

TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION
International non-profit association
1040 Brussels, rue Breydel 40
(Brussels judicial district)
Constitution

On eighteen June, two thousand and ten,
Before me, Renaud LILIE, notary residing in Eupen, appeared:

1. Mr. FRISCH Dieter, born in Bad Homburg (Germany), on 23 March 1931, residing in 1040 Brussels, 16, Avenue de l'Yser,
2. Mrs. MITTERMAIER Jana, born in Munich (Germany) on 26 September 1974, residing in 1000 Brussels, Avenue Brabançonne 9,
3. Mr. AUPPERLE Adrien, born in Nördlingen (Germany) on 1 August 1980, residing in 1060 Brussels, rue Neufchatel 17,
4. Mrs. BERG Karen Janina, born in Cologne (Germany) on 17 November 1976, residing in 1060 Brussels, rue d'Ecosse 94.

The parties appearing have agreed to constitute an international non-profit association and have requested the undersigned notary to draft a notarized deed as follows.

I. STATUTES

CHAPTER 1: NAME, REGISTERED OFFICE, OBJECT, GOALS AND DURATION

- Article 1: The association is called “TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION” abbreviated as “TI Liaison Office to the EU”. The international non-profit association is governed by the provisions of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations (Articles 46 to 57). All acts, invoices, announcements, publications and other documents issued by the international non-profit association to which legal personality is granted, must mention the name immediately preceded or followed by the words “international non-profit association” or the abbreviation “AISBL”, as well as the address of the registered office.
- Article 2: The registered office of the association is in 1040 Brussels, rue Breydel 40, Brussels judicial district. The registered office can be transferred to any other address in Belgium. The change of address will be published in the annexes of the Belgian Official Gazette and lodged with the registry of the Commercial Court of the judicial district in which the registered office is located, within one month of the decision to transfer
- Article 3: The association has no commercial object. The object of the association is to advocate changes in policies and structures with the European Union towards a world free of

corruption. The association pursues non-profit goals of international interest in close cooperation with the relevant Transparency International national chapters and with the German association, “Transparency International e.V.” in Berlin:

- Encourage discussions on the prevention of and the fight against corruption involving stakeholders at European Union (hereinafter “EU”) level, in the Member States of the EU and beyond, by developing, organizing and participating in EU-related conferences, seminars, symposia, workshops, debates, hearings, consultations, meetings and training activities.
- Foster open, transparent and regular EU-related dialogue and EU-related actions on subjects related to the fight against corruption and horizontal issues such as integrity, sustainable development, fundamental rights, citizenship and good governance.
- Stimulate and contribute to the development of the horizontal methods and tools required to enact a crime prevention and control strategy, particularly concerning corruption, and best practices in the field.
- Support, encourage and reinforce the exchange of information, know-how and best practice for the purpose of long-term networking between a broad range of stakeholders, including entities in the public and private sectors and civil society, to develop a better understanding of corruption, its prevention and the fight against it, and, at best, to promote cooperation against corruption.
- Enhance public vigilance by improving awareness of the seriousness of crimes involving corruption, both at European level and beyond, by developing, drafting, implementing, analyzing and broadcasting opinion polls, analyses and studies in the field of corruption control and further, by organizing information campaigns, producing and distributing publications and teaching and training aids using new technologies, in close cooperation with the media.
- Encourage and stimulate civil society cooperation among the national chapters of Transparency International and the German association “Transparency International e.V.” in Berlin to fight together against corruption and promote integrity across the EU and beyond.
- Educate and reinforce the capacities of the Transparency International national chapters in the EU and outside its borders, with regard to knowledge of the EU in order to promote the active participation of citizens and civil society organizations in fighting corruption at EU level and beyond.
- Improve cooperation between civil society organizations at EU level to help develop mutual understanding of the anti-corruption issue in different cultures and to ensure a more lasting impact and the development of networks and synergies.

Article 4: The members, employees and volunteers of this association will always act in

compliance with the Policy Statement, its vision, values and guidelines, its code of conduct and the policies adopted by the German association “Transparency International e.V.” in Berlin.

Generally speaking, the association can undertake all activities directly or indirectly related to its goals and objects, or that could facilitate their fulfilment, in close cooperation with the relevant national chapters and the German association “Transparency International e.V.” in Berlin

Article 5: The association is created for an indefinite term and can be dissolved at any time as per Article 17 of these Statutes.

CHAPTER II: MEMBERS OF THE ASSOCIATION

Article 6: Membership: The association consists of active members who are founders of this association. The admission of new active members is subject to the following conditions:

- Any application to become an active member shall be addressed in writing to the Chairman, with a copy to the Director, in the form decided by the Executive Board. A copy shall also be sent to the Director.
- Filing an application entails acceptance of these Statutes of the association. The application will be submitted to the Executive Board which will decide on the acceptance or rejection of the application at any meeting following receipt of the application.
- Applications are accepted or rejected by decision taken by a simple majority of votes.
- On instruction from the Executive Board, the director will inform the applicants in writing of the acceptance or rejection of the application.

The Association is not required to give the grounds for the rejection of an applicant.

Article 7: Right to vote – dues: Active members have the right to discuss and vote at the General Meeting.

Active members shall notify the association in writing within a period of six weeks of any change in their postal or e-mail address.

Active members pay annual dues to cover the operating costs of the association, and which are proposed by the Executive Board and ratified by the General Meeting as per Articles 27 and 30 of these Statutes.

The annual dues are payable within three months of the General Meeting’s decision on the amount of dues. Any member who has not paid his/her dues within three months of a second reminder sent by the Chairman of the Executive Board, nor satisfactorily justified the non-payment, will lose his/her vote at the next meeting. When a member still has not paid his/her dues at the end of the accounting year in question, the Executive Board can propose his/her exclusion.

Active members are not individually liable for any actions taken in the name of the

association. The liability of each member is limited to the amount of that member's dues to cover management costs of the association. The rights and obligations of active members are those set out in these Statutes.

- Article 8: Resignation: Active members are free to resign from the association at any time by addressing a letter of resignation to the Chairman of the Executive Board. The resignation only comes into effect, however, at the end of the current accounting year. The resigning member will maintain his/her rights and will continue to owe dues to the AISBL during that period.
- Article 9: Exclusion: The exclusion of an active member of the association can be proposed by the Executive Board after it has heard the defence of the interested party. If necessary, the decision on exclusion is made at the General Meeting by a two-thirds majority of active members present or represented. The Executive Board can suspend the rights of the interested party until full consideration has been given.
- Article 10: Consequences of resignation or exclusion: An active member who ceases to belong to the AISBL further to resignation, exclusion or any other reason, has no rights to the funds of the association. He/she cannot require a statement of account or inventories, nor seize the assets of the association. Under no circumstances can a resigning or excluded member claim reimbursement of dues paid.
- Article 11: Register: The Director shall always keep a register of active members. This register shall include the following information: the full name and address of each member, the date of admission and the date of withdrawal of each member.

CHAPTER III: GENERAL MEETING

- Article 12: Powers: The General Meeting has all the necessary powers to fulfil the objectives and carry out the activities of the association. In particular, it has exclusive authority over the following matters:
- defining the priorities of the organization, its activities and the orientations of its development;
 - amending the statutes of the association;
 - electing and dismissing members of the Executive Board;
 - approving the budgets and annual accounts;
 - giving discharge to the members of the Executive Board;
 - voluntarily dissolving the association;
 - excluding a member;
 - adopting internal rules;
 - any other case that these Statutes require or recommend.
- Article 13: Membership: All active members may attend the General Meeting.
- Article 14: Meetings: The General Meeting is held every year. An Extraordinary General Meeting can be convened, when the interests of the association so require, by an informal procedure.

- All General Meetings are held on the date and at the place indicated in the meeting notice.
- The Executive Board may determine the date and place of the Annual General Meeting.
- Meeting notices shall be sent by the Chairman of the Executive Board at least three weeks before the date of the meeting. The motions proposed by active members shall reach the Executive Board at least two weeks before the General Meeting.

Article 15: Chairmanship: The General Meeting is chaired by the Chairman of the Executive Board or, should he/she be absent or unable to attend, by one of the two Deputy Chairmen. If none of them is present, the members can elect the chairman of the meeting from among themselves. The chairman of the meeting can ask participants who have a potential conflict of interest to leave the room during the discussion and/or the vote on a particular item on the agenda.

Article 16: Quorum and majority: Every active member is entitled to attend and participate in the General Meeting.

Any active member who cannot be present at the meeting can appoint another active member to represent him/her and vote in his/her name. The proxy shall be notified in writing to the Chairman of the Executive Board at the latest on the eve of the meeting. Proxy holders can receive voting instructions from their principal.

For the quorum of the General Meeting to be reached, at least half of the total number of active members must be present, in person or by proxy. If more than half of the active members are neither present nor represented, a second meeting will be held within six months of the first meeting which can deliberate validly irrespective of the number of active members present or represented.

No member can hold more than two proxies, and, in the case of a vote, he/she has the number of votes for which he/she holds proxies in addition to his/her own vote. No decision can be adopted on any matter that is not included on the agenda.

Without prejudice to Article 17 below, decisions are adopted by a simple majority of the active members present or represented.

All decisions are normally submitted to a vote by show of hands, in accordance with the procedure stipulated by the rules of procedure. A secret ballot can be requested by one or several members. Each active member present or represented at the General Meeting has the right to one vote by show of hands, provided that the member has paid his/her dues.

Article 17: Decisions requiring special forums and special rules:

- Dismissal of a member of the Executive Board or exclusion of a member:

Notwithstanding the previous article, the General Meeting can only deliberate on the dismissal of a member of the Executive Board or the exclusion of a member if two thirds of the active members are present or represented. The decision is only adopted if a

majority of two thirds of the votes cast by the active members present or represented is in favour.

- Amendment of the Statutes of the association or a proposal of dissolution:

The General Meeting can only deliberate on a proposal to amend the Statutes of the association or a proposal of dissolution if two thirds of the active members are present or represented. The decision is adopted only if it is voted by a majority of four fifths of the active members present or represented. However, if fewer than two thirds of the active members of the association are present or represented at the General Meeting, a new General Meeting will be convened at the earliest 15 days after the first meeting. This new General Meeting can make a valid final decision on the proposal, with the same majority of four fifths of the votes, irrespective of the number of active members present or represented.

Amendments made to the Statutes of the association will only become effective after approval by the relevant authority, in compliance with Article 50 § 3 of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations, and after publication in the annexes to the Belgian Official Gazette, in compliance with Article 51 § 3 of that same law.

Any amendments of the items listed in Article 48, paragraph 1 (2) of the law shall be approved by the King. Amendments of the other items listed in Article 48, paragraph 1 (5) and (7) shall be recorded in a notarized deed.

Article 18: Dissolution: The General Meeting shall determine the method of dissolution of this association. The net assets after liquidation shall be transferred to the German association “Transparency International e.V.” in Berlin, registered in Germany, governed by private law and pursuing objectives similar to those of the association.

Article 19: Publication: the decisions, resolutions and minutes of the General Meeting shall be notified to the members in writing. A copy of the minutes of the general meetings will be kept on file at the association’s registered office. The decisions of the General Meeting will be set down in a register by the Chairman of the Executive Board and by the minute-taker.

Chapter IV: Executive Board

Article 20: Membership – Appointment – Authority: The Association is managed by an executive board consisting of three members elected for a term of three years. However, the members of the first Executive Board appointed in these Statutes are appointed for an indefinitely renewable term of one year. The office of Executive Board member is without remuneration.

Active members can apply to become Executive Board members. They shall submit their application and a brief curriculum vitae in writing at least one week before the General Meeting, clearly indicating the office for which they are applying.

Members of the Executive Board are elected at the General Meeting by a simple

majority.

The Chairman and the Vice-Chairmen are elected by three separate votes. The first vote concerns the office of Executive Board member, the second vote concerns the office of Chairman, and the third vote concerns the office of the first Vice-Chairman. The election is done in writing and by secret ballot, unless the General Meeting decides otherwise.

The Executive Board has full management and administrative powers (Article 23), without prejudice to the powers reserved for the General Meeting (Article 11). The Executive Board exercises its powers in keeping with the decisions taken at the General Meeting. It can delegate its tasks to one or several Executive Board members, to the director or to employees of the association, specifying the extent of the delegated power.

The prerogatives of Executive Board members end with their death, resignation, civil incapacity, should they be placed in temporary administration, in the event of dismissal or at the end of their term of office.

In the event of a vacancy, the remaining members of the Executive Board can co-opt a replacement among the active members to fill a vacancy until the following General Meeting.

All decisions concerning the appointment or dismissal of an Executive Board member shall be taken in compliance with Belgian law, registered in a file opened in the name of the association with the registry of the commercial court of the district in which the registered office is located and published in the annexes of the Belgian Official Gazette.

Article 21: Appointment – Representation of the Chairman and Vice-Chairman of the Executive Board: in the event of the Chairman's absence or inability to attend, Executive Board meetings will be presided by one of the vice-chairmen or, if they are not available, by a chairman elected from among the Executive Board members present.

Article 22: Decisions at Executive Board meetings: The Executive Board meets in Brussels, in Berlin or abroad, at least once a year, at the request of the Chairman or a member. A written notice, mentioning the place, date and time of the meeting, as well as its purpose, shall be sent to committee members before each meeting. This notice shall be sent to the board members by letter, fax or e-mail at the latest two weeks before the date of the Executive Board meeting. The Executive Board can also consult and adopt decisions by telephone and e-mail without advance notification.

The quorum for Executive Board meetings is two. If this quorum is not reached, the Executive Board cannot deliberate or decide, except to fill a vacancy or to decide to convene a General Meeting.

An Executive Board member who cannot attend the meeting can be represented by another member provided that the Chairman and the Secretary General have been given prior notice.

The decisions of the Executive Board are adopted by a majority of the Executive Board members present or represented. In the event of a tie, the Chairman has the casting vote.

The Chairman of the meeting can ask participants who are have a potential conflict of interest to leave the room during the discussion and/or vote on a particular item on the agenda.

Article 23 Powers: The Executive Board has the power to carry out the following activities of the association, except for those that the law or these Statutes reserve for the General Meeting:

- processing applications for new active members;
- supervising and advising the director, at his/her request, on all subjects;
- requesting payment of dues from the active members to cover the operating costs of the association;
- establishing the annual accounts for the closed financial year and the budget for the following year.

Article 24: Publication: Executive Board decisions are recorded in a register, signed by the Chairman, and kept available for the members of the association. Copies or extracts provided for use in court or for other reasons shall be signed by the Director and by an Executive Board member who can certify their compliance. The Executive Board informs the active members and the Director of the resolutions and decisions by e-mail or by means of the association's website.

Chapter V: Delegation of powers

Article 25: Secretariat: powers within the association are shared between the Executive Board, the Director and the Treasurer as follows:

The Executive Board:

- appoints the Director and the Treasurer for a term, under terms and conditions defined by the Executive Board. The Executive Board has the power to dismiss the Director and the Treasurer from their duties;
- can delegate other powers to the director where this is deemed necessary to achieving the association's objectives;
- initiates, approves or disapproves the recruitment of staff of the association (proposed by the director);
- approves leases for the office and other contracts entailing annual expenditures of €10,000 or more.

The Director:

- takes part in the General Meeting and Executive Board meetings and is entitled to join the discussion, but not to vote at these meetings;
- is in charge of the daily management of the association. This includes liaison, representation, awareness activities, management of the finances and the staff, particularly the preselection (interviews and short lists) of applicants for recruitment by the association;

- signs contracts and approves annual expenditures of less than €10,000 within the authorized budget using the internal authorization procedures.

The Treasurer:

- is responsible for the accuracy of the accounting procedures, keeping the annual accounts, preparing budgets, including those pertaining to projects proposed, financed and supported by donors like the European Union or others, and preparing the balance sheet and the financial accounts.

Article 26: Representation of the association: Acts binding the association must be signed jointly by two members of the Executive Board who will not be required to show proof of power to third parties. However, for acts pertaining to daily management, the association will be bound by the signature of the director alone.

Article 27: Liability: The members of the Executive Board and the Director do not incur, by reason of their office, any personal liability. They are only liable for the fulfilment of their office.

Article 28: Legal representation: Legal actions, as defendant or plaintiff, are brought or supported on behalf of the association by the Executive Board represented by one of its members.

Article 29: Publication of appointments: Decisions concerning the appointment, dismissal and the term of office of persons authorized to represent the association shall be published in the annexes of the Belgian Official Gazette, in compliance with the law, and shall be lodged in the file held in the name of the association at the registry of the appropriate commercial court.

CHAPTER VI: BUDGETS, ACCOUNTS, RULES OF PROCEDURE AND GENERAL CLAUSES

Article 30: Dues – management costs of the association (annual core funding by the active members of the association): the amount of dues is set every year by the General Meeting on proposal from the Executive Board in view of the association’s operating costs and the other available financial resources.

Article 31: Annual accounting – annual accounts: The financial year begins on 1 January and ends on 31 December every year.

The annual accounts for the closed financial year and the budget for the following financial year are prepared by the Executive Board every year and submitted to the General Meeting for approval.

The annual accounts shall be lodged in the file kept in the name of the association at the registry of the appropriate commercial court in compliance with Article 51 of the law.

Article 32: Rules of procedure: On proposal of the Executive Board the General Meeting can adopt rules of procedure that are compatible with these Statutes to ensure the smooth operation of the association.

Article 33: Legal provisions: Everything that is not stipulated in these Statutes, including publications that must be made in the annexes to the Belgian Official Gazette, are governed by the provisions of Title III of the Belgian Law of 27 June 1921 on non-profit associations, international associations and foundations.

Article 34: Safeguard clause: if any of the provisions in these Statutes should be void, unenforceable or contrary to Belgian law, the validity of the remaining provisions shall not be affected.

II TEMPORARY PROVISIONS

The founding active members adopt the following decisions, which will only become effective on the date of the Royal Decree recognizing the association:

First financial year:

Notwithstanding the provisions of Article 31 above, the financial year for the first year of the association shall begin on the date of publication of the Royal Decree recognizing the association and will end, exceptionally, on 31 December 2010, after which every financial year shall begin on 1 January and end on 31 December of the same year.

First General Meeting:

The active members present at the first General Meeting take the following decision to appoint for a one-year term:

Members of the Executive Board:

1. Mr. KELSO Casey Keven Charles, born in Illinois (USA) on 30 May 1960, residing in 10715 and Berlin (Germany), Hildegardstrasse 2 A, who is present and accepts -
2. Mr. MARSCHALL Miklos, born in Rajka (Hungary) on 22 March 1953, residing in 10623 Berlin, Goethestrasse 83, represented here by Mr. Casey Kelso, identified above, pursuant to a power of attorney annexed hereto dated 15 June of this year, -
3. Mr. MAHASSEN Patrick Emanuel, born in Geneva (Switzerland) on 8 February 1957, residing in 10437 Berlin, Stargarder Strasse 13; represented here by Mr. Casey Kelso, identified above, pursuant to a power of attorney annexed hereto dated 15 June of this year, -

First meeting of the Executive Board:

At their first meeting, the members of the Executive Board appoint as:

- a) Chairman of the Executive Board: Mr. MARSCHALL Miklos, identified above, -
- b) Vice-Chairmen of the Executive Board: Mr. MAHASSEN Patrick and Mr. KELSO Casey, identified above, -
- c) Director in charge of daily management, Mrs. MITTERMAIER Jana, born in Munich (Germany), 26 September 1974, residing in 1040 Brussels Etterbeek, 9 av. Brabançonne. She is appointed for an indefinite term of office.

CERTIFICATION BY THE NOTARY

The undersigned notary certifies the compliance with the provisions of Title III of the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

IN WITNESS WHEREOF, THIS DEED

Has been executed in Eupen, on the date above. After reading with commentary, and an explanation given in German, the parties appearing have signed with me, notary.

Signatures (illegible)

Registered six pages no notes in Eupen.

Volume 197, volume 19, line 08

Received (€25).

(Signed) Acting Head Inspector

AF Morkel

Annex to a deed drafted by
Notary LILIEN in Eupen

date: 18 June 2010, dossier 13782

TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION
international non-profit association
1040 Brussels, rue Breydel 40
(Brussels judicial district)

Power of attorney for appointment as member of the Executive Board

The undersigned:

Mr. MARSCHALL Miklos, born in Rajka (Hungary) on 22 March 1953, residing in 10623 Berlin, Goethestrasse 83, (Passport HUN ZJ278484),-

Hereafter referred to as the “principal”

hereby establishes as his representative, with the power to act separately:

Mr. KELSO Casey Keven Charles, born in Illinois (USA) on 30 May 1960, residing in 10715 Berlin (Germany), Hildegardstrasse 2 A, (Passport GBR 093040272)-

Mrs. BERG Karen Janina, born in Cologne (Germany) on 17 November 1976, residing in 1060 Brussels, rue d'Ecosse 94.-

Hereafter referred to as “the agent”

to accept in his name the appointment as member of the Executive Board of the international non-profit association TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION and to represent him at the Executive Board meeting that will be held in the near future in the office of Notary Renaud Lilien in Eupen, that will have as its agenda the appointment to positions on the Executive Board and the appointment of the persons in charge of daily management.

The agents can take part in any deliberations, decision, vote of the Executive Board, sign all minutes and documents, substitute their powers and in general do whatever is needed, the principal promising to ratify this as need be.

Issued in Berlin (Germany) on 15 June 2010
(signed)

Mikos Marschall
Registered one page no notes in Eupen.
Volume 6/47, volume 67, line 18
Received (€25).
(Signed) Acting Head Inspector
AF Morkel

Annex to a deed drafted by
Notary LILIEN in Eupen

date: 18 June 2010, dossier 13782

TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION
international non-profit association
1040 Brussels, rue Breydel 40
(Brussels judicial district)
Power of attorney for appointment as member of the Executive Board

The undersigned:

Mr. MAHASSEN Patrick Emanuel, born in Geneva (Switzerland) on 8 February 1957, residing in 10437 Berlin, Stargarder Strasse 13 (passport CHE F 1281600),

Hereafter referred to as the “principal”

hereby establishes as his representative, with the power to act separately:

Mr. KELSO Casey Keven Charles, born in Illinois (USA) on 30 May 1960, residing in 10715 Berlin (Germany), Hildegardstrasse 2 A, (Passport GBR 093040272)-

Hereafter referred to as “the agent”

to accept in his name the appointment as member of the Executive Board of the international non-profit association TRANSPARENCY INTERNATIONAL LIAISON OFFICE TO THE EUROPEAN UNION and to represent him at the Executive Board meeting that will be held in the near future in the office of Notary Renaud Lilien in Eupen, that will have as its agenda the appointment to positions on the Executive Board and the appointment of the persons in charge of daily management.

The agent can take part in any deliberations, decision, vote of the Executive Board, sign all minutes and documents, substitute his/her powers and in general do whatever is needed, the principal promising to ratify this as need be.

Issued in Berlin (Germany) on 15 June 2010
(signature illegible)

Registered one page no notes in Eupen.
Volume 6/47, volume 67, line 18
Received (€25).
(Signed) Acting Head Inspector
AF Morkel