

Oekozenter Pafendall non-profit association, a.s.b.l.

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Articles of association coordinated on 11/7/2025

TRANSLATED BY DEEPL

Oekozenter Pafendall is a non-profit association, hereinafter referred to as "the Association", governed by the law of 7 August 2023 on non-profit associations and foundations, hereinafter referred to as "the Law", and by these articles of association.

CHAPTER I: NAME, REGISTERED OFFICE, DURATION AND ACTIVITIES

Article 1 - Name - registered office - duration

(1) The Association is named "Oekozenter Pafendall" and has its registered office in the municipality of Luxembourg.

(2) The Association shall pursue its activities with strict political, ideological and religious independence.

(3) It is established for an unlimited period. It may be dissolved at any time.

Article 2 – Purpose – activities

The unifying idea behind the non-profit organisation Oekozenter Pafendall is sustainable development. The purpose of Oekozenter is:

- to contribute to creating fair living conditions at global, European and national level and to work towards a society that respects the interests of future generations while meeting the fundamental aspirations of human beings and taking into account planetary boundaries;
- to research, promote and implement social and economic models guided by the principle of sustainability in the fields of politics, society, the economy, culture, education and personal development;
- to this end, to raise awareness and take action with a view, in particular, to safeguarding the environment, respecting ecosystems, biodiversity and climate protection.

The Oekozenter Pafendall will be guided in the pursuit of this objective by the principles of ecology and democracy in a systemic approach.

To achieve this goal, the non-profit organisation may, in particular

- Raise awareness among the population and the target audience on the theme of the environment and sustainable development;
- Initiate, implement and promote actions, pilot projects, scientific analyses and research with a view to finding synergies between the economy, ecology and socio-cultural interests in the context of, among other things, the ecological transition and the integration of sustainable development principles in the field of natural and human environmental protection; natural resource management; agriculture and gardening; energy and soft technologies; urban planning, architecture and land use planning; mobility; economics; finance; health, energy and climate protection.

- Promote citizen participation in public life and democratic processes, awareness and education on the environment and sustainable development, the promotion of lifestyles that respect the principles of sustainable development and living together.
- Carry out training, information, awareness-raising and education activities, including conferences, seminars, courses, internships and other training and continuing education activities that enable ecological considerations to be integrated into individual and collective life;
- Promote meetings and exchanges to encourage dialogue on sustainable development issues in society;
- Carry out cross-border and international cooperation on sustainable development;
- Support initiatives at international level in accordance with the principles of the Rio Declaration on Environment and Development;
- Maintain and develop protected areas in the Grand Duchy of Luxembourg.

The association also has the following mission

- to manage a documentation and activity centre focusing on the protection of the natural and human environment and sustainable development, and the means of promoting the involvement of citizens, professional circles, local authorities and businesses in this field;
- to ensure the day-to-day management of the Oekozenter premises at , Pafendall, with the aim of creating a favourable environment for achieving the above objectives;
- to manage the possible provision of the Oekozenter Pafendall premises to third parties, in particular the seminar rooms, the documentation centre, the offices and the kitchen and brewery

facilities, in accordance with the conditions defined by the Board;

- to take the necessary organisational and technical measures to enable the Oekozenter Pafendall to fulfil its role as a place for meeting, exchange, training and information on sustainable development.

CHAPTER II: MEMBERS

Article 3 – Members: number, formalities and conditions of admission, membership fees

(1) The Association is made up of individual full members. The minimum number of full members may not be less than seven.

(2) The following are full members of the Association:

- * the members of the Board of the Mouvement Ecologique in office;
- * persons who have submitted an application to the Board and have been elected as Board member by the General Assembly in accordance with the procedures set out in Article 8.

(3) All members of the Association must meet the following conditions:

- agree to abide by the Articles of Association and undertake to respect the objectives of the Association;
- pay their membership fees in accordance with the call for contributions.

(4) Members are required to pay an annual membership fee, the amount of which is set by the General Assembly and may not exceed EUR 500.

(5) Each member has the right to vote at the General Meeting and is also entitled to the benefits of the Association and its services.

(6) The Association shall keep an up-to-date register of members at its registered office in accordance with the provisions of Article 9 of the Act.

(7) Any member may request a copy or consult at the Association's registered office the register of members, the minutes and decisions of the General Assembly and the Board, the Association's accounting documents and the coordinated text of the Articles of Association. The above-mentioned documents and records may not be removed. This register of members may be kept in electronic form.

Article 4 - Resignation / Loss of membership

(1) Full membership of OekoZenter Pafendall shall be lost

- * upon loss of office on the Board of the Mouvement Ecologique;
- * for persons who are not members of the Board of the Mouvement Ecologique, upon loss of their mandate on the Board of the OekoZenter Pafendall.

(2) Membership shall also be lost through:

- written resignation sent by post or email to the Board,
- the death of the member,
- automatic resignation in the event of non-payment of the annual membership fee within one year of the due date,
- expulsion by the General Assembly for serious reasons or serious damage to the interests of the Association, decided by a two-thirds majority of those present and represented.

CHAPTER III: THE GENERAL MEETING

Article 5 - Composition, convocation, votes

(1) All members shall be convened by the Board to the General Meeting at least fifteen days before the date of the General Meeting by post or email, stating the proposed agenda.

(2) Except in the cases provided for in these Articles of Association and the Law, the General Assembly shall decide without a quorum.

(3) All members have an equal right to vote at the General Assembly and resolutions are adopted by a majority of the votes of the members present or represented, except in cases where otherwise provided by law or the Articles of Association.

(4) In urgent cases approved by a three-quarters majority of the members present or represented at the General Meeting, resolutions may be adopted outside the agenda.

(5) Upon decision of the Board, indicated in the invitation to the General Meeting, members may participate by videoconference or any other means of telecommunication allowing their identification and shall be deemed to be present at the General Meeting.

Article 6 - Powers

(1) The General Meeting shall have the broadest powers to take any decision concerning the Association.

(2) The following fall within the exclusive competence of the General Meeting:

- a) decisions relating to amendments to the Articles of Association
- b) the appointment and dismissal of members of the Board
- c) the approval of budgets and past accounts, after the auditors have been heard in their report
- d) the discharge of the Board members
- e) the appointment of two auditors for the next financial year, whose term of office shall be incompatible with that of a Board member
- f) setting the membership fee for full members, which may not exceed 500 euros
- g) the exclusion of a member
- h) the submission of an application for recognition of public utility status
- i) the voluntary dissolution of the Association and the appointment of a liquidator.

The resolutions and decisions of the General Assembly shall be recorded in minutes signed by two members of the Board as defined in Article 9 of these Articles of Association and kept at the Association's registered office, where they may be consulted by members.

Article 7 - General Assembly meetings - procedures

- (1) The General Assembly shall meet at least once a year, no later than six months after the end of the financial year, to approve the annual accounts for the previous financial year and the budget for the following financial year. The financial year shall coincide with the calendar year.
- (2) The General Meeting must be convened if at least one-fifth of the members so request. The notice of meeting, which must include the proposed agenda, shall be sent in accordance with the procedures laid down in Articles 5 and 6.
- (3) Any written proposal signed by at least one-fifth of the members appearing on the latest annual list must be included on the agenda.
- (4) Members may be represented by another member by written proxy. A member may not hold more than one proxy.
- (5) The General Meeting shall be chaired by the chairperson of the Board or, in their absence, by the oldest member of the Board who agrees to do so. The secretary of the Board or any person appointed by the Board shall act as secretary of the General Meeting.
- (6) As a general rule, the General Meeting shall be validly constituted regardless of the number of members present, and decisions shall be taken by a simple majority of votes, except in cases otherwise provided for in these Articles of Association.
- (7) Notwithstanding the first paragraph, the General Meeting may only amend the Articles of Association or decide to voluntarily dissolve the Association in accordance with the requirements laid down by law.

CHAPTER IV: THE BOARD

Article 8 - Composition and functions

(1) The Association shall be managed by a Board composed of at least 7 and at most 25 members, elected by a simple majority of the members present or represented at the General Meeting.

(2) These Board members may only be natural persons who are members of the Association or who will become members after taking office, in accordance with Article 3 (2) of these Articles of Association.

(3) The members of the Board are elected each year for a term of one year, after the General Assembly of the Mouvement Ecologique, but no later than 1 July of the current year.

(4) At least half plus one of the members of the Board must be members of the Board of the Mouvement Ecologique.

For the purposes of determining the number of Board members, and so that the rule set out in the previous paragraph can be applied, the General Assembly shall first appoint the members of the Board on the basis of their status as members of the Board of the Mouvement Ecologique, before appointing the other Board members. In the event of changes in the composition of the Board of the Mouvement Ecologique (in the event of resignation, dismissal, etc.), these changes shall be reflected within the Board through a co-optation mechanism, or otherwise through the holding of a General Meeting.

(5) The financial manager and administrative manager of Oekozenter Pafendall shall attend meetings of the Board, but shall not have voting rights in that capacity.

(6) In the event of a vacancy between two General Meetings, the Board may co-opt a new Board member who will complete the term of office in accordance with point (1) of this article.

(7) The Board shall appoint a chairperson and a treasurer. One or more vice-

presidents and a secretary may also be appointed, but these positions shall be unpaid. These positions shall be decided by the Board at its first meeting after each General Meeting, for a period of one year.

(8) No person remunerated by the Association may be elected to the Board.

(9) Voting may take place by acclamation, in which case all candidates shall be deemed to have obtained the unanimous vote. A secret ballot shall be held if 1/5 of the members present support such a request.

(10) The term of office of Board members shall expire upon expiry of their term, death, loss of membership of the Mouvement Ecologique Board, dismissal at any time by the General Assembly or voluntary resignation by written notice addressed to the Board.

(11) The functions of the members of the Board are unpaid. However, the Board may reimburse its members for expenses incurred in the course of their activities on behalf of the organisation.

Article 9 - Powers

(1) The Board is vested with the broadest powers to carry out all acts necessary and useful for the achievement of the social purpose with , with the exception of the powers expressly reserved by these Articles of Association to the General Assembly or by law.

(2) The Board shall carry out the instructions given to it by the General Assembly in accordance with the purpose of the Association. It shall manage the finances and publish the Association's publications.

(3) The Board shall represent and validly commit the Association in relation to third parties and in court, either as plaintiff or defendant.

(4) The Association is validly bound to represent the Association in legal proceedings or in court:

- by the joint signature of two of the following persons: the president, a vice-president, the secretary/secretary general or the treasurer

- or by the joint signature of two persons, including the president, a vice-president, the secretary/general secretary or the treasurer and one of the persons expressly designated by the Board for this purpose.

Article 10 - Meetings

(1) The Board shall meet upon convocation sent to the Board members by the chairperson or the secretary general or by any person appointed by the Board for this purpose, by post or electronically at least eight days before the meeting, whenever the interests of the Association so require or at the request of three Board members.

(2) The agenda shall be attached to the notice of meeting.

(3) The Board may only validly deliberate if at least half of the Board members are present or represented. Decisions shall be taken collectively and by a simple majority of the members present or represented. In the event of a tie, the chair shall have the casting vote.

(4) Board Members may participate by videoconference or any other means of telecommunication that allows them to be identified. Board members participating by videoconference or any other means of telecommunication that allows them to be identified shall be deemed to be present. Meetings held by such means of remote communication shall be deemed to take place at the Association's registered office.

(5) Board members may give proxy to another Board member by post or electronically to represent them at any meeting of the Board. A Board member may only represent one other Board member at a time.

(6) The decisions of the Board may be taken by circular letter with the unanimous consent of the Board members expressed in writing, in exceptional and duly justified cases.

(7) The resolutions of the Board shall be recorded in minutes which shall be signed in accordance with the procedures set out in Article 9.

Article 11 - Day-to-day management of affairs

- (1) The Association may delegate day-to-day management to one or more persons, whether Board member or not, acting alone or jointly.
- (2) The person delegated to manage day-to-day business by the Board shall act under the control and supervision of the Board.
- (3) The term of office of the person delegated to manage day-to-day affairs shall expire upon death, resignation or dismissal. The term of office of the person delegated to manage day-to-day affairs may be revoked by decision of the Board.

Article 12 – Organisation and internal regulations

- (1) The Board may supplement these Articles of Association with internal regulations that may not conflict with the Articles of Association. These regulations may contain guidelines on the interpretation and implementation of the Articles of Association as well as information on matters not covered by the Articles of Association. The regulations may be amended by the Board by a two-thirds majority vote.
- (2) In general, no representative of a political party may be a member of the Board.

However, the General Assembly is authorised to decide on duly justified exceptions, provided that the Association's independence from any political party is fully preserved.

A representative of a political party is considered to be any person who holds a political office within a party as a member of a governing body at national, regional or local level or who has been elected by universal suffrage on their party's list.

CHAPTER VI: MISCELLANEOUS

Article 12 - Accounting system

- (1) With reference to Article 18 of the Law, the Association's accounting system shall be that applicable to the category to which it belongs.
- (2) The financial year shall begin on 1 January of each year.
- (3) The accounts shall be closed on 31 December and submitted to the General Assembly for approval.

Article 13 - Amendment of the Association's Articles of Association

(1) The General Assembly may only validly deliberate on amendments to the Articles of Association if the text of the amendments is indicated in the notice of meeting and if the Assembly is attended by at least two-thirds of the members present or represented.

An amendment may only be adopted by a two-thirds majority of the votes of the members present or represented.

(2) However, an amendment to the purpose for which the Association is constituted may only be adopted by a three-quarters majority of the votes of the members present or represented.

(3) If two-thirds of the members are not present or represented at the first General Meeting, a second Meeting, convened at least eight days in advance, shall be held within a period of at least fifteen days between the first and second Meetings.

(4) The notice convening the second General Meeting shall reproduce the agenda, indicating the date and outcome of the first General Meeting.

(5) This second General Meeting may validly deliberate, regardless of the number of members present or represented, and adopt the amendments by the majorities provided for the first General Meeting.

Article 14 - Financial year

The Association's financial year begins on 1 January and ends on 31 December.

Article 15 - Dissolution

(1) The dissolution of the Association shall be carried out in accordance with the provisions of Article 25 of the Law.

(2) In the event of dissolution, the Association's assets may not be diverted from their intended purpose and must be used for a similar purpose, as determined by the General Meeting.

(3) For anything not provided for in these Articles of Association, the provisions of the amended Act of 7 August 2023 shall apply.

Article 16 - Final provisions

For any matters not covered by these Articles of Association, the Law of 7 August 2023 on non-profit associations and foundations shall apply.