

Constitution

WFTO-Europe, Non-profit Association

Please note:
This is an unofficial English translation.
The sole legally-binding version of this document is the one written in French and the applicable legal framework is the Belgian Law.

TITLE 1 - Name, Registered Office, Object and Term

The name of the Association is «World Fair Trade Organization - Europe», abbreviated WFTO-Europe.

This association was created on the 6th of February 2007 between the undersigned:

1. Oxfam-Magasins du monde, ASBL, rue provinciale 285 - 1301 Wavre represented by Denis Lambert, Secretary General. Belgian. Personal address: Rue du baty, 26, 1428 Lillois, Belgium.
2. KKG, Koperattiva Kummerc Gust, L-Arka, 306, Triq San pawl, Valletta, Cnr01, Malta, represented by Nathalie Grima, Administrator. Maltese.
3. EZA Fairer Handel GMBH, Wenger Straße 5, 5203 Köstendorf, Austria, represented by Birgit Calix, Employee. Austrian. Personal address: Breinberg West 10, 5202 Neumarkt, Austria.
4. AGICES - Associazione Assemblea Generale Italiana del Commercio Equo e Solidale - Via Reno 2 D - 00198 Roma, Italy, represented by Grazia Rita Pignatelli, President. Italian. Personal address: via dei Volsci 114- 00185 Roma, Italy.
5. IDEAS, Iniziativas de Economia Alternativa y Solidaria, Avda. Amargacena, Parcela 9, Nave 7, 14013 Cordoba, Spain, represented by Carola Reintjes, President. German. Personal address: Lucano, 26, 14003 Cordoba, Spain.
6. DAWS, Landelijke Vereniging van Wereldwinkels, legal status: Association, Randweg 8, 4104 AC Culemborg, The Netherlands. Number in the Chamber of Commerce: 40477975, represented by Erika Spil. Dutch.
7. Fédération Artisans du Monde, Association loi 1901 (sans but lucratif): 53, bd de Strasbourg - 75010 Paris - France, represented by Gérald Godreuil, Responsable for network development. French. Personal address: 42 rue Richard Lenoir - 75011 Paris, France.
8. La Maison Afrique AB, Trustorps Gård, 310 58 Vessigebro, Sweden, represented by Mona Bengtsson, Managing Director. Swedish.

Article 1

The Registered Office of the Association is located at Rue Washington 40, 1050 Brussels. By decision of the General Assembly, complying with the conditions regarding amendments of this Constitution, the registered office may be transferred to any other location in Belgium.

Article 2

The aims of the Association are:

- to be the representative organisation of Fair Trade organisations on a European level.
- to promote the concept of Fair Trade in Europe, as defined by WFTO global.
- to foster collaboration and exchanges between member organisations.
- to provide support services to its member organisations and to the Fair Trade movement in general.
- to co-operate with others regional WFTO networks in the world.

The Association may undertake any actions directly or indirectly related to its aims, including the development and implementation of projects. The Association may assist and get involved in any activities in accordance with its object.

Article 3

The Association's is created for a perpetual duration. The Association may be dissolved at any time by decision of the General Assembly.

TITLE 2 - Membership

Article 4

The Association is composed of members. There shall be no less than 3 registered members. Only registered members shall fully enjoy the rights granted to partners by law and by this Constitution.

Registered members are all the WFTO (global) members whose headquarters is located in Europe.

To become a registered member of WFTO Europe, it is therefore essential to be member of WFTO (Global).

Article 5

Registered members are free to resign from the Association at any time by giving written notice to the Board.

The Board may suspend members, until the decision of the General Assembly, if there is evidence that the member in question has breached the Constitution or any relevant laws.

In the event of resignation, suspension or exclusion, the member, as well as its heirs or the entitled beneficiaries of a deceased member, have no rights to the Association's assets. They may not claim or ask for any statement, inventory or reimbursement of paid contributions.

A member who ceases to be member of WFTO (Global) shall automatically be considered as having resigned from WFTO Europe.

Article 6

Members' annual contribution shall be decided at the General Meeting and shall not exceed 25,000 euros. The General Assembly will decide the fee every year, in accordance with the budget and the working plan.

TITLE 3 - General Assembly

Article 7

The General Assembly is composed of all registered members of the Association. General Assemblies shall be chaired by a Chairperson supported by a secretarial staff, to be proposed by the Board at the beginning of the meeting. This decision will be adopted by a simple majority of the members present or represented.

Article 8

The General Assembly is the governing body of the Association. The Assembly enjoys the powers provided by the law and this Constitution and, in particular:

- Amendment of the Constitution,
- Voluntary dissolution of the Association,
- Approval of accounts and budgets,
- Appointment and removal of Board members,
- The nomination and resignation of auditors.
- Approval of resignation of Board members and, if need be, of commissioners.

Article 9

The General Assembly can validly deliberate if at least a simple majority of its registered members is present or represented. A second call for the AGM may be issued, in which case the General Assembly can validly deliberate considering only the members present and represented.

The specific legal provisions regarding amendments to the Constitution, dissolution of the Association and exclusion of a Member are, respectively, the following:

1. The General Assembly shall only validly deliberate on proposals to amend the Constitution if these amendments were specified on the call for the meeting and if at least two-thirds of the members are present or represented. Any amendment shall be approved by a two-thirds majority of the members present or represented. However, any modification related to the purpose(s) of the Association shall be approved by a four-fifths majority of the members present or represented. In the event that two-thirds of the members are not present or represented at the first meeting, a second meeting shall be called to validly deliberate, whatever the number of members present or represented. The second meeting shall not take place less than the fifteen days following the first meeting.
2. The General Assembly shall only validly deliberate on dissolution if two-thirds of the members are present or represented. In the event that two-thirds of the members are not present or represented at the first meeting, a second meeting shall be called to validly deliberate, whatever the number of members present or represented. The second meeting shall not take place less than fifteen days following the first meeting.

Proposal of dissolution shall be approved by a four-fifths majority of the votes of the members present or represented.

Article 10

A General meeting shall take place at least once a year within the first six months following the annual closing of accounts.

The Board of Directors may call for an extraordinary General meeting at any time. One-fifth of the registered members may call for an extraordinary General meeting in writing to the Board of Directors.

Registered members are called by the President or a member of the Board to the meetings of the General Assembly by electronic mail, or post if necessary, with a minimum notice of thirty days prior to the meeting. The notification should include the agenda, date, time and place of the meeting.

Any proposal signed by one-twentieth of the members shall be included in the agenda. The Assembly may validly deliberate on issues not mentioned on the agenda if these are decided by a two-thirds majority of the Assembly at the beginning of the meeting or when allowed by law.

Article 11

Each registered member may attend the General Meeting. Any registered member can choose

to be represented by another registered member by written proxy. No registered member may represent more than 3 other registered members.

Unless expressly specified by law or this Constitution, decisions require a simple majority of the members present or represented. Each registered member has one vote.

Article 12

All decisions of the General Assembly are registered in the minutes of the meeting signed by the Chair and a Board member no later than the following General meeting. The minute book shall be open to inspection by the members at the Registered Office, but may not be borrowed. Meeting reports are sent by electronic mail to all members.

Third-parties who express an interest by means of a letter signed by the President may be informed of individual decisions.

TITLE 4 - Board of Directors

Article 13

The Association is governed by a Board which is composed of no less than three Directors designated by the General Assembly among the individuals representing the members of the Association. The General Assembly may exclude members of the Board (Directors) at any time. The number of Board members shall always be less than the number of members of the Association. The General Assembly decides the number of members to the Board.

Article 14

Directors of the Board shall hold office for three years. The Directors whose office has expired are eligible for re-election. A Director shall not be part of the Board for more than two consecutive terms.

A Director may resign, at any time but not in an intemperate way, by requesting such resignation in writing to the Board.

Article 15

The Board shall appoint a President, a Vice President and a Treasurer among its members. A Board member may be nominated for several functions. In the event of incapacity of the President, the Vice-President or, in default, the Board member designated at the beginning of the meeting by the Board members present, may perform his functions.

Article 16

A Board meeting shall be called by the President or by the Board member designated for that purpose, whenever it is required by the Association's activities or at the request of any Board member. The Board shall only deliberate validly if the majority of its members are present. Decisions shall be made by a simple majority of the members present or represented.

Article 17

Decisions of the Board shall be registered in the minutes of the meeting, signed by the President and a Board member. Meeting reports are sent by electronic mail to all members of WFTO Europe. Any member may consult the Board meetings' minutes in the presence of a Board member and at the Registered Office. Such consultation shall be applied for in writing at least 15 days in advance and a date shall be agreed upon with a Board member.

Article 18

With the exception of those competences reserved for the Law or for the General Assembly by this Constitution, the Board exercises the highest administrative and management powers over the Association.

Article 19

Any amendments to the Constitution, the Board's composition, the identity of the person in charge of day-to-day management and those entitled to sign documents binding the Association, be it related to day-to-day management or any other matter, shall be published in the Belgian Official Journal [*'Moniteur Belge'*] within one month following the amendment.

Article 20

The Board may delegate day-to-day management of the Association, including usage of the official signature, to one or more of its Members or to a third party, under its supervision. If more than one are designated, each one acts on his own behalf.

Article 21

Legal proceedings brought by or against the Association are dealt with by the Board on behalf of the Association, represented by the President or a Board member designated for that purpose.

Article 22

All acts binding the Association, other than those relating to daily management, are signed jointly, unless the Board is represented by a special delegation, by the President and one Board member, and these shall not be required to justify their powers to third parties.

Article 23

Board members will not be subject to any personal obligations and are only liable for the execution of their office. Execution of the office of the Board is free.

TITLE 5 - General Provisions

Article 24

Internal regulations (and its potential amendments) may be established by the Board subject to approval by the General Assembly.

Article 25

The fiscal year of the Association shall begin on 1 January and close on 31 December. The Board prepares the accounts for the past financial year, in compliance with the provisions of Title 17 of the law of 2 May 2002, as well as the budget for the coming year, which are then to be submitted to the annual General meeting for approval.

Article 26

Except in the event of judicial dissolution, only the General Assembly may decide the dissolution of the Association. In that event, the General Assembly appoints one or several liquidators, establishes their powers and possible remuneration, and decides the distribution of the net assets, which shall not be done for profit-making purposes.

Article 27

In the event of voluntary or judicial dissolution, following settlement of the debts, the net assets shall be distributed to another organisation with a similar object.

Article 28

Anything that is not expressly stipulated in this Constitution or in an internal regulation is governed by the provisions of the law of 27 June 1921, as modified by the law of 2 May 2002, on non-profit associations (ASBL).

Article 29

Done in Brussels, on the 6th of February 2007, in 3 original [French] exemplars.