

**UNOFFICIAL TRANSLATION OF THE
ARTICLES OF ASSOCIATION**

of:

European Fundraising Association
James Wattstraat 100
1097 DM Amsterdam

per the 4th day of September 2015

ARTICLES OF ASSOCIATION OF:

European Fundraising Association, having its statutory seat at Amsterdam,
as per September 4, 2015

ARTICLES OF ASSOCIATION

Name and statutory seat.

Article 1.

The association bears the English name "**European Fundraising Association**".

Article 2.

The association shall have its statutory seat at Amsterdam.

Objectives.

Article 3.

1. The association, which has an educational, philanthropic and scientific corporate aim and is devoid of all motive of profit, has as its essential objective the promotion of the work of not-for-profit organisations and philanthropy in Europe by the stimulation of fundraising.
2. Specific objectives of the association are:
 - to build and maintain a European network of organisations representing those involved in the profession and practice of fundraising, defending and furthering the common interests of its members and providing them with a forum for discussion and for exchange of information;
 - to educate and inform the public and their elected representatives about fundraising and related issues;
 - to promote and develop philanthropy through the sharing of knowledge, skills and expertise;
 - to protect philanthropy through the setting of professional standards and the encouragement of ethical practice;
 - to undertake or promote the undertaking of scientific studies of fundraising and related issues;
 - to work together with other bodies which share its aims.
3. The association may watch over, and act for, the well-being of philanthropy and fundraising in Europe and anywhere in the world.
4. The association may at all times achieve its objectives in the way which seems to it most appropriate.
5. The association does not, and will not, support any party or political tendency.

Article 4.

In view of achieving its objectives, the association may acquire, receive or manage assets – whether capital or property – solicit subsidies, receive gifts and legacies, dispose of all contributions, advances, loans and other income – regular or otherwise.

Article 5.

1. The membership is unlimited, but the number of Elected Member Associations may not be lower than five.
2. Members of the association may be representative national bodies in a European country who have a philanthropic objective promoting civil society and who have a core objective of promoting best practice in fundraising, who -

have been accepted by the Board, unanimously and with at least two-thirds of its members present or represented, such a member hereinafter referred to — as: "Member Association". _____

3. As a general rule the term "European country" in this Article is understood as — meaning "member country of the European Union or the Council of Europe". —
4. An Elected Member Association, having the right to take part in debate and to vote on resolutions in the General Assembly, is a Member Association, which is elected in function as an Elected Member Association by all the Member — Associations of the same European country and out of all the Member — Associations of the same European country. _____
5. An Alternate Member Association, having the right to take part in debate but — not to vote, except as provided below, in the General Assembly is a Member — Association, which is elected in function as an Alternate Member Association — by all the Member Associations of the same European country and out of all — the Member Associations of the same European country. _____
6. Associate Members, not having the right to take part in debate in the General Assembly, are bodies which do not meet the full definition given under _____ paragraph 2 of this Article, and who have been accepted as Associate _____ Member by the Board. Associate Members are not members in the sense of — the Dutch civil law. _____
7. Elected Member Associations and Alternate Member Associations may _____ participate in General Assemblies, but only the Elected Member Associations may vote on resolutions. Before voting at a General Assembly, an Elected — Member Association is obliged to consult the Alternate Member Association — from the same country who is present. _____
8. If an Elected Member Association is prevented from attending a General — Assembly, the Alternate Member Association of the same country present — may vote on resolutions in his place for the duration of that General Assembly only. _____
9. Associate Members may attend General Assemblies with a consultative voice only. _____

Article 6. _____

1. Members are free to resign ("opzeggen") from the association by addressing — their resignation in writing to the Board. _____
2. The General Assembly may terminate ("opzeggen") a membership of a — Member Association who no longer fulfils the conditions in Article 5, _____ paragraph 2, required for being a member. It can nevertheless approve that — his/her termination does not enter into force until the date of admission of — his/her successor as member of the association. _____
3. The Board may suspend, pending decision of the General Assembly with two thirds of the Elected Member Associations present or represented, members — who are guilty of serious breaches of the articles of association. _____
4. The General Assembly may disqualify ("ontzetten") a Member Association — should a Member Association act in conflict with these articles of association, the rules and regulations which apply or the resolutions adopted by the — association, or should the association have been unreasonably _____ disadvantaged by the Member Association in question. _____

5. A member will be warned of termination, suspension or disqualification of his membership, and will have the right to defend him/herself by letter written to the secretary. The latter must bring the letter to the attention of the General Assembly which will vote on the final exclusion of the member.

Article 7.

The termination, resignation or disqualification of a member entails his withdrawal in full from the association. Members who resign or whose membership is terminated or disqualified, have no right to the funds of the association. They cannot claim back the amount of subscriptions paid by them or by the person who paid.

Article 8.

Members incur no personal obligation under the initiating of corporate commitments and are responsible only for the execution of their mandate.

Article 9.

Member Associations may be required to pay an annual subscription the amount of which will be fixed each year by the General Assembly.

The General Assembly

Article 10.

1. The General Assembly shall consist of all Elected Member Associations ("afgevaardigden"), represented by a delegate. Each European country is represented by an Elected Member Association, having one vote in the General Assembly.
2. A delegate is an individual person, who holds a post or is the permanent representative of the holder of a post, or director (or equivalent title) of a Member Association.
3. Reserved particularly to the competence of the General Assembly are:
 - the amending of the articles of association,
 - the election and dismissal of directors,
 - the termination and disqualification of a membership,
 - the fixing of limits for the amount of subscriptions,
 - the approval of the accounts of the previous year and the budget for the following year,
 - the setting up of all the necessary internal regulations that it judges necessary,
 - the winding up of the association.

All other matters fall within the competence of the Board.

4. Each year the Board reports and justifies to the General Assembly its policy of the past year.

Article 11.

The General Assembly is presided over by the president of the Board or, failing him/her, by the vice-president or, failing him/her, by the oldest director present.

Article 12.

1. At least one General Assembly must be held each year.
2. The Board determines the day, place and hour of General Assemblies. Every Assembly is held on the day and at the place and time indicated in the summons.
3. All the Member Associations must be summoned to it.

4. The association can come together in Extraordinary General Assembly at any time by decision of the Board or at the demand of at least one-third of Elected Member Associations by letter written to the secretary which must specify the purpose of the General Assembly demanded. _____

Article 13. _____

1. Summons are made by the Board, by e-mail addressed to each Member _____ Association and Associate Member at the last address given to the secretary - of the association, at least one month before the meeting. _____
2. The summons contains the agenda. As a general rule, the Assembly can _____ deliberate only on the points contained in the agenda. Nevertheless the _____ Assembly may vote to deliberate on points outside the agenda by a two-thirds majority of Elected Member Associations present or represented. _____
3. Any proposal signed by at least one-third of the Elected Member Associations of the association must be included in the agenda. _____

Article 14. _____

1. The General Assembly is validly constituted as long as two-fifths of the _____ Elected Member Associations of the association are present or represented. - Its decisions are taken by simple majority of votes cast. _____
2. Decisions involving the exclusion of members will be taken only in the _____ conditions set down in Article 6. _____
3. Decisions involving the amending of the articles of association or the _____ premature winding up of the association will be taken only in the conditions - set down in Article 16. _____
4. Each Elected Member Association has one vote. _____
5. In case of being prevented from attending, each Elected Member Association has the right, unless he/she has been replaced by the Alternate Member _____ Association as provided for in Article 5, to be have him/herself represented by a proxy chosen among the Elected Member Associations. An Elected _____ Member Association can carry only one proxy. _____
6. In a case of a tie, the president, if he is authorized to vote in a General _____ Assembly, shall cast the deciding vote. _____
7. A unanimous decision of all Elected Member Associations, taken outside a - convened meeting, has the same force as a resolution of the General _____ Assembly, provided that it was taken with the knowledge of the Board. Such - a decision may be effectuated by the Elected Member Associations by means of electronic communication, provided that the Elected Member Association - can be identified through the electronic communication. Of a decision taken - without a meeting the Secretary of the Board shall draw up a report, which - shall be adopted in the next meeting. The draft and adopted reports will be - sent to all members. _____

Article 15. _____

The decisions of the General Assembly are noted in the minutes of the meeting - and these are sent to all members after the meeting. _____

Amending the articles of association and Winding up. _____

Article 16. _____

1. No amendments may be made to these articles of association other than on - the strength of a resolution adopted by the General Assembly convened _____

under cover of a notice that at said General Assembly an amendment to the articles of association shall be tabled.

2. A resolution to amend the articles of association shall require no less than a two-thirds majority of the votes cast.
3. An amendment of the articles of association shall not become effective until a notarized deed thereof shall have been executed. This deed can be executed by the president of the board.

Article 17.

1. The association may be dissolved by a decision reached by the General Assembly. That determined in paragraph 1 and 2 of Article 16 shall accordingly be applicable in connection with a decision to dissolve the association.
2. The General Assembly will designate the liquidator or liquidators, determine their powers and indicate the allotment of the net current corporate assets to a charitable organisation. This charitable organisation, to which the current assets will be allocated in case of winding up, will be not-for-profit.
3. If the association has been wound up, its books and records shall be kept for seven years after termination of the liquidation. The custodian thereof shall be the person designated as such by the General Assembly.

Board.

Article 18.

1. The association is directed by a Board composed of a minimum of three natural persons, who must be a delegate of a Member Association. They are appointed by the General Assembly and can at any time be dismissed by the General Assembly. By exceptional decision taken by unanimity, the General Assembly may elect a director who is not a delegate of a Member Association.
2. From the directors, the Board designates a president, a vice-president and a treasurer.
3. Board members carry out their duties unpaid, but they may receive a reimbursement of the expenses of attending Board meetings.
4. Membership of the members of the Board shall terminate:
 - a. upon his death;
 - b. upon his resignation;
 - c. upon dismissal by the General Assembly;
 - d. should membership of the Member Association terminate notwithstanding paragraph 5.
5. Outgoing directors remain in office after the expiry of their mandate until provision has been made for their replacement.

Article 19.

Board members are elected for three years and are re-electable for a second term of three years, after which they are re-electable only after an interval of three years.

Article 20.

1. In the event of vacancy during the term of a mandate, a new, temporary director can be appointed by the General Assembly. He finishes the term of the director that he replaces.

2. Should the number of Board members fall below three, the Board shall _____ remain authorized. However, the Board shall be bound to convene and hold a General Assembly as soon as possible in order to deal with vacancies which - have arisen. _____

Article 21. _____

1. The Board meets on the summons of the president or of two directors. A _____ summons is obligatory if at least two thirds of directors demand it. All _____ members of the Board must be summoned. _____
2. In case of prevention or absence of the president, Board meetings are _____ presided over by the vice-president, or, failing him, by the oldest director _____ present. _____
3. Decisions are taken by a simple majority of votes. In a case of a tie, the _____ president, shall cast the deciding vote. _____
4. A director can have another director stand proxy for him but a person can _____ hold only one proxy. _____
5. Minutes are kept of each meeting. They are approved by the president and _____ filed in a special register reserved for that purpose. The activities of the Board are communicated regularly to members. _____
6. The Board meets at least twice a year. _____

Article 22. _____

1. The Board is invested with the powers devolved to it by these present articles of association and with those which are delegated to it by the General _____ Assembly or by the internal regulations. _____
2. The Board carries out all actions required to ensure the activity of the _____ association and the execution of decisions taken by the General Assembly. _____
3. The Board or two members of the Board acting jointly represent the _____ association validly to all third parties. _____
4. Providing approval shall have been granted by the General Assembly, the _____ Board shall be authorised to reach decisions as to entering into agreements - to acquire, alienate or encumber registered goods and to enter into _____ agreements by means of which the association binds itself to provide a _____ guarantee, surety or become singly and severally liable for a debt, or a _____ co-debtor, or act for and on behalf of a third party and furnish collateral for a - debt incurred by another. Should no aforementioned approval have been _____ granted, this may be invoked in respect of third parties. _____
5. The Board appoints a person, as a general rule from the representatives of _____ the Elected Member Associations or the Alternate Member Association of the association, as secretary charged with the carrying out of current business. If - the secretary is a representative of an Elected Member Association or an _____ Alternate Member Association of the association, he may also be a director. - The secretary cannot be paid except by decision of the Board. _____
6. The secretary reports to the Board on business matters and makes all useful suggestions. By decision of the Board the secretary will be authorised to _____ perform (legal) acts on behalf of the association as described in the decision - of the Board. _____
7. Judicial actions, whether as plaintiff or as defendant, are pursued through the diligence of the president of the Board or of a director designated to this end. -

8. The General Assembly sets up all the necessary internal regulations that it —
judges necessary. _____

Article 23. _____

The Board can equally confer any special powers to any representative of its —
choice, in membership or not, who will not have to justify to third parties the —
powers given to this end by the Board. _____

Miscellaneous. _____

Article 24. _____

Official documents must be written in English and the articles of association in —
Dutch and English. _____

Article 25. _____

The financial year starts on the first day of January and ends on the thirty-first day
of December. _____

Article 26. _____

All that is not provided for in these present articles of association is regulated by —
the by-laws. _____