



10 rue Montoyer

B- 1000 Brussels

T. +32 (0)2 508 37 11 – F. +32 (0)2 511 23 28

info@euribor-ebf.eu - www.euribor-ebf.eu

Euribor, European Banking Federation,

abbreviated to: 'Euribor FBE', international not-for-profit association

1000 Brussels

Identification number: 1768/99

STATUTES

TITLE I. – Name, head office, purpose, duration

Article 1. An international not-for-profit association shall be constituted, named “Euribor, Fédération bancaire européenne in the French language, abbreviated to: “Euribor FBE”, and “Euribor, European Banking Federation”, in the English language, abbreviated to “Euribor EBF” hereinafter referred to as the ‘association’.

This association shall be governed by the provisions of Title III of the Law of 27 June 1921 on the not-for-profit associations, the international not-for-profit associations and the foundations (hereinafter the “Belgian Law”).

Art. 2. The head office of the association shall be established in the urban area of Brussels, and currently shall be at 1000 Brussels, rue Montoyer 10. The head office may be transferred within Belgium by a simple decision of the Board of Directors, published in the month of the date of transfer in the annexes to the *Moniteur Belge*.

Art. 3. The association shall be non-profit making. Its purpose shall be twofold:

(1) The development and support of activities related to the EURO Interbank Offered Rate ‘EURIBOR’, which is the money market reference rate for the euro. To that end, the association shall have the task of making a scientific evaluation of fluctuations in the interest rates in the money and financial markets of the euro area and of providing the results of its research to the monetary authorities and interested parties who are active in these markets.

Moreover, the association shall have the task of informing its members, other organizations, and the Community and national regulatory authorities, concerning the interbank rates. Its work will assist with the development of procedures and the establishment of rules defining the carrying out of banking operations in this area.

(2) In ancillary, the association shall also serve to support other practical initiatives fostering the integration of the European financial market such as but not limited to the improvement of the liquidity, safety and transparency of the short term commercial paper markets by means of a harmonised framework for short-term European paper ‘STEP’. The association will participate in the establishment of market standards (Market Convention) and a label that denotes compliance with such standards (the STEP label). In addition it shall monitor market developments and participate in the review the market standards on which the STEP label is based (via the STEP Market

Committee). It can participate or delegate its participation in the day-to-day management of the STEP label and to the STEP Secretariat that grant, withhold or withdraw the STEP label on the basis of the criteria and requirements in the Market Convention;

Art. 4. The association shall be constituted for an indefinite duration and may be dissolved at any time, in accordance with Article 31 of these Statutes.

TITLE II. – Members of the association

Art. 5. The association shall be composed of full members and associate members. The founder members shall automatically be considered full members.

The admission of new members shall be subject to the following conditions:

National associations which are members of the European Banking Federation and have legal personality, or natural persons who have the authority to represent the member associations without their own legal personality, may be full members. European organizations which are widely representative of savings and cooperative banks may also be full members. If such European organisations do not have legal personality, they may only be represented by one of their members.

Any natural or legal person who is:

- a) representative of other particular sectors of the financial markets;
- b) capable of usefully contributing to the accomplishment of the association's objectives may be an associate member.

It shall be for the Board of Directors to determine, subject to the General Assembly's final decision, which organizations shall be admitted as full or associate members.

Art. 6. The candidature of any person or entity desiring to become a full or associate member shall be addressed to the secretary general of the association in Brussels, who shall submit it to the Board of Directors at its next meeting, or directly to the Board of Directors.

The candidature shall be accepted or rejected by a resolution passed by a majority of two-thirds of the votes, subject to ratification by the General Assembly deliberating in accordance with Article 12 of these Statutes.

Art. 7. All members shall have the right to resign. They must announce their intention to do so six months in advance by letter addressed to the secretary general and must pay any outstanding contributions before the end of that period.

Art. 8. The General Assembly, deliberating in accordance with Article 13 of these Statutes, may exclude any member that has infringed the provisions of these Statutes or the internal rules of the association adopted by the General Assembly in accordance with Article 30 of these Statutes, after having heard the said member's defence.

Art. 9. Any member who ceases to belong to the association because of resignation or exclusion or for any other reason shall have no claim on its capital. Such a member shall be unable to claim or require a statement or submission of accounts, or an inventory, or the placing of official seals on the association's assets.

TITLE III. – General Assembly

Art. 10. The General Assembly shall possess all of the powers necessary to permit the realization of the association's purpose. It shall be composed of all of the association's full members.

The following matters in particular shall fall under its exclusive competence: amendments to the association's Statutes; the appointment and dismissal of directors, as well as their discharge; the approval of the budget and annual accounts; the voluntary dissolution of the association; the acceptance and exclusion of members; the appointment and dismissal of members of the Steering Committee, as defined in Article 7 of the Euribor Code of Conduct (hereinafter the 'Euribor Steering Committee'); the determination of the association's strategy and approval of its medium-term objectives as well as the annual report; any decisions going beyond the powers devolved to the Board of Directors by law or under the Statutes.

Art. 11. The Ordinary General Assembly must meet each year in the first half of the calendar year and for the first time in the first half of the civil year 1999.

The General Assembly may meet extraordinarily whenever this is in the association's interest. It must so meet when at least five members so request.

All full and associate members must be informed in writing (by letter, airmail, cable, telex, telecopy, e-mail, messages posted on the MemberNet or any other written means) of the date, place and agenda of the meeting of the General Assembly, but any other resolution may be adopted by the General Assembly even if not included in the agenda. Unless it has been decided otherwise by all of the full members, notice shall be given by personal letters addressed to the full and associate members at least 15 days before the meeting of the Assembly, this task shall be entrusted to the Board of Directors.

Art. 12. The Assembly shall be presided over by the president of the Board of Directors or, in his absence, by a vice-president, or where there is none by an elected president. The president of the Assembly shall designate a secretary of the Assembly and possibly one or more tellers, chosen from among the members present.

Each full member shall have the right to attend and participate in the Assembly either in person or through a representative appointed by him. Such a representative must be an employee of the full member or of its member institutions, or another full member. A full member may not possess more than two powers of attorney, and, leaving aside his own vote, shall not possess more voting rights than he does powers of attorney.

Each full member shall have one vote.

The Assembly shall be validly constituted if half of the full members are present. Its decisions shall be taken by a simple majority of the votes cast.

Art. 13. As a derogation from the preceding Article, the General Assembly shall not be able to validly deliberate in the following cases unless the specified conditions regarding presence/vote are respected:

- i) The appointment or dismissal of a director shall be pronounced by the General Assembly, whatever the number of full members present or represented, the decision being passed by a majority of two-thirds of the votes.
- ii) The exclusion of a member shall be pronounced by the General Assembly, whatever the number of full members present or represented, the decision being passed by a majority of two-thirds of the votes.
- iii) The General Assembly cannot validly deliberate on an amendment to the Statutes unless written notification has been sent three weeks beforehand and two-thirds of the full members are present or represented at the Assembly. An amendment can only be adopted by a majority of two-thirds of the votes.
- iv) The appointment or dismissal of a member of the Euribor Steering Committee can only be decided upon by the General Assembly if two-thirds of the full members are present or represented at the Assembly. Any decision must be taken by a simple majority of votes.
- v) The General Assembly cannot validly deliberate on a possible amendment to the ‘Euribor Code of Conduct’, at the request of the Euribor Steering Committee, unless two-thirds of the full members are present or represented at the Assembly. Any decision must be taken by a simple majority of votes.
- vi) The appointment or dismissal of a member of the STEP Market Committee in accordance with the terms of the Code of Conduct of the STEP Market Committee contained in the STEP Market Convention can only be decided upon by the General Assembly if two-thirds of the full members are present or represented at the Assembly. Any decision must be taken by a simple majority of votes.
- vii) The General Assembly cannot validly deliberate on a possible amendment to the ‘STEP Market Convention’, at the request of the Steering Market Committee, unless two-thirds of the full members are present or represented at the Assembly. Any decision must be taken by a simple majority of votes.
- viii) The General Assembly cannot validly deliberate on a possible amendment to the ‘STEP Code of Conduct’, at the request of the Steering Market Committee, unless two-thirds of the full members are present or represented at the Assembly. Any decision must be taken by a simple majority of votes.

If two-thirds of the full members are not present or represented at the first meeting, a second meeting may be convoked which may deliberate whatever the number of full members present or represented. At that second meeting, any amendment must also be adopted by a majority of two-thirds of the votes.

Art. 14. The associate members may attend meetings of the General Assembly. They only attend in an advisory capacity, have no right to vote and shall not be taken into account to determine whether a quorum is present.

Art. 15. The General Assembly’s decisions shall be recorded in the minutes, signed by the president, the vice-president, or another elected president, as appropriate, and the secretary general, as well as by the full members who so request, and are inserted in a special register. Copies or extracts produced in evidence or otherwise shall be signed by a director.

TITLE IV. – Board of Directors

Art. 16. The association shall be governed by a Board of Directors composed of at least three members, appointed by the General Assembly for duration of two years, revocable by the latter at any time. Outgoing directors shall be reeligible. The position of director shall be unpaid.

If there is a vacant position within the Board of Directors, the latter shall rapidly convoke the General Assembly in order to elect a new director.

Art. 17. The Board shall choose from amongst its members a president for duration of two years and a treasurer who shall be elected for a term of two years, but who shall be reeligible. In the case of absence or impediment of the president the meetings of the Board shall be presided over by a vice-president or, where there is none, by a president who is elected.

Art. 18. The Board shall either meet in Belgium or another country, as many times as the association's interests require, the meetings being convoked by the president, a director or the secretary general. All of the directors must be notified in writing (by letter, airmail, cable, telex, telecopy, e-mail, messages posted on the MemberNet or any other written means) of the date, place and agenda of the meeting of the Board of Directors. Unless it has been decided otherwise by all of the directors, the notice shall be given in the form of registered letters at least 15 days before the meeting.

Any director who is prevented from attending a Board meeting may arrange to be represented by a colleague on the Board, to whom he shall give a written power of attorney, by fax or telegram. A director may represent several of his colleagues and shall possess, leaving aside his own vote, as many votes as he has mandates. Each director shall however not have more than two powers of attorney.

The Board cannot deliberate and take decisions validly unless half of its members are present or represented. Its decisions are taken by simple majority of voters, if the votes are equal the president, vice-president or elected president (as appropriate) shall have the casting vote. If such a majority cannot be obtained at a first meeting, a second meeting may be convened at the request of at least two administrators. This shall be organized at least three months after the first meeting, in order that a final decision may be taken.

The decisions of the Board shall be recorded in the minutes, signed by the president or the secretary general, and shall be inserted in a special register. Copies or extracts produced in evidence shall be signed by a director.

Art. 19. The Board of Directors shall have the power to take all of the action necessary or useful for the realization of the association's purpose, with the exception of that reserved by law or the present Statutes to the General Assembly.

Art. 20. The Board of Directors may create working groups, allocating to them tasks which it considers opportune, and appoint their presidents, if it considers this opportune. Any recommendation of a principle by the working

groups must be submitted to the Board of Directors for its approval. All members, whether full or associate, may be elected members of a working group.

Art. 21. The Board of Directors delegates the current business of the association to the secretary general of EURIBOR FBE. The latter is always the secretary general of the European Banking Federation a.i.s.b.l. The Board of Directors shall delegate to him the tasks which it considers necessary. The secretary general must ensure that the association respects the present Statutes. He and the president shall act as the spokesmen of the association.

TITLE V. – Corporate actions

Art. 22. Any documents which commit the association, other than those concerning daily management, shall be signed (except in the case of a special delegation of the Board), by the president or two directors, who shall not have to justify their power to third parties.

Art. 23. The directors shall not incur any personal responsibility because of their functions and shall only be responsible for the carrying out of their mandate.

Art. 24. Legal action, whether the association is the plaintiff or the defendant, shall be brought or defended in the name of the association by the Board of Directors, acting through a director.

TITLE VI. – Euribor Steering Committee

Art. 25. The General Assembly and the Board of Directors shall delegate the power of controlling and supervising the application of the ‘Euribor Code of conduct’ to an Euribor Steering Committee the members of which shall come from the association and Euribor ACI. This Steering Committee shall be composed of independent and experienced market experts, that is to say people who are directly involved in market operations (financial markets, swap markets and interest rate derivatives) but who shall not receive instructions from the companies or organisations to which they belong.

The Euribor Steering Committee shall be composed of 10 persons. The secretary general of the European Banking Federation shall be a permanent member of the Euribor Steering Committee. The nine other experts shall be non-permanent members. Six of them shall represent the association and three Euribor ACI.

The General Assembly shall nominate the six non-permanent members of the association in the Euribor Steering Committee according to the rules laid down in Article 13 of these Statutes. Four of them shall be chosen from a list of persons provided by the national associations which are members of the European Banking Federation. The two other non-permanent members shall be chosen respectively from a list of persons provided by organisations representing savings banks and a list of persons provided by organisations representing cooperative banks. If a representative ceases his activity because his appointment has been revoked, he has retired or for any other reason,

he may be replaced by another representative who shall be nominated by the General Assembly from the list of persons provided by the same organization.

TITLE VII. – STEP Market Committee

Art.25 bis. The General Assembly and the Board of Directors shall delegate the power of monitoring market developments and establishing and reviewing the market standards on which the STEP label is based to a STEP Market Committee.

The STEP Market Committee may amend the provisions of the Convention in accordance with the terms of the Code of Conduct of the STEP Market Committee (the “Code of Conduct”). Once these amendments are approved by the STEP Market Committee, they shall be submitted to the General Assembly for approval. The STEP Market Committee also provides guidance on the appropriate and consistent interpretation of the Convention.

The STEP Market Committee shall consist of 10 voting members.

The secretary general of the European Banking Federation shall be a member ex officio and will chair the STEP Market Committee. Five voting members, including the secretary general of the European Banking Federation, shall be appointed by the Euribor. The General Assembly shall therefore nominate the four non-permanent members of the association in the STEP Market Committee in accordance to the Code of Conduct of the STEP Market Committee and according to the rules laid down in Article 13 of these Statutes.

The voting members of the STEP Market Committee shall be persons of recognised standing and professional experience in the functioning of the European markets for short-term securities. All voting members of the STEP Market Committee shall declare their adherence to the principles set out in the Code of Conduct. All the voting members of the STEP Market Committee shall be independent and shall not seek or take instructions from public bodies, companies or from any other body.

TITLE VII bis The STEP Secretariat

Art.25 ter. The General Assembly and the Board of Directors shall mandate the Secretariat to conduct all necessary activities with regard to the day-to-day management of the STEP label.

Under the joint responsibility of Euribor FBE and Euribor ACI, the STEP Secretariat shall be responsible for granting, withholding or withdrawing the STEP label in accordance with the criteria and requirements laid down in the Convention.

The STEP Secretariat is composed of persons meeting high standards of integrity and these persons are not subject to instructions from the issuers.

The STEP Secretariat shall be under the direct supervision of the secretary general of the European Banking Federation.

TITLE VIII. – Contributions, budgets, accounts

Art. 26. Full and associate members shall contribute to the association's expenses by means of contributions fixed annually by the General Assembly, on the proposal of the Board of Directors.

Art. 27. The members, or natural persons representing them, shall incur no individual responsibility because of undertakings made in the association's name and their obligations shall be strictly limited to the payment of contributions.

Art. 28. The financial year shall extend from 1 January until 31 December of each year. The first financial year shall exceptionally extend from 1 July 1998 to 31 December 1999.

Art. 29. The Board of Directors shall submit every year for the approval of the General Assembly the accounts of the previous financial year and the budget for the following financial year.

TITLE IX. – Rules of procedure

Art. 30. The General Assembly may, on a proposal by the Board of Directors, adopt rules of procedure which are compatible with these Statutes with the aim of ensuring the functioning of the association, deliberating in the manner prescribed for the appointment or dismissal of a member of the Euribor Steering Committee or STEP Market Committee.

TITLE X. – Dissolution, liquidation

Art. 31. The association may be dissolved at any time by the General Assembly deliberating in the manner prescribed for amendments to the Statutes.

In the case of voluntary dissolution, the General Assembly shall designate one or more liquidators and shall lay down his (their) powers.

Art. 32. In all cases of dissolution, voluntary or legal, at whatever time and for whatever reason, the association's assets shall be distributed by the General Assembly as it shall determine, taking account of the fact that the net assets may only be distributed to another non-profit making association.



10 rue Montoyer

B- 1000 Brussels

T. +32 (0)2 508 37 11 – F. +32 (0)2 511 23 28

info@euribor-ebf.eu - www.euribor-ebf.eu

TITLE XI. General provisions

Art. 33. Anything which is not provided for in these Statutes, and in particular the publications to be included in the annexes to the *Moniteur belge*, shall be governed in accordance with the provisions of Title III of the Law of 27 June 1921 on the not-for-profit associations, the international not-for-profit associations and the foundations.

Art. 34. Any communication, notification, personal letter or convocation effected under these Statutes may be transmitted by fax. It shall be considered to have been received on the day of transmission.

TITLE XII. Transitional provisions

After the adoption of these Statutes, the undersigned undertake to meet without being convoked or an agenda, with a view to appointing the first directors.