as : ‘the incorporator;’) here by forms a foundation, the articles of the association of which are as follows.)

CHAPTER I. DEFINITIONS.

Article 1.

1.1. In this Constitution the following terms shall have the following meanings:

- Board: the Board of Directors of the Foundation;
- Board Member: a member of the Board of the Foundation;
- Foundation: the foundation whose internal organization is governed by this Constitution;
- He or his: refers to persons associated with the Foundation or its Board whereby “he” and “his” are understood to refer to either a male or a female person;
- in writing or written: by letter, fax or e-mail or in the form of a message transmitted by any other generally accepted means of communication and capable of being reproduced in-writing;
- Partnership on Sustainable, Low Carbon Transport (SLoCaT): An informal, non-legal and non-binding, multi-stakeholder partnership established in 2009 based on the principles of the World Conference on Sustainable Development in 2002 in Johannesburg, South Africa;
- Secretary General: a non-voting member of the Board of Directors with the title Secretary General;

1.2. References to articles shall be references to articles of this Constitution, except as expressly otherwise stated.

CHAPTER II. NAME, SEAT, OBJECT AND FINANCIAL RESOURCES.

Name and Seat.

Article 2.

2.1. The name of the Foundation is: **Stichting Partnership on Sustainable, Low Carbon Transport (SLoCaT) Foundation.**

2.2. The Foundation has its seat in the municipality of The Hague (The Netherlands).

OBJECT AND FINANCIAL RESOURCES.

Article 3.

3.1. The sole object of the Foundation is to enable, facilitate and support the Partnership on Sustainable, Low Carbon Transport (SLoCaT) in promoting sustainable, low carbon transport.

3.2. The Foundation endeavours to achieve the object mentioned in Article 3.1 by, inter alia:

(a) the right to raise and administer funds in support of the implementation of the objectives of the SLoCaT Partnership;

(b) represent the SLoCaT Partnership in relevant international policy discussions, forums and events.

3.3. The financial resources of the Foundation are intended to be used to achieve the Foundation's object.

3.4. The Foundation aims to serve the general good and is a non-for-profit organization.

CHAPTER IV. IMPARTIALITY.

4.1. The SLoCaT Foundation, in all of its functioning will ensure that it represents all groups that have an interest in sustainable, low carbon transport in an impartial and balanced manner.

4.2. To help ensure the impartiality of the SLoCaT Foundation an annual review of the governance and functioning of the SLoCaT Foundation will be carried out by an independent committee. The report of the Impartiality Committee (IC) including its recommendations will be presented for discussion at the Annual Meeting of the SLoCaT Foundation and circulated for comments to the entire SLoCaT membership.

4.3. The detailed Terms of Reference of the Impartiality Committee (hereinafter: Committee) as well as the composition and functioning of the Committee will be described in the By-Laws of the SLoCaT Foundation.

CHAPTER IV. THE BOARD.

Board: Membership, Appointment and Termination of Membership.

Article 5.

5.1. The Board shall consist of at least seven members who will oversee the functioning of the SLoCaT Foundation. Only private persons may be appointed as Board Members. If the Board is incomplete, it shall nonetheless keep its powers. The Board can set up committees, the composition of which can include Board members, supporters of the SLoCaT Foundation, members of the SLoCaT partnership as well as other persons.

5.2. The membership of the Board shall be such that the Board Members can operate independently and critically in relation to each other;

5.3. Board Members shall be appointed by the Board. Whereby it is understood that four Board Members will be selected by the members of the Partnership on Sustainable, Low Carbon Transport (SLoCaT). Three Board Members shall be drawn from supporters of the Foundation

that meet certain minimum annual financial contribution requirements. Detailed procedures for selection of all Board Members will be documented in the By-Laws of the SLoCaT Foundation. Vacancies shall be filled as soon as possible after they occur. Detailed procedures on how to fill vacancies are also described in the By-Laws of the Foundation.

5.4. Board Members shall be appointed for the period of up to two years and they shall be eligible for appointment for one consecutive period. The Members' terms will be staggered so to ensure continuity in the operation of the Foundation. The members of the Board will agree amongst themselves on how to implement the staggered Board Membership, which may result in Board Members serving terms of less than two years.

5.5. A Board Member may be suspended by the Board. If a Board Member is suspended and no Board resolution is passed on his removal from office within three months, the suspension shall end on expiry of that period.

5.6. A Board Member shall cease to hold office:

- a) if he dies or ceases to exist;
- b) if he is declared bankrupt, placed into liquidation, applies for court protection from creditors (moratorium) or applies for a debt payment programme under the statutory debt arrangement scheme as defined in the Netherlands Bankruptcy and Insolvency Act (Faillissementswet), or in comparable legislation in the country of Residence of said Board Member;
- c) if he is placed under guardianship or otherwise loses the right to dispose of his property;
- d) if he steps down;
- e) if he is removed from office by the court in the cases determined bylaw;
- f) if the organization he represents no longer meets the contribution requirements to the Foundation;
- g) if he is removed from office by the Board and, with regard to the Board Member appointed by the membership of the SLoCaT Partnership;
- h) by the expiry of the period for which the relevant Board Member has been appointed.

5.7. A Board Member whose removal from office as referred to in Article 4.6(g) is under consideration shall have the right to attend and address the Board meeting or meetings in question. His presence shall be disregarded for the purpose of determining the number of Board Members present or represented and he shall not be entitled to vote on any motions relating to his removal from office. The second sentence of this Paragraph shall not apply, however, if the Board consists of only two Members at that time.

5.8. A resolution on removal from office as referred to in Article 4.6(g) shall require a majority of at least two thirds of the votes cast at a Board meeting at which at least two thirds of the Board Members are present or represented. If fewer than two thirds of the Board Members are present or represented at a Board meeting, a second meeting shall be convened, to be held no earlier than two and no later than four weeks after the first meeting, at which second meeting a valid resolution may be passed on such removal from office by a majority of at least two thirds of the votes cast, on condition that at least fifty per cent of the Board Members are present or represented at that meeting. The notice of the second meeting shall state that and why a resolution may be passed on such removal from office at a meeting at which at least fifty per cent of the Board Members are present or represented.

5.9. If one or more Board Members are absent for a prolonged period of time or unable to perform their functions for any reason, the remaining Board Members shall temporarily be charged

with the management provided that the remaining Board Members are at least three in number.

BOARD: DUTIES AND POWERS.

Article 6.

- 6.1. The Board is charged with the management of the Foundation. Its functions include but are not limited to:
- a. To elect from among the members of the Board a Chairperson whose task is to chair the Board and a Treasurer whose task is to oversee the finances of the Foundation. Detailed descriptions of the tasks of Chairperson and Treasurer are defined in the By-Laws of the Foundation.
 - b. Elect from among the Members of the Board, or appoint from outside the Members of the Board a Secretary, whose task is to keep records of the Foundation. Detailed description of the tasks of the Secretary are defined in the By-Laws of the Foundation.
 - c. Approve and periodically review the implementation of an annual business plan for the SLoCaT Foundation, the development of which is driven by the SLoCaT Partnership Annual Work Program.
 - d. Financial supervision of the SLoCaT Foundation
 - e. Approve organizational arrangements for the SLoCaT Foundation. This includes the selection of possible host organization(s) for the SLoCaT Foundation through direct selection or a competitive tendering process.
 - f. Assist in the representation of the SLoCaT Foundation and Partnership and contribute towards fundraising efforts
- 6.2. The Board shall not be entitled to pass resolutions to enter into agreements on the acquisition, disposal and encumbrance of property subject to compulsory registration or to conclude agreements by which the Foundation binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or binds itself by providing security for a debt of another party, and the Board of Directors shall therefore not be entitled to represent the Foundation for the purposes of such acts.
- 6.3. The Board may adopt rules governing the decision-making by and the working practices of the Board supplementary to the relevant provisions of this Constitution and document these in By-Laws of the Foundation. The decision to adopt such rules is subject to the provisions of Article 15.
- 6.4. The Board will review the annual report of the Impartiality Committee and decide, based on the recommendations of the Committee, whether there is a need to make changes in the Constitution, By-Laws or the general functioning of the SLoCaT Foundation. In its deliberations on this topic the Board will specifically include any recommendations resulting from the discussion on the Impartiality Report in the Annual Meeting of the SLoCaT Partnership.

BOARD: REPRESENTATION.

Article 7.

- 7.1. The Board is entitled to collectively represent the Foundation. The authority to represent the Foundation is also vested in the Chairperson and the Treasurer of the Foundation provided they are acting jointly.
- 7.2. The Board may appoint officers with general or limited power to represent the Foundation. Each of these officers may represent the Foundation within the terms of the power granted to

him. The title(s) of these officers shall be determined by the Board of Directors. These officers shall be registered in the Trade Register, stating the scope of their power of representation

BOARD: MEETINGS

Article 8

- 8.1. Board meetings shall be held whenever deemed necessary by two Board Members or the Secretary General, subject to a minimum of one meeting per year in person. The timing of this in person meeting shall be coordinated where possible with the Annual Meeting of the SLoCaT Partnership.
- 8.2. Two Board Members or the Secretary General shall be entitled to convene a meeting of the Board of Directors.
- 8.3 Meetings of the Board may be held through electronic means of direct communication, to be designated by the Secretary General.
- 8.4. The chair of a Board meeting shall be the Chairperson of the Board unless he is not available to chair in the meeting. In that case the chair of such a Board meeting will be appointed by a majority vote by the Board Members attending the meeting. The Secretary of the Foundation shall keep the minutes secretary for the meeting.
- 8.5 The business considered at a Board meeting shall be recorded in minutes taken by the Secretary of the Foundation.
- 8.6 Minutes of Board meetings, as well as the supportive documentation of the Board meetings will be in the public domain, except if majority of the Board decides otherwise for specific documents or parts of the Meeting minutes.

BOARD: DECISION-MAKING.

Article 9.

- 9.1. The Board aims to arrive at decisions in a consensus manner. However, in case voting will be required each Board Member has one vote on the Board.
- 9.2. All resolutions of the Board shall be passed by an absolute majority of the votes cast, except where a larger majority is required by law or this Constitution.
- 9.3. If the votes are equally divided, the vote of the person chairing the meeting shall be the deciding vote.
- 9.4. The Board may pass valid resolutions at a meeting only if the majority of the incumbent Board Members are present or represented at the meeting, except where a larger quorum is required by law or this Constitution for the passing of resolutions.
- 9.5. If the provisions of this Constitution relating to the convocation and holding of Board meetings have not been observed, the Board may pass valid resolutions at a meeting only if all incumbent Board Members are present or represented at the meeting and none of the Board Members objects to the passing of resolutions.
- 9.6. Resolutions of the Board may be passed at meetings of the Board held in person, in writing or through teleconference. In all cases the provisions of Article 7 apply in full.

CHAPTER V: CONFLICT OF INTEREST.

Article 10.

10.1. A conflict of interest exists when a Board Member, officer of the SLoCaT Foundation, or person engaged or contracted by the SLoCaT Foundation has any interest, financial or otherwise, direct or indirect, or when such a person engages in any business or transaction or professional activity or incurs any obligation of any nature, which is in conflict with the proper discharge of the person's duties for the SLoCaT Foundation. In other words, it is a situation in which a person linked to the SLoCaT Foundation also has an interest in another person or organization, but may not faithfully discharge his or her duties for the SLoCaT Foundation because of that other interest.

10.2 If a Board Member, officer of the SLoCaT Foundation, or person engaged or contracted by the SLoCaT Foundation becomes aware of an actual or potential conflict of interest, whether it involves themselves or another Board Member, officer or employee of the SLoCaT Foundation this must be immediately reported in writing through the channels specified in the By-Laws of the Foundation. The By-Laws will also describe the responsibility for following up on reports on an actual or potential conflict of interest.

10.3 A person with conflict of interest may not be present at or participate in Board or Committee deliberation or vote on the matter giving rise to the conflict.

CHAPTER VI. SECRETARY GENERAL

Article 11

11.1 The Board of the SLoCaT Foundation will select and appoint a Secretary General who will oversee the day to day operations of the SLoCaT Foundation and who can represent the SLoCaT Partnership and Foundation externally.

11.2 The Secretary General reports to the Board of the SLoCaT Foundation through its Chairperson.

11.3 The tasks of the Secretary General are defined in the By-Laws of the Foundation.

CHAPTER VII. SLoCaT SECRETARIAT

Article 12

12.1 The SLoCaT Secretariat is formed by those persons working either on a full time or part-time basis, supervised by the SLoCaT Secretary General on the implementation of the SLoCaT Foundation Business Plan

12.2 The SLoCaT Secretariat can be directly attached to the SLoCaT Foundation, whereby all staff, including consultants are directly hired by the SLoCaT Foundation, or the SLoCaT Secretariat is provided in full or in part by a Host Organization through a time-bound agreement with the SLoCaT Foundation.

12.3. The detailed functioning of the SLoCaT Secretariat, including the procedures to be followed in the selection of a possible host organization for the SLoCaT Secretariat is defined in the By-Laws of the SLoCaT Foundation.

12.4. In its decision making on whether to make use of a host organization for the SLoCaT Secretariat and the detailed arrangements for its functioning the Board will ensure that this does not affect in any manner the impartiality of the SLoCaT Foundation.

CHAPTER VIII. FINANCIAL YEAR, FINANCIAL STATEMENTS, RECORDS AND PROVISION OF INFORMATION.

Financial Year And Financial Statements.

Article 13.

- 13.1. The financial year of the Foundation starts on July 1 and ends on June 30 of each year.
- 13.2. Annually, before the last day of May of each year, the Board shall adopt the budget for the next financial year.
- 13.3. Within six months of the end of each financial year, the Board shall prepare and put down on paper the financial statements of the Foundation. The Board will adopt the financial statement. A resolution to adopt the annual financial statement shall require a majority of at least two thirds of the votes cast at a Board meeting at which at least two thirds of the Board Members are present or represented.
- 13.4. The financial statements shall comprise a balance sheet and a statement of income and expenditure.
- 13.5. If the Foundation maintains one or more businesses as defined in Section 360 (3) in Book 2 of the Netherlands Civil Code and meets the other criteria set out in that Section, the provisions of Sections 299a and 300 in Book 2 of the Netherlands Civil Code and in Title 9 of Book 2 of the Netherlands Civil Code shall also apply to its financial statements.

RECORDS.

Article 14.

- 14.1. The Board is required to keep such records of the Foundation's financial position and of everything relating to the activities of the Foundation, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers in such a manner as to ensure that the Foundation's rights and obligations can be ascertained at any time.
- 14.2. The Board is required to retain the financial statements put down on paper as well as the books, documents and other data carriers referred to above in this Article for a period of seven years, without prejudice to the provisions of Article 11.3.
- 14.3. The data stored on a data carrier, with the exception of the financial statements put down on paper, may be transferred to and saved on another data carrier, on condition that the data in question is transferred correctly and completely, and that such data is available throughout the prescribed retention period and can be viewed as human-readable text within a reasonable time.

CHAPTER IX. AMENDMENTS TO THE CONSTITUTION; DISSOLUTION, LIQUIDATION AND WINDING-UP. AMENDMENTS TO THE CONSTITUTION.

Article 15.

- 15.1. The Board may amend this Constitution. In order to make any amendments to the Constitution of the Foundation there is a mandatory obligation for the Chairman of the Board to seek the views and opinions of the members of the SLoCaT Partnership. Any proposed change to the Constitution will be circulated in writing whereby at least 10 working days will be given to provide comments.

- 15.2. Any proposed change to the Constitution will be circulated in writing whereby at least ten working days will be given to provide comments.
- 15.3 A resolution of the Board to amend the Constitution shall require a majority of at least two thirds of the votes cast at a meeting at which at least two thirds of the **incumbent** Board Members are present or represented. If fewer than two thirds of the incumbent Board Members are present or represented at a meeting at which a motion to amend the Constitution is considered, a second meeting shall be convened, to be held no earlier than two and no later than four weeks after the first meeting. At such second meeting a valid resolution may be passed on the motion considered at the first meeting regardless of the number of Board Members who are present or represented, on condition that it is passed by a majority of at least two thirds of the votes cast.
- 15.4. The notice of a meeting at which a motion to amend the Constitution is to be considered shall be accompanied by a copy of the motion containing the exact wording of the proposed amendment.
- 15.5. Any amendments to this Constitution must be laid down in a notarial deed. Each of the Board Members shall be entitled to arrange for such deed to be executed.

DISSOLUTION, LIQUIDATION AND WINDING-UP.

Article 16.

- 16.1. The Foundation may be dissolved by a resolution to that effect passed by the Board.
- 16.2. The provisions of Article 12.2 shall apply by analogy to a resolution of the Board to dissolve the Foundation.
- 16.3. The resolution to dissolve the Foundation shall also stipulate that any surplus after the dissolution of the Foundation must be allocated to a general good objective that is in line with the objectives of the SLoCaT Foundation. If this is a Dutch public good objective, it shall have an ANBI status. If it is a foreign Public Good it shall have a comparable status proving its status as an officially recognized Public Benefit Organization.
- 16.4. If the Foundation is dissolved pursuant to a resolution of the Board, the Board Members shall act as liquidators of the assets of the dissolved Foundation.
- 16.5. The provisions of this Constitution shall remain in force as far as possible during the winding-up and liquidation period.
- 16.6. Once the winding-up and liquidation process is complete, the books, records and other data carriers of the dissolved Foundation shall, for the period prescribed by law, remain in the custody of the person designated for that purpose by the liquidators.
- 16.7. Furthermore, the relevant provisions of Title 1 of Book 2 of the Netherlands Civil Code shall apply to the winding-up and liquidation.

FINAL STATEMENTS

In conclusion, the incorporator declared that:

First Board

The first Board shall consist of three (3) members:

- Mr Holger Dalkmann, residing at 714 L Street NE -Washington DC 20002, the United States of America, born at Hagen, Germany, on the fifteenth of May nineteen hundred seventy;
- Mr Oliver Lah, residing at, Berlin 14163, Germany, Matterhornstrasse 14a, born at Potsdam on the twenty-sixth of December nineteen hundred seventy-seven; and

- Mr. Michael Anthony Replogle, residing at 6408 Ruffin Road Chevy Chase, MD 20815, the United States of America, born at Illinois, the United States of America on the twenty eighth of December nineteen hundred fifty-three

- Mr. Manfred Hermann Breithaupt, residing at Grundwiesenstrasse 5, 60489 Frankfurt, Germany, born at Sankt Georgen im Schwarzwald, Germany on the twenty-eighth of October nineteen hundred fifty.

Transitional provision

The Foundation's first financial year ends on the thirtieth of June two thousand sixteen.

Address

The Foundation's first address is: Rijnlaan 66, 3522 BP Utrecht, The Netherlands

————— **IN WITNESS WHEREOF**

These presents were executed in original in The Hague on the date mentioned in the preamble.

The appearer is known to me, civil-law notary.

The substance of these presents has been read out and explained to the appearer. The appearer has declared that he does not require these presents to be read out in full, that he has taken cognizance of their contents timely before the execution of the deed and that he agrees with the contents.

Immediately following a limited reading, these presents have been signed by the appearer and me, civil-law notary