rectification continuous text

Name, domicile --------------------------------------------------------------------

Article 1. ----------------------------------------------------------------------------

1. The Foundation shall bear the name of: “**Stichting Salba Nos Burico** **(DONKEY SANCTUARY ARUBA)”.** -------------------------------

2. The Foundation is domiciled in Aruba. ---------------------------------------

3. The Foundation has been established for an indefinite period of time. ---

Object and means ------------------------------------------------------------------

Article 2. ---------------------------------------------------------------------------

The Foundation is an independent organization and its object is: ------------

a. to raise the consciousness of the Aruban population in general as ---- regards the wild donkeys in Aruba (“the Aruban donkeys”); ----------

b. to prevent the extinction of the Aruban donkeys, and to strive for a habitat for the donkeys where they can live a full life; and ------------

c. to realize an ordinance under which the Aruban donkey will belong to the protected species. ---------------------------------------------------

Article 3. ----------------------------------------------------------------------------

The Foundation endeavors to achieve its object by: ----------------------------

a. promoting, supporting and organizing - whether or not in cooperation with others - campaigns and events relating to the object as described in Article 2; -----------------------------------------------------------------

b. promoting, supporting and organizing educational and training -------activities, the object of which is the development of a general animal awareness, in this case relating to the Aruban donkeys, in the broadest sense of the word; ------------------------------------------------

c. promoting, supporting and taking in hand, whether or not in --------cooperation with other organizations, the production of printed, ----audio-visual, and any other kind of documentation material, or -------programs within the framework of the objectives of the Foundation; -

d. promoting research on, and making an inventory of, the population of Aruban donkeys; ------------------------------------------------------------

e. establishing task forces working within the framework of the ---------Foundation’s objectives, and establishing committees; -----------------

f. setting up and administering a documentation center; ------------------

g. the representation in, or the participation in, committees, councils, -advisory organs, foundations and the like, established or to be -------established by the Aruban (semi) government, that directly or --------indirectly have something to do with the object as described in -------Article 2; --------------------------------------------------------------------

h. entering into, maintaining, and promoting contacts with, as well as -participating in activities of other institutions, organizations, or -----groups, pursuing an object that is related to the object of the ---------Foundation; ------------------------------------------------------------------

i. representing Aruba in international organizations; ----------------------

j. organizing, promoting and supporting activities and events by and/or for those affiliated with the Foundation that are in line with the -----objectives of the Foundation, and/or are conducive to the internal --cohesion of the Foundation, which activities and events may not be in conflict with the law and these Articles; ------------------------------

k. any and all other lawful means that may contribute to achieving the Foundation’s object. --------------------------------------------------------

Capital, revenue, financial year and budget -------------------------------------

Article 4. ----------------------------------------------------------------------------

The Foundation’s capital shall consist of the capital with which it was established and of all that is added to it thereafter by the Board out of revenue of the Foundation, in order to reinforce its capital. ------------------

Article 5. ----------------------------------------------------------------------------

The Foundation’s revenue consists of: -------------------------------------------

- voluntary, non-recurrent contributions, gifts, testamentary -----------dispositions and legacies; testamentary dispositions shall always be accepted with the benefit of inventory; ----------------------------------

- revenue from subscription lists, lotteries and other activities possibly to be organized; -------------------------------------------------------------

- revenue from the Foundation’s capital; ----------------------------------

- subsidies, and furthermore all that the Foundation acquires in any ---other way. -------------------------------------------------------------------

Article 6. ----------------------------------------------------------------------------

1. The financial year shall coincide with the calendar year. --------------

2. Before the end of the financial year, the Board shall compile a ------budget for the coming year ------------------------------------------------

Board --------------------------------------------------------------------------------

Article 7. ----------------------------------------------------------------------------

1. The Foundation shall be managed by a Board, consisting of at least three and no more than nine adult members, who shall be appointed by the Board for an indefinite time, unless a definite time has been laid down. -------------------------------------------------------------------

A member of the Board shall be eligible for reappointment at once, at all times. ------------------------------------------------------------------

The number of members of the Board shall be fixed by the Board,

2. Only persons residing in Aruba shall be eligible to be appointed members of the Board. -----------------------------------------------------

3. The Board shall elect a Chairman, a Secretary and a Treasurer as ----well as their substitutes from among its midst. --------------------------

Article 8. ----------------------------------------------------------------------------

The Chairman and the Secretary shall take care of the implementation of the resolutions of the Board. They jointly represent the Foundation in and out of court. In the event the Chairman or the Secretary is absent or unable to act, his/her substitute shall replace him/her; in the event also the substitutes are absent or unable to act, the Foundation shall be represented in and out of court by two other Board members jointly, or, in the event only one Board member is in office, by this Board member. ------------------

Article 9. ----------------------------------------------------------------------------

The Secretary shall be charged with the conduct of the correspondence and calling the Board meetings. In the event the minutes secretary is absent, the Secretary shall be charged with keeping the minutes. --------------------------

Article 10. --------------------------------------------------------------------------

1. The Treasurer shall control the Foundation’s financial resources, and takes care of keeping proper accounts in such a way that they show --the rights and obligations of the Foundation at all times. --------------

2. Without prejudice to the provisions in paragraph 1 of this Article, he is obligated to compile the balance sheet and the profit and loss ----statement with the explanatory notes to these documents as an annex, and this within three months after the expiration of the calendar year.

3. The Board shall appoint an auditor to supervise the financial --------management of the Treasurer and his books. He shall draw up a -----written report of his findings, and presents this to the Board in such timely manner that it can be discussed in the annual meeting. ---------

Article 11. --------------------------------------------------------------------------

Without prejudice to the provisions in the Articles 8., 9., 10. and 15., the administrative duties shall be divided among the Board members -----------themselves. -------------------------------------------------------------------------

Article 12. --------------------------------------------------------------------------

1. In the event a vacancy has presented itself on the Board, it shall be filled by the remaining Board members as soon as possible by -----appointment of a new Board member, who as such shall have the ---same position as the one in whose place he was appointed, and ------complete his term if necessary. -------------------------------------------

2. In the event the remaining Board members filled a vacancy that -----presented itself in conformity with the provisions in paragraph 1 of this Article, as well as in the event that all Board members are -----lacking, the Judge in the Court of First Instance of Aruba shall ------provide for the filling of this/these vacancy/vacancies at the request of any interested party or demand of the Public Prosecution. ----------

Article 13. --------------------------------------------------------------------------

1. Each year in the month of February, the Board shall hold the annual meeting. ---------------------------------------------------------------------

2. In the annual meeting: -----------------------------------------------------

- the Treasurer shall render account of his financial management in respect of the past year on submission of the documents meant in ---Article 10, paragraph 2 above; --------------------------------------------

- the written report of the auditor shall be discussed; and -------------

- the Secretary shall report on the Foundation’s activities during the past year. --------------------------------------------------------------------

3. Adoption by the Board of the account rendered by the Treasurer shall discharge the latter. --------------------------------------------------------

Article 14. --------------------------------------------------------------------------

The Board shall meet as often as the Chairman or another Board member --deems this desirable. In last-mentioned case, this member requests the -----Chairman to call a meeting while stating the business he wishes to be ------transacted. Within fourteen days after the receipt of such a request, the ----Chairman shall have the Secretary call the meeting in order to consider the subjects stated in that request, in case of failure to do so, the petitioner ----himself shall be authorized to call the meeting. --------------------------------

Article 15. --------------------------------------------------------------------------

1. Notice of a Board meeting shall be given by the Secretary, without --prejudice to the provision in the final phrase of Article 14, with due observance of a term of at least five days, while stating the business to be transacted. ------------------------------------------------------------

2. The Chairman shall preside over the meetings. In the event he is ----absent or unable to act the meeting shall be presided over by his -----substitute, and in the event also he is absent or unable to act, the ---Board members present shall provide for a chairman of the meeting. -

3. The Secretary shall draw up a list of resolutions of the business ------transacted in each meeting. In the event he is absent or unable to act the list of resolutions shall be drawn up by his substitute, and in the event also he is absent or unable to act, by another Board member to be designated by the chairman of the meeting. --------------------------

4. The list of resolutions shall be adopted, either during the meeting, or in the next meeting, and in evidence hereof *[signed?, translator]* by the person who presided over the meeting in question and the person who drew up this list of resolutions. --------------------------------------

5. Each and any Board member is entitled to receiving a photocopy of the lists of resolutions. -----------------------------------------------------

6. The minutes secretary designated by the Board either from among the members of the Board or someone outside the Board, shall work out the minutes of all meetings, and shall take care of it that all members of the Board receive a photocopy hereof. --------------------------------

Article 16. --------------------------------------------------------------------------

The Board can also adopt resolutions without holding a meeting, provided all Board members express themselves in writing concerning the subjects submitted to each of them. The written statements of the Board members shall be preserved with the lists of resolutions. --------------------------------

Article 17. --------------------------------------------------------------------------

1. Unless provided for otherwise in these Articles, resolutions shall be adopted by absolute majority of votes in a meeting in which at least two-thirds of the number of Board members in office are present or represented. -----------------------------------------------------------------

2. Votes on persons shall be taken by ballot by signed ballot papers. --Votes on matters shall be taken verbally, unless a Board member ---wishes a ballot. -------------------------------------------------------------

Voting by acclamation is permitted provided none of the Board -----members opposes this. -----------------------------------------------------

3. If, in the event of a vote on persons, nobody acquires the absolute --- majority of the number of votes cast in a first ballot, then a second --ballot shall be taken between the two persons who accumulated the --highest number of votes. If also in the second ballot nobody acquires the absolute majority, than the lot shall decide. -------------------------

If there is a tie in a vote on matters, then the Chairman shall decide.

4. A Board member may have himself represented in each meeting by another Board member; the latter shall submit an authorization in ---writing. ----------------------------------------------------------------------

Article 18. --------------------------------------------------------------------------

Membership of the Board shall terminate by: -----------------------------------

a. written notice of resignation by the Board member to the Board; -----

b. death of the Board member; -----------------------------------------------

c. placement under guardianship of a Board member; ---------------------

d. bankruptcy, or obtaining an official moratorium on payments by a Board member; --------------------------------------------------------------

e. dismissal of a Board member by the Board, if the Board member ----concerned is present in the meeting in which a decision will be made on his dismissal, he shall not be allowed to vote; -----------------------

f. as soon as a Board member goes to live abroad; or ---------------------

g. in the event of dismissal by the Judge of the Court of First Instance of Aruba. --------------------------------------------------------------------

Employees and volunteers --------------------------------------------------------

Article 19. --------------------------------------------------------------------------

1. The Board shall decide on hiring employees. The Board shall be -----responsible for the task and job description of employees. ------------

2. Volunteers shall be designated by the Board and shall be assigned ---clear tasks. ------------------------------------------------------------------

3. Employees and volunteers shall be appointed and dismissed, or ------designated and discharged by the Board, and shall be accountable to the Board at all times. ------------------------------------------------------

4. Each year before the end of the month of January, a meeting shall be held in which the Board, together with the employees and the --------volunteers, evaluates the activities of the Foundation in respect of --the past year, and sets priorities for the current year. ------------------

5. During this meeting those present may make proposals concerning --i.a. vacancies on the Board, and they may bring forward wishes ------concerning the course of affairs in the Foundation. ---------------------

Regulations -------------------------------------------------------------------------

Article 20. --------------------------------------------------------------------------

The Board may lay down or amend one or more sets of regulations, in ------which among other things: --------------------------------------------------------

a. these Articles are worked out in further detail; -------------------------

b. the task and procedures of employees and volunteers are regulated; and ---------------------------------------------------------------------------

c. the way in which, for what compensation, and during what time third parties may make use of certain facilities of the Foundation. ----------

Article 21. --------------------------------------------------------------------------

The Board shall only adopt resolutions by a two-thirds majority of the total number of Board members in office on the following juristic acts: ----------

a. concluding agreements to acquire, alienate, lease or encumber real -estate; ------------------------------------------------------------------------

b. concluding agreements under which the Foundation binds itself as --surety or joint or several debtor, or warrants the performance of a --third party, or binds itself as security for the debt of a third party; or

c. concluding other agreements and performing juristic acts exceeding an interest of ten thousand florins Aruban currency (Afls. -------------10,000.00), unless this is explicitly provided for in an approved -----budget. -----------------------------------------------------------------------

Article 22. --------------------------------------------------------------------------

The Treasurer shall be authorized to grant discharge for the receipt of ------moneys. He may have this authority exercised by third parties within limits to be set by the Board. ------------------------------------------------------------

Article 23. --------------------------------------------------------------------------

1. Motions to amend the Articles or dissolve the Foundation shall be brought to the knowledge of all Board members in writing at least twenty-one days before the meeting in which they will be considered.

2. Resolutions on the motions mentioned in paragraph 1 of this Article can only be adopted in a meeting explicitly called for this purpose, in which all Board members are present, and by a majority of two-thirds of the votes cast. ----------------------------------------------------

In the event not all Board members are present in this meeting, then a second meeting shall be called, to be held within one month, but -not within fourteen days, after the first meeting, in which second --meeting a resolution may be adopted on the motion, irrespective of the number of Board members present, but by a majority of two- ----thirds of the number of votes cast. ----------------------------------------

Article 24. --------------------------------------------------------------------------

In the event of dissolution of the Foundation, the liquidation shall take ----place by the Board, during which liquidation the provisions of these -------Articles shall remain in force and effect as much as possible. ----------------

Article 25. --------------------------------------------------------------------------

The balance remaining of the Foundation’s capital after the liquidation, ---shall be spent in the way to be determined by the Board, which should take place, however, as much as possible in conformity with the Foundation’s -object. -------------------------------------------------------------------------------

ISSUED AS CONTINUOUS TEXT AS OF THE FOURTH DAY OF AUGUST TWO THOUSAND AND SEVENTEEN OF THE ARTICLES OF THE FOUNDATION “STICHTING SALBA NOS BURICO”

Signed: August 22, 2017

[was signed:]

[stamp:]

*mr.* H.M.RODRIGUEZ-TAEKEMA

Civil law notary in Aruba