

TELSTAR A.S.B.L.
11, rue des peupliers, L-2328 Luxembourg
Grand-Duché de Luxembourg
R.C.S. Luxembourg F 7632

STATUTS COORDONNES A LA DATE DU [●]

Association constituée le 12 juin 2006, les statuts n'ayant jamais été modifiés.

[VERSION FRANCAISE]

Ces statuts sont rédigés en français, suivis d'une version anglaise qui prévaudra en cas de contradiction.

1. NAME, REGISTERED OFFICE, DURATION

- 1.1. The association is denominated “**Telstar, Association sans but lucratif**”, and in an abbreviated form “**Telstar A.s.b.l.**”.
- 1.2. The registered office of the association is located in the city of Luxembourg. The board of directors of the association may change the registered office of the association provided that the address remains within the same municipality. Changes of the registered office from one city to another shall required an approval of the general meeting of the members.
- 1.3. The association is created for an unlimited duration.

2. PURPOSE OF THE ASSOCIATION

The Association purpose is:

- (i) to promote and develop the scout and guide movement, following the principles laid down by Lord Baden-Powell of Gilwell and the statutes of the Luxembourg Federation of Pathfinders of Luxembourg (*Fédération Nationale des Eclaireurs et Eclaireuses de Luxembourg – FNEL*) and the statutes of the British Scout Association;
- (ii) the defence and protection of the rights and interests of the scouts and guides group Telstar; and

- (iii) the acquisition, renting, exploitation and management of any real estate in order to put it at the disposal of the scouts and guides group Telstar, or its renting to other scouts' groups or visitors.

3. MEMBERSHIP

- 3.1. The number of members is unlimited provided that the association always has a minimum of two members at any time.
- 3.2. The Association is composed of the following units:
 - (i) an executive committee composed of person having at least 18 years old, being legally vested with the parental rights of at least a member of the scouts and guides, former pathfinders or friends or the scout movement;
 - (ii) a unit of beavers, for young members aged 6 to 8 years old;
 - (iii) a pack of cubs, for young members aged 8 to 10.5 years old;
 - (iv) a troupe of scouts/guides, for members aged 10.5 to 14 years old;
 - (v) a unit of explorers, for members aged 14 to 18 years old years old;
 - (vi) a guild of former scouts/guides and friends of scouting (fellowship).

Each of the above groups may only be created and exist provided that it is composed of at least three (3) members.

- 3.3. The membership in the association starts each year on 1 January and ends on 31 December.
- 3.4. The adhesion request is addressed in writing to the board of directors, at the registered office of the association or by electronic mail as stated on the website of the association. The board of directors shall reply to the applicant within a month, and the decision regarding the adhesion is discretionary and non-appealable. A applicant may address only one request per year. If the applicant has not received an answer within the above-mentioned time frame, then the application shall be considered as refused.
- 3.5. The membership is subject to the payment of the membership fee which may not exceed EUR 250 (two hundred and fifty Euro) per year. The board of directors may freely fix the amount of the membership fee per year without exceeding this limit. The membership may vary depending on the statute of the member in the association. Paid membership fees are not refundable.
- 3.6. The non-payment of the membership fee within the time frame stated in the membership fee call letter, shall be considered after three months after the due date for payment, as a

resignation of the defaulting member. The defaulting member may be reinstated as member provided that (i) all unpaid fees are duly paid to the bank account of the association and (ii) that the board of directors so approves.

- 3.7. The board of directors shall keep a register of the members in electronic form and shall ensure that the register is kept up to date.
- 3.8. The member may elect to quit the association by sending a written notice to the board of directors at the registered office of the association or by electronic mail. The register of members shall then be updated accordingly without undue delay.
- 3.9. A member may be excluded from the association only in the case of a serious violation of the provisions of the articles of association or when the members' behaviour is detrimental to the association or its other members, subject in any case to a vote of the general assembly of the members with a majority requirement of two-third of the vote cast of the members present or represented.
- 3.10. Members have no rights whatsoever over the assets of the association.
- 3.11. All other natural and legal bodies supporting Telstar A.s.b.l. tasks and objectives can become supporting members. Supporting members have no voting rights in the general assembly. Supporting members are not obliged to pay the membership fee but shall be considered as such in the case of donations.

4. THE BOARD OF DIRECTORS

- 4.1. The board of directors is composed of at least a president, a treasurer, an event treasurer, a group scout leader, and at least one other director. The general meeting of the association may add additional members to the board of directors. However, the maximum number of directors may never exceed twelve (12) persons.
- 4.2. The group scout leader shall be appointed amongst the candidates proposed by the British Scout Association.
- 4.3. The group scout leader is the head of the activities related to the scouting activities while the president is the head of the administrative matters of the association. Each of them shall in his/her respective capacity animate the association. The group scout leader also heads the senior staff council which is composed of the group scout leader, the deputies he/she has appointed and the leaders of the beaver, cub, scout and explorer units and their deputies.

Such senior staff council is in charge of the coordination and management of the units' activities et units' projects.

- 4.4. The group scout leader appoints and dismisses the units' leaders, after consultation with the board of directors, which opinion must be followed by the group scout leader.
- 4.5. The members of the board of directors are elected for three (3) years and may be re-elected twice immediately afterwards. The maximum consecutive period of service as a director is nine (9) years, which shall be mandatorily followed by a minimum of a three (3) years gap period where such person may not hold any office in the board of directors. After this gap period, the person concerned may apply for re-election. Directors have no personal obligations in respect of the association's commitments. Their liability is limited to the execution of the mandate they have received and to any faults committed in their management.
- 4.6. The board of directors has the power to perform all acts necessary or useful to the achievement of the purpose for which the association was formed, with the exception of those reserved by law to the general meeting.
- 4.7. The members of the board of directors shall exercise their functions in a collegial manner. The mandates of the directors are exercised free of charge. Directors can be indemnified by the association for documented and reasonable costs in connection with their mandate.
- 4.8. The board of directors represents the association in dealings with third parties and in legal proceedings, either as plaintiff, or defending. Documents served on behalf of or against the association are validly served in the name of the association alone.
- 4.9. Vis à vis third parties, the association shall be bound in any circumstances by the joint signature of any two (2) members of the board of directors. The board of directors may delegate specific and limited powers to one or several *ad hoc* agents.
- 4.10. Meetings of the board of directors are convened by notice sent to the directors by post or by electronic means or electronically at least eight days before the meeting is due to take place. The agenda shall be attached to the notice of meeting. All the directors composing the board of directors may unanimously waive the need for convening notices if they so resolve on a case by case basis.
- 4.11. The directors may give, by post or electronic means, a mandate to another director to represent them at any meeting of the board of directors. The same director may represent only one other director at a time. The mandate is valid for one meeting only.

- 4.12. The board of directors shall validly deliberate only if at least half of its members are present or represented at the meeting. Its decisions are taken by a majority of the members present or represented.
- 4.13. For the purposes of calculating the quorum and the required majority, are deemed present the directors who take part in a meeting of the board of directors by videoconference or other means of by means of telecommunication which enable them to be identified. These means must comply with technical characteristics guaranteeing effective participation in the meeting of the board of directors whose deliberations are broadcast continuously. The meeting held by such means of communication means is deemed to take place at the registered office of the association.
- 4.14. In the case of urgency, decisions of the board of directors may be taken by unanimous consent of the directors expressed in writing, documenting the urgency.
- 4.15. Minutes of the meetings of the board of directors are drawn up for each meeting and are signed by the president, failing which by the person chairing the meeting and, by the secretary and by any other member of the board of directors who so wishes.

5. THE GENERAL MEETING

- 5.1. The general meeting is convened by the board of directors or when at least one fifth of the members so request.
- 5.2. All members are convened to the general meeting at least fifteen (15) days before the meeting. The convening notice is sent by post or electronically. The agenda is attached to the notice.
- 5.3. Any proposal signed by at least 5% (five percent) of the members shall be placed on the agenda.
- 5.4. Any member who so requests must receive, within four days and free of charge, a copy of the draft budget, the accounting documents and, insofar as such a report must be drawn up, a report from the *réviseur d'entreprises agréé* (independent statutory auditor).
- 5.5. Members may be represented at the general meeting by another member or, by a third party. Under age members will express their votes through their legal guardian.
- 5.6. Members who participate in the general meeting by videoconference or by means of telecommunication which enable them to be identified are deemed to be present. The technical characteristics of these means must be such as to guarantee effective participation in

the general meeting, the deliberations being broadcasted on a continuous basis. A meeting held by such remote means of communication is deemed to be held at the registered office of the association.

- 5.7. Resolutions at the general meeting are passed by a majority of the votes cast, without a quorum.
- 5.8. All members have an equal right to vote at the general meeting and resolutions are passed by a majority of the votes of the members present or represented. Resolutions may only be passed outside the agenda if they are passed unanimously by the members present or represented at the general meeting.
- 5.9. The general meeting has the broadest powers to carry out or ratify acts that concern the association.
- 5.10. A resolution of the general meeting is required for:
 - (i) the amendment of the articles of association;
 - (ii) the appointment and dismissal of directors and the determination of their number;
 - (iii) the appointment and dismissal of the *réviseur d'entreprises agréé* (independent statutory auditor);
 - (iv) granting discharge to the directors and the *réviseur d'entreprises agréé* (independent statutory auditor);
 - (v) approving the budget and the annual accounts;
 - (vi) to dissolve the association and appoint a liquidator;
 - (vii) expelling a member; and
 - (viii) the request to be granted a status of public interest association.
- 5.11. The general meeting may only validly deliberate on amendments to the articles of association if the text of the amendments is indicated in the notice convening the meeting and if the meeting is attended by at least two-thirds of the members present or represented.
- 5.12. An amendment may only be adopted by a two-thirds (2/3) majority of the votes of the members present or represented. However, a change in the purpose for which the association is formed may only be adopted by a majority of three quarters (3/4) of the votes of the members present or represented.
- 5.13. If two thirds of the members are not present or represented at the first general meeting, a second meeting must be convened at least eight (8) days before the first meeting, in accordance with the articles of association. 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 in paragraphs 5.12.

- 5.14. The second general meeting may not be held less than fifteen (15) days after the first meeting. The notice convening the second meeting shall reproduce the agenda, indicating the date and outcome of the first meeting.

6. ACCOUNTING – FINANCIAL YEAR

- 6.1. The financial year of the association shall start on 1 January and end on 31 December.
- 6.2. Financial means and assets the association can only be used for purposes covered by the statutes.
- 6.3. Each year and no later than six (6) months after the end of the financial year, the board of directors shall submit to the general meeting, for approval, the annual accounts of the association relating to the past financial year drawn up in accordance with Luxembourg law, together with the draft budget for the following financial year. Within a month after the approval of the accounting documents, the board of directors shall lodge and publish such documents in accordance with the applicable legal provisions.

7. DISSOLUTION AND LIQUIDATION

- 7.1. The general meeting may dissolve the association only if at least two-thirds (2/3) of the members present or represented are present.
- 7.2. Dissolution may only be adopted by a majority of three quarters (3/4) of the votes of the members present or represented.
- 7.3. If two-thirds (2/3) of the members are not present or represented at the first general meeting, a second meeting must be convened at least eight (8) days before the date chosen for this meeting in accordance with the articles of association. This second general meeting may validly deliberate, irrespective of the number of members present or represented, and adopt the dissolution by a majority of three quarters (3/4) of the votes of the members present or represented.
- 7.4. The second general meeting may not be held less than fifteen (15) days after the first meeting. The notice convening the second meeting shall reproduce the agenda, indicating the date and outcome of the first meeting.

7.5. The general meeting shall appoint a liquidator and how the assets of the association shall be allocated in accordance with legal provisions.

All aspects not covered by the present articles of association and internal rules are ruled in accordance with applicable law and notably the law of 7 August 2023 relating to non-profit association and foundations.

These articles are drafted in French, followed by an English version which shall prevail in the case of discrepancies with the French version.