

**“BELGIAN REFERENCE CENTRE FOR THE EXPERTISE  
ON CENTRAL AFRICA  
Abbreviated “CRE-AC”  
Not For Profit International Association  
B. 1000 Brussels, Palais d’Egmont, Place du  
Petit Sablon, 8**

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THE YEAR TWO THOUSAND AND SIX

On 26 November

At 1000 Brussels, Palais d’Egmont, Place du Petit Sablon,8

Before Esquire Jacques de Mol, notary, residing in Brussels.

**APPEARED**

1°) Mr DE DECKER Armand Julien Benoit, Ministre de la Coopération au Développement, residing in Uccle (1180 Brussels), avenue de la Ferme Rose, 4/9

2°) The “VLAAMSE VERENIGING VOOR ONTWIKKELINGSSAMENWERKING EN TECHNISCHE BIJSTAND”, abbreviated as « VVOB » located 1000 Brussels, rue du Commerce, 31.

Represented by Mr BLOCKX Willy, general director, residing in BERTEM, Bosstraat, 38.

3°) The not for profit organisation « RESEAU AFRICA SYNERGIES » located at 1050 Brussels, rue du Prince Royal, 66.

Represented by, Mr BOKOTO Jean-Baptiste, president, residing in Beverstraat, 9 Ninove.

4°) The « SOCIETE BELGE D’INVESTISSEMENT POUR LES PAYS EN DEVELOPPEMENT » abbreviated as « BIO » located at 1150 Brussels, avenue de Tervueren, 188/4.

Represented by Mr BOSMANS Hugo, general director, residing in Wemmel, Leeuwerikenlaan,8.

5°) The “AGENCE WALLONNE A L’EXPORTATION” abbreviated as “AWEX” located at 1080 Brussels, Place Saintelette, 2.

Represented by the director of the Africa section Mr Thielen Michel, residing in Neupré rue Mafflot, 2.

6°) The CHAMBRE DE COMMERCE, D’INDUSTRIE ET D’AGRICULTURE BELGIQUE-LUXEMBOURG-AFRIQUE-CARAIBES PACIFIQUES” abbreviated as “CBL-ACP” located 1000 Brussels, avenue Marnix, 30.

Represented by Baron de GERLACHE de GOMERY Bernard, president, residing 25, avenue de la Faisanderie, Woluwé-Saint-Pierre.

7°) The RESEAU EUROPEEN POUR l’AFRIQUE CENTRALE, abbreviated as “EURAC” located 1000 Brussels, rue des Tanneurs, 165

Represented by Mr GORGEMANS Arnaud, director, represented by Mr Cottenie Johan, Oude Nethenselaan, 339, Sint-Joris-Weert.

8°) The KONINKLIJK MUSEUM VOOR MIDDEN-AFRIKA, abbreviated as "KMMA" located 3080 Tervuren, Leuvensesteenweg, 13.

Represented by, Mr GRYSEELS Guido, director, residing Rotselarelaan, 59, Tervuren.

9°) The INSTITUUT VOOR TROPISCHE GENEESKUNDE, abbreviated as "I.T.G." located 2000 Antwerpen, Nationalestraat, 155.

Represented by, Mr GRYSEELS Bruno, represented by Mrs Lieve Schueremans, residing Sint Niklaas, Puyveldestraat, 34.

10°) The BELGISCHE TECHNISCHE COOPERATIE, abbreviated as "BTC" located 1000 Brussels, Hoogstraat, 147.

Represented by, Mr MICHIELS Carl, president, residing Meerbeek, Dorpstraat, 81.

11°) The INSTITUUT ROYAL DES RELATIONS INTERNATIONALES, abbreviated as "IRRI" located 1000 Brussels, rue de Namur, 69.

Represented by par son directeur, Mr VLASSENROOT Koen, represented by Mr Hans Hoebeke, residing Gent ,Recolettenlei, 2.

12°) The CONSEIL DES COMMUNAUTES AFRICAINES EN EUROPE/BELGIQUE, abbreviated as "CCAEB" located 1050 Brussels, chaussée de Wavre, 78.

Represented by Mrs MONKASSA Suzanne, president, residing Stationstraat, 51, 1601 Ruisbroeck.

13°) The NATIONALE PLANTENTUIN VAN BELGIE, DOMEIN VAN BOUCHOUT, located 1860 Meise, Nieuwelaan, 38

Represented by , Mr RAMMELOO Joannes, director, residing Dorpstraat, 25, 1851 Grimbergen.

14°) The VLAAMSE INTERUNIVERSITAIRE RAAD, abbreviated as "VLIR" located 1050 Brussels, Bolwerksquare, 1A.

Represented by Mr REYNTJENS Filip, board member, residing Keizerstraat,84, 2000 Antwerpen.

15°) The FEDERATION MULTISECTORIELLE DE L'INDUSTRIE TECHNOLOGIQUE, abbreviated as "AGORIA" located 1030 Brussels, Boulevard Auguste Reyers, 80.

Represented by , Mr SMIT Jean-Pierre, assistant director, residing rue de la Bergerette, 3, 1170 Watermael Boitsfort.

16°) The COMMISSARIAT GENERAL AUX RELATIONS INTERNATIONALES, located 1080 Brussels, Place Saintelette, 2.

Represented by, Mr SUINEN Philippe, represented by Mr Alain Verhaegen, director, residing avenue du Prince Héritier, 58, 1200 Woluwe Saint Lambert.

17°) The ASSOCIATION POUR LA PROMOTION DE L'EDUCATION ET DE LA FORMATION A L'ETRANGER, abbreviated as "APEFE", located 1080 Brussels, Place Saintelette, 2.

Represented by Mr SUINEN Philippe, general director, represented by Mr Jean Gillet, residing 57,rue Duwez, Leuze in Hainaut.

18°) The ACADEMIE ROYALE DES SCIENCES D'OUTRE-MER" abbreviated as "ARSOM" located 1000 Brussels, rue Defacqz, 1/3.

Represented by Mrs SWINNE Danielle, permanent secretary, residing rue De Clercq, 31, 1090 Brussels.

19°) The FEDERATION DES ENTREPRISES DE BELGIQUE, abbreviated as "FEB" located 1000 Brussels, rue Ravenstein, 4.

20°) The BELEIDSCHEL WETENSCHAPSBELEID KABINET VAN MINISTER MARC VERWILGHEN, located 1000 Brussels, rue Brederode, 9

Represented by Madame van den BERGH Bénédicte, advisor, residing avenue de Broqueville, 277, 1200 Brussels.

21°) 11.11.11. KOEPEL VAN DE VLAAMSE NOORD-ZUIDBEWEGING, located 1060 Brussels, rue de la Linière, 11.

Represented by, Mr COTTENIE Johan, director, residing Oude Nethensebaan 33/9, 3051 Sint Joris Weert

22°) The CENTRE NATIONAL DE COOPERATION AU DEVELOPPEMENT, abbreviated as "CNCD" located 1000 Brussels, Quai du Commerce, 9.

Represented by Mr Lhassaini Fouad, president, residing Rue des Meurisiers, 69, 1170 Watermael Boitsfort.

23°) The CONSEIL INTERUNIVERSITAIRE DE LA COMMUNAUTE FRANCAISE DE BELGIQUE, abbreviated as "CIUF" located 1000 Brussels, rue de Namur,72/74.

Represented by Mr VANDEUR Marc, managing director represented by Mr Philippe Hennart, residing rue de Limauges, 1, 1490 Court Saint Etienne.

#### Mandates

Sub. 19 is represented by Mr SMIT Jean-Pierre, residing Under private mandate, remains attached to this document.

Aforementioned who appeared required that we hereby constitute the statutes of a **not for profit international association**, which they declare constituted, according to the law of June twenty-seventh, nineteen hundred and twenty one, repealed by the law of May second two thousand and two.

The notary drawing up the document reminds the appearers that the association acquires juridical personality only starting from the date of the royal order of recognition.

## **Chapter 1 – Name, headquarters, mission & duration**

### **Article 1 - Name**

The name of the association is: **"Belgian Reference Centre for the Expertise on Central Africa"**, abbreviated **"CRE-AC"**, hereinafter denominated "the Centre".

All acts, invoices, advertising, publications and other documents emanating from the association must state its name preceded or immediately followed by the words "not for profit international association" as well as the address of its headquarters.

The Centre is a not for profit international association under the system of the provisions of title III of the Belgian law of June twenty-seven nineteen hundred and twenty one concerning not for profit associations, not for profit international associations and foundations.

### **Article 2 – Headquarters**

The Centre's headquarters are established in Belgium, at the Palais d'Egmont, Place du Petit Sablon, 8, 1000 Brussels.

Any changes concerning the headquarters will have to be published in the Annexes du *Moniteur Belge* and be reported to the Federal Justice Public Service within a month of the decision.

The Centre can also establish additional administrative and operational offices, in Belgium as well as abroad, by decision of the board of directors with a two thirds majority, published in the Annexes of the *Moniteur Belge*.

### **Article 3 – Mission**

#### **Paragraph 1.**

The Centre has a not for profit and an international purpose goal.

The Centre's aim is to encourage and promote the access, the mobilisation, the increase and the propagation of knowledge about Central Africa at the Belgian, European and international level; and this in order to allow a faster and more effective mobilisation of the expertise which Central Africa needs for its development. In this perspective, the Centre aims to be a toll of help to development. Its goal is not to substitute itself to the already existing structures, but has a role of catalyst and "networking". It will have to particularly stimulate the interest in, and provide a better understanding of this area of the world among the public at large, and the national as well as international scientific community. In so doing, it will also promote the dialogue, the exchange of information and the synergies between scientific, academic spheres, NGO and private sector and between those and the public sector. It will seek to encourage and intensify the partnership between Belgium and Central Africa.

#### **Paragraph 2.**

To reach its goals, the Centre:

- will create and maintain an inventory of the Belgian expertise concerning Central Africa;
- will have a function of observation, evaluation and long term projection with regard to the need for expertise;
- will facilitate, order and publish thematic research, studies and publications related to the current and foreseeable needs of Central Africa;

- will encourage the dialogue at Belgian, European and international level, between academic circles, scientific circles, NGO, private and public sector about the changes, needs and stakes of the development of Central Africa;
- will ensure a better circulation of information towards the public, the political decision makers and the international community;
- will contribute to ensure a better knowledge and visibility of the Belgian expertise on Central Africa;
- will be able to conclude cooperation agreements with other organisations and Belgian, European, African and international institutes concerned by the development of Central Africa and the necessary expertise to that effect; to that effect, it will more specifically develop synergies with the IRRI – KIIB and its department of African studies;
- it will undertake any other activity likely to better the understanding of development problems which relate to this part of the world.

#### **Article 4 – Term**

The Centre is constituted for an unlimited period of time.

### **Chapter II – Centre Members**

#### **Article 5 – Members**

##### **Paragraph 1.**

The Centre is an association constituted of the natural persons and legal entities, effectively represented, who executed the present statutes.

##### **Paragraph 2.**

The association is open to natural persons and legal entities, Belgian or foreign.

##### **Paragraph 3.**

The categories of membership are those of founding members, working members, associate members and honorary members. The founding members are working members.

##### **Paragraph 4.**

The founding members are the following legal entities:

##### **Public legal entities:**

- The Belgian State represented by the ministers of the Cooperation to the Development and of the scientific Policy
- The Royal Museum of Central Africa (hereafter called “the RMCA”, Leuvensesteenweg 13, 3080 Tervuren (Belgium)
- The Royal Institute of international relations (IRRI/KIIB), Rue de Namur 69, 1000 Brussels
- The national botanical Garden of Belgium, Domein van Bouchout, Nieuwelaan, 38, 1860 Meise
- The Royal Academy of Overseas Sciences (RAOS), Defacqzstraat 1/3, 100 Brussels
- The interuniversity Council of the French community of Belgium (CIUF), Rue de Namur 72-74, 1000 Brussels

- The General Commission to the international relations (CGRI), Place Saintelette 2, 1080 Brussels
- Flanders Investment & Trade – Vlaamse Openbare instelling voor exportpromotie, Gaucheretstraat 90, 1030 Brussels
- The Belgian Technical Cooperation (CTB-BTC), Rue Haute 147, 1000 Brussels
- The Walloon Agency to Export (AWEX), Place Saintelette, 2, 1080 Brussels

Private legal entities:

- The Tropical Medicine Institute (ITM), Nationalestraat 155, 2000 Antwerp
- The Chamber of Commerce, industry and agriculture Belgium-Luxembourg-Africa-Caribbeans-Pacific (CBL-ACP) avenue Marnix 30, 1000 Brussels
- Belgium Businesses Federation (FEB/VBO), rue Ravenstein 4, 100 Brussels
- Multisectorial Federation of the Technological Industry (Agoria), Boulevard Auguste Reyers 80, 1030 Brussels
- The Belgian Society of investment for the Developing Countries (BIO), Avenue de Tervuren 188 – b4, 1150 Brussels
- Association for the Promotion of Education and Formation Abroad (APEFE), Place Saintelette 2, 1080 Brussels
- The National Centre of Cooperation to Development (CNCD-11.11.11), 9, quai du Commerce, 1000 Brussels
- Vlaamse Vereniging voor Ontwikkelingsamenwerking en technische Bijstand (VVOB), Handelsstraat 31, 1000 Brussels
- French and German-speaking Federation of associations of cooperation to development (ACODEV), Bld Léopold II, 184 D, 1080 Brussels
- Vlaamse federatie van NGO's voor Ontwikkelingssamenwerking, (COPROGRAM), Vlasfabriekstraat 11, 1060 Brussels
- Africa Synergies Network asbl, Heislagebaan, 5, 2930 Brasschaat
- EurAC European Network for Central Africa, rue des Tanneurs, 165, 1000 Brussels

Paragraph 5. Associate members have the right to:

- participate in concertation meetings
- propose to the Board of Directors the creation of "task forces" *ad hoc* related to specific matters
- appear on the list of associate and working members published by the Centre
- have access to the information issued by the Centre.

Paragraph 6. The working members have the rights granted to associate members, and are, among others:

- to elect the members of the Board of Directors;
- to attend or be represented at the General Assembly;
- to vote on the decisions at the General Assembly;
- to consult at the headquarters of the association:
- the membership register;
- the registers of minutes and of the decisions of the General Assembly, the Board of Directors or of persons with power within the association or on the account of the association;
- all accounting documents

- to request, if at least a third of the working members demand it, that the Board of Directors convene a General Assembly;
- to demand, upon request of at least one fourth of the working members, to raise a matter on the draft agenda of the General Assembly.

## **Article 6 – Selection of the working and associate members**

### **Paragraph 1.**

The status of working or associate member must be requested and initiated by certified letter addressed to the President of the Board of Directors.

### **Paragraph 2.**

The candidates must make a commitment to conform with the statutes and to the regulation of internal order.

### **Paragraph 3.**

The candidacies to the status of working member are examined by the Board of Directors whose decision, made by a two thirds majority vote, is final and does not need to be justified.

### **Paragraph 4.**

The acceptance of new associate members is made with the agreement of the Board of Directors, upon request of the natural persons or legal entities it refers to, on the basis of selection criteria previously defined by the Board of Directors.

## **Article 7 – Loss of member status**

### **Paragraph 1.**

The status of working or associate member of the association is lost:

- \*by death or handicap when it concerns a natural person;
- \*by the winding-up or liquidation, voluntary or forced, when it concerns a legal entity or association;
- \*by non payment of membership dues at times set by the Board of Directors;
- \*by resignation;
- \*by suspension or exclusion, decided by the Board of Directors by a two thirds majority of the attending or represented members.

Once a year, before the General Assembly, the Board of Directors will establish an updated list of working members.

### **Paragraph 2.**

Members can resign from the Centre by notifying the Board of Directors in writing of their decision. The resignation will become effective from the date of receipt of the notification by the Centre.

### **Paragraph 3.**

The exclusion of members of the Centre can be decided by the Board of Directors, with a two thirds majority.

#### Paragraph 4.

The resigning or excluded member, his beneficiaries and creditors, are without right to the Centre's assets, and are not entitled to the reimbursement of membership fees nor donations. This member will remain indebted of all amounts due related to the current year. If this member or his beneficiaries have any debt toward the Centre, this debt becomes immediately payable.

### **Article 8. Membership dues**

#### Paragraph 1.

Members pay to the Centre a fee determined yearly by the Board of Directors, which can be different depending on the classes and types of membership (natural person or legal entity, actual or associate member). The Board of Directors determines the due dates and the payment arrangement of the fees.

#### Paragraph 2.

The status of member becomes effective only after receipt of the fee and the confirmation by the Board of Directors.

#### Paragraph 3.

In the case of the resignation or exclusion of a member, the fee for the current year is not refundable.

## **Chapter III – General Assembly**

### **Article 9. Structure and powers**

#### Paragraph 1.

The General Assembly comprises all the working members of the Centre. Each working member has one vote.

#### Paragraph 2.

The General Assembly exercises all powers it is entrusted with by the present statutes, meaning:

- the modification of the statutes;
- the dissolution of the Centre;
- the election or the dismissal of the administrators;
- the approval of budgets, accounts and annual report of the Centre;
- the appointment of the commissioner – auditor; (legal department)

#### Paragraph 3.

Each working member will have the right, by simple letter or any other written mean of communication, to be represented at the General Assembly by an agent, who must be a member of the same class. No agent can represent more than two other members.

### **Article 10. Ordinary and Extraordinary General Assembly**



#### Paragraph 1.

The General Assembly convenes at least once a year upon convocation by the president of the Board of Directors or his representative, which specifies the place, date and order of the day. The convocation is sent at least fifteen days in advance.

Particularly, the General Assembly:

- \*receives the activity report of the Centre regarding the preceding financial year;
- \* approves the accounts of the preceding financial year and approves the budget and cost of dues for the next fiscal year:
- \*without prejudice to the dispositions of article 10, nominates and revokes administrators. A nomination requires a simple majority of the attending or represented members. A revocation requires a two thirds majority of the attending or represented members.

#### Paragraph 2.

An Extraordinary General Assembly will be convened by the president of the Board of Directors or by three administrators any time the Centre's interest calls for it, or upon request of at least two thirds of the working members. Except in an emergency, the convocation will be sent at least fifteen days in advance.

#### Paragraph 3.

The General Assembly is chaired by the Cooperation Minister or his representative.

#### Paragraph 4.

The minutes of the General Assemblies are signed by the president of the Assembly and kept at the disposal of the working members by the administrators in a separate file at the Centre's headquarters.

### **Chapter IV – Board of Directors, Honorary President, Executive Director, Scientific Advisory Committee, Auditor**

#### **Article 11. Board of Directors**

##### Paragraph 1.

The Board of Directors comprises minimally fourteen administrators and a maximum of seventeen administrators. Fifty per cent (50%) of them at least are suggested by the public sector institutions, founding members, in the following proportions:

- A president, elected in the midst of the Board;
- A vice-president; elected in the midst of the Board;
- A representative of the Minister of the Cooperation to Development;
- A representative of the minister of scientific Policy;
- A representative of the administration of the Cooperation (DGCD/DGOS);
- A representative of the Belgian Technical Cooperation (BTC/CTB);
- A representative of the Royal Museum for Central Africa;
- Three representatives of the scientific sector;
- Three representatives of the private sector;
- Three representative of the NGOs sector;

The mandates of the administrators are of a normal duration of three years renewable.

Paragraph 2.

Without prejudice of paragraph one of the present article, in case of vacancy for a position of administrator, the Board of Directors can provide for his replacement until the next General Assembly, while respecting the above proportions.

Paragraph 3.

The position of administrator will not be remunerated.

Paragraph 4.

The Board of Directors can appoint an honorary president and honorary members. When the honorary president is present, he/she will be able, eventually, if the Board of Directors so wishes, to preside over the opening and/or the closing of the works, meetings of the Board of Directors and of the General Assembly.

Paragraph 5.

The Board of Directors elects in her midst a President and a Vice-President. .. They are appointed for a maximum period of three years. Their appointment can be renewed.

Paragraph 6.

The president or the vice-president convenes meetings of the Board of Directors. Except for emergency, notification will be sent at least fifteen days in advance.

Paragraph 7.

On the occasion of its first meeting, the Board can co-opt a minimum of three administrators, thus enhancing the international scope of the Centre.

Paragraph 8

Each administrator will have the right, by simple letter or any other means of written communication, to be represented at the Board of Directors by an agent, who must be a working member of the Centre. Each agent can only represent another member.

Paragraph 9.

The minutes of the meetings of the Board of Directors are signed by the president and put at the disposal of the Board's members by the director in a special register being kept at the headquarters.

**Article 12 – Power of the Board of Directors**

Paragraph 1.

The Board of Directors has all the necessary powers to the pursuance of the association's object and to the completion of all management acts, except for the powers reserved by law, or by these statutes, at the General Assembly.

Paragraph 2.

The decisions of the Board of Directors will be made preferably by consensus and, when need arises, by a simple majority of the attending or represented members. In

the case where no majority can be reached, the president's vote will be the deciding vote.

Paragraph 3.

The Board of Directors will select the members of the Scientific Advisory Committee. The Board of Directors will consult with the Scientific Advisory Committee regarding the Centre's course of action.

Paragraph 4.

The Board of Directors will approve the action plans and the annual and five-year budgets of the Centre. It will be able, if it deems it suitable, to reallocate during the course of a fiscal year the resources available with provision of adequate justification and under the condition that the proposed modifications do not exceed twenty per cent (20%) of the initial budget. Should more important readjustments become necessary or advisable, then an extraordinary General Assembly will convene.

**Article 13. Representation of the Centre**

Paragraph 1.

All the instruments involving the Centre must bear the signature of either the director, within the limits of the powers conferred on him by the Board of Directors, or of the president or vice-president, or by two administrators acting jointly, and this for matters not delegated to the director.

Paragraph 2.

The Centre is legally represented in court both as plaintiff and defendant by the President of the Board of Directors or by any other person so designated by the Board of Directors.

Paragraph 3.

In its constitution phase, the Centre is adequately represented by the Minister of the Cooperation or his representative, as president of the General Assembly.

**Article 14. The Director**

Paragraph 1.

The Board of Directors defines the profile of, and appoints, a Director. He participates in the works of the Board of Directors and in the General Assemblies, without a right to vote.

Paragraph 2.

The daily administration of the Centre is entrusted to the Director, under the responsibility of the Board of Directors who determines his powers. During the constitution phase of the Centre, the Director also has the function of initiator and proposes a framework programme to the Board of Directors. The Director proposes the annual and five-year budgets of the Centre to the Board of Directors.

Paragraph 3.

The Director is appointed for a maximum period of three years. His mandate is renewable.

## **Article 15. The personnel**

### **Paragraph 1.**

The personnel of the Centre is appointed and dismissed by the Board of Directors.

### **Paragraph 2.**

The status and the remuneration of the personnel of the Centre are established by the Board of Directors taking into account the current rates for equivalent positions in the associative and public sector.

### **Paragraph 3.**

The setting of the personnel of the Centre is decided by the Board of Directors.

## **Article 16. Scientific advisory Committee**

### **Paragraph 1.**

The scientific advisory committee includes at least fifteen and at most thirty persons, who will have to be eminent personalities, Belgian or foreign, chosen for their in-depth knowledge of Central Africa. The members of the scientific advisory committee will not be remunerated.

### **Paragraph 2.**

The scientific advisory committee meets twice a year, at least. It will have as duties to:

- give advice about action programmes of the Centre and on its annual reports;
- make recommendations in matters of future orientations
- relay its advice to the ministers of the Cooperation and scientific Policy;
- evaluate the action plans and perspectives of the Centre.

## **Article 17. Auditor**

### **Paragraph 1.**

The General Assembly appoints an auditor, chosen from among the members of the Centre of Business Auditors of Belgium.

### **Paragraph 2.**

The mandate of the Auditor cannot exceed two years. It is renewable. The General Assembly fixes the remuneration of the Auditor.

## **Chapter V – Budgets and accounts**

## **Article 18 – Budgets and accounts**

### **Paragraph 1.**

The thirty first (31) of December of each year, the accounts of the Centre will be closed. The Board of Directors closes the books of the Centre and submits them for the approval of the annual General Assembly, along with the budget of the fiscal year during which the Assembly convenes.

### **Paragraph 2.**

The accounts of the Centre are audited by the Auditor.

### Paragraph 3.

The Centre is financed through:

- membership dues;
  - specific contributions, coming among others from the DGCD and the RMCA.
- Furthermore, the Centre will endeavour to obtain European co-financing and international support of its activities and mission;
- the income from the Centre's activities and services it renders.

## **Chapter VI – Decisions**

### **Article 19. Ordinary decisions**

#### Paragraph 1.

Except if the statutes state otherwise, the resolutions taken by the General Assembly are properly adopted if they obtain the positive votes of the majority of the attending or represented working members. Except in cases as stated in article 17 and 18 of these statutes, the General Assembly can deliberate and vote effectually regardless of the number of members present. Each member has a vote. A member can represent another detained member. However no member can represent more than two other members. In case of a split of the votes, the vote of the president of the Assembly prevails. Abstentions are not taken into account.

#### Paragraph 2.

The General Assembly can deliberate and/or decide only about the points appearing in the agenda.

#### Paragraph 3.

The Board of Directors can only decide and rule effectually if two thirds of its members are present or represented. The decisions of the Board of Directors are made, if possible, by consensus, or at least by simple majority. In case of a split of the votes, the vote of the president prevails. A detained administrator can be represented by another administrator. However, no administrator can represent more than one other administrator. Abstentions are not taken into account.

#### Paragraph 4.

The Board of Directors can deliberate and/or rule only about the points appearing on the agenda.

#### Paragraph 5.

The decisions of the General Assembly and/or the Board of Directors are opposable to all members of the Centre.

### **Article 20. Amendment of the statutes.**

#### Paragraph 1.

The General Assembly can effectually deliberate on the amendments to the statutes only if the modifications are explicitly indicated in the notice and if the Assembly counts at least two thirds of the members, whether attending or represented.

#### Paragraph 2.

An amendment of the statutes can be adopted only with a two third majority of the attending or represented members. However, the amendment about the objective(s) in view of which the association was constituted, can only be adopted with a majority of four fifths of the votes of the attending or represented members.

#### Paragraph 3.

If two thirds of the members are not attending or represented at the first meeting, it can reconvene a second meeting which will be able to effectually deliberate, regardless of the number of members attending or represented, and adopt the amendments at the majorities as indicated in subparagraph 2 or subparagraph 3. The second meeting can only convene less than fifteen days after the first meeting.

#### Paragraph 4.

The amendments to article 3 (mission) of the statutes will only take effect after approval by royal decree. Any other amendment of the statutes of the Centre will take effect only after approval of the Minister of Justice or of his representative and in conformity with the requirements of publicity prescribed by the law of June twenty seventh, nineteen hundred and twenty one, as amended.

### **Article 21. Dissolution**

#### Paragraph 1.

The General Assembly can only effectually deliberate on a winding-up proposal if two thirds of the members, having deliberating votes, are present or represented.

#### Paragraph 2.

The Centre can only be dissolved by decision of the General Assembly made with a majority of three quarters of the attending or represented members.

#### Paragraph 3.

However, if the General Assembly do not have the two thirds of the working members of the association present or represented, a new meeting will be called, not before fifteen days, within the fifteen days following the first meeting, which will rule permanently and effectually on the proposal, with a two thirds majority of the votes, regardless of the number of members attending or represented.

#### Paragraph 4.

In case of dissolution, the Assembly will appoint a liquidator and will determine his powers.

#### Paragraph 5.

The eventual net assets after liquidation will be assigned to a not for profit artificial person of private or public law pursuing a similar object and relevant to help to development. The decision will be made by the Minister of the Cooperation to Development.

### **Chapter VII – Miscellaneous**

### **Article 22. Internal regulations**

The Board of Directors will adopt internal regulations compatible with the dispositions of the present statutes in order to ensure a harmonious management and administration of the Centre.

### **Article 23. Conventions**

Conventions of cooperation are concluded with the DGCD/DGOS and the RMCA. In addition, later, the Centre will be able to conclude any other convention of collaboration it will deem necessary.

### **Article 24. Application of legal dispositions**

Everything not covered by these statutes will be settled in accordance with the dispositions of title III of the law of June twenty seventh one nineteen hundred and twenty one, as amended.

### **Article 25. Address for service**

For the execution of the statutes, any member residing abroad, any manager, liquidator, designates as an address of service the headquarters where all communications, summons, assignments, notifications can be served.

### **Article 26. Costs**

All present declare that the amount of costs, expenses, remunerations or charges in any form that are incumbent on the Centre or that are charged to it for its constitution total approximately one thousand two hundred and fifty euros (1.250,00€) with the exception of other costs associated with the translation of the acts.

### **Article 27. Authenticated document**

“The statutes are established by authenticated instrument in French and Dutch”.

## **TRANSITIONAL DISPOSITIONS**

### **A. GENERAL ASSEMBLY.**

All participants taking part in the General Assembly, declare to set the number of administrators to fourteen, to proceed with their appointment and to establish their remuneration and fees, the first annual general assembly, the closing of the first social year and the beginning of the association's activities.

Unanimously, the assembly decides:

#### **1- Administrators**

The number of the administrators is set at fourteen, and is called to these functions:

1) Mr DE DECKER Armand Julien Benoit, Ministre de la Coopération au Développement, residing in Uccle (1180 Brussels), avenue de la Ferme Rose, 4/9

2) Direction Générale de la Coopération au Développement (DGCD) located in Brussels, rue de Brederode,6.

represented by Mr Eddy Nierynck, residing Ryselstraat 152, 8200 Sint Michiels Brugge.

3) The BELGISCHE TECHNISCHE COOPERATIE, abbreviated as “BTC” located 1000 Brussels, Hoogstraat, 147.

Represented by, Mr MICHIELS Carl, president, residing à Meerbeek, Dorpstraat, 81.

4) The KONINKLIJK MUSEUM VOOR MIDDEN-AFRIKA, abbreviated as “KMMA” located 3080 Tervuren, Leuvensesteenweg, 13.

Represented by, Mr GRYSEELS Guido, director, residing Rotselarelaan, 59, Tervuren.

5) The INSTITUUT ROYAL DES RELATIONS INTERNATIONALES, abbreviated as “IRRI” ayant son siège à 1000 Brussels, rue de Namur, 69.

Represented by par son directeur, Mr VLASSENROOT Koen, represented by Mr Hans Hoebeke, residing Gent, Recolettenlei, 2.

6) The VLAAMSE INTERUNIVERSITAIRE RAAD, abbreviated as “VLIR” located 1050 Brussels, Bolwerksquare, 1A.

Represented by Mr REYNTJENS Filip, board member, residing Keizerstraat,84, 2000 Antwerpen.

7) The CONSEIL INTERUNIVERSITAIRE DE LA COMMUNAUTE FRANCAISE DE BELGIQUE, abbreviated as “CIUF” located 1000 Brussels, rue de Namur,72/74.

Represented by Mr VANDEUR Marc, managing director represented by Mr Philippe Hennart, residing rue de Limoges, 1, 1490 Court Saint Etienne.

8) The CHAMBRE DE COMMERCE, D'INDUSTRIE ET D'AGRICULTURE BELGIQUE-LUXEMBOURG-AFRIQUE-CARAIBES PACIFIQUES” abbreviated as “CBL-ACP” located 1000 Brussels, avenue Marnix, 30.

Represented by Baron de GERLACHE de GOMERY Bernard, president, residing 25, avenue de la Faisanderie, Woluwé-Saint-Pierre.

9) The CENTRE NATIONAL DE COOPERATION AU DEVELOPPEMENT, abbreviated as “CNCD” located 1000 Brussels, Quai du Commerce, 9.

Represented by Mr Lhassaini Fouad, president, residing Rue des Meurisiers, 69, 1170 Watermael Boitsfort.

10) The FEDERATION MULTISECTORIELLE DE L'INDUSTRIE TECHNOLOGIQUE, abbreviated as “AGORIA” located 1030 Brussels, Boulevard Auguste Reyers, 80.

Represented by, Mr SMIT Jean-Pierre, assistant director, residing rue de la Bergerette, 3, 1170 Watermael Boitsfort.



11) The BELEIDSCEL WETENSCHAPSBELEID KABINET VAN MINISTER MARC VERWILGHEN, located 1000 Brussels, rue Brederode, 9

Represented by Madame van den BERGH Bénédicte, advisor, residing avenue de Broqueville, 277, 1200 Brussels.

12) The FEDERATION DES ENTREPRISES DE BELGIQUE, abbreviated as "FEB" located 1000 Brussels, rue Ravenstein, 4, represented by Mr SMIT Jean-Pierre, above mentioned

13) 11.11.11. KOEPEL VAN DE VLAAMSE NOORD-ZUIDBEWEGING, located 1060 Brussels, rue de la Linière, 11.

Represented by, Mr COTTENIE Johan, director, residing Oude Nethensebaan 33/9, 3051 Sint Joris Weert

14) The CONSEIL DES COMMUNAUTES AFRICAINES EN EUROPE/BELGIQUE, abbreviated as "CCAEB" located 1050 Brussels, chaussée de Wavre, 78.

Represented by Mrs MONKASSA Suzanne, president, residing à Stationstraat, 51, 1601 Ruisbroeck.

The mandate of administrators so appointed will end immediately after the annual general assembly of two thousand and nine.

The mandate of the administrators so appointed is free of charge.

**2- First annual general assembly.**

The first annual general assembly is set for the month of February 2008.

**3- Closing of the first social year.**

The first social year begun on this day will close on December thirty first, two thousand and seven.

**4- Beginning of the activities of the society**

is set starting on the date of the royal decree of acceptance.

**5- Take over of obligations**

**a) Take over of obligations contracted in the name of the association in formation before the execution of the statutes.**

All commitments, as well as the resulting obligations, and all activities undertaken since the signing of the Royal Decree of recognition, for the founders, abovementioned, in the name and for the account of the association in formation are taken over by the society presently constituted.

According to article 50§2 of the law of June twenty seventh, nineteen hundred and twenty one, the appearing declare on the occasion of the constitution of the association, that said association will take back and ratify all the rights and instruments in the name of the association in formation but under suspensory condition that it acquires legal personality.

b) Take over of obligations taken in the name of the association in formation during the transitional period (between the execution of the deed of association and the acquisition of the legal personality).

The necessary or useful operations for the realisation of the social object taken on the account of the association in formation and the obligations resulting therein will be deemed to have been subscribed from inception by the association herein constituted.

This take over will be effective only under the double suspensory condition of the realisation of said obligations and the acquisition of the legal personality.

**B. BOARD OF DIRECTORS.**

The Board of Directors being constituted, it declares to effectually meet and proceed with the following appointments:

Unanimously, the board decides to call to the functions of:

**President:** Mr DE CROO Herman, President of the House of Representatives, residing 9660 BRAKEL, Lepelstraat,57.

**Vice-président:** Mr DE DECKER Armand, Ministre de la Coopération au Développement, residing Uccle (1180 BRUSSELS), avenue de la Ferme Rose, 4/9

Whereof instrument executed.

And after having had the foregoing read aloud to us, we have signed the present instrument.

Notary.

Signatures follow

Twenty four sheets, twenty two handwritten notes registered  
3<sup>rd</sup> Registration Office in Brussels  
Twelve Decembre 2006.  
Volume 46, folio.45, section 16  
Received: twenty five euros (25,-€)  
Principal Inspector, (signed) I. Stassart