

## *Constitution*

# **AFRICAN UNION and FRIENDS of AFRICA in DIASPORA (AUFAD)**

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APPENDIX 1 - OVERVIEW OF DECISION REQUIREMENTS

## ARTICLE 1: TITLE OF THE ASSOCIATION - OFFICIAL ADDRESS

1. An "Association International" / "Internationale Vereinigung" titled "AUFAD" ("A body of people and associations with humanist tendencies that cut across cultural, religious and racial background, with special emphacies on Africa.) with educational, health and povertial objectives is hereby formed, hereinafter referred to as "the Association, body and union" or "AUFAD".

2. The official address of the Association is  
AUFAD e.V.  
Würzburger Str. 91  
97209 Veitshöchheim  
Germany.

3. The official address may be transferred to another address upon a two-thirds majority decision of the Assembly. The Board shall take the necessary steps to have such transfer published in newspapers or and through electronic communication to all members.

4. Branch offices may be established in other Member States of the European Community or another country upon a two-thirds majority decision of the Assembly.

5. All official documents of AUFAD (letters, order forms, etc.) must indicate legibly the Association's name, and the Association's official address.

6. All internal documents and all letters issued by the Association shall be drawn up in English OR German.

## ARTICLE 2: OBJECTIVES

1. The purpose of the Association is the organisation of its members in an international network in order to facilitate their functioning, the exchange of information, the provision of services as well as the undertaking of research and development. The Association's activities respect the autonomy of its members. The Association has no commercial purpose, nor a speculative one.

2. The Association shall pursue its objectives by all legally appropriate ways and specifically by the following means:

a. exchanging information between its members concerning research and development programm;

b. promoting research and dissemination of information concerning its objectives and especially development of educational and health methods;

c. rendering services, n? technical support and assistance on humanitarian assistance methods to its members;

d. preparing and submitting proposals and candidatures to the institutions of the European Communities, Africa countries, to other international organizations or to the governments of European countries, concerning the undertaking of programmes relevant to the Association's objectives either by the Association itself or by one or more of its members;

- e. promoting contacts on an European level;
- f. promoting service exchange between members;
- g. elaboration of studies and proposals regarding the improvement of work methods and marketing tactics of its members;
- h. gathering and keeping up-to-date knowledge of programmes, proposals, proclamations and decisions relevant to the Association's objectives and supplying its members with this knowledge;
- i. collaboration with national and international research centres, institutes or organizations of the same or relevant scientific field, or with the scientific services of relevant national or international organizations or even with individuals;
- j. collecting relevant documents and other materials and creating a library and archives;
- k. furnishing and supplying the necessary technological equipment, elaborating and accomplishing short-term or long-term research programmes, organizing seminars and conferences and publication of issues relevant to the Association's objectives;
- l. informing its members upon any other subject relevant to the Association's objectives;
- m. further educating those interested in subjects relevant to the Association's objectives;
- n. participating in international organizations with similar objectives.

### ARTICLE 3: DURATION

The Association has been formed for an unlimited duration.

### ARTICLE 4: MEMBERS

1. Legal bodies with objectives relevant to those of the Association prescribed in article 2, which have their central administration or official address within Europe and Africa may become Members of the Association.
2. The founding Members of the Association are the legal bodies listed above.
3. Membership of the Association shall be granted by a unanimous decision of the Assembly, upon receipt of a request for membership submitted in writing to the Board.

The relevant decision of the Assembly shall also determine the new member's contribution to the Association's capital, as well as the latter's equivalent increase.

4. The new members are bound not only to the Articles of Association, but also by past decisions and agreements of the Association, as subsequently modified.
5. Membership shall cease:
  - a. upon resignation by the member.

b. upon termination by the Association in accordance with subparagraph 8 of this Article;

c. winding-up or bankruptcy of the member;

6. Resignation of membership may take place at any time by registered mail, submitted in writing to the Board. The notice period of resignation shall be at least six months. The resignation shall become effective at the end of the fiscal year.

7. A proposal to terminate membership may be submitted to the Assembly by the Board when a member has ceased to comply with the requirements laid down in these Articles of Association, or when a member does not meet his obligations with regard to the Association. After the member has presented its opinion on the Board's proposal to the Assembly, the proposal can be accepted by unanimous decision of all other members present or represented in the Assembly. Termination of membership by the Association becomes effective at the end of the fiscal year.

8. Termination of membership does not entitle the member to reimbursements of any dues or contributions paid prior to the date of termination. If a membership is terminated before the last month of a financial year, he shall be liable to pay a pro rata share of the annual dues and contributions for the above-described period.

9. Termination of membership causes the immediate termination of all functions that the representative of that member may hold within institutional bodies of the Association.

#### ARTICLE 5: RIGHTS AND OBLIGATIONS OF MEMBERS

1. Every member shall act in accordance with the terms of the present Articles of Association and in a way which furthers the Association's collaboration with its members.

2. The members of the Association may use the title "Member of African Union and Friends of Africa in Diaspora" or "Member of AUFAD".

3. The members of the Association have the right to request their replacement in the Association by another legal body with which they become incorporated or which became their legal successor. Their replacement is regarded as a new member's official entrance and is subject to unanimous approval of the members of the Association, in accordance with Article 4

#### ARTICLE 6: ASSOCIATION'S CAPITAL - PROPERTY

1. The Association's property comprises every asset which the Association acquires after its formation and in particular:

a. contributions of its members in cash or in kind;

b. income from the provision of its services;

c. donations, inheritances, legacies and other allowances;

d. interest of its accounts in banks or other credit institutions;

e. revenues of its property;

f. commission received for its intermediation in finding profitable opportunities for its members.

## ARTICLE 7: THE ASSOCIATION'S INSTITUTIONAL BODIES

The institutional bodies of the Association are the members acting collectively (the Assembly) and the Board.

## ARTICLE 8: ASSEMBLY'S COMPOSITION AND CONVOCATION

1. The Assembly is composed of all members of the Association, each member being represented by a natural person, appointed in writing by that member to represent it. Every member reserves the right to recall his representative at any time. Each member has one vote in the Assembly.

2. The Assembly is normally convened every three months through its formative stage for a regular meeting.

However, the regular meeting of the Assembly may be cancelled every six months, if two-thirds of all the Assn?embly's members grant their approval in writing to a proposal by the Board to cancel the Assembly. A proposal to cancel a regular Assembly meeting can be sent by the Board to the Assembly's members following the closing of the previous fiscal year. This proposal must comprise the Annual Report, so that each Member's approval of the Board's proposal to cancel the regular Assembly meeting necessarily includes an approval of the house.

3. The Assembly may also be convened in a non-scheduled extraordinary session when it is so decided by the Board or it is so requested in writing by a quarter of the members. In this latter case, the Board must convene the Assembly within a thirty-day period following the reception of the respective application.

4. The convocations for the meeting of the Assembly are communicated by the Board in writing to the official addresses of the members. The communication of the convocation must take place at least twenty-one full days before the meeting of the Assembly. The convocation must indicate the place, the time and day of the Assembly's meeting as well as the items on the agenda.

5. Until eight days before the meeting of the Assembly, every member has the right to add new items to the agenda. The agenda including items added by member shall be communicated by the Board to the members at least three days before the Assembly's meeting.

The Annual Report of the Association's Proceedings, which comprises its annual financial report as well as the planning and the budget for the following fiscal year, is attached to the invitation for the regular meeting of n?the Assembly called for in subparagraph 2.

6. A quorum in the Assembly is deemed to be present when at least a third of its members are present or represented.

7. A member may authorize another member in writing to represent it in the meeting and vote on its behalf.

8. Unless otherwise provided for by the Articles of Association, decisions upon every matter are taken by the absolute majority of the members present or represented in the Assembly meeting.

9. When all members agree, the Assembly may be convened without observing the procedure

provided for in paragraphs 3, 4 and 5 of the present article.

10. When all members are present or represented and there is no objection, a valid decision can be taken upon all issues raised in the meeting, even upon an item of the Assembly's competence not specifically included in that meeting's agenda.

11. A summary of the Assembly's discussions and decisions will be recorded on a special minute-book and signed by the President and the Secretary.

12. The Assembly can take binding decisions even without the physical presence of their representatives in the meeting, but simply by sending a written answer on precise matters upon which the opinion of the members was called by the Board.

13. The Assembly shall be chaired by the President, or, in his absence, by a member of the Board chosen by the members present.

## ARTICLE 9: ASSEMBLY'S COMPETENCES

1. The Assembly has the sole power to decide upon the following subjects:

- a. modification of the Articles of Association;
- b. the election and recall of the Board members and of a liquidator;
- c. termination of membership and the admission of new members;
- d. participation of the Association in another legal body or joint venture;
- e. the approval of the planning, of the annual report and balance and of the annual report of proceedings;
- f. determine or change the seat of the Association and the institutions of the Association, and to establish branch offices in other Member States of the European Community of any other country and Africa.
- g. winding up of the Association;

2. The decision referred to in subparagraph 1, under a, b, e and g require a majority of two thirds of the members present or represented in the Assembly's meeting. The decisions referred to under c and d require a unanimous decision of the members present or represented in the Assembly's meeting. The decision referred to under g. requires a decision of two thirds of all the Association's members.

3. A member cannot exercise its voting right for decisions concerning the termination of that member's membership or claims in a court of justice against that member relating to the Association's claims for compensation deriving from acts or omissions of the member during its formation and function.

## ARTICLE 10: THE BOARD

1. The Board is composed of three natural persons who are appointed as representatives of the respective members. Board members are elected from amongst the representatives of the members of the Assembly. No member may be represented on the Board by more than one person. One of the Board members shall have a valid European Union passport.

The Board shall comprise a President, a Secretary and a Treasurer, each of whom shall be elected in function.

The Assembly may decide that two additional Vice-Presidents will participate in the Board, thus increasing the number of the Board's members to five.

One of the members of the Board shall have the German nationality.

The Past President continues as a member of the board without vote for another term.

2. All Board members are elected at the same time, for a three-year term, according to the procedure set out in subparagraph 3.

3. Members of the Board shall be elected by a majority of two thirds (2/3) of the members present or represented in a meeting of the Assembly.

Prior to the election, every interested member may appoint a candidate for one of the available functions on the Board.

The list of candidates must be communicated to the members of the Association at least twenty-one days before the Assembly's date of convocation; according to the notification procedure of the agenda. The elected President cannot be replaced as such during his/her term by a representative of that organisation.

Every Board member may be re-elected for an indefinite number of times.

## ARTICLE 11: COMPETENCE OF THE BOARD

1. The Board shall conduct the day-to-day management of the Association.

2. The Board shall prepare the Association's economic report and balance, the annual planning and budget, register the Association's property, call the Assembly and prepare its agenda.

3. The Board has the authority to decide upon every matter which does not expressly belong to the competences of another institutional body.

4. The Board may decide to delegate competence for certain issues to the President and determine the terms and conditions for such delegation.

5. The Board may meet at all times upon an? convocation communicated to all Board member by the President or the Secretary at least eight (8) days before the date of that meeting.

A Board member may authorize another Board member in writing to represent it in the Board meeting and vote on its behalf. A Board member may represent at the most two other Board members.

The quorum for meetings of the Board shall be met if three of its members are present or represented.

Except as provided in the following subparagraphs, all decisions of the Board shall be taken by simple majority of its members.

The Board meeting shall be chaired by the President, or, in his absence, by a member of the Board chosen by the members present.

The Board can take binding decisions even without the physical present of the Board members in a Board meeting, simply by each Board member sending a written answer on precise matters upon which the opinion of the members was called by the Board.

6. The President represents the Association, signs all correspondence on behalf of the Association and is authorized to conclude agreements on behalf of the Association, taking into account subparagraph 7 of this article.

7. The conclusion of contracts as mentioned below, under a, b, c, requires the signature of both the President and one other Board member:

a. agreements representing a financial value of more than 20,000 EURO or US-Dollars;

b. collaboration contracts with third parties;

c. contracts of employment and contracts whereby a specific task is assigned to a non-member of the Association.

8. The President represents the Association with regard to every natural person or legal body governed by public or private law, before any court of law or authority and executes the decisions of the Association's competent bodies.

9. If a member of the Board is unable to exercise his/her duties for a period of time exceeding three months, the remaining members of the Board shall decide on the temporary substitution of that Board member's functions by one of the Board's members.

10. In case that the President withdraws or is unable to fulfil his/her duties, the Board elects one of its members as the new President.

11. The Board may appoint any third person (whether or not this person is a member's representative) for the accomplishment of a particular duty within its competences concerning the Association's representation or its management.

## ARTICLE 12: WINDING UP AND LIQUIDATION

1. The Association is not considered to be wound up in case of winding-up, bankruptcy or resignation of one or several of its members but continues to exist between the rest of its members.

2. The Association may be wound up by a decision of the Assembly taken by the majority of two



thirds of all its members. The disposal and distribution of its assets is determined by the Assembly.

3. The winding up of the Association entails its liquidation. The accomplishment of the liquidation takes place by a liquidator especially appointed by a decision of the Assembly.

#### ARTICLE 13: FISCAL YEAR AND BOOKKEEPING

1. The fiscal year starts on the first of January and ends on the thirty-first of December. The first fiscal year ends on the 31st of December 2006.

2. The Board shall keep the books provided for by the law. More particularly:

a. the Secretary shall keep a minute-book containing the records of the Assembly meetings;

b. the Treasurer shall keep financial books which enable the determination of the Association's rights and obligations at all times.

3. The Board may decide to keep other books which it considers necessary for a better supervision of the Association's function and for the accomplishment of its objectives.

#### ARTICLE 14: ARBITRATION

1. In case of a dispute between the Association and one of its members or between two or more members, a friendly settlement of the dispute is sought.

2. If the dispute cannot be settled in a friendly manner within a period of time of thirty days upon notification of the dispute to the President, the dispute shall be submitted to an arbitration committee. Each member concerned by the dispute appoints an arbitrator. The Association also appoints an arbitrator. If the number of arbitrators should be even, the Association appoints a second arbitrator. The decision of the arbitration shall be laid down in writing and shall be obligatory and binding for all parties.

#### ARTICLE 15: ARTICLES OF ASSOCIATION AMENDMENT

1. Without prejudice to this original constitution, proposals to amend the Articles of Association may be submitted to the Assembly by the Board or by one-third of the members of the Association.

2. The Assembly may only discuss and vote on a proposal as referred to in the previous subparagraph if two thirds of the members are present or represented. If this quorum is not assembled, a new meeting of the Assembly may be scheduled under the same conditions, during which new meeting the proposal shall be definitively and finally decided upon.

3. All decisions regarding the amendment of the Articles of Association shall require a majority of two thirds of the members present or represented in the Assembly's meeting. However, a unanimous decision by all members present or represented in the Assembly shall be required to:

n?

a. alter the objects of the Association;

- b. alter the number of votes allotted to members;
  - c. alter the conditions for taking decisions;
  - d. alter the contribution by every member, or by a number of members, to the Association's finances.
4. Amendments to the Articles of Association shall not take effect until confirmed by Royal Decree, in this case, by the general house.

#### ARTICLE 16: BY-LAWS

The Assembly can adopt by-laws. The by-laws may not be contrary to law, even when the law does not comprise obligatory provisions, nor be contrary to the Articles of Association.

#### ARTICLE 17

All the subjects not governed by these Articles of Association an, notably, all publications to be placed in Annexis shall be conducted in accordance with the relevant statutory provisions.

Signed on the 29th April 2004  
by the duly authorized representatives of the legal body

#### APPENDIX 1 - OVERVIEW OF DECISION REQUIREMENTS

For clarity's sake this overview summarizes the requirements for all decisions of the Assembly's institutions. Reference is made to the relevant provisions of the Articles of Association. In case of conflict between the following paragraphs and any other Article, that other Article shall take preference over the following paragraphs.

1. The Board has the authority to decide upon every matter which does not expressly belong to the competences of another institutional body, in accordance with Article 11.
2. The Assembly has the sole power to decide upon the subjects referred to in Article 9, subparagraph 1. These subjects are decided upon by absolute majority, unless any of the Articles states otherwise.
3. The Assmby has the sole power to decide upon the following subjects by a majority of two thirds of all members present or represented in the Assembly meeting:
  - a) modification of the Articles of Association, as referred to in Article 9, subparagraph 1, under a., and Article 15, subparagraph 1.

b) the election and recall of the Board member and of a liquidator, as referred to in Article 9, subparagraph 1, under b.

c) participation of the Assembly in another legal body or joint venture, as referred to in Article 9, subparagraph 1, under e.

d) a change of the seat of the Association and the institutions of the Association, and the establishment of branch offices in other Member States of the European Community or other countries, as referred to in Article 1, subparagraphs 3 and 4, and Article 9, subparagraph 1, under g.

4. The following subjects require a unanimous decision by the Assembly:

a) termination of membership and the admission of new members, as referred to in Article 4, subparagraph 4, and Article 9, subparagraph 1, under c.

b) the determination of member's regular and extraordinary contribution fees, as referred to in Article 9, subparagraph 1, under d.

c) to alter the objects of the Association, as referred to in Article 15, subparagraph 3, under a.

d) to alter the number of votes allotted to members, as referred to in Article 15, subparagraph 3, under b.

e) to alter the conditions for the taking of decisions (as referred to in Article 15, subparagraph 3, under c.

f) to alter the contribution by every member, or by some members, to the Association's financing (as referred to in Article 15, subparagraph 3, under d.

5. The following subjects require the approval of two thirds of all the Association's members:

a) a decision to cancel a general Assembly meeting, in accordance with Article 8, subparagraph 2;

b) a decision to wind up the Association, as referred to in Article 9, subparagraph 1, under k.

6. The following subject requires the approval of all the Association's members:

a. convening the Assembly according to Article 8, subparagraph 9, without observing the procedure provided for in Article 8, subparagraphs 3, 4 and 5.

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ARTICLE 1: TITLE OF THE ASSOCIATION - OFFICIAL ADDRESS

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c. rendering services, n? technical support and assistance on humanitarian assistance methods to its members;

d. preparing and submitting proposals and candidatures to the institutions of the European Communities, Africa countries, to other international organizations or to the governments of European countries, concerning the undertaking of programmes relevant to the Association's objectives either by the Association itself or by one or more of its members;

e. promoting contacts on an European level;

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- g. elaboration of studies and proposals regarding the improvement of work methods and marketing tactics of its members;
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- i. collaboration with national and international research centres, institutes or organizations of the same or relevant scientific field, or with the scientific services of relevant national or international organizations or even with individuals;
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5. Membership shall cease:
  - a. upon resignation by the member.
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f. determine or change the seat of the Association and the institutions of the Association, and to establish branch offices in other Member States of the European Community of any other country and Africa.

g. winding up of the Association;

2. The decision referred to in subparagraph 1, under a, b, e and g require a majority of two thirds of the members present or represented in the Assembly's meeting. The decisions referred to under c and d require a unanimous decision of the members present or represented in the Assembly's meeting. The decision referred to under g. requires a decision of two thirds of all the Association's members.

3. A member cannot exercise its voting right for decisions concerning the termination of that member's membership or claims in a court of justice against that member relating to the Association's claims for compensation deriving from acts or omissions of the member during its formation and function.

#### ARTICLE 10: THE BOARD

1. The Board is composed of three natural persons who are appointed as representatives of the respective members. Board members are elected from amongst the representatives of the members of the Assembly. No member may be represented on the Board by more than one person. One of the

Board members shall have a valid European Union passport.

The Board shall comprise a President, a Secretary and a Treasurer, each of whom shall be elected in function.

The Assembly may decide that two additional Vice-Presidents will participate in the Board, thus increasing the number of the Board's members to five.

One of the members of the Board shall have the German nationality.

The Past President continues as a member of the board without vote for another term.

2. All Board members are elected at the same time, for a three-year term, according to the procedure set out in subparagraph 3.

3. Members of the Board shall be elected by a majority of two thirds (2/3) of the members present or represented in a meeting of the Assembly.

Prior to the election, every interested member may appoint a candidate for one of the available functions on the Board.

The list of candidates must be communicated to the members of the Association at least twenty-one days before the Assembly's date of convocation; according to the notification procedure of the agenda. The elected President cannot be replaced as such during his/her term by a representative of that organisation.

Every Board member may be re-elected for an indefinite number of times.

#### ARTICLE 11: COMPETENCE OF THE BOARD

1. The Board shall conduct the day-to-day management of the Association.

2. The Board shall prepare the Association's economic report and balance, the annual planning and budget, register the Association's property, call the Assembly and prepare its agenda.

3. The Board has the authority to decide upon every matter which does not expressly belong to the competences of another institutional body.

4. The Board may decide to delegate competence for certain issues to the President and determine the terms and conditions for such delegation.

5. The Board may meet at all times upon an convocation communicated to all Board member by the President or the Secretary at least eight (8) days before the date of that meeting.

A Board member may authorize another Board member in writing to represent it in the Board meeting and vote on its behalf. A Board member may represent at the most two other Board members.

The quorum for meetings of the Board shall be met if three of its members are present or represented.

Except as provided in the following subparagraphs, all decisions of the Board shall be taken by simple majority of its members.

The Board meeting shall be chaired by the President, or, in his absence, by a member of the Board chosen by the members present.

The Board can take binding decisions even without the physical present of the Board members in a Board meeting, simply by each Board member sending a written answer on precise matters upon which the opinion of the members was called by the Board.

6. The President represents the Association, signs all correspondence on behalf of the Association and is authorized to conclude agreements on behalf of the Association, taking into account subparagraph 7 of this article.

7. The conclusion of contracts as mentioned below, under a, b, c, requires the signature of both the President and one other Board member:

a. agreements representing a financial value of more than 20,000 EURO or US-Dollars;

b. collaboration contracts with third parties;

c. contracts of employment and contracts whereby a specific task is assigned to a non-member of the Association.

8. The President represents the Association with regard to every natural person or legal body governed by public or private law, before any court of law or authority and executes the decisions of the Association's competent bodies.

9. If a member of the Board is unable to exercise his/her duties for a period of time exceeding three months, the remaining members of the Board shall decide on the temporary substitution of that Board member's functions by one of the Board's members.

10. In case that the President withdraws or is unable to fulfil his/her duties, the Board elects one of its members as the new President.

11. The Board may appoint any third person (whether or not this person is a member's representative) for the accomplishment of a particular duty within its competences concerning the Association's representation or its management.

## ARTICLE 12: WINDING UP AND LIQUIDATION

1. The Association is not considered to be wound up in case of winding-up, bankruptcy or resignation of one or several of its members but continues to exist between the rest of its members.

2. The Association may be wound up by a decision of the Assembly taken by the majority of two thirds of all its members. The disposal and distribution of its assets is determined by the Assembly.

3. The winding up of the Association entails its liquidation. The accomplishment of the liquidation

takes place by a liquidator especially appointed by a decision of the Assembly.

#### ARTICLE 13: FISCAL YEAR AND BOOKKEEPING

1. The fiscal year starts on the first of January and ends on the thirty-first of December. The first fiscal year ends on the 31st of December 2006.
2. The Board shall keep the books provided for by the law. More particularly:
  - a. the Secretary shall keep a minute-book containing the records of the Assembly meetings;
  - b. the Treasurer shall keep financial books which enable the determination of the Association's rights and obligations at all times.
3. The Board may decide to keep other books which it considers necessary for a better supervision of the Association's function and for the accomplishment of its objectives.

#### ARTICLE 14: ARBITRATION

1. In case of a dispute between the Association and one of its members or between two or more members, a friendly settlement of the dispute is sought.
2. If the dispute cannot be settled in a friendly manner within a period of time of thirty days upon notification of the dispute to the President, the dispute shall be submitted to an arbitration committee. Each member concerned by the dispute appoints an arbitrator. The Association also appoints an arbitrator. If the number of arbitrators should be even, the Association appoints a second arbitrator. The decision of the arbitration shall be laid down in writing and shall be obligatory and binding for all parties.

#### ARTICLE 15: ARTICLES OF ASSOCIATION AMENDMENT

1. Without prejudice to this original constitution, proposals to amend the Articles of Association may be submitted to the Assembly by the Board or by one-third of the members of the Association.
2. The Assembly may only discuss and vote on a proposal as referred to in the previous subparagraph if two thirds of the members are present or represented. If this quorum is not assembled, a new meeting of the Assembly may be scheduled under the same conditions, during which new meeting the proposal shall be definitively and finally decided upon.
3. All decisions regarding the amendment of the Articles of Association shall require a majority of two thirds of the members present or represented in the Assembly's meeting. However, a unanimous decision by all members present or represented in the Assembly shall be required to:

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- a. alter the objects of the Association;
- b. alter the number of votes allotted to members;

c. alter the conditions for taking decisions;

d. alter the contribution by every member, or by a number of members, to the Association's finances.

4. Amendments to the Articles of Association shall not take effect until confirmed by Royal Decree, in this case, by the general house.

## ARTICLE 16: BY-LAWS

The Assembly can adopt by-laws. The by-laws may not be contrary to law, even when the law does not comprise obligatory provisions, nor be contrary to the Articles of Association.

## ARTICLE 17

All the subjects not governed by these Articles of Association and, notably, all publications to be placed in Annexis shall be conducted in accordance with the relevant statutory provisions.

Signed on the 29th April 2004  
by the duly authorized representatives of the legal body

## APPENDIX 1 - OVERVIEW OF DECISION REQUIREMENTS

For clarity's sake this overview summarizes the requirements for all decisions of the Assembly's institutions. Reference is made to the relevant provisions of the Articles of Association. In case of conflict between the following paragraphs and any other Article, that other Article shall take preference over the following paragraphs.

1. The Board has the authority to decide upon every matter which does not expressly belong to the competences of another institutional body, in accordance with Article 11.

2. The Assembly has the sole power to decide upon the subjects referred to in Article 9, subparagraph 1. These subjects are decided upon by absolute majority, unless any of the Articles states otherwise.

3. The Assembly has the sole power to decide upon the following subjects by a majority of two thirds of all members present or represented in the Assembly meeting:

a) modification of the Articles of Association, as referred to in Article 9, subparagraph 1, under a., and Article 15, subparagraph 1.

b) the election and recall of the Board member and of a liquidator, as referred to in Article 9,

subparagraph 1, under b.

c) participation of the Assembly in another legal body or joint venture, as referred to in Article 9, subparagraph 1, under e.

d) a change of the seat of the Association and the institutions of the Association, and the establishment of branch offices in other Member States of the European Community or other countries, as referred to in Article 1, subparagraphs 3 and 4, and Article 9, subparagraph 1, under g.

4. The following subjects require a unanimous decision by the Assembly:

a) termination of membership and the admission of new members, as referred to in Article 4, subparagraph 4, and Article 9, subparagraph 1, under c.

b) the determination of member's regular and extraordinary contribution fees, as referred to in Article 9, subparagraph 1, under d.

c) to alter the objects of the Association, as referred to in Article 15, subparagraph 3, under a.

d) to alter the number of votes allotted to members, as referred to in Article 15, subparagraph 3, under b.

e) to alter the conditions for the taking of decisions (as referred to in Article 15, subparagraph 3, under c.

f) to alter the contribution by every member, or by some members, to the Association's financing (as referred to in Article 15, subparagraph 3, under d.

5. The following subjects require the approval of two thirds of all the Association's members:

a) a decision to cancel a general Assembly meeting, in accordance with Article 8, subparagraph 2;

b) a decision to wind up the Association, as referred to in Article 9, subparagraph 1, under k.

6. The following subject requires the approval of all the Association's members:

a. convening the Assembly according to Article 8, subparagraph 9, without observing the procedure provided for in Article 8, subparagraphs 3, 4 and 5.