

**NOTE ABOUT TRANSLATION:**

*This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.*

*In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.*

**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 of 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, and the association will strive for a minimum of five Members.
2. Members of the association may be associations/organisations in a European country who have a core objective of promoting best practice in fundraising and philanthropy, and developing the fundraising profession and industry, 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".
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. 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.
5. A Member may participate in General Assemblies, has the right to take part in debate and to vote on resolutions in the General Assembly.
6. 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 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 Members present or represented, members who are guilty of serious breaches of the articles of association.
4. The General Assembly may disqualify ("ontzetten") a Member should a Member 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 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 membership fees 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.

Members may be required to pay an annual membership fee 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 Members.
2. Members can only have their voting rights and other membership rights exercised by one natural person designated in writing by that Member to the association, hereinafter referred to as delegate.
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 membership fees,
  - 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 Members 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 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 Members present or represented.
3. Any proposal signed by at least one-third of the Members 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 Members 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 Member has one vote.
5. In case of being prevented from attending, each Member has the right to be represented by a proxy chosen among the Members. A Member 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 Members, 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 Members by means of electronic communication, provided that the Member 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. 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.
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 terminate.

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 Members of the association, as secretary charged with the carrying out of current business. If the secretary is a representative of a Member 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.