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In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity.

Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

DRAFT

DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION
"Worldskills (International Vocational Training Organisation)"

d.d. 3 May 2004

On ** two thousand four, appears before me, mr. Leo Johannes Willem Marie Schroeder, civil law notary, residing at Amsterdam:

**,

The person appearing declares:

- I. The articles of association of the organisation **("vereniging met volledige rechtsbevoegdheid"): **"Worldskills (International Vocational Training Organisation)"**, with corporate seat at Amsterdam, the Netherlands and with office address at Van Eedenstraat 9, 2012 EL Haarlem, the Netherlands, registered with the Trade Register of the Chamber of Commerce for Amsterdam under number 40539250 (hereinafter referred to as: the **"Organisation"**), were lastly amended by a deed of amendment executed on the twenty second day of November two thousand two before A.J. Hoogendoorn, civil law notary in Haarlem, the Netherlands.
- II. In a meeting held on the tenth day of May two thousand four, the Organisation's General Assembly resolved inter alia to amend the articles of association of the Organisation as mentioned below.
The extract of the minutes of said meeting have been attached to this deed.
- III. The Executive Board of the Organisation has resolved on the ** day of May two thousand four outside a meeting to authorise the person appearing to sign this deed of amendment of the articles of association.
The resolution has been attached to this deed.

The person appearing, acting in said capacity, declares to partially amend hereby the articles of association of the Organisation, laying them down as follows:

I. Article 1 paragraph 2, shall be read as follows:

- 1.2. The Organisation is registered in Amsterdam and is governed by the law of the Netherlands.

II. Article 3 paragraph 3 under 1, shall be read as follows:

- 3.3.1. The Organisation's Officers are:

- the President, elected by the General Assembly;
- [- a Treasurer, appointed by the Executive Board];**
- a Vice-President for Special Affairs, elected by the General Assembly;
- a Vice-President for Strategic Affairs, elected by the General Assembly;
- a Vice-President for Technical Affairs, elected by the General Assembly;
- the Vice-Chairmen of the Standing Committees, elected by the Standing Committee concerned; and
- the Secretary General, appointed by the Executive Board.

III. Article 3 paragraph 3 under 2, shall be read as follows:

- 3.3.2. The President, the Vice-President and the Vice-Chairmen are elected by secret ballot for a term of office of four years. They stand down after their term of office and are eligible for re-election to any position. In case of a vacancy, a new election will be held as soon as possible.

IV. Article 3 paragraph 3 under 3, shall be read as follows:

- 3.3.3. The terms and conditions of service of the Secretary General shall be agreed between the Executive Board and the Secretary General in a contract of employment.

V. Article 3 paragraph 4 under 3, shall be read as follows:

- 3.4.3. All meetings will be convened by letter, fax or email with an indication of the terms to be dealt with at least six weeks before the meeting.

VI. Article 3 paragraph 4 under 4, shall be read as follows:

- 3.4.4. The powers of the General Assembly include inter alia:
- election of the President and the Vice-Presidents of the Organisation;
 - approval of the annual audited accounts;
 - resolutions on reports and proposals from the Executive Board;
 - decisions about future competitions;
 - ratification of the admission of Members;
 - expulsion of Members ;
 - appointment of Honorary Members or an Honorary President;
 - resolutions concerning awards;
 - approval of awards to competitors on proposal of the Technical Committee;
 - approval of the budget and the annual fees;
 - approval of the Standing Orders and the Competition Rules on the proposal of the Executive Board;
 - approval of changes to the Articles of Association on the proposal of the Executive Board;
 - dissolution of the Organisation.

VII. Article 3 paragraph 5 under 3, shall be read as follows:

- 3.5.3. The powers of the Executive Board include inter alia:

[- dealing with administrative and operative issues];

- preparation of the Standing Orders;
- preparation of an operating plan;
- monitoring the quality of the competitions;
- coordination of the Committee meetings;
- discussion of proposals from the Committees;
- coordination of the results from Committee meetings and report to the General Assembly;
- appointment of the Secretary General;
- decisions on special tasks to be undertaken by the members of the Executive Board;
- approval of the Organisation's annual report;
- appointment of a qualified public accountant;

[- appointment of a Treasurer];

- decisions on the annual accounts;
- contacts with other organisations;
- admission of new Members;
- appointment of a Quality Auditor;
- analysis of competition results and possible initiatives for basic training;
- coordination of competition venues and proposals to the General Assembly; and
- establishment of working groups.

VIII. Article 5 paragraph 2, will be read as follows:

5.2. The income of the Organisation includes:

1. membership admission fees;
2. annual membership fees;
3. income from professional services;
4. the sale of technical descriptions, literature, analyses or income from conferences.
5. voluntary donations; and
6. sponsorship contributions.

Final provisions:

The person appearing is known to me, civil law notary, and the identity of the person appearing mentioned in this deed has been determined by me, civil law notary, by means of the relevant document mentioned hereinbefore.

This deed has been executed at Amsterdam on the date mentioned at the head of this deed.

The contents of this deed have been stated and explained to the person appearing by me, civil law notary.

Furthermore the consequences of this deed have been pointed out to the person

appearing. The person appearing declared to have in good time taken cognizance of the contents of this deed and to agree with the contents.

Thereupon, after a limited part of this deed had been read out, it has been signed by the person appearing and by me, civil law notary at