

MEMORANDUM AND ARTICLES OF ASSOCIATION

The undersigned have agreed to create a non-profit-making organisation whose memorandum and articles are as follows :

STYLE, HEAD OFFICE, DURATION

Article 1. The association is called „European Children’s Film Association“, asbl.

Article 2. The registered office of the organisation is in Brussels. The board of directors will decide on the precise premises of the office.

Article 3. The association aims at promoting cinema for children and youth. It will set up an information, documentation and survey office. The association will coordinate any initiative taken in favour of cinema for children and youth, as for production, distribution, exhibition and cultural action are concerned.

The association may take any initiatives to reach its aims.

Article 4. The association is set up for an unlimited period of time.

MEMBERS

Article 5. The number of members is unlimited, but it shall not be less than three. The undersigned are the founder members.

Article 6. Any natural or body corporate may become an associate of the association. The agreement of becoming an associate-member is given by the board of directors and ratified by the Annual General Meeting. The associate shall agree to the present articles and support the aims of the association.

Article 7. The maximum subscription amounts to 200 ecus.

Article 8. The members are free to withdraw from the association at any time, writing a resignation letter to the board of directors. The exclusion of an associate-member can be pronounced only by the General Assembly through a two-thirds majority of the present votes.

The resigning or excluded associate does not have any right on the registered capital and may not claim refunding of his subscriptions.

THE GENERAL ASSEMBLY

Article 9. The General Assembly is made up of all the associates and is presided over by the Chairman of the board of directors.

Article 10. According to its attributes, the General Assembly has a right :

- 1. To modify the articles and to dissolve the association, in accordance with the legal provisions in that matter.
- 2. To appoint and dismiss directors.
- 3. To approve budgets and accounts each year.
- 4. To exercise any other power deriving from law of the articles.

Article 11. The Chairman of the board of directors shall invite the associates to take part to the General Assemblies. By power of attorney, the associates may ask another associate to represent them at the Assembly. No associate may cumulate two functions at the General Assembly.

The invitations are missive letters, sent at least one month before the Assembly’s meeting and contain the Agenda.

The board of directors shall invite the General Assembly to meet whenever one fifth of the associates ask for it.

Article 12. All the members have equal voting right at the Annual General Meeting. The resolutions shall be made through a simple majority of the casted votes, except in the following cases :

a. A two-thirds majority is required in order to change articles, to dissolve the association or to exclude an associate.

In order to change the articles, to dissolve the association or to exclude an associate, the presence of the majority of the members is required. Any change in the articles shall be published within the month following the date of change, in the appendix of the Moniteur Belge.

a. For the election of the board members, each candidate needs to obtain the majority of the present or represented votes.

Article 13. The General assembly's decisions are registered in a minute book and signed by the Chairman and one director. The minutes of each meeting are sent to each associate, at the latest within the month following the meeting.

THE BOARD OF DIRECTORS

Article 14. The association is directed by a board of directors made up of at least four and maximum eight directors, appointed and removable by the General Assembly and chosen among the associates. The board's proceedings are valid provided that half of the associates be present or represented by another associate of the board, by power of attorney.

Article 15. The term of office last two years the first time and four years afterwards. The directors can be reelected once.

Article 16. The board chooses a Chairman, two vice-Chairmen, a secretary and a treasurer among its associates.

Article 17. The board of directors shall decide through a simple majority of present or represented director's votes. In the event of a tie in the voting, the Chairman has the casting vote.

Article 18. The board of directors has the most extended power as to direction and management of the association, i.a. the board has the power (and the following list is not exhaustive) without prejudice to all the other powers deriving from law or the memorandum of articles: to perform and accept all acts and enter into or accept all contracts, also to come to terms, to compromise, to buy, exchange and sell personal and real estate, as well as to mortgage, borrow, conclude a lease for any period of time, accept any devise and legacy, subsidies, donations and transfers, also to waive any right, give all powers to the representatives of its own choice (associates or not) and to appear in court for the association either as defendant or plaintiff.

Article 19. The acts that involve the association (others than the ones of daily management) shall be signed (except a special delegation from the board) by the Chairman and one director who do not have to prove their discretion before third parties.

Article 20. By virtue of their function, the directors shall not contract any personal obligation and are responsible only for the performance of their office. This office shall be performed free.

Signed in Brussels, 1988.