



CONSTITUTION

**Chantal Loché & Jean Van de Putte
Solicitors Partnership**

Civil law company in the form of a private limited company Trade Register Brussels no. 866572561
50, Avenue Paul Deschanel
1030 Brussels - Belgium

INTERNATIONAL NON-PROFIT ASSOCIATION - CONSTITUTION

THE YEAR TWO THOUSAND AND EIGHT

The twelfth of September.

Before Us, Mr **Jean Van de Putte**, partner solicitor of the civil law company in the form of a private limited company called 'Chantal Loché & Jean Van de Putte, Notaires associés', established at 50 Avenue Paul Deschanel, 1030 Schaerbeek (Brussels – Belgium).

APPEARED

1. ASSOCIATION OF TRANSLATION COMPANIES Limited, a company under English law, whose registered office is at Brentmead House, Britannia Road, London N12 9RU (Great Britain), registered with the Companies Registration Office of England and Wales under the number 01253826.

Represented here by Mrs Elizabeth Catherine Robertson, born in Gosforth on the twenty-second of May nineteen fifty-six, resident at 6 Woodfield Drive, Maidenhead, Berkshire, SL6 4NX (Great Britain), holder of British passport no. 458680114, President of the aforementioned association and authorised to make binding decisions on its behalf, as resulting from the certificate drawn up by Mr David John Few, solicitor of Reading (England), on the eighth of September two thousand and eight.

1. ASSOCIATION OF TRANSLATION AGENCIES, an association under Dutch law, whose registered office is at Draaiboorn 56, 5094 CC Lage Mierde (Netherlands). Represented here in accordance with Article 9 of its Articles of Association by two jointly acting administrators, viz:

the President, Mr Michel Constantijn Vrisekoop, born in Amsterdam on the fourteenth of September nineteen hundred and sixty-six, resident at 106/1° Jan Luykenstraat, Amsterdam, holder of Dutch passport no. NJ1942488. Appointed to this position by the General Meeting of the first of October two thousand and two, the Treasurer, Mr Jozef Franciscus Maria Fuchs, born in Heerlen on the nineteenth of July nineteen hundred and seventy-two, resident at het Buske 3, Lent, holder of Dutch passport no. N96867742 Appointed to this position by the General Meeting of the sixth of February two thousand and seven.

2. Tüm Çeviri İşletmeleri Derneği, an association under Turkish law, whose registered office is at Güzeloba Mah Ofo Cad. Lara Kent Sitesi Villa no.16 Örnekköy, Lara Antalya (Turkey) Represented here by Mr Adil Thomas Seyrek, born in Hamburg, Germany on the twelfth of December nineteen hundred and seventy-two, resident at Aydin Kusadasi, Erten sit 1 (Turkey), holder of Turkish passport no. 240693, as the result of an authentic proxy received by Mr Ahmet Osmancioğlu, a solicitor of Antalya (Turkey), on the eighth of September two thousand and eight, the original copy of which will remain attached; the proxy was granted by the President of the association, Mr Kamil Kartal, born in Istanbul in nineteen hundred and seventy-two, holding the

necessary powers to make binding decisions on behalf of the organisation as certified by the aforementioned Mr Osmancioğlu in the aforementioned proxy.

3. **BELGIAN QUALITY TRANSLATION ASSOCIATION**, a Belgian non-profit organisation, whose registered office is at Meiklokeslaan 7, Kraainem, entered in the register of legal entities as no. 0456.118843, an association formed through a private document of the fourth of May nineteen ninety-five, whose Articles of Association have been published by the *Moniteur belge* publication dated the fifth of October of the same year, under number 017366.

Whose Articles of Association have been modified on several occasions and for the last time upon receipt, by the solicitor Charles Lebon of Brussels, of a document on the fourth of October two thousand and five, not published in the *Moniteur belge*.

Represented here under the terms of Article 20 of the Articles of Association by the Chairman of the Board of Directors, viz:

The private limited company 'Lionbridge Belgium', whose registered office is at 57 avenue Jules Malou, 1040 Etterbeek, entered in the register of legal entities as no. 0469.323.414.

A company formed under the name 'L&H Speech and Language Consulting and Services' upon receipt of a document by the solicitor Eric Himpe, a solicitor of Ypres, on the twenty-third of December nineteen ninety-nine, published in extracts in the annexes of the *Moniteur belge* of the eighteenth of June two thousand under no. 20000618-302 and whose Articles of Association have been modified on several occasions and for the last time upon receipt, on the sixth of October two thousand and five, by the solicitor Jean-Luc Indekeu of Brussels, of a document stating the adoption of the current name, published in the annexes of the *Moniteur belge* of the twenty-fourth of November of the same year, under number 05168918.

The private limited company 'Lionbridge Belgium' is itself represented here by Mr Rudy Gérard Marie Tirry, born in Wilrijk on the fourteenth of June nineteen fifty-five, resident at Zoetewei 12, 2861 Sint-Katelijne-Waver, holder of identity card no. 590-2707389-48 and national number 55.06.14-431.55.

Acting as a representative for day-to-day management with powers as published in the annexes of the *Moniteur belge* of the twenty-fifth of April two thousand and three under no. 03018009.

4. **POLSKIE STOWARZYSZENIE BIUR TLUMACZE**, an association under Polish law, whose registered office is at No. 27 ulica Kruczkowskiego 6B, Warsaw, entered on the register of Associations, Other Social and Professional Organisations and Public Health Foundations and Centres, held by the District Court of the Capital of Warsaw, twelfth commercial division of the National Court Register under no. KRS 0000105824.

Represented here by the above-named Mr Rudy Tirry, as the result of an authentic proxy received by Ms Alicja Huziuk, a solicitor of Warsaw, on the tenth of September two thousand and eight, the original copy of which will remain attached; the proxy was granted by the Vice-President of the association, Ms Monika Agnieszka Popiolek, domiciled at 20 Zagieta St., Warsaw, holding the necessary powers to make binding decisions on behalf of the organisation as certified by the aforementioned solicitor Alicja Huziuk in the aforementioned proxy.

5. **ASOCIACIÓN DE CENTROS DE TRADUCCIÓN DE ESPAÑA**, an association under Spanish law, whose registered office is at Calle Capitan Haya 1, planta 15, 28020 Madrid, registered for tax purposes under the number G59451039.

Represented here by Mr Heinz Gunter Wilhelm Richard Rudolf, born in Bad Camberg (Germany) on the eighth of October nineteen fifty-six, resident at Maria Alonso 7, Madrid (Spain), holder of German passport no. 3548120056, President of the association, acting in accordance with the powers conferred upon him by the Extraordinary General Meeting of the third of September two

thousand and eight, a compliant extract of which has been appended to the document authenticating the resolutions of the association received by Mr Jose Maria Nebot Gomez de Salazar, a solicitor of Madrid, on the ninth of September two thousand and eight.

The parties appearing, present or represented, as is said, required us to draw up an authenticated deed of the articles of association of an international non-profit association, which they declare they are forming amongst themselves.

This non-profit international association is ultimately intended to replace the 'European Union of Associations of Translation Companies' European economic interest group (EUATC for short), whose registered office is at rue Froissart 57, 1040 Etterbeek, [Belgium], entered in the register of legal entities as no. 0476.552.486, founded following receipt, by Mr Guy Nasseaux, solicitor, on the twenty-eighth of September two thousand and one, of a document published in extracts in the annexes of the *Moniteur belge* publication of the seventeenth of January two thousand and two under no. 20020117-125; the latter grouping is to be dissolved.

This international association will be governed by the law of the twenty-seventh of June nineteen hundred and twenty-one on non-profit associations, foundations and international non-profit associations and by these articles of association, which they declare to have decided on hereafter.

ARTICLES OF ASSOCIATION Article 1:

This document forms an international non-profit association called EUROPEAN UNION OF ASSOCIATIONS OF TRANSLATION COMPANIES, AISBL, abbreviated to EUATC, AISBL.

All deeds, invoices, announcements, publications and other documents which emanate from the association will show its name immediately followed by the words "international non-profit association" or the abbreviation "AISBL" along with the address of the association's head office.

Article 2:

The aim of this association is:

- a) To bring together national associations of translation companies and to promote interaction and cooperation between these associations, as well as to protect and encourage the promotion of the translation and interpreting industry in all countries;
- b) To promote and assist the formation of such associations in countries where none exist;
- c) To represent and promote the interests of its members in negotiations with European and international institutions and organisations;
- d) To improve and increase general and technical knowledge and the quality of enterprises, companies and persons operating in the translation and interpreting industry and any related work, as well as promoting fair and honourable exercise of the profession and eliminating professional negligence;
- e) To establish and cooperate with similar institutions and associations worldwide as well as forming and cultivating relationships with them;
- f) To promote and seek to establish principles of conduct and professional behaviour, as well as to formulate a standard or standards of fair negotiation within the profession; to encourage settlement of disputes through arbitration;

The Association has, in general, full legal powers to execute all deeds and operations, whether financial or involving real estate or immovable property, which have a direct or indirect connection with the purpose of the Association, or which might be of a nature to facilitate the achievement of this purpose, whether directly or indirectly, in full or in part.

Article 3:

In order to achieve its goals, the Association proposes in particular:

- To conduct market surveys; advise its members and distribute amongst them general information on all matters relating to translation and interpreting; to print, publish, distribute, circulate and provide access to such articles periodicals, books, circulars and other literary publications as may contribute to one of the objectives of the association;
- To gather and collate statistics and other information on all issues relating to the translation and interpreting industry;
- To prepare and promote the adoption of contracts and other similar documents, used in the translation and interpreting industry; to appoint mediators and arbitrators for such situations and in similar cases when this proves to be expedient; to prepare and adopt such regulations from time to time, deemed to be necessary for or appropriate to the interests of the profession for its exercise and for the conduct of members and to guarantee or attempt to guarantee that they are maintained or observed;
- to conduct any research which may seem necessary or desirable to achieve any of the objectives of the association and to encourage the process of finding, investigating and communicating the nature and the merit of inventions and processes suitable for use by enterprises, companies or persons involved in the translation and interpreting industry;
- to organise exchanges of young translators, interpreters or managers between member associations

Article 4: Duration

The Association is formed for an indefinite period.

Article 5: Head Office:

The head office is established at 57 Rue Froissart, 1040 Etterbeek, in the legal district of Brussels.

It can be transferred to any other location in Belgium, taking into account the linguistic legislation, by a simple decision of the General meeting. The Board will propose the change of head office to the members of the Association at least two months before the General meeting in which this proposal is to be considered.

The Board has all powers to have notarised the consequent modification to the Articles.

The Association can also set up at any location, whether in Belgium or abroad, administrative or operational offices, branches or agencies, by a simple decision of the general meeting.

Article 6: Members of the Association

The Association solely comprises active members.

A register of members is held at the Association's head office. This register records the organisation name, its legal status and the address of the head office.

Article 7 – Rights and obligations

Members of the Association shall benefit from all rights to which they are entitled under Belgian law, under these articles and under any internal regulations which the Association may introduce. In particular, each member has the right:

- a) to make use of the services of the Association;
- b) to request that the Board convene a general meeting;
- c) to take part in the general meeting with an entitlement to vote,
- d) to obtain information from the Board relating to the activities of the association and to consult its accounts and financial documents;
- e) to make a formal request for the dismissal of a member of the Board, with good reason. The members of the Association shall be bound by all obligations to which they are subject under Belgian law, under these articles and under any internal regulations which may be adopted by the General Meeting. In particular, each member shall be obliged:
- f) to pay annual memberships fees set by the general meeting within sixty days of a request sent by the Treasurer. In the event that payment is not made within this period, and without prejudice to other remedies such as suspension or exclusion, the sums in question shall duly and without notice attract interest at the legally applicable rate in Belgium, calculated pro rata on the basis of the number of days' delay;
- g) to maintain discretion with regard to confidential information relating to the Association or to its members.

Article 8: Admission

To be part of the Association, approval is required by the general meeting, which rules, by a majority of two thirds, at each of its meetings, on the membership applications presented.

The members of the Association must fulfil all of the following conditions:

- be a national association of translation companies of a European country, with Europe being deemed to be a continent and not limited to the European Union,
- be an association comprising companies specialised in translation and interpreting services
- be an association which provides a code of conduct and quality standards for its members.
- In order to encourage true representation and a spirit of cooperation at a national level, only one association per country shall be accepted.
- In countries where more than one association exists and where two or more such associations are seeking admission to the Association, the general meeting shall decide which of them is to become a member of the Association.
- It will take into consideration not only its ability to represent that country (in terms of numbers of members), but also the level of reliability, professionalism and 'quality assurance' of the members.
- The Association will encourage all members of the association to cooperate with all other associations in the same country, with the aim of improving its ability to represent that country.
- In countries where no association exists, the general meeting may accept the membership of an individual company. This membership lasts for a period of one year during which, the said company will strive to promote the creation of an association of translation companies in their country of origin.

Article 9: Cancellation

The right to membership is lost through:

- a) the member's resignation

Any member of the Association can resign on the thirty-first of December of each year, as long as they have performed all their obligations with regard to the Association, with this being dependent on three months' notice, which is to be given by recorded delivery letter to the Board.

In addition, any member can resign at any time for just reasons whose assessment, if applicable, will be left to the assessment of the court.

- b) the member's dissolution followed by liquidation,
- c) where there is a verdict, even if not final, which declares the member to be insolvent,
- d) exclusion of the member declared by the general meeting.

Any member of the Association may be excluded for any of the following reasons:

- if a member or any of its delegates seriously fails to fulfil its commitments to the Association, in particular, non-payment of the sums owed to the Association within one month of the written warning issued by the Board;
- if a member or any of its delegates harm the activities of the Association as defined in the Internal Regulations;
- if a member or any of its delegates causes damage to the image of the Association through failure to comply with its regulations;
- if a member is no longer representative in comparison to other associations of that country. In this event assuming that the associations are unable to reach agreement with regard to the extension of the membership of the current member Association, the General Meeting may deem that a change of member within that country would best suit the interests of the Association.;
- where a member causes, or threatens to cause, serious trouble with regard to the operation of the Association or to one or more members of the Association.
- where a company accepted as a member has failed to create an association within a period of one year, in which case, the General Meeting may decide to allow an extension or accept another company under the same terms;

Exclusion may only take place as a result of a decision taken by four fifths majority by the General meeting or following the decision of a tribunal called by request of a majority of the other members.

Article 10 – Suspension

Any member failing to fulfil its obligations to the Association shall be requested by the Board to do so.

Should the member fail to correct this situation within one month of this warning, the Board of the Association may decide to suspend that member and deprive that member of its rights within the Association.

The Board of Directors will enter the proposal for exclusion on the agenda of the next general meeting.

Article 11: The Association's Resources

The Association is formed without starting capital. The Association's resources comprise:

- a) The amount of the members' entrance fees, subscriptions or payments
- b) The sums collected in return for services provided by the Association.
- c) Any other resources authorised by legislative or regulatory documents.

Article 12 – The Board

a) Composition

The Association is run by a Board consisting of at least three physical persons elected from the delegates of members of the Association by simple majority and secret ballot.

The Board members are nominated for a period of two years. The Board shall consist at minimum of:

- 1 President
- 2 Vice President
- 3 Treasurer

b) Nominations

1. The Board shall issue an invitation for members to stand for election to the available posts ten weeks before the date of the meeting. The Board shall enclose a 'job description' of each of the available posts.
2. Candidates are proposed by their national association for one or more of the available posts 6 weeks before the meeting. One country may hold only one position on the Board. Each proposal must be accompanied by a brief statement (200 words) outlining the reasons for their interest in the post. The proposals must be sent by e-mail to the members of the current Board who will appoint one person to record the proposals.
3. Applications after this date will not be considered.
4. The Board shall circulate all the statements to all members so that the national associations can instruct their representatives.
5. For the day of the meeting, the Board shall prepare ballot papers for:
 - - the President;
 - - the Vice-President;
 - - the Treasurer;
 - - any additional Board members.
6. If one person candidates for more than one post, their name must appear on all relevant ballot papers. If they are elected to one post, their name will be removed from the remaining ballot papers on the day of the elections.
7. Ballot papers will be numbered and the name of the national association voting will not be named.

c) The President

The General Meeting shall appoint the next President. In the event that the President and the Vice-President are incapable of fulfilling their roles, the person appointed as President and/or Vice-President for the following period shall take office immediately.

a) The President is appointed at the second General Meeting of the second year of the existing Presidency, and he/she shall be deemed to have been elected and shall take office on the first day of January of the following year.

b) Any delegate who has experience of a leadership role in their national association may apply for the Presidency. In order to give member delegates equal opportunity to be elected President the mandate shall not be in principle renewable. However in exceptional circumstances or if no new candidate presents himself he General Meeting is authorised to re-elect a former President.

c) The President carries out the following functions, amongst others:
- he/she represents the Association;

- he/she defines a strategy for the healthy development of the Association within the objectives of the articles;
- he/she delegates tasks to individuals or associations to enable the fulfilment of the strategy;
- he/she monitors the progress of important projects;
- he/she encourages the expansion of the association by helping new members to form national associations;
- he/she answers queries from potential members;
- he/she prepares the agenda and related papers for meetings within the agreed timescales;
- he/she ensures that decisions are followed up;
- he/she approves payments to suppliers;

The President liaises with the Vice-President and the Treasurer to keep them regularly informed of activities and decisions and to discuss key decisions.

d) The Vice-President

The future Vice-President is appointed by the second General Meeting of the second year of the previous Presidency, at the same time as the future President. The President and the Vice-President take office simultaneously on the first day of January of the following year for a period not exceeding two years.

The Vice-President carries out, amongst others, the following tasks:

- a) to act as interim President in case of the latter's incapacity;
- b) to deputise for the President at meetings etc. in his/her absence;
- c) to maintain regular contact with the President in order to assist with decisions, planning and strategy, and to be able to act appropriately if required to deputise for the President;
- d) to assist with specific projects as required by the President, the Board or the Association (such as the working groups, external liaison);
- e) to carry out specific tasks as the President requires (such as responding to enquiries from membership applicants, prepare documents for meetings).

e) The Treasurer

The Treasurer is elected by the General Meeting. He/she must be a representative of a member of the Association. The General Meeting may relieve the Treasurer of his/her position by a unanimous decision at any time and without notice. The Treasurer can be re-elected for a further period of two years by the General meeting.

In particular, the Treasurer fulfils the followings tasks:

- a) prepare balance sheets for the General meetings;
- b) provide the meeting with analysis of the figures, including cash-flow forecast and answer relevant questions;
- c) collect membership subscriptions and notify the members of outstanding payment issues;
- d) transfer payments into the bank account where necessary;
- e) monitor the cash-flow in the bank;
- f) receive invoices from suppliers and make authorized payments to suppliers;
- g) handle finances relating to major projects such as the conference, accepting delegate payments, issuing invoices/receipts, recording and paying suppliers;
- h) prepare cost-analyses for specific projects as required;
- i) comply with regulations related to finances, including the submission of the balance sheets of the Association to the Commercial Court in Brussels;
- j) to alert the Board of problems with the financial situation of the Association in good time.

f) Abeyance

In the case of abeyance, if required, the Board provides a replacement for the defaulting board member. He is permanently replaced by the general meeting when it next meets. The powers of the members elected in this way cease on the date on which the mandate of the replaced members should normally expire.

g) Remuneration

Unless decided otherwise by the General Meeting, mandates for board members are non- remunerated positions.

h) End of the mandate

The board member's office comes to an end by death, resignation, legal impediment, going into provisional receivership, expiry of the mandate or dismissal by the Board. The members of the board can resign during their period of office provided they give three months' notice.

A member of the board can be dismissed by a majority of votes of the members of the General meeting. The General meeting must give a reason for this decision and the member of the board must have the opportunity to be heard. The member of the board involved has no right to any indemnification as a result of his dismissal or of the circumstances of this dismissal.

Members of the board who resign, are suspended or excluded as well as their heirs or beneficiaries have no rights to the association's funds. They can neither demand nor require any account status or statement, or any affixing of seals, or any inventory.

i) Conflict of Interests

If there is a conflict of interests, the member of the board involved shall inform the other members of the board before the Board takes a decision. He shall not take part in the Board's deliberations or in the votes relating to this decision. His declaration with justifications shall be appended to the minutes of this meeting.

Article 13: Board Meeting

The Board meets each time it is necessary at the request of one of the members of the board, when convened by the Association's President.

Unless there is an emergency, the invitation to attend is in writing and is sent simply by letter, fax or electronic mail. It specifies the venue, time and agenda for the meeting.

Each member of the board can be represented at the deliberations by giving proxy to another member of the board. However, one member of the board cannot hold more than two proxies. The Board can only make rulings if the majority of its members are present or represented.

The decisions of the Board are taken by simple majority of votes. If there is parity, the President has the casting vote.

In exceptional cases, which are duly justified by urgency and the Association's interests, the Board's decisions can be taken by unanimous consent of the members of the board, expressed in writing or by a video-conference.

These decisions are recorded in minutes signed by the President and the Vice-President and entered in a special register kept at the Association's head office which is made available for members on request.

Authorisations, notices and votes received in writing are appended to this register. Copies or extracts of these minutes are signed by two members of the Board or by the President.

Article 14: Powers Granted to the Board

The Board has the powers necessary for administering and managing the Association. It has the power to execute all the deeds which are necessary or useful for achieving the Association's purpose, except those which the law or these Articles reserve for the General Meeting.

The Board establishes the agenda for the General Meetings and ensures that the Meeting's decisions are carried out. It establishes the Association's budget.

The Association is represented in all actions which commit it, including daily management, even actions which a civil servant or ministerial official lends his support to, as well as in law, either by the President or by two members of the Board acting jointly.

These will not have to demonstrate to third parties special authorisation by the General Meeting. The General Meeting may in exceptional circumstances and with the board's authorisation delegate part of these powers to another delegate of a member's association.

However, the Board may not, without special prior authorisation of the General Meeting taken by a majority vote:

1. take out loans,
2. give collateral security on the assets of the Association,
3. 3. dispose of the Association's assets free of charge with the exception petty contributions as permitted by common practice,

Article 15: General Meetings

a) Remit

The General Meeting is responsible for deciding on the following issues:

1. making amendments to the Articles;
2. the appointment and dismissal of administrators;
3. the appointment and dismissal of Board members;
4. the discharge of all functions and responsibilities of administrators and Board members;
5. the approval of budgets and accounts.
6. dissolution of the Association;7 the exclusion of a member;
7. setting the annual fees payable by the members
8. any other decision provided for by these Articles to be presented at the GM.

b) Composition

The annual or extraordinary general meeting comprises the members of the Association provided that they are not suspended by the Board.

Each member association shall appoint a maximum of two delegates to represent it in all matters regarding the association, and shall supply the name of the delegates in writing to the President. The

delegates shall have the power to make decisions and act in the name of and on behalf of their associations, and shall be eligible for the positions of President, Vice-President and Treasurer.

c) Meetings

An ordinary general meeting shall be held as of right, each year at 14.00 on the last Friday in May. If this day is a public holiday, the meeting shall be held on the first subsequent working day. An extraordinary general meeting shall be held each time the Association's interests require one. A meeting of this kind can be convened at any time either by the Board, or at the request of the Association's members acting together and representing one fifth of the voting members.

d) Convening a meeting

The meeting is convened by the Board. All meetings are held at the head office or at any other venue designated in the invitations. The latter, containing the agenda, with the indication of the subjects to be dealt with and all the documents enabling members to make rulings in full knowledge of the facts, are sent out by recorded delivery letters addressed to the members of the Association at least thirty days before the meeting in the case of an ordinary general meeting and at least twenty-one days before an extraordinary general meeting, unless the recipients have individually, in writing, accepted that they will receive the notification of the meeting by another means of communication without it being necessary to provide evidence of this formality.

Members shall confirm receipt of notification and shall, within five days, confirm in writing their intention to attend the general meeting, to be represented by proxy or to vote by correspondence. At the same time, members can propose the addition of items or questions to the agenda, subject to the procedures contained in the rules of procedure. The final agenda must be sent to all members at least fifteen days before the meeting.

e) Representation

Any member can be represented at the general meeting by a proxy who must himself be a member. However, one member cannot hold more than one proxy.

f) Conduct of the meeting

The Meeting is chaired by a President for the session, who is either the President of the Board, or the longest-serving member of the Board.

Each member has one vote.

To be validly constituted, all meetings must have at least two-thirds of the members present. If this quorum is not achieved, the meeting will be automatically postponed to a date agreed by the members present. In any case, the second meeting must take place no longer than 15 days after the first meeting. The newly convened meeting can then deliberate whatever the number of members present.

Decisions are taken:

a) with a majority of two-thirds of the votes when voting on the admission of new members or modifications of the articles

b) with a majority of four fifths (80%) of the votes when voting on the exclusion of a member, changing the Articles in a way which changes the goal(s) of the Association or deciding to dissolve the Association

c) all other decisions will be adopted after achieving a simple majority of votes.

d) Voting by correspondence

Members may vote by correspondence by sending to the Head office of the Association, for the attention of the President, at the latest on the day before the meeting, a sealed envelope containing a statement signed by the member indicating his position on each resolution on the agenda ('yes' 'no' 'abstention').

e) Minutes

The Board shall appoint a delegate to record the minutes before the General Meeting. The minutes of the previous meeting are approved at the next meeting. A copy of these minutes is signed by the person chairing the meeting.

Minutes are kept in a register at the Association's head office and are numbered sequentially with no breaks.

Resolutions taken at the General Meetings are kept separately in the register of resolutions at the Association's head office and are numbered sequentially with no breaks.

Article 16: Financial Year

The financial year begins on the first of January of each year and ends on the thirty-first of December of the same year.

Article 17: Annual Accounts

At the latest six months after the closing date for the financial year, the Board is obliged to submit for the approval of the General Meeting a report of activities, the accounts for the past financial year and the budget for the following financial year.

Article 18: Auditing of accounts

The GM will appoint two auditors from among the delegates. The nomination will be made by a simple majority.

The auditor(s) will be appointed for a period of two years and can be re-elected. The work of the auditor(s) consists, within the first three months of each year, of:

- a) auditing and approving the Treasurer's balance sheet;
- b) auditing and approving the correctness of the documents;
- c) reporting back to the first General Meeting of the year on the result of the auditing of the accounts of the past year.

Article 19: Dissolution

The General Meeting can only declare the dissolution of the Association under the same conditions as those relating to the modification of the Association's goals. In this case, the Meeting appoints one or more receivers. After the liabilities have been paid, the net assets are allotted by this Meeting to one or more national or international associations which have a similar purpose or to any organisation of its choice with a social or cultural purpose.

Article 20: Internal regulations

Members may specify their rights and obligations and the sanctions to be applied in the event of failure by members to fulfil their obligations, and may create regulations covering a number of confidential issues in the form of Internal Regulations which must be adopted unanimously and may not depart from the provisions of these articles

Article 21.

Anything which is not provided for by these articles of association will be governed in compliance with the provisions of the law.

TRANSITIONAL PROVISIONS

MEETING OF THE PARTIES APPEARING

The articles of association having thus been decided on and the association formed, the parties appearing declare that they adopt unanimously the following decisions which will only take effect on the date on which the articles of association is approved by royal decree.

1. APPOINTMENT OF MEMBERS OF THE BOARD

The parties appearing decide to appoint three members of the board and to call on the following to take up these offices:

- a) President: Mrs Elizabeth Robertson, as named above
- b) Vice-President: Mr Rudy Tirry, as named above
- c) Treasurer: Mr Michael Vrisekoop, as named above

Their respective mandates will last until 31 December 2008 and will be free of charge.

2. AUDITORS:

Given that it results from estimations made in good faith, that, for the first financial year the society will meet the criteria laid down in article 53 of the law on non-profit associations, international non-profit associations and foundations, the parties appearing decided not to appoint an auditor.

3. FIRST FINANCIAL YEAR:

The first financial year begins on the day the deed of constitution is deposited with the Clerk's Office of the competent Commercial Court and ends on the thirty-first of December two thousand and nine.

4. FIRST GENERAL MEETING:

The first annual general meeting shall be held on the last Friday of May, 2009 at 14.00 hours..

ENTRY INTO FORCE

The undersigned solicitor shall inform the parties appearing that, in accordance with article 50 of the Law of the twenty-seventh of June nineteen twenty-one in respect of non-profit associations, international non-profit associations and foundations, this international non-profit association shall not acquire legal status until the date of the Royal Decree approving these Articles of Association.

IDENTITY CERTIFICATE

The Solicitor drawing up the document established the identities of the parties by means of the documentary proof required by law.

CERTIFICATION

The undersigned solicitor certifies that the articles of association adopted above complies with the provisions provided for under Heading III “International Non-Profit Associations” of the Law of the twenty-seventh of June one thousand nine hundred and twenty-one on non-profit associations, international non-profit associations and foundations.

DOCUMENTARY DUTY

The documentary duty amounts to ninety-five euros (€95).

DULY NOTED

Made and established at Schaerbeek (1030 Brussels – Belgium), at the offices Read in full and with comments, the parties signed along with Us, Solicitor