

2care2share ASBL

Registered Address: 142, rue Albert Uden – L-2652 Luxembourg

ARTICLES OF ASSOCIATION

The general meeting of the non-profit organization "2care2share ASBL" was held at the registered office on the 6th of June 2017.

All the members of the association were present, and it was decided unanimously to approve the statutes.

I - Name, Office registration, Objectives and Duration

Article. 1.

The association is named "2care2share ASBL", a non-governmental development cooperation organization, a non-profit organization.

Article. 2.

The registered office of the association shall be established in Luxembourg. It may be transferred to another locality in the Grand Duchy by decision of the board of directors.

Article. 3.

The objective of the association is:

- a) to assist in the education of children in Tanzania;
- b) to support the local association "2care2share" registered in Tanzania with this aim;
- c) to collect and manage funds and to acquire mobile and immobile property appropriate for the purposes of the association;
- d) to finance the construction of an orphanage and its operation, including equipment, food and supervision;
- e) to organize English courses for children attending public schools;
- f) to give children the opportunity to go to a private school in order to receive a better education;

g) to investigate the possibility of extending the orphanage or creating other orphanages and financing their construction and operation;

h) to investigate the possibility of establishing other schools and to finance their construction and operation.

Article. 4.

The association is constituted for an unlimited duration.

II. - Members (m / f), Admission and Resignation, Contribution

Article. 5.

The number of members (m / f) is not limited; The minimum number shall be three. The list of members is attached.

Article. 6.

The association consists of:

- a) Active members;
- b) Honorary members.

Article. 7.

The person who wishes to become an active member of the association makes a request to the board of directors who decides.

The board of directors may appoint as honorary member any natural or legal person who has rendered services or made donations to the association. Honorary members shall enjoy the same rights as active members, with the exception of the right to vote.

Article. 8.

Membership is lost:

- a) by written resignation received by the Board of Directors;
- b) by non-payment of the contribution before the start of the general meeting which closes the relevant financial year;
- c) by the exclusion pronounced by the general assembly for violation of the statutes or for any other serious reason.

Article. 9.

The annual membership fee for active members is set annually by the General Assembly. It may not exceed 100 (one hundred) euros.

III. - Financial year, Administration

Article. 10.

The Company's financial year begins on 1st of January and ends on 31st of December.

The first financial year begins by the 6th of June, 2017 and ends by the 31st of December, 2017.

Article. 11.

The association shall be managed by a board of directors, composed of at least three members and not more than five members. They are appointed by the general assembly by using a relative majority of the votes among those who are active members.

Nominations for a term of office (m / f) must reach the President at least twenty-four hours before the general meeting. However, the latter may waive this formality whenever the number of candidates is insufficient, up to the maximum number of vacant mandates.

The term of office of for the members of the Board of Directors is two years; its members are eligible for re-election. In the event of a vacancy (m / f) between two General Meetings, the Board of Directors may provide for the replacement, subject to ratification by the next General Meeting.

Article. 12.

The members of the Board of Directors designate their officers, including a chairman (m / f), a vice-chairman (m / f), a secretary (m / f), a treasurer m / f). The same person can combine several of these functions.

Article. 13.

The Board of Directors meets as often as the interests of the association so require and at least four times a year at the call of its chairman, another member of the delegated office or half of its members. It can validly deliberate only in the presence of the majority of its members.

The Board of Directors may admit to its meetings other persons in an advisory capacity.

Article. 14.

The Board of Directors manages the affairs of the association and represents it in all judicial and extrajudicial acts. It may, under its responsibility, delegate its powers to one or more of its members or to one or more groups composed of members of the association working within the framework of a mandate defined by the board of directors.

It is obliged to submit annually to the approval of the General Assembly the accounts for the past financial year as well as the budget for the next financial year. Decisions of the Board of Directors are taken by majority vote expressed by the members present. In the event of a split, the vote of the person presiding is decisive. Decisions shall be recorded in minutes submitted to the Board of Directors for approval.

Article .15.

The Board of Directors may entrust its office with the routine business. It designates persons whose signatures given in agreement with the Board of Directors validly commit the association to third parties.

IV. - General Meetings.

Article.16.

The general assembly is the sovereign power of the association.

- a) The appointment and dismissal of the directors (m / f) and the auditors (m / f),
- b) The approval of the budgets and accounts,
- c) The fixing of the annual fee,
- d) Exclusion of members (m / f);
- e) Amendments to the statutes;
- f) The voluntary dissolution of the association and the allocation of its assets;
- g) All decisions exceeding the limits of the powers legally or statutorily vested in the Board of Directors.

Article. 17.

The ordinary general meeting is held once a year during the first half of the calendar year. The Board of Directors determines the date and the agenda.

Article. 18.

The Board of Directors may convene an extraordinary general meeting whenever it deems it necessary or necessary.

Following a written request from one fifth of the active members, the Board of Directors must, within one month, convene an extraordinary general meeting and include in its agenda the reason for the request.

Article. 19.

Notice to the general meeting shall be communicated to the shareholders (m / f) at least eight days before the date fixed. The agenda shall be attached to this notice.

Article. 20.

The general meeting is validly constituted regardless of the number of active members present and its decisions are taken by an absolute majority of the votes

cast, except where otherwise provided for by the law.
In case of a parity of votes, the chairman (m / f) of the meeting has the casting vote.
The office of the General Assembly is that of the Board of Directors.

Article. 21.

All general meetings shall be the subject of a report submitted to the Board of Directors for approval. The members of the association and third parties will be able to take note without moving the file to the headquarters of the association.

V. - Budget and accounts

Article. 22.

The resources of the association include:

- a) Membership fees;
- b) Gifts and donations;
- c) Contributions from public authorities;
- d) Interest on funds invested.

Article. 23.

Each year, on 31 December, the account for the past financial year shall be drawn up as well as the budget for the next financial year ~~shall be drawn up~~. Both are subject to the approval of the ordinary general meeting.

The account and the supporting documents are controlled by two statutory auditors, appointed by the general meeting.

VI. - General provisions

Article. 24.

In the event of the dissolution of the Association, the assets remaining after extinguishment of the liabilities shall be paid to one or more non-governmental development organizations approved by the Ministry of Foreign Affairs.

Article. 25.

Cases not provided for in these statutes are governed by the provisions of the amended Act of 21 April 1928 for associations and non-profit foundations.