

NEW ARTICLES OF ASSOCIATION – NAME CHANGE

The general assembly of 28 April 2011, validly convened and having the necessary numbers in terms of attendance and majority, decided at its meeting to amend the articles of association in their entirety and to replace them with the following text.

TITLE I: NAME – SEAT – PURPOSE – DURATION

ARTICLE 1

The association bears the name:

- Vereniging van Ouders van Leerlingen van de Europese School te Mol vzw
- Association des Parents d'Élèves de l'École Européenne de Mol asbl
- Parents Association of the European School at Mol npo
- Elternvereinigung der Schüler der Europäischen Schulde von Mol VoG
- Associazione dei Genitori degli Allievi ell Scuola Europea di Mol asfl

ARTICLE 2

The registered office of the association is located at Europawijk 100, 2400 Mol and falls under the judicial district of Turnhout.

It can only be moved by the general assembly if that also observes the rules as required for a change in the statute and described in these articles of association.

ARTICLE 3

The association aims to:

- 1) represent the educational and family interests of the parents of the pupils of the European School;
- 2) to inform the school authorities of the parents' wishes and the proposals linked to the school organisation;
- 3) organise after-school activities in consultation with the school's board of directors;

It may also undertake any activity which may promote this objective. It may also, to that effect, but only incidentally, commit commercial acts only in so far as the proceeds thereof are spent on the purpose for which it was established.

ARTICLE 4

The association is established for an indefinite period, but can however be dissolved at any time.

TITLE II: MEMBERS

ARTICLE 5

The number of members is unlimited, but must be at least eight. The founders are the first effective members. The association can count effective and affiliated members. The fullness of membership, including the right to vote at the general assembly, shall accrue exclusively to the effective

members. Effective members are those whose name is mentioned in the register of members that is kept at the registered office of the association and of which, pursuant to art. 26, novies, § 1, 3° of the current legislation, a copy is filed at the registry of the commercial court. In the event of changes in the composition of the association, a copy of the register of members must be deposited within one month from the anniversary of the filing of the articles of association. The legal provisions apply only to the effective members. Joined members are only affiliated to enjoy the activities of the association. They do not have the right to vote at the general assembly. The rights and obligations of the joined members are recorded in internal regulations.

ARTICLE 6

Any natural or legal person can join the association as a member provided he is accepted as such by the board of directors. The request for the admission of a candidate-member must be submitted in writing to the Chairman of the Board of Directors. The term 'member' in these articles of association explicitly refers to the effective members.

Can become a member of the general assembly: the parents of the pupils of the European School.

ARTICLE 7

The board of directors may, under conditions determined by it, also admit other persons to the association as honorary members, patron members, supporting or advisory members. These are considered to be joined members. Their rights and obligations are stated in the internal regulations.

ARTICLE 8

The maximum membership fee is EUR 62.

ARTICLE 9

Any member can resign from the association at any time. The resignation must be notified to the board of directors by registered letter.

Any member who does not pay his contribution within 60 days of the first reminder shall be deemed to resign.

ARTICLE 10

Retiring or excluded members and their legal successors have no share in the assets of the association, and can therefore never claim restitution or compensation for contributions paid or contributions made.

TITLE III: THE BOARD OF DIRECTORS

ARTICLE 11

The association is governed by a board of directors consisting of at least seven and maximum fifteen members who can but don't have to be members of the association. If the general assembly has only three members, the board of directors consists of only two persons. In any case, the number of directors must always be lower than the number of members of the general assembly. The number of directors is determined by the number of pupils at the school.

The number of mandates

- a) Each section of the school is entitled to a specific number of mandates, which is calculated on the number of pupils per section, who are officially enrolled in the kindergarten, primary and secondary departments on 15 September. The official list of pupils is drawn up by the management.
- b) The number of seats reserved for each section is obtained by dividing the respective number of pupils of the different sections by a fifteenth of the number of pupils of the school, and by applying the following provisions:
 - i. any section with a quotient smaller than one is entitled to one seat
 - ii. each section with a quotient greater than one is entitled to a number of seats that equals to the whole part of that quotient
 - iii. any remaining seats shall be distributed among the section with the height decimal part in the quota. In case of equality, the seat will be awarded to the candidate who is elected with the highest number of votes.
- c) The number of candidates to be elected in each section is determined by the difference between the number of seats to which the section is entitled and the number of non-retiring members of each section.
- d) If in one or more sections the number of mandates to be issued is negative, the calculation referred to in point b) shall be carried out again on the basis of a number of seats equal to fifteen minus the number of negative mandates to be issued.
- e) If a section proposes fewer candidates than the number to which it is entitled, the vacant seats shall be allocated to the unelected candidates with the highest number of votes, whatever their section.

It is not the members of the staff of the European School, but only their spouse, who may be members of the Board of directors.

ARTICLE 12: Duration of the mandate of the directors

The directors are appointed for a period of two years, but may be re-elected. Directors who are appointed in the course of this two-year period, are only elected for the remainder of the term of office.

ARTICLE 13: Method of appointment and remuneration of directors

The directors are appointed by the general assembly with a simple majority regardless of the number of members present and/or represented. The directors exercise their mandate without remuneration. The deeds concerning the appointment of the directors must be deposited at the registry of the commercial court and must be published within thirty days of the filing (by extract) in the annexes to the Belgian Official Gazette.

ARTICLE 14: Termination of office and removal of directors

The mandate of the directors ends by removal by the general assembly, by voluntary resignation, by the expiry of the mandate (where applicable), by death or in the event of legal incapacity.

The removal by the general meeting is decided by a simple majority of the number of members present and/or represented. However, it must be explicitly mentioned on the agenda of the general assembly.

A director who resigns voluntarily must notify the board of directors in writing. This resignation will take effect immediately unless this dismissal has reduced the minimum number of directors below the statutory minimum. In this case, the board of directors must convene the general assembly within two months, which must provide for the replacement of the director concerned and will also inform him thereof in writing.

The deeds concerning the termination of office and the appointment of the directors must be deposited at the registry of the commercial court and must be published within thirty days of the filing (by extract) in the annexes to the Belgian Official Gazette.

ARTICLE 15: Powers of directors.

The board of directors directs the affairs of the association and represents them in and out of court. It is competent for all matters, with the exception of those expressly reserved by law to the general assembly. It acts as plaintiff and defendant, in all lawsuits and decides whether or not to use legal remedies.

The board of directors shall exercise its powers as a College.

The board of directors can only validly decide if the majority of the directors are present. Decisions shall be taken by simple majority vote. In the event of a tie, the vote of the chairman's or the person replacing him shall be decisive.

ARTICLE 16

The board of directors is convened by the chairman or by two directors.

The meetings of the board of directors shall be chaired by the chairman. If the chairman is not available or absent, the meeting shall be chaired by the Vice-President.

ARTICLE 17

Minutes of each meeting are drawn up, signed by the chairman and the secretary and entered in a register intended for this purpose. The extracts to be submitted and all other documents are validly signed by the chairman and the secretary. In the absence of these directors, two other directors can validly sign these documents.

ARTICLE 18

The board of directors shall issue any internal regulations it deems necessary and considers useful.

The board of directors may, if it considers it necessary, appoint a managing director or director, who shall be responsible for day-to-day management. He takes care of the current affairs and the daily correspondence and signs validly on behalf of the association before the Board of Postchecks, public and private banking institutions and all other institutions.

ARTICLE 19

Directors acting on behalf of the association must not show any decision or authorisation vis-à-vis third parties.

ARTICLE 20: Persons authorized to represent the association, in accordance with art. 13, 4th paragraph, W.VZW

The board of directors may delegate its powers for certain acts and tasks under its responsibility to one of the directors or to another person, who may or may not be a member of the association. The board of directors may elect from among its directors a chairman, a secretary, a treasurer and any position necessary for the proper functioning of the association.

Their appointment is made by the board of directors by simple majority, which decides on this validly if the majority of the directors is present.

The termination of office of these authorised persons may occur:

- a) on a voluntary basis by the authorised representative himself by submitting a written resignation to the board of directors
- b) by removal by the board of directors by a simple majority that validly decides on this if the majority of the directors is present. However, the decision taken by the Board of Directors must be notified to the person concerned by registered letter within seven calendar days.

The deeds concerning the termination of office and appointment of the persons authorised to represent the association must be deposited at the registry of the commercial court and must be published within thirty days of the filing (by extract) in the annexes to the Belgian Official Gazette.

The authorized representatives shall exercise their powers individually or jointly.

ARTICLE 21: Persons in charge of the day-to-day management of the association, in accordance with art. 13bis, 1st paragraph, W.VZW

The board of directors may appoint an executive board.

Their appointment is made by the board of directors by simple majority, which validly decides on this if the majority of the directors are present.

The termination of office of the executive board may occur:

- a) on a voluntary basis by a member of the executive board himself by submitting a written resignation to the board of directors
- b) by removal by the board of directors by a simple majority that validly decides on this if the majority of the directors is present. However, the decision taken by the board of directors must be notified to the person concerned by registered letter within seven calendar days.

The deeds concerning the termination of office and appointment of the persons of the executive board must be deposited at the registry of the commercial court and must be published within thirty days of the filing (by extract) in the annexes to the Belgian Official Gazette.

The decisions taken by the executive board, which meets as a college, are always taken in collegial consultation.

TITLE IV: GENERAL MEETING

ARTICLE 22

The general assembly is composed of all effective members, and is chaired by the chairman of the board of directors, or by the vice-chairman.

However, a member may be represented by another member at the general assembly. However, a member may represent only another member. Each member has only one vote at the general meeting.

ARTICLE 23

The general assembly is exclusively authorised for:

- Amending the articles of association,
- The appointment and removal of the directors,
- The appointment and removal of the account supervisors.
- The appointment and removal of the supervisory directors and the determination of their remuneration in the event that remuneration is granted.
- The discharge to directors and supervisory directors,
- The approval of the budget and the account,
- The voluntary dissolution of the association,
- The appointment and exclusion of a member of the association,
- The conversion of the association into a company with a social purpose,
- All cases in which these statutes require it.

ARTICLE 24

The general assembly is validly convened by the board of directors or by the chairman whenever the purpose of the association so requires.

It must be convened at least once a year for the clearance of the accounts of the previous year and for the budget for the following year.

ARTICLE 25

The general assembly shall be held within six months of the closing date of the financial year.

ARTICLE 26

Moreover, the board of directors is obliged to convene the general assembly when 1/5 of the effective members addresses a request to the board of directors and this by registered mail in which the agenda items to be dealt with are stated. In this case, the Board of Directors is obliged to convene the general assembly within 15 working days, stating on the agenda the requested agenda items.

ARTICLE 27

The convocations to the general assembly must be signed by the chairman, or two directors, in order to be valid. All effective members must be summoned by ordinary letter or by registered letter at least eight working days before the meeting.

ARTICLE 28

The convocation letter, which states the place, day and time of the meeting, contains the agenda, which is fixed by the board of directors. Any subject proposed in writing by 1/20 of effective members must also be included on the agenda. This subject must of course be signed by the 1/20 of the members and handed over to the chairman of the board of directors at least two working days before the meeting. Under no circumstances can items that are not on the agenda be dealt with.

ARTICLE 29

In ordinary cases, decisions shall be taken by a simple majority of the votes present and represented. In the event of a tie, the vote of the chairman or the person chairing the meeting at that time shall decide.

ARTICLE 30: Amendment of the Articles of Association

Amending the articles of association can only be decided if that amendment is mentioned in detail on the agenda and if 2/3 of the effective members are present or represented. If this number is not reached, a second meeting may be convened, as provided for in these statutes, at which this assembly will be able to take a valid decision, regardless of the number of people present. This second meeting may not be held within 15 calendar days following the first meeting. In addition, a majority of 2/3 of the votes present or represented is required for each amendment of the articles of association, also at the second general assembly. A change in the purpose of the association can only be decided by a majority of 4/5 of the votes.

For each amendment of the articles of association, the amendments to the fully coordinated articles of association will be filed with the registry of the commercial court after this amendment. Within 30 days after the filing, the amendment must be published (by extract) in the annexes to the Belgian Official Gazette.

ARTICLE 31

In the event of voluntary dissolution of the association, the same rules as those described for changing the purpose of the association are required.

ARTICLE 32

A majority of 2/3 of the votes is required for the exclusion of a member. If a member is excluded, this item must also appear on the agenda and the member must be invited to provide for his defense.

ARTICLE 33

Minutes of each meeting are drawn up, signed by the chairman and the secretary and are recorded in a special register. This register may be viewed at the registered office of the association by members and interested third parties. Extracts thereof shall be validly signed by the chairman and the secretary or by two directors and, in the absence thereof, by two members of the general assembly.

TITLE V: ACCOUNTS AND BUDGETS

ARTICLE 34

The association's financial year runs from 1 September to 31 August.

The board of directors closes the accounts for the previous financial year and prepares the budget for the coming financial year. Both are submitted for approval to the general assembly held within six months of the closing date of the financial year.

TITLE VI: DISSOLUTION AND LIQUIDATION

ARTICLE 35

Except in cases of judicial dissolution as of right, only the general assembly can decide to dissolve if 2/3 of the members are present or represented at the general assembly and there is also a 4/5 majority agreed to dissolve the association voluntarily. The proposal for voluntary dissolution of the association must be explicitly mentioned on the agenda of the general assembly.

If less than 2/3 of the members are present or represented at this general meeting, a second general assembly must be convened that validly deliberates regardless of the number of members present or represented, but provided that a 4/5 majority is agreed to dissolve the association voluntarily.

In the event of voluntary dissolution, the general assembly, or in the absence thereof, the court, appoints one or more liquidators. It shall also determine their jurisdiction and the conditions of liquidation.

The assets will, after clearing the liabilities, be transferred to an association with a disinterested and similar purpose.

Concerning the dissolution, the dissolution decision, the appointment and the termination of office of the liquidators will be filed at the registry of the commercial court. Within 30 days of the filing, this dissolution decision, the appointment and the termination of office of the liquidators must be published by extract in the annexes to the Belgian Official Gazette.

ARTICLE 36

For everything that is not provided for or regulated in these statutes, the Act of 27 June 1921 amended by the Law of 2 May 2002 remains applicable.

Thus drawn up and adopted at the general meeting of 28 April 2011.

At Mol,

Janssens, Sylvia
President

Van den Broek, Margot
Secretary

Association des Parents d'élèves de l'école Européenne de Mol asbl

Europawijk 100

2400 Mol

Ondernemingsnummer : 0408.984.464

ACT CONCERNING THE BOARD OF DIRECTORS

The general meeting adopted the resignation of the following directors:

(names, addresses, date of birth, place of birth)

The general meeting has appointed as directors:

(names, addresses, date of birth, place of birth)

The Board of Directors shall be composed as follows:

(names, addresses, date of birth, place of birth)

The board of directors shall exercise its mandate as a college, but may delegate certain powers under its responsibility to one or more authorised representatives.

The board of directors represents the association in all legal and extrajudicial acts and also has all powers that are not granted to the general assembly by law or by these articles of association and provided that its decisions have been taken within the budget, which has been approved by the general assembly.

The board of directors itself appoints any function that it deems necessary for the proper functioning of the association.

In Mol, on 28 April 2011

Association des Parents d'élèves de l'école Européenne de Mol asbl

Europawijk 100

2400 Mol

Ondernemingsnummer : 0408.984.464

ACT CONCERNING THE PERSONS AUTHORIZED TO REPRESENT THE ASSOCIATION

The Management Board has allocated and appointed to its members the following functions:

Chairperson:

Vice-President:

Secretary:

Treasurer

(names, addresses, date of birth, place of birth)

For all administrative and financial obligations, the chairman, the secretary and the treasurer have separate and unlimited powers of attorney.

In Mol, on 28 April 2011

Janssens, Sylvia

Chairperson

Van den Broek, Margot

Secretary