Appendix 2

Today, the nineteenth day of November nineteen hundred seventy-nine, there appeared before me, Meester Marie Johan Meijer, Notary of Amsterdam: ----
Mr. David Fraser McTaggart, residing at Astronautenweg 116, Hoorn. ----------
The appearer declared to establish a 'Stichting' that will be governed by the following articles of the by-laws: ----------

NAME AND SEAT

Article 1

The Stichting/* shall be named "Stichting Greenpeace Europa"(Greenpeace Europe) and is registered at Amsterdam. ----------

AIMS

Article 2

1. The aim of the Foundation is the promotion of the conservation of nature.
2. The Foundation will try to achieve this by:
   a. co-ordinating its member-countries in carrying out their objectives assisting them, if necessary, and looking after all their interests in the full meaning of the word.----------
   b. taking on all other tasks in promoting the aim, for example:
      -to attempt to put an end to a given abuse ----------
      -to attempt to save an endangered animal species ----------
      -to organize actions without violence, directed at a given purpose and to help in this way to make basic changes in the human attitude, thus attributing to a greater ecological awareness. ----------
3. The member countries shall be charged for the costs incurred by fulfilling the tasks mentioned under 2a in accordance with the regulation on the division of costs to be laid down by the Board of Trustees. ----------

MEANS

Article 3

The means of the Foundation consist of:
a. the contributions of its countries towards the costs of general administration. ----------
b. donations, subsidies and grants by the government , institutions and others. ----------
c. gifts, appointment as heir, legacies and benefactions.
d. income from investments.
e. profits from other sources. ----------

MEMBER COUNTRIES

Article 4

1. The Foundation has now three members: The Netherlands, France and United Kingdom. ----------
2. A new member of the Foundation is a country, admitted by a decision of the Board of Trustees , that shall be taken by unanimous vote cast in a meeting in which all members of the Board of Trustees are present or represented. ----------
3. Each country shall present a budget and the plans for its national campaigns to the Board of Trustees no later than at least 45 days before the day of the annual meeting of the Board to be held in the month of November of each year. Each country takes the necessary steps to fulfil the aim of the Foundation and shall allow the inspection of all its books and documents by the Board of Trustees or person(s) authorized by the Board.----------
4. The decision to expel a country and forbid its use of the name "Greenpeace" may be taken by the Board of Trustees by a majority of four fifth of the votes cast in a meeting in which all members of the Board are present or represented. ----------

BOARD OF TRUSTEES

Article 5

1. The Foundation is managed by the Board of Trustees .----------
2. The Board of Trustees shall have a chairman and the number of members shall be equal to the number of countries. ----------

* hereafter to be referred to as Foundation.

Each country shall appoint a member to sit on the Board of Trustees. -------
The member of the Board of Trustees need not have the nationality of the country he represents. ----------
The executive-trustee of the Board of Trustees of the Foundation shall be the chief-executive trustee of the Foundation. The executive trustee shall preside as chairperson of the Board at all meetings of the board of Trustees and in the event of a deadlock on the Board shall cast the tie-breaking vote; in all other events the chairman is a non-voting member. ----------
3. The Foundation shall be lawfully bound by the signatures of two members of the Board of Trustees or the signature of one member of the Board, if the latter has been authorized to perform accurately described acts in connection with a particular case of emergency and such authorization shall be found in the minutes of the meeting of the Board of Trsutees, given by a unanimous vote. ----------
4. The members of the Board of Trustees shall also have the power:
a. to select and remove all employees of the Foundation and to prescirbe any powers and duties for them that are consistent with law ----------
b. to change the principal office ----------
c. to make and use a seal ----------
d. to make contracts, to acquire, dispose of encumber registered good, to bind the Foundation as a guarantor or co-debtor, to make the Foundation answerable for a third party or make the Foundation surety for the debt of a third party.----------
e. to control and protect the name "Greenpeace" and the logo. ----------
f. to recommend criteria for the structure and operation of the countries and to advise on the amendment of the by-laws, policy statements and regulations of the countries in order to guarantee that criteria are met. ----------
g. to control and protect funds and other assets of the countries. ---------
h. to authorize a person or persons. ----------
i. to supervise the publications of the countries. ----------
see page 6 -----
5. The following decisions, insofar provisions have not been made by these by-laws, require a meeting of the Board of Trustees:
a. the approval of contracts or transactions in which the executive-trustee has a material or financial interest, either directly or indirectly.---------
b. the indemnification of the executive-trustee. ----------
c. the increasing of the number of countries by admitting a new country, resolved by an unanimous vote.----------
d. the approval of international campaigns, resolved by an unanimous vote. -
e. to expel a country, resolved by a four fifth majority.----------
6. The membership of the Board of Trustees ceases: ----------
a. on the death or the dismissal of a member of the Board of Trustees, by replacement of the member in accordance with the rules given under par. 4 of this article, ----------
b. when the country who has appointed the member is expelled under article 5, par. e of these by-laws. ----------
c. on the withdrawal of a member of which notice in writing is to be given to the executive-trustee, the secretary or the Board of Trustees, stating the date of withdrawal. A country is not allowed to withdraw if this would not leave at least three members on the Board of Trustees. ----------
7. The country whose seat on the Board of Trustees is vacant shall be notified in writing and will appoint a new member to the Board of Trustees within thirty days to fill the vacancy. ----------
Should the country fail to appoint a member, the Board of Trustees will appoint a temporary member until the country has made the appointment.-------
Any branch may replace its appointed member of the Board of Trustees and shall give written notice of replacement to the Board. ----------

8. The members of the Board of Trustees may be reimbursed for expenses as decided by the Board. ----------
9. The Board of Trustees may take decisions without a meeting, but in that case all members are required to cast their votes in writing. ----------
10. Insofar these by-laws of the Foundation have not provided otherwise, the decisions of the Board of Trustees require a four fifth majority. ----------

MEETINGS

Article 7

1. The Board of Trustees shall have a meeting twice á year: on the first Monday of May and the first Monday of November, starting at 13.00 hours. These meetings may be held without notice in any place or outside the Netherlands, determined by the Board of Trustees. If a place has not been mentioned, the meetings will be held in the principal offfice of the Foundation.
2. Apart from these two meetings the Board of Trustees will meet as often as is required by the executive trustee or two members of the Board of Trustees. ----------
These meetings may be held in any place in or outside the Netherlands, that is to be mentioned in the convocation. The convocation shall state place, time and all business to be transacted and each member of the Board of Trustees shall be summoned by: ----------
a. a registered letter, charges prepaid. ----------
b. or notice by telephone, calling the member or a person of whom may be reasonably expected that he will forward the message.----------
c. or a telegram, charges prepaid. ----------
These notices are sent to the address of the member or given by telephone to the number as given by the member.----------
Notice by registered letter should be given at least 15 days before the date of the meeting and notice by telephone and telegram should be given by at least ninety-six hours before the date and hour of the meeting. ----------
3. Any meeting may be held by conference-telephone or a similar means of communication on the condition that all participating members of the Board of Directors can hear eachother and they are considered to be present in person at the meeting. ----------
4. Any member of the Board of Directos may be represented by another member of the Board on written authorization. ----------

MANAGEMENT

Article 8

1. The daily conduct of business is entrusted to an executive-director, an assistant-director,secretary and chief financial officer, the latter three posts being taken up by one person or two persons. The officers of the Foundation shall be chosen by the Board of Trustees. The officers may not members of the Board of any country of the Foundation.----------
2. The officers, with the exception of the persons appointed in accordance with paragraph 3 of this article, will be appointed or dismissed by the Board of Directors, who also determines the terms and conditions of employment. -------
3. The Board of Trustees may authorize the executive director to appoint members of the officers and increase the number as stated in the authorizatio
4. The executive-director shall preside as chairperson of the board. Under the supervision of the Board of Trustees the executive-director supervises the officers with due observance of the rules laid down by the Board of Trustees.----------
5. In the absence of the executive-director, the assistant-director shall perform all duties of the executive-director and, acting in this capacity, he shall have all rights of the executive-director and be restricted in his actions as the executive-director. ----------
6. The secretary shall keep all discussions and decisions in writing in the minutes of the meetings of the Board of Trustees. If necessary, the secreatry shall give notice of all meetings or see that such notice is given. ----------

7. The chief financial officer shall also have the following duties: --------
a. to keep accounts, documents on property and transactions of the Foundatio up to date in a competent and proper manner and keep them in his custody, including the accounts rendered on assets, financial obligations, receipts, outlays, profits, losses, capital and other matters that usually appear in financial records. The books shall be ready for the inspection of any member of the Board of Trustees or a person authorized by them in writing at any reasonable time. ----------
b. to deposit all money and other valuables in the name and to the credit of the Foundation to the place for keeping as indicated by the Board of Trustee to disburse the funds of the Foundation as may be ordered by the Board of Trustees; to render to the executive-trustee, whenever they request it, an account of all transactions as chief financial officer and of the financial condition of the Foundation whenever this is required by the executive-trustee and the members of the Board. ----------
c. The fiscal year will begin on October 1 and end on September 30 of the following year. ----------
d. The chief financial officer shall provide to the Board of Trsutees, and to those countries who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:
a. the assets and liabilities, as of the end of the fiscal year. ----------
b. the principal changes in assets and liabilities during the fiscal year. -
c. the revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, for the fiscal year.----------
d. the expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year. ----------

REGULATIONS

Article 9

1. The Board of Trustees may make additional rules, by regulation, to complement or execute the by-laws, but such rules may not contain provisions in contravention to the articles of the by-laws. ----------
2. The Board of Trustees may amend or complete the regulation with due observance of the provisions of the article. ----------

AMENDMENTS

Article 10

1. The by-laws may only be amended by a decision of the Board of Trustees taken with at least two thirds of the valid votes infavour of such a decisio in a meeting in which all members of the Board of Trustees are present or represented. If the members are not present or represented in full, a second meeting is called and held within four weeks and a decision may then be taken on the proposal as it was presented to the first meeting, irrespective of the number of members present and on the condition that a decision is taken by a majority of two thirds of the cast votes. ----------
2. The aim of the Foundation, as described in article 2, this par. 2 of article 10 and the allocation of a positive balance on liquidation in accordance with par. 2 of article 11 cannot be amended without the consent of or on behalf of the Minister of Finances of the Netherlands. ----------
3. Those by-laws referring to increasing the number of countries, approving international campaigns and removal of countries cannot be amended or repealed by less than the vote specified in those sections for acts or decisions by the Board of Trustees as to those matters. This will also refer to this same paragraph.

DISSOLVEMENT OF THE FOUNDATION

Article 11

1. The Foundation can only be dissolved on a decision of the Board of Trusto taken in accordance with the provisions of par. 1 of article 10.
2. A positive balance on liquidation shall be allocated by the Board of Trustees in a way that corresponds best to the aim of the Foundation. Finall

the appearer declared that the members of the first Board of Trustees shall be:
Mr. A.C. Thornton (United Kingdom) ----------
Mr. R.H. Parmentier (France) ----------
Mr. A.M.A. van Remundt (The Netherlands) ----------
and that he, the appearer, is the chairman. RECORD BEING MADE THEREOF ---------
Done and passed in Amsterdam on the day, month and year as found in the heading of these by-laws.-- ----------
After factual relation of the contents of these by-laws, the appearer declared to have taken note of the contents of these by-laws. and did not want to have it read to him word by word. ----------
Immediately after reading parts of the by-laws , this single copy was signed by the appearer, known to me, the notary, and by me, the notary. ------

PLEASE INSERT:

Article 5

paragraph 4

1. Every member of the Board of Trustees shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Foundation and each country. This inspection by a member of the Board of Trustees may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.