

**ARTICLES OF ASSOCIATION
OF
THE EUROPEAN COUNCIL OF JEWISH COMMUNITIES
May 29, 2011
("ECJC")**

Adopted in Paris, France by its Members

Preamble

The European Council of Jewish Communities is a voluntary non-profit, non-political association of centralized European Jewish community service associations and communities involved in identity, culture, education, heritage, health and welfare.

The European Council of Jewish Communities was originally named the ***Standing Conference on European Jewish Communal Services*** and was first set up in 1960 to facilitate the exchange of information and to bring about increased cooperation among newly reborn and developing Jewish communities in Europe. It incorporated as a Swiss association on May 26, 1968 under the name of the ***"European Council of Jewish Community Services / hitherto known as the Standing Conference"*** by ten (10) founding Jewish communities located in Belgium, France, Germany, Greece, Italy, Sweden, Switzerland and the United Kingdom. Since then, the European Council of Jewish Communities grew and has been active throughout Europe. The European Council of Jewish Communities is now a French association governed by the 1st July 1901 Act and the present by-laws.

These Articles are adopted in order to best serve the Jewish communities of Europe as their official representative council, capable of coordinating cultural, educational, heritage, health and welfare activities and policies for all of the association's members and their constituents and to promote Jewish pluralism: mutual respect within and towards all Jewish communities and organizations worldwide that demonstrate the diversity of Jewish expression today.

**TITLE I
NAME – LEGAL STATUS – REGISTERED OFFICE – PURPOSE – DURATION –
GOALS AND OBJECTIVES**

Article 1 – NAME

The full name of the association shall be the "European Council of Jewish Communities" and the short name shall be "ECJC" (hereinafter referred to as "ECJC" or the "Association").

Article 2 - LEGAL STATUS

The Association is organized under the 1st July 1901 French Act and its implementing decree of 16 August 1901.

Article 3 – REGISTERED OFFICE

The registered office of the Association shall be located in Paris, and may be transferred by decision of the Executive Committee in the Ile de France which will have on this point the correlative power to amend the by-laws and by decision of the General Assembly in another department.

Article 4 – PURPOSES AND GOALS

The Association shall be operated as a non-profit organization. Its purposes shall be as follows:

1. To strengthen Jewish life in Europe.
2. To assist its members in promoting and developing inter-European networking, planning and co-operation mainly in the areas of education, heritage, culture and social welfare.
3. To co-ordinate activities, programs and events, exchange information, and share expertise, ideas and co-operation between various Jewish community organizations across Europe and among ECJC's members, while respecting Jewish pluralism and the diversity of Jewish expression that exists worldwide.
4. To identify and share best practices as between European Jewish community organizations.
5. To represent the interests of European Jews with respect to certain apolitical European issues.
6. To assist in co-ordinating the activities of all member organizations and European Jewish organizations in the fields of identity, education, welfare, heritage and culture, but not on political issues.
7. To help promote through trainings the skills necessary for the implementation of programming, budgeting, staff development and other communal management issues for Jewish communities across Europe.
8. To initiate joint studies of common problems and to develop solutions jointly and plan their implementation.

9. To apply, whether on its own account or in conjunction with other organizations, for grants or any other forms of financial assistance in order to further any one or more of the above-listed objectives.

10. To take any action whatsoever in relation to the foregoing purposes, subject to the provisions of the present Articles of Association.

11. To cooperate with any other persons, organizations and/or governments, in order to carry out the purposes enumerated above.

Article 5 – DURATION

The duration of the Association is unlimited.

TITLE II

MEMBERSHIP AND ASSOCIATE MEMBERSHIP – RIGHTS OF MEMBERS – OBLIGATIONS OF MEMBERS

Article 6 – MEMBERSHIP AND ASSOCIATE MEMBERSHIP

1. The Association shall consist of approved Jewish communities and/or organizations located anywhere in Europe (each a “Member”), whether active across a whole country or only part of a European country. Unless decided otherwise by the Board of Directors, all organizations wishing to become members of the ECJC shall have existed as democratic, and registered or legally-recognized entities in their respective countries for at least five (5) years prior to joining the ECJC.

2. Nothing shall prevent any number of communities or organizations, whether resident or incorporated in any one country or in several countries, from each being admitted as a Member. However, all Members from the same country shall be restricted to one vote per country.

3. Any communities or organizations who are not in Europe (as defined by the ECJC Board of Directors), or who cannot join organizations such as the ECJC in their respective regions may apply to become associate members (“Associate Members”) of the ECJC on such terms as the Board of Directors shall recommend to the General Assembly on a case-by-case basis. Associate Members shall not have any voting rights but shall have speaking rights, and shall be entitled to participate in all activities and meetings of the Association. The American Jewish Joint Distribution Committee Inc. (“JDC”), having co-founded and supported the ECJC since 1960, shall have automatic Associate Member status with the right to attend and speak at all Board of Directors meetings, but without voting rights.

4. The Board of Directors shall have the power to co-opt European Jewish communities or organizations to become Members, or where and when applicable and deemed necessary, non-European Jewish organizations, to become Associate Members of the ECJC. These appointments shall be for a limited period of time and shall be subject to approval at the next General Assembly following such co-option.

5. The Members and Associate Members of the Association shall be any legal persons, associations, foundations, communities, enterprises, institutions, organizations, etc., who accept these Articles of Association, participate in achieving the purposes and goals of the Association, pay their membership fees (once they have been determined by the Executive Committee), and have been approved in accordance with these Articles of Association.

6. All new Members and Associate Members shall make a written application for admission to the Executive Committee of the ECJC at least sixty (60) days prior to the General Assembly at which that application for membership shall be considered. Their applications should contain:

- a. a letter from the applicant entity, enterprise, institution, organization, etc. identifying who its representatives would be and explaining its reasons for wishing to join the Association; and
- b. copies of its articles, by-laws and/or other key constitutional documents, descriptions of its activities the composition of its boards and other management/leadership bodies, and a list of the names of its board members, officers and/or other key persons;
- c. an undertaking to work to further the Association's goals and to pay that applicant's membership fees in a timely manner.

7. No application for membership shall be submitted to the General Assembly for a vote without the prior approval of the Association's Board of Directors.

8. The Association is free to reject the application of a candidate if:

- a. it is known that such candidate carried out activities or promotes beliefs that could be perceived as inconsistent with the purposes and goals of the Association;
- b. it could otherwise be deemed to be disreputable, or to have a conflict of interest, loyalty or conflicting beliefs;
- c. it is in receivership, bankruptcy or custodianship, or has been officially recognized as legally incompetent, or has committed a crime or been accused of serious wrongdoing;
- d. for any other reason at all, at the General Assembly's sole discretion.

9. Members and Associate Members are entitled to resign from the Association, at any time, provided that they provide the Board of Directors with at least two (2) months prior notice in writing of such intention to resign. The membership fees of that Member or Associate Member shall remain due on a pro-rata basis based on the effective date of that member's resignation.

10. In case of resignation of a member from the Association, any membership fees already paid shall not be refundable.

11. Any member of the Association may be expelled from the Association by a resolution of the General Assembly adopted by a two thirds (2/3) majority vote of all Members present, in the following cases:

- a. breach of the requirements of these Articles of Association by the member;
- b. continuous failure by the member to pay its membership fees one or more times in a row in a timely manner; or
- c. for any other reason at all, at the General Assembly's sole discretion.

12. The Executive Committee will determine the annual membership fees of each member or category of members.

13. All members shall pay their designated membership fee within two (2) months of being notified to do so ("the prescribed period"). If the member does not pay its membership fee within the prescribed period, then the Executive Committee is entitled to suspend that member. Upon suspension, a member shall take no further part thereafter in the Association's activities or proceedings (and, if a Member, may not vote). A suspended member may be restored to full membership only by a decision of: (i) the Executive Committee; (ii) the Board of Directors; or (iii) a General Assembly.

Article 7 – RIGHTS OF MEMBERS AND ASSOCIATE MEMBERS

1. Members of the Association shall have the following rights:

- a. To elect and nominate one representative be considered for election to the Board of Directors of the Association;
- b. To receive information about the activities of the Association and its annual financial statements or an annual financial report;
- c. To submit propositions as to the agenda of the General Assembly at the latest twenty-one (21) days before a General Assembly;
- d. To participate and vote at all General Assemblies, freely discuss at such meetings the activities of the Association and of its management bodies, and make propositions to improve the work of the Association;
- e. To develop the documents determining the strategy and main activities of the Association;
- f. To participate in the activities of the Association;

g. To participate in financing the programs of the Association on a free-will basis, subject to approval by the Board of Directors;

h. To resign from the Association, at any time, subject to the provisions of these Articles of Association.

2. Associate Members shall only have the rights to:

a. To receive information about the activities of the Association and its annual financial statements or an annual financial report;

b. To submit propositions as to the agenda of the General Assembly at the latest twenty-one (21) days before a General Assembly;

c. To participate (but not vote) at all General Assemblies, freely discuss at such meetings the activities of the Association and of its management bodies, and make propositions to improve the work of the Association;

d. To participate in the development of documents determining the strategy and main activities of the Association;

e. To participate in the activities of the Association;

f. To participate in financing the programs of the Association on a free-will basis, subject to approval by the Executive Committee;

g. To resign from the Association, at any time, subject to the provisions of these Articles of Association.

3. Associate Members shall not be entitled to nominate or appoint any persons to the Association's Board of Directors or to the Association's management bodies.

Article 8 – OBLIGATIONS OF ALL MEMBERS

All Members and Associate Members of the Association shall:

1. Comply with the Association's Articles of Association and act in accordance with the Association's purposes and goals as determined by these Articles of Association, as they may be amended from time to time;

2. Comply with any regulations, decisions or instructions of the management bodies of the Association that shall have been endorsed by a General Assembly and are currently in effect;

3. Provide the Association with information necessary to adopt decisions on certain matters of the Association and its activities;
4. Inform the President or his/her designee, in writing (which may be done by email), of their intention to attend a General Assembly;
5. Pay their membership fees in a timely basis and in accordance with the Association's procedures, on such terms and in such amounts as determined by the Executive Committee.

TITLE III

ORGANISATION OF THE ASSOCIATION GENERAL ASSEMBLY – BOARD OF DIRECTORS – EXECUTIVE COMMITTEE OFFICERS – ADVISORY BOARDS – OBSERVERS – INVITED GUESTS

GENERAL ASSEMBLY

Article 9 – AUTHORITIES

1. The General Assembly shall be the supreme authority of the Association, which comprises all of its Members.
2. Its resolutions shall be binding upon its Members and Associate Members, even if certain members did not attend or were not represented at a General Assembly.

Article 10 – INALIENABLE RIGHTS

The General Assembly has the following inalienable rights:

1. To adopt and/or amend the Articles of Association;
2. To approve and/or remove any Member or Associate Member of the Association after having received any recommendations made by the Board of Directors;
3. To elect and remove any member of the Board of Directors or of its Executive Committee;
4. To elect and remove any members of the Association's two Advisory Boards, namely its Professional Advisory Committee and its Emeritus Council;
5. To approve and remove the Association's Auditors as appointed by the Executive Committee or approved by the Board of Directors;
6. To approve the annual financial statements of the Association,

7. To approve the Association's Plan of Activities and its supporting budget for the next twelve (12) months;
8. To receive an annual report describing the Association's activities and to be able to express its views on the report (the "Annual Report") and the activities described in it;
9. To approve or disapprove of the strategy and policies of the Association;
10. To discharge the Association's Board Members and the Executive Committee from any liability for decisions taken between General Assemblies;
11. To pass resolutions on all matters that are required by French law or are reserved to the General Assembly pursuant to these Articles of Association.

Article 11 – ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY

1. An ordinary General Assembly shall usually take place annually but in any case at least once in every two (2) calendar years.
2. An extraordinary General Assembly may be called in addition to the annual ordinary General Assembly, according to need.
3. The following provisions are applicable to ordinary or extraordinary General Assemblies.

Article 12 - CONVOCATION OF THE GENERAL ASSEMBLY

1. A General Assembly is called by the President, two Vice-Presidents, a simple majority of the Executive Committee, or a simple majority of the Board of Directors. Not less than one fifth (1/5) of the current Members of the Association may also call for a General Assembly.
2. The Board of Directors shall be responsible for the preparation of the agenda for the General Assembly.
3. Any Member or Associate Member of the Association may suggest to the Board of Directors to include a matter on the agenda of the General Assembly, by sending a written request to any member of the Executive Committee at least twenty-one (21) days before the date of the General Assembly. The Board of Directors will decide in its exclusive discretion whether or not to include the suggested matter on the agenda of the General Assembly, unless that request has been supported by one fifth (1/5) of the Association's Members.

Article 13 – METHOD OF CONVOCATION

1. The President, or two Vice-Presidents, or a simple majority of the Executive Committee shall send a written notice to every Member and Associate Member mentioning the date, the place and the exact time of the General Assembly as well as its provisional agenda. Notices may be sent by mail, fax or electronic means (including e-mail). This notice must be sent at least thirty (30) days prior to the date of the General Assembly.

2. The agenda in its final form including information on any candidates applying for election to the Board of Directors shall be communicated in writing at least seven (7) business days before the date of the General Assembly to all Members and Associate Members of the Association.

Article 14 – CONSTITUTION AND CHAIRMANSHIP

1. A General Assembly shall only be validly constituted and legitimate where at least half the Members of the Association are present or represented by proxy (a “Quorum”). If the General Assembly shall not have a Quorum, a second General Assembly shall be automatically reconvened twenty eight (28) days later at the same time and place with the same agenda and validly deliberate regardless of the number of members present or represented.

2. The Chairman of the General Assembly shall be the President or another member of the Executive Committee as appointed by him/her, unless the General Assembly immediately elects a new chairman for that meeting. The Chairman shall preside over the General Assembly and verify the powers of the Members and representatives voting at the General Assembly. If the President is absent for whatever reason, is incapacitated or is unwilling to act

or appoint a Chairman, then the Executive Committee shall appoint a Chairman from amongst its members. If the Executive Committee shall not agree on the appointment of a Chairman, the Chairman shall be elected by the Members present or represented at the General Assembly.

3. The Chairman of the General Assembly shall appoint a Secretary General for that General Assembly, who will take down the minutes of that General Assembly and ensure the proper exercise all Members’ voting rights in accordance with Article 6.2 (i.e., one vote per country) above.

Article 15 - GENERAL ASSEMBLY VOTING RIGHTS

1. Each Member has one vote and may exercise it at the General Assembly.

2. If there is more than one Member resident or incorporated from the same qualifying European country, the Members will need to agree how their country’s vote shall be voted since there shall be only one vote per country in accordance with Article 6.2 above.

3. A representative or any Member may be deprived of his/her/its voting rights on any item that relates to any transaction or legal proceedings involving himself/herself/itself or its internal members and the Association.

Article 16 - RESOLUTION AND ELECTIONS

1. All resolutions on proposals concerning items on the agenda shall be passed at the General Assembly by vote and shall be reflected in the minutes by the Secretary General of that General Assembly.

2. The General Assembly votes on resolutions and carries out elections by simple majority of votes of the Members present in person and/or properly represented, except for resolutions one of the matters below, in which case such resolutions or elections shall be approved by at least two thirds (2/3) of the Association's Members present in person and/or properly represented:

- a. Exclusion of a member;
- b. Adoption of the Articles of Association;
- c. Changes to the Association's goals or purposes;
- d. Change of domicile of the Association;
- e. Amendments to the Articles of Association;
- f. Dissolution or liquidation of the Association;
- g. Incorporation of subsidiaries and creation of branches wherever in the world;
- h. Addition of any agenda points at a General Assembly that were not provided in a timely manner.

3. In case of a tie vote, the Chairman of the General Assembly shall cast the deciding vote.

Article 17 - MINUTES

1. The General Secretary shall record the minutes of the General Assembly. If the General Secretary has not been appointed, is absent for whatever reason, is incapacitated or is unwilling to act as the General Secretary for that General Assembly, a new General Secretary shall be appointed by the Chairman of the General Assembly at the beginning of that meeting. If the Chairman does not wish to appoint a General Secretary, the General Secretary for that meeting shall be appointed by a simple majority vote of the Members present from among those persons present who are willing to act as the General Secretary for that Meeting.

2. The minutes are signed by the Chairman of the General Assembly and the General Secretary for that meeting, or the Chairman and General Secretary appointed in accordance with Articles 14.2, 14.3 and 17.1 above. All Members and Associate Members shall have the right to consult the minutes and request a copy thereof.

3. At least one copy of the minutes shall be certified as a true original copy of the minutes by at least two (2) members of the Executive Committee.

THE BOARD OF DIRECTORS & BOARD MEMBERS

Article 18 – ELECTION AND CONSTITUTION

1. The Association is managed by a board of directors (the “Board of Directors”) composed of up to fifteen (15) members (or the number of Members if there are fewer than 15 Members) (“Board Members”) who shall be elected by the General Assembly of the Association from lay leader representatives proposed by its Members. The Board of Directors shall not include any person who is paid a salary or a regular retainer by the Association, or who occupies any role as an employee of the Association.

2. Any Board Member shall be elected for a term corresponding to a period of three (3) years. No Board Member shall remain on the Board of Directors for longer than two (2) continuous terms (i.e., up to six (6) years), unless that person has also been appointed an Executive Committee Officer in accordance with Article 23 below.

3. In addition to its elected members, the Board of Directors may include a maximum of up to ten (10) co-opted Board Members, who are individuals affiliated with any Members or Associate Members. Co-opted Board Members of the Board of Directors shall be appointed by the President at a meeting of the Board of Directors subject to a simple majority vote of the Board Members present at that meeting. Co-opted Board Members shall not have any voting rights and may not serve as Officers on the Executive Committee but may serve as non-voting members in the Executive Committee.

4. Co-opted Board Members shall be appointed for a period of up to three (3) years, but may be re-appointed by the Board of Directors for a further period of up to three (3) years. The term of any co-opted Board member shall end at the time of new elections to the Board of Directors.

5. The Board of Directors may set up such sub-committees and working committees as it deems fit, as and when required. It shall be free to appoint anyone connected to its Members or Associate Members to serve on any of these subcommittees.

Article 19 – RESOLUTIONS

1. The meetings of the Board of Directors (“Board Meetings”) shall only be validly constituted and legitimate where at least five (5) Board Members are present (quorum) in accordance with Article 20.1.

2. In case a Board Meeting does not have the quorum of Board Members, a second Board Meeting shall automatically be held seven (7) days later at the same time and same location as originally announced.

3. The resolutions of the Board of Directors shall be passed if adopted by a simple majority of the Board Members present at that meeting, usually by oral voting. The Board of Directors may also take decisions by a written secret vote of those Board Members who are present at that Board Meeting. Each Board Member shall have one vote. In case of a tie vote, the President shall have the casting vote, or in his/her absence, an Officer nominated by the President from amongst the Executive Committee's members shall have the casting vote. Board decisions can also be taken by email voting.

Article 20 – CONVOCATION OF BOARD MEETINGS

1. A Board Meeting shall be called at least twice (2) every calendar year. It may be held by telephone or using video or web-conferencing facilities or any technological facilities available at that time. The President shall notify all Board Members by written notice (which may be sent by e-mail) of the date, place and precise time of that Board Meeting at least thirty (30) days prior to the date of that Board Meeting with mention of the provisional agenda for that meeting. In the absence or incapacity of the President, any two Officers may jointly convene a Board Meeting.

2. Any Board Member may request information about any matters concerning the activities of the Association and may request that any matter be added to the agenda of the following Board Meeting.

3. The President or two Officers acting jointly may invite any Invited Guest, or Observer to attend a Board meeting. All persons entrusted with management responsibilities by the Association shall be obliged to attend and provide any information required by any Board Member.

Article 21 – MINUTES

1. The deliberations and resolutions of Board Meetings shall be recorded in written minutes kept by the Board Secretary.

2. The minutes shall be signed by the President and the Board Secretary or their accepted designees should they not have been able to attend a meeting in person. The minutes of the Board Meeting shall indicate the names of the Board Members present at that meeting.

Article 22 – RIGHTS AND DUTIES

1. The Board of Directors has the following rights and duties:

- a. To finalize and approve the agenda of the General Assembly as prepared by the Executive Committee;
 - b. To co-opt organizations to membership of ECJC pending approval of the General Assembly;
 - c. To approve any member's application for membership;
 - d. To elect the members of the Association's two Advisory Boards: (i) the Professional Advisory Committee and (ii) the Emeritus Council;
 - e. To manage any funds, property or other assets of the Association in the best interests of its Members, and to approve the use of such funds, property or assets and the operating budget of the Association;
 - f. To apply such standards, internal regulations and organizational structures for the Association as it deems appropriate;
 - g. To set, approve and monitor the achievement of the Association's strategic plans, activities and events;
 - h. To ensure compliance with any applicable relevant local laws and these Articles of Association;
 - i. To adopt resolutions in respect of the activities of the Association and execute the resolutions of the General Assembly in compliance with the requirements of these Articles of Association and any applicable laws; and
 - j. To exercise any other powers that are not under the exclusive competence of the General Assembly, and such powers as have been delegated to the Board of Directors by the General Assembly.
2. The Board of Directors shall report on its activities and the affairs of the Association to the General Assembly not less than once a year.

THE EXECUTIVE COMMITTEE OF THE BOARD AND ITS OFFICERS

Article 23 – ORGANISATION

1. The Executive Committee of the Association shall be composed of five (5) officers ("Officers") who shall be elected by the Board of Directors from amongst its elected Board Members. The Executive Committee shall consist of the following five (5) Officers:
 - (i) the President;
 - (ii) two (2) Vice Presidents;
 - (iii) one (1) Board Secretary; and
 - (iv) one (1) Treasurer.
2. In addition to its five members, the members of the Executive Committee shall have the right to co-opt a maximum of two (2) additional persons to the Executive Committee. Such additional co-opted persons shall not have voting rights and shall be either elected or co-opted members of the Board of Directors.

3. The Executive Committee shall be responsible for the day-to-day operations of the Association in between General Assemblies and shall have the right to suspend any Members or Associate Members who have not paid their membership fees.
4. The role of the Executive Committee is to prepare all resolutions and matters to be submitted for vote by the full Board of Directors.
5. The Executive Committee shall provide its reports to all members of the Board of Directors, and shall also provide them to the General Assembly if so requested.
6. Any two (2) elected members of the Executive Committee shall have joint rights of signature to undertake any legal acts on behalf of the Association.
7. In addition to their attendance of Board Meetings, the Officers of the Executive Committee shall meet at least nine (9) times per annual calendar year. These Executive Committee meetings may be held by telephone or using video or web-conferencing facilities or any other technological facilities available at such time.
8. All Officers of the Executive Committee shall be elected for a term corresponding to a period of up to three (3) years. No Executive Committee Officer shall serve for longer than two (2) continuous terms (i.e., up to six (6) years), whether in one capacity only or in more than one capacity.
9. In the event that a Board Member is elected to become an Officer of the Executive Committee but the period of service as Board Member is reaching termination, that individual shall be permitted to continue to serve as an Officer for the term provided in Article 24.6 hereunder regardless of the number of years of previous service as a Board Member.

**ADVISORY BOARDS – OBSERVERS -- INVITED GUESTS – HONORARY
OFFICIALS**

Article 24 – ORGANISATION

1. The Board of Directors may create and appoint individuals to serve on the following two (2) advisory boards (the “Advisory Boards”) to assist the Board of Directors and the Association in achieving the Associations goals and purposes:
 - (i) The Professional Advisory Committee: This Advisory Board shall consist of respected and independent professionals, CEOs of member organisations, and/or



experts in a specific field, who may or may not belong to any members of the Association but if appointed shall act in their personal professional capacity. The Professional Advisory Committee shall be a resource available to the Executive Committee, the Board of Directors or the General Assembly and may be asked to provide non-binding advice or opinions regarding any specific matter. The Executive Committee may request the Professional Advisory Committee to act regularly or on a case by case basis.

- (ii) The Emeritus Council: This Advisory Board shall consist of notable individuals who are actively serving or have actively served as representatives of any Members or Associate Members of the Association in the past, and can provide historical knowledge or provide material support to ECJC and its activities. It shall act as an additional resource to the Executive Committee, the Board of Directors and the General Assembly. The Executive Committee may convene the Emeritus Council at its discretion to provide nonbinding advice and opinions regarding any specific matter.

2. The members of the Professional Advisory Committee shall be appointed by the Board for a term of two (2) years without limitation as to the number of terms, and shall be subordinated to and report directly to the General Assembly if requested to do so. The members of the Professional Advisory Committee shall be independent individuals and shall not have any voting rights or other rights as a representative of any Member of Associate Member of the Association.

3. The members of the Emeritus Council shall be appointed by the Board of Directors for a term of two (2) years without limitation as to the number of terms. The members of the Emeritus Council shall not have any voting or other rights.

4. Observers are non-member organizations or representatives of communities having ties with the Association, who have requested to and been accepted by the Board of Directors to attend any meetings of the Association, including its General Assemblies or any Board Meetings. Subject to the Board of Directors' approval, Observers are entitled to attend all General Assemblies and any meetings of the Board of Directors (by invitation only), but shall have no voting or speaking rights. Observers may only speak if granted the floor by the acting chair at any ECJC meetings, which shall be at that person's sole discretion.

5. Invited Guests are persons who are not Observers but may be occasionally or specifically invited by the Board of Directors or its Executive Committee to attend all or part of a General Assembly and/or of a meeting of the Board of Directors. They shall not have any voting, speaking or other rights.

6. No Officer, Board Member or any representatives of any Members or Associate Members of the Association may serve on any Advisory Boards.

7. The Board of Directors can name people to be honorary officials of the Association. Honorary officials shall not have any voting rights and shall not be members of the Board nor Executive Committee. A person may use the title of Honorary Official (such as “Honorary President”) with the Executive Committee’s consent, for so long as and under such conditions as approved by the Board of Directors. The Board of Directors can terminate such appointments or change such conditions at its sole discretion.

TITLE V

ACCOUNTING ORGANIZATION

Article 25 – BUSINESS YEAR

1. The business year shall commence on 1st January and shall end on 31st December of every calendar year.
2. The first business year shall exceptionally commence on the date when these Articles of Association are adopted and shall end on 31st December 2011.

Article 26 – ACCOUNTING – ACCOUNTS AND ANNUAL FILINGS

It is held accounting under accounting standards suitable for the activity of the association, showing a balance sheet, income statement and, if necessary, one or more annexes annually.

The financial statements are made available to all members, with the moral report, management, operations, financial report and, if necessary, the report of the auditor, during the fifteen days preceding the date of ordinary General Assembly called to approve the accounts for the financial year.

Article 27 – AUDITORS

As necessary, the Executive Committee may appoint a statutory auditor and, if necessary, one alternate auditor, on the list of Auditors of the Regional Company who are appointed for two (2) years and are eligible for re-election without limitation, subject to confirmation by the general Assembly, which shall have the right to remove any Auditors it does not approve.

The auditor carries out its tasks in accordance with the norms and standards of the profession. He shall prepare and submit annually to the General Assembly called to approve the accounts for the financial year, a report of his mission and certifying the regularity and fairness of the accounts.

TITLE VI

DISSOLUTION

Article 28 – DISSOLUTION

In case of dissolution, the Extraordinary General Assembly shall appoint one or more liquidators for liquidation.

At the close of the liquidation, it offers after recovery potential contributions by providers, devolution of net assets in accordance with the 1st July 1901 Act and the Decree of August 16, 1901, to other organizations or nonprofit associations pursuing the same or similar purpose.

TITLE VII

AMENDMENTS

Article 29 – AMENDMENTS

1. Any proposal to amend any of the provisions of these Articles of Association may be made by the Board of Directors, the President, two Officers, or at least one third (1/3) of the Members of the Association in existence at that time.
2. Any proposal to amend any of the provisions of these Articles of Association shall be presented to the Board of Directors and the Advisory Boards for consideration, and shall be voted upon at the next General Assembly after having heard the views of these management bodies. Any modification of these Articles of Association shall require the approval of not less than two thirds (2/3) of the Members attending that General Assembly.