

ARTICLES OF ASSOCIATION

of the European Management Accountants Association (EMAA)

as created on November 12, 1994 and amended on July 7, 1995 and May 8, 1999

Preamble

Aware of the fact that the protection of interests of the "Diplomierten Buchhalters" "Bilanzbuchhalters" and/or Controllers on national level has only a limited effect, and realizing that the professional surrounding in which they render their professional services is influenced by the completion of the European internal market and openings of markets in the west as well as in the east, the signatories are of the opinion that economic and professional interests of the "Diplomierten Buchhalters", "Bilanzbuchhalters" and "Controllers" can be much better protected by the foundation of an European association. Above all, the manner and scope of activities of the "Bilanzbuchhalters" shall be expanded and promoted by cooperation across the borders of the countries.

Therefore, the signatories of this document found an association and herewith create the following

Articles of Association

§ 1 Name and Registered Office

The name of the association is: European Management Accountants Association (EMAA).
The association shall be registered with the register of associations of the district court in Bonn. After registration the name shall have the addition "e.V." (eingetragener Verein). The legal domicile of the association is Bonn.

§ 2 Purpose

The association's task shall be to promote the interests of the "Diplomierten Buchhalters", "Bilanzbuchhalters" and/or Controllers on voluntary basis and excluding party political reasons, and to intensify their cooperation in Europe. This purpose shall be realized by organizing events and by publications as well as by all activities which seem to be suitable and which shall be performed by the association itself on European level or by the members (i.e. member associations) on national or international level, and on which each member of a member association shall be entitled to attend and/or to participate profitably in their results. This includes, for instance, also the mutual recognition of appropriate national certificates, the possession of which entitles to acquire membership in the country of an other member association, and to protect this attitude of recognition in face of respective national institutions of economy and/or other authorities in their own country.

Furthermore, the association shall - because of this mutual recognition of national certificates - make every effort in order to harmonize the national educational training schemes and examination regulations concerning the conferment of these certificates and/or diplomas. As an additional protection of the interests of its members the association shall be obliged to realize the aims which are stipulated in § 3 of these articles, on the basis of which the association shall intend to represent the interests of the members of the professional class - mainly those of the national member associations but also those of their individual members - in the European countries which do not belong to the EC, either by means of the association's own EC membership respectively the



membership of the country of the association or its connections to associations which are accredited to the EC or its institutions.

The association shall not intend to pursue the aims of the association within the scope of a commercial enterprise. It shall pursue its aims directly and exclusively under the legal requirements of usefulness in the public interest, in accordance with the section concerning "tax privileged purposes" of the German tax code 1977 "(§ 51 AO)".

§ 3 Aims

The association shall become a member of other European organizations if this seems to be suitable for the pursuance of the aims of the association. The presiding committee shall be authorized to deliver any expression of the will of the association which is required for an acquisition of such membership. The association shall also be entitled to represent interests of its member associations towards authorities and institutions of the European Union even if it is not a member of an appropriate European organization.

§ 4 Qualifications for Membership

Every national organization or other juristic institution which represents interests of "Diplomierte Buchhalter", "Bilanzbuchhalter" and/or Controllers and of persons who are preparing for taking one of the examinations, which confer these professional titles, shall become regular members of this association.

Every national organization or other juristic institution which represents interests of "Diplomierte Buchhalter", "Bilanzbuchhalter" and/or Controllers and of persons who are preparing for taking one of the examinations, which confer these professional titles, shall become cooperating members of this association.

Founder members are regular members anyway.

Every natural and juristic person or institution being similar to the last, which is supporting the purpose of the association, can become a subscribing member. Subscribing members participate indirectly in the active life of the association. They support the association in nonmaterial and financial ways in the pursuance of its aims. Subscribing members have no right to vote. However, participation in all events of the association and in the general meeting of members is also possible for the subscribing members.

The presiding committee shall act on the application for admission to membership, which shall be made in writing. In case of nonacceptance the presiding committee shall not be obliged to inform applicants about the reasons.

§ 5 Termination of Membership

Membership expires because of the liquidation of the association, voluntary notice of termination of membership by the member, or exclusion from membership pronounced by decision of the general meeting of members. An exclusion can be decided if a member has violated the articles of association or does not protect externally the interests of the association, or does not attend to his duties resulting from membership (§ 7).

The voluntary notice of termination of membership must be declared in writing. In the event of a voluntary notice of termination of membership the member is obliged to keep a period of three months before the end of the calendar year.

The presiding committee - after having made beforehand an own decision - applies for this exclusion to the general meeting of members which may take place ordinarily or extraordinarily. The general meeting of members can - after it has made this decision by voting with simple majority - pronounce the exclusion as applied for. The decision of exclusion signed by the recording clerk of the general meeting and one member of the presiding committee shall be delivered by registered mail to the excluded member.

Notwithstanding the existence of an application for exclusion made by the presiding committee the stipulations as laid down in § 6 and § 7 of these articles shall remain in force for the association as well as for the member and member associations.

§ 6 Financial Means

The amount of the fee which shall be paid by the regular members is assessed by the general meeting of members of EMMA. Cooperating members shall pay an adequate lump sum. Sustaining members shall pay a voluntary amount.

§ 7 Rights and Duties of Members

Each member shall have the right to participate in the formation of intent of the association, to attend events organized by the association and shall be obliged to promote and to support the interests of the association as well as to pay the dues for membership for each commenced year.

Each natural person who is a member of one of the national associations which are member associations shall be entitled to attend events - particularly lectures and additional training seminars - of an other national association, which is not a national association in the country of his permanent place of residence, at the same fees it charges to its own members.

National associations which are founder members of EMMA shall be entitled to a veto right regarding all decisions.

§ 8 The Organs of the Association

The organs of the association shall be:

- a) the presiding committee;
- b) the general meeting of members;
- c) the advisory committee.

§ 9 The Presiding Committee

The presiding committee is charged with the management of EMMA and shall perform the legal and general representation of the association according to § 26 BGB. The representation shall always be

performed by two members of the presiding committee which belong to different member associations. Either of them shall be a regular member of the association.

The presiding committee shall consist of the president and the vice presidents. Each vice president has a permanent representative.

The chairmen of the regular and cooperating member associations are the vice presidents as far as these associations do not appoint another member of their managing board. In this event the chairman of the member association shall be the representative of the appointed vice president.

The president and the vice presidents of the regular member associations each shall have one vote. Proxy voting by the representatives of the vice president is permissible.

The vice presidents or their representatives, who have been dispatched by the cooperating associations, shall be entitled to speak and have a right of petition.

The presiding committee is charged with the management of the association. It shall be responsible for the performance of all tasks which are not allocated to another organ by the articles.

The presiding committee may integrate the international officers of the several associations in their work for their support. They shall be entitled to attend all meetings of the presiding committee but they shall only have right to speak and right of petition.

As a matter of principle, decisions of the presiding committee can be made by simple majority.

§ 10 The General Meeting of Members

1. The general meeting of members is the highest organ of the EMAA. They determine the guidelines of the policies of the association.
2. The general meeting of members shall take place at least once a year.
3. The general meeting of members shall be called if requested by the presiding committee or a regular member association under stating the agenda item.
4. The president shall set the agenda. In the cases referred to in § 10 article 3 the president shall put the items on the agenda, which shall be mentioned from the persons listed therein.
5. The general meeting of members shall be called four weeks before under stating the intended agenda. Valid is the date of the postmark.
6. The general meeting of members is headed by the president.
7. The tasks of the general meeting of members include particularly:
 - a. Acceptance of the written operating report.
 - b. Approval of the budget.
 - c. Determination of the contributions and levies.
 - d. Determination of the assets of the association after audited accounting on the financial year.
 - e. Election of the president for an election period of two years.
 - f. Exoneration of the presiding committee.
 - g. Election of two accountants.
 - h. Dismissal (Deselection) of the president.
 - i. Admission or exclusion of member associations.
 - j. Amendment of the statute.

- k. Merger with another association.
 - l. Liquidation of the EMMA.
8. The general meeting of members is resolutionable without consideration of the members present.
 9. The liquidation of the EMMA can only be decided, if 4/5th of the regular members are present. If the meeting shall not be quorate, then they can call for another meeting, within the period of point 5 under stating the dissolution, which can be determined regardless the number of appeared members.
 10. Cooperating associations each delegate a representative which have the right to speak and right of petition.
 11. The general meeting of members shall decide with a majority of 2/3rd of the members entitled to vote who are present at the meeting. Decisions on the amount of the membership dues shall be made unanimously.

§ 11 The Advisory Committee

The presiding committee can nominate an advisory committee as advisory body for the duration of the period. The advisory committee has the right to speak and right of petition.

§ 12 Decisions of the Organs

Decisions of the organs shall be laid down in a written record of proceedings which shall be made by the recording clerk about the event in which the decision was made. The respective record of proceedings shall be signed by the recording clerk and by the president or one member of the presiding committee (executive committee in the meaning of § 26 BGB, also compare with § 9 of these articles).

Decisions can also be made on the basis of circulating of an appropriate application made by letter (so called "Zirkulationsbeschlüsse") unless a member of the organ who is entitled to vote calls for an oral hearing about the subject of the application. The applicable procedure shall be stipulated in a standing rule. In respect to the lay down in writing (recording) of these decisions made by circulation, the same stipulations as made in the proceeding section (§ 11 sect. 1) shall be valid.

§ 13 The Liquidation

The liquidation of the association can be decided by unanimous resolution of the general meeting of members, which then also shall decide about the use of the remaining assets of the association. In case of such a decision of liquidation, the general meeting of members shall appoint a liquidating agent, Rights and obligations of the liquidating agent are determined within the stipulations of § 47 ff BGB.