

NON CERTIFIED TRANSLATION

**ARTICLES OF ASSOCIATION OF  
EUROPEAN WATER SUPPLY AND  
SANITATION TECHNOLOGY PLATFORM**

**(in short “[WSSTP]”)**

**(“I.N.P.A.” / “I.V.Z.W.” / “A.I.S.B.L.”)**

**International Non-Profit Association**

“European Water Supply and Sanitation Technology Platform”

In short: “WSSTP”

International non-profit organisation

Registered office: 1140 Brussels (Belgium), Rue Colonel Bourg 127.

=====  
INCORPORATION – APPOINTMENTS  
=====

The year two thousand and seven.

On June 8

In Schaerbeek in the office of the recording Notary,  
Jean-François POELMAN

**HAVE APPEARED:**

- **IWA Publishing**, headquartered in London SW1H0QS (Great Britain), Alliance House, 12 Caxton Street, hereby represented by Paul NAGLE, 18, Nightingale Road, Molesey, Surrey KT82TQ, passport No. 107520913,

- **KIWA WATER Research**, headquartered at 3430 BB Nieuwegein, (Netherlands), PO Box 1072, hereby represented by Theo van den HOVEN, 27, 6706 JD Wageningen, Netherlands, passport No. NF 3718510,

- **DELFT HYDRAULICS**, headquartered at 2629 HD Delft (Netherlands), Rotterdamsweg 185, registered at the Haadlanden Chamber of Commerce under No. 41146460, hereby represented Jan GROEN, Alphen aan den Rijn, Barnsteenstraat 65, passport No. NH 5556757,

- **DANISH WATER FORUM**, headquartered at 2970 Horsholm (Denmark), Agern Allé 5, hereby represented by Jorn Aage RASMUSSEN, Egedalen 17, DK 3200 Helsingør, Denmark, passport No. 101875722,

- **SUEZ ENVIRONNEMENT SA**, headquartered at 1, rue d’Astorg, 75008 Paris (France), registered in the Paris trade register under No.410.118.608 hereby represented by Diane D’ARRAS, 1, allée de la Montjoie, 78240 Chambourcy, France, passport No. 03KA85159,

- **SINTEF** (Stiftelsen for industriell og teknisk forskning ved Norges teknisk hogskole) headquartered at 0373 Oslo (Norway), Forkningsveien 3b, company number 948 007 029, hereby represented by Svinung Saegrov, Flataastoppen 77, 7079 Flataasen, Norway, passport No. 20232287,
- **UNION DES INDUSTRIES ET ENTREPRISES DE L'EAU et de L'ENVIRONNEMENT**, headquartered at 10, rue Washington, 75008 Paris (France), hereby represented by its Chairperson Alain ROUSSE, 37, Boulevard Beaumarchais 75003 Paris, France, passport ID card No. 007783046371,
- **Services Pétroliers Schlumberger**, headquartered at 42, rue Saint Dominique, 75340 Paris CEDEX 07 (France), hereby represented by Claude ROULET, 4018 Windswept Drive, Montgomery, Texas 77356 USA, passport No. 02FE56804,
- **UK Water Industry Research Limited**, headquartered at 1 Queen Anne's Gate, London SW1H 9BT (United Kingdom), hereby represented by Mike FARRIMOND, 14 William Hunt Mansions Barnes, London SW13HS, United Kingdom, passport No. 031819688,
- **EUCETSA**, headquartered at 1030 Brussels, Boulevard Reyers 80, represented by Tom VEREIJKEN, hereby represented by Lionel PATTEUW, 39, rue des Pères Blancs, 1040 Bruxelles, national No. 581208-317-66,
- **VEOLIA ENVIRONNEMENT**, headquartered at 36-38, avenue Kléber 75799 Paris CEDEX 16 (France), hereby represented by Xavier CHAZELLE, 5, avenue de Flore, 92210 Saint Cloud (France), ID card No. 0204923018023,
- **EUREAU**, headquartered at 1140 Brussels, rue Colonel Bourg 127, hereby represented by Dirk KROL, 1040 avenue de Tervueren 110, passport No. NK050604.

Breakdown of members among colleges A, B and C:

	College <sup>1</sup>	NAME
Union des Industries et Entreprises de l'Eau	A	Alain Rousse
Schlumberger Services Pétroliers	A	Claude Roulet
Delft Hydraulics	B	Jan Groen
Danish Water Forum	B	Jørn Rasmussen
UKWIR	A	Mike Farrimond
IWA Publishing	B	Michael Dunn
SINTEF	B	Sveinung Saegrov
Kiwa Water Research	B	Theo van den Hoven
Eucetsa	A	Tom Vereijken
Suez Environnement	A	Diane d'Arras
Veolia Environnement	A	Xavier Chazelle
Eureau	C	Mauro d'Ascenzi

(Hereinafter referred to as the "Founding Members")

The identity of the proxy holder(s) has been established by [passport/ID card/ driver's licence].

<sup>1</sup> See Article 5.2

**WHO HAVE DECLARED AS FOLLOWS:**

That, at the request of the European Commission (DG Research), a European Water Supply and Sanitation Technology Platform “WSSTP” managed by Industry was created in May 2004 to enlarge European research perspectives and contribute to the on-going discussions on the European Union’s 7<sup>th</sup> Research Framework Programme (7. RFP 2007-2013) with the view to:

- Strengthening the overall competitiveness and potential for technological innovation in the European water sector;
- Contributing to sustainable management of water resources, water ecosystem and water uses in Europe;
- Meeting global challenges in the water sector, notably as reflected in the United Nations Millennium Development Goals, and Europe’s associated responsibilities and commitments;

That, in response to these challenges, WSSTP (headed by a board and with five working groups) has prepared the following documents:

- ***Water – safe, strong and sustainable*** – A European vision for water supply and sanitation by 2030, October 2005;
- ***WSSTP Strategic Research Agenda*** – Water research – A necessary investment in our common future, October 2006.
- ***WSSTP Implementation plan***

That these sector-wide documents are supported by individual visions as well as the strategic research agenda on four sector specific themes, including water management, water for people, water in industry, and water in agriculture, and one on crosscutting issues.

That as a result of these efforts, the WSSTP platform members have decided to create an international non-profit association in order to make cooperation easier among European countries and water sector stakeholders at large regarding high-priority research, technology development and real-life demonstrations.

**WHO HAVE REQUESTED** the undersigned notary to record in an authentic deed the articles of association of an international non-profit association, which they set up as follows:

**ARTICLE 1 - NAME**

By virtue of this deed an international non profit association is hereby established, incorporated and formed pursuant to the Act dated 27 June 1921, as amended by the Act of 2 May 2002, the Act of 16 January 2003, the Act of 22 December 2003, the Act of 9 July 2004 and the Act dated 27 December 2004 (“the Belgian Act of 1921”), the **“European Water Supply and Sanitation Technology Platform”** in abbreviated form “[ WSSTP]”, hereinafter referred to as the “Association”.

All deeds, invoices, notices, articles and other documents from the Association shall, before or after the name of the Association, mention the words International Non-Profit Association or the acronym INPA together with the address of the registered office of the association.

**ARTICLE 2 REGISTERED OFFICE**

The registered office of the Association shall be located at 1140 Brussels (Belgium), Rue Colonel Bourg 127 in the legal area of Brussels. The registered office may be transferred to any other address within the Brussels Region by a decision of the Board of Directors following article 12 of the articles of Association. The Board of Directors may establish other offices in Belgium or abroad if deemed necessary or useful by the Board of Directors for the Association's operations.

## **ARTICLE 3 ASSOCIATION'S PURPOSE AND AIM,**

### **3.1. The Association's Purpose**

The Association pursues an international non-profit purpose that consists in promoting across borders a sequenced materialisation of the European vision for water supply and sanitation by 2030 and making innovative contributions to solve major European water problems aimed at boosting general European competitiveness through innovations and new technologies.

### **3.2 Aim of the Association**

The Association's aim is :

- To develop and continuously update a Strategic Deployment Plan for the accomplishment of the WSSTP Strategic Research Agenda;
- To encourage and facilitate an comprehensive, stakeholder-driven approach aimed at detailing specific needs for generic research and the development of enabling technologies and at carrying out subsequent implementation activities to solve major European problems ("Pilots") in accordance with the Strategic Research Agenda, the Strategic Deployment Plan and within the concept of IWRM;
- To facilitate the associated financing of these operations by advising on various financing mechanisms and opportunities related to generic research, the development of enabling technologies and real-life demonstrations;
- To publicise the Association's opinions and its members' interests, both nationally and internationally;
- To disseminate research open information and results

In order to achieve these purposes, the Association may carry out all actions that are directly or indirectly related to its aim, even legal action and may develop or facilitate the implementation of these actions. In particular, the Association may organise all types of meetings, visits, training programmes or seminars; it may publish documents, studies or periodicals; it may participate in any task-force groups.

### **3.3. Not-for-Profit**

The Association has no profit-making aim. Any income resulting from its activities or other sources shall exclusively be used to pursue its aim.

## **ARTICLE 4 DURATION**

The Association is formed for an unlimited period. However, it can be dissolved intentionally by the General Meeting by special majority as per Article 8.5 (c).

## **ARTICLE 5 MEMBERSHIP**

### **5.1. Type of Members**

The Association is open to legal entities of Belgian and foreign nationality and shall be composed of Corporate Members and Associate Members; it shall also be open to natural persons of Belgian or foreign nationality, who can however be admitted only as Honorary Members.

### **5.2. Corporate Members**

#### **5.2.1. Qualification**

Corporate Members shall be legal entities set up in accordance with the applicable laws of their place of establishment meeting the detailed admission criteria for Corporate Members. Therefore, Corporate Members shall not be individual entities.

Corporate Members may be industries, consultants, universities or research organisations, public utilities, national or European trade organisations, whose activities are related to the water sector and that are recognised as having a significant interest in water related research and development. The importance of their water related activity will be evaluated namely on the basis of their European dimension following the commitment signed by WSSTP and the European Commission on openness and transparency..

The original parties to the deed of incorporation, the founders of the Association, are automatically Corporate Members.

The Corporate Members are organised in three Colleges:

- College A: "Industry" (manufacturers, consultants, water services providers and their trade associations) . "Industry" refers to private companies which develop and sell their products or services dedicated to water catchment, production, distribution, collection and treatment.
- College B: "Research and technological developments" (Universities, research and technologies organisations or companies and their associations); "Research and technological developments" refers to organisations whose main activity is dedicated to research or all sorts of higher education organisations, following the domestic law, or which grant qualifications or diploma of higher education, whatever the name of these organisations in each member state may be.
- College C: "Public utilities, Waters users (such as agriculture and industries), other beneficiaries, and their trade associations." "Public utilities" refers to public utilities representing individual consumers. "Industrial users" refers to industrial organisations that use water in manufacturing processes and "Agricultural users" refers to organisations that represent the use of water for irrigation.

Should more than one college seem possible for membership, corporate members shall belong to the college corresponding to their main activity or governance.

### **5.2.2. Application**

A legal entity wishing to become a Corporate Member must submit a written or electronic application to the Board of Directors, which shall review the application at its next meeting and submit a recommendation to be considered at the General Meeting.

The General Meeting shall decide on the application of a corporate member candidate by simple majority.

The General Meeting's resolution shall be final and sent by post or mail to the candidate(s). A candidate whose application has been rejected may not submit a new application for corporate Membership before one year from the date of the General Meeting's decision. A rejected candidate may be offered an Associate Membership, in accordance with Article 5.3 hereof.

The Association's Internal Rules of Procedure may specify the membership criteria and the documents required to support a Corporate Membership application.

### **5.2.3. Compliance**

Each Corporate Member shall be deemed to have accepted and agreed to abide by the Association's Articles of Association, the Association's Internal Rules of Procedure and any other rules and regulations adopted from time to time by the General Meeting and shall pay the annual Corporate Membership Fee, as set forth in Article 6.

## **5.3. Associate Members**

### **5.3.1. Qualification.** Associate Members shall be

- (i) Legal entities active in the water sector that fulfil the criteria of corporate membership, but do not wish to become a Corporate Members; or
- (ii) Legal entities active in the water sector that are involved in some of the activities of the Association, but do not meet the dimension criteria to qualify as Corporate Members (e.g. regulating authorities)

Associate members are important dialogue partners of the Association and can participate in its activities, receive its Newsletter and other PR material, but they shall not vote in the General Meeting.

### **5.3.2. Application.**

A legal entity wishing to become an Associate Member must submit a written or electronic application to the Board of Directors. The Board of Directors shall decide upon the application at its subsequent meeting on the basis of the dimension criteria of the legal entity.

The Board of Director's decision shall be final and sent by post or mail to the candidate.

### **5.3.3. Compliance**

Each approved Associate Member shall be deemed to have accepted and agreed to abide by the Association's Articles of Associations, the Association's Internal Rules of Procedure and any other rules and regulations adopted from time to time by the Board of Directors and shall pay the annual Associate Membership Fee, as set forth in Article 6.

#### **5.4. Honorary Members**

Honorary Members of the Association shall be natural persons appointed by the Board of Directors from among individuals who have distinguished themselves by their exceptional work or important services rendered in relation to the field of water and sanitation in general, or to the Association itself. The appointment is for two years, renewable.

Honorary members have the same status as the one defined in article 2ter of the Act dated 27 June 1921 for corporate members.

#### **5.5 Membership term**

The term of corporate members shall be one year minimum.

#### **5.6 Resignations , exclusions and ban**

All Members shall be free to resign from the Association at any time by sending a written resignation letter to the Board of Directors. Resignations and exclusions of Members shall be handled under the conditions established by Article 12 of the Belgian Law dated 27 June 1921 (2/3 votes). .

Any Member (Corporate or Associate) who fails to pay membership fee within one month from the date a registered reminder letter is sent, shall be deemed to have resigned.

Members (or the heirs or beneficiaries of such Members) who resign or have been terminated shall not have a claim on the Association's assets and may not request a refund, in whole or in part, of any membership fees or other amounts paid. They shall remain liable to pay any outstanding Membership Fees.

Before the decision made by the General Meeting, the Board of Directors may ban members who would be guilty for infringement and/or violation of the articles of association and the rules of honour.

### **ARTICLE 6 MEMBERSHIP FEES**

Membership fees for Corporate and Associate Members are set each year by the General Meeting upon a recommendation submitted by the Board of Directors.

The guiding principles for the General Meeting when setting membership fees for Corporate Members shall be as follows: the fee amount shall be set in proportion to the voting rights of that individual Corporate Member as determined in accordance with Article 8.5 (a) of the Article of Associations, it being considered that each College (see definition in Article 5.2.1) shall contribute in the same proportion as its representation on the Board of Directors, that is to say:

College A: 6/10

College B: 2/10

College C: 2/10

Associate membership fee shall be set at a flat amount.

### **ARTICLE 7 STRUCTURE OF THE ASSOCIATION**

For purposes of performing the duties set forth in these Articles of Association, the Association shall have a General Meeting ("*Organe Général de Direction*"), a Board of Directors ("*Organe de Gestion*"), a Chairperson of the Board, and a Secretariat. A Pilots Coordination Committee, a Financial Engineering

Committee and Pilot Advisory Panels will also be created, the operating rules of which will be defined by the Board of Directors and to which they shall report.

In addition, the Board of Directors may in accordance with Article 9.3 hereafter, set up one or more special bodies or committees to which it may delegate clearly defined powers.

## **ARTICLE 8        GENERAL MEETING (“Assemblée Générale ”)**

### **8.1.        Composition**

The General Meeting shall consist of all Corporate Members.

Associate Members and Honorary Members may attend the General Meetings but may not vote.

### **8.2.        General Meetings**

A General Meeting of the Association known as the "Annual General Meeting" (*"Organe Général de Direction"*) shall be held each year within four months following the close of the financial year of the Association at a place, date and a time determined by the Board of Directors.

All General Meetings of the Association other than the Annual General Meeting shall be Extraordinary General Meetings, and shall be held at such place, date and time determined by the Board of Directors.

The General Meeting is chaired by a Corporate Member elected at the beginning of the meeting.

### **8.3.        Powers**

The General Meeting shall have the broadest powers within the limits defined by law. Its decisions shall be binding on all Members of the Association (Corporate, Associate and Honorary Members), whether in attendance or not.

### **8.4.        Convening of General Meetings and Agenda**

The Annual General Meeting shall be convened by the Board of Directors. All Extraordinary General Meetings shall be convened either by the Board of Directors or at the request of at least one-third (1/3) of the Corporate Members quorum.

The notices to attend (*"Notices to Attend"*) shall include the agenda, the place, date and time of the General Meeting and all supporting documents for the items on the agenda and shall be sent out four weeks in advance of the Meeting. The Meeting's agenda shall be drawn up by the Board of Directors and any proposal signed by one-third (1/3) of the Directors of Board or by one-tenth (1/10) of the Corporate Members shall also be included on the Meeting's Agenda.

Unless otherwise agreed by unanimous consent of the Corporate Members present or represented, only those items listed on the agenda for the meeting of the General Meeting concerned shall be discussed.

Notices to Attend must be sent to all Members by ordinary letter, fax, or e-mail, or by publication in one of the Association's periodicals at least four weeks prior to the date scheduled for the meeting.

A corporate member who cannot attend the Annual General Meeting can be represented by another corporate member by a proxy. A corporate member cannot receive more than two proxies.

## **8.5. Decision making**

### **(a) Votes per College and per Corporate Member within a College**

At the General Meetings, the Corporate Members shall have the following voting rights:

COLLEGE A	600
COLLEGE B	200
COLLEGE C	200

Within each College, the votes are attributed to each Corporate Member based on the following criteria:

For College A, the criterion chosen is the Annual Turnover of the European water business as set forth in the official annual report of the preceding financial year with a minimum of two votes per Corporate Member. The number of votes for a member will be a multiple of two votes per 50 million Euros of turnover in European water business. In case this would amount to more than 600 votes for College A, the number of votes of each corporate member would be reduced proportionally.

If both a company and its subsidiary are members of College A, the annual turnover of the subsidiary cannot be considered in the annual turnover of the parent company.

College B: 5 votes per corporate member. In case this would amount to more than 200 votes for College B, the number of votes of each corporate member would be reduced proportionally.

College C: 5 votes per corporate member. In case this would amount to more than 200 votes for College C, the number of votes of each corporate member would be reduced proportionally.

Voting by secret ballot shall be required for the election of the Directors of the Board of Directors, the exclusion of Members, or if ten percent (10%) of Corporate Members demand a vote by secret ballot.

### **(b) Presence Quorum**

A General Meeting shall be deemed validly organised if at least 1/3 of the Corporate Members "voting rights" are present or represented.

### **(c) Voting Quorum**

Unless otherwise provided for in these Articles of Association, resolutions of the General Meeting of Members shall be adopted by a simple majority of the voting rights cast by the Corporate Members present or represented.

Notwithstanding the provisions of Article 11 of the Articles of Association, the decision to amend the Articles of Association, the exclusion of a Member or intentional dissolution shall be taken by a majority of 2/3 of the voting rights cast of the Corporate Members present or represented.

Any decision to amend the purposes of the Association shall be agreed upon by the king under article 50§3 of the Act dated 27 June 1921.

In such an event, the required majority is 4/5 of votes.

#### **8.6. Notification of decisions to the Members**

The Minutes of the General Meetings shall be signed by the Chairperson, the General Secretary and the Treasurer, as well as any Member who so requests. The Minutes shall be kept in a register at the registered office of the Association. Members and any third parties shall be provided with the Minutes by post or by publication in one of the Association's periodicals.

#### **8.7. Annual General Meeting**

An Annual General Meeting shall be held each year within four months following the close of the preceding financial year.

The Annual General Meeting shall discuss and resolve on, and its agenda shall include the following items:

- Election of the chairperson of the Meeting
- Approval of the Board of Director's Report on the preceding financial year;
- Setting up the list of the Association members
- Approval of the financial statements;
- Approval of annual work plan and budget for the following financial year.
- Approval of the membership fees.
- Approval of new members
- Election of new Directors of the Board of Directors or the replacement of Directors whose term of office has expired;
- Appointment of two statutory auditors with an assignment to examine the Association's financial statements.

### **ARTICLE 9 BOARD OF DIRECTORS ("Organe d'Administration")**

#### **9.1. Composition**

##### **9.1.1 Number and qualification**

The number of Directors constituting the Board of Directors shall be set by the General Meeting. The Board of Directors shall consist of no less than five (5) and no more than ten (10) Directors with 3 to 6 Directors appointed by College A (one Director for 100 votes with a minimum of 3), 1 to 2 Director(s) appointed by College B (one Director for 100 votes with a minimum of 1), and 1 to 2 Director(s) appointed by College C (one Director for 100 votes with a minimum of 1).

The Directors of the Board shall be elected at the General Meeting by each College from a list of candidates in a proportional way in each college of Corporate Members.

The founding Members of the Association will hold a first General meeting to establish the Association's first Board of Directors, which shall consist of a minimum of five (5) Directors. The term of the first Board of Directors shall be two (2) years, half of the Board being renewed after one year.

##### **9.1.2 Chairperson, , Vice-Chairpersons and Treasurer**

The Chairperson of the Board, one or two Vice-Chairpersons, and a Treasurer will be elected among the Directors of the Board. The Chairperson shall be a Director appointed by College A. They shall serve a term of one year; a Director may not hold the same office for more than two consecutive terms.

### **9.1.3 Term of Office of the Directors**

The term of office shall be two (2) years. Directors may be re-elected to a new term of office of two years, with a maximum of two consecutive terms amounting to six years.

A Director who fails to attend three successive meetings of the Board of Directors without being excused for his/her absence in advance shall be deemed to have resigned. Directors may appoint a representative of the same college to represent him/her in case of his/her absence.

In case of vacancy of a Director's position during the term of office, the Board of Directors shall appoint a replacement Director from the same college, who shall be appointed for the rest of the term of the Director whom he/she replaces.

### **9.1.4 Filings and publication**

All minutes regarding the appointment, removal and resignation of the functions of Directors, must be filed with the Registrar of the Commercial Court of the Association's registered office and shall be published in the Annexes of the Belgian Official Gazette (le Moniteur Belge) at the Association's expense.

## **9.2. Powers**

The Board of Directors represents the Association and shall have full executive power within the limits set forth by the Articles of Association, or by the assignments given to it by the General Meeting.

The Board of Directors' powers and responsibilities include in particular the following:

- Taking any action consistent with the Association's goals and in compliance with decisions taken by General Meetings;
- Monitoring compliance with the Association's Articles of Association;
- Ensuring the day-to-day management of the Association through its Secretariat (Article 10);
- Appointing, removing or suspending employees, agents, contractors, setting their duties and compensation;
- Managing the Association's resources;
- Develop criteria for Corporate and Associate membership and recommend annual membership fees to the General Meeting;
- Representing the Association or having it represented before any European entity or organisation, notably those involving research;
- Liaison to and co-ordination with the Member States Mirror Group
- Creating and appointing members of permanent committees and ad-hoc task forces as required to promote the goals and activities of the Association and monitoring actions and performance of these bodies;
- Preparing and organising the elections of Directors to the Board of Directors;

- Preparing the annual budget and work plan for the Annual General Meeting;
- Convening General Meetings and reporting on its activities at General Meetings;
- Proposing at a General Meeting that a member be revoked;

The Board of Directors' meeting is valid if a majority of the members is physically present. .

The Board of Directors shall be empowered to set up one or more committees or special bodies in order to assist the Board of Directors in performing its mission. The Board of Directors may delegate clearly defined powers to such a committee. The Board of Directors may appoint Directors or any other person Board of Directors chooses to serve on such committee or committees.

### **9.3. Meetings and notices to attend**

The Board of Directors shall meet at least quarterly in accordance with a predefined schedule sent to all Directors. Each Director may submit topics to be discussed by the Board to the General Secretary.

The Board of Directors shall meet at the Association's registered office or at any other location specified in the notice to attend.

The Board of Directors may set its rules of operation in the Association's Internal Rules of Procedure and shall, in particular, specify the rules governing the manner in which the meeting is called, the content of minutes, the presence of the Directors at the Board's meeting, the manner the agenda of the meeting is established and how items can be added to the agenda.

The Board of Directors may only validly deliberate if a majority of the Directors is physically present at the Board meeting.

Each Director shall have one vote. Resolutions shall be adopted by a simple majority of the votes cast by the present or represented Directors. In the event of a tied vote, the Chairperson of the Board of Directors shall have an additional vote.

Any Director who is unable to be present in person at the meeting may exercise the right to vote by filling out (including signing and dating) and returning a proxy or to by being represented.. The person named in the proxy shall be another Director. A Director shall only represent one other Director. The representation prevails over the proxy.

Minutes shall be drawn up at the end of each meeting of the Board of Directors and shall be kept in a minute book. A copy shall be provided to each Director by post or by publication in an Association periodical.

## **ARTICLE 10 SECRETARIAT**

10.1. The daily operations of the Association shall be performed by its Secretariat, whose resources shall be determined by the Board. The Secretariat shall report to the Chairperson.

The activities of the Secretariat are detailed in annual work plans and include but are not necessarily limited to:

- the organisation of General Meetings, the Board of Directors' meetings, the meetings and the activities of the subcommittees, as decided by the Board of Directors.

10.2. The Secretariat's operations are financed with membership fees and other contributions to the Association according to an annual budget.

#### **ARTICLE 11 REPRESENTATION OF THE ASSOCIATION IN RELATION TO THIRD PARTIES AND IN COURT PROCEEDINGS**

The Association shall be validly represented in all documents containing a commitment on the Association's part by the signature of two Directors of the Board acting jointly, unless special delegation of powers has been otherwise granted by the Board of Directors.

The Association shall be validly represented in court proceedings both as plaintiff and as defendant by the Board of Directors, represented by two Directors, or by a Director designated specifically by decision of the Board of Directors.

#### **ARTICLE 12 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

12.1 The General Meeting shall be entitled to amend the Articles of Association subject to a majority of 2/3 of the votes cast of the Corporate Members present or represented.

12.2. Additional Requirements:

- (a) (i) Pursuant to Article 50 §3 of the Act, any amendment to the Association's purpose as stated in the Articles and to the activities it conducts to achieve the Association's purpose as listed in the Articles must be approved by Royal Decree; and
- (ii) Any modification of the elements pertaining to the General Meeting listed in Article 48, 5° of the Act (the powers of the General Meeting, the manner it is convened and how it passes resolutions, how resolutions are reported to the Members) and Article 48, 7° of the Act (the conditions for amending the Articles of Association, for winding up and liquidation, and the allocation of the net assets of the Association), must be in a deed certified by a notary public.
- (b) Every amendment to the Articles of Association shall be filed with the Registrar of the Commercial Court of the Association's registered office and shall be published in the Annexes of the Belgian Official Gazette (le Moniteur Belge) at the Association's expense.

#### **ARTICLE 13 INCOME, FINANCIAL PROVISIONS, and AUDITORS**

##### **13.1. Resources**

The Association's income shall consist of Membership fees, subsidies, donations, and any other resources permitted by law.

##### **13.2. Financial year**

The financial year shall start on January 1 and close on December 31.

Notwithstanding the first paragraph of this article however, the first financial year shall exceptionally start when the king grants the Association legal entity status.

Within six months after gaining legal entity status the Association may take up any commitments made on its behalf before it gained said status.

### **13.3. Annual Accounts**

The Board of Directors must submit for approval to the General Meeting the annual accounts of the past financial year and a provisional budget for the next financial year.

Together with the annual accounts, the Board of Directors submits a Directors' report that comments on (i) the annual accounts and (ii) the Association's activities during that financial year.

The financial statements will be drawn up in accordance with Article 53 of the Act.

After approval by the General Meeting, the Association's annual accounts shall be filed with the Registrar of the Commercial Court of the Association's registered office.

### **13.4. Auditor**

For purposes of examining the financial statements as referred to in Article 53 §5 of the Belgian Act of 1921, the General Meeting shall appoint one auditor. The assignment of the auditor shall be for a term of three (3) years.

## **ARTICLE 14 INTERNAL RULES OF PROCEDURE**

The Board of Directors shall present the Association's Internal Rules of Procedure to the General Meeting. The General Meeting shall resolve on the Internal Rules of Procedure and on any amendments thereto by simple majority vote of the Corporate Members present or represented at the General Meeting.

## **ARTICLE 15 COMPENSATION / INDEMNIFICATION**

In the Association's Internal Rules of Procedure the Board of Directors shall determine which persons (if any) shall be entitled to compensation/indemnifications by the Association and under which circumstances. The Association's Internal Rules of Procedure shall also specify the scope and amount of such compensation/ indemnifications.

## **ARTICLE 16 WINDING UP - LIQUIDATION**

In the event the Association is dissolved by the vote of the General Meeting in compliance with Article 8.5 (c), the General meeting shall appoint liquidators and specify their powers, how they are dismissed and how their functions cease to exist. The General Meeting shall, in the same decision, decide on the allocation of the Association's net assets, which shall be allocated to one or more non-profit organisations with similar objectives. Such organisations shall not by law or by constitution distribute the assets thus allocated among their members.

These decisions, as well as the name, address and occupation of the liquidator (s) shall be filed with the Registrar of the Commercial Court and be made public in the Official Gazette (le Moniteur Belge).

## **ARTICLE 17 MISCELLANEOUS**

### **17.1. Controlling version**

These Articles of Association have been drawn up in the French and English language. In the event of a dispute, the French version shall prevail.

### **17.2. Governing law**

In addition, anything that has not been provided for in these Articles of Associations shall be governed by Belgian law in general and Chapter III of the Belgian Act dated 27 June 1921 governing non-profit associations, international non-profit associations and foundations, unless otherwise provided for by the Association's Internal Rules of Procedure.

### **17.3. Disputes**

- In case of a dispute between the Association and one of its Members or a Director of the Board of Directors, or in case of a dispute between one or more Members of the Association and one or more Directors of the Board of Directors, such dispute shall definitively be settled by arbitration by a single arbitrator. The arbitral proceedings will be held in Brussels, in the English language, in accordance with the rules of CEPANI. Before undertaking any dispute arbitration procedure the parties shall commit to at least one mediation meeting by delegating one individual with decision-making authority. The mediator shall be selected by the parties.

#### **Certification**

After reviewing these articles of association the undersigned Notary certifies that they comply with the provisions of Chapter III of the Belgian Act dated 27 June, 1921 governing non-profit associations, international non-profit associations and foundations.

#### **Transitional provisions – Appointments – Special assignment**

At the time of the signature of these articles of association the founding members of the Association have met in a General Meeting and have unanimously decided the following:

The first financial year of the Association will close on 31 December, 2008.

The Corporate Members of the Association give a special assignment to Pierre VANHAVERBEKE, attorney at law, whose registered office is located in Belgium at 1000 Brussels, avenue des Arts 46, to carry out all the formalities and sign all the necessary documents with the Belgian administration, namely the Ministry of Justice, the Carrefour des Entreprises bank, and the Belgian Gazette (le Moniteur Belge) in order to register these articles of association. He is entitled to appoint any attorney at law as a substitute to perform the above.

The decisions above shall be effective when the Association gains legal entity status.

THESE ARTICLES OF ASSOCIATION have been drafted and signed at the place and time specified on the opening page.

THESE ARTICLES OF ASSOCIATION have been read out in full and comments have been made to the Founding Members and Directors present or represented by proxy. They have subsequently been signed by them and the Notary Public.