

FEBEA AISBL

Internal Rules

Approved by the AGM of 26/06/2008

Article 26 of the articles of association of the FEBEA stipulates: "Internal regulations will be presented by the Board of Directors to the General Assembly for approval and will define all provisions which are not regulated in these articles of association".

The internal regulations may take all provisions relating to the application of the articles of association and to the functioning of the Federation in general provided they do not contravene the mandatory provisions of the articles of association, the law and the Charter, and may impose on its members all that is judged useful in the interests of the Federation.

These regulations may be modified by the Board, to be subsequently approved by the General Assembly, provided that this item is placed on the agenda insofar as at least 2/3 of the directors are present or represented.

Chapter 1: Objectives of the FEBEA

In conformity with its articles of association, the FEBEA has the objective of "developing ethical and solidarity finance in Europe through information and citizen participation of both men and women.

To this end, it sets out *inter alia* to:

- promote the exchange of information and experience as well as the cooperation between the networks and players of the economy and solidarity finance in various European countries or European Free Trade Area
- represent its members at the institutions of the European Union and financial and political organisations
- create the necessary tools, in particular financial and banking, for the realisation of these objectives"

Chapter 2: Conditions of membership

Three colleges of members are distinguished:

1 - Effective member:

A candidate seeking membership to FEBEA as an effective member must fulfil the following conditions:

Be a legal person:

- be a financial institutions working with savings and/or capital funds, or
- be a foundation having institutional links to a financial institution of comparable nature or
- be a mutual cooperative bank, or other, but whose activity corresponds, at least partially, to the aim of the FEBEA.

These three categories of members respecting the general orientation of the FEBEA as defined below, namely that the member organisations of the FEBEA and thus signatories of the Charter undertake to:

- work to put the economy at the service of people,
 - contribute to solidarity, social cohesion and sustainable development,
 - reject the exclusive pursuit of financial profit,
 - promote the creation of innovative initiatives from the social and environmental point of view;
- ◆ adhere to and respect the Charter
 - ◆ have of a balance sheet of at least one million euros
 - ◆ have autonomy of decision vis-à-vis any organisation or external company
 - ◆ have its registered offices in one of the member states of the European Union or the European Free Trade Area, even if its activities are situated in other countries

- ◆ offer the FEBEA transparent and complete information on its internal functioning, the acceptance of savings and the utilisation of resources. Transmit all useful information relating to its activities.

The amount of the contribution of the effective members is determined by vote each year as part of the budget approval, the contributions for 2008 serving as reference.

In the year of joining, each new member shall pay 1.5 times the annual contribution fixed by the Board of Directors and approved as part of the budget approval by the General Assembly.

The membership costs thus equal half of the contribution of the year of joining.

Founding members:

Among the effective members, the term “founding members” refers to the original founding members as well as to the members co-opted unanimously by the original founding members.

Are founding members:

-BANCA POPOLARE ETICA

-BANK FÜR SOZIALWIRTSCHAFT (co-opted)

-BISE

-CAISSE SOLIDAIRE OF THE NORD PAS DE CALAIS

-CREDAL

-CREDIT COOPERATIF

-HEFBOOM

-THE NEF (co-opted)

2- Associate Members:

The FEBEA can also have strategic relations with institutions and legal persons that are not effective members and propose to them to become "associate members". On the proposal of the Board of Directors, the following may become associative members:

- ◆ organisations that have their registered office in a member state of the European Union or in a country that has an accord / is associated with the European Union.
- ◆ institutions participating in FEBEA initiatives

Associate members can not be elected to the Board of Directors and have no right to vote at the General Assembly, even if they have been invited to participate.

They may also participate in the working groups set up within the FEBEA and make use of the tools of the FEBEA under conditions that are different from those that apply for effective members.

The amount of their annual contribution is fixed each year by the General Assembly.

- Addition of the category "honorary members":

3 – Honorary members:

These are natural persons with recognised competence in the field of ethical and solidarity finance. The Board of Directors appoints the honorary members by a two-thirds majority of the votes present or represented.

- Addition of Chapter 2 and 3 on the organisation of the association and on the General Assembly:

Chapter 3 : Organisation of the Association

Functioning of the Executive Committee:

In accordance with the texts approved in 2006, its role, its composition, its prerogatives, its hierarchy and its functioning are as follows:

Role: it furthers the execution of the activities of the Federation in coordination with the Secretariat-General: it prepares the subjects to be discussed at the meeting of the Board of Directors and carries out the decisions of the Board of Directors.

Composition: it is composed of the chairperson and at least two vice chairpersons. The Secretariat-General may participate at the invitation of the Executive Committee.

Prerogatives: they arise from its role: the Executive Committee particularly supports the day-to-day operations of the Secretariat-General, in addition to ensuring, in conjunction with the latter, the follow-up of the decisions taken by the Board of Directors and the General Assembly.

Functioning: it convenes at least twice a year, in addition to the meetings of the Board of Directors and the Annual General Assembly. The Executive Committee may meet by phone or in person if convened by the Secretariat-General or the Chairperson.

Functioning of the Board of Directors:

The Internal Regulations refer to the articles of association on this point.

Delegation of powers and signature powers

The Board of Directors decides on the delegation of powers and signature powers.

Chapter 4 : General Assembly

The Internal Regulations refer to the articles of association on this point.

Chapter 5: The Charter Ethical Committee

Within the FEBEA there is a Charter Committee composed of 5 members proposed by the Board of Directors, whose composition is approved by the General Assembly and whose missions are in particular to ensure that the activities performed within and/or by the FEBEA respect the principles of its Charter and its articles of association.

This Committee is composed partly of members and external/independent persons of the FEBEA, it being defined that the majority of its members is composed of the latter.

The mandate of the members of the Charter is of three years' duration and can be renewed once.

The mandates are performed voluntarily.

Every year the Charter Committee receives the reports of members' activities and comprises these in an annual report which it presents to the Board of Directors to be subsequently submitted to the General Assembly, after having verified their conformity with the Charter.

The Committee has a consultative voice and convenes at least once a year and whenever necessary.

The joining of new members shall imply acceptance of and adherence to the ethical Charter, whereby each member undertakes to furnish, by the 1st of June of every year, to the Chairperson and to the Executive Committee of the FEBEA any information relating to changes in orientation of their activities, whose nature is such that their membership might be challenged. Depending on the tenor of the information furnished by the member, the Chairperson and the Executive Committee of the FEBEA have the opportunity to apprise the Charter Committee. Of course, the Chairperson and the Executive Committee, too, have the right to demand an explanation from a member in connection with the nature of his activities.

Chapter 6: Resignation and exclusion of members

Every member is free to resign from the FEBEA by notifying his/her decision in writing to the Board of Directors as far as he/she has fulfilled his/her commitments to the Federation.

The exclusion of a member as already provided for by article 6 of the FEBEA articles of association can take place notably in the following cases:

- non-respect of the Internal Regulations (Charter) as provided for in article 1 of the present document and particularly omission or refusal to transmit any information relating to his/her activities of a kind to call into question membership of the FEBEA.
- non-payment of the annual contribution no later than 31 December of the reference year.

The exclusion of a member is the exclusive competence of the General Assembly. The member will be informed before the General Assembly of the exclusion procedure envisaged against him/her.

Chapter 7: Working Groups and Permanent Commissions

On the decision of the FEBEA Board of Directors it is possible to set up thematic sub-sections of effective members (Working Groups and Permanent Commissions).

Every Working Group in existence for a minimum of two years and which results in the creation of new tools will be transformed into a Permanent Commission.

Permanent Commissions are charged with the follow-up of the activities of tools created within the FEBEA and to monitor that they are faithful to the vocation given to them by the FEBEA and to propose necessary developments to improve their effectiveness.

As defined in article 18 of the articles of association, the members of the Board of Directors are nominated by the General Assembly on the proposal made by the Permanent Commissions. With the exception of the Chairperson and a Vice President, every member can only be represented once on the Board of Directors.

Each member is encouraged to participate in at least one financial tool of the FEBEA and/or in at least one commission or working group set up.

Each commission or working group undertakes to provide all members with a written account of the work performed as well as of the results and conclusions obtained during the year.

This account is formalised in the association's annual moral report.

Chapter 8: Alterations to the Internal Regulations

Any alteration to the Internal Regulations must be approved by the Board of Directors by a simple majority of the votes of the members present and represented, and subsequently ratified by the General Assembly by a simple majority of the votes of the members present and represented.

Chapter 9: Various provisions

The Executive Committee, the Board of Directors and the General Assembly may hold their meetings using all useful technological means (teleconference, videoconference, email etc.)