

ILGA-EUROPE CONSTITUTION

Preamble

The International Lesbian, Gay, Bisexual, Trans and Intersex Association (“ILGA World”) is an international non-profit organisation set up in conformity with article 60 of the Swiss Civil Code. ILGA World is incorporated for an unspecified period.

ILGA World is divided into different regions including Europe and Central Asia. According to article C.5 of the Constitution of ILGA World, the members of ILGA World may form a regional organisation and the aims of the Regional organisations shall at all times be consistent with the aims expressed in ILGA World Constitution, and the regional organisation’s work shall reflect the diversity of members in the region.

Against this background, an international not-for-profit organisation with the following Constitution had been incorporated on 1 January 1997 for the European and Central Asian region.

A. Name – Form – Registered office

1. For countries in Europe and Central Asia, an international not-for-profit organisation named “The European Region of the International Lesbian, Gay, Bisexual, Trans and Intersex Association”, with the short name “ILGA-Europe”, is established as a regional organisation of the Swiss international not-for-profit organisation “International Lesbian, Gay, Bisexual, Trans and Intersex Association”, with the short name “ILGA World”.
2. ILGA-Europe is governed by the Belgian Code for Companies and Associations.
3. The registered office of ILGA-Europe is located in the Brussels-Capital Region. Without prejudice to the application of the Belgian linguistic legislation, the registered office may be transferred to any other place within Belgium by decision of the Executive Board.

The Executive Board may decide to open operation centres, branches or offices of ILGA-Europe in Belgium or in other countries, with prior consent of the General Meeting.

B. Aims and Objectives

1. The aims of ILGA-Europe are:
 - a) to promote universal respect for and observance of human rights and fundamental freedoms, including the elimination of all forms of discrimination and including the specific provisions of the conventions and covenants specified in the Constitution of ILGA World;
 - b) to work for the equality of lesbian, gay, bisexual, trans and intersex people and liberation from all forms of discrimination.

2. In order to achieve these aims, the activities of ILGA-Europe will include, inter alia:

- a) advocating for the application of international and European human rights standards and principles without discrimination based on sexual orientation, gender identity, gender expression, and sex characteristics at European and international levels, and for policies and legislations which uphold the rights of lesbian, gay, bisexual, trans and intersex people (hereinafter referred to as “LGBTI people”) and advance full equality;
- b) enhancing the capacity of non-governmental organizations to advocate for and to raise awareness about the human rights of LGBTI people at national and/or European level;
- c) providing information about the human rights of LGBTI people and related issues to wide audiences, and facilitating exchange of information among relevant actors;
- d) developing argumentation and providing evidence for the application of human rights standards for LGBTI people in all pertinent areas of public policies at European level;
- e) participating in activities and projects at the global level, as appropriate;
- f) agreeing and implementing European action programmes, possibly jointly with other organisations. For this purpose, ILGA-Europe can use any information and promotional means, organise courses, conferences, seminars, study days.

This list is descriptive and not comprehensive.

3. The aims of ILGA-Europe shall at all times be consistent with the aims expressed in the Aims and Objectives parts of the Constitution of ILGA World.

C. Membership

1. ILGA-Europe is composed of Full Members and Associate Members (hereinafter together referred to as “Members”). Only Full Members and Associate Members of ILGA World based in the European and Central Asian region as defined by ILGA World may become Full Members and Associate Members of ILGA-Europe.

a) Full Membership is open to:

- (i) not-for-profit organisations supporting the aims of ILGA and ILGA-Europe and representing LGBTI people, their culture or providing exclusive service to or supporting them;
- (ii) branches of the not-for-profit organisations mentioned under (i);
- (iii) not-for-profit groups supporting the aims of ILGA World and ILGA-Europe and representing LGBTI people, but forming part of a larger organisation.

Natural persons are not eligible to Full Membership.

b) Associate Membership is open to any other organisation or association supporting the aims of ILGA World and ILGA-Europe, amongst others, commercial LGBTI organisations, governmental or non-LGBTI voluntary organisations. This enumeration is not limitative.

Natural persons are not eligible to Associate Membership.

2. All Full Members and Associate Members of ILGA World are automatically Full Members and Associate Members of ILGA-Europe, if they are based in the European and Central Asian region as defined by ILGA World.
3. Members shall at all times have the same membership status in ILGA-Europe as in ILGA World itself.

4. Admission

- a) Each applicant for Membership of ILGA-Europe has to fulfil the application formalities and procedure for Membership of ILGA World stipulated by ILGA World:
 - (i) An applicant for any category of Membership of ILGA World must apply (a) apply in writing to the Administrative Office of ILGA World; (b) agree in writing with the aims of ILGA World and (c) provide a description of itself, its aims and the composition of its membership, target group and structure.
 - (ii) Applications for Full or Associate Membership which are in conformity with the aims and objectives stipulated in the ILGA World Constitution and the ILGA-Europe Constitution shall be accepted by the ILGA World Executive Board. The ILGA World Executive Board can delegate the acceptance of new members in a region to a regional structure set up in accordance with the ILGA World Constitution.
- b) Further provisions on the application formalities and procedure may be adopted in the Internal Rules.

5. Rights and duties

- a) Full Members have all Full Membership rights including the right to attend and to vote at the General Meeting of the European and Central Asia Region ("General Meeting") according to the provisions of the present Constitution.

Full Membership also includes amongst others the right:

- (i) to send delegates to the General Meeting;
- (ii) to discuss and determine the strategy, the priorities and the policy of ILGA-Europe;
- (iii) to submit nominations for candidates to the Executive Board and for the Regional Representatives on the ILGA World Executive Board;
- (iv) to submit proposals and amendments to be dealt with at the General Meeting in accordance with the Standing Orders;
- (v) to propose amendments of the present Constitution;
- (vi) to use ILGA-Europe as source of information and a platform of contact with other Members.

Full Membership requires (duties):

- (vii) to pay an annual membership fee if resolved upon and determined by the ILGA World Conference.

- b) Associate Members have no voting right at the General Meeting and are not eligible for a position in the Executive Board.

Associate Membership includes amongst others the right:

- (i) to attend the General Meeting with a right to speak, but without voting right;
- (ii) to be allowed to participate in roundtables, workshops, working groups meetings and other activities organized by ILGA-Europe for its Members;
- (iii) to use ILGA-Europe as source of information and a platform of contact with other Members.

Associate Membership requires (duties):

- (iv) to pay an annual membership contribution if resolved upon and determined by the ILGA World Conference.

6. End of Membership

- a) Membership in ILGA-Europe's different Membership categories ends (i) by resignation or exclusion in accordance with the rules and procedures set out by ILGA World or (ii) by dissolution of ILGA-Europe.
- b) Any Member is entitled to withdraw its Membership by giving written notice to the Administrative Office of ILGA World, explaining that the Member would like to withdraw its membership from ILGA World – and consequently ILGA-Europe. Such resignation should happen in accordance with the rules and procedures set out by ILGA World.
- c) The suspension or exclusion of any Member of ILGA-Europe may be recommended by the ILGA-Europe Executive Board to the ILGA World Executive Board and ILGA World Conference:
 - (i) if it ceases to satisfy the Membership criteria provided for in article C.1 of the present Constitution;
 - (ii) in case of serious breach by that Member of the provisions of the regulations, decisions or Constitution of ILGA World or ILGA-Europe;
 - (iii) if its conduct is contrary to the aims of and harming ILGA World or ILGA-Europe implying that ILGA-Europe cannot reasonably be asked to let the Membership continue.

The Member proposed for suspension or expulsion will be informed about the reasons for the proposed suspension or expulsion and shall have the opportunity to present its defence and to communicate its position about the envisaged suspension or exclusion either by oral or written statement to the Executive Board, Ethics Committee and other relevant bodies of ILGA World.

The decision on the suspension or exclusion of the concerned Member shall be taken in accordance with the rules and procedures set out by ILGA World.

- d) The Member whose Membership ended shall not be entitled to claim any reimbursement of its membership fees or contributions, nor any compensation, unless accepted by the ILGA World Executive Board.

7. Contribution fees

- a) Members shall pay annual contribution fees if resolved upon and determined by the ILGA World Conference, in accordance with the provisions of the ILGA World Constitution.
- b) The contribution fees are for one (1) year, and align with the calendar year. The General Meeting of the European and Central Asia Region may also decide on additional voluntary contributions in order to warrant the continuity of ILGA-Europe.

Any Member may further contribute to the finances of the association to the extent the Member judges appropriate.

Further contributions do not entail any further voting rights.

D. The General Meeting of the European and Central Asia Region

1. The General Meeting of the European and Central Asia Region is the highest body of ILGA-Europe. It has the fullest powers to achieve its aims and determines the general policy of ILGA-Europe within the framework of the present Constitution.

The General Meeting shall, in particular, have exclusive power:

- a) to elect or dismiss the Executive Board members;
 - b) to appoint and dismiss the statutory auditor, as well as to determine its remuneration;
 - c) to elect the Regional Representatives on the ILGA World Executive Board;
 - d) to approve the budget of the following financial year and the annual accounts of the previous financial year of ILGA-Europe and as the case may be, the statutory auditor's report;
 - e) to recommend changes to the financial policies and practices of ILGA-Europe;
 - f) to vote on the discharge of the members of the Executive Board and the statutory auditor for the exercise of their mandate;
 - g) to amend the Constitution;
 - h) to adopt and amend the Standing Orders of ILGA-Europe; and
 - i) to dissolve ILGA-Europe.
2. The General Meeting is composed of all Full Members. Each Full Member may designate two (2) delegates to represent it at the General Meeting. Only delegates from Full Members have a voting right. Further provisions regarding the designation and the role of the Full Members' delegates may be adopted in the Standing Orders.

Beside the Full Member delegates, other Full Member representatives and participants or Associate Member representatives of the European and Central Asian region may attend the General Meeting with the right to speak, but without voting right.

The host organisation and the Executive Board can invite external observers to attend the General Meeting. External observers have no voting right.

3. The General Meeting shall be convened at least once a year, within six months as from the closing of the last financial year, for the purpose of approving the annual accounts. The General Meeting is convened by the Co-Chairs of the Executive Board jointly upon decision of the Executive Board by electronic means or letter at least three (3) weeks before the date of the meeting. In accordance with the Standing Orders, this convening notice shall include time, place and the final agenda as well as the documents to be discussed at the General Meeting.

Full Members and the Executive Board can submit proposals, amendments to proposals and other appropriate business to be dealt with at the General Meeting in accordance with the provisions of the Standing Orders.

Further provisions regarding the determination of the time and place, the timetable of the General Meeting, the procedure prior to the General Meeting, the publication of the Preliminary Agenda and the Final Agenda may be detailed in the Standing Orders.

The General Meeting may be held physically, by video-conference, web-conference, conference call or by any other means permitted by law. Any Full Member is authorised to take part in the deliberations of the General Meeting and to express their vote by any means of telecommunication, whether oral or digital, intended to organise conferences between different participants who are geographically distant and which allows them to communicate simultaneously with each other.

4. The General Meeting is chaired by the Chairing Pool whose composition and functions are set out in the Standing Orders.
5. The main discussions on the agenda items shall take place in workshops which may recommend the approval or rejection of a proposal and/or amendment, or may recommend an adoption subject to specified changes to the plenary session of the General Meeting.

Decisions of the General Meeting are only taken during the General Meeting plenary sessions. The following proposals can be put forward to plenary sessions:

- a) proposals and amendments submitted by the Executive Board or by a Full Member;
- b) declarations or resolutions from a workshop of the General Meeting.

Further provisions regarding the conduct of the workshops and the plenary session may be stipulated in the Standing Orders.

6. Each Full Member shall have two (2) votes in the decisions of the General Meeting, provided the Full Member has paid the annual Membership fee to ILGA World, in line with the provisions of the ILGA World Constitution.

If a Full Member does not pay the annual Membership fee to ILGA within three (3) months after being given notice that the fee is due, the Full Member may not exercise the voting rights of a Full Member as set out in the present Constitution until such time as any outstanding fees have been paid.

7. Any Full Member may be represented at the General by another Full Member's delegate or participant attending the General Meeting by proxy.

However, a Full Member's delegate or participant attending the General Meeting may hold a maximum of four (4) proxies for other Full Members.

8. Election to any position in ILGA-Europe requires a candidate who must receive at least twenty (20) % of the votes cast.
9. Whenever possible, resolutions of the General Meeting should be taken by consensus. If no consensus can be reached and unless the present Constitution or Belgian law require another majority, resolutions will be taken by a simple majority of the votes of the Full Members present or represented. Abstentions, blank or invalid votes do not count for obtaining the majority.
10. Vote shall be done by show of voting cards or by secret ballot or by means intended for remote and electronic voting. Voting by secret ballot takes place for the election of the Executive Board members, Regional Representatives on the ILGA World Executive Board and for any other purposes in accordance with provisions in the Standing Orders.

When appropriate, Full Members may vote in advance of the General Meeting by means intended for remote and electronic voting and enabling ILGA-Europe to control the identity and eligibility of the Full Members who participate remotely.

A Full Member not participating physically, by video-conference, web-conference or conference call, not represented by proxy or who did not vote in advance of the General Meeting shall be considered as not having participated in the ballot.

Further provisions on the voting rights, the voting proceedings within the General Meeting may stipulated in the Standing Orders.

11. An extraordinary General Meeting shall be convened by the Executive Board
 - a) if decided by a previous General Meeting; or
 - b) upon request of thirty-three (33) % of the Full Members from at least twelve (12) different countries of the European region; or
 - c) if the Executive Board considers that it is in the interest of ILGA-Europe for such a conference to be held.

The convening notice for an extraordinary General Meeting shall be sent in compliance with article D.3. The Extraordinary General Meeting may not resolve upon issues which have not been notified on the agenda.

An extraordinary General Meeting shall only be deemed validly constituted and has the quorum to resolve if at least fifteen (15) % of the Full Members from at least twelve (12) different countries of the European Region are present or represented.

In all other respects, the provisions of the present Constitution and the Standing Orders shall apply to the extraordinary General Meeting accordingly.

12. The minutes of the General Meeting including a record of all resolutions of the General Meeting shall be drawn up under the responsibility of the Chairing Pool.

The minutes shall be published on ILGA-Europe's website.

E. The Executive Board

1. ILGA-Europe is administrated by a collegial management body, referred as the "Executive Board". The Executive Board is usually composed of ten (10) representatives of the Full Members, of whom at least four (4) shall be members who identify as women, elected by the General Meeting of the European and Central Asia for a period of two (2) years. The minimum number of the Executive Board members shall be three (3).

Unless specifically decided otherwise by the General Meeting, the term of office of the Executive Board members starts at the end of the meeting of the General at which they are elected and ends at the fourth ordinary General Meeting after their election. Each Executive Board member is eligible for re-election.

Further provisions regarding candidatures, selecting candidatures and election for an Executive Board position as well as the filling of Executive Board vacancies are specified in the Standing Orders.

2. The tenure of an Executive Board member ends by (i) the expiration of its term, (ii) the resignation, (iii) the revocation by the General Meeting, legal disqualification or death. Any member of the Executive Board may resign by simple notification to the Executive Board. In the event of a vacancy among the Executive Board members due to resignation, revocation or any other cause, the first reserve Board member who has received most votes and secures that the provision in section E1 is fulfilled shall take their place on the Executive Board until the next General Meeting.
3. Unless specifically decided otherwise by the General Meeting, the mandate of an Executive Board member is not remunerated.
4. At its first Executive Board meeting after each ordinary General Meeting, the Executive Board may elect within its members, for a term of one (1) year, two (2) Co-Chairs, of whom at least one (1) shall identify as a woman, two (2) Co-Secretaries and a Treasurer. At least two (2) of these five (5) positions will be filled by a person who identifies as a woman. Other Executive Board positions can be created as deemed necessary upon the Executive Board's decision.

In the fulfilment of its tasks, the Executive Board will be assisted by a Secretariat directed by the Executive Director and other supporting staff. The Executive Director and the staff may attend the meetings of ILGA-Europe organs and support the organisation of such meetings.

The Executive Board shall set up its own order of business and determine its own timetable for meetings in order to carry out its functions. Detailed functions of the Executive Board members may be provided for in the Governance Manual.

5. The Executive Board has all the power of management and administration of ILGA-Europe in accordance with the applicable laws, the present Constitution and the policies laid down by the General Meeting. The major duties of the Executive Board include, but are not limited to the following:

- a) to provide overall direction to the ILGA-Europe in line with ILGA-Europe's vision, mission and values;
 - b) to oversee the implementation and evaluation of ILGA-Europe's strategic plan and annual work program by the Executive Director and the Secretariat;
 - c) to supervise the management of the Secretariat directed by the Executive Director;
 - d) to report on the activities of ILGA-Europe to the General Meeting and on the work of the European and Central Asia Region to the ILGA World Conference;
 - e) in respect of the financial policy of ILGA-Europe:
 - (i) to ensure that accurate accounts are kept regarding the capital, the income and expenditure of ILGA-Europe in due fulfilment of accounting requirements;
 - (ii) to prepare and to submit the annual accounts of the previous financial year to the General Meeting for approval;
 - (iii) to prepare and to submit a financial report including the audited annual accounts and any statutory auditor's opinion to the General Meeting;
 - (iv) to prepare and to submit an annual budget for the following financial year to the General Meeting for approval;
 - f) to recommend the exclusion of a Member of ILGA-Europe to the ILGA Executive Board and ILGA World Conference in the cases stipulated under article C.6.c) of the present Constitution;
 - g) to appoint and discharge the staff and other service providers;
 - h) to act on behalf of ILGA-Europe where necessary and undertake other functions for every purpose falling within the aims and objectives of ILGA-Europe.
- 6.** The Executive Board can delegate the day-to-day management of ILGA-Europe, as well as the representation of ILGA-Europe with regard to that management, to one or more persons, whether or not Executive Board member, or Executive Director.

If there are several general delegations of power with respect to day-to-day management, the Executive Board determines the respective powers and specifies whether the persons charged with the day-to-day management act alone, jointly or collegially.

The Executive Board can also delegate special powers to one or more persons of its choice. The Executive Board determines the powers, duties and fixed or variable remuneration of the persons to whom it delegates powers.

The Executive Board is entitled to terminate the mandate of the persons charged with the day-to-day management at any time, with immediate effect and without cause. It may also revoke at any time, with immediate effect and without cause, all special powers granted to special proxy holders.

Further provisions regarding the delegation of management or representation powers may be specified in the Internal Rules or the Governance Manual.

- 7.** The Executive Board may create committees when it deems it necessary in order to delegate some of its powers or the execution of any of its resolutions. It shall determine the term for which the committee is set up. The Executive Board may dissolve or alter its mandate at any time.

The Executive Board can determine internal rules for each committee. The convocation rules, the decision-making rules, the appointment, resignation and revocation of the members of the committee, the term of their mandates, shall be set by the Executive Board in the internal rules of each committee.

8. The Executive Board meets as often as it deems necessary, but at least two (2) Executive Board meetings shall be held per year.

The invitation to the Executive Board meeting shall be sent by the Co-Chairs jointly to every Executive Board member by email or by any other means of communication providing a first draft agenda, the time and place of the meeting as well as the supporting documents.

The meetings of the Executive Board may be held in person and/or by video-conference, web-conference, conference call, or by any other means of telecommunication, without prejudice to the possibility to take decisions in writing.

Any Executive Board member is expected to take part in the deliberations of the Executive Board and to express their vote by any means of telecommunication, whether oral or digital, intended to organise conferences between different participants who are geographically distant and which allows them to communicate simultaneously with each other.

Each Executive Board member shall have one (1) vote. The Executive Board is a collegial organ and shall take its decision by consensus, and when consensus is not reached, by a simple majority of the votes of the Executive Board members present or represented, without taking into account abstentions and blank votes.

9. Executive Board decisions shall be recorded in writing as minutes. The minutes of the Executive Board meeting shall be signed by the Co-Chairs and kept in a register where it is made available to the Members for consultation.

Further provisions regarding the decision-making process within the Executive Board may be laid down in the Governance Manual.

F. Representation of ILGA-Europe

Without prejudice to article E.6, ILGA-Europe is validly represented vis-à-vis third parties in all acts, as well as in court (i) by the Executive Board or (ii) by two members of the Executive Board acting jointly or (iii) by the Executive Director acting alone, or in their absence or unavailability by the staff member who is deputized by the Executive Director or (iv) within the limits of the day-to-day management, by a person charged with the day-to-day management acting alone or (v) by special proxy holders within the limits of their mandate.

G. Regional Representatives on the ILGA World Executive Board

1. The General Meeting of the and Central Asia Region shall elect two (2) representatives and their alternates to the Executive Board of ILGA World in accordance with the Constitution of ILGA World and the provisions stipulated in the Standing Orders.
2. The term of office of the Regional Representatives on the ILGA World Executive Board starts at the end of the General Meeting which they are elected and ends at the following election of Regional Representatives taking place every two years at the General Meeting.

H. Finances

1. The financial year of ILGA-Europe starts on the 1 January and ends on 31 December of each year.
2. ILGA-Europe shall secure its financing by:
 - a) membership fees or contributions from the Members, if resolved upon and determined by the ILGA World Conference;
 - b) grants;
 - c) subsidies and donations;
 - d) sponsorships;
 - e) any other legally acceptable sources.
3. On the closing date of the financial year, the Executive Board draws up the annual accounts in accordance with the applicable legal provisions. The Executive Board also draws up a budget proposal for the following financial year.

The Executive Board shall submit the annual accounts for the previous financial year and the budget proposal for the following financial year to the General Meeting.

4. The control of the financial situation, the annual accounts and the regularity of the transactions to be reported in the annual accounts shall, if necessary, in accordance with the criteria laid down in the Companies and Associations Code, be conferred to one or more statutory auditor(s), appointed for three (3) years and eligible for reappointment.

I. Amendment of the Constitution

1. Proposals for amending the present Constitution may emanate from Full Members or the Executive Board and can only be dealt with at a General Meeting of the European and Central Asia Region.

The convening notice to the General Meeting which resolves on such proposals must be brought to the attention of the Full Members by the Executive Board at least twelve (12) weeks before the meeting and must include the text of the proposal.

2. Unless otherwise foreseen by law, an amendment of the present Constitution requires a majority of seventy-five (75) % of the votes cast for and against. Abstentions, blank or invalid votes do not count for obtaining the majority.

3. If required by law, an amendment of the present Constitution shall be approved by Royal Decree and/or shall be recorded by notarial deed. The date on which the amendment of the present Constitution enters into force shall be determined by resolution of the General Meeting, subject to any additional requirements imposed by applicable law.

J. Term – Dissolution

1. ILGA-Europe is incorporated for an unlimited term.
2. The dissolution of ILGA-Europe can be decided by the General Meeting in accordance with the applicable law and the rules in article J.
3. In case of deliberate dissolution, the General Meeting will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidators, determine their powers and indicate the allocation of the net assets of ILGA-Europe.
4. In all cases of deliberate or judicial dissolution, the net assets of the dissolved ILGA-Europe may only benefit another organisation having similar not-for-profit aims and objectives that are pursued by ILGA-Europe.

K. Standing Orders, Internal Rules, Governance Manual

1. The Standing Orders further detail the present Constitution with regard to the organisation, the running and decision-making process of the General Meeting of the and Central Asia Region. The Standing Orders are adopted by the General Meeting. Changes to the Standing Orders may be proposed by the Executive Board or by a Full Member.
2. Internal Rules aimed at facilitating the management of ILGA-Europe and further detail the present Constitution with regard to membership, the finances, the representation of ILGA-Europe may be drawn up and approved by the Executive Board.
3. The Governance Manual further details the present Constitution with regard to the composition, functioning and decision-making process of the Executive Board and is drawn up and approved by the Executive Board.
4. The following hierarchy of norms applies within ILGA-Europe:
 - a) Constitution;
 - b) Standing Orders;
 - c) Internal Rules;
 - d) Governance Manual.

In case of any contradiction between two norms of ILGA-Europe, the norm mentioned in the higher order shall prevail over the norm mentioned in the lower order of the above-mentioned hierarchy of norms.

L. General provisions

- 1.** For the execution of the Constitution, any Member, Executive Board member, statutory auditor, liquidator, domiciled abroad, shall elect domicile at the registered office of ILGA-Europe where all communications, summons, writs, notifications may be validly made to them.
- 2.** For any dispute between ILGA-Europe, its Members, Board Executive members, statutory auditor and liquidator concerning the affairs of the association and the implementation of the Constitution, exclusive jurisdiction is granted to the courts in whose jurisdiction the registered office is located, unless the association expressly waives such jurisdiction.
- 3.** The working language of ILGA-Europe shall be English. The language used for the official documents and relations with Belgian national authorities shall be French. In case of dispute relating to the present Constitution between Members, the official published French version shall prevail. Towards third parties the official published French version is the only relevant version.
- 4.** Legal provisions of the Companies and Associations Code, from which no explicit derogation is made, are deemed to be included in these articles of association and clauses contrary to the mandatory provisions of the Companies and Associations Code are deemed to be unwritten.