

**“JOSEFA FOUNDATION”**  
**Charitable Foundation**  
**Rue Joseph II, 174 B – 1000 Bruxelles**

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**CONSTITUTION**

Second of May

Two thousand and twelve

Before us, Olivier de CLIPPELE, associated notary, resident at Brussels, member of the civil society of notaries, “Olivier de CLIPPELE – Philippe DEGOMME – Valérie BRUYAUX, a private limited liability company, enterprise number 469.948.271, with registered office at Brussels, Avenue Louise 65,

**APPEARED**

- 1) Mr. **GRANJON Gilbert Marie-Joseph**, born the 9<sup>th</sup> of September 1962 at Lyon 2 (France), residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels), Identity Card No. B10394490338.
- 2) Mrs. **ROIG Annabelle Michèle**, born the 22<sup>nd</sup> of May 1966 at Lille (France), residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels), Identity Card No. P2188684.

The parties appearing asked us to draw up the Statutes of the Charitable Foundation “**JOSEFA FOUNDATION**”, which those appearing declare they wish to set up in conformity with the law of 27th June 1921 on non-profit organisations, international non-profit organisations and Foundations.

The parties appearing have requested us to officially record that they are setting up a Charitable Foundation governed by the provisions of the law of 27 June 1921, for which they have drawn up the following Statutes:

**PRELIMINARY STATEMENT**

The parties appearing have decided to set up a Foundation whose non-profit purpose is to contribute, through housing, to social inclusion and to “integral development” of refugees and asylum seekers, legally in Belgium but made vulnerable by their migration. This Foundation will be called “**JOSEFA FOUNDATION**”.

**ALLOCATION OF ASSETS**

In order to set up the Foundation herein referred to, the parties appearing declare the allocation of a sum of 25,000 Euros to the achievement of the purpose referred to above.

## STATUTES

### TITLE 1: APPOINTMENT – REGISTERED OFFICE – DURATION

#### Article 1: Name – Duration – Founder

1.1 The Charitable Foundation (hereafter known as “the Foundation”) is set up for an unlimited duration and is called “**JOSEFA FOUNDATION**”.

1.2 All actions, announcements, publications, correspondence and other documents emanating from the Foundation must mention its name, immediately preceded or followed by the words “Charitable Foundation” as well as the address of its registered office.

1.3 The Foundation has been set up by Mr. **Granjon Gilbert Marie-Joseph**, born the 9<sup>th</sup> of September 1962 at Lyon 2 (France), residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels) (hereafter known as “the Founder”) and by Mrs. **Roig Annabelle Michèle**, born the 22<sup>nd</sup> of May 1966 at Lille (France), residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels) (hereafter known as “the Founder”), in conformity with the provisions of Title II of the law of Twenty-seventh June One thousand nine hundred and twenty-one on non-profit organisations, international non-profit organisations and Foundations.

The Founders are full members of the Board of Management and exercise this function as long as they wish. If they cease to be Administrators following their resignation, they could continue to participate in meetings of the Board of Management without a vote.

As long as they wish, the Founders hold the Chairmanship of the Board of Management with full rights. On their death or resignation, the Chairmanship/Presidency will go with full rights to the Deputy-Chairman in office, up to the end of his/her mandate and with the same prerogatives as those established for the Founders.

#### Article 2: Registered Office

The registered office is established in the judicial district of Brussels at **Rue Joseph II, 174, 1000 Brussels**, in Belgium.

The registered office can be transferred to a quite different place in Belgium on the simple decision of the Board of Administrators. Any transfer of the registered office of the Foundation will be deposited at the Registrar’s office of the Commercial Court in the place where the Foundation has its registered office and published in the Appendices in the Belgian Official Gazette (“Moniteur”).

### TITLE 2; PURPOSE – ACTIVITIES – PROHIBITIONS

#### Article 3: Purpose and activities

The institution known as “**JOSEFA FOUNDATION**” is made up of a “philanthropic” dimension in its mission, a “spiritual” dimension in its inspiration, a “research” focus within it and an “intercultural” dimension through its activities. Therefore, inscribed in the set of “services” for human development and disinherited people, in progress in Belgium or in the European Union, the “**JOSEFA FOUNDATION**” has as its disinterested purpose to contribute, by housing, to durable and fair social inclusion (perennial housing, employment and access to social rights) and to “integral development” of refugees (newly

recognised) and of asylum seekers made vulnerable by migration and present legally in Belgium. This mission of “working for inclusion by housing” is being deployed in partnerships with social and economic actors, public or private, in Belgium (if necessary in third countries in Europe, in Africa or in the Middle East) and through research activities.

To this end, the Foundation can exercise the following activities:

- The acquisition, the construction or development of land or a building in the Brussels agglomeration (house respecting eco-environmental norms);
- The reception of migrants (recently recognized refugees, asylum seekers and re-settled persons, in a situation of vulnerability due to their migration);
- Lodging of these legal migrants;
- Support of these migrants in the context of their social inclusion;
- Reflection concerning migration, housing and social inclusion, within a research focus.

More generally, the Foundation can accomplish all the actions, including economic, fitting directly or indirectly with this purpose but keeping the disinterested character of the Foundation which presided over its creation. It can notably collect funds, receive liberalities or any other financial support, constitute and manage financial assets, movable assets and/or property which would serve to achieve its aim. The Foundation can equally receive, acquire, construct, sell or rent all or part of a movable asset or property and manage all movable value, aimed at achieving or facilitating all or part of its activities, and do this in conformity with the legislation in force and exercise all rights of property and other real rights and thus accomplish with potential socio-economic partners, all the actions concerned directly or indirectly with its objective.

### **TITLE 3; ADMINISTRATION OF THE FOUNDATION**

#### **Article 4: Board of Management – Composition and powers**

The Foundation shall be administered by a Board of Management composed of at least three members and a maximum of nine members. The Board of Management shall be invested with the widest possible powers to carry out all administrative actions and arrangements of interest to the Foundation and necessary or useful for the accomplishment of the purpose of the Foundation. The Board of Management shall exercise its functions in accordance with the law and these present Articles/Statutes.

#### **Article 5: Method of appointment, termination of duties and dismissal of the Administrators**

The first Board of Management shall be composed of six members. The Founders will form part of it as well as four members nominated by them.

Subject to the provisions of article 1.3 and those which follow, the Board of Management shall elect a Chairman from among its members for duration of three years who shall be responsible for convening the Board of Management and chairing its proceedings. He shall designate a Deputy-Chairman under the same conditions, who can be the substitute to the Chairman. The Board of Management can agree to a division of tasks among them. These are not enforceable against third parties, even if they are published.

The Board can thus designate from among its members a Treasurer and a Secretary. Furthermore, the first Deputy-Chairman (and eventual honorary Chairman), Treasurer and Secretary, shall be designated by the Founders.

5.2 The Administrators shall be nominated for a mandate which cannot exceed 3 years and which is renewable, as a minimum, for one third of the Administrators every two years. For the first three years of existence of the Foundation, the Administrators shall be chosen by the Founders or their legal successors. These mandates are renewable without limit for the Founders: once for the other Administrators, except if the Founders wish to extend the mandate of the Administrator concerned, beyond the term of 6 years. During the first renewal, the names of the outgoing Administrators shall be designated by the Founders. The Members of the Board of Management can only exercise similar functions within three other Foundations at the same time (of which a maximum of two in Belgium) and on condition that they have authorized beforehand by the Founders and by the Board of Management.

5.3 From the fourth year of existence of the Foundation, the manner of nomination is by co-option: the Board of Management shall choose the new Administrators, with, for each renewal, the obligation to choose, in order and successively, an Administrator on behalf of the Founders, then an Administrator on behalf of qualified individuals and finally an Administrator on behalf of “Friends” of the Foundation. The Administrators shall be elected or re-elected by the Board of Management deciding by simple majority of members present or represented. The Board can only decide to proceed with such a nomination if at least the majority of its members are effectively present or represented.

5.4 The mandates of the Administrators shall terminate at the start of the first meeting of the Board of Management following the expiration of the period of three years addressed in article 5.2 except in the case of renewal.

The mandates shall also terminate:

- By death;
- By civil incapacity;
- By voluntary resignation; the Administrators who wish to resign before the end of their mandate shall notify their resignation by recommended letter addressed to the Chairman of the Board of Management, who will take charge of the formalities required by article 31 of the law;
- By periodical resignation according to a calendar fixed by the Board of Management of the Foundation, with a maximum duration of the mandate of six years; the Administrator who is resigning can be re-appointed immediately, if the Founders desire to prolong the mandate of the Administrator concerned beyond the term of 6 years;
- By placement under temporary administration or by dismissal decided by the Court of first instance of the commune in which the Foundation has its registered office, in cases proscribed by the law and notably in the case of serious negligence;
- By dismissal decided by the Board of Management for just cause, in the respect of the rights of the defence.

In the case of decease, resignation, permanent or temporary impeachment (incapacity or placement under temporary administration) or of dismissal of a member of the Board of Management, a replacement will be provided within two months. The duration of the functions of this new Administrator will terminate at the date at which the mandate of the person he shall replace would have normally expired.

5.5 The Administrators can be revoked by the Board of Management with the same majorities of presence and votes as those fixed in article 5.3.

The Administrator concerned shall not take part in the meeting, or in the vote, but will have the possibility to be heard prior to the meeting.

## **Article 6: Responsibility – Management Report**

6.1 The Foundation is responsible for the faults attributable to its agents or the bodies by which it exercises its will. The Administrators and the person responsible for day-to-day management are not bound by any personal obligation relative to the commitments of the Foundation. Their responsibility is limited to the carrying out of the mandate which they have received.\

6.2 Every year the Board of Management shall draw up a management report, including notably the minutes of the meetings of the Board of Management which were held during the period concerned. The management report will be submitted to the External Auditor.

## **Article 7: Invitations and meetings**

7.1 The Board of Management shall meet at least two times a year every six months, in January and in July, at the initiative of the Chairman, a priori, unless otherwise decided. The sessions of the Board shall be chaired by the Chairman or, in the case of impediment of the latter, by the Deputy-Chairman or by the Administrator that the Chairman has designated to replace him, or by default, by an Administrator, designated by his peers. If in the latter case, no agreement can be reached, the Board of Management shall be chaired by the oldest Administrator present.

7.2 The Board of Management of the Foundation should meet if the Founders request it.

7.3 The Board of Management should equally meet within 40 days each time at least one third of the Administrators so demand by letter addressed to the Chairman, specifying the proposal which they intend to submit to the Board.

7.4 Each Administrator shall be entitled to propose to convene the Board of Management. In this case, the sitting Chairman of the Board will decide to convene the Board of Management or not.

7.5 The notices of convocation shall be sent to the Administrators at least eight days prior to the date of the meeting of the Board, except in the case of extreme urgency, which shall be justified in the minutes of the meeting, subject to the provisions of article 17 concerning the modification of the Articles of Association/Statutes.

The convocation is considered to have taken place at the time of sending out by letter, telefax or electronic mail. They should mention:

- The date, the hour and the place where the Board Meeting will take place;
- The agenda as well as, if necessary, the proposal formulated by the Administrators having requested the meeting.

When all the Administrators are present or validly represented no evidence of prior notice needs to be produced.

The meetings shall take place at the registered office of the Foundation or at the address indicated in the notice of convocation. The meetings can validly take place by teleconference or videoconference.

7.6 All the documents relating to the issues submitted to the Board will be held at the registered office of the Foundation and made available to the Administrators from the day of sending out of the convocation of the Board of Management.

## **Article 8: Deliberations, representation of absent members, decisions**

8.1 The Board can validly deliberate and decide only if at least a majority of its members is represented unless otherwise provided for by the law or the Articles of Association/Statutes. If this condition is not respected, a new meeting can be convened which shall deliberate validly on the points on the agenda of the preceding meeting, provided that at least one third of the current members are present.

8.2 The Administrators are required to personally attend the sessions of the Board of Management. Should they be prevented from attending, each Administrator may be represented on the Board of Management by giving a power of attorney to another Administrator, by letter, telefax, electronic mail or in any other manner in writing in order to be represented at the meeting of the Board of Management. An Administrator may represent another Administrator. He/she may, however, only hold one proxy vote, except for the Founders who may hold a maximum of two each. In the case of repeated absence without just cause, the Administrators, other than the Founders, may be dismissed from office, respecting the rights of defence.

8.3 The decisions of the Board of Management shall be taken by a simple majority of votes present or represented except when the law or Articles of Association/Statutes otherwise provide. Each member has one vote, unless he has a proxy vote enabling him to vote on behalf of other Administrators. If, during a validly composed meeting of the Board of Management, one or more Administrator present or represented abstain from voting, the decisions shall be validly taken by a majority of votes of the other Administrators present or represented. In the event of a tied vote, the Chairman shall have a casting vote, or where he is prevented from attending, the Administrator who received the mandate to replace him.

8.4 In exceptional and duly justified cases by emergency and interest of the Foundation, the decisions of the Board of Management may be taken by the consent of the Administrators, expressed in writing or by any other means of communication, with written support, if necessary, preceded by a teleconference or a videoconference of the Administrators.

8.5 When a decision appears to contradict the Articles of Association/Statutes or legal or regulatory provisions in force, the Founders or the Chairman of the Board of Management may request a second meeting. In this case, the Board of Management shall decide by majority of current members, present or represented.

8.6 The external auditor shall attend the meetings of the Board of Management on a consultative basis. The Chairman may likewise call the staff remunerated by the Foundation or any other person whose opinion is useful to attend these meetings on a consultative basis.

## **Article 9 – Conflict of interests**

9.1 If an Administrator has, directly or indirectly, an interest of a financial nature in conflict with a decision or an operation relevant to the Board of Management, on his own initiative he should inform the Chairman about it and communicate the conflict of interests to the other Administrators before the meeting of the Board of Management. His declaration, as well as the reasons justifying the conflicting interest which shall exist in the mind of the Administrator concerned, should figure in the minutes of the meeting of the Board of Management, which should make the decision. Furthermore, he should inform the external auditor. The Board of Management shall describe in the minutes the nature of the decision or operation together with a justification of the decision taken, as well as the consequences on the assets of the Foundation. The management report referred to in article 6 of the present Articles of

Association/Statutes shall contain all the minutes. The report of the external auditor referred to in article 14 of the present Articles/Statutes should comprise a separate description of the consequences resulting on the assets of the Foundation from the decisions of the Board of Management comprising a conflicting interest within the meaning of this article. The Administrator concerned may attend the meeting of the Board of Management relative to these operations or these decisions, but he may not participate in the vote (except in the case where the Administrator concerned is one of the Founders). This article does not apply when the decisions of the Board of Management concern regular operations undertaken under normal conditions for similar operations.

9.2 In the event of a dispute between members of the Board of Management, these should above all have recourse to the courts to find the best solution with the help of an amicable conciliator designated, if necessary, by the President of the French-speaking Bar Association of Brussels.

### **Article 10: Day-to-day Management**

10.1. Except in the case of a special delegation referred to in the following paragraph, routine correspondence and daily management activities, included in which is the provisional acceptance of the donations made to the Foundation and the fulfillment of the formalities pertaining to it, shall carry the signature of the Chairman of the Foundation.

The Board of Management can, in respect of the law, entrust the daily management and the signing of routine correspondence of the Foundation to one person, Administrator or not, who shall have the title of “Administrator delegated to daily management” (Managing Administrator), if he is a member of the Board of Management or of “Administrator of the Foundation”, if he is not a Administrator.

The first delegated Managing Administrator or Administrator of the Foundation shall be designated by the Founders. The Managing Administrator or the Administrator of the Foundation could subscribe to, without the signature of the Chairman or the Deputy-Chairman, to commitments in the name of the Foundation, for a maximum amount per activity which shall be fixed by the Board of Management. This delegation shall take place with the same majorities for presence and voting as those fixed in Article 8.3. Termination of such person or removal from office will take place under the same conditions. The person responsible for the day-to-day management can act alone. This requirement is binding on third parties under the conditions provided by law. Any restrictions on the right to representation assigned to the person responsible for day-to-day management, for the needs of day-to-day management, is not binding on third parties, even if it is published. This delegation of day-to-day management is published in the appendices to the Belgian Official Gazette.

10.2 The Board of Management may give responsibility for day-to-day management to several persons. In this case, they should act jointly.

10.3 The identity of the person delegated to day-to-day management shall be deposited at the Registrar’s office of the Commercial Court and published in the appendices of the Belgian Official Gazette.

### **Article 11: Representation of third parties – Signature**

11.1 The Board of Management, as a college, shall represent the Foundation in its judicial and extrajudicial acts, either as a claimant or as a defendant.

Unless there has been a special delegation, all judicial and/or extrajudicial documents committing the Foundation, other than the day-to-day management, shall be signed by two Administrators, including the Chairman or another representative designated for this purpose, who does not have to justify to third parties the power conferred on him/her for this purpose.

The Board of Management may, in accordance with the law, confer special powers of representation on behalf of the Foundation, on one or several Administrators, for judicial and/or extrajudicial acts, by deciding if he/she may act alone or jointly with another Administrator, including action taken towards the government:

- Either by two Administrators, acting together, of whom at least one is the Chairman or the Deputy-Chairman/Vice President;
- Either by one Administrator, acting alone, as long as he/she is also the Managing Administrator;
- Either, within the limits of day-to-day management, by the person responsible for day-to-day management.

These appointments/assignments shall be made by the same majority of presence and vote as those fixed in article 8.3. These persons do not need to present proof of a prior decision of the Board of Management. Termination or removal from office shall take place under the same conditions (cf. article 8.3). These special powers/of representation shall be published in the Belgian Official Gazette.

In addition, the Foundation may be validly represented by special representatives within the limits of their mandate. The representatives bind the Foundation within the limits of their powers of attorney, without prejudice to the possible responsibility of their mandate in the case of excessive or illegal power of attorney. This requirement is not binding on third parties under the conditions set out by law.

## **Article 12: Remuneration**

12.1 The Administrators may not gain a material advantage from the Foundation. They exercise their mandate free of charge, with the exception of the Managing Administrator (if one exists) who may be remunerated, the amount of which is fixed by the Board of Management in the absence of the interested party. The Foundation could conclude a work contract with the Administrators and with the person responsible for day-to-day management.

12.2 The Board of Management may decide to reimburse all or part of costs and expenses, duly justified, in proportion to the purpose and means of the Foundation incurred by a Administrator within the framework of the exercise of his/her mandate. In the case of litigation on the legitimacy and eligibility of these costs, with the opinion of the external auditor, the Founders will make the decision concerning receivability.

## **Article 13: Minutes**

13.1 The meetings and the decisions of the Board of Management shall be fully recorded in the Minutes signed by the Chairman and by the majority of the members present or represented. A copy of the Minutes shall be sent to all the Administrators. These Minutes shall be recorded or bound in a special register and held at the registered office of the Foundation. The powers of attorney, as all other written communications, should be appended to them. The copies or the extracts of the Minutes, which should be

presented before the courts or elsewhere, shall be validly signed by a Administrator. The special register may be consulted, on simple demand, by the members of the Board of Management.

#### **TITLE 4: CONTROL OF THE FOUNDATION**

##### **Article 14: Auditor – Method of appointment - Function**

Without prejudice to article 37, paragraph 5, of the Law of 27th June 1921, the Foundation may confer on an Auditor the control of the financial situation of the Foundation, of the annual accounts and of the conformity with the law and the statutes of the operations to be reported in the annual accounts. The Auditor shall be appointed by the Board of Management from among members, natural or legal persons, of the Institute of Registered Auditors. The Auditor shall be appointed for a renewable mandate of three years, by a simple majority of members' votes of members of the Board of Management, present or represented. His mission shall be to control the financial situation and the annual accounts of the Foundation, and to verify that the operations contained in the accounts are in conformity with the law and the present statutes. The Board of Management could also, in accordance with the law and with the same quorum of votes terminate this mission. Even so, under penalty of compensation, he may not be discharged by the Board of Management except for legal reasons. The Auditor shall submit his annual report and any other report which he considers appropriate before the Board of Management.

##### **Article 15: Remuneration**

The Board of Management shall determine the remuneration of the Auditor which shall consist of a sum fixed at the beginning of his mandate by the Board of Management and for the duration of his mission. This remuneration may not be modified except with the consent of the parties.

#### **TITLE 5: FINANCIAL YEAR – ANNUAL ACCOUNTS**

##### **Article 16: Management of assets – Financial year, accounting and financial rules**

16.1 The Board of Management may entrust the financial management of the assets of the Foundation to one or several financial bodies known for their expertise in this domain. In this case, the latter shall communicate each week the state of the assets to the Board of Management.

16.2 The financial year of the Foundation shall commence on the 1st of January and terminate on the 31<sup>st</sup> of December of each calendar year.

16.3 The keeping and filing of accounts shall be carried out in conformity with the law. Each year and, at the latest, six months after the date of closing of the financial year, the Board of Management shall draw up the annual accounts of the preceding financial year, in conformity with the law, as well as the budget of the following financial year.

16.3 The first accounting year shall begin as of this day and will terminate on the 31<sup>st</sup> of December 2012. During its first meeting, the Board of Management shall decide on the eligibility for the accounting year of the costs incurred since 1<sup>st</sup> of June 2011, as part of the establishment of the Foundation.

## **TITLE 6: MODIFICATION OF THE ARTICLES OF ASSOCIATION/STATUTES**

### **Article 17: Modification of the Articles/Statutes**

17.1 A proposal for modification of the Articles of Association/Statutes may emanate from the Founders of the Foundation or from the Board of Management of the Foundation. Before being adopted, any statutory modification shall require an opinion from the Founders of the Foundation and from the Board of Management.

The proposed modifications to the Articles of Association/Statutes of the Foundation should be indicated in a complete and detailed way in the invitations which will be sent to the Administrators at least one month in advance of the meeting where they will have to discuss them.

17.2 The Statutes of the Foundation may only be modified during a special meeting of the Board of Management called for this purpose, at which at least two-thirds of the Administrators should be present or represented. The Statutes may be modified by the Board of Management as long as the modifications are approved by the three-quarters of the members present or represented.

17.3 Any modification of the business purpose or of the present article of these Statutes shall require two meetings of the Board of Management with an interval of two months between them and a majority of three-quarters of the sitting Administrators. However, only one meeting shall suffice when the modification has been decided by the unanimous decision of all the sitting Administrators.

17.4 Any other modification of these statutes shall require unanimity minus one vote of all the sitting Administrators.

17.5 Modifications of Statutes relating to:

- social purpose;
- method of appointment, dismissal, termination from office of the Administrators, of the Managing Administrator, of representatives and of the Auditor;
- the disposal of the assets in the case of liquidation;
- the conditions under which the Statutes may be modified;
- the method of settlement of conflicts of interest

shall be established by notarial deed.

17.6 Any modification of the points listed in article 28.3 of the law of 27th June 1921 on non-profit organisations, international non-profit organisations and Foundations should be approved by the King.

Any modification of the points listed in Article 28.5-8 of this same law should be established by notarial deed.

## **TITLE 7: DISSOLUTION - LIQUIDATION**

### **Article 18: General Information**

The Court of first instance of the commune in which the Foundation has its registered office could pronounce, at the request of the Founders or their successors, of several Administrators or of the Ministry of Public Affairs, the dissolution of the Foundation in the cases provided for by law and in particular when the purpose of the Foundation has been achieved. The Court delivering the dissolution may either decide on the immediate closing of the liquidation, or determine the method of liquidation and designate one or several liquidators. When the liquidation is finished, the liquidators shall make a report to the

Court and submit to it the situation of social value and how this is being used, as well as a proposal for its allocation in conformity with these Statutes.

### **Article 19: Dissolution – Disposal of assets**

In the case of dissolution of the Foundation, the net assets from liquidation will be allocated to a disinterested/non-profit purpose as close as possible to the purpose of the Foundation. This allocation will respect the decision of the Founders to allocate as a priority the assets of the Foundation to any non-profit organisation with the same disinterested purpose as the Foundation. However, when the disinterested purpose of the Foundation has been achieved, the Founders or their successors could recover a sum equal to the value of goods or the goods themselves, that the Founders had contributed to the achievement of this purpose.

### **Article 21: Internal regulations**

The internal regulations, stating the modalities of application of the present Statutes, could be adopted by the Board of Management without prejudice to the law and these Statutes.

### **Article 22: Applicable law**

Everything that has not been provided for explicitly in these Statutes will be regulated in conformity with the provisions of the law of 27th June 1921 governing non-profit organisations, international non-profit organisations and Charitable Foundations.

## **TRANSITIONAL ARRANGEMENTS**

### **1. COMMITMENTS ON BEHALF OF THE FOUNDATION BEING CONSTITUTED**

Without prejudice to article 29, paragraph 3 of the law of 27th June 1921, the person appearing in Court shall declare that the Foundation shall take over the contractual commitments for the account of and on behalf of the Foundation being constituted as of 1<sup>st</sup> June 2011. This transfer will take effect as soon as the Foundation is endowed with a legal personality.

## **II. APPOINTMENTS**

### **1. Appointment of first Administrators**

The following are designated as Administrators, for a period of three years from the date of the publication of the Statutes of the present Foundation in the appendices of the Belgian Official Gazette:

**Granjon Gilbert Marie-Joseph**, residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels), born the 9<sup>th</sup> of September 1962 at Lyon 2 (France), (Nn: 62.09.09.573.37),

**Roig Annabelle Michèle**, residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels), born the 22<sup>nd</sup> of May 1966 at Lille (France) (Nn: 66.05.22.460.10),

**Reyntjens Pascal André**, residing at Watermael-Boitsfort, Rue du Pinson 9, (1170 Brussels), born the 30<sup>th</sup> of December 1964 at Brussels (Belgium), (Nn: 64.12.30.161.76),

**Goeminne Annick Jeanne**, residing at Hoeilaart, Josse Biesmansstraat (1560 Hoeilaart), born the 18th of September 1968 at Gent (Belgium), (Nn: 68.09.18.322.47),

**Van Hoof Eric Ann**, residing at Ixelles, Rue de Florence 51 (1050 Brussels), born the 9<sup>th</sup> of April at Wilrijk (Belgium), (Nn: 71.04.09.291.85),

**De Borchgrave Francois Michel**, residing at Ixelles, Rue de Florence 51 (1050 Brussels), born the 22<sup>nd</sup> February 1972 at Ixelles (Belgium), (Nn: 72.02.22.389.89).

## **2. Appointment of the first Chairman, Vice-Chairman, Secretary and Treasurer**

**Mr. Granjon Gilbert Marie-Joseph**, residing at Ixelles, Rue Félix Bovie 43, (1050 Brussels), born the 9<sup>th</sup> of September 1962 at Lyon 2 (France), is automatically eligible to be Chairman of the Board of Management in his capacity as Founder,

The Deputy-Chairman (and possible Honorary Chairman ), the first Treasurer and Secretary shall be designated by the Founders, during the first meeting of the Board of Management, in conformity with article 5.1 of the Statutes.

3. Appointment of the first Managing Administrator for day-to-day management shall be designated by the Founders, in conformity with article 10.1 of the present Statutes: Mr. Gilbert Granjon has been named. In conformity with article 10.1 of the Statutes, he will have the power to make commitments on behalf of the Foundation acting alone for all actions within the framework of the day-to-day management of the Foundation, for a maximum amount by deed which shall be fixed by the first meeting of the Board of Administrators.

## **4. Appointment of Auditor**

The appointment of the aforesaid Administrators and Auditor will not take effect until the Foundation is endowed with a legal personality.

## **III. Contribution**

The persons appearing shall allocate irrevocably to the Foundation, on the day of its constitution/establishment, as a (capital) contribution, the sum of 25,000 Euros.

The person appearing declares that this contribution is made by benefit of article 140.1 of the Code on Registration Fees whose application he is requesting.

## **Declaration as to legality**

In execution of the preceding Statutes, the person appearing requires us to authenticate by notarial deed the following resolutions and declarations:

We, as Notary, have verified the conformity of the present deed with the provisions of the law of 27<sup>th</sup> June 1921 on non-profit organisations, international non-profit organisations and foundations, and we attest:

Ratification, right of signature: 50.00 Euros

Adopted at Brussels, by study,

And after reading the whole document and making comments, the persons appearing signed with Us,  
Notary.