

ASSOCIATION STATUTES OF 1901 LAW

"ALL 4 Palestine"

Title I: Establishment, Object, Means of action, Headquarters, Term of the association

Article 1: Establishment

It is founded, between the members of these statutes, an association governed by the law of the 1st of July 1901, and the decree of August 16th, 1901 entitled "All 4 Palestine."

Article 2: Object

The object of the association:

- To deepen friendship and cultural ties between the Palestinian people and France with a future perspective based on the respect for their specificities.
- To contribute to a better understanding of the historical heritage of the Palestinian people and work to present to the French people the cultural, literary and social role of some Palestinian figures worldwide.
- To promote strategic thinking about the future of the Palestinian people in the Diaspora, based on freedom of expression and human rights.
- To contribute through studies, analysis or other means, to developing the idea of cultural pluralism, in order to bring innovative solutions to social problems.
- To promote multicultural dialogue, respectful of everyone's particular natures, based on justice and mutual understanding.
- To participate actively in initiatives led by France, the European Union and international institutions regarding the future of the Palestinian people.

Article 3: Means of action

To achieve its object, the association may:

- Organize meetings, events, conferences and seminars to provide training for actions constituting its object;
- To publish and distribute all documents, reports and acts on all appropriate media, that can develop the influence of its object;
- To create study, evaluation and research committees, develop all proposals and make any suggestions and comments in relation to its object;

- To combine to bring about in its action and through reflection of its members to adopt all measures aiming at implementing its object on the national and international levels;
- Cooperate with all organizations, national or international, having similar concerns or allowing the achievement of its object;
- Establish and maintain relations and exchanges between associations, foundations or any other group concerned with its object, to assist their actions and participate in their work;
- Establish a dialogue with the authorities and with the Diaspora in Europe and worldwide to raise awareness of social, cultural and heritage problems of the Palestinian people and their expectations;
- To institute legal proceedings to ensure, as plaintiff and defense, respect for its own interests and those related to its object.

Article 4: Headquarters

The headquarters are in Paris.

They can be transferred by simple decision of the board of directors.

Article 5: Term of the association.

The association is established for an unlimited term.

Title II: Members

Article 6: Members of the Association

The association consists of founders (the "Founders") and members who may be "members" or "Benefactor Members"

1 - The Founders are:

- Mr. Talal Abu-Ghazaleh
- Mr. Sabri Saidam

The Founders also have the status of Members of the association.

2 - Members:

- Are natural persons
- Are mentioned in the register of Members and in the database published on the Association's web-site.
- Have the right to review the decisions of the General Assembly;
- Have the right to attend or to be represented at the General Assembly;
- Have the right to vote at the General Assembly.

3 - Benefactor Members:

- Are natural or artificial persons
- Are appointed by the Board of Directors for the services they did or they are doing to the association.
- They have no association right. Nevertheless, their status can be described in the bylaw, if such bylaw is redirected by the Board of Directors.

Article 7: Membership

An application for admission as a Member or Benefactor member must be written to the President of the Association.

An application for admission as a member or benefactor member involves the direct acceptance of the association's statutes and, where applicable, the bylaw, as approved and amended by the Board of Directors.

Members' admission is decided by the Board of Directors. Refusal of admission should not be justified.

Article 8: Loss of Membership status

Membership status is lost:

- Upon death
- By resignation taking effect one month after sending to the President of the association a registered letter for this purpose;
- By expulsion by the board of directors for breach of the statutes hereof or for any other reason causing moral and material prejudice to the association. Before any possible expulsion decision, the concerned person is asked to present written explications, addressed to the President of the association.

Article 9: Liability of members

None of the members of the association shall be personally liable for them association's commitments. Only the assets of the association are liable to its commitments.

In terms of management, responsibility lies with the board of directors' members and its office members, subject to unfettered discretion of the courts.

Title III: The Board of Directors

Article 10: Composition of the Board of Directors

The association is managed by a board of directors composed of the Founders and at least three other members elected by the General Assembly for three (3) years. In case of vacancy, the Board of Directors provides replacement of its members. A permanent replacement is provided by the next General Assembly meeting. Any member of the association for six (6) months at least and 18 years old on the Election Day is eligible to the Board of Directors.

The Board of Directors elects among its members by secret ballot, an office composed of:

- A President
- A Vice-President
- A Secretary
- A Treasurer

The first office members were:

- Mr. Talal Abu-Ghazaleh as President
- Mr. Sabri Saidam as Vice-President
- Mr. Mustafa Nassereddin as Treasurer

Article 11: Meeting of the Board of Directors

The board of Directors meets at least three (3) times a year and any time it is convened by the President of the association or by at least half of its members. The president convenes in writing the board of directors to meetings, specifying the agenda. Each member of the Board of Directors may be represented by a member of the Board of Directors. Each administrator can define only one representation mandate by meeting.

Decisions are taken by majority vote of members present or represented. In case of a tie, the President has the casting vote.

All decisions of the Board of Directors are recorded in a register and signed by the President and Secretary.

Article 12: Remuneration of the Board of Directors' members

Mandates of members of the Board of Directors are free. However, costs and expenses incurred in fulfilling their mandate may be reimbursed to the Directors on presentation of a proof.

The financial report presented at the general meeting must specify the reimbursements of mission, travel or representation expenses addressed to the directors.

Article 13: Powers of the Board of Directors

The Board of Directors is vested with extensive powers within the object of the association and within the framework of resolutions adopted by the General Assembly.

- It may authorize any acts or transactions that are not statutorily within the jurisdiction of the ordinary or extraordinary General Assembly.

- It decides on admission of members of the association and gives the possible titles of Members and Benefactor Members. It also decides on expulsion of members.

- It authorizes the opening of all bank accounts, giro check and with all other credit institutions, makes any use of funds, take out mortgage loans, seeks all grants, requires all useful registrations and transcripts.

- The preparation of the budget for next fiscal year;

- Headquarters change;
- Modification of the status of the association
- It authorizes the President or Treasurer to execute all acts, necessary alienations and investments, properties and securities belonging to the association and to execute transactions and contracts necessary to reach the association's object.

Title IV: General Assembly

Article 14: Composition of the General Assembly.

- The General Assembly is composed of all association's members only. Each member has one vote.
- Members of the General Assembly can be represented by another member of the association in case of absence. A present member may not hold more than one representation mandate.
- The Presidency of the General Assembly belongs to the President or a member of the Board of Directors in case of absence.

Article 15: General Assembly meeting

- The ordinary General Assembly is to be held at least once a year and not later than six months after the end of the fiscal year, by convening of the association's President.
- The extraordinary General Assembly is to be held upon convening by the President of the association or upon written request of at least one third of the members of the association.
- The convening must state the agenda planned and set by the Board of Directors. It can be made by individual letters sent to the members of the association, by fax or e-mail or by notice published on the web-site of the association. In any case, this information must be made at least fifteen (15) days prior to the date fixed for the Assembly meeting.
- The General Assembly can only validly deliberate on the subjects specified in the convening, unless the decisions are taken unanimously, in which case it is not necessary to mention the subjects in the convening.
- The General Assembly can not deliberate unless at least a majority of members is present or represented. However, if the majority is not present or represented at the first meeting, a second meeting can be convened, not earlier than thirty (30)

days after the first meeting which can deliberate whatever the number of present members is.

- There shall be an attendance sheet signed by each present member and certified by the President of the Assembly. The powers are also mentioned.
- All statements are taken by simple majority of members present or represented by proxy.
- Deliberations are registered in the minutes on a register and signed by the President and copies are sent to members by letter, fax or e-mail.

Article 16: Powers of General Assembly

- The General Assembly is the sovereign body of the association. It has the powers specifically granted by the law and the statutes herein.
- The General Assembly listens to the report of the Board on financial management.
- It can appoint an auditor for auditing the accounts of the association.
- After deliberating and ruling on these different reports, the General Assembly assesses the budget for the next fiscal year and also deliberates on all other issues on the agenda.
- It provides for the election of the Board of Directors' members.
- The General Assembly has the power to decide the voluntary dissolution of the Association.

Title V: Association's resources and accounting organization

Article 17: Association's resources

The association's resources are the following:

- Contributions paid by the members of the association
- The cost of goods or services sold by the association
- Capital from the association's annual budget savings
- Manual donations
- Donations from public service corporations
- Subsidies that may be granted by the State, the Region, the Department, the district and their public institutions;

- Interests and incomes from property and securities belonging to the association
- Any other resource that is not prohibited by laws and regulations.

Article 18: Accounting organization

The statutory period begins on the first (1) of January and ends on the thirty first (31) of December of each year. Before the current fiscal year, the Board of Directors prepares the budget for the following year. Fifteen (15) days prior to the General Assembly date, the budget and accounts are available to members at the headquarters of the Association.

Title VI: Dissolution - Liquidation – Jurisdiction allocation

Article 19: Dissolution and liquidation of assets

- The Association may be dissolved any time by decision of the General Assembly.
- In case of voluntary dissolution, the General Assembly appoints one or several liquidators who will be responsible of the association's assets liquidation. Their powers are defined by the association.
- Members of the association may not get, apart from their financial contributions, movable or immovable property, any part of the association's assets
- The remaining net assets must be allocated to one or several associations having similar goals and that shall be appointed by the extraordinary General Assembly.

Article 20: Jurisdiction allocation

- For any disputes, the courts of Paris shall have exclusive jurisdiction.
- Anything that is not explicitly provided by the statutes herein is ruled by the provisions of the Law of 1st of July 1901 and Decree of the 16th of August 1901 on non-profit associations.
- French is the official language of the Association. The English language may be used as a working language.

Title VII: Bylaw and formalities

Article 21: Bylaw

A bylaw can be established by the Board of Directors who requires approval by the ordinary General Assembly, to govern the practical operation of the Association.

Article 21: Formalities

All powers are given to Mr. Talal Abu-Ghazaleh for completing all the formalities of declaration and publication required by the law.

Done in Paris, February the 28th, 2011.

Mr. Talal Abu-Ghazaleh
President

Mr. Sabri Saidam
Vice-President