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Articles of Association

ARTICLES OF ASSOCIATION

(As amended by vote AGM June 2017 – Budapest & Notarised)

The International Association of Internet hotlines | Registered in Amsterdam no 34124277
Bos en Lommerplein 270-300, 1055RW, Amsterdam | inhope.org

Article 1

Definitions

1. **Advisory Board:** advisors of the Association, appointed by the Board (Article 14);
2. **Affiliate(s):** corporate entities or persons who are aligned to the Association (Article 17);
3. **Annual Meeting:** has the meaning as described in article 20 paragraph 1;
4. **Articles (statuten):** these articles of association ;
5. **Association (vereniging):** this Association INHOPE;
6. **Body (orgaan):** a term that applies to the Board, Secretariat or the General Assembly;
7. **Board (bestuur):** the Body consisting directors (bestuurders) of the Association;
8. **Code of Practice:** Association document that defines common minimum standards for the good operation of an internet hotline;
9. **Executive Director (directie):** Executive Director appointed by the Board, not being a member of the Board;
10. **Foundation Participants:** participants to INHOPE Foundation (Article 16);
11. **General Assembly (of Members) (algemene vergadering):** the Body consisting of the Members as well as the gathering of the Members in a meeting (Article 19);
12. **in writing:** each message sent via conventional communication, including via an electronically transmitted legible and reproducible message, to or from the address announced for that purpose to the Association;
13. **Member:** a member (lid) of the Association (Article 6);

14. **INHOPE Foundation:** Stichting "INHOPE Foundation", a foundation incorporated under Dutch law and registered with the trade register of the Chamber of Commerce (Kamer van Koophandel) under number 50557734;
15. **Secretariat:** by the Board authorised Body entrusted with the day-to-day business of the Association.

Article 2

Name

The name of the Association is: **International Association of Internet Hotlines – INHOPE.**

Article 3

Official seat

The Association has its official seat in Amsterdam, the Netherlands.

Article 4

Objectives

1. The objectives of the Association are to facilitate and promote the work of INHOPE Member Hotlines, whose work is to eradicate illegal content, primarily child sexual abuse material, on the internet.

2. Generating profits for the purpose of distributing the same among the Members shall not be permitted.

Article 5

Association

1. The Association has Members that constitute the General Assembly. Further, the Association has a Board and may have an Advisory Board.
2. The Association cooperates with Foundation Participants and Affiliates of the Association.
3. The Association may negotiate and secure rights in the name of its Members but has no authority to undertake obligations or liabilities in their name, unless so instructed by an explicit authorisation from the Members concerned.

Article 6

Members

1. The membership of the Association shall comprise full Members and provisional Members.
2. The Association requires provisional membership for one year before applying to become a full Member. Voting rights cannot be attached to the provisional membership during this period of one year.
3. Any reference made to Members in these Articles shall be deemed to include all Members referred to above, unless expressly stated to the contrary.

Article 7

Obligations of Members

Members are obliged:

- a. to respect these Articles and pay the obliged annual membership fee;
- b. to respect the procedures of other Members;
- c. to make a commitment to confidentiality; and
- d. to co-operate with other Members in exchanging information about illegal content inter alia child sexual abuse material and use and share their expertise

Article 8

Qualifications for membership

To qualify for membership applicants must:

- a. provide a mechanism, other-than reporting channels provided by law enforcement agencies for receiving complaints from the public about alleged illegal content inter alia child sexual abuse material on the and/or use of the internet;
- b. have effective transparent procedures for dealing with complaints;
- c. have the support of government, the online technology service provider industry, law enforcement; and
- d. Comply with the Code of Practice.

Article 9

Annual membership fees

1. Members shall be required to pay an annual membership fee to be determined by the General Assembly.

2. Members may be divided into categories, each of which will pay a different membership fee.
3. The annual membership fees shall be paid within thirty days after the Member received the invoice concerning the annual membership fee.

Article 10

Termination of membership

1. Membership shall terminate:
 - a. upon the Member ceasing to exist pursuant to the laws of its country of incorporation;
 - b. upon the resignation of a Member;
 - c. cancellation by the Association, which cancellation could be made:
 - (i) by bankruptcy of a Member;
 - (ii) by dissolution of the Member;
 - (iii) when a Member does not observe his obligations towards the Association;
 - (iv) when a Member no longer meets one or more of the requirements for the membership stated in Article 8 of these Articles;
 - (v) when it can in reason no longer be demanded from the Association, in the opinion of the General Assembly, to have the membership continue;
 - (vi) by immediate expulsion, which shall only be applied if a Member acts in violation of these Articles or of any regulation or resolution of the Association, or unreasonably prejudices the interests of the Association.
2. Termination of membership by the Association, and expulsion of a Member, shall be by the decision of the General Assembly, two thirds of the appeared Members votes cast. The

General Assembly is quorate, in case two thirds of the Members are present or represented on the meeting.

3. Cancellation of the membership by the Member should be made in writing and may only be effected at the end of a (calendar) quarter with due observance of a period of notice of three months.

The membership may, however, be terminated with immediate effect as stated in paragraph 4 if it cannot be demanded from the Member in reason to have the membership continue.

4. Resignation of membership shall be in writing and shall have immediate effect unless stated otherwise.

5. Within one month after receipt of the notification the Member involved shall be free to appeal to the General Assembly to a decision to cancel the membership by the Association and a decision to expulse the membership.

He shall thereto be notified as soon as possible in writing about the decision stating the reasons.

During the period of appeal and pending the appeal the Member shall be suspended, provided that the suspended Member shall have the right to account for himself at the General Assembly at which the appeal referred to in this paragraph shall be discussed.

If a suspension is not followed within three months by cancellation of the membership the suspension shall be cancelled.

6. If membership is terminated in the course of a financial year the Member concerned shall be required to pay the annual membership fee due for that year in proportion to the part of the year it has been a Member.

Article 11

INHOPE Board

1. The Board shall be charged with the management and administration of the Association.

2. The General Assembly shall determine the number of members of the Board.
3. The Board shall comprise a minimum of four members including the president, the vice-president, the treasurer and a member responsible for the matters of the INHOPE Foundation and such other members as the General Assembly may add to it. The appointment of such members of the Board shall be made before the voting process starts. Only private individuals may be appointed as members of the Board.
4. No Member may have more than one representative on the Board at any one time.
5. Appointments of members of the Board shall be made by the General Assembly for a term of two years. The General Assembly may dismiss members of the Board by majority vote.
6. The members of the Board shall only be eligible for reappointment twice immediately following the expiry of their first term of office. Any member who is reappointed to the Board for a continuous period of two two-year terms must then stand down for a period of two years before being eligible to stand for election again.
7. The Board may invite third parties to join its meeting, after signing the confidentiality agreement concluded between the Board and the third party prior to the meeting.

Article 12

Representation of Association

1. The Board shall represent the Association. The authority to represent the Association will also vest in each person holding the title president, vice president or treasurer solely.
2. The Board and General Assembly may appoint other officers and grant them a general or special power of attorney. Every one of them shall represent the Association within the bounds of his authorization. Their title shall be determined by the Board or General Assembly.

Article 13

Secretariat

The Board is authorised to entrust its day-to-day business to a Secretariat. One of the members of the Secretariat will be appointed by the Board as "**Executive Director**".

Article 14

Executive Director

1. The Association has an Executive Director that is charged with the preparation of decisions of the Board and the (day-to-day) performance of the decisions of the Board, including the (day-to-day) management.
2. The Board shall draft a profile for the scope and framework of the Executive Director, taking into account the nature of the Association, its activities and the desired expertise of the Executive Director.
3. The Executive Director is appointed by the Board with due observance of the profile as envisaged in Article 14 paragraph 2.
4. The Board shall determine the remuneration and other conditions of employment of the Executive Director.
5. The Executive Director may be suspended or dismissed by the Board at all times, provided that the resolution to that effect is adopted by a two thirds (2/3) majority of the votes of all Board members in office.
6. The Executive Director shall have an advisory vote in meetings of the Board.

7. The Executive Director is charged with the preparation of the strategy, including the commercial policy that must lead to realization of the Association's objectives, the preparation of resolutions of the Board in general and the execution of resolutions of the Board and the daily course of affairs within the Association.
8. The Board shall lay down rules about the decision-making process and working method of the Executive Director, including the provision of information to the Board and a division of tasks, specifying the individual duties of each manager. These rules and the division of tasks will be recorded in writing.
9. The Executive Director may adopt resolutions and the resolutions may be adopted at all times in writing, either or not by any means of telecommunication..

Article 15

Advisory Board

1. The Board may appoint an Advisory Board.
2. Advisors shall assist the Board by giving unbinding advice.
3. Advisors serve without remuneration; the Board may – in its sole discretion – resolve that reasonable expenses are reimbursed.

Article 16

Foundation Participants

1. Foundation Participant status may be given to corporate bodies or private individuals that have been admitted as participants to INHOPE Foundation.

2. Organisations which qualify for membership under Article 8 are not eligible to apply for Foundation Participant status.
3. To qualify for Foundation Participant status applicants must:
 - a. provide a mechanism, other-than reporting channels provided by law enforcement agencies for receiving complaints from the public about alleged illegal content inter alia child sexual abuse material on the and/or use of the internet;
 - b. have the support of law enforcement;
 - c. make commitment to work towards achieving the Association and INHOPE Foundation standards
4. Obligations of Foundation Participants:
 - a. Foundation Participants have to respect these Articles;
 - b. Foundation Participants make a commitment to confidentiality
5. The status of Foundation Participant shall terminate upon:
 - a. the ceasing to exist pursuant to the Laws of its country of incorporation;
 - b. the corporate body or private individual loses the status as Foundation Participant within the INHOPE Foundation.
6. Contrary to the provisions of termination as mentioned in the preceding paragraph, the General Assembly shall be entitled to discontinue the admission of a Foundation participant by majority vote.
7. The status of Foundation Participant terminates by immediate expulsion, which shall only be applied if a Foundation Participant is in violation of these Articles or of any regulation or resolution of the Association referring to Foundation Participants, or unreasonably prejudices the interests of the Association.
8. Resignation of Foundation Participant status shall be in writing and shall have immediate effect.

9. The Foundation Participants are only observers in the General Assembly and have no voting rights.

Article 17

Affiliates

1. Affiliate status of the Association may be given to corporate entities or private individuals if, at the sole discretion of the General Assembly, the Association has a strong interest in their admission.
2. Organisations which qualify for membership under Article 7 are not eligible to apply for Affiliate status.
3. Obligations of Affiliates:
 - a. Affiliates have to respects these Articles;
 - b. Affiliates must make a commitment to maintain confidentiality;
 - c. Affiliates shall be required to pay an annual fee for Affiliate status to be determined by the General Assembly. Affiliates may be divided into categories, each of which will pay a different Affiliate fee.
4. Termination of Affiliate status. The General Assembly shall be entitled to discontinue the admission of an Affiliate by majority vote. The status of Affiliate terminates by immediate expulsion, which shall only be applied if an Affiliate is in violation of these Articles or of any regulation or resolution of the Association referring to Foundation Participants, or unreasonably prejudices the interests of the Association.
5. Resignation of Affiliate status shall be in writing and shall have immediate effect.
6. If Affiliate status is terminated in the course of a financial year the Affiliate concerned shall be required to pay the annual Affiliate fee due for that year in proportion to the part of the year it has been an Affiliate.

Article 18

Admission

Only the General Assembly is authorised to admit full and provisional Members, Foundation Participants and Affiliates following a proposal from the Board.

Article 19

General Assembly

1. Full and provisional Members of the Association shall constitute the General Assembly.
2. All powers not vested by these Articles in any other body of the Association shall rest with the General Assembly.
3. The General Assembly may not transfer to any other body its power of decision:
 - a. to adopt the budget and the annual accounts;
 - b. to determine and to alter the annual membership fees;
 - c. to wind-up the Association;
 - d. to appoint, suspend or dismiss the president, the vice president, the Treasurer and the other members of the Board;
 - e. to admit Members, to give notice of termination of membership, and to expel Members;
 - f. give notice of termination of Affiliate status; and
 - g. to amend these Articles.

Article 20

Meetings of General Assembly

1. An annual general meeting of the General Assembly shall be held once every year, and no later than six months after the end of the previous financial year ("Annual Meeting"). The business to be dealt with at that Annual Meeting shall include:
 - a. the annual report prepared by the Board and the accounts referred to in Article 25, together with the report of the auditor referred to in that Article;
 - b. the filling of any Board vacancies.
2. Other meetings of the full and provisional Members shall be held as often as the Board deems it expedient and moreover within six weeks of receipt of a written request signed by at least one third of the total number of Members. If no meeting has been announced by the Board within fourteen days of receipt of such a request, the signatories of the request may themselves call a meeting.

Article 21

Admittance

1. The meetings of the General Assembly shall be open to the representatives of Members, or to such other person, as designated by the relevant representative or their substitute or observer or their substitute in an extraordinary written proxy for this purpose, and notified to the Board, no later than the start of the meeting. The president of the Association can invite Foundation participants, Affiliates, members of the Advisory Board or other guests to the meetings of the General Assembly.

2. The members of the Board shall also have admittance to the meetings of the General Assembly.

Article 22

Decision-making of the General Assembly and voting rights

1. Unless these Articles or the law provide otherwise, all resolutions of the General Assembly shall be adopted by a majority of the votes cast.
2. Valid resolutions can only be adopted at a meeting of the General Assembly, if at least fifty per cent (50%) of the total number of votes is present or represented at the meeting at which the relevant resolution is subject to a vote and less than half of the votes cast are abstentions. Invalid and blank votes are not taken into consideration when tallying the votes.
3. Contrary to the quorum in paragraph 2 of this article, during an online meeting valid resolutions can only be adopted at a meeting of the General Assembly, if at least seventy-five per cent (75%) of the total number of votes is present or represented at the online meeting.
4. Each Member shall have one representative on the General Assembly with one vote. All decisions shall be by simple majority except for those set out below:

The following issues will require a two thirds (2/3) majority vote of all Members and at least two-thirds of the total number of Members are present or represented and less than half of the votes cast are abstentions.

- a. to determine and to alter the annual membership fees;
- b. to wind up the Association;
- c. to admit Members, to give notice of termination of membership, and to expel Members;

- d. to amend the Articles;
- e. to amend the rules and regulations as mentioned in Article 27;
- f. to amend the Code of Practice;
- g. to adopt the budget and annual accounts.

5. A Member who is in arrears with the full payment of the annual membership fee has no voting-right until it has paid the outstanding amount in full. If a Member wants to apply for an extended payment period, it has to contact the Board or Secretariat within fourteen (14) days upon receipt of the invoice. If a Member has not paid the outstanding amount in full during a granted extended payment period, it has no voting - right until it has paid the outstanding amount in full.

6. Each Member is authorised to cast their vote by written proxy given to another voting Member.

7. In the event that the votes are equally divided on a motion, with the exception of a motion for the appointment of persons, that motion shall be deemed to have been rejected.

8. All votes shall be taken orally, unless the vote concerns the appointment of the members of the Board, or if the chairman considers a secret ballot expedient or if prior to the vote one of the persons entitled to vote requests a secret ballot. A secret ballot shall be taken by means of unsigned and closed ballot papers. Decision-making by acclamation shall always be permitted, unless a person entitled to vote demands a poll.

9. Any Member may request a resolution is presented in writing before a vote is taken.

10. If all Members are present or represented at a meeting of the General Assembly, valid resolutions may be adopted by unanimous vote on all subjects submitted for discussion - including therefore any motion to amend these Articles or to dissolve the Association, even if notice of the meeting has not been given or has not been served in the prescribed manner or some other requirement as regards calling and holding of meetings or some related formality has not been fulfilled.

11. Resolutions may also be adopted outside a meeting and have the same validity as those adopted at a meeting if the Board has been informed of them in advance. A resolution outside a meeting should be unanimously adopted by all Members in writing, which will be deemed to include telegraphically, by telex, by fax or by e-mail. In this context, unanimously means that the resolution is adopted by all Members who are entitled to give their votes without any abstentions or votes against.

Article 23

Chairmanship - minutes

1. The meetings of the General Assembly shall be chaired by the president of the Board or by a vice president. If the president and the vice president(s) are absent, one of the other members of the Board, to be designated by that body, shall act as chairperson. In the event that no chairperson is provided for in this manner, the meeting itself shall appoint its chairperson.
2. Minutes of each meeting shall be recorded, which shall be adopted and signed by the chairman and the person taking the minutes. The contents of the minutes or of the official report shall be brought to the knowledge of the Members only.

In the next meeting of the General Assembly the minutes shall be submitted for approval.

Article 24

Notice of meetings of the General Assembly

1. The meetings of the General Assembly shall be called by or on behalf of the president. The term of notice shall be at least thirty days.
2. A preliminary agenda for the meeting shall be briefly set out in the notice.

3. Meetings of the General Assembly can take place anywhere in the world, providing that the place of meeting is readily reachable for all Members.

Article 25

Annual report - accounting

1. The financial year of the Association shall begin on the first day of January and shall end on the thirty-first day of December.
2. The treasurer shall be required to ensure that records of the financial situation of the Association shall be kept in such a manner as to show at all times its assets and liabilities.
3. Once in every year at a meeting of the General Assembly within six months from the end of the previous financial year - except when this term is extended by the General Assembly - the treasurer shall render account of his financial management in the past financial year and submit a balance sheet and a statement of income and expenditure. At the same meeting the president shall submit the annual report of the Board which shall include a report on the Secretariat.
4. The General Assembly shall appoint an external auditor for the accounts of the Board who shall report his findings to the General Assembly.

Article 26

Reimbursement of expenses

Persons without membership attending meetings of the General Assembly, members of the Board or working groups set up by the Association shall only be entitled to receive remuneration and expenses if these are agreed by the Board.

Article 27

Rules and regulations and Code of Practice

1. For further elaboration of the Articles the General Assembly shall draw up rules and regulations and may draw up such other regulations as may be deemed appropriate. The General Assembly draw up a code of practice which sets standards for the operation of a hotline.
2. Such regulations shall not contravene the laws of the Netherlands and the Articles.

Article 28

Amendment of the Articles

1. No amendment in the articles of association may be introduced except by virtue of a resolution adopted at a meeting of the General Assembly, called by notice announcing that amendment of the Articles will be proposed at that meeting, without prejudice to Article 21 paragraphs 7 and 8.
2. From the day on which notice is given of a meeting of the General Assembly to be held for the purpose of taking a resolution to amend the Articles, until the end of the day on which that meeting is held, a copy of the proposal, containing the amendment verbatim, must be filed at a suitable place for that purpose for inspection by the Members until the end of the day on which the meeting is held. Furthermore, a copy of the proposed amendment as well as a translation in English shall be sent to all Members within fourteen days.
3. A resolution to amend the Articles shall require a majority of at least two-thirds of the votes cast and at least two thirds (2/3) of the total number of Members are present.
4. An amendment of the Articles shall not take effect until after it has been recorded in an instrument executed by a civil-law notary.

5. Each member of the Board, as well as a person designated for that purpose by the General Assembly in the resolution to amend the Articles of Association, shall be authorised to cause such a notarial instrument to be executed. Such instrument shall be executed in the Dutch language but as in the case of these Articles, a certified English translation of the document shall be made available to all Members.

Article 29

Dissolution

1. The Association may be dissolved by virtue of a resolution of the General Assembly. The provisions of paragraphs 1, 2 and 3 of Article 27 shall apply accordingly.
2. The balance remaining of the assets and liabilities after liquidation shall be distributed amongst those who were Members at the time of adoption of the resolution to dissolve the Association such distribution to be made pro rata to the total sum of their membership fees paid in the year of dissolution.
3. The members of the Board shall act as liquidators if and insofar as the General Assembly has not designated any other liquidators.

Final statement

Finally, the person appearing made the following statement:

the articles of incorporation of the Association have most recently been amended by the deed of amendment executed before Johannes Schouten, civil-law notary officiating at Amsterdam, on the fifth day of June, two thousand and fourteen.

The person appearing is known to me, civil-law notary.

WHEREOF THIS RECORD, drawn up in one original copy and executed in Amsterdam on the day first before written.

After the substance of this instrument had been stated to the person appearing, he declared that he had taken cognizance of this instrument and did not require it to be read out in full.

Immediately after a partial reading, this instrument was signed by the person appearing and by me, civil-law notary.