

ENGLISH TRANSLATION OF THE STATUTES OF THE ENAR FOUNDATION

I. ARTICLES OF ASSOCIATION

The appearing party sets out the articles of association of the private foundation as follows:

TITLE I: NAME – REGISTERED OFFICE – GOAL – PURPOSE - TERM

Article 1. Name

The private foundation adopts the name of “European Network Against Racism Foundation”, in French “Fondation Réseau Européen Contre le Racisme, abbreviated as “ENAR FOUNDATION” or “FONDATION ENAR”, hereinafter “the Foundation”.

Article 2. Registered office

The Foundation’s registered office is based at 67 rue Ducale, in the district of 1000 Brussels. The registered office may be transferred to any other place in Belgium by simple decision of the Members of the Board, published within a month of its date in the appendices to the Belgian Official Gazette.

Likewise, in consideration of the simple decision of the Members of the Board published within a month of its date in the appendices to the Belgian Official Gazette, the Foundation may open one or more offices or branches in Belgium and Abroad.

Article 3. Goal

The goal of the Foundation is to fight racism and discrimination in the European Union as well as to promote human rights, equal opportunities and equal rights in Europe and the rest of the world. It will do this through all legal means available including educational services and activities and scientific research.

The Foundation also has the goal of promoting European and international cooperation between organisations that fight racism, notably by facilitating an exchange of information between them on the European developments on this matter.

The Foundation will also undertake all lawful measures available to promote intercultural dialogue in Europe and the rest of the world.

Article 4. Activities

The activities which the Foundation shall pursue in view of accomplishing its goal are the following:

- Collecting all assets, funds, donations and other contributions;
- Providing its assistance and getting involved in any activity or organisation related to its goal;
- Rejoining existing European initiatives and developing new strategies in view of fighting racism and promoting equal opportunities;
- Organising or coordinating European campaigns, conferences, seminars or meetings to adopt legal measures or others in these domains;
- Encouraging research works and projects;
- Publishing all reports;
- Managing calls for application to become member of the founder;
- Offering training provisions and expert services in the public, private and voluntary sectors;
- Supporting all educational activities linked to its objectives.

Article 5. Term

The Foundation’s term of existence is limited to that of the founder.

TITLE II: ADMINISTRATION – DAY-TO-DAY MANAGEMENT

Article 6: Composition of the Board of the Foundation

The Foundation is governed by a Board composed of at least five members, physical persons or legal entities, who perform their duties free of charge.

The Members of the Board of the Foundation are chosen amongst the Members of the Board of the Founder.

Furthermore, the Founder is ex officio Member of the Board of the Foundation where it is represented by one of its Board Members, a physical person.

Members of the Board are nominated or revoked by the Founder.

Article 7: Board Members' term of office

The role of the Members of the Board ends when their term of office as a member of the founder's Board ends. Their mandate lasts for a maximum of 3 years and they can be elected for a maximum of three terms of office.

Article 8: Chairpersonship

The Chair, the Vice-Chairs and the Treasurer of the Founder become the Chair, Vice-Chairs and the Treasurer of the Foundation. Should the Chair be absent or prevented from being present, his/her functions shall be assumed by one of the Vice-Chairs or, failing this, by a Member of the Board appointed to this end by his/her colleagues.

Article 9: Convocation

The Board meets upon the request of the Chairperson at least twice a year, when the founder's Bureau itself meets.

The Board meets upon the convocation of the Chairperson each time it is in the company's interest. It must be convened if three Members of the Board so request.

Except in case of emergency, the convocation is written and sent out at least two weeks in advance. The convocation specifies the place, time and the agenda of the meeting.

All Members, and for legal entities both their actual representatives and their replacements, are convened to Board meetings. The replacement has the right of discussion only in the said meetings. When the actual representative who is replaced is absent, he/she has the right to speak and vote.

Article 10: Representation, quorum and majorities required

10.1. Each Member of the Board can be represented in the Board's deliberations by giving a written power of attorney to another Member. A Member of the Board can only hold one written power of attorney at the time.

10.2. The Members of the Board can only decide on an issue if at least half (50%) of the Members are present or represented

The decisions of the Members of the Board are taken with the majority of 50% plus one vote, not taking account of abstentions, except in the event provisions to the contrary are contained in the Articles of Association.

10.3. A Board meeting shall be deemed valid even if all or some of its members are not physically present or represented, but participate in the deliberations through modern telecommunication means enabling the members to listen and talk directly as during telephone or video conferences. In such a case, the members shall be considered present.

10.4. Board decisions shall be written up in minutes, signed by the Chairperson and the Secretary of the meeting and recorded in a special register.

10.5. In these exceptional cases duly justified by urgency and company interest, Board decisions may be taken on the agreement of the Members expressed in writing.

Article 11: Management authority of the Board and external representation

The Board has the most extensive powers for the administration and the management of the Foundation, including the modification of the Articles of Association herein, in the conditions specified in article 21 of the Articles of Association herein.

The acts which engage the Foundation are signed by two Members of the Board who do not have to justify their powers to third parties.

Article 12: Day-to-day management

The Board may delegate the Foundation's day-to-day management with the use of the signature related to this management to one or several persons, whether Members of the Board or not, acting alone or together, for which it sets down the powers and, potentially, the costs.

Article 13: Management of the Foundation's assets

The Board may, depending on the terms and conditions it determines, entrust the management of the Foundation's assets to a management committee, by conferring to such members of the management committee it appoints the powers and signatures enabling the acts which this management applies to be accomplished.

Article 14: Procedure

Court or out-of-court actions, both as claimant and as defendant, are brought or supported on behalf of the Foundation by the Chairperson or by two Members of the Board acting together.

Article 15: Acceptance of free donations

The Chairperson is authorised to accept provisionally, up to a maximum amount determined by the Board, gifts made to the Foundation and to perform all related formalities.

Article 16: Liability of the Members of the Board

The Members of the Board have no personal obligation resulting from their function and are only liable for performance of their mandate.

Article 17: Conflict of interest

If a Member of the Board has, directly or indirectly, an interest related to assets which is opposed to a decision or an operation of the Board, the said Member must notify this to the other Members before the deliberation in the Board meeting. His or her statement, as well as the reasons justifying the opposed interest the Member concerned has must be included in the report of the Board which must make the decision. Furthermore, the said Member must, when the Foundation has appointed one or several auditors, inform them of this.

In view of the publication in a document to be filed at the same time as the annual accounts, the Board describes, in the report, the nature of the decision or of the operation stipulated in the first paragraph and a justification of the decision taken as well as the asset consequences for the Foundation.

The potential auditors' report must comprise a separate description of the asset-related consequences resulting for the Foundation from such decisions of the Board.

TITLE III – REPORT, ACCOUNTS, SUPERVISION

Article 18: Terms and conditions of managing the Foundation's assets

The management of the funds and the use of what they generate are done in accordance with the terms and conditions decreed by the Board in the financial regulations.

Article 19: Accounts - financial year

Every year, before the thirtieth of June, the Board closes the accounts and draws up the terms of the Foundation's management report on the past financial year as well as the budget for the next financial year.

The financial year commences on the first of January and ends on the thirty-first of December each year. Notwithstanding this rule, the first financial year commences on the day of incorporation of the Foundation and ends on the thirty-first of December two thousand ten.

Article 20: Auditor

If the conditions set down in section 37 subsection 5 of the Belgian Act of the twenty-seventh of June nineteen twenty-one on not-for-profit associations, international not-for-profit associations and foundations are met, the Board calls one of the *Institut des Réviseurs d'Entreprises* to the role of auditor. This person shall be appointed for three years and this may be renewed.

The auditor checks the accounts and, more generally, supervises the acts of the Foundation,

as well as their compliance with the laws, statutes and financial regulations governing the Foundation. This person has open access to all documents and computer data issued by or for the Foundation.

The auditor can only be revoked by the Board with the majority of two-thirds of its members and only if there is a valid reason to revoke the said auditor.

TITRE V – MISCELLANEOUS PROVISIONS

Article 21: Modification of the Articles of Association

The Members of the Board can only deliberate and rule on the modifications to the Articles of Association validly if the purpose of the proposed modifications has been especially indicated in the convocation, which must be sent to the Board Members of the Foundation and to the Board Members of the Founder at least six weeks in advance, and if those attending the meeting represent at least half (50%) of the said members.

No modification shall be accepted unless two thirds of the votes of the Members of the Board of the Foundation are obtained, not counting abstentions. Moreover, any modification to the present statutes must be confirmed before entering into force by a decision of a new Board meeting of the Foundation that will take place at least six months after the meeting which adopted the modification in the statutes.

Article 22: Dissolution

Should the Foundation be dissolved, the foundation's net assets shall be returned to the founder or to any other not-for-profit association, foundation or legal entity whose aim is similar to the one pursued for the Foundation herein.

Article 23: Applicable law

Anything not stipulated in the Articles of Association herein shall be governed pursuant to the provisions of the Belgian Act of the twenty-seventh of June nineteen twenty-one on not-for profit associations, international not-for-profit associations and foundations.

Article 24: Transitory provisions

Pursuant to the Articles of Association, the members of the founder's Board are called upon to the role of Member of the Board of the Foundation.

Their mandate of Member of the Board of the Foundation will end up at the same time than their mandate of Member of the Board of the Founder.