

F310

Oekozynter Pafendall asbl

(Centre Ecologique Pafendall asbl)

(Pafendall Ecological Centre asbl)

Registered Office: Luxembourg

**Coordinated Text of the
Articles of Association**

1. Name, registered office, duration of the association's life and its object

Article 1:

The name of the association is *Oekozynter Pafendall asbl (Centre Ecologique Pafendall asbl or Pafendall Ecological Centre asbl)*. The association is governed by the provisions of the amended Act of 21 April 1928 on Non-Profit Associations and Foundations as well as by these articles of association.

Article 2:

The association's registered office is at L-2663 Luxembourg, 6, rue Vauban.

Article 3:

The association shall be set up for an unlimited period.

Article 4:

Sustainable development is the unifying common goal behind the *Oekozynter Pafendall* non-profit organisation. The social object of the association is:

- to help create and protect fair living conditions which fulfil mankind's fundamental aspirations while promoting knowledge of and respect for the environment and nature;
- to carry out research into and to encourage and provide alternatives in personal, social, cultural, political and economic spheres and
- to promote and foster a living democracy.

In its pursuit of this object and using a systemic approach, the centre shall be guided by ecological and democratic principles.

The association's purpose is defined below:

- 1. to promote and implement pilot projects and scientific analysis and research based on the principles of sustainable development, in particular in the following areas**
 - the search for synergies between the economy, ecology and social and cultural interests
 - getting citizens to play their part in public life
 - raising awareness and providing education about the environment and sustainable development
 - promoting lifestyles in keeping with the principles of sustainable development
 - education about health and healthy eating and preventative measures
 - protecting both the human and the natural environment
 - agriculture and gardening
 - architecture, town planning and land use planning
 - energy and climate protection as well as the rational use of natural resources.
- 2. to deliver (vocational) training, information and awareness-raising activities which shall include in particular:**

- a) organising conferences, seminars, classes, training courses and other training and vocational training activities while ensuring that the sustainable development dimension is integrated
 - with respect to individual life
 - with respect to life in society
- b) providing the public with general information on questions concerning sustainable development and the environment, in particular by publishing brochures, producing awareness-raising materials and organising / running exhibitions and guided tours
- c) running a documentation centre that is open to the general public
- d) providing education about sustainable development and the environment
- e) international and cross-border cooperation with regard to sustainable development

3. to run projects which aim to encourage citizens to play their part in public life

4. to maintain and manage protected areas across the territory of the Grand Duchy of Luxembourg

5. to support, set up and implement projects relating to and/or with developing countries and/or needy countries, and to do this in accordance with the principles of the Rio Declaration on Environment and Development and based on the *Law of 9 May 2012 which amends the Law of 6 January 1996 on Development Cooperation*.

6. to promote meetings and exchanges in order to encourage dialogue about sustainable development issues in society.

Article 5:

Furthermore, the association is also committed to

- providing day-to-day management for the premises of the *Oekozenner Pafendall* with the aim of creating a favourable environment in order to achieve the aforementioned objectives;
- managing the premises of the *Oekozenner Pafendall* so that they can be made available to third parties – in particular the seminar rooms, the documentation centre, offices and kitchen / brasserie / cafeteria premises, and to do this in compliance with the terms and conditions laid down by the board of directors;
- to take all necessary measures with regards to organisational and technical matters so as to ensure that the *Oekozenner Pafendall* premises can be used for their intended use as a place where people can meet, exchange ideas and receive training and information about sustainable development.

2. Members

Article 6:

The association is made up of full members and honorary members who have rendered services to the association or who wish to offer financial support to the association.

Serving members on the board of directors of the *Mouvement Ecologique* (Ecology Movement) are as of right full members of the association, as well as any individuals who have paid their subscriptions. The board of directors shall be responsible for deciding unanimously whether to admit new full members to the association.

Article 7:

As far as members of the board of directors of the *Mouvement Ecologique* are concerned, their full member status shall end once their term of office is over. For members who are co-opted in accordance with Article 18, full member status is relinquished once they become a member of the *Oekozenner Pafendall* board of directors.

Article 8:

The general meeting may impose revocation of full membership, for the following reasons:

- a) serious breach of the articles of association
- b) serious damage caused to the association or any other action contrary to ecological principles;
- c) failure to pay subscriptions, three months after being served notice to pay by recorded delivery letter.

Before any decision is taken by the board of directors and then the general meeting, the member in question must be informed of any proposed measure being brought against them and of the reasons for this decision and if they so wish, the member should have been given the opportunity to provide an explanation with regard to the matter.

All general meeting decisions regarding the admission or exclusion of a full member shall be adopted by a two-thirds majority of the votes.

General meeting**Article 9:**

The association's supreme body is the general meeting and its decisions shall be final. Meetings may be ordinary or extraordinary. Members of the association shall be notified of the date, time, place and agenda either by letter or e-mail, 10 days before the meeting. A general meeting may only deliberate on points which have been included on that meeting's agenda, except for an emergency situation agreed by a two-thirds majority of votes.

Article 10:

An extraordinary general meeting may be convened as many times as the interest of the association requires it. It must be convened at the board of directors' initiative or whenever one quarter of the members request it by sending a letter to the chair.

Article 11:

The following are matters to be decided by the general meeting:

- a) the appointment and removal of members of the board of directors, without prejudice to Articles 6 and 18
- b) approval of the activities report
- c) approval of budgets and past accounts, after the auditors have presented their report
- d) the appointment of two auditors for the forthcoming financial year, the auditor's mandate being incompatible with that of a serving director
- e) setting the subscription rates for full members
- f) amending the articles of association and bylaws
- g) the voluntary dissolution of the association.

Article 12:

General meeting decisions shall be adopted by a simple majority of votes of those members who are present or represented, unless the law provides otherwise. The chair shall have the casting vote, should there be an equal number of votes for and against. For all matters relating to individuals, a secret ballot shall be mandatory.

Article 13:

General meetings are chaired by the chair of the board of directors or, failing this, by the most senior committee member who agrees to chair the meeting.

Article 14:

General meeting resolutions and decisions shall be recorded in minutes which shall be kept at the association's offices where any interested party may consult them.

Furthermore, members shall be informed of these general meeting resolutions and decisions by post or e-mail and – insofar as the board of directors deems this to be opportune – they shall be sent to the press for information.

Article 15:

As a general rule, general meetings are validly held, whatever the number of members present or represented.

Article 16:

General meetings may only amend the articles of association with the agreement of two thirds of the members who are present or represented.

Article 17:

General meetings may only decide on the association's voluntary dissolution if two thirds of the members are present. If this requirement is not met, a second meeting may be convened which may validly deliberate, whatever the number of members present. Dissolution may only be agreed if it is voted for by a three-quarters majority of the members present.

Any directors who cannot attend may be represented by proxy by a director who is present. A director who is present at a meeting may not have more than one proxy for absent directors.

The board of directors

Article 18:

The board of directors is comprised of at least 7 members and at most 17 members, of which at least half shall be members of the *Mouvement Ecologique* board of directors and elected by this committee by a two-thirds majority of votes. *Oekozenner Pafendall* employees shall appoint a person from their rank to be a director on the executive committee, who shall have the same rights and obligations as the other board of director members elected by the general meeting; however, this person shall not be able to vote on matters dealing with human resources. Members of the *Oekozenner Pafendall* board of directors who come from the *Mouvement Ecologique* board of directors shall co-opt by a two-thirds majority of votes the other members of the board of directors to fill vacant posts, provided that the general meeting gives its approval.

Members of the board of directors are elected and formally appointed each year and this takes place after the *Mouvement Ecologique's* general meeting, but at the very latest by 1 May of the current year.

As a transitional measure, between the adoption of these amended articles and the *Mouvement Ecologique's* next general meeting, current *Mouvement Ecologique* members are eligible to become members of the board of directors, along with all the rights which these functions entail.

The board of directors may nominate consultants who are appointed by the members of the board of directors by a two-thirds majority of votes; however, these consultants are not entitled to vote. Consultants may make a contribution to the executive committee's work, whenever this is what the committee wishes.

The *Oekozenner Pafendall* financial manager and administrative manager shall attend board of directors meetings; however, in this capacity they shall not be entitled to vote.

Should a post fall vacant between two general meetings, the board of directors may co-opt a new director who shall finish the ongoing term of office.

Article 19:

The board of directors is the association's executive and administrative body. The board of directors is responsible for implementing the programme voted for at the general meeting and for managing the association. The board of directors shall set the meeting agenda and shall provide a report about its management once a year at the general meeting. It has wide-ranging powers to conduct the association's affairs within the framework of the articles of association and the regulations. The board of directors shall decide on all matters which in accordance with the law or the articles of association do not expressly fall within the competence of the general meeting. The board of directors may entrust a management committee with carrying out everyday business.

Article 20:

Board of director members shall appoint from among their rank a chair, a secretary and a treasurer, and if so desired a vice-chair, who shall make up the management committee.

Article 21:

The board of directors shall meet at least twice a year at the invitation of the chair, and/or the vice-chair and/or the secretary. If over one half of the members are present, it may validly deliberate.

Article 22:

Board of director members are not remunerated for performing their duties. However, members may be reimbursed for any expenses incurred by their activities.

Article 23:

The decisions of the board of directors are adopted by the majority of the members present. Should there be an equal number of votes for and against the chair shall have the casting vote.

Any absent directors may be represented by proxy by a director who is present. A director who is present at a meeting may not have more than one proxy for absent directors.

Article 24:

The board of directors represents the association when dealing with third parties and commits the association when two of the following officers sign on its behalf: the chair, the vice-chair, the secretary or the treasurer, at least one of the signatories must be an unpaid member of the association.

However, while carrying day-to-day management any other individual who has been specifically authorised by the association's board of directors has the right to sign.

Article 25:

The duties of the chair and the vice-chair may not be carried out by the authorised representative of a political party. Any individual is deemed to be a political party's authorised representative if politically active within a political party as a member of its executive body at national, regional or local level or if the individual has been elected by universal suffrage to the party's list.

Article 26:

General meetings may adopt a bylaw.

4. Financial Arrangements

Article 27:

The association's resources in particular include

- subscriptions from full members,
- gifts, bequests and grants which the board of directors is authorised to accept,
- as well as income generated by activities.

Article 28:

The financial year begins on 1 January and ends on 31 December each year.

The board of directors shall submit the accounts from the past financial year for the general meeting's approval annually.

Article 29:

The annual subscription for members shall be agreed by the general meeting. It may not be greater than 500 Euros.

5. Various

Article 30:

For all matters which are not provided for by these articles of association, the procedure shall be as provided for in the amended Act of 21 April 1928 on Non-Profit Associations and Foundations.

Article 31:

Should the association be dissolved, its assets may only be allocated for the purpose foreseen and must be given to a work of similar aims, chosen by the general meeting.