

UNOFFICIAL TRANSLATION – ORIGINAL IN FRENCH LANGUAGE

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THE CLERK OF THE COURT

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Extraordinary General Assembly

**'RÉSEAU POUR L'ASSISTANCE HUMANITAIRE /
NETWORK ON HUMANITARIAN ASSISTANCE'**

Abbreviated to **'NOHA'**

International Not-for-Profit Association

at Place Montesquieu 1, boîte 9, 1348 Louvain-la-Neuve, Belgique

ID Number 123932002

R.P.M. [Companies Register] Brussels: 0477.784.683 RPM Nivelles

MODIFICATIONS TO THE ARTICLES OF ASSOCIATION

In the year **two thousand and fourteen**

Twenty sixth February

At 1190 Forest-Brussels, avenue Rein Marie-Henriette, 123

Before Maître **Priscilla Claeys**, Notary at Forest

Was held

The extraordinary General Assembly of members of the international not-for-profit Association **'RESEAU POUR L'ASSISTANCE HUMANITAIRE / NETWORK ON HUMANITARIAN ASSISTANCE'**, abbreviated to **'NOHA'**, headquartered at Place Montesquieu 1, boîte 9, 1348 Louvain-la-Neuve, Belgium, hereafter referred to as *"the International Association"*.

Identification of the Association

The international Association was established according to a deed published in the annexes of the Belgian Official Gazette on the 27 June 2002, under number 012393.

Its legal identity was granted on by Royal Decree on the 10 August 2001 under reference 7/CDLF/14.250/S.

The articles of Association have been modified following the minutes of the General Assembly drafted by Maître Eric Neven, notary at Forest, on the 9 December 2005 and published in the annexes to the Belgian Official Gazette dated 23 February 2006, under number 06039412.

The head office has been transferred to the current address by a General Assembly decision dated 15 November 2008 published in the annexes to the Belgian Official Gazette dated 28 May 2009, under number 09075570.

The international Association is registered with the Register of Legal Entities under the number 0477.784.683.

Opening of the Assembly – Composition of the Bureau

The session was opened at 9.30 under the presidency of Mrs. GOURBIN Catherine, born in Genlis (France), on the 30 March 1955, of French nationality, national registration number 550330490-77, residing at 1050 Ixelles, avenue Adolphe Buyl boîte 4e.

The notary confirms the surname, first name, date and place of birth and place of residence of the person in view of her identification card.

The constitution of the Bureau is not carried out.

Composition of the Assembly – Attendance List

Are present or represented the members whose surname, first name and address or legal identity or official company name, legal status and registered office and information are provided in a register which shall be annexed to the present minutes.

The attendance list has been signed by all present members or their authorised representatives. The powers of attorney will be kept in the notary's files.

The attendance list was then signed by me, the notary, with the mention "annex". It was closed by the signature of the President and the undersigned notary.

Statement by the President

The President states and requires that the undersigned notary take due note of the following:

- I. The agenda for the present General Assembly is as follows:
 1. Change in the name of the Association from Network on Humanitarian Assistance (NOHA) to Network on Humanitarian Action (NOHA) and change of article 1 of the articles of Association.
 2. In as much as it is necessary, confirmation of the decision of the General Assembly of the 14 November 2008 to transfer the head office of the Association to the current address, as follows: "Université Catholique de Louvain, Place Montesquieu, 1 boîte 9, B-1348, Louvain-la-Neuve, Belgique". This decision was published in the annexes to the Belgian Official Gazette (Moniteur Belge), as mentioned above.
 3. Slight reformulation of the purpose of the Association, without any change in the content, as follows:

"NOHA is a not-for-profit Association whose main purposes are as follows:

 - managing a university and professional training programme organised by the members;
 - gathering and exchanging information on teaching programmes as well as teaching, examination and qualification methods;
 - developing a common European dimension to education and research and more specifically in the field of humanitarian action;
 - analysing and progressively implementing a mutual recognition of teaching programmes, including courses, examination and qualification methods;
 - reflecting on and analysing research and education in the humanitarian action field with the aim of improving its quality;
 - implementing and developing the activities undertaken by its members, including student exchanges and teacher mobility; and
 - more generally, undertaking all activities, including cooperation with existing institutions, organisations and networks, with the aim of facilitating the realisation of the objectives of the Association, and all other relevant activities within the framework of the objectives and activities mentioned above.

The Association may also pursue the following complementary purposes:

- representing its members and defending their interests with the European Union institutions in all fields relating to education in general and to education and research relating to humanitarian action in particular; and
 - representing its members and defending their interests with organisations across the world.
4. Adoption of a new text within the articles of Association to ensure consistency with the current legal framework, the decisions to be taken mentioned above and the following changes:
 - deleting the different categories of members, in particular the "associate member" category and the deletion of the word "effective" throughout the articles of Association;
 - changing the conditions for admission rejection or admission refusal;
 - deleting of article 11 concerning the payment of Association fees;
 - modifying the articles concerning the General Assembly;
 - modifying the articles concerning the Board of Directors – constitution of an Executive Committee and the possibility to establish working and study groups;
 - modifying the articles concerning the representation of the international Association; and
 - modifying the conditions for the changes and dissolution of the international Association.
 5. Delegation of powers.
 6. Power-of-attorney.

II. Invitations

Taking into account the fact that all members are present or represented at the General Assembly, the President dispenses the undersigned notary of verifying if all of the members have duly been invited to the present General Assembly following the legal and statutory conditions.

Record of the validity of the Assembly

1. The explanation was checked and found to be correct by the Assembly, which acknowledges that it is authorised to deliberate on the items of the agenda.
2. The Board of Directors has, prior to the Assembly, approved the modifications to the articles of Association.

Deliberation – Resolutions

The Assembly discusses the agenda and takes the following decisions after deliberation:

First resolution: name of the Association

The Assembly decided to modify the name of the Association from “Network on Humanitarian Assistance (NOHA) to Network on Humanitarian Action (NOHA) and change of article 1 of the articles of Association as mentioned below.

Second resolution: head office

In as much as it is necessary, confirmation of the decision of the General Assembly of the 14 November 2008 to transfer the head office of the Association to the current address, as follows: “Université Catholique de Louvain, Place Montequieu, 1 boîte 9, B-1348, Louvain-la-Neuve, Belgique”. This decision was published in the annexes to the Belgian Official Gazette (Moniteur Belge), as mentioned above.

Third resolution: purpose

The Assembly decides to slightly reword the purpose of the Association, without any change in its content, as mentioned below (article 4 of the articles of Association).

Fourth resolution: adoption of the new articles of Association

The Assembly decides to adopt the new text of the articles of Association ensuring consistency with the current legal framework, the decisions to be taken mentioned above and the following changes:

- deleting the different categories of members, in particular the “associate member” category and the deletion of the word “effective” throughout the articles of Association;
- changing the conditions for admission rejection or admission refusal;
- deleting of article 11 concerning the payment of Association fees;
- modifying the articles concerning the General Assembly;
- modifying the articles concerning the Board of Directors – constitution of an Executive Committee and the possibility to establish working groups;
- modifying the articles concerning the representation of the international Association; and
- modifying the conditions for the changes and dissolution of the international Association.

The new text of the articles of Association is as follows:

I. Designation, Head Office, Duration

Article 1. Designation - An International Association with philanthropic, scientific, educational and teaching purpose known as 'Réseau pour l'Action Humanitaire - Network on Humanitarian Action, abbreviated as 'NOHA', is established.

This Association is regulated by Belgian law dated 27th June 1921.

Article 2. Head Office - The Association's Head Office is established in Belgium.

At present, it is located at the following address: Université Catholique de Louvain, 1 Place Montesquieu, bte. L2.08.07 B-1348, Louvain-la-Neuve, Belgium.

The Head Office of the Association's General Secretariat is set by the Board of Directors and sanctioned by the General Assembly.

Article 3. Duration - The Association is constituted for an indefinite duration.

II. Association Purpose

Article 4. Purpose - Not-for-profit Association whose main purposes are as follows:

- managing a university and professional training programme organised by the members;
- gathering and exchanging information on teaching programmes as well as teaching, examination and qualification methods;
- developing a common European dimension to education and research and more specifically in the field of humanitarian action;
- analysing and progressively implementing a mutual recognition of teaching programmes, including courses, examination and qualification methods;
- reflecting on and analysing research and education in the humanitarian action field with the aim of improving its quality;
- implementing and developing the activities undertaken by its members, including student exchanges and teacher mobility; and
- more generally, undertaking all activities, including cooperation with existing institutions, organisations and networks, with the aim of facilitating the realisation of the objectives of the Association, and all other relevant activities within the framework of the objectives and activities mentioned above.

The Association may also pursue the following complementary purposes:

- representing its members and defending their interests with the European Union institutions in all fields relating to education in general and to education and research relating to humanitarian action in particular; and
- representing its members and defending their interests with organisations across the world.

III. Members

Article 5. Members - Higher education institutions may be admitted as members. Criteria for membership include:

- possessing legal status and being legally constituted in accordance with the laws and customs of the country where their head office is located;
- being recognised as such by the competent public authorities in the country where their head office is located;
- issuing advanced level higher education diplomas accredited by the competent national authorities in one or several fields relating to humanitarian aid and/or whose activities contribute to the realisation of the Association's objectives; and
- undertaking research work recognised by the European scientific community in one or several fields relating to humanitarian aid.

The number of legally constituted members is limited to one per country. Each member will coordinate the Association activities in the country where it has its Head Office.

The legal entity of each Association member is represented by one or two incumbent natural person who are the representatives at the General Assembly and the Board of Directors; each legal entity member of the Association also designates a substitute natural person to represent it in cases when the designated representative is not available. These two natural persons (the incumbent representative and the substitute representative) are designated by the governing body of the legal entity they represent. The incumbent representative or, where applicable, the substitute representative exercises the recognised voting rights of the member.

Without prejudice to the preceding paragraph, each Association member that is the legal body may name several natural persons to take part in Association activities; the maximum number of natural persons that may be designated will be determined by internal regulations.

Article 6. Voting Right - Each member is entitled to vote.

Article 7. Admission Procedure - All admission applications must be addressed in writing to the Association President in a format and according to a procedure agreed to by the Board of Directors. Admission is subject to the recommendations of the Board of Directors and decided by the General Assembly.

The legal bodies possessing the conditions set out in the present articles of Association are admitted as members by recommendation of the Board of Directors provided by simple majority vote and ratified by the General Assembly also by simple majority.

Article 8. Resignation - Exclusion - Members may present their resignation by addressing a registered letter with acknowledgement of receipt to the incumbent Association President.

Exclusion of Association members may be proposed by the Board of Directors by simple majority after having heard the defence of the interested party and after it is confirmed by the General Assembly by two-third majority vote of present or represented members. The General Assembly must hear the defence of the interested party before taking a final decision.

The member who ceases to be part of the Association has no rights over the social fund.

IV. Bodies

Article 9. List of bodies - The Association is composed of the following bodies:

- A General Assembly
- A Board of Directors
- A General Secretariat

IV.1. The General Assembly

Article 10. Composition - The General Assembly is composed of a legal representative of each Association member.

Article 11. Powers - The General Assembly is the highest authority of the Association. It has full powers allowing the purpose of the Association to be fulfilled.

It is specifically competent for:

- Electing and dismissing the Association President, Treasurer and Secretary General
- Approving budgets and accounts and financial guidelines and policies.
- Granting the discharge to the Executive Committee or to the President and Secretary General;
- Modifying the articles of Association;
- Admitting and excluding Association members as per the conditions set out in articles 7 and 8.
- Dissolving the Association, the liquidation surpluses will be given to a foundation or another Association having the same purpose or another foundation;
- Approving the strategic priorities of the Association
- Ensuring that the fundamental aims and values are respected and promoted
- Ensuring all legal duties are fulfilled
- Taking care of Association's patrimonial goods.

General Assembly members shall receive no fee or other remuneration, but are entitled to the reimbursement of eligible expenses for their activities as members of the General Assembly. These expenses shall be assessed by the Treasurer of the Association, in accordance with the policies adopted by the General Assembly.

Article 12. Meetings - The General Assembly meets with full rights every year at the Head Office of the Association or at a location indicated on the invitation sent to members.

The invitation is prepared and sent by the Secretary General of the Association by post or by any other means of communication, written and/or electronic, at least thirty (30) days before the meeting date. The invitation shall also show the meeting location, date, time and agenda.

The General Assembly can meet via other modern technical means such as teleconferences, videoconferences and any other technical mean enabling it to validly deliberate and vote. The conditions for such meetings are set out in the internal rules and regulations of the Association.

The agenda is adopted by the Board of Directors and agreed with the Chairperson of the General Assembly.

In addition, an extraordinary General Assembly can be called when the Board of Director deems it necessary.

The General Assemblies are chaired by the Chair of the Assembly elected by the Assembly for a period of three years. When the latter is not available, the General Assembly is chaired by a designated member of the Board of Directors.

Article 13. Representation - Quorum of presence- Each member may be represented at the General Assembly by another member authorised by a written power-of-attorney. A member may not, however, hold more than one power-of-attorney.

Only those powers-of-attorney submitted in the format set by the Board of Directors and attached to the invitations shall be considered valid.

The General Assembly is only valid when at least half of the members are present or represented.

Nonetheless, if a General Assembly fails to convene half of the Association's members, a new General Assembly shall be called as per the conditions set out in article 11 and will definitively and validly decide upon the proposal(s) at hand, regardless of the number of members present or represented.

Article 14. Resolutions – Quorum of vote - Resolutions are taken by a two-third majority of the members present or represented, with the exception of cases set out in the present articles of Association.

Resolutions may not deal with anything other than the items mentioned in the agenda. Additional items may be added to the agenda at the beginning of each session, as long as at least 20 percent of the members vote in favour of the proposed addition.

Following a General Assembly meeting, the minutes are drafted and sent by the General Secretariat to all General Assembly members within one month of the meeting at the latest. General Assembly members shall send their approval or comments of the minutes by electronic means within the month after the minutes have been sent. After this date, even if all members have not sent their formal approval or comments, the minutes shall be considered as approved.

In exceptional and/or urgent cases, the General Assembly can take decisions by written procedure, including electronic mail. To this effect, the Board of Directors shall send by written or electronic communication means, the proposed resolutions and an explanatory note to the General Assembly. The Board of Directors shall consider the proposed resolutions as adopted if within ten (10) days starting on the date the communication was sent, at least fifty percent of responses from members have been received by the Board of Directors and an absolute majority (fifty percent plus one) is reached in favour of the proposed resolution. The resolutions thus adopted shall then be ratified during the next General Assembly.

General Assembly resolutions are recorded in minutes that shall be included in a register filed at the General Secretariat of the Association and available for consultation by its members upon request.

IV.II The Board of Directors and its Executive Committee

Article 15. Composition - The Association is governed by a Board of Directors comprising all member representatives. Among the members of the Board of Directors, the General Assembly elects the Association President, Secretary General and Treasurer. Together, they compose the Executive Committee and convene every two months as provided for under article 25.

The mandate of the Executive Committee members is of three years each. The mandate takes effect during the first Board of Directors meeting immediately following the General Assembly meeting during which the member of the Executive Committee was voted in and ends three years later during the General Assembly meeting during which act will be taken on the expiry of the mandate. Outgoing Executive Committee members are eligible for re-election for a maximum of two terms.

Board of Directors members shall receive no fee or other remuneration, but are entitled to reimbursement of eligible expenses concerning their member activities. These expenses shall be assessed by the Treasurer of the Association, in accordance with the policies adopted by the General Assembly.

The members of the Board of Directors shall not enter into any personal commitment on account of their duties as per article 2 bis of the 27 June 1921 law and shall therefore be responsible solely for the execution of their terms of reference.

Article 16. Powers - The Board of Directors enjoys all of the management and administrative powers of the Association, with the exception of those vested in the General Assembly.

More specifically, the Board of Directors is responsible for:

- with the support from the General Manager, ensuring the preparation of the Strategic plan for ratification by the General Assembly;
- promoting activities and deciding on high level management issues, including:
 - Policy content issues
 - Membership and growth strategy
 - Fundraising
- supervising the general management and administration of the Association;
- ensuring the preparation of the annual budget, with support from the General Manager, for submission to and approval by the General Assembly;
- completing, on the basis of the Treasurer's report, the preparation of annual accounts with the support from the General Manager, for submission to and approval by the General Assembly; and
- deciding on respective responsibilities of the President, the Secretary General, the Treasurer and the General Manager.

The management of the Association staff, including hiring and dismissal of staff is the responsibility of the Secretary General, with the exception of the General Manager who is selected by the Board of Directors and the dismissal of whom is decided by the Board of Directors.

The Board of Directors drafts and approves the internal Rules of Procedures of the Association.

Article 17. Working or study groups - The Board of Directors may decide to establish working or study groups on specific topics relating to the objectives of the Association. The names of these groups are decided by the Board of Directors. The group members are appointed by the Board of Directors from amongst the Association members; members of these groups will propose a coordinator to be approved by the Board of Directors. The designation of the coordinator takes effect only if it is approved by the Board of Directors approval; the designation is valid for one year and may be renewed by the Board of Directors.

Article 18. Meetings - The Board of Directors meets at least four times a year and whenever the Association President or at least half of the Board members deem it necessary.

The Board of Directors is convened by written or electronic means of communication at least seven (7) days before the meeting, stating the date, time and location of the meeting as well as the agenda.

The agenda is prepared by the General Manager and accepted by the President of the Board of Directors.

The Board meetings are chaired by the Association President or, in case the President is not available, by a Board member designated by the President for this purpose.

Virtual board meetings are possible if the President assesses their necessity and at least two thirds of Board members take part.

The decisions taken by the Board of Directors, even those taken during a virtual Board meeting, shall be recorded in minutes that shall be included in a register filed at the General Secretariat of the Association and available for consultation by its members upon request.

Article 19. Quorum – Representation - The Board of Directors can validly deliberate only if at least two thirds of its members are present or represented.

A Board member may be represented by another Board member who may, however, not hold more than one power-of-attorney.

Only those powers-of-attorney established in the format set by the Board of Directors and attached to the invitations will be considered valid.

Article 20. Resolutions – Quorum of vote - The resolutions of the Board of Directors are taken by the majority of members present or represented. In the event of a tie, the President shall have the casting vote.

Resolutions are entered into a register signed by the President and the Secretary General and held at the General Secretariat and made available to all members.

In the event of a Board decision by written procedure, including electronic means, the required majority remains the same, according to article 19 of the present articles of Association.

IV.III The General Secretariat

Article 21. The General Secretariat is the management and administrative office of the Association. It works under the authority of the Secretary General, elected as per article 15. The General Secretariat is managed by a General Manager appointed by the Board of Directors, who is the Chief administrative officer.

The General Secretariat has the following functions:

- Ensuring the daily management of the Association.
- Preparing and ensuring the implementation of the operational and strategic plans;
- supporting Board of Directors during its deliberations, meetings and in the implementation of decisions.
- Preparing the annual accounts for the past year and the budget for the coming year and submitting these to the Board of Directors for approval. Once approved, they are submitted to the General Assembly for ratification.
- Facilitating communication across the Association.
- Providing external information to third parties.
- Keeping files and documentation of the Association.
- Ensuring day-to-day financial management of the Association.

The General Secretariat participates in the meetings of the Board of Directors and of the General Assembly. He/she can be assisted and, if not available, be substituted by another administrative officer.

Article 22. Daily management - Daily management includes, inter alia, the following tasks:

- Signing of correspondence
- Taking all of the necessary or useful measures for the implementation of the decisions taken by the Board of Directors
- Signing receipts for registered letters, documents or other packages addressed to the Network

- Concluding contracts with independent service providers or suppliers

V. Management procedures budget and accounts

Article 23. Representation of NOHA - The President is the first representative of NOHA Association. Therefore, all acts that bind the Association are (except for special mandates) signed by the Association President, who will not have to justify to third parties the powers conferred upon him/her for this purpose. The other members of the Executive Committee and the General Manager can assume NOHA external representation as required and as mandated by the Board of Directors. The representation of NOHA vis-à-vis the donors is the President's responsibility. The Treasurer or the Secretary General can receive delegation and the General Manager can be mandated for representation and information purposes.

Article 24. Budget - The budget is prepared taking into account the resources of NOHA, the activities of the Association, the distribution of responsibilities between the central level and the universities of the network, as well as between the universities. The preparation involves the NOHA team in the different universities, as well as the Secretary General and the General Secretariat managed by the General Manager. The general balance between all needs is established by the Board of Directors. The budget is adopted by the General Assembly upon proposal from the Board of Directors.

Article 25. Approval of the budget and financial management - Decisions to open or close a bank account have to be made by at least two members of the Executive Committee, assisted by the General Manager.

The Treasurer is in charge of collecting outstanding debts such as student fees and donor grants. He/she is in charge of promoting accountability and transparency in financial matters.

The expenses of the NOHA teams in the different member universities corresponding to the money allocated for NOHA projects have to be made in accordance to the national and university regulations and procedures.

Expenses at the central level have to be approved by the NOHA President or the Secretary General, or the General Manager if he/she is given a delegation of power by the Secretary General in this regard. The Executive Committee assumes the coordination of activities and takes care of financial matters in order to achieve full synergy. Therefore, the Executive Committee meets every two months with the General Manager and the Financial Assistant to undertake a review of revenues and expenditure, on the basis of accounting documents and bank statements.

Article 26. Accounts - The financial year ends on 31 December every year. The accounts include the expenses incurred by all of the NOHA teams in the member universities for all common activities stemming from common revenues. The teams submit expense reports to the General Secretariat. The details of these reports are fully integrated in the overall accounts of at the central level. When all expenses are aggregated, the Treasurer reviews the accounts and the financial movements of the bank account(s). He/she liaises with the auditor chosen by the Board of Directors and proposes, on the basis of a motivated report, to adopt or not the accounts and to discharge or not the President and the Secretary General.

The Treasurer is responsible for ensuring the respect and accountancy-related obligations of the Association. Each year, the Board of Directors submits for adoption by the General Assembly the accounts for the financial year ended, with its own proposal for adoption or rejection.

VI. Liability

Article 27. The liability of the Association is limited to its net assets.

VII. General Provisions

Article 28. All matters which are not covered by the present articles of Association and namely publications which shall be made in the annexes of the "Moniteur Belge" shall be governed by the provisions of law.

Article 29. Legal and Administrative Actions - Legal and administrative actions, whether as plaintiff or defendant, are carried out by the Board of Directors represented by its President or Director appointed for this purpose by the President.

Fifth resolution: delegation

The Assembly grants all powers to the Board of Directors enabling it to implement all of the above mentioned resolutions.

Sixth resolution: formalities

The Assembly grants Ms. Christine Chaltin, with residence in the study of Maître Priscilla Claeys, named above, all powers in order to draft the text of the coordination of the articles of Association of the international Association, sign them and to deposit them at the registry of the authorised Commercial Court in accordance with the relevant statutory provisions.

Information – advise

The members, represented as stated, declare that the notary has fully informed them about their rights, obligations and costs stemming from the judicial acts in which they intervened and has provided them with impartial advise.

Fees

The drafting fees amount to fifty euros (€50,00).

Reading

The members, represented as stated, declare having received in due time the project concerning the present text.

The text was read with regards to statements contained in article 12, paragraph 1 and 2 of the Notarial Organic Act, and the amendments that were made to the design of the deed as per prior information.

The entire text was explained by the notary.

Vote

The above resolutions were adopted successively and unanimously.

Closing of the meeting

The meeting is adjourned.

The minutes of the meeting of which

are drafted on the date and in the location specified above.

After partial and explanatory reading of the text, the President and members, represented as specified and myself, notary, have signed (signature follow)

Six lists registered without cross-references, at the 1st bureau of registration of Anderlecht, on the 11 March 2014, volume 86 folio 46 case 1, received fifty euros (€50,00)
(signed) po the Tax Collector VAN MELKEBEKE