



STATUTES

OUNI - Cooperative

PART I: CREATION OF THE COOPERATIVE

Article 1 – Creation

It was decided to create a cooperative called **OUNI** at a constitutive general meeting held in Luxembourg on 6 February 2016.

The cooperative is governed by the 10 August 1915 act on commercial companies (the "**1915 Act**").

The founding members of the cooperative are:

- Caroline LAM, 94 rue de Bonnevoie, L-1260 Luxembourg, freelance translator (20 shares)
- Patricia TOMPERS, 20, rue Jean Schaack L-7251 Helmsange, socio-educational advisor (10 shares)
- Vanessa PAUL, 5 route de Mondorf, L-5750 Frisange, communications officer (20 shares)
- Saskia MECHLING, 12-14 rue de Strasbourg, L-2560 Luxembourg, translator (20 shares)
- Rébecca ELIAS MAROKO, 27 avenue du Bois, L-1251 Luxembourg, social finance consultant (10 shares)
- Anne JACOBY, 20 rue Jules Fischer, L-1522 Luxembourg, communications manager (10 shares)
- Kasia KRZYZANOWSKI, 2 rue Belair, L-8012 Strassen, digital marketing consultant (1 share).

Article 2 – Purpose

The purpose of the cooperative is to give interested persons the possibility to buy packaging-free, local, organic, fairtrade products in a friendly atmosphere, and to create a meeting place where events and workshops are organized on the topic of waste reduction, environmental protection or any other social or cultural topic. The cooperative also aims at promoting and supporting the development of a social, solidarity-based and circular economy by creating synergies between various socio-economic partners at local and regional level.

The cooperative shall be able to perform any action linked directly or indirectly to the purpose set out above.

Article 3 – Registered office

The registered office of the cooperative is based at 94, rue de Bonnevoie, L-1260 Luxembourg, Grand Duchy of Luxembourg. It may be transferred upon decision of the administrative board to any other address in the Grand Duchy of Luxembourg.

Article 4 – Duration



The cooperative is set up for an indefinite duration.

Article 5 – Share capital

- 5.1 The share capital is made up of all the shares subscribed by the members of the cooperative. It is unlimited and variable.
- 5.2 Each member shall subscribe at least one share and pay it up immediately. The value of each share is set at 100€ (one hundred euros).
- 5.3 Each member can increase his or her shares in the cooperative at any time, within the limits set out in article 5.6. New shares are issued to that effect upon decision of the administrative board. To calculate any share remuneration, new shares will only be taken into account from the financial year following the increase in the holder's shares.
- 5.4 Shares cannot be transferred to other people.
- 5.5 Members are only liable for the amount of their subscription, and there shall be no interdependence nor indivisibility between members.
- 5.6 No member can hold more than 20% of the total number of shares issued.

PART II: MEMBERS

Article 6 – Membership conditions and requirements

- 6.1 Any natural or legal person can join the cooperative by completing a membership form and purchasing at least one share (100€).
- 6.2 New membership enters into force once the membership form has been received and the membership fee has been paid to its bank account.
- 6.3 The minimum number of members is seven.

Article 7 – Conditions and requirements for resignation or exclusion

- 7.1 Any member may leave the cooperative by informing the administrative board by ordinary letter or by e-mail in the six first months of the financial year. Their resignation becomes effective at the end of the financial year. Members may request the reimbursement of their paid-up social shares. As long as this does not jeopardize the functioning of the cooperative, these shares are reimbursed at face value.
- 7.2 Should a member die, his or her heirs, creditors or legal representatives shall receive his or her share. Heirs benefit from the financial advantages which the deceased person would have benefited from during that period.
- 7.3 The administrative board may decide to exclude a member, with immediate effect, and without the consent of that member. This may happen when the member:
 - no longer fulfils his or her obligations towards the cooperative
 - behaves in a manner which is not compatible with the charter, objectives and mode of functioning of the cooperative.

Before he or she is excluded, the member shall be invited to provide explanations to the administrative board.

7.4 In no case may the member assert any right over the cooperative's tangible or intangible assets or reserve funds.

Article 8 – Members' rights

Each member has the right to:

- take part in the general assembly meetings
- vote and be elected in accordance with the conditions set out in the statutes
- benefit from the services and advantages of the cooperative
- be informed of the running of the cooperative (statutes, rules of procedure, minutes, reports).

Article 9 – Members' obligations

Each member is required to:

- pay his or her compulsory share
- uphold the statutes and the charter of the cooperative, as well as general assembly decisions
- preserve the assets of the cooperative

Article 10 - Register of cooperative members

The administrative board keeps a register of cooperative members, in accordance with article 118 of the 1915 Act.

Article 11 - Financial responsibility of the members

Members are not liable for the cooperative's obligations and are not liable on their own assets for its debt.

However, if a member resigns or is excluded, he or she remains liable for obligations dating from before his or her resignation or exclusion during the year following his or her departure from the cooperative.

PART III: BODIES

Article 12 - Bodies

The bodies of the cooperative are the general assembly (GA) and the administrative board (AB).

Article 13 – General assembly

- 13.1 The general assembly (the "general assembly") is made up of all the members of the cooperative. It is chaired by the chair of the administrative board or a member of the administrative board chosen by him or her.

13.2 The general assembly has the powers which are granted to it in virtue of the 1915 Act or these statutes. It is responsible in particular for:

1. amending the statutes
2. appointing and removing the members of the administrative board
3. approving budgets and accounts and giving discharge to the members of the administrative board
4. voluntarily dissolving the cooperative

Article 14 – General assembly meetings

- 14.1 An ordinary general assembly meeting shall be held each year, in the first six months after the end of the financial year, so as to approve the cooperative's accounts for that year and decide on whether to give discharge to the members of the administrative board.
- 14.2 All invitations to a general assembly meeting shall be sent by the administrative board or a member of the administrative board at least eight (8) days before the meeting by ordinary letter or by e-mail. The agenda, place, date and time shall be stated.
- 14.3 An extraordinary general assembly meeting can be convened at any time upon decision by the administrative board or upon request by at least one fifth (1/5th) of the members. In the latter case, the administrative board shall convene the meeting within fourteen days (14) of the request so that the general assembly meeting can be held on the fortieth (40th) day after the request at the latest.
- 14.4 Any proposal signed by at least one tenth (1/10th) of the members shall be placed on the agenda.

Article 15 – Running of the general assembly meeting

- 15.1 Each member has a right to vote, however many shares they have. They can be represented by another member by means of a written proxy.
- 15.2 Discussions held during a general assembly meeting shall be valid if at least 1/4 of the members are present or represented.
- 15.3 Discussions held during a general assembly meeting convened to amend a provision of these statutes shall only be valid if at least three quarters (3/4) of the members are present or represented and if the proposed amendments are shown on the agenda. If the first of these two conditions is not met, a second meeting may be convened, as per the conditions set out in the statutes, at least fifteen (15) days after the first meeting. Discussions held during the second meeting shall be valid whatever the proportion of members present or represented. In both cases, resolutions must be adopted by a two-third (2/3) majority of the members present or represented.
- 15.4 General assembly decisions are recorded in a register of minutes signed by the chair of the administrative board and the secretary or another member of the administrative board. This register is kept at the registered office and at the disposal of members, who cannot however remove it from the registered office. Third parties may have access to the minutes if they can provide justification for doing so and if the administrative board agrees.



Article 16 – Administrative board

- 16.1 The cooperative is managed by an administrative board (the “administrative board”) made up of a minimum of three (3) people and a maximum of twelve (12) people. The members of the administrative board are appointed by the general assembly for a three-year term and can be dismissed at any time. Outgoing members of the administrative board can be re-elected. Any member of the administrative board can leave the cooperative by sending a resignation letter to the administrative board.
- 16.2 If a position should be freed during a term, a provisional member may be appointed by the administrative board until the next general assembly meeting, during which the appointment shall be confirmed or a replacement proposed.
- 16.3 The administrative board selects a chair, a secretary and one or several members among its members.

Article 17 – Administrative board meetings

- 17.1 The administrative board shall meet when convened by the chair or the secretary. If the chair is absent, he or she shall be replaced by a member who is present.
- 17.2 The administrative board shall form a college and can only make decisions if the majority of its members are present or represented. Each member on the administrative board can be represented by another member by means of a proxy. Each member on the administrative board can only have one proxy.
- 17.3 Each member on the administrative board shall have one vote.
- 17.4 Administrative board decisions require a two-thirds majority. Decisions are recorded in a special register of minutes, signed by the chair and the secretary.

Article 18 – Powers of the administrative board

- 18.1 The administrative board is the main body in charge of the administration and management of the cooperative. All powers which are not explicitly given to the general assembly pursuant to the 1915 Act or these statutes belong to the administrative board.
- 18.2 The members of the administrative board, the persons in charge of day-to-day management and persons authorized to represent the cooperative are not personally liable as part of their duties, and are only responsible for executing their mandate. This is done gratuitously.
- 18.3 The secretary and, in his or her absence, the chair, is authorized to accept donations to the cooperative and to perform all necessary operations to receive them.

Article 19 – Day-to-day management

- 19.1 The administrative board may delegate the day-to-day management of the cooperative (including the use of the cooperative signature) to one or several administrators chosen from the board.



Article 20 – Representation of the cooperative

20.1 All acts which bind the cooperative, other than those related to day-to-day management, are signed by two administrators acting jointly.

20.2 The cooperative may also be represented by any person acting within the powers conferred on them pursuant to an administrative board decision.

Article 21 – Access to cooperative accounts

Any member may ask to have access to the cooperative's accounts, by sending a written request to the administrative board, who may or not agree.

PART IV: MISCELLANEOUS

Article 22 – Financial year and annual report

22.1 The financial year begins on 1 January and ends on 31 December. Exceptionally, the first financial year begins on the day the cooperative is created and ends on 31 December 2016.

22.2 The annual report for the past financial year shall be produced and approved by the administrative board five months after the end of the financial year at the very latest. It must be submitted to the general assembly for approval.

22.3 If there is a profit at the end of the financial year, the general assembly may agree that shares be remunerated. This remuneration may not be higher than 5% of the value of the shares and is set each year by the general assembly.

22.4 A transfer will be made from the net surplus (sales minus fees and charges, depreciations and losses) to build the reserve fund.

22.5 An auditor shall control the management of the cooperative once a year.

Article 23 – Charter

In addition to the statutes, the administrative board has drawn up a charter. Amendments can be made to the charter upon unanimous decision of the administrative board.

Article 24 – Dissolution of the cooperative

24.1 Should the cooperative be dissolved, the general assembly shall appoint the liquidator(s), decide to allocate the net social assets to charity "Me Importas" or, should the latter no longer exist, to a non-governmental organization in the field of environmental protection.

24.2 This allocation shall necessarily be done for selfless purposes.

Article 25 – Confidentiality

All the documents and information sent to the partners by the cooperative are confidential, unless otherwise indicated, with the exception of documents or information which are already in the public domain. Should members be legally



obliged to disclose confidential information or documents given or sent to them by the cooperative, they must inform the administrative board.

Article 26 – 1915 Act

Anything not explicitly provided for in these statutes is governed by the 1915 Act.

GENERAL ASSEMBLY

The founding members unanimously make the following decisions, which shall only become effective once the statutes, acts related to the appointment of the members of the administrative board and acts related to the appointment of persons authorized to represent the cooperative have been filed with the official registry

The administrative board shall be composed as follows:

- Patricia TOMPERS, chair
- Caroline LAM, secretary
- Rébecca ELIAS MAROKO, member
- Anne JACOBY, member
- Saskia MECHLING, member
- Vanessa PAUL, member

who accept the mandate.

Furthermore,

- Caroline LAM and Anne JACOBY are appointed as administrators.

Done in Luxembourg, in as many copies as there are parties, on 6 February 2016.