

VSE CONSTITUTION

Company number: 828.549.254

Name: VICTIM SUPPORT EUROPE

Legal form: Non-profit international association

Registered office: Avenue Louise, 65, box 4, Brussels (1050 Brussels)

Purpose of the act: Constitution

Under an act

- received on 19 May 2010 by Maître Gérard Indekeu, associated Notary residing in Brussels, being part of the civil law partnership in the form of a private limited company “Gérard Indekeu – Dimitri Cleenewerck de Crayencour”, BCE number 0890.388.338,
- and registered at the Second Registry Office in Jette on 21 May 2010, volume 16, folio 66, box 6, the 25 euros fees having been charged by the Chief Inspector W. Arnaut and the amending act
- received on 9 August 2010 by Maître Dimitri Cleenewerck de Crayencour, associated Notary residing in Brussels, being part of the civil law partnership in the form of a private limited company “Gérard Indekeu – Dimitri Cleenewerck de Crayencour”, above mentioned
- and submitted before being registered to the qualified registry office

the non-profit-making international association called “Victim Support Europe” was constituted.

Founding members

1. WEISSER RING, Austria
2. STEUNPUNT ALGEMEEN WELZIJSWERK, Belgium
3. BILY KRUH BEZPECI, Czech Republic
4. VICTIM SUPPORT DENMARK, Denmark
5. Rikosuhripaivystys Suomessa, Finland
6. ARBEITSKREIS DER OPFERHILFEN IN DEUTSCHLAND E.V., Germany
7. WEISSER RING E.V., Germany
8. FEHER GYURU, Hungary
9. ASSOCIACAO PORTUGUESA DE APOIO A VITIMA (APAV), Portugal
10. SOPROTIVLENIE, Russia
11. VICTIMOLOGY SOCIETY OF SERBIA, Serbia
12. POMOC OBETIAM NASILIA, Slovakia
13. WEISSER RING SCHWEIZ, Switzerland
14. SLACHTOFFERHULP NEDERLAND, The Netherlands
15. VICTIM SUPPORT ENGLAND & WALES, UK
16. VICTIM SUPPORT NORTHERN IRELAND, UK
17. VICTIM SUPPORT SCOTLAND, UK

Those present are all originators, promoters of the idea and responsible for the formation of the non-profit-making international association now constituted, the aforementioned are thereafter referred to as founding members of the association.

Those appearing hereby present the articles of association of an international non-profit-making association under Belgian law, which they declare to be formed between them in the following terms:

TITLE I: NAME, OFFICE, OBJECTS AND ACTIVITIES

1. NAME

- 1.1** This non-profit-making international association (AISBL) is called "Victim Support Europe", hereafter 'VSE'. Full and abbreviated names can be used together or separately.
- 1.2** All deeds, invoices, announcements, publications and other documents emanating from the international non-profit association must mention its name, immediately preceded or followed by the words "international non-profit association" or the acronym "AISBL" as well as headquarters address.

2. ADDRESS OF THE REGISTERED OFFICE

- 2.1** The head office of the association is established in the area of Brussels-Capitale.
- 2.2** The seat of the association may, by simple majority decision of the members present or represented of the Executive Board, be transferred to any other place in Belgium.
- 2.3** Any act noting the transfer of the association's headquarters must be filed (in extenso) in the association's file in the registry of the Company Court at the association's headquarters and published in the Annexes to the Moniteur belge.

3. OBJECTIVES

- 3.1** The activities of the association will focus on the member states of the Council of Europe and it may also work globally. The association has the following non-profit, international objectives:
 - a) to drive forward improvements on victims' issues and support the delivery of high quality victims' services whilst operating sustainably and growing the association's capability.
 - b) to promote justice, freedom and security for victims and others affected by crime, including the prevention of crime, re-victimisation and secondary victimisation, and to work to ensure the needs of victims are met.
 - c) to advance knowledge and awareness of victims' rights, the problems faced by victims and those affected by crime, and the remedial action required.

- d) To promote fair and equal treatment of victims of crime and those affected by crime, and to promote the human rights of victims and those affected by crime.
- e) To promote the relief of poverty, sickness and distress which has arisen as a result of any criminal offence committed by any person or through any means whatever

3.2 In furtherance of the above objects, the association may:

- a) represent the interests of victims and members to national, European and international institutions, bodies and organisations.
- b) carry out, provide or develop projects, research, events, training, capacity building activities, accreditation, awareness raising activities, exchanges, co-ordination activities, services, and products.
- c) carry out any other activities within the law relevant to the fulfilment of the objectives.
- d) Any commercial or economic operation, generally any and in the broadest sense of the term, of whatever nature, nothing exempt or reserved.

4. LANGUAGE & DURATION

4.1 In principle the working language is English. Nevertheless, instruments and documents of the association required by current legislation for the purposes of legal publication or deposition must be written in French.

4.2 The association is formed for an unlimited duration.

TITLE II: MEMBERS

5. THE NOTION OF MEMBER

5.1 The association is composed of full, associate and supporter membership.

- (a) Full membership is only open to non-governmental organisations that operate in a European state as defined by the Council of Europe that provide generic support services to victims of crime meeting the criteria laid down by the association. The number of full members is unlimited. The numbers of and arrangements for full membership may be changed on resolution by a General Assembly.
- (b) Associate membership is open to State level governmental bodies, academic institutions, other governmental and non-governmental organisations not fulfilling criteria for a full membership as well as victim organisations meeting the criteria laid down by the association. Such organisations may have a legitimate interest in contributing to and benefiting from the association's work. The number of associate members in each European state is unlimited. The number of associate membership may be changed on resolution by a General Assembly.
- (c) Supporter membership is open to all natural and legal persons on condition that they do not act, through words or actions, in any way contrary to the interests and values of Victim Support Europe, its members or victims of crime.

5.2 Full members are legal persons legally formed according to the law and usage of their country of origin.

5.3 Given the association's activities, a full member:

- (a) shall not restrict the scope of its activities by refusing assistance to a victim on the basis of age, sex, sexual orientation, race, religious beliefs, political opinion, culture, disability, or the nature of his / her complaint for any reason unless it can demonstrate that an already existing organisation provides effective service to the group of excluded victims.
- (b) may refer a victim, with their consent, to another organisation which provides an effective service for a specific group of victims';
- (c) shall submit up-to-date information about its activities in a form agreed and at intervals specified by the association.

6. ADMISSION AND EXCLUSION

6.1 Full members, Associate members and Supporter members

- (a) Each applicant for full, associate and supporter membership must fulfil eligibility criteria and comply with rules established in the association's membership policy and procedures. The Executive Board will submit to the General Assembly for approval the membership policy and procedures.
- (b) An application for any category of membership, and decisions relating to the application shall be submitted in accordance with the association's membership policy and procedures.
- (c) Any request for membership, for any category of members, will be examined in accordance with the association's internal policies and procedures. The Executive Board is responsible for this. A single member of the Board, appointed by the Board, can make decisions relating to the application for membership for a supporter member.
- (d) Appointments to any category of membership will be reported to each General Assembly.
- (e) In the case of an applicant being rejected, the applicant may be heard by the Executive Board as part of an appeal process set out in the association's membership policy and procedure

6.2 Termination of Membership

Membership of full, associate and support members, and any benefits attached to such membership, is terminated if the member concerned:

- (a) gives verifiable written notice, by electronic or other means, of resignation. The representation of the outgoing member shall cease upon notification of resignation;
- (b) ceases to exist or in the case of natural persons is deceased.
- (c) supporter membership is also terminated where the member does not renew its membership and pay the required fees within the prescribed payment period.

6.3 Exclusion of Members

- (a) The General Assembly may exclude a full or associate member of the association after the Executive Board hears representations from the interested party, where requested by the member, and reports to the General Assembly.
- (b) Exclusion of Full and Associate members may take place:
 - should a member no longer meet the membership conditions contained in Articles 5 -7, or the criteria and rules established in the Member policy and procedures;
 - should a member be six months in arrears in paying the relevant subscription (but in such a case the member may be reinstated on payment of the amount due).
 - for any other reason aimed at protecting the association's mission, integrity or reputation.
- (c) The Executive Board may terminate any supporter membership upon recommendation of the Head Office where: there is prima facie evidence that the member has acted in a way contrary to the interests and values of the association, its members or victims of crime; or for any other reason aimed at protecting the association's mission, integrity or reputation.
- (d) Any supporter member who is accused of such behaviour or targeted by a foregoing reason, has a right of written defense, before the decision of the Executive Board.

7. CONTRIBUTIONS AND ASSETS

- 7.1** Every member of the association undertakes to contribute to the assets of the association.
- 7.2** The contribution shall be fixed by the General Assembly on the basis of a proposal from the Executive Board.
- 7.3** Levels of contributions shall be provided for full, associate and supporter members.
- 7.4** The contribution shall be payable on a date each year to be fixed by the AGM. The contribution for a new member shall be due immediately after the admission of that member to the association.
- 7.5** Contributions may never be refunded.

- 7.6** Payment of the contribution shall be made in Euros (€).
- 7.7** The ability to participate in the work of the association and the benefit of any documentation distributed by the association shall depend upon receipt of the contribution payable.
- 7.8** Any natural or legal person must give their written consent to be recognized as a supporter member
- 7.9** Whatever the date of recognition of membership, membership fees are due per calendar year. Renewal of membership is made from calendar year to calendar year (from January 1 to December 31 of each year). The contributions due for the first year will be calculated in proportion to the date of membership
- 7.10** Members must generally subscribe to the principles, policies, standards and principles of good practice that may be adopted by the association
- 7.11** The general assembly is competent to determine the conditions of accreditation of active and associate members.

8. INCOME AND PROPERTY

- 8.1** The income and property of the association shall be applied solely towards the promotion of its objects as set forth in these Statutes and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the association.
- 8.2** The director's mandate is exercised free of charge, subject to the reimbursement of costs and expenses as approved by the board of directors
- 8.3** Subject to the above, the intervention of the Association in the costs and expenses of the administrator cannot simultaneously concern a majority of directors
- 8.4** Board members shall be reimbursed reasonable out of pocket expenses
- 8.5** A Board Member shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his firm, is being discussed.

9. GENERAL ASSEMBLY

9.1 Composition

- (a) The General Assembly shall be composed of full members whose membership contributions are up to date.
- (b) Each active full member shall have one sole vote. Associate and supporter members shall have no vote.
- (c) Members shall be represented by the physical person designated by them.
- (d) The General Assembly shall be presided over by the President of the Executive Board. In the

absence of the President, one of the Vice Presidents of the Executive Board or another Board member elected at the meeting shall chair the meeting

9.2 Meeting

- (a) The association shall in each calendar year hold its Annual General Assembly in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it;
- (b) not more than 6 months shall elapse between the closure of the annual accounts and the Annual General Assembly
- (c) Any General Assembly other than Annual General Assembly shall be called Extraordinary General Assembly.

9.3 Notice of General Assembly

- (a) The Executive Board convenes the General Assembly. Not fewer than five members may call upon the Executive Board to convene General Assembly;
- (b) The Annual General Assembly shall be called by at least two months' notice in writing prior to the meeting;
- (c) An Extraordinary General Assembly may be held, within two (2) months, at the written request of the President of the Executive Board, or of a quarter (1/4) of the members. This period may be reduced if the interest of the association so requires.;
- (c) Notice shall be sent to members in writing, by electronic or other means
- (d) The notice shall enclose the agenda and specify the place, the day and the hour of meeting;
- (e) Any convocation is sent to the address communicated by the member. Members are obliged to spontaneously notify any modification of this address to the association.

9.4 Proceedings at General Assembly

The General Assembly has the full power to realise the objectives and activities of the association

9.5 The business to be transacted at an Annual General Assembly shall include the consideration of:

- (a) a report of the work of the association since the previous General Assembly, drawn up by the Executive Board; a report of the Auditor of the finances of the association and adopt the budget any resolution notified by full member organisations or the Executive Board; any amendments to the statutes which may be proposed; appeals from organisations which have not been admitted to full or associate membership; the priorities of work for the coming year;
- (b) the deciding of the annual membership fee; the dates and venues for future General Assembly; rules, regulations or guide-lines governing the association or its General Assembly; the winding up of the association and select the liquidators; the association budget, following receipt of the Auditor's report;

(c) the election of the Executive board and its members, and the Auditors.

- 9.6** No business shall be transacted at any General Assembly unless a quorum of full members is present at the time when the meeting proceeds to business; one-third of the full membership, each member represented by a delegate entitled to vote, shall be a quorum.
- 9.7** Two delegates (but no more) from each full and associate member organisations shall be entitled to attend and speak at any General Assembly;
- 9.8** At any General Assembly a resolution put to the vote of the meeting shall be decided on a show of hands of full members unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the President; or
- (b) by at least 2 representatives of full members present and having the right to vote at the meeting;
- 9.9** Unless a poll is so demanded, a declaration by the President that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution;
- 9.10** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the President. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made;
- 9.11** Except where otherwise provided by Belgian law, every issue shall be decided by a majority of the votes cast;
- 9.12** A resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Assembly (or, being organisations, by their duly authorized representatives) shall be as valid and effective as if it had been passed at a General Assembly duly convened and held. Any such resolution in writing may consist of 2 or more documents in like form each signed by one or more members.
- 9.13** Resolutions of the General Assembly shall be recorded in a register, signed and held kept by the President and kept by the President, who shall make them available to members at the registered office. Resolutions are notified in accordance with Article 13 of these statutes within 4 weeks of their adoption by letter and e-mail.
- 9.14** **Votes of Members**
- (a) Every full member shall have one vote. One representative from each full member organisation may vote on behalf of his or her organisation.
- (b) No full member shall be entitled to vote at any General Assembly unless all amounts due presently payable by it to the association has been paid.
- (c) voting is done by show of hands except for votes relating to members of the Executive

Board mandates, which are organised by secret ballot.

10. Administrative body – Executive Board

10.1 Composition

- (a) The association is administered by a Board composed of a minimum of six (6) and a maximum of ten (10) Board members.
- (b) Each member of the association can be represented on the board by one maximum representative.
- (c) When funds are available for this purpose the Board Members shall be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Executive Board meetings or General Assemblies of the association or in connection with the business of the association.

10.2 Powers and Duties

- (a) The Executive Board shall retain all of the powers of management and administration, subject to those reserved to the General Assembly.
- (b) In accordance with the law, the Executive Board shall produce each year the annual accounts of the past financial year as well as the budget for the following year.
- (c) The executive board may establish a main office and endow it with specific powers, as well as any other office with specific powers. The main office is headed by a Board member appointed by the Board.
- (d) The Executive Board's power of management and administration include, but are not limited to the following:
 - to provide overall direction to the association in line with the association's vision, mission and values;
 - to oversee the implementation and evaluation of the association's strategic plan and annual work programme implemented by the Head Office and any other Office;
 - to supervise the management of the Head Office and any other Office;
 - to report on the activities of the association to the General Assembly;
 - to ensure that accurate accounts are kept regarding the capital, the income and expenditure of the association in due fulfilment of accounting requirements, to prepare the annual accounts and the budget and to submit a financial report including the audited annual accounts and the budget to the General Assembly for approval;
 - to approve or decline the admittance of new members and to recommend the exclusion of Members in the cases foreseen in the statutes;
 - to establish regional offices or other bodies to support it in the delivery of its objectives. A regional office will be any office other than the Head Office in which a

staff member is appointed to operate activities on behalf of the association;

- to determine the structure and organisation of staff in the Head Office or any other Office.

10.3 Election of Board Members

- (a) The General Assembly appoints the Board members who will sit on the Board as well as a President, one or two Vice-President(s) and a Treasurer.
- (b) The natural person representatives of an active and associate member can be appointed Board members
- (c) Active members may propose (i) a candidate for the post of Board member, who is a representative of an associate member as long as the board is made up of at least five Board members representing active members; or (ii) two such candidates, if the number of Board members representing active members is greater than five.
- (d) The total duration of exercise of the function of Board member cannot exceed twelve (12) years. The exercise of the function of President, or Vice-President or Treasurer, by the same Board member, cannot exceed two (2) terms in the same function.
- (e) Any member of the Council can be co-opted for an additional period of three (3) years, if necessary and in the interest of the Association, without exceeding the limitation of point (d) above.
- (f) After one (1) year of absence from the board, a former member of the board may be re-elected and serve on the board for a maximum period prescribed in paragraphs d and e
- (g) The Executive board may appoint a new board member to fill a vacant mandate or to reach the minimum number of board members. The general assembly will confirm these appointments at the first assembly which follows
- (h) The minimum age required is eighteen (18) years for board members, who can be dismissed under the conditions described in point 10.4 of these statutes
- (i) Active members can nominate a candidate for the post of board member, who must be a representative of an active member of the association. The designation follows the procedure laid down by the Executive Board. Designations cannot be signed by the designated person
- (j) When they are proposed to sit on the Executive Board, associate members are subject to the conditions described in point (i) above
- (k) All candidates for the mandate of member of the board are required to be physically present at the general assembly during which the vote is scheduled, under penalty of having their candidacy suspended, unless in a case of force majeure
- (l) The member of the board is elected by an absolute majority. Otherwise, a second round is organized with the two (2) candidates having obtained the largest number of votes. Then a simple majority is enough to be elected. If applicable, they are decided by lot

- (m) Candidacies for the position of board member are sent to the main office at least fourteen (14) days before the date of the general meeting
- (n) As an exception, when the circumstances prevent the regular election of a Board member, the President can collect the proposals of candidates made by the General Assembly and proceed to the vote
- (o) The general assembly designates among the Executive Board: a President, one or two Vice-Presidents (s) and a Treasurer, and up to six (6) members of the Board.

10.4 Revocation of Board Members

- (a) Any member of the Board will be removed if they :
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (ii) ceases to be a Board Member by virtue of any provision in Belgian law; or
 - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (iv) resigns his office by written notice to the association; or
 - (v) in the event of an undeclared conflict of interest.
- (b) The office of Executive Board member may also be revoked by an ordinary resolution, of which special notice has been given. The General Assembly may by ordinary resolution appoint another person in place of a Board Member removed under this Article. The Board Member so appointed shall not be a representative of a full member who is already represented on the Executive Board and no more than two members of the Board may come from any one European state.
- (c) A Board Member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

10.5 Meetings and calling meetings

- (a) The Executive Board shall meet at least once a year, at the requisition of the President on 14 days' notice.
- (b) The requisition shall be sent in writing by electronic or other means [Aligned with other articles on written information]
- (c) Any four Board Members may request the President at any time to summon an Executive Board meeting.

10.6 Deliberations of the Executive Board

- (a) The Executive Board may meet together for the dispatch of business, adjourn, and

otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a simple majority of votes. In the case of an equality of votes the President shall have a second or casting vote

- (b) The quorum of attendance necessary for the deliberations of the Executive Board is four (4) members present or represented
- (c) The Executive Board may act notwithstanding any vacancy in its body. If the number of Board Members is reduced below the number fixed by or pursuant to the Articles of the association as the necessary quorum of Board Members, the Executive Board may act for the purpose of increasing the number of Board Members to that number, or of summoning a General Assembly of the association. Until such time as there are sufficient Board Members to form a quorum, the Executive Board and Head Office may only act in accordance with existing work programmes, to fulfil existing obligations and contracts, or on matters agreed by the General Assembly
- (d) The Executive Board may delegate any of its powers to sub-committees made up of persons at its discretion; any sub-committee thus formed must comply with any regulations which may be imposed on it by the Executive Board and must report all its acts and deliberations fully and promptly to the Executive Board.
- (e) A resolution in writing, signed by all the Board Members entitled to receive notice of all Executive Board meetings, shall be as valid and effectual as if it had been passed at an Executive Board meeting duly convened and held, and may consist of several identical documents each signed by one or more Board Members.
- (f) The resolutions shall be recorded in a register, signed by the President and kept by him, and shall be kept at the disposal of the members at the registered office of the association

10.7 Executive Body (also called 'executive office' or 'management team')

The Executive Board may create a Management Team composed of the President, one or two (2) Vice-President (s) and the Treasurer. This Management Team will exercise management missions and support the main office in the exercise of the action plan.

11 REPRESENTATION

- 11.1** All acts which bind the association are, except a proxy, signed by two (2) administrators or by the President, who are appointed by the Executive Board, and who will not have to justify to third parties the powers conferred on this ends.
- 11.2** By way of exception, the Executive Board may adopt rules allowing for the signature of contracts related to daily operations, by the Executive Director of the Head Office or his/her delegate.
- 11.3** The association shall be validly represented at law as plaintiff or as defendant by two Board Members or by the President alone, or by a sole administrator appointed specifically for this purpose.
- 11.4** Acts relating to the appointment, the revocation and the termination of functions of persons

accustomed to representing the association, which are passed in accordance with the law, shall be communicated to the clerk of the court of commerce so that they may be placed on file and they shall be published in the Annexes of the "Moniteur Belge" at the expense of the association.

12. ACCOUNTS

Accounts shall be prepared in accordance with the provisions of Belgian law, and start from 1 January to 31 December.

13. NOTICES

- 13.1** The official communication of the association as well as the correspondence with its members or Board members will be done in writing or electronically
- 13.2** The association may give any notice to a member either personally or by sending it by post to him or to his registered address or by leaving it at that address;
- 13.3** Notice of every General Assembly shall be given in any manner authorised by the statutes to: every member; the statutory auditor of the association; and each Board Member; No other person shall be entitled to receive notice of General Assembly.
- 13.4** A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called;
- 13.5** Sending the invitation by email to the address provided by the member is sufficient to prove that it has been sent.

14. LIABILITY

- 14.1** Liability of members is limited.
- 14.2** The association is responsible for facts attributable to its employees or to the entities through which it acts.
- 14.3** Administrators and persons entrusted with the daily management are not personally bound by the obligations of the association.
- 14.4** Their ability is limited to the execution of their assigned task and the faults committed in their management.
- 14.5** Members, in their capacity as members, do not contract any personal liability regarding the obligations of the international non-profit association.

15. INDEMNITY

Subject to the provisions of Belgian law every Board Member or other officer or statutory auditor shall be indemnified out of the assets of the association against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which

judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the association.

16. MODIFICATION OF THE STATUTES

- 16.1** Without prejudice to the legal provisions in force, international non-profit associations and foundations, any proposal seeking to modify the articles of the statutes or to dissolve the association must come from the Executive Board or at least 5 active members of the association.
- 16.2** The Executive Board must bring to the attention of the association's members, at least two months in advance, the date of the meeting of the General Assembly which will decide the aforementioned proposal. Amendments which have been proposed shall be sent at least one month in advance of the meeting.
- 16.3** The General Assembly may validly decide the proposal only if two thirds (2/3) of full members of the association eligible to vote are present or represented.

TITLE III: Funding and internal regulations

17. Funding

In addition to the contributions that will be paid by the members, the associations will, among other things, be financed by the income from its activities.

18. Internal regulations

Internal regulations may be established by the Executive Board and presented for approval to the general assembly. Changes to this rule may be made by a general assembly, acting by a simple majority of active members present or represented.

TITLE IV: DISSOLUTION - LIQUIDATION

19. Dissolution

The association may be dissolved at any time, by decision of the general assembly taken under the same conditions as those provided for the modification of the object or disinterested purpose of the association. The reporting obligations, if applicable, which are legally applicable, will be respected in this context.

20. Liquidators

In the event of the dissolution of the association, for any reason and at any time whatsoever, the board members in office are designated as liquidators by virtue of these statutes if no other liquidator has been appointed, without prejudice to the right to the general assembly to appoint one or more liquidators and to determine their powers and emoluments.

21. Allocation of net assets

In the event of dissolution and liquidation, the extraordinary general assembly rules on the affectation of the patrimony of the association, which must in any event be assigned to a disinterested purpose.

This condition is operated after payment of all debts, charges and costs of liquidation or after

deposit of the amounts necessary for this purpose.

TITLE V: MISCELLANEOUS

22. Election of domicile

For the execution of these statutes, any member, board member, commissioner or liquidator domiciled abroad, elects domicile at the seat where all communications, summons, assignments, meanings can be validly made to him if he has not elected another domicile in Belgium vis-à-vis the association.

23. Jurisdiction

For any dispute between the association, its members, board members, commissioners and liquidators relating to the affairs of the association and the execution of these statutes, exclusive competence is attributed to the courts of the seat, unless the association does expressly renounces it.

24. Common law

The provisions of the Companies and Associations Code from which it would not be lawfully derogated are deemed to be included in these statutes of the association and the clauses contrary to the provisions of the Companies Code are deemed to be unwritten.