

Statutes 'European Academy of Childhood Disability' ivzw

PRIOR TO

Between the undersigned, being natural persons:

- Arnab Seal, residing in [Postcode] [Municipality], [Street] [House number] [Bus number], United Kingdom
- Elegast Monbaliu, residing in [Postcode] [Municipality], [Street] [House number] [Bus number], Belgium
- Therese Millar, residing in [Postcode] [Municipality], [Street] [House number] [Bus number], United Kingdom

have agreed [Date of set up INPA] to set up an international non-profit association (hereinafter referred to as 'ivzw') in accordance with the Code of Companies and Associations of 23 March 2019 (hereinafter referred to as 'WVV'), and to accept for this sake unanimously the following articles of association:

I. THE ASSOCIATION

Article 1. Name

The association is called "European Academy of Childhood Disability", abbreviated "EACD".

This name must appear in all deeds, invoices, announcements, notifications, letters, orders, websites and other documents, whether or not in electronic form, originating from a legal person, immediately preceded or followed by the words "international non-profit association" or by the abbreviation "ivzw", together with the following information: the exact indication of the legal person's registered office, the company number, the word "rechtspersonenregister" or the abbreviation "RPR", the mention of the court of the legal person's registered office, and in where applicable, the e-mail address and website of the legal person.

Article 2. Registered office

The registered office of the ivzw is located in the Brussels-Capital Region.

A decision by the General Assembly is required to change the registered office. If the language of the articles of association needs to be changed as a result of the transfer of the registered office, only the General Assembly can take this decision with due observance of the requirements for an amendment to the articles of association.

Article 3. Objectives and object of the IWT

The aim of the ivzw is:

To relieve individuals with a disability throughout Europe by the promotion of education and research into Childhood Disability.

The subject, or the concrete activities with which the ivzw achieves its objectives, are among others:

- To promote and extend research in all aspects of childhood disability and publish the useful results of such research.
- To ensure regular education and exchange of information bearing on all aspects of childhood disability through meetings, congresses, symposia, working groups, training courses, exhibitions and publications.
- To support the medical and scientific aspects of research into the care and treatment of childhood disabilities.
- To foster cooperation between those active in the field of childhood disabilities in Europe and elsewhere.
- To encourage people throughout Europe to become professionally active in the field of childhood disabilities.
- To maintain the highest possible ethical and scientific standards in all EACD activities, and to encourage the use of the highest possible ethical and scientific standards by those working in the field of childhood disabilities.

In addition, the ivzw can undertake all activities that directly or indirectly contribute to the achievement of its objective, including [secondary] commercial and profitable activities, the proceeds of which will always be entirely devoted to the achievement of its objective.

It may not, directly or indirectly, distribute or provide any capital gain to the founders, members, General Management Board members or any other person except for the altruistic purpose specified in the articles of association. Any transaction in violation of this prohibition is null.

Article 4. Duration of the ivzw

The ivzw is established for an indefinite period and can be dissolved at any time.

II. MEMBERSHIP

Article 5. Members and associate members

The ivzw consists of regular members (hereafter referred to as "members") and associate members.

Article 6. Number of members

There are at least [9] members.

Article 7. Membership of members

Any natural person, legal person or organization can apply as a member.

The terms and conditions for joining the ivzw as a member are the following:

- The candidate member has clinical, scientific and/or professional interest in the problems and treatment of childhood disabilities at the time of the application.

A candidate member must submit a written request to the General Management Board. The General Management Board decides autonomously on the acceptance of the candidate as a member. This decision does not have to be motivated. No appeal is possible against this decision.

If the General Management Board refuses the admission of a candidate member, this candidate member can only submit a new application for one after [12 months?] after the first application.

Article 8. Rights and obligations of members

All members can consult the register of members at the registered office of the association. To this end, they submit a written request to the administration with whom they agree on a date and time for consultation of the register. This register cannot be moved. In addition, all members have all rights and obligations that are laid down in the WVV legislation.

Article 9. Membership contribution from members

The members pay an annual membership contribution that is determined annually by the General Assembly and which amounts to a maximum of [200] euros per year.

Article 10. Resignation of members

Each member can resign from the ivzw at any time by announcing that resignation to the General Management Board in writing.

In addition, a member is expected to resign in the following circumstances and the membership therefore expires immediately and automatically:

- If the member no longer meets the condition(s) to be a member in the ivzw
- When a member in a certain capacity was a member of the General Assembly and he or she loses that capacity

The resignation of a member starts immediately.

Article 11. Suspension of members

If a member acts contrary to the objectives of the ivzw, the General Management Board may suspend membership pending the General Assembly at which a decision is taken on termination of membership.

Article 12. Expulsion of members

The membership of a member can be terminated at any time by a special decision of the General Assembly convened by the General Management Board or at the request of at least 1/5 of the members, with due observance of the attendance and majority requirements prescribed for an amendment to the articles of association.

The expulsion is placed on the agenda with only the name. The member will be informed by the chairman about the reasons for expulsion. The member must be heard at the General Assembly and may be assisted by a lawyer. The expulsion of the member is decided by secret ballot.

Article 13. Exclusion of rights to possession of the ivzw

No member, or associate member, nor the heirs or beneficiaries of a deceased member can assert or exercise any claim to the assets of the ivzw. Nor can they reclaim the contributions paid. This exclusion of rights to assets of the ivzw applies at all times: during membership, upon termination of membership for whatever reason, upon dissolution from the ivzw, etc.

Article 14. Joining of associate members

Any natural person, legal person or organization that supports the objectives of the ivzw can apply as an associate member. The conditions for joining the ivzw as an associate member are the following:

□ The candidate-associate member has clinical, scientific and / or professional interest in the problems and treatment of childhood disabilities at the time of the application.

A candidate who want to become an associate member must submit a written request to the General Management Board. The General Management Board decides autonomously whether or not a candidate is accepted as an associate member. This decision does not have to be motivated. No appeal is possible against this decision. If the General Management Board refuses the admission of a candidate-associate member, this candidate-associate member can only submit a new application after at least [12 months?] after the previous application.

Article 15. Rights and obligations of associate members

Associate members only have the rights and obligations described in these articles of association.

Article 16. Contribution of associate members

The associate members pay an annual contribution that is determined annually by the General Assembly and which amounts to a maximum of [???] euros per year.

Article 17. Resignation of associate members

Every associate member can withdraw from the ivzw at any time through his/her written resignation known to the General Management Board. In addition, an associate member is expected to resign in the following circumstances:

- If the associate member no longer meets the conditions for becoming a member of the ivzw.

Article 18. Termination of membership of associate members

Membership of an associate member can be terminated at any time by the General Management Board. The membership of an associate member-natural person ends by operation of law upon death. If an associate member has not paid the annual contribution for the upcoming year at the expiration date of his/her current associate membership, the membership of the associate member automatically ends.

III. GENERAL ASSEMBLY

Article 19. Composition of the General Assembly

The General Assembly consists of the members. It is chaired by the Chair, in his absence by the Secretary, in his absence by the Treasurer.

Article 20. Powers of the General Assembly

The following powers are to be exercised exclusively by the General Assembly:

1. The amendment of the articles of association
2. The appointment and removal of General Management Board members and the determination of their possible remuneration
3. The appointment and removal of the Commissioner and the determination of their possible remuneration
4. The quittance to the General Management Board members and commissioners, as well as, where appropriate, the filing of the association's claim against the General Management Board members and commissioners.
5. The approval of the annual accounts and the budget
6. The dissolution of the association
7. The expulsion of a member
8. The conversion of the ivzw into a vzw, a cooperative society recognized as a social enterprise, or into a recognized cooperative social enterprise
9. To make or accept a 'contribution for free' of a totality of assets
10. All cases in which these articles of association determine this

Article 21. Meetings of the General Assembly

The General Assembly must be convened at least once a year and within six months after the end of the financial year.

The General Management Board may convene a General Assembly if it deems this necessary, in the cases determined by law or the articles of association or when at least 1/5 of the members so request.

Article 22. Invitation and agenda of the General Assembly

The call for of the General Assembly are convened by the General Management Board. If applicable, the commissioner may convene the General Assembly. The General Assembly must be convened when 1/5 of the members of the association request it.

The General Management Board, where appropriate, convenes the General Assembly within twenty-one days of the request to convene and the General Assembly is held no later than the fortieth day after that request.

The invitation is issued [fifteen days] prior to the date of the General Assembly to all members, General Management Board members and commissioners [and associate members] sent by to the most recent known e-mail address one has indicated. The invitation contains the date, time and place of the General Assembly, as well as a draft agenda.

The members, the General Management Board members and the commissioners who so request will be sent without delay and free of charge a copy of the documents that need to be provided to the General Assembly according to the WVV legislation.

Every proposal signed by at least $1/20$ of the members is put on the agenda. It must be submitted to the General Management Board no later than [30] days before the time of the General Meeting.

Article 23. Attendance quorum at the General Meeting

In order to deliberate in a valid manner, [$1/20$] of the members must be present to be present at the General Meeting.

For the following decisions, issued $2/3$ of the members must be present or represented:

- Amendment to the articles of association

In case there is less than the minimum required number of members present at the first meeting, a second meeting can be convened. They can validly deliberate and announce and accept the changes regardless of the number of members present/represented. The second meeting may not be held within 15 days of the first meeting.

Article 24. Conduct of the General Assembly

The General Management Board provide answers to questions put to them orally or in writing by the members, before or during the meeting, and which relate to the agenda items. They may, in the interest of the association, refuse to answer questions when the communication of certain data or facts may cause harm to the association or violates the confidentiality clauses entered into by the association.

If applicable, the commissioner answers the questions put to him orally or in writing by the members, before or during the meeting, and which relate to the agenda items on which he reports. He may, in the interest of the association, refuse to answer questions when the communication of certain data or facts may harm the association or is in violation of his professional secrecy or with confidentiality clauses entered into by the association. He has the right to speak at the General Assembly in connection with the performance of his duties.

The General Management Board and the commissioner can group their answers to various questions on the same subject.

Article 25. Voting at the General Assembly

Each member has one vote at the General Assembly. Members who cannot be present at the meeting can be represented by other members. Each member can carry a maximum of [1] power of attorney.

Decisions are taken by a simple majority of the votes of the members present or represented, except where the WVV or the articles of association provide otherwise. In the event of an equality of votes, the vote of the Chair will be decisive.

The following decisions require a majority of $2/3$ of the members present or represented, whereby abstentions are not counted either in the numerator or in the denominator:

- Amendment of the articles of association

However, if the amendment to the articles of association relates to the objectives or to the altruistic purpose of the association, it is only accepted if it has obtained 4/5 of the votes cast,

Voting can be done by calling, by raising a hand or, at the request of [a simple majority of the] members present or represented, by secret ballot.

Article 26. Minutes of the General Meeting

Minutes will be made of the decisions of the General Assembly in a Minutes report book, which is kept at the registered office of the ivzw. Every member has the right to view this Minutes report book. In addition, the members are informed of the decisions of the General Assembly by publishing the decisions on the website of the ivzw.

Associate members and third parties also have access to the minutes of the General Assembly. In addition, they are informed of the decisions of the General Assembly by publishing the decisions on the website of the ivzw.

IV. GENERAL MANAGEMENT BOARD AND REPRESENTATION

Article 27. Composition of the General Management Board

The ivzw is governed by a General Management Committee (from now on called: 'Board') composed of at least [8] Board members, whether or not members of the ivzw.

The Board members, with the exception of the Chair, are appointed by the General Assembly by a simple majority of the members present or represented for a period of 3 years. Their mandate ends at the conclusion of the General Assembly. Board members, with the exception of the Chair, can be reappointed once.

The Chairman is appointed by the General Assembly by a simple majority of the members present or represented for a term of 4 years. This appointment will be made 1 year prior to the expiry of the term of the current Chairman, and during the first year he / she will be appointed as President, followed by an appointment as Chairman for the following 3 years. His / her assignment ends at the conclusion of the annual meeting. The Chairman is not eligible for reappointment.

To be appointed as a Board member, one must meet the following substantive conditions:

- Membership of the ivzw at the time of the General Assembly

The Board consists of the following positions: Chair, Secretary, Treasurer, Regular Board Member (3x), and Congress President (3x; Former, Current, and Future), who

perform the duties associated with this position as described in these statutes and on the occasion of their appointment. The Board is chaired by the Chair.

The Board is authorized to co-opt adjunct board members as long as the sum of the number of adjunct board members does not exceed $1/2$ of the members on the Board appointed by the General Assembly. Adjunct board members only have an advisory vote.

The Board members exercise their mandate free of charge. The costs they incur within the framework of the exercise of their Board membership mandate are reimbursed on presentation of the necessary supporting documents.

Article 28. Co-optation of deputy Board members

If the position of a Board member becomes vacant before the end of his/her mandate, the remaining Board members have the right to co-opt a new deputy Board member.

The next General Assembly must confirm the mandate of the co-opted deputy Board member. Upon confirmation, the co-opted deputy Board member fulfills the mandate of his/her predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted deputy Board member ends at the end of the General Assembly, without this affecting the regularity of the composition of the management body up to that time.

Article 29. Powers of the Board

The Board is authorized to perform all acts of internal management that are necessary or useful for the realization of the objectives of the ivzw, with the exception of acts for which the General Assembly has exclusive authority under the law or these articles of association.

Notwithstanding to the obligations arising from collegial board, in particular consultation and supervision, the Board members can divide the management duties among themselves. This division of tasks cannot be raised against third parties, even after they have been made public. Non-compliance does jeopardize the internal liability of the Board member(s) involved.

The Board may delegate part of its management powers to one or more third-party non-Board members, but this transfer may not, however, relate to the general management of the ivzw or the general management authority of the Board. The Board is authorized to set up advisory committees and / or steering groups, as much as deemed necessary by the Board.

The Board is authorized to conclude contracts of any kind to promote the altruistic purpose(s) of the ivzw.

The Board is authorized to hire staff (who may not be members of the Board) as required to pursue the altruistic purpose of the ivzw and thereby, where appropriate, to provide an appropriate wage and pension plan for the personnel and to comply with all legal obligations.

The Board issues all internal regulations that it considers necessary. Such internal regulation may not contain provisions that conflict with the WVV or the articles of association. The internal regulations and any changes thereto are communicated to the members in accordance with Section 2:32 of the WVV. The most recent version of the internal regulations is always available for inspection at the registered office of the ivzw. If the Board changes the internal regulations, it is obliged to include this on the agenda and in the minutes of the Board.

The Board is responsible for the publication of the date of the internal regulations in the articles of association.

Article 30. External representation power of the Board

As a college, the Board represents the ivzw in all legal and extra-judicial acts. He represents the ivzw by the majority of its members. Notwithstanding the general power of representation of the Board as a college, the ivzw is also represented in and out of court by [two Board members who act jointly, among which at least one of them must be the Chair, Secretary or Treasurer].

The representative bodies cannot perform legal acts that are related to the representation of the property tax when buying or selling real estate of the property tax and / or the establishment of a mortgage without the approval of the General Assembly. These limitations of jurisdiction cannot be raised against third parties, even after they have been made public. Non-compliance does jeopardize the internal liability of the representatives involved.

The Board or the Board members who represent the ivzw may appoint authorized representatives of the ivzw. Only special and limited powers of attorney for certain or a series of specific legal acts are permitted. The authorized representatives commit the ivzw within the limits of the power of attorney granted to them of which the limits are objectionable to third parties in accordance with what applies with regard to mandating.

Article 31. Publication requirements of the Board

The appointment of the Board members, and the persons authorized to represent the ivzw and their term of office, are made public by depositing the association file at the registry of the corporate court and publishing an extract in the Appendices to the Belgian State Gazette. These documents must at least show whether the persons representing the ivzw bind the ivzw individually, jointly or as a body, as well as the extent of their powers.

Article 32. Meetings of the Board

After being convened by the Chair or Secretary, the Board meets as often as the interest of the association requires, and at the request of a board member addressed to the secretary. The Board meets at least twice a year.

Article 33. Attendance quorum and voting by the Board

The Board can only validly deliberate and decide if at least 4/9 of the directors are present at the meeting, among which at least one of them must be the Chair, Secretary or Treasurer.

Decisions within the Board are taken by a simple majority of the Board members present. In the event of an equality of votes, the Chair or the Board member who chairs the meeting has the decisive vote. Adjunct Board members only have an advisory vote.

Decisions of the Board can be taken by unanimous written agreement of the Board members. This means in any case that a deliberation took place by e-mail, video or telephone conference or other means of communication.

Article 34. Report of the Board

Minutes are taken of the decisions of the Board, which are kept at the registered office of the ivzw. Every director and every member has the right to inspect the minutes. The minutes of the meetings of the Board are signed by the Chair and the Board members who so request; copies for third parties are signed by one or more authorized members of the Management body.

Article 35. Conflict of interest

If the Board has to make a decision or decide on an transaction that falls within its jurisdiction, where a Board member has a direct or indirect propriety interest that conflicts with the interests of the association, the director concerned must communicate this to the other Board members before the governing body takes a decision. His/her statement and explanation of the nature of this conflict of interest are included in the minutes of the meeting of the governing body that must take the decision. The Board is not permitted to delegate this decision.

The Board member with a conflict of interest may not participate in the Board's deliberations on these decisions or transactions, nor in the voting in that regard. If the majority of the Board members present or represented have a conflict of interest, the decision or action will be submitted to the General Assembly; if the General Assembly approves the decision or the action, the Board can implement it.

This procedure does not apply if the decisions or transactions of the Board relate to regular transactions in the ordinary course of business at customary market conditions.

Article 36. Termination of Board member's mandate by law and by resignation

If the term of a Board member's mandate has expired, the mandate legally ends at the next General Assembly. In addition, a Board member is deemed to resign when he / she no longer meets the substantive conditions for becoming a Board member of the ivzw, as stipulated in the articles of association. The assessment of this is done by the General Assembly.

Each Board member can resign by written notification to the Chair of the Board. When a Board member resigns, he/she must remain in office until the General Assembly can reasonably provide for his replacement. The mandate of a Board member ends by operation of law upon the death of this Board member.

Article 37. Expulsion of Board members

The mandate of a Board member can be terminated at any time by the General Assembly with a [special [4/5] majority] of the votes present and represented. The vote on the termination of a director's mandate is by secret ballot.

V. DAILY MANAGEMENT BOARD

Article 38. Daily Management Board

The day-to-day management includes both the acts and decisions that do not extend beyond the needs of the day-to-day life of the association, as well as the acts and decisions that, either because of their lesser importance, or because of their urgency, do not justify the intervention of the Board. The Board may delegate the day-to-day management of the association, as well as the representation of the association as regards that board, to one or more persons. If it concerns more than one person, these persons will act as a college, both with regard to the internal day-to-day management and the external representation power for that day-to-day management.

The persons charged with the day-to-day management cannot take decisions and / or take legal acts in connection with the representation of the ivzw in the context of the daily management in transactions that exceed € 5,000 without the permission of the Board. These cannot be raised against third parties, even after they have been made public. Non-compliance does jeopardize the internal liability of the representatives involved.

The Board is responsible for supervising the Daily Management Board. The appointment of the persons responsible for day-to-day management and their term of office are made public by depositing the association file at the Registry of the Commercial Court and by publishing an extract in the Appendices of the Belgian State Gazette. These documents must at least show the extent of their powers and whether the persons representing the ivzw are responsible for day-to-day management of the ivzw individually, collectively, or as a body.

VI. LIABILITY OF BOARD MEMBERS

Article 39. Liability of Board members and Daily Management Board members

The Board members and Daily Management Board members (and all other persons who had actual management authority with regard to the ivzw) are liable towards the ivzw for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is an extra-contractual error. However, these persons are only liable for decisions, acts or conduct that are clearly outside the margin within which normal cautious and careful Board members, placed in the same circumstances, could reasonably disagree.

Since the management body forms a college, their liability for the decisions or negligence of this college is jointly and severally. However, for errors in which they have not participated, they are relieved of their liability if they have reported the alleged error to the collegiate management body. This report, as well as the discussion to which it gives rise, must be recorded in the minutes.

This liability, together with any other liability arising from the WVV or other laws or regulations, as well as the liability for the debts of the legal person referred to in

Articles XX.225 and XX.227 of the Economic Law Code is limited to amount included in the art. 2:57 of the WVV.

VII. ACCOUNTANCY

Article 40. Financial year

The ivzw's financial year starts on [01/04] and ends on [31/03]. The first financial year exceptionally starts on the day of incorporation and will end on [31/03].

Article 41. Accountancy

The accountancy is conducted in accordance with the provisions of the WVV and the relevant implementation decisions.

The Board submits the annual account of the previous financial year and the budget for approval to the annual General Assembly. After the Board accounted for the policy in the previous year, the General Assembly decides on the quittance of the Board members. This is done by separate vote. This quittance is only legally valid if the true condition of the association is not hidden by any omission or incorrect statement in the annual accounts, and, with regard to extra-statutory or WVV-related transactions, when these are specifically indicated in the convocation .

The annual accounts are filed within thirty days after approval by the General Assembly in the file at the Registry of the Commercial Court. Insofar as applicable, the annual accounts are filed with the National Bank in accordance with the WVV and the relevant implementation decisions.

Article 42. Supervision by a commissioner

As long as the ivzw for the last closed financial year does not fulfil more than one of the criteria of a "small non-profit organisation" as described in art. 3:47 §2 WVV, the ivzw is not obliged to appoint a commissioner. As soon as the ivzw exceeds more than one of the criteria, it must charge one or more commissioners with the audit of the financial situation, of the annual accounts and of the regularity in the light of the law and of the articles of association and of the transactions the annual accounts must be adopted.

The commissioner is appointed by the General Assembly from among the members of the Institute of Auditors for a term of 3 years. The General Assembly also determines the remuneration of the commissioner and also decides on the quittance of the commissioner.

VIII. DISSOLUTION AND LIQUIDATION

Article 43. Voluntary dissolution of the ivzw

The ivzw can be dissolved by the General Assembly at any time.

The General Assembly is convened to discuss proposals regarding the dissolution of the ivzw, submitted by the Board or by at least [1/5] of all members. In order to deliberate in a valid way and decide on the dissolution of the IWT, at least [2/3] of the members must be present or represented at the General Meeting. The decision to dissolve must be taken by a special majority of [4/5] of the votes present or represented.

In ivzw's who have to appoint one or more commissioners, the proposal to dissolve is explained in a report prepared by the management body, which is mentioned in the agenda of the General Assembly that must decide on the dissolution. A statement of assets is attached to that report, cf. art. 2.110§2 WVV. If one of these two reports is missing, the decision of the General Assembly is null.

In the event that the proposal to dissolve is approved, the General Assembly appoints 1 liquidator, whose assignment it describes.

From the decision to dissolve onwards the ivzw always states that it is "ivzw in vereffening" in accordance with the WVV. An ivzw in liquidation may not change its name and only under the conditions stipulated in art. 2: 117 WVV move its registered office.

Article 44. Legal dissolution of the ivzw

At the request of a member, an interested third party or the Public Prosecution Service, the court can order the legal dissolution of the ivzw if it is unable to meet its obligations or if it uses its assets or the income from that assets for a different purpose than for what it was established for, or if it violates the prohibition of payment or delivery of any direct or indirect profit distribution, or if it has not complied with the obligation to submit annual accounts within thirty days of approval by the General Assembly, unless the missing annual accounts are filed before the debates are closed, or if it has fewer than two members.

Article 45. Destination of the assets of the ivzw after dissolution

In the event of dissolution and liquidation, the General Assembly or the liquidator (s) decides about the allocation of the assets of the ivzw. In any case, it is intended for an association with a similar altruistic purpose.

Article 46. Publication requirements

All decisions concerning the dissolution, the liquidation conditions, the appointment and the termination of the liquidators, the closing of the liquidation and the destination of the asset are filed in the association file at the Registry of the Commercial Court, and published in the Appendices to the Belgian State Gazette in accordance with the WVV and its implementation decisions.

IX. FINAL PROVISIONS

Article 47. Final

For all cases that are not regulated by these statutes, the provisions of the Companies and Associations Code ("WVV") and the (future) implementation decisions are applicable.