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as amended on 08/06/2010]**

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Constitution

International Non Profit Organisation:
« **Plateforme pour une Europe Interculturelle** »

or

« **Platform for Intercultural Europe** »

Organisation Headquarters: 1000 Brussels, rue de la Science, number 10.

CONSTITUTION

THE YEAR TWO THOUSAND EIGHT.

OCTOBER FIRST.

Appearing before us, Mr. James Dupont esq., notary, associate partner in the private company having adopted the form of a limited liability corporation “James Dupont, Bertrand Nerinx, Jean Vincke, Notaries in Partnership,” with its headquarters at 1040 Brussels, rue de l’Industrie, 24, licensed by the business registry of Brussels under number 0.476.479.539.

APPEARED BEFORE US:

- 1) Mrs. DAMARAD, Tatsiana [...]
- 2) Mrs. DIOCARETZ, Myriam [...]
- 3) Mrs. FRANK, Sabine [...]
- 4) Mr. PRIVOT, Michaël [...]
- 5) Mr. RUIZ TORRES, Guillermo [...]
- 6) Mrs. SCHWARZ, Isabelle [...]
- 7) Mr. TORCH, Christopher [...]

Upon appearing, these present founding members have requested that, by the present document, we establish the articles of association of an international nonprofit organisation that they wish to constitute among them in compliance with the Belgian law dated June twenty seven nineteen hundred twenty one concerning nonprofit organisations, international nonprofit organisations, and foundations.

ARTICLES OF ASSOCIATION

CHAPTER 1 – CORPORATE NAME, HEADQUARTERS

Article 1

An international nonprofit organisation (hereinafter called “the Organisation”) called “Plateforme pour une Europe Interculturelle” or “Platform for Intercultural Europe” has been formed.

The Organisation is governed by the provisions of Chapter III of the Belgian law of June twenty seven nineteen hundred twenty one concerning nonprofit organisations, international nonprofit organisations, and foundations (articles 46 to 57).

All records of proceeding, invoices, advertising, publications and other documents issued by the Organisation must mention its corporate name, immediately preceded or followed by the words “international nonprofit organisation” or by the acronym

“AISBL” as well as the address of its headquarters.

Article 2

Its headquarters has been established at 1000 Brussels, rue de la Science, number 10, in the district of Brussels.

The headquarters may be moved to any other location in Belgium by decision of the Steering Group.

By decision of the Steering Group, the Organisation may establish any offices, departments, representations or subsidiaries, either permanent or temporary, within Belgium or abroad.

CHAPTER 2 – PURPOSE - ACTIVITIES

Article 3: Purpose

The international nonprofit purpose of the Organisation is,

- to express the voice of European civil society concerning intercultural dialogue,
- to promote the positive value of intercultural dialogue as well as best practices in this area,
- to be a laboratory for innovative ideas, concepts, and debates about intercultural dialogue,
- to intervene and lobby with all institutional and political actors concerned in Europe in favour of intercultural dialogue,
- to act as a platform representing civil society within the framework of the “structured dialogue” implemented in parallel with the Open Method of Coordination, both having been set forth in the Agenda for Culture (adopted by the European Council in December two thousand seven), and having the purpose, among others, of fostering intercultural dialogue.

The Organisation may apply all acts directly or indirectly related to the purposes for which it was constituted or that are of a type to which it may contribute.

Article 4: Activities

To achieve the purposes defined in article 3 of the present articles of association, the Organisation may undertake some or all of the following activities:

- organize any meeting, seminar, exhibition, concert, conference or other private or public activity designed to promote intercultural dialogue;
- publish any document, in any form, designed to promote intercultural dialogue;
- organise exchanges between physical or moral persons within and outside of Europe to promote intercultural dialogue;
- participate in any public or private activity having intercultural dialogue as its purpose.

CHAPTER 3 MEMBERS

Article 5

The Organisation is open to Belgians and to foreigners. It includes the following two categories of members:

1. Full members, which are those local, regional, national, or European international, not-for-profit organisations, having status as a legal entity, that satisfy the criteria in article 6 of the present articles of association.

2. Associate members, which are,
 Either those local, regional, national, or European international organisations, having status as a legal entity or not, that satisfy the criteria in article 6 of the present articles of association, but have a different organisational profile than full members, e.g. are profit-making.
 are physical persons, wishing to support the Organisation, who choose to become members in an exclusively individual capacity.

Article 6

Any organisation, having status as a legal entity, or person who is admitted by decision of the Steering Group will acquire the status of full or associate member. The Steering Group's decision is final and need not be justified. Any applicant not admitted may not reapply for one year after the Steering Group's decision.

Aside from the Steering Group's admission decision, application for admission as a full or associate member is subject to the conditions that the candidate organisation,

- 1- signs and adopts "*The Rainbow Paper: Intercultural Dialogue – from Practice to Policy and Back*" as well as explicitly expressing its desire to become a member of the Organisation,
- 2- have, in part or in its entirety, the purpose of intercultural dialogue or include this purpose in its regular activities,
- 3- subscribe to the present articles of association and to the Organisation's bylaws,
- 4- commit to cooperate and pursue the purposes and activities described in articles 3 and 4 of the present articles of association,
- 5- pay an annual membership fee.

Article 7 – Annual membership fee

Full and associate members may be required to pay annual membership fee, which may be a different sum based upon membership category.

The amount of these membership fees will be set by the General Assembly.

Article 8 – Resignation

Full and associate members are free to withdraw from the Organisation at any time by sending their resignation to the Secretary General, in writing, and giving a minimum of three months notice before the end of the calendar year. The resignation will become effective after the member has fulfilled all of its potential financial obligations to the Organisation.

Any member in one of the three following situations will be considered to have resigned if:

- after at least two written reminders, and within the month of the last reminder, the member remains in default on payment of its membership fees for at least six months,
- it declares bankruptcy or is declared insolvent,
- it no longer meets the conditions listed in articles 5 and 6 of the present articles of association that allowed it to become a member.

Article 9 – Suspension and exclusion

A member may be suspended or excluded if it fails to meet the objectives of the

Organisation or causes damage to the reputation of the Organisation.

In this case, the Steering Group will notify the member concerned of its breach by sending an official, registered letter.

Within 30 days after this notification, the Steering Group must meet to hear the defense of the member concerned. This defense may be in writing, on the condition that the letter is sent to the Steering Group by registered mail at least 15 days before its meeting. The Steering Group must make its final decision to exclude the member or not by a two-thirds majority of the members present or represented.

Article 10

Any member changing its name or integrating another organisation must inform the Organisation's Steering Group, within thirty days of this change.

In cases of division of a member into two or more entities, the new entities must notify the Steering Group in writing within 30 days of the aforementioned division of their desire or not to apply for membership, provided that they satisfy the conditions listed in article 6 of the present articles of association.

Article 11

No member that has resigned or been excluded, as well as heirs or successors to deceased or dissolved members will have any right to the partnership fund.

Membership fees for the fiscal year in which a member loses its status must be paid in their entirety.

They may neither request, nor lay claim to, neither statements of account, accounting, putting under seals, nor inventory.

Article 12 – Registry

The Secretary General will maintain a registry of members.

CHAPTER 4 – GENERAL ASSEMBLY

Article 13 – Composition

The General Assembly will include current full members of the Organisation and the Steering Group. Only full members have voting rights. Associate members can take part in the deliberations of the General Assembly but have no vote.

Third parties may be invited in an advisory capacity.

The General Assembly will elect a President of the Assembly from among its members

Article 14 – Powers

The General Assembly is the Organisation's supreme body and decides the Organisation's general policies. The General Assembly is invested with all the powers necessary to carry out the Organisation's purpose and supervise the Steering Group's management of the Organisation.

The following powers are exclusively reserved to the General Assembly:

- 1) modifications to the articles of association,
- 2) the voluntary dissolution of the organisation,
- 3) the nomination and removal of members from the Steering Group,
- 4) where necessary, the nomination of auditors;
- 5) the approval of the budget for the fiscal year in progress and the financial statements for the Organisation for the preceding fiscal year,

- 6) the release from authority of members of the Steering Group or of auditors, and where necessary, in cases where they are found liable, the filing of claims against them,
- 7) the establishment of the total of any potential dues and of any other sums due from the members of the Organisation for each fiscal year,
- 8) The establishment of general policies to advance the Organisation's objectives,
- 9) The adoption of bylaws and their potential modification or abolition as indicated in article 27 of the present articles of association.

Article 15 – Meetings

The General Assembly will meet at least once per year, at a place and date determined by the Steering Group.

The General Assembly must be called to meet, by the Steering Group, by letter, fax, or email, sent at least 30 days before the meeting.

The agenda must be listed in the letter of convocation. Any proposal signed by one third of the current members must be placed on the agenda, on the condition that the request to add it arrives at the Organisation in good time, so that the members may be informed of this addition at least 10 days before the meeting.

The Steering Group may call an Extraordinary General Assembly at any time.

Upon written request by at least one third of the current members, the Steering Group must call an Extraordinary General Assembly. This General Assembly must be held within 60 days of the receipt of the request, at the latest.

Article 16 – Proxies and quorum

Each member unable to attend may give a proxy to another member to represent it in the deliberations of the General Assembly and to vote on its behalf. Proxies must be sent in writing, by letter, fax, or email, to the Steering Committee at least 24 hours before the Meeting. One representative may hold several proxies.

Article 17 – Quorum

The General Assembly may not validly deliberate on a proposal to modify the articles of association unless at least one quarter of the current members are present or represented.

The General Assembly may not validly deliberate on a proposal to dissolve the Organisation unless at least one half of the current full members are present or represented.

If it is not possible to attain a quorum, the president may convene a second General Assembly, which may validly deliberate and vote on the agenda for the first meeting, even in the absence of a quorum.

Article 18 – Deliberation

Resolutions must be made by simple majority of the votes present or represented, except in cases where the law or the present articles of association require otherwise. Each delegate holds one vote.

Any resolution concerning a proposal to modify the articles of association or to dissolve the Organisation must be passed by a two-thirds majority of the full members present or represented, and the object of such a proposal must be specially indicated in the letter of

convocation.

In cases where votes are divided, the President of the General Assembly will cast the deciding vote, except in elections of the Steering Group if he/she is a candidate in these elections.

Only decisions made on the points listed in the agenda or added to the agenda according to article 15 of the present articles of association will be valid.

Modifications to the articles of association will only take effect after approval by a competent authority, in compliance with article 50 of the Belgian law dated June twenty seven, nineteen hundred twenty one concerning nonprofit associations, international nonprofit associations, and foundations, and concerning third parties, after publication in the Annexes du Moniteur Belge [Appendices of the Belgian Monitor], in compliance with article 51 paragraph 3 of the aforementioned law.

Article 19 – Register

Decisions of the General Assembly must be recorded in a register of minutes signed by the President of the Assembly and one member of the Steering Group. This register must be kept at the Organisation's headquarters where all members may inspect it.

CHAPTER 5 – STEERING GROUP

Article 20 – Composition

The Organisation will be administered by a Steering Group composed of a minimum of 5 and a maximum of 11 members, acting collectively.

The General Assembly must elect at least five but not more than seven members for a three-year term that may be revoked at any time by the General Assembly.

Full Members of the Organisation may nominate candidates for election to the Steering Group, with a maximum of one candidate per member.

Steering Group members' terms of office are personal and must be exercised by their holders.

Departing members are eligible for one other three-year term or annual extensions up to a total of six consecutive years of office. Members who have served one term up to three consecutive years can be elected for two-more consecutive terms after a minimum break of one year.

The elections to the Steering Group shall be facilitated by a three-person election committee. Members standing for election to the Steering Group shall be ineligible for election to the Election Committee **Two members of the election committee shall count the votes and one shall adjudicate.**

Each full member of the organisation will be allowed to cast up to seven votes, with a maximum of one vote per candidate.

The elected members of the Steering Group may co-opt a maximum of four persons as members of the Steering Group. These persons may be representatives of full or associate member organisations, individual members, or individuals who are not members. No more than one third of the steering group members can be individuals coopted from the membership or from outside of it. Persons who have served the maximum number of terms on the Steering Group, shall be ineligible for co-optation.

Steering Group ought to reflect the diversity of the Organisation's member

organisations in terms of sectors of activity (arts and culture, anti-discrimination, education, youth, migration, human rights...). Special care shall be taken to obtain balanced geographical, gender, and minority representation in the selection of Steering Group members.

The Steering Group may designate a Secretary and a Treasurer within itself.

Membership of the Steering Group shall not be remunerated. If a member of the Steering Group provides distinct professional services to the Organisation beyond the usual responsibilities of Steering Group membership, they may be remunerated for these services according to regular professional rates.

Article 21 – Powers

The Steering Group is the principal administrative and executive body of the Organisation.

Subject to the powers reserved to the General Assembly by the law or by the present articles of association, the Steering Group will hold the broadest powers of administration and management of the Organisation. Within this framework, it may carry out all actions it judges necessary or useful for accomplishing the Organisation's purpose.

In particular, the Steering Group is responsible for:

- the preparation and convocation of the General Assembly,
- the development of a strategic plan as well as an annual operational plan,
- the management of the Organisation's treasury,
- the installation and dissolution of working groups, interest groups, and any other working units designed to facilitate the Organisation's proper accomplishment of its tasks,
- the preparation and modification of the articles of association and bylaws to be submitted for vote by the General Assembly.

The Steering Group may delegate its functions to the Secretary General. The Secretary General may not be a Steering Group member.

Article 22 – Meetings

The Steering Group must meet when convened by the Secretary General,

- at least twice per year,
- as often as the interests of the Organisation require,
- and within a period of two weeks, from such a time as one half of its members make a written request to this effect.

Article 23 – Deliberation

The Steering Group may not rule unless at least half of its members are present or participate by video/voice conference.

Except by contrary provision in the present articles of association, the Steering Group's decisions will be made by simple majority of the members present.

Decisions must be recorded in the form of minutes, signed by the Secretary General and entered into a special register.

CHAPTER 6 – THE SECRETARY GENERAL

Article 24

The Secretary General is primarily responsible for:

- the internal or external representation of the Organisation without prejudice to article 25 of the present articles of association;
- convening the Steering Group;
- having access to all information concerning the Organisation and participating in all of the Organisation's meetings;
- the daily management of the Organisation.

The Secretary General may also delegate his functions to one or more persons.

Her/ his term is duly compensated by the Organisation according to her/ his tasks.

**CHAPTER 7 – REPRESENTATION – FISCAL YEAR, ACCOUNTING AND BUDGETS -
BYLAWS**

Article 25 – Representation of the Organisation to third parties

With the exception of daily management activities and except by contrary decision by the Steering Group, actions decided upon by the Steering Group must be validly signed,

- either by the Secretary General and one member of the Steering Group,
- or by two members of the Steering Group;

who are not required to justify their authority to third parties. Daily management activities must be validly signed by the Secretary General, acting alone, or by a member of the Steering Group designated for this purpose by the Steering Group.

All legal actions, either as plaintiff or defendant, before ordinary jurisdictions or otherwise, will be initiated and overseen by the Steering Group, the Secretary General, or a member of the Steering Group designated by the Secretary General for this purpose.

Article 26 – Fiscal year, accounting and budgets

The fiscal year begins on January first and ends on December thirty first.

Each year, the Steering Group must draft financial statements for the past fiscal year and a budget for the coming fiscal year, and submit them for approval by the General Assembly at its next meeting.

The Steering Group is responsible for the management of the Organisation's funds and for maintaining the accounting system, assisted, if necessary, by an accountant.

The organisation may receive any funds, grants, donations, legacy or contribution deemed acceptable by its steering group and in this case is authorized by the Belgian Justice Ministry according to article 54 of the law of 27 June 1920 and the contract law for international non-for-profit associations.

In the hypothetical situation where the Organisation's activities require the designation of auditors, they will be named by the General Assembly in compliance with the law.

A "Reserve Fund" may be constituted to fund the Organisation's specific actions or expenses.

Article 27 – Bylaws

The Steering Group may present bylaws to the General Assembly.

Modifications to these bylaws may be decided by the General Assembly by a simple majority of the members present or represented.

CHAPTER 8 – GENERAL PROVISIONS

Article 28 – Liability

The Organisation is responsible for faults imputable to its agents or to the bodies through which it exercises its will.

The members of the Steering Group and the Secretary General shall have no personal liability for the Organisation's commitments. Their liability is limited to the execution of their term and to faults committed in their management activities.

The Organisation's members are not liable, as members, for the Organisation's commitments.

Article 29 – Format of convocations

Except by contrary provision in the Organisation's articles of association, convocations may be sent by the sender's choice by postal mail, fax, or email.

Article 30 – Dissolution

In cases of voluntary dissolution of the organisation, the General Assembly will designate the liquidator(s) and determine his (their) powers.

In cases of voluntary or legal dissolution of the organisation, the General Assembly will indicate the use to be made to the organisation's net assets. This use must necessarily be made to an institution that pursues an identical or subsidiarily similar purpose to that of the present organisation.

Article 31

The June twenty seven nineteen hundred twenty one law of the Kingdom of Belgium governing international nonprofit organisations governs anything that is not explicitly covered in the present articles of association, and particularly in the publications of the Annexes du Moniteur Belge.

TRANSITIONAL PROVISIONS

The founding members must make the following decisions, which will not become effective until the date of the royal decree recognizing the Organisation.

1. FIRST FISCAL YEAR

By exception to article 26 of the present articles of association, the fiscal year for the first year of the Organisation's existence will start on the date of publication of the royal decree of recognition and will end exceptionally on December thirty first two thousand nine.

2. MEMBERS OF THE STEERING GROUP

The following are named as members of the Steering Group for a period of one year:

- a) Mrs. DAMARAD, Tatisana Vassilievna, described above, present here, and accepting her term,
- b) Mrs. DIOCARETZ, Myriam del Carmen Diaz, described above, present here, and accepting her term,
- c) Mrs. FRANK, Sabine Brigitte Gerda, described above, present here, and accepting her term,
- d) Mr. PRIVOT, Michaël, described above, present here, and accepting his term,
- e) Mr. RUIZ TORRES, Guillermo Alberto, described above, present here, and

- accepting his term.
- f) Mrs. SCHWARZ, Isabelle Lucette Marie, described above, present here, and accepting her term.
- g) Mr. TORCH, Christopher Carl, described above, present here, and accepting his term.

As Secretary General, the founding members designate Mrs. FRANK, Sabine Brigitte Gerda, described above, present here, and accepting her term.

3. DECISION TO NOT NOMINATE AN AUDITOR

The founding members have decided in good faith that the Organisation does not meet the size criteria determined by the law requiring the nomination of an auditor, and consequently have decided not to name one.

4. ASSIMILATION OF THE COMMITMENTS MADE ON BEHALF OF THE ORGANISATION IN DEVELOPMENT

All commitments as well as the obligations that result from them, and all activities undertaken on behalf of the Organisation in development have been assimilated by the Organisation presently constituted.

However, this assimilation will not take effect until the time when the Organisation acquires its status as a legal entity. Commitments made during the interim period must be ratified once the Organisation has its status as a legal entity.

NOTARISED CERTIFICATION

The notary attests to respect of the provisions set forth in Chapter III of the Belgian law of June twenty seven nineteen hundred twenty one concerning nonprofit organisations, international nonprofit organisations, and foundations.

CERTIFICATION OF IDENTIFICATION

The presiding notary, having inspected the forms of identification specified by the law, certifies the accuracy of the last names, first names, and places and dates of birth of those appearing as they are listed in the present document.

WHEREOF

Executed in Brussels, in the Legal Office.

Dated as at head hereof.

The parties declare to Us that they have inspected the draft of the present act at least five working days before the signature of the present document.

After an entire commented reading concerning the parties to the act designated for this purpose by the law, and partial reading of the other provisions, the parties have signed with Us, the Notary Public.