

**FORMATION OF AN
INTERNATIONAL NOT-FOR-PROFIT ASSOCIATION (Ivzw)**

File: PVM/SB/2061070

Repertory

[The original version of these Statutes is in Dutch]

INTERNATIONAL DISABILITY AND DEVELOPMENT CONSORTIUM

Abbreviation: **'IDDC'**

An international not-for-profit association
1020 Laken, Belgium, Tivolistraat 45 bus 3

FORMATION – ARTICLES OF ASSOCIATION – APPOINTMENTS

In the year two thousand and seven,
On the twenty-fifth of January,
In Brussels, at the offices located on Lloyd Georgelaan 11,
Before me, **Peter VAN MELKEBEKE** LL.M., Associate Civil-Law Notary, partner of
'Berquin Notarissen', a professional partnership with the legal form of a cooperative
company with limited liability, which has its registered office in 1000 Brussels, Lloyd
Georgelaan 11, and the company registration number 0474.073.840 (RPR Brussels),

APPEARED:

1. The company incorporated under the laws of Austria: **'LICHT FÜR DIE WELT'**,
which has its registered office in 1120 Vienna, Austria, Darnautgasse 13/5;
2. The company incorporated under the laws of England: **'Action on Disability and
Development'**, abbreviation: **'ADD'**, which has its registered office in Vallis House, 57
Vallis Road, Frome, Somerset, BA11 3EG, United Kingdom;
3. The company incorporated under the laws of England: **'Leonard CHESHIRE'**, which
has its registered office at 30 Millbank, London, SW1P 4QD, United Kingdom.

Representation – Powers of Attorney

Pursuant to three private powers of attorney which will be appended to this deed,
each of the three aforementioned parties appearing has authorised Jeanne-Marie J.
HAUSPIE LL.M., residing in,
identity card number: 590-3409696-75, to sign this deed of formation in their name
and at their expense.

The parties appearing, represented as aforementioned, have asked me, the
undersigned civil-law notary, to establish, by authentic deed, the formation and the
Articles of Association of the international not-for-profit association mentioned hereafter

which they wish to form in accordance with the Belgian legislation on not-for-profit associations, international not-for-profit associations and foundations.

ARTICLES OF ASSOCIATION.

TITLE I. NAME, SEAT, DURATION.

Article 1.

Hereby, an international not-for-profit association is founded.

The name of the association is the 'International Disability and Development Consortium (IDDC)'. It is an international not-for-profit association.

The association falls under the provisions of Title III of the Belgian Act of June 27th, 1921, on not-for-profit associations, international not-for-profit associations and foundations (Articles 46 – 57 incl.).

Article 2.

The association has its seat in Belgium, in 1020 Laken, Tivolistraat 45 bus 3.

Article 3.

The association is being formed for an indefinite period of time.

The working year corresponds to the civil year.

TITLE II. OBJECT

Article 4.

The object of the association is to promote inclusive development internationally, with a special focus on promoting the full and effective enjoyment of human rights by all disabled people living in economically poor communities in lower and middle-income countries. Inclusive development means respecting the full human rights of every person, acknowledging diversity, eradicating poverty and ensuring that all people are fully included and can actively participate in development processes and activities, regardless of their age, gender, disability, state of health, ethnic origin or any other characteristic.

The objectives of IDDC are:

- To promote the inclusion of the disability dimension, as well as appropriate disability-specific approaches, in all development policy and practice.
- To improve the practice of the member organisations by collaborating and sharing experience about policy and practice.
- To support the exchange of information and knowledge about inclusive development, especially between people and organisations in economically poorer countries, by the wide distribution of information.

To achieve its objectives, the association can perform any acts that may contribute, either directly or indirectly, to the realisation of its social object. The association operates strictly on a non-profit basis. Foreseen activities are:

1. meeting to share experiences and learn from each other;

2. working with and influencing other organisations to assist them in developing inclusive policies and practices;
3. producing resource materials, training packages and other publications to promote inclusive development;
4. conducting research related to the inclusive development of people with disabilities;
5. the joint co-ordination of programme activities in countries where a number of members are active;
6. offering advice and training on inclusive development topics to other organisations;
7. carrying out commercial activities, which the international not-for-profit association is allowed to do in so far as these are closely related and wholly subordinate to the organisation's main not-for-profit object.

TITLE III. MEMBERS OF THE INTERNATIONAL NOT-FOR-PROFIT ASSOCIATION

Article 5.

The association is composed of Full members and Associate members.

Article 6.

Full members are non-governmental organisations according to national law who are involved in and committed to inclusive development, and who are committed to a human-rights approach.

Article 7.

Associate members may be organisations possessing legal personality or physical individuals who work in the field of inclusive development.

Article 8.

The minimum amount of the annual membership fee payable by Full members is one hundred (100) euros.

Article 9.

The Board of Directors may propose the exclusion of members who compromise the moral or material interests of the association. Exclusions will be pronounced by the General Assembly with a majority of three quarters of the votes, in accordance with the law, after the party concerned has been asked to supply a written or oral explanation to either the General Assembly or to the Board, at their option.

Members can resign their membership by writing a letter to the Board, which will notify the General Assembly of the resignation.

Article 10.

A member who has resigned his membership or has been excluded has no claims whatsoever to the association's authorised capital.

TITLE IV. GENERAL ASSEMBLY

Article 11.

The General Assembly is composed of the Full members.

Associate members may attend the General Assembly by invitation from the Board of Directors and will have an advisory role.

Each Full member has one vote.

Article 12.

Applications for membership must be submitted to the Board of Directors in writing. The General Assembly decides on the admission of new members.

Article 13.

The General Assembly is authorised to:

- a) amend the Articles of Association, which requires an absolute majority of all the effective members;
- b) elect and discharge Directors; these are eligible for re-election; they can be removed from office by a three-quarter majority of the General Assembly;
- c) grant discharge to the Directors;
- d) approve annual budgets and accounts;
- e) approve and exclude members;
- f) dissolve the association voluntarily;
- g) draw up and amend Standing Orders.

All other powers are vested in the Board of Directors.

Article 14.

The General Assembly meets at least once a year, no later than 30th June, in a country where an IDDC member is resident. It is convened by the Board of Directors.

The General Assembly is chaired by the Chair of the Board of Directors.

Notice of the General Assembly, accompanied by the agenda, is given to all members by the Chair at least one month in advance by electronic mail, fax or letter.

An Extraordinary General Assembly may be convened at the instigation of the absolute majority of the Board of Directors or 1/5 (one fifth) of the Full members.

Notice, accompanied by the agenda, is given to all members at least one month in advance by electronic mail, fax or letter.

Requests by Full members to convene an Extraordinary General Assembly are only permitted if they are sent to the Chair together with a written document which clearly and concretely states the purpose of the Extraordinary General Assembly.

Article 15.

Each member can be represented by an individual appointed by their own organisation.

Members can authorise other members to exercise their vote. No member may represent more than two other members.

Article 16.

Voting is public.

Without prejudice to Article 27 of the Articles of Association, the General Assembly can only deliberate in a legally valid manner if at least three fifths of the Full members are present or represented.

Resolutions are adopted by a three-quarters majority of the votes present or represented.

Article 17.

Resolutions adopted by the General Assembly are recorded, signed by the Chair (referred to hereinafter as the: Chair) and the Secretary of the Board of Directors, and entered in the association's register of records. The register is kept at the association's registered office and is open to all members for inspection.

Third parties may ask to be informed about the resolutions adopted by the General Assembly. Their written request, giving reasons, should be sent to the Board, which is solely authorised to deal with the request.

The Chair will also send an excerpt of the minutes to third parties who have a direct interest in any resolution which has been adopted by the General Assembly.

TITLE V. BOARD OF DIRECTORS

Article 18.

The Board of Directors is authorised to decide on all matters of an administrative nature, with the exception of matters which fall under the authority of the General Assembly.

The Board of Directors is composed of at least 5 (five) and no more than 9 (nine) members, including the Chair, who are nominated and appointed by the General Assembly.

In exceptional cases, when five members cannot be appointed, the Board may operate with fewer than five members for a period of no more than one year.

The members are elected for a term of 2 (two) years and are eligible for re-election.

If there are not enough members to form a Board of Directors, a period of 1 (one) year is allowed to attract enough members.

Article 19.

The General Assembly elects a Chair, a Secretary, a Treasurer and one or more Vice-Chairs.

Their duties are determined by the General Assembly, as are the duties of the Board of Directors.

Article 20.

The Board of Directors will meet at least twice every year, and at least once a year in person.

Article 21.

The members of the Board of Directors can be represented by an individual appointed by their own organisation. Members can authorise other members to exercise their vote, with the proviso that no member may represent more than two other members. The quorum for Board of Directors' meetings is three fifths.

Resolutions are passed by a three-quarters majority of the members present (or duly represented). Meetings are convened by the Chair of the Board. Notice of the meeting, accompanied by the agenda, is given to all members of the Board by the Chair at least one month in advance by electronic mail, fax or letter.

Article 22.

On the proposal of the other Board members, members of the Board can be removed if they fail to fulfil their responsibilities.

TITLE VI. ORGANISATION

Article 23.

The rights and obligations of Associate members are regulated by the Standing Orders.

Article 24.

Except in the case of specific powers of attorney, all documents binding the association must be signed by two members of the Board of Directors, who are appointed by the General Assembly and who do not need to supply proof of their powers with regard to the matter in question to third parties.

The Board of Directors represents the association as plaintiff or defendant in legal actions, as the case may be, and is represented in such actions by two members of the Board of Directors or the Chair or a person appointed for this purpose by the Board.

The deeds concerning the appointment, removal and resignation of the persons authorised to represent the international not-for-profit association, drawn up in accordance with the law, will be published in the Appendices to the Belgian Official Journal at the expense of the association.

VII. REVENUE, FINANCES AND ACCOUNTS

Article 25.

The revenue of the association consists of:

- 1) membership fees;
- 2) income from activities and the management of the association's assets;
- 3) subsidies, donations, gifts and legacies.

Article 26.

The accounts are closed each year on 31st December, and presented to the General Assembly for approval within six months.

TITLE VIII. AMENDMENTS TO THE ARTICLES AND WINDING UP

Article 27.

Without prejudice to the application of Article 50, paragraph 3, and Articles 55 and 56 of the Act on not-for-profit associations, international not-for-profit associations and foundations, a proposal to amend the Articles of Association, or to dissolve the association, must be made by at least 5% (five percent) of the Full members of the association.

The Board of Directors must notify the members at least 3 (three) months in advance of the date of the meeting of the General Assembly at which the proposal will be considered, and of the proposed amendment(s).

The General Assembly can only consider a proposal in a legally valid manner if at least 60% (sixty percent) of the association's members who are entitled to vote are present or represented.

Any resolutions taken are only valid if they have been adopted by a majority of three quarters of the valid votes cast.

If the attendance quorum of 60% of the Full members is not met at this meeting, a second meeting will be convened, to be held no sooner than fifteen days after the first meeting, at which valid resolutions regarding the proposal can be adopted by a majority of three-quarters of the valid votes cast, irrespective of the number of members present or represented.

Amendments to the Articles of Association can only take effect after the approval of the competent authority has been obtained, in accordance with Article 50, paragraph 3, of the aforementioned Act of June 27th, 1921, and after they have been published in the Appendices to the Belgian Official Journal, in accordance with Article 51, paragraph 3, of said Act.

The General Assembly determines the manner of dissolution and winding-up of the association.

Article 28.

In the event of the dissolution of the association, its net assets will be donated to an artificial person under private law which is a not-for-profit organisation and whose objects are similar to those of the dissolved association or, in the absence of such an organisation, to an altruistic cause, preferably to projects in developing countries for the benefit of people with disabilities.

FINAL AND TRANSITIONAL PROVISIONS.

ACQUISITION OF LEGAL PERSONALITY.

By the application of Article 50 of the Act on not-for-profit associations, international not-for-profit associations and foundations, the association will acquire legal personality on the date of the Royal Decree recognising the association.

The undersigned civil-law notary points out that, nevertheless, the association may assume obligations before it acquires legal personality. The people who assume these obligations, under whatever title, are personally and severally liable for them, unless the association acquires legal personality within two years after the obligation was created and has assumed the obligation within six months after acquiring legal personality. Any such obligations that are assumed by the association will be deemed to have been assumed by it from the time of their creation.

APPOINTMENTS

The founders appoint as directors:

1. The company incorporated under the laws of England (a company limited by guarantee): '**Action on Disability and Development**', abbreviation: '**ADD**', which has its registered office in Vallis House, 57 Vallis Road, Frome, Somerset, BA11 3EG, United Kingdom;
2. The company incorporated under the laws of Italy ('Organizzazione per Cooperazione Sanitaria Internazionale'): '**Associazione Italiana Amici di Raoul Follereau**', abbreviation: '**AIFO**', which has its registered office in 40135 Bologna, Italy, Via Borselli 4-6;
3. The company incorporated under the laws of Germany (a 'Verein'): '**Christoffel Blindenmission Christian Blind Mission**', abbreviation: '**CBM**', which has its registered office in 64625 Bernsheim, Germany, Nibelungenstrasse 124;
4. The company incorporated under the laws of the Netherlands: '**Dutch Coalition on Disability and Development, coalitie Handicap en Ontwikkelingssamenwerking**', abbreviation: '**DCDD**', which has its registered office in 3502 Utrecht, The Netherlands, P.O. Box 3356;
5. The company incorporated under the laws of Finland (an association): '**Vammisjärjestöjen Kehitysyhteistyöyhdistys**', abbreviation: '**FIDIDA**', which has its registered office in 0100 Helsinki, Finland, Aleksantering 48, A krs;
6. The company incorporated under the laws of France ('Association reconnue d'Utilité Publique'): '**Handicap International**', which has its registered office in 69361 Lyon, France, Avenue Berthelot 14;
7. The company incorporated under the laws of England (a company limited by guarantee): '**Leonard CHESHIRE**', which has its registered office in 30 Millbank, London, SW1P 4QD, United Kingdom;
8. The company incorporated under the laws of Austria (a 'Gemeinnütziger Verein'): '**LICHT FÜR DIE WELT**', which has its registered office in 1120 Vienna, Austria, Darnautgasse 13/5.

The directors are appointed for a term of two years.

BEGINNING AND CLOSING OF THE FIRST FINANCIAL YEAR.

The first financial year begins on today's date and will be closed on the thirty-first of December, two thousand and seven.

NOTARIAL DECLARATION.

Upon examination, the undersigned civil-law notary confirms compliance with Title III of the Act on not-for-profit associations, international not-for-profit associations and foundations.

POWER OF ATTORNEY.

The founders grant the undersigned civil-law notary and his employees, agents and mandataries a specific power of attorney, with the power of substitution, to take the necessary steps to acquire legal personality for the association and for publication of the Articles of Association in the Belgian Official Journal.

INFORMATION – ADVICE.

The parties declare that the civil-law notary has fully informed them about the rights, obligations and charges which arise from the legal acts performed by them with this deed, and that he has advised them impartially.

WHEREOF DEED.

Done in the place and on the date aforementioned. After the deed was read out in full and explained, it was signed by the parties and by me, Associate Civil-Law Notary.