

BOARD DECISION TO AMEND THE FOUNDATION'S ARTICLES

The undersigned,

1. F.C.M. Verberne, residing in Leidschendam, the Netherlands, secretary/treasurer of the Foundation mentioned hereafter;
2. G.W.M. Matovu, residing in Harare, Zimbabwe, chairperson of the Foundation mentioned hereafter;
3. O. Cisse, residing in Dakar, Senegal, Supervisory Board member of the Foundation mentioned hereafter;
4. P. Drechsel, residing in Colombo, Sri Lanka Supervisory Board member of the Foundation mentioned hereafter;
5. S. Cheng, residing in Beijing, China, Supervisory Board member of the Foundation mentioned hereafter;
6. J.L. Price, residing in Lima, Peru, Supervisory Board member of the Foundation mentioned hereafter;

jointly making up the full Supervisory Board of the Foundation with its office in Leusden, the Netherlands: **Stichting International Network of Resource Centres on Urban Agriculture and Food Security**, hereinafter referred to as '**the Foundation**', listed in the trade register under file number 32102434, and for as much as is required constitute themselves into board meeting of the Foundation, in which valid resolutions may be adopted provided the resolutions are adopted unanimously;

have unanimously resolved to:

- A. amend and readopt the Articles of the Foundation in their entirety in accordance with the draft of the amendment of the Articles by notarial deed, prepared by the law firm of Spek & Van den Beld notaries in Leusden;
- B. appoint all of the undersigned and the persons working at the aforementioned law firm now or in the future, both jointly and individually, to perform all the activities required to implement the decision to amend the Articles, including to draw up, execute and sign the deed of the amended Articles and to arrange for the registration of the amended Articles with the trade register, with power of substitution.

Signed in November 2009.

F.C.M. Verberne

G.W.M. Matovu

O. Cisse

P. Drechsel

S. Cheng

J.L. Price

On this 26th day of November 2009, there appeared before me, *mr.* Johannes Theodorus Maria van den Beld, notary practising and having an office in Leusden: Ms Ilona Leijenhorst, office address at Hamersveldseweg 65, 3833 GL Leusden, born in Amersfoort on the twenty-ninth day of June nineteen hundred and eighty:

INTRODUCTION

The person appearing declared:

- that the Supervisory Board of the Foundation with registered office at Kastanjelaan 5, 3830 AB Leusden: **STICHTING INTERNATIONAL NETWORK OF RESOURCE CENTRES ON URBAN AGRICULTURE AND FOOD SECURITY**, hereinafter also referred to as ‘**the Foundation**’, listed in the trade register under file number 32102434 has decided to amend and readopt the Articles of the Foundation in their entirety;
- that the Articles of the Foundation were adopted by the deed of formation of the Foundation, executed before *mr.* G.J. Timmer, formerly notary practising in Utrecht, on the thirteenth day of May two thousand and four;
- that the articles have not been amended previously;
- that the person appearing is one of the persons appointed to implement the aforementioned decision, which implementation includes the execution and signing of the deed of amendment of the Articles;
- that the aforementioned decision was adopted unanimously by all Supervisory Board members of the Foundation;
- that the said Supervisory Board decisions are evidenced by a signed copy of the same, which will be attached to this deed.

AMENDMENT OF THE ARTICLES

In order to implement the said Supervisory Board decision, the person appearing, acting in the aforementioned capacity, declared that it had been resolved to amend and readopt the Articles in its entirety in the following manner:

ARTICLES

NAME AND REGISTERED OFFICE ADDRESS

ARTICLE 1.

1. The name of the Foundation is: **Stichting International Network of Resource Centres on Urban Agriculture and Food Security**.

The short name for the Foundation is: **Stichting RUAF**.

2. It has its registered office in Leusden.

AIM

ARTICLE 2.

1. The aim of the Foundation is to contribute to poverty alleviation, employment creation and enhanced food security, and to encourage participative city management and improved urban environmental policy by facilitating and creating the right conditions to support urban farmers and market gardeners (men and women), by for example encouraging the integration of urban

agriculture into policies and action plans of local governments, social groups and private enterprises, in which poorer farmers and cattle breeders in the city are directly and actively involved. In achieving its objectives, the Foundation will be guided by the following principles:

- the promotion as far as possible of the exchange of knowledge and experience between individuals and organisations operating in different parts of the world;
- the encouragement and initiation of activities in such a manner that these are carried out and given shape in interaction with the recipient society or community itself in all its social, economic and cultural aspects.

2. The Foundation manages the International Network of Resource Centres on Urban Agriculture and Food Security (**RUAF**), an international network of expertise centres concerning urban agriculture and food security. These centres can be found in various public and private organisations that share a joint vision of the value of agriculture in the city concerning food security and sustainable urban development.

3. The Foundation endeavours to achieve its objectives by:

- Networking: encouraging the international, regional and local exchange of information and experiences and cooperation regarding urban agriculture and urban food security.
- Knowledge Management: improving access to and use of information on urban agriculture, relevant to the various parties involved, through studies, the development of guidelines, manuals and other material, publications and translations, as well as through maintaining databases and web sites.
- Capacity building: developing manuals, guidelines and training material; carrying out and evaluating training activities for various groups concerned; supporting administration and evaluation systems, as well as developing and improving planning and monitoring systems.
- Influencing the policies of relevant institutions: Providing support and advice to national and local authorities, farmers' organisations, non-governmental organisations and other parties involved in the evaluation and formulation of policies, standards and regulations on urban agriculture, urban planning, as well as other related activities.
- Developing project activities and their implementation and evaluation: Providing support and advice to local organisations in a participative design, implementation and evaluation of research and projects on urban agriculture and urban food security in the widest sense, as well as the coordination, implementation, monitoring and evaluation of these projects.
- Management of funds on behalf of third parties: according to the aims and rules for the relevant projects and in accordance with the Foundation's object.
- Influencing public awareness: in general and in particular directed at government policy and relevant international institutions in both the South and North.
- Other activities: to do everything which the Supervisory Board deems necessary, useful and desirable in the interest of the Foundation, as well as everything directly or indirectly related to the object referred to in Article 2(1) or that may promote this, all this in the widest sense.

4. The Foundation is a non-profit organisation.

It primarily focuses on strengthening private organisations such as non-governmental development organisations, farmers' organisations, community organisations and the like. The Foundation operates globally, and specifically in developing countries.

CAPITAL
ARTICLE 3.

1. The capital of the Foundation shall be formed by all contributions, subsidies, donations, legacies, testamentary dispositions and other assets.
2. Testamentary dispositions may only be accepted with the benefit of inventory.

SUPERVISORY BOARD
ARTICLE 4.

1. The Supervisory Board of the Foundation shall determine the number of Board members, which Supervisory Board shall consist of at least three natural legal persons.
2. Board members will be appointed by the Supervisory Board. Vacancies which arise will be filled as soon as possible, but in any event within three months.
3. Board members shall meet the following general criteria:
 - professional affinity with the Foundation's field of operation;
 - affinity with the Foundation's organisational culture;
 - management qualities.
4. The Supervisory Board shall appoint a chairperson, a secretary and a treasurer from among its members. The positions of secretary and treasurer may be held by the same person.
5. The Board members shall be appointed for a term of four years. They shall retire by rotation in accordance with a schedule to be determined by the Supervisory Board on the understanding that a member retiring by rotation will remain in office until his/her position has been filled. Upon retirement the member shall be eligible for re-appointment for one more term. A person filling a vacancy takes the place of his predecessor on the rotation schedule.
6. A Supervisory Board member shall cease to hold office:
 - a. upon his or her death;
 - b. upon retirement;
 - c. upon losing the right to dispose of his or her property;
 - d. upon removal from the office by the court;
 - e. upon his or her dismissal by the Supervisory Board for serious reasons; dismissal for serious reasons is without prejudice to the right of the affiliated organisation that nominated the member to nominate a new Supervisory Board member;
 - f. upon expiry of the term for which he or she has been appointed.

FUNCTION, POWERS AND REMUNERATION
ARTICLE 5.

1. The Supervisory Board shall be charged with the management of the Foundation. The role of the Supervisory Board is to supervise the policies of the appointed Director (s) and the Foundation's general affairs. The Supervisory Board as such may delegate one or all of its

powers to other parties provided that this is clearly defined. The party exercising the power in this way shall act in the name of and under the responsibility of the Supervisory Board.

2. The Supervisory Board shall be authorised to conclude contracts for the purchase, disposal and encumbrance of registered property and to enter into contracts in which the Foundation commits itself as surety or assumes joint and several liability as a debtor, warrants the performance by a third party or provides security for a debt of a third party.

3. A Board member shall receive no remuneration for his or her activities unless the Supervisory Board decides otherwise in specific cases.

4. Costs incurred by a member shall be reimbursed, unless the Supervisory Board decides otherwise in specific cases.

DECISION-MAKING

ARTICLE 6.

1. Supervisory Board meetings shall be held as often as deemed necessary by the Chairperson or by at least two of the other members, but at least once every year.

2. The Supervisory Board meetings shall be convened by the Chairperson or by at least two of the other members, or by the Secretary on behalf of the Chairperson or the other members. Notices convening meetings of the Supervisory Board will be sent in writing giving at least four weeks' notice, not counting the convening date and the day on which the meeting is held, setting out the agenda. If the meeting has not been convened in writing or topics are discussed that were not on the agenda or the meeting was convened within a period shorter than four weeks, valid resolutions may nonetheless be adopted as long as all board members in office are present or represented in a meeting.

3. Supervisory Board meetings shall be held at the location to be determined by the person convening the meeting. Meetings can also be held by phone.

4. All members holding office and everyone who have been invited to attend will have access to the meetings. If a Director has been invited to attend, he or she shall have the right to speak at the meeting. A Director has no voting rights. A member may be represented at a meeting by a fellow member holding a written power of attorney.

5. Each member of the Supervisory Board shall have one vote. The Supervisory Board may only adopt valid resolutions if the majority of its members are present or represented at the meeting. Insofar as these Articles do not dictate a larger majority, all board resolutions may be adopted by an absolute majority of validly cast votes. Blank votes will be regarded as votes not cast. In the event of a tie of votes, the decision to appoint a person shall be made by drawing lots. In all other cases where the decision does not concern an appointment, the proposal shall be deemed rejected.

6. All votes at the meetings will be cast orally, unless a member deems a ballot expedient.

7. The meetings will be chaired by the Chairperson of the Supervisory Board. In the event of the Chairperson's absence the meeting will elect a chairperson from its members.

8. Minutes shall be drawn up of the proceedings at the meetings by the Secretary or by someone elected with the Supervisory Board's approval and under the Secretary's responsibility. Once the minutes have been adopted they shall be signed by the Chairperson and the Secretary of the meeting concerned. The adopted minutes shall be available to all members for inspection. Copies shall be provided to them free of charge.

9. The Supervisory Board may also adopt resolutions outside a meeting, provided all members have declared in writing that they are in favour of the resolution concerned, including by electronic data carrier. The Secretary shall draw up a record of such a resolution, including the replies received, which record shall be co-signed by the Chairperson and added to the minutes.

10. All disputes regarding voting not provided for by these Articles shall be resolved by the Chairperson.

ADVISORY COUNCIL

ARTICLE 7.

1. The Supervisory Board may adopt a resolution to set up an Advisory Council. The number of members of the Advisory Council shall be determined by the Supervisory Board, with a minimum of three and a maximum of ten. The Supervisory Board shall appoint and dismiss the members of the Advisory Council and shall determine the conditions under which they shall perform their activities.

2. The Advisory Council shall assist the Supervisory Board at its request or on its own initiative with advice on those areas where the Supervisory Board deems this desirable.

3. Members of the Advisory Council shall meet the following criteria:

- professional affinity with the Foundation's field of operation;
- represent an organisation or network of importance to the Foundation.

REPRESENTATION

ARTICLE 8.

1. The Foundation shall be represented by the Supervisory Board. Each Chairperson and Secretary acting individually shall be empowered to represent the company. The Foundation may also be represented by a Director alone.

2. The Supervisory Board may authorise one or more of its members and a third party to represent the Foundation within the limits of said authorisation. The Supervisory Board may also confer a title to authorised representatives.

3. The Supervisory Board shall file notice of the granting of the continuous representation with the trade register of the Netherlands Chamber of Commerce.

4. If a Board member has a conflict of interest with the Foundation, the member can nonetheless duly represent the Foundation.

MANAGEMENT AND OFFICE

ARTICLE 9.

1. The Foundation has a Management consisting of one or more Directors. The Supervisory Board shall determine the number of directors.

2. The Director(s) shall manage the office. The office work shall include the day-to-day operation of the Foundation.

The Director(s) tasks shall include:

- a. Drafting an annual activity plan with accompanying budget and submitting the plan to the Supervisory Board at least one month prior to the financial year;
- b. Prepare in writing the Foundation's balance sheet and statement of income and expenditure within five months of the end of each financial year and to submit these to the Supervisory Board for adoption;
- c. Providing all information pertaining to the Foundation, including financial data, at least once a year;
- d. Preparing the board meetings together with the Chairperson of the Supervisory Board.
- e. Attending Supervisory Board meetings if invited to do so.

The Supervisory Board may further determine separate regulations regarding the duties and powers of the Director(s), without prejudice to the provisions in the last paragraph of this article.

3. The Director(s) shall be appointed, suspended and dismissed by the Supervisory Board. The adoption of a resolution to appoint or dismiss by the Supervisory Board shall require the absolute majority of the votes cast by all of its members in office.

The suspension of a Director by the Supervisory Board shall apply for a period of two months at most, unless the Supervisory Board has decided to extend it by one maximum of two months.

A Director who has been suspended shall be given the opportunity to account for his or her actions in the Supervisory Board and may be legally represented. The Supervisory Board shall determine the remuneration and other conditions concerning the Directors' activities.

4. The Directors(s) shall act in accordance with any instructions provided by the Supervisory Board concerning the Foundation's overall direction to be followed in the pursuit of financial, economic and social policy.

5. Following prior approval of the Supervisory Board, the Director(s) may authorise one or more third parties to represent the Foundation within the limits of said authorisation. The Director(s) may also confer a title to authorised representatives. The Director(s) shall file notice of the granting of the continuous representation with the trade register of the Netherlands Chamber of Commerce. A Director acting individually has general power of attorney and is thus authorized to represent the Foundation.

6. Following prior approval of the Supervisory Board, the Director(s) shall be authorised to conclude contracts for the purchase, alienation and encumbrance of registered property and to enter into contracts in which the Foundation commits itself as surety or assumes joint and several

liability as a debtor, warrants the performance by a third party or provides security for a debt of a third party.

7. Without prejudice to the provisions in paragraphs 5 and 6, the Supervisory Board may subject Director(s) resolutions to its approval, provided that the resolutions concerned have been communicated to the Director(s) in writing in a clearly defined manner.

8. The Director(s) shall provide the Supervisory Board all the information it requires. The Director(s) may be invited to attend the meetings of the Supervisory Board and shall have an advisory vote in these meetings.

COMMITTEES

ARTICLE 10.

1. The Supervisory Board has the power to create and eliminate one or more committees.
2. The Supervisory Board shall determine the duties and powers of the committees.
3. The members of the committees shall be appointed by the Supervisory Board from among its members or from outside. They can be dismissed by the Supervisory Board.

REGULATIONS

ARTICLE 11.

1. The Supervisory Board may draw up one or more regulations in which matters are included which in the opinion of the Board require further regulation.
2. A regulation shall not be in conflict with the law or these Articles.
3. The Supervisory Board shall be authorised to amend or cancel a regulation at any time.
4. The provisions of Article 13(1+2) shall apply accordingly to resolutions for the adoption, amendment or cancellation of a regulation.

FINANCIAL YEAR, ANNUAL REPORT AND ACCOUNTS

ARTICLE 12.

1. The financial year of the Foundation shall run concurrently with the calendar year.
2. The Supervisory Board must (let others) keep records of the Foundation's financial situation and everything relating to the Foundation's activities, according to the requirements ensuing from these activities, and (let others) keep the corresponding books, documents and other data carriers in such a way that the Foundation's rights and obligations can be known from them at any time.
3. The Supervisory Board is obliged to (let others) prepare in writing the Foundation's balance sheet plus statement of income and expenditure and accompanying explanatory notes within six months of the end of each financial year.

4. Before adopting the documents referred to in 12.3, the Supervisory Board shall have the aforementioned documents audited by an expert to be appointed by the Supervisory Board. The expert shall report on this audit.

5. The balance sheet plus statement of income and expenditure and accompanying explanatory notes shall be signed in witness of their adoption by all members of the Supervisory Board; if one or more of their signatures are missing, this fact and the reason for it shall be stated.

6. The Foundation must keep the records, documents and other data carriers referred to in Articles 12.2 and 12.3 for seven years.

AMENDMENT TO THE ARTICLES, LEGAL MERGER AND DEMERGER ARTICLE 13.

1. The Supervisory Board may amend these Articles and may decide to enter into a legal merger or legal demerger. Resolutions to amend the Articles may only be adopted by a two-thirds majority of votes cast at a meeting attended by all board members or their representatives. Unless all board members are present at a meeting where such a resolution as referred to in the previous sentence is to be discussed, a second meeting will be convened after the passage of at least five days but within nine weeks of the first meeting. Independent of the number of members present or represented, this second meeting may adopt the resolution as raised in the first meeting, so long as the resolution is adopted by a majority of at least two-thirds of the votes cast.

2. The notice calling the meeting to amend the Articles must include a copy of the resolution containing the proposed amendment verbatim.

3. An amendment of the Articles shall only take effect once a notarial deed has been drawn up thereof. Each Supervisory Board member or Director(s) acting individually shall be authorised to have said deed executed.

DISSOLUTION ARTICLE 14.

1. The Supervisory Board may dissolve the Foundation.

2. The provisions of the previous article shall apply accordingly to a Supervisory Board resolution to dissolve the Foundation.

3. The Foundation shall continue to exist after its dissolution insofar as required for the liquidation of its assets. Documents and notices sent by the Foundation shall contain the words 'in liquidation' after its name. The liquidation shall end at the time when the liquidators know of no assets that are left.

4. The liquidation of the Foundation's assets shall be effected by the Director(s). The provisions in these Articles on the appointment, suspension and dismissal of Director(s) shall continue to apply to them. The remaining provisions of the Articles shall also remain in force as far as possible during the liquidation.

5. Any surplus of the dissolved Foundation shall be spent on a goal to be determined by the Supervisory Board that is as much as possible in pursuance of the Foundation's objectives.

6. After completion of the liquidation, the Foundation's books and documents shall be retained by a person appointed by the Supervisory Board for that purpose for seven years.

FINAL PROVISION
ARTICLE 15.

The Supervisory Board shall decide in all situations not provided for by the law or these Articles.

CONCLUSION OF THE DEED

The person appearing is known to me, notary.

This deed was executed in Leusden, the Netherlands, on the date stated at the beginning of this deed.

After the substance of this deed had been stated to the person appearing, she confirmed that she had understood its contents and did not require the deed to be read out in full. Immediately following its limited reading, the deed was signed by the person appearing and by me, notary.