

INCORPORATION OF

EUROPEAN FOUNDATION CENTRE/ CENTRE EUROPÉEN DES FONDATIONS INTERNATIONAL NON-PROFIT ASSOCIATION

AT 1000 BRUSSELS, RUE ROYALE 94.

This 14th day of March 1995, the international association hereafter named is incorporated.

A. ARTICLES OF ASSOCIATION

1. NAME, REGISTERED OFFICE, PURPOSE

Article I.

An international non-profit association has been established under the name of “European Foundation Centre/Centre Européen des Fondations”, abbreviated as “EFC” (hereafter “Association”). The French and English names of the Association may be used separately and the Association shall be commonly referred to as the European Foundation Centre. English shall be the working language of the Association.

This Association is governed by the articles of Title III of the Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, taking into account future modifications.

Article II

The Association’s registered office shall be located in Belgium. The Association’s registered office is presently at 94, rue Royale, 1000 Brussels.

The registered office may be transferred to anywhere in Belgium by decision of the Governing Council if this is published in the Annexes of the Moniteur belge and filed with the clerk’s office of the Commercial Court of the judicial district in which the Association’s registered office is located within the month of the decision. The Governing Council may set up administrative offices both in Belgium and abroad.

EUROPEAN FOUNDATION CENTRE, AISBL

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Article III

The Association pursues the following not-for-profit purpose: The promotion and the development of foundations and corporate citizenship in Europe and internationally.

The Association may undertake, alone or in collaboration with third parties, directly or indirectly, all activities directly or indirectly related to its purpose. In particular and to pursue its purpose, the Association may undertake among others the following activities:

- represent the interests of independent funders at the level of the European Union and its constituent organisations, the Council of Europe, UNESCO, and other international and supranational institutions and organisations,
- provide a public record and establish an information service on foundations and corporate funders active in Europe,
- provide independent funders with a platform for exchanges of expertise on the development of joint projects at regional, European and global levels and promote best practice networking via meetings, conferences, workshops and study visits,
- develop information exchanges on cross-frontier policy and operational issues, and provide independent funders with European-level legal and fiscal guidance,
- encourage and assist in the establishment of new foundations and other philanthropic activities,
- host (either internally via an appropriate platform or by means of a separate legal entity created or sponsored by the Association) initiatives, projects or organisations under the legal and fiscal responsibility of the Association and administer such hosted initiatives, projects or organisations, including but not limited to, employing staff servicing such initiatives, projects or organisations,
- create separate legal entities to develop other types of activities.

2. MEMBERS

Article IV

The Association's membership shall consist of at least three (3) legal entities, which shall be established in accordance with the laws and customs of their country of origin.

Each member, shall designate one person as its representative and may designate an alternative representative, who will act in the representative's absence, to act on its behalf in connection with the Association's matters, including but not limited to participating and voting at meetings of the General Assembly, and if applicable, of the Governing Council and of the Management Committee. Each Member shall be

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entitled to replace said representative or alternate at its sole discretion by simply notifying the Association in writing.

Article V

Membership shall be open to: individual grantmaking and operational funders; European foundations, trusts and corporate citizenship programmes; and global funders with their own fund or regular source of income which operate or plan to develop European funding programmes and initiatives.

The admission of new members shall be approved by the Management Committee of the Association in accordance with the Internal Rules of the Association. All the members of the Association must meet the criteria mentioned in the preceding paragraph.

Only members who have paid all amounts owed to the Association, including membership dues, may vote at meetings of the General Assembly. Each member of the Association shall have one vote.

Membership shall be terminated:

- upon a member's resignation, or dissolution; Members are free to resign at any moment by addressing their request to the Association in writing.
- after a decision taken by the Governing Council by a two-thirds majority vote on the basis of a member's conduct that is deemed by the Governing Council to be capable of causing prejudice to the Association's reputation and good standing; the exclusion of members of the Association may be proposed by the Management Committee after having given the member the possibility to defend itself and has to be confirmed by the Governing Council with a majority of two thirds.
- if the membership dues are not paid by a member after it receives due notice from the Association.

Any member who ceases to belong to the Association, shall forfeit all rights to the Association's assets.

Article VI

Members of the Association shall pay annual membership dues to the Association, the amount of which shall be determined by the General Assembly upon recommendation of the Governing Council in accordance with the Internal Rules of the Association.

3. GENERAL ASSEMBLY

Article VII

The General Assembly shall have the broadest powers enabling the Association to achieve its purpose.

The General Assembly shall be composed of all the Members of the Association.

In particular, the General Assembly shall have exclusive authority to:

- amend these Articles of Association,
- approve the budget and accounts,
- appoint and remove members of the Governing Council,
- appoint and remove the Chair, Vice Chair and Treasurer and the other four members of the Management Committee,
- dissolve and liquidate the Association.

Article VIII

The General Assembly shall meet at least once a year, either at the Association's registered office, or at any other place in Europe mentioned in the notice of the meeting signed by the Chair, or in her/his name, and sent by letter, fax or electronically or any other means of communication at least two weeks prior to the date set for the meeting and containing the agenda.

An extraordinary meeting of the General Assembly may also be convened whenever the interests of the Association so require and upon written request of one-quarter of the Members of the Association.

Members of the Association may be represented by proxy, who must also be a Member of the Association, at a meeting of the General Assembly. No member may represent more than three (3) others. All proxy instruments shall be presented to the Chair before the opening of the meeting.

The representation of Members of the Association by a third party holding an unlimited number of proxies is nevertheless authorized, but only in case of a General Assembly having to decide on modifications to the statutes which must be recorded in a notarial deed and for this decision only. In such case, each third party has the right to hold an unlimited number of proxies, provided that the General Assembly must always be composed of at least two persons who are physically present.

All meetings of the General Assembly shall be presided over by the Chair, or on her/his absence, by the Vice-Chair, or in her/his absence, by the Treasurer.

Article IX

The General Assembly may only validly deliberate if one-half of the members of the Association are present or represented.

Except as otherwise provided in these Articles of Association, all resolutions shall be adopted by a simple majority of votes cast by the General Assembly. In case of a tie vote, the Chair of the meeting shall have the deciding vote. All resolutions shall be made known to all members of the Association.

Unless otherwise unanimously agreed upon, the General Assembly may only discuss matters mentioned in the Agenda.

Article X

Resolutions adopted by the General Assembly shall be recorded in a register signed by the Chair and kept by the Secretary of the Governing Council at the disposal of the members of the Association.

4. GOVERNING COUNCIL

Article XI

The Association shall be governed by a Governing Council consisting of at least fourteen (14) and a maximum of thirty (30) members of the Association (legal entities) appointed for a period of three (3) years, which may be renewable once. After a one (1)-year break, legal entities are eligible for election to the Governing Council again.

The members of the Governing Council shall be appointed by simple majority vote of the General Assembly present or represented in accordance with the procedures set forth in the Internal Rules of Association.

Outgoing members of the Governing Council shall remain in office as long as the General Assembly has not filled the vacancy.

If the seat of a member of the Governing Council becomes vacant before the expiration of its term, the remaining members of the Governing Council may temporarily fill such vacancy until a new member of the Governing Council is appointed by the General Assembly. The appointment of a new member of the

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Governing Council shall be put on the agenda of the next meeting of the General Assembly.

Any member of the Governing Council so appointed by the General Assembly shall hold office for the unexpired term of the member that he replaces.

Members of the Governing Council may be dismissed by the General Assembly with a two-thirds majority vote of the members of the Association present or represented. If a member of the Governing Council is absent for more than three (3) consecutive meetings the position in the Governing Council comes to an end.

Article XII

The Director of the Association, as defined in article XIX herein, shall act as Secretary of the Governing Council for the duration of her/his term as Director.

Article XIII

The Governing Council shall meet at least once a year and shall be convened by notice by the Chair. The notice shall be transmitted by letter, fax or electronically or any other means of communication.

The Governing Council may validly deliberate only if at least one-half of its members are present or represented. Members of the Governing Council may be represented by a proxy, who must also be a member of the Governing Council, at a meeting of the Governing Council. No member may represent more than three (3) others.

All meetings of the Governing Council shall be presided over by the Chair, or in her/his absence, by the Vice-Chair, or in her/his absence, by the Treasurer.

The resolutions of the Governing Council shall be adopted by a simple majority of the votes cast by the members present or represented.

In case of a tie vote, the Chair shall have the deciding vote.

Article XIV

The Governing Council's resolutions shall be recorded in a register signed by the Chair and kept by the Secretary at the disposal of the Members of the Association.

Article XV

The Governing Council shall have the ultimate powers of strategic development and strategic decision making for the Association, subject to the powers reserved to the

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General Assembly. The Governing Council may delegate some of its powers for specified purposes to one or several persons, who need not be a member of the Governing Council.

Article XVI

Any transaction binding the Association shall be signed by two members of the Governing Council acting jointly, by one member of the Governing Council and the Director of the Association acting jointly, or by the Director of the Association acting alone, if within the scope of her/his authority, which persons need not offer proof of their authority to third parties.

All acts related to the nomination, dismissal or stepping down of a person who represents the international non-profit association, established in accordance with the law, are to be filed with the clerk's office of the Commercial Court of the judicial district in which the Association's registered office is located, and to be published, at the expense of the association, in the Annex of the Moniteur belge.

Article XVII

Legal action involving the Association, both as plaintiff and as defendant, shall be taken by the Governing Council, represented by the Chair or by a member appointed for such purpose.

5. MANAGEMENT COMMITTEE

Article XVIII

The Annual General Assembly shall elect a Management Committee composed of seven (7) individuals representing members of the Governing Council, including the Chair, the Vice-Chair, and the Treasurer of the Association and four additional individuals representing members of the Governing Council for a period, unless otherwise expressly provided at the time of such election, of three (3) years in accordance with the procedures set out in the Internal Rules of Association. The Chair may not be re-elected to the same office but may serve one other consecutive term in another capacity on the Management Committee. Other members of the Management Committee may serve for two (2) consecutive terms in any of the offices. After a three (3)-year break, individuals are eligible for election to the Management Committee again. The Director of the Association, as defined in article XIX herein, shall act as Secretary of the Management Committee for the duration her/his terms as Director.

If the seat of a member of the Management Committee becomes vacant before the expiration of its term, members of the Governing Council may temporarily fill such vacancy until a new member of the Management Committee is appointed by the General Assembly.

Members of the Management Committee may be dismissed by the General Assembly with a two-thirds majority vote of the Members of the Association present or represented. If a member of the Management Committee is absent for more than three (3) consecutive meetings the position in the Management Committee comes to an end.

The Governing Council shall delegate to the Management Committee the authority to take decisions concerning operational and urgent matters that cannot wait to be handled by the full Governing Council and decisions implementing resolutions adopted by the full Governing Council.

The Management Committee may validly deliberate only if at least four (4) of its members are present or represented. Members of the Management Committee may be represented by a proxy, who must also be a member of the Management Committee. No member may represent more than one (1) other member.

The decisions of the Management Committee shall be taken by at least four (4) members. All transactions entered into by the Management Committee shall be effected in accordance with Article XVI herein.

The Management Committee's decisions shall be recorded in a register signed by the Chair and kept by the Secretary at the disposal of the Members of the Association.

6. DIRECTOR

Article XIX

The Governing Council shall appoint a Director who shall be the *ex officio* Secretary of the Governing Council. He/she may be dismissed by the Governing Council in accordance with the terms of her/his contract with the Association.

The Director shall be responsible for the administrative functions of the Association and shall conduct the daily management of the Association. Unless otherwise instructed by the Chair, he/she shall attend and participate at any meeting of the General Assembly, the Governing Council, and the Management Committee in an advisory capacity, but shall not vote.

He/she shall act on the authority and instructions of the Governing Council and shall consult with the Chair between meetings, as necessary.

The Director of the Association shall also be the secretary of meetings of the General Assembly.

7. BUDGET, ACCOUNTS AND FINANCE

Article XX

The financial year shall begin on January 1st and end on December 31st of every year. The Governing Council shall every year submit the accounts for the previous year, after they have been audited by a registered accountant, and the budget for the coming financial year to the General Assembly for its approval.

The annual accounts shall be filed with the clerk's office of the Commercial Court of the judicial district in which the Association's registered office is located.

8. AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

Article XXI

Without prejudice to articles 50.3, 55 and 56 of the Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, any proposal to amend these Articles of Association or to dissolve the Association must emanate from the Governing Council or from two-thirds of the Members of the Association.

In the event of such a proposal, the Governing Council shall inform the Members of the Association thereof, at least three (3) months before the date on which the General Assembly shall meet to discuss said proposal.

The General Assembly may only validly deliberate on such a proposal if two-thirds of the Members of the Association are present or represented. A resolution shall be adopted if approved by a two-thirds majority of the votes cast by the Members of the Association.

If, however, the above-mentioned quorum of two-thirds of the Members of the Association is not reached, a new meeting of the General Assembly may be convened under the same conditions as mentioned above, at which the General

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Assembly shall decide validly and definitively on the proposal, by a two-thirds majority of the Members of the Association present or represented, irrespective of the number of such members present or represented. In case the revision of statutes requires recording by a notary according to Belgian law, the first General Assembly, which did not reach the required two third attendance quorum of Members does not require recording by a notary.

The amendment to these Articles of Association shall only be effective after approval of the competent authority according to article 50.3 of the law and after required publication in the Annex of the Moniteur belge, as provided in article 51.3 of the law.

The General Assembly shall determine the conditions and procedure for dissolving and winding up the Association.

All funds of the Association shall be dedicated to its purpose, as described in Article III. In the event of dissolution, the Association's assets shall be disposed of exclusively to or for the benefit of an organisation or organisations established and operated exclusively for charitable, educational or scientific purposes.

No part of such assets, income, profits, or net earnings of the Association shall enure to the benefit of any officer, employee, agent, trustee, director or other person except as reasonable compensation for services rendered to the Association in relation to its purpose.

In no event shall the Association accept a donation that would revert or have a value, which would revert to the donor or her/his designee.

9. INTERNAL RULES

Article XXII

The Governing Council may decide by a simple majority vote, taken in accordance with Article XIII of these Articles of Association, to establish, amend, or abolish all or part of the Internal Rules of the Association.

10. GENERAL PROVISIONS

Article XXIII

Any item not provided in these Articles of Association, and in particular in the publications to be made in the Annexes to the Official Belgian Gazette, shall be resolved in accordance with the law.