

Toutes à l'école Luxembourg, a.s.b.l.
Non-profit organisation
Registered office: L-1411 Luxembourg, 7 rue des Dahlias
RCS F8545

CONSOLIDATED ARTICLES OF ASSOCIATION

21 January 2020

- Incorporation of the Organisation on 23 November 2011
- Extraordinary General Meeting of the Organisation on 14 December 2011
- Extraordinary General Meeting of the Organisation on 29 August 2012
- Extraordinary General Meeting of the Organisation on 18 December 2013
- Extraordinary General Meeting of the Organisation on 25 January 2016
- Resolution of the Board of the Organisation of 28 June 2017 (transfer of registered office)
- Extraordinary General Meeting of the Organisation on 21 January 2020

Title 1. – Name, Registered Office, Duration

Art. 1. Name. The Organisation shall operate under the name "Toutes à l'école Luxembourg, a.s.b.l.", in short "Toutes à l'école Luxembourg" or "TAE Luxembourg", hereafter the "Organisation".

Art. 2. Registered office. The registered office of the Organisation shall be located at L-1273 Luxembourg, 19 rue de Bitbourg.

The registered office may be transferred to any other location in the Grand Duchy of Luxembourg by simple decision of the Board of Directors of the Organisation (the "Board").

Art. 3. Duration. The Organisation is incorporated for an unlimited period of time.

Title 2. – Purpose

Art. 4. Purpose. The Organisation shall act in conjunction with the French organisation "Toutes à l'école" which has its registered office at 19, rue du Calvaire – 92210 Saint-Cloud (hereafter "TAE").

The purpose of the Organisation is to facilitate any schooling programmes for young girls in the poorest countries of the world. To this end, the Organisation shall contribute to the establishment of schools and educational programmes. The Organisation also aims to assist children in difficulties throughout the world, by all legal means, including, where appropriate and on an occasional basis, through the exercise of commercial activities.

The Organisation may also carry out any act related directly or indirectly to its purpose. It may in particular provide assistance and support in relation to any activity connected with its purpose.

Title 3. – Members of the Organisation

Art. 5. Number. The Organisation has an unlimited number of members: it shall however be composed of no less than three (3) members.

Art. 6. Composition. The Organisation is composed of:

- honorary members;
- active members;
- adhering members.

Honorary members are individuals or legal entities who have provided services reported to the Organisation; they are exempt from membership fees. The status of honorary member is conferred by simple decision of the Board.

Adhering members are:

- sponsors;
- any individual or legal entity admitted as an adhering member of the Organisation pursuant to Article 7 of these articles of association.

Active members are:

- the appearing parties to this instrument;
- any person, individual or corporate entity that contributes to realising the purposes of the Organisation and which is admitted to membership in the Organisation pursuant to Article 7 of these articles of association.

Only active members enjoy the full rights conferred by the law of 21 April 1928 or these articles of association and may vote at general meetings of the Organisation ("General Meetings").

Honorary members and adhering members are invited and entitled to participate in the General Meetings without enjoying voting rights.

The updated list of the active members of the Organisation must be filed annually on 31 March at the latest with the Luxembourg Trade and Companies Register.

Art. 7. Admission. The Bureau (as defined in Article 20 hereof) shall resolve at its discretion on all written applications addressed to it for admission as honorary members, adhering members and active members. No grounds for refusal of admission need be given.

Art. 8. Loss of the membership. Any member may resign at any time from the Organisation by submitting his resignation by registered letter to the Board.

Any active member who has not paid his membership fee within three months after receiving notice of default by registered letter shall be deemed to have resigned.

Membership of the Organisation is also lost through exclusion. Exclusion is pronounced by the General Meeting on the basis of a majority of two thirds of the votes present or represented in the following cases:

1. if a member is responsible for an act or serious omission in breach of the articles of association and the rules of the Organisation.
2. if a member is responsible for an act or omission likely to adversely affect either his honour or his personal reputation or the reputation or the honour of a member of the Organisation, or the reputation of the Organisation.

The Board, having heard the member's explanations, and by a resolution adopted by a majority of two thirds of its members may, for the same reasons, order the temporary suspension of the membership of a member with immediate effect. This suspension will come to an end at the following General Meeting which shall deliberate on the exclusion of such member.

In the event that the member in question does not appear, the Board may deliberate by default while reserving a right of appeal to the member in question.

Members who have resigned or excluded members are required to pay all outstanding membership fees, including those due for the year during which the resignation or exclusion occurred. The resignation, exclusion or death of a member does not dissolve the Organisation, which shall continue to exist between the other members.

Art. 9. Rights of members who have ceased to be members. Members who have resigned and suspended or excluded members, as well as the heirs or successors of deceased members, shall have no right to the assets of the Organisation and may not claim the reimbursement of membership fees, regardless of the date or their reason for leaving the Organisation.

They shall restitute to the Organisation any property belonging to it which may be in their possession within the 15 days following their resignation, suspension or exclusion.

Art. 10. Annual membership fee. The annual membership fee for active members and adhering members is determined annually by the Board. All active members and adhering members are required to pay a membership fee at the times determined by the Board.

The annual membership fee for each active member shall not exceed five hundred euros (EUR 500) for individuals and one thousand euros (EUR 1,000) for corporate entities. The annual membership fee may not exceed one hundred euros (EUR 100) for each adhering member, individual or legal entity.

Title 4. – Resources of the Organisation

Art. 11. Resources. The financial resources of the Organisation shall be comprised of:

- a) the membership fees of active members, the amount of which shall be determined in accordance with Article 10;
- b) operating income;
- c) any subsidies and co-financing provided by the State, international or European development organisations, municipalities or any other public organisation;
- d) spontaneous donations and donations made during events organized by the Organisation and, exceptionally, sales of products;
- e) sponsorships;
- f) any other compatible resources authorised by law.

The general costs and expenses relating to the operation of the Organisation shall be covered by these resources.

Art. 12. Reserve fund. A reserve fund may be created by simple decision of the Board which shall include a portion of the annual income which is surplus over the annual charges.

Title 5. – Board of Directors

Art. 13. Composition of the Board of Directors. The organisation shall be managed by a Board composed of at least three (3) directors, who do not need to be active members of the Organisation and shall be elected by the General Meeting.

A majority of the members of the Board shall be elected from a list of candidates presented by the founders of the Organisation to the extent that they are still active members of the Organisation.

The Board may submit to the vote of the General Meeting a list of at least 2 representatives of TAE from which the General Meeting shall elect one director.

The functions of the members of the Board shall not be remunerated, except for the reimbursement of duly justified out of pocket expenses.

The directors shall not be bound personally by the commitments of the Organisation. Their liability is limited to the performance of their mandate and to faults committed in their management.

Art. 14. Chairman. The Board shall elect a chairman among its members by a majority of two thirds of the Board members. The chairman may allocate other duties to the Board members.

Art. 15. Duration of the mandate of directors. The directors, including the chairman of the Board, shall be elected for an initial mandate of three years at most which may be revoked at any time by the General Meeting. The directors' mandates may be renewed indefinitely, on each occasion for a three-year period.

As long as the General Meeting has not renewed the Board upon the expiry of the mandates of the directors, the latter shall continue to perform their duties until such time as a decision is taken by the General Meeting.

Their mandates shall only expire upon their death, resignation or removal. In these cases, the director or his heirs are required to reconstitute any property of the Organisation they may hold within fifteen (15) days following the date of the termination of his office.

In case of vacancy of a mandate, the remaining directors may appoint a person of their choice to fill the vacancy until the following General Meeting which shall confirm or reject this appointment. The director thus appointed will terminate the mandate of the director (s)he replaces.

Art. 16. Powers of the Board of directors. The Board is the administrative and executive body of the Organisation. It shall have the broadest powers to conduct the business of the Organisation, within the limits of the articles of association.

The Board is responsible in particular for the organisation of the activities and the administrative and financial management of the Organisation.

It shall prepare the agenda of the General Meetings and, in collaboration with the Bureau (as defined in Article 20 hereof), which is supervised by the Board, shall ensure the execution of the resolutions taken by the General Meetings.

It shall authorise the agreements to be entered into, as the case may be, between the Organisation and communities or public organisations that provide financial assistance.

The Board has the broadest powers in all administrative matters including writs issued both as defendant and plaintiff.

The Board may provide observations to the General Meeting on the report of the chairman.

All matters not expressly reserved to the General Meeting of Shareholders by law or by these articles of

association shall fall within the scope of its competence.

Art. 17. Meetings. The Board shall meet at least once a year upon convocation sent by any means and within a reasonable time by its chairman, or failing this by one half of its members, and as often as the interests of the Organisation so require. The Board may validly deliberate only if the majority of the directors are present or represented.

Any director may be represented at any meeting of the Board by designating in writing (including by letter or email) another director as his proxy. No director present at a Board may hold more than two (2) proxies.

Meetings shall be held at the registered office of the Organisation or at any other location specified in the convening notice. They may be held by video or telephone conference or by any other electronic or computer means (including via an internet connection) allowing the directors to deliberate on the agenda.

Board meetings shall be presided over by the chairman. In the absence of the chairman, his/her duties shall be performed by the vice-president or the eldest director.

Art. 18. Votes. Resolutions are adopted by a majority of votes of the directors present or represented; the chairman of the meeting or, as the case may be, his/her representative shall have the casting vote in case of a tie.

All resolutions of the Board shall be registered in minutes signed by two (2) directors and registered in a specific register.

Art. 19. Accounts of the Organisation. The Board shall submit annually the annual accounts and the annual activities report together with the following year's budget to the approval of the annual General Meeting.

A copy of the audited annual accounts of the Organisation approved by the General Meeting shall be kept available at the registered office of the Organisation for the benefit of TAE, with which the Organisation is affiliated.

Title 6. – Bureau

Art. 20. Composition of the Bureau, mandate and responsibilities. The Board is assisted in its management by a bureau (the "Bureau") which it appoints from among the active members. In the event that specific skills are required, the Board may also appoint adhering members or non-members to the Bureau.

The Bureau shall be composed of the chairman of the Board and at least:

- a vice-president;
- a treasurer;
- a general secretary.

The members of the Bureau are elected for an initial mandate of at most two (2) years which may be renewed indefinitely, on each occasion for a two (2)-year period.

The Bureau shall be in charge of the admission of new members, ensure the daily management of the Organisation and the preparation of Board meetings. It shall perform the ordinary business of the Organisation between meetings of the Board.

The members of the Bureau shall have the following powers:

- The chairman is responsible for the execution of the resolutions of the Board and for the proper functioning of the Organisation, which (s)he represents in legal proceedings.
- The vice-president assists the chairman in the performance of his/her duties and replaces him/her by delegation in case of absence.
- The general secretary is responsible for convening notices, the drafting of minutes, correspondence and for keeping the register of members. (S)he is also responsible for communication and development and the ongoing management of the Organisation (preparation of the budget in collaboration with the chairman and the treasurer, follow-up of management files, coordination of actions, etc.).
- The treasurer is responsible for the accounting of the Organisation. (S)he receives all income and makes any payment subject to authorization by the Board.

Title 7.- Representative to the Strategic Committee of TAE

Art. 21. Nomination. The Board shall appoint, with the approval of TAE, one of its members to represent the Organisation on the TAE International Strategic Committee (the "Representative"). The Representative is appointed for a term of three years and may be revoked by the Board or by TAE at any time. The office of

Representative is renewable indefinitely.

Title 8. – General Meeting

Art. 22. Composition. The General Meeting shall be composed of all the active members, while the corporate entities are represented by a duly authorized individual.

All members, including those absent, are bound by the resolutions taken the General Meeting, within the limits of the powers conferred on it by these articles of association.

Art. 23. Power. The General Meeting shall have the powers expressly granted to it by law or these articles of association.

The following powers are in particular reserved to the General Meeting:

- a) Amendment of the articles of association;
- b) Appointment and revocation of directors;
- c) Approval of budgets and accounts;
- d) Voluntary dissolution of the Organisation;
- e) Exclusion of members.

Art. 24. Meetings. The annual General Meeting shall meet at least once a year during the first semester following the financial year end, upon convocation by the chairman of the Board sent by circular letter with 15 days' notice to all members of the Organisation together with the agenda. All meetings shall be held at such date, time and location as indicated in the convening notice.

The Treasurer shall submit the annual accounts and balance sheet of the Organisation to the General Meeting which shall approve them and give discharge.

The General Meeting may further be specifically convened by the Board or upon the request of not less than one fifth of the active members of the Organisation.

Honorary members and adhering members are invited to participate in General Meetings, but shall not have any voting rights.

Art. 25. Votes. All active members shall have equal voting rights at the General Meetings, with each entitled to cast one vote.

The General Meeting is chaired by the chairman of the Board or, failing this, by the eldest director present.

The General Meeting shall validly deliberate if at least one half of the members are present or represented. Resolutions are passed by a majority of the votes present or represented, unless otherwise provided for by law or these articles of association.

The General Meeting may validly deliberate on amendments to these articles of association only if the purpose of such amendments is specifically indicated in the convening notice, and if two thirds of the members are present or represented at the General Meeting. Any amendment to the articles of association requires a majority of two-thirds of the votes.

Any member may be represented by another member by written proxy, to be delivered to the chairman at the opening of the General Meeting.

No member present at the General Meeting may hold more than two (2) proxies.

All resolutions of the General Meeting are recorded in minutes which are signed by two (2) directors and kept in a special register.

The minutes of the General Meeting will be made available to members and third parties at the registered office of the Organisation.

Art. 26. Publication. Any amendment to the articles of association shall be published within one month in the *Recueil Electronique des Sociétés et Associations*.

Any appointment, resignation or dismissal of directors shall be filed with the Trade and Companies Register.

Title 9. – corporate signature

Art. 27. Signatures and power. The Organisation shall be validly bound only by the joint signature of two (2) directors except in case of delegation by the Board.

In the scope of the daily management, the Organisation shall be validly bound by the joint signature of two (2)

members of the Bureau.

Title 10. – Financial year

Art. 28. Financial year. The financial year of the Organisation shall begin on the first of October of each year and end on the thirtieth of September of the following year.

Art. 29. Audit. The accounts of the Organisation shall be audited by a statutory auditor. The statutory auditor shall be appointed by the General Meeting for a mandate which may not exceed three (3) years.

Title 11. – Internal Rules and charter of the Organisation

Art. 30. Internal Rules. Internal rules may be established by the Board which shall submit them for approval to the General Meeting.

Such possible internal rules are intended to regulate matters not covered by the articles of association, including those related to the administration of the Organisation.

Art. 31 – Charter of the Organisation. The Organisation adopts the TAE charter annexed to these articles of association.

The Organisation shall respect the TAE charter and ensure that the members and the various bodies of the Organisation, including the members of the Board and the Bureau, respect such charter.

Title 12. – Allocation of assets in case of dissolution

Art. 32. Dissolution. The General Meeting may not validly deliberate on the dissolution of the Organisation unless a majority of two thirds of its active members is present or represented.

If there is no quorum at the first General Meeting, a second meeting shall be convened which shall validly deliberate without any quorum. Resolutions at both General Meetings shall be adopted by a majority of two thirds of the votes of the members present or represented.

In the event of dissolution, the General Meeting shall decide on the terms and conditions of the liquidation. The net proceeds of the liquidation shall be allocated to one of the education programmes supported by the Organisation in accordance with its purpose, or failing this, to a Luxembourg organisation with a similar purpose or any Luxembourg charitable institution designated by the General Meeting.

Title 13. – Miscellaneous

Art. 33. Miscellaneous. All matters not expressly governed by these articles of association shall be determined in accordance with the law of 21 April 1928 on non-profit organisations and foundations.

Done in Luxembourg on 21 January 2020



Valérie Arnold
Director



Sylvie Marquant
Director

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