

**DEED OF INCORPORATION
OF THE**

**International Non-Profit
Organization**

OpenWIS Association

“OpenWIS Association”

International Non-Profit Organization
Ringlaan 3, Avenue Circulaire B-1180
Brussels, Belgium

**FORMATION- ARTICLES OF ASSOCIATION -
APPOINTMENTS**

THE YEAR TWO THOUSAND AND FIFTEEN
ON THE TWENTY THIRD OF AUGUST

HAVE APPEARED:

1. **Météo-France**, whose principal place of business is situated at 73, avenue de Paris, F-94165 Saint-Mande, France; and
2. **Meteo France International**, whose principal place of business is situated at Park Avenue, 9, rue Michel Labrousse, F-31100 Toulouse, France; and
3. **The Met Office**, for and on behalf of the Secretary of State for Business, Innovation and Skills of the United Kingdom of Great Britain and Northern Ireland, whose principal place of business is situated at FitzRoy Road, Exeter, Devon EX1 3PB, United Kingdom; and
4. The Commonwealth of Australia, represented by the **Bureau of Meteorology** ABN 92 637 533 532, whose principal place of business is situated at 700 Collins Street, Docklands, Victoria, Australia; and
5. **Korea Meteorological Administration**, whose principal place of business is situated at 61 16-Gil Yeouidaebang-ro Dongjak-Gu, Seoul, 156-720, Republic of Korea.

Representation

The appearing parties mentioned sub 1, 2, 3, 4, and 5 are here validly represented by Mr. DELL'ACQUA Mattéo, pursuant to powers of attorney which shall remain attached to this deed

The parties appearing, represented as aforementioned, hereinafter referred to individually as “Party” and collectively as “Parties”, have asked me, the undersigned civil-law notary, to establish, by authentic deed, the formation and the Articles of Association of the International Non-Profit Organization mentioned hereafter, which they declare to have established as follows:

PREAMBLE

WHEREAS, Regional Association VI of the World Meteorological Organisation (“WMO”), as a step towards the establishment of the new WMO Information System (“WIS”), has created a project for the development of a prototype Global Information System Centre (“GISC”);

WHEREAS, the Parties agreed in 2009 to join their efforts to develop a software solution (“OpenWIS”), which shall permit Meteorological centres to connect to the WIS;

WHEREAS, in 2011, the Parties agreed in principle to create the OpenWIS Association in order to maintain, further develop and licence the OpenWIS® software. Such Association was introduced to WMO during WMO Congress under the name of “OpenWIS Consortium”;

WHEREAS, on 7th February 2013, the Parties resolved that the OpenWIS Association should take legal form and that each Party should take an equal share in the OpenWIS Association, in order to strengthen and further the development and achievements of the association;

WHEREAS, the Parties entered into a Memorandum of Understanding on 20th December 2013 with a view to providing a regulatory framework for the co-ordination of projects, administration of subscriptions from members, the planning and conduct of meetings, formation and regulation of subsidiary bodies and committees, and accountability of the use of resources;

WHEREAS, the Parties have been exploring the establishment of the OpenWIS Association as a body with legal personality separate from its members with a view to increasing its efficiency, improving its representation of members' views, and establishing the capacity to present project proposals and to sign contracts or agreements in its own name with third parties to advance the collective objectives of its members;

NOW, THEREFORE, the undersigned have agreed to establish an International Non-Profit Organization governed by the laws of Belgium, particularly Title III of the Act of 27 June 1921 on non-profit organizations, foundations and international non-profit organizations (hereinafter, the "**Act**"), and by the present Articles of Association.

ARTICLES OF ASSOCIATION

ARTICLE 1

Name

1. The organization's name is "OpenWIS Association" (hereinafter, the "Organization"). The Organization is incorporated as an International Non-profit Organization (*Association Internationale Sans But Lucratif* or abbreviated *AISBL*) in accordance with the Belgian Act of 27 June 1921 on the non-profit organizations, the international non-profit organizations and the foundations, as amended from time to time, first published in the Belgian State Gazette of 1 July 1921 (the "**Act**").
2. All instruments, invoices, announcements, publications and other documents (including electronic communication) produced by the Organization shall mention the name of the Organization and this name shall always be preceded or followed by the words "Association Internationale Sans But Lucratif" or the abbreviation "AISBL" and indicate the registered office of the Organization.

ARTICLE 2

Purpose

1. The Organization, which does not seek financial gain, aims to work in the collective interest of its Members and Partners (as defined respectively in ARTICLE 4 and ARTICLE 9) to facilitate collaboration on the development, promotion and sharing of open source software for the exchange of global meteorological information.
2. More specifically the purpose of the Organization is:
 - (i) Coordinating, managing and undertaking development of software for the exchange of global meteorological information by the Organization's Members, Partners, and any other interested persons;
 - (ii) Licensing and promoting of software for the exchange of global meteorological information;
 - (iii) Fostering cooperation and coordination within the meteorological community on the exchange of global meteorological information;

- (iv) Collection of membership, subscription and other fees from Members and Partners for application towards the objectives set out above.
3. To achieve that purpose, the Organization shall also represent its Members, collectively, vis-à-vis the appropriate third parties, including public authorities or public bodies such as the relevant institutions of the European Union (including, but not limited to, the European Commission) and the World Meteorological Organization. Within its mission, the Organization shall, *inter alia*, act as an interface between its Members, Partners and other third parties to enable in areas of collective interest of the Members and Partners (i) enhancement of coordination and co-operation among the Members and Partners; (ii) management of open source software development; (iii) participation in calls for proposals in respect of externally funded projects; and (iv) the signing of agreements or contracts with relevant third parties.
 4. The Organization can also take any interest in a legal entity if this would further the achievement of the abovementioned non-profit objectives.
 5. The Organization may carry out all activities, both in Belgium and abroad, which directly or indirectly further or promote the achievement of the abovementioned non-profit objectives, including secondary commercial and profitable activities within the boundaries of what is legally accepted and of which the profits shall always be fully reserved for the realization of the non-profit objectives.

ARTICLE 3

Registered Office

1. The registered office of the Organization is established at Ringlaan 3, Avenue Circulaire, B-1180, Brussels, Belgium.
2. The Board may decide to transfer the registered office to any other location in Belgium in accordance with the applicable legislation. This decision constitutes an amendment to the Articles of Association. The Board shall publish any change to the address of the Organization's registered office in the Annexes to the *Belgian State Gazette*.
3. The Board is also authorized to set up administrative offices and branches both in Belgium and abroad.

4. The registered office of the Organization shall be clearly mentioned on all documents produced by the Organization.

ARTICLE 4

Members

1. The Organization is composed of its signatory members and members that are subsequently admitted (together the "**Members**").
2. All the Organization's Members fall within the same, single category of members and will have equal rights and obligations, as further specified herein.
3. By the mere fact of their membership, the Organization's Members shall abide by the Articles of Association, the internal rules that will be adopted by the Board and amended from time to time thereafter ("**Internal Rules**") and decisions taken by the Board and Steering Committee.

ARTICLE 5

Internal Rules

1. The Board will prepare and amend, from time to time, the Internal Rules of the Organization. Internal Rules may govern such matters as:
 - (i) Membership fees, subscriptions, and contributions payable to the Organization;
 - (ii) Guidelines for the admission of any person or organization as a Member or Partner of the Organization;
 - (iii) Rights and privileges to be granted to any category of Partner;
 - (iv) Any other matter which the Board, by decision, deems appropriate.

ARTICLE 6

Admission of New Members

1. The Board may receive applications from new organisations wishing to be admitted as Members of the Association. Such applications may be dealt with as an item of business at either an Annual Meeting or an Extraordinary Meeting.

2. Candidates for admission as a Member of the Association must fall within one of the following categories:
 - National Meteorological Services recognised by the World Meteorological Organization;
 - Government Organisations which hold a mandate or authority to carry out weather and climate research and services;
 - Other Public Organisations which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association; or
 - Other Non-Profit Organisations (including Non-Governmental Organisations) which, in the opinion of the Board, are constituted for a purpose which is compatible with the purpose and objectives of the Association.
3. Applications for admission as a Member should be made in writing and addressed to the Chairperson of the Board.
4. The application should set out the candidate's name, its tasks, activities, corporate purpose and legal status, provide details of its interests in the field of meteorology and briefly set out why it wishes to become a Member of the Association and how it might contribute to the realisation of the Association's objectives.
5. New Members may only be admitted by unanimous decision of the Board.

ARTICLE 7

Resignation of a Member

1. A Member may decide to leave the Organization. Notification shall be made in writing to the Chairperson of the Board, as defined in ARTICLE 12 below, at least six months prior to 31 December of the relevant year. That Member's departure shall take effect at 1 January of the following year.
2. In the case of one or more Members leaving the Organization, the Organization shall continue with the remaining Members. The Organization should have at least two Members. In the event that only one Member remains, the remaining Member will take the necessary steps to have a second Member admitted within forty-five days.

3. Any Member who, through resignation, ceases to belong to the Organization, shall not be entitled to any share of the Organization's funds and may not claim a refund of membership dues previously paid.

ARTICLE 8

Exclusion of a Member

1. In the event of a Member putting the Organization's activities at risk by not meeting its obligations or commitments vis-à-vis the Organization, included but not limited to any payment obligations, the Board may decide the exclusion of that Member, whereby such Member shall not be taken into account for presence or approval quorum.
2. Any Member who, through exclusion, ceases to belong to the Organization, shall not be entitled to any share of the Organization's funds and may not claim a refund of membership dues previously paid.
3. Any Member who is excluded from the Organization may subsequently apply for readmission. Such application shall be governed by the same criteria set out in ARTICLE 6, except that a candidate member who has previously been excluded from the Organization must make good any financial default to the Organization before the Board may consider its application.

ARTICLE 9

Organizational Partners and Relationship with Other Third Parties

1. For the realisation of its purpose, the Organization shall offer the opportunity for people and organizations who are not Members to participate in the development of the OpenWIS® Software. Such persons and organizations shall be known as "Partners".
2. Partners shall be categorised as:
 - (i) Strategic Partners; or
 - (ii) Associate Partners.
3. Strategic Partners and Associate Partners may only be granted such status by decision of the Board on recommendation of the Steering Committee (as defined in ARTICLE 13).

4. No person shall become a Strategic Partner or Associate Partner until they have signed an appropriate written contract and paid the appropriate subscription or contribution in the amount and manner provided for in the Internal Rules.
5. The rights and privileges of Strategic Partners and Associate Partners shall be set out in the Internal Rules, which may be amended by decision of the Board from time to time.
6. Rules regarding use of the software shall be determined by the Open Source licence approved by the Organization from time to time.
7. Persons or organizations wishing to contribute code to OpenWIS® must sign a Contributor Licence Agreement in a form to be agreed by the Steering Committee and must comply with all relevant policies approved by the Steering Committee.
8. The Organization shall be entitled, subject to unanimous confirmation by the Board that doing so furthers the objectives of the Organization, to participate in consortia with Members, Partners and/or third parties, or otherwise to cooperate with Members, Partners and/or third parties, in the context of calls for proposals in respect of externally funded projects.

ARTICLE 10

Membership Contributions, Subscriptions, Fees and Additional Finance

1. The running costs of the Organization shall be met by way of membership fees, subscriptions and contributions in the amount and manner provided for in the Internal Rules. Different fees, subscriptions and contributions may apply in respect of Members, Strategic Partners, and Associate Partners.
2. Should the Steering Committee identify that the Organization requires additional finance beyond that generated through membership fees, subscriptions and contributions, the matter shall first be discussed by the Steering Committee. In accordance with ARTICLE 13, the Steering Committee should then recommend that the Organization seek such additional finance on the basis of equal contributions by the Members and Strategic Partners. In addition, the Steering Committee may recommend that additional contributions (in money or in kind) be sought from the Associate Partners on a voluntary

basis. Acting on such recommendations, the requirement for additional finance shall be: (i) voted upon by the Board; and (ii) granted to the Organization on the basis of equal contributions from the Members and Strategic Partners, with such additional voluntary contributions (in money or in kind) from the Associate Partners as may have been recommended by the Steering Committee.

3. Where there has been no financial recommendation from the Steering Committee, and particularly where the Board has identified the need for additional finance without the matter being discussed by the Steering Committee, the requirement for additional finance shall be: (i) voted upon by the Board; and (ii) granted to the Organization on the basis of equal contributions from the Members exclusively.

ARTICLE 11

Management Structure

1. The responsible bodies of the Organization shall be the Board of Directors ("**Board**") and the Managing Directors of the Organization ("**Managing Directors**").
2. In compliance with the Act, the Board act as the General Governing Body of the Organization.
3. In compliance with the Act, the day-to-day activities of the Organization shall be managed by the Managing Directors. The Managing Directors shall be fully empowered to govern and manage the Organization, save for those powers reserved for the Board.
4. The Organization shall also establish a Steering Committee and a Technical Committee.
5. The Steering Committee shall support the work of the Board on strategic matters.
6. The Technical Committee shall advise the Steering Committee and the Board on technical matters relating to the development and management of the OpenWIS® Software.

ARTICLE 12

Board

1. Each Member shall be represented on the Board by one representative of its own choosing ("**Representative**").
2. The Board shall have the exclusive right to decide upon any of the following matters:
 - (i) The admission of any person as a Member of the Organization;
 - (ii) Altering the name of the Organization;
 - (iii) Altering these Articles of Association, any Internal Rules of the Organization, or any other constitutional document of the Organization;
 - (iv) Granting any person status as an OpenWIS® Partner;
 - (v) Agreeing the terms on which the OpenWIS® software shall be licensed;
 - (vi) All matters relating to the finances of the Organization.
3. The Organization shall in each calendar year hold at least one Board Meeting (the "**Annual Meeting**") in addition to any other Board Meetings in that year ("**Extraordinary Meeting**") and shall specify the meeting as such in the notices calling it. The Annual Meeting shall be held at such place as the Board may decide before the month of July, in accordance with the Internal Rules. An Annual Meeting must always be held at such a time as will allow the annual accounts of the Organization to be prepared and approved in a timely manner in accordance with Belgian law.
4. Major items of policy shall be discussed and decided at the Annual Meeting, including the establishment of projects, formation of subsidiary bodies, and review of work, with guidance for the Steering Committee and Technical Committee for the coming year. If useful or necessary, such items can also be discussed in an Extraordinary Meeting.
5. The Annual Meeting shall receive reports and recommendations from the Steering Committee. The annual accounts of the previous financial year as well as the budget for the following year shall be submitted for approval to the Annual Meeting. The membership fees, subscriptions and contributions shall be fixed by the Annual Meeting. If the Annual Meeting fails to approve the amount of the membership fees, subscriptions and contributions, the amounts from the previous year shall remain in force.
6. The Annual Meeting shall appoint, when required, a Chairperson, a Vice-Chairperson and a Treasurer of the Organization (respectively, the "**Chairperson**", the "**Vice-Chairperson**" and the "**Treasurer**" and collectively the "**Managing Directors**") for two years, eligible for re-election for two years. The Chairperson and Vice-Chairperson shall

be selected from amongst the Representatives. The Chairperson, the Vice-Chairperson and the Treasurer shall be appointed by a simple majority of those Representatives present and voting.

7. The Organization shall always have three (3) Managing Directors, comprising a Chairperson, Vice-Chairperson and Treasurer. If a Managing Director has resigned or is dismissed and a new Managing Director needs to be appointed, the new Managing Director shall be appointed by resolution of the Board in an Annual Meeting or Extraordinary Meeting. If a Managing Director needs to be appointed in place of a Managing Director who has resigned or been dismissed, such new Managing Director shall be appointed for the remainder of the term of office of the Managing Director who resigned or was dismissed. The replacement Managing Director shall be appointed by a simple majority of those Representatives present and voting at the Annual Meeting or Extraordinary Meeting at which the replacement is put forward for election. A replacement Chairperson and/or Vice-Chairperson shall be selected from amongst the Representatives.
8. Any Managing Director may resign his or her office prior to the expiry of his or her term by giving written notice to the Board. However, such Managing Director shall remain in office until his or her replacement has been appointed
9. Any Member may call an Extraordinary Meeting. The date of such meeting should be decided within three (3) weeks of receipt of the request.
10. A Board Meeting called for the passing of any resolution shall be called by at least thirty-one days' notice. An Extraordinary Meeting may be called by shorter notice if all the Members agree. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual Meeting, shall specify the meeting as such.
11. Except where these Articles of Association expressly require any matter to be decided unanimously, or by a simple majority, motions raised at a Board Meeting shall be carried by a three-quarters majority. Each Member has one vote.
12. The admission of a new Member to the Organization shall be a matter that requires a unanimous decision of all the Representatives present.

13. The exclusion of a Member from the Organization shall be a matter that requires the unanimous decision of all the Representatives except the Representative of the Member whom it is sought to exclude.
14. The dismissal or removal from office of a Managing Director shall be a matter that requires the unanimous decision of all Representatives except the Representative whom it is sought to dismiss or remove (in the case of a decision to dismiss or remove the Chairperson or Vice-Chairperson), or except the Representative of any Member linked to the Treasurer in case of a decision to dismiss or remove the Treasurer. In addition, any Member may request the dismissal of a Managing Director in court, in which case the court shall decide whether there are any severe grounds to dismiss the Managing Director in question. If the court finds that there are such grounds, the Managing Director in question shall be dismissed only after delivery of a court order.
15. A Representative may represent up to one (1) other Member, besides the Member which appointed him or her, at a Board Meeting. A written proxy, signed by the Member giving the proxy, shall be required for that purpose. The represented Member(s) shall then be considered as present.
16. A meeting of the Board shall be quorate if at least three-quarters of the Members are present. Representatives may be assisted by advisers at meetings of the Board.
17. The Board in Annual Meeting or Extraordinary Meeting shall from time to time make and adopt, alter, supplement or repeal the Internal Rules as it shall deem appropriate for the proper conduct of the Organization.
18. Resolutions of the Annual Meeting and Extraordinary Meetings shall be recorded in writing and be open to all Members for inspection.
19. Third parties (including Partners) may ask to be informed about the resolutions of the Annual Meetings and Extraordinary Meetings. Their written request, giving reasons, should be sent to the Board, which is solely authorized to deal with the request.
20. The Organization is validly represented towards third parties or in justice by the Chairperson and/or the Vice-Chairperson or, if upon special mandate by the Board, by another person. Such decision to grant a special mandate, if any, shall be published in the Belgian State Gazette.

ARTICLE 13

Steering Committee

1. A Steering Committee shall be established. Each Member and Strategic Partner shall be represented on the Steering Committee by one delegate of its own choosing ("**Delegate**").
2. The Steering Committee shall hold the following competences:
 - (i) Responsibility for ensuring that the OpenWIS® system continues to meet the evolving needs of the WIS and WIS centre, operates efficiently, remains secure and conforms to relevant standards;
 - (ii) Adjudication on issues about requirements, design, implementation and standards where established procedures are unable to achieve an outcome in line with the objectives of the Organization;
 - (iii) Keeping under review whether there is a continuing needs for OpenWIS® and how this need can be tackled;
 - (iv) Deciding how and when new OpenWIS® versions are released;
 - (v) Deciding upon the membership and composition of the Technical Committee;
 - (vi) Deciding upon the creation or dissolution of other ad hoc committees as and when the need for such committees may arise;
 - (vii) Taking any decision (which is not a decision on matters reserved for the Board) that may be necessary for the efficient and effective running of the Organization
3. In addition, the Steering Committee may make recommendations to the Board concerning:
 - (i) The admission of any person as a Member of the Organization;
 - (ii) All matters relating to the finances of the Organization.
4. The Board may accept or reject any recommendation of the Steering Committee in its absolute discretion.
5. The chairperson ("**SC Chair**") and vice-Chairperson ("**SC Vice-Chair**") of the Steering Committee shall be elected from amongst the Delegates on a simple majority by a vote of the Steering Committee. Each Delegate shall have one vote.
6. The SC Chair and SC Vice-Chair shall serve a twelve month term and shall be eligible for re-election at the end of the term. There shall be a limit of four consecutive years on

the term that an SC Chair or SC Vice-Chair may serve. An SC-Chair or SC Vice-Chair who ceases to be Delegate shall resign as SC Chair or SC Vice-Chair and a new election, following the rules in ARTICLE 13.5 shall ensue.

7. The SC Chair and/or SC Vice-Chair may resign their office(s) prior to the expiry of their term(s) by giving written notice to the Board. However, such SC Chair and/or SC Vice-Chair shall remain in office until their replacement(s) have been appointed. A replacement SC Chair and/or SC Vice-Chair shall be appointed through a new election, following the rules in ARTICLE 13.5.
8. A Delegate may represent up to one (1) other Member or Strategic Partner, besides the Member or Strategic Partner which appointed him or her, at a meeting of the Steering Committee. A written proxy, signed by the Member or Strategic Partner giving the proxy, shall be required for that purpose. The represented Member(s) and/or Strategic Partner(s) shall then be considered as present.
9. A meeting of the Steering Committee shall be quorate if at least three-quarters of the Members and Strategic Partners are together present. Delegates may be assisted by advisers at meetings of the Steering Committee.
10. Except where these Articles of Association require any matter to be decided unanimously, decisions and recommendations of the Steering Committee shall be made by simple majority of those Delegates present. Each Delegate shall have one vote.
11. The dismissal or removal from office of an SC Chair or SC Vice-Chair shall be a matter that requires the unanimous decision of all Delegates except the Delegate whom it is sought to dismiss or remove from the office of SC Chair or SC Vice-Chair.
12. The dismissal or removal from office of a TC Chair or TC Vice-Chair shall be a matter that requires the unanimous decision of all Delegates except any Delegate linked to the TC Chair or TC Vice-Chair whom it is sought to dismiss or remove from office.
13. Associate Partners may attend Steering Committee meetings as observers. WMO representatives may attend Steering Committee meetings as observers to represent the interests of OpenWIS users. Observers may contribute to discussions but have no formal role in making decisions.

ARTICLE 14

Technical Committee

1. A Technical Committee shall be established in order to:
 - (i) run and manage OpenWIS® software development projects;
 - (ii) collect OpenWIS® software requirements;
 - (iii) manage Contributor Licence Agreements from software developers;
 - (iv) communicate with individual developers;
 - (v) make any other technical decisions that may be necessary to the efficient and effective running of the OpenWIS® project; and
 - (vi) advise the Steering Committee on the above matters.

The Technical Committee shall comprise:

- (i) A chairperson (“**TC Chair**”)
 - (ii) A vice-chairperson (“**TC Vice-Chair**”)
 - (iii) Such other persons as may be nominated by the Steering Committee or the TC Chair from time to time.
2. Any person qualified by training, skills and/or experience (in the opinion of Steering Committee or the TC Chair) shall be eligible to serve on the Technical Committee
3. The TC Chair and TC Vice-Chair shall be elected by a vote of the Steering Committee.
4. The TC Chair and the TC Vice-Chair shall serve twelve month terms and shall be eligible for re-election at the end of their terms. There shall be a limit of four consecutive years on the terms that the TC Chair and TC Vice-Chair may serve.
5. The TC Chair and/or TC Vice-Chair may resign their office(s) prior to the expiry of their term(s) by giving written notice to the Board. However, such TC Chair and/or TC Vice-Chair shall remain in office until their replacement(s) have been appointed.
6. Should the TC Chair or TC Vice-Chair resign or otherwise vacate their position at any point during their term, the Steering Committee shall elect a new TC Chair or TC Vice-Chair (as the case may be).
7. Recommendations of the Technical Committee shall be made by simple majority. Each member of the committee shall have one vote. The TC Chair shall have a casting vote.

8. The Steering Committee may accept or reject any recommendation of the Technical Committee in its absolute discretion.

ARTICLE 15

Financial year – Annual Accounts

1. The financial year of the Organization starts on 1 January and ends on 31 December of each year. The first financial year starts on the date of incorporation of the Organization and ends on 31 December 2015.
2. The Board shall prepare the annual accounts of the Organization in accordance with the Act and implementing legislation (as amended from time to time). The annual accounts shall be presented to the Annual Meeting for approval within six months following the closing of the financial year and, to this end, must be communicated to the Members at least thirty days prior to the date of such meeting.
3. The Board may appoint one or several auditors to audit the financial position of the Organization and its accounts. The selection shall be made outside of the Members. The mandate of the auditor(s) is for one year and can be renewed by the Board. The auditor(s) shall report annually to the Board.
4. If at any time the Organization would be required pursuant to applicable law to appoint a statutory auditor, a statutory auditor (commissaire) shall be appointed by the Board for a renewable term of three years among the members of the (Belgian) Institute of Statutory Auditors (l'Institut belge des réviseurs d'entreprises). If a statutory auditor is so appointed, the preceding subclause 3 shall cease to apply. The auditor(s) shall report annually to the Board.

ARTICLE 16

Disputes

1. In case of a dispute between Members or groups of Members, maximum efforts shall be made to solve it amicably.
2. If the dispute cannot be settled amicably, the parties to the dispute may decide, by unanimous agreement in writing, to refer their dispute to a mediation procedure.

3. From the date of the agreement to mediate, the parties must co-operate to select an appropriate mediator within two months. The Chairperson of the Board appoints the mediator in case it has not been designated by the relevant parties in due time. The cost of the mediation procedure shall be borne equally by the parties to the dispute.
4. If the dispute cannot be settled through mediation, or any party to the dispute refuses to mediate, then any party to the dispute may seek relief before the competent court.

ARTICLE 17

Entry into force

1. After the date on which the present deed of incorporation, including these Articles of Association, is signed by all founding Members, the present deed, these Articles of Association, and all other documents required by law and by the practice of the Federal Public Service of Justice, shall without delay be deposited with the Federal Public Service of Justice for the granting of legal personality to the Organization by Royal Decree, pursuant to which the Organization shall be deemed incorporated.
2. These Articles of Association enter into force on the date of the Royal Decree granting legal personality.

ARTICLE 18

Duration

1. The Organization is established for indefinite duration.
2. The dissolution of a legal person that is a Member of the Organization shall not lead to the dissolution of the Organization, unless otherwise decided by the Board with unanimity of votes cast of all other Members.
3. The Board may decide to dissolve and liquidate the Organization with unanimity of votes cast of all Members. In such a case, the Board Meeting shall decide on the appropriate arrangements in accordance with applicable law. After the decision to dissolve the Organization, the Organization should indicate on all documents prepared and sent by it that it is "in liquidation".

4. The Board shall appoint liquidators, establish their powers and decide how to allocate the liquidation surplus, which shall be transferred to another association having a purpose that corresponds to the aims of the Organization or, in the absence thereof, to another non-profit purpose.

ARTICLE 19

Language

1. The official language of the Organization for Belgian legal purposes is French. English is the working language. All documents of the Organization which are prescribed by law must be drafted in the French language.
2. The original text of these Articles of Association has been drawn up in French. An English translation shall be available. In the event that differences occur between the English language translation and the original French language document, the latter shall prevail.

ARTICLE 20

Amendment

1. Any amendment to these Articles of Association shall be in writing and shall require unanimous consent of all Members at a Board Meeting.
2. Amendment of the purpose and the activities of the Organization shall only be effective after approval by a Royal Decree in accordance with article 50, §3 of the Act. Amendments to the powers, the procedure of convocation and the decision-making of the Board, the conditions on which the members are informed of its decisions, the conditions for making amendments to the Articles of Association, the dissolution and liquidation of the Organization and the allocation of the assets of the Organization, must be executed before a Belgian notary in accordance with article 50, §3 of the Act.

ARTICLE 21

Limited liability

1. The Organization is a legal entity with its proper assets and liabilities, separate from those of its Members, that may be employed and contracted solely for the achievement of the purpose of the Organization as defined in these Articles of Association.
2. No Member may lay claim on the assets of the Organization, nor will any Member be held personally liable for the liabilities contracted by or action brought against the Organization.

ARTICLE 22

Competent Court

1. The courts of the judicial district in which the Organization's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the Organization, its Members, Managing Directors, officers, statutory auditors and liquidators concerning the Organization's activities and the execution of these Articles of Association.

ARTICLE 23

Final disposition

1. Everything that is not regulated by the present Articles of Association will be subject to the dispositions of Chapter III of the Act.

RESOLUTIONS OF THE APPEARING PARTIES

EXTRAORDINARY MEETING

APPOINTMENT OF THE BOARD

The Articles of Association being established as mentioned hereabove, an Extraordinary Meeting has been convened immediately, which has decided to appoint five (5) Representatives of the Board, namely:

- Mr. DELL'ACQUA Matteo, born in Rouen November 20, nineteen seventy, residing in 31057 Toulouse (France), 42 Coriolis Avenue
- Mr. Patrick Benichou, born in Oran March 28, nineteen seventy, residing in 31100 Toulouse (France), Park Avenue, 9 rue Michel Labrousse
- Mr. TANDY Jeremy, born in Sidcup April 21, nineteen hundred and seventy-four, residing Devon EX1 3PB (United Kingdom), FitzRoy Road, Exeter
- Mr. QU Weiqing, born in Xining (China) October 26 thousand nine hundred sixty-two residing in Docklands, Victoria 3008 (Australia), 700 Collins Street
- Mr. LEE Si Ryong, born 5 August nineteen seventy in South Korea, residing in Seoul 07062 (Korea), 61 16-Gil Yeoeuidaebang-Ro Dongjak-Gu

APPOINTMENT OF MANAGING DIRECTORS

Upon unanimous vote of the Board, the Managing Directors were appointed, namely:

- Chairperson: Mr. DELL'ACQUA Matteo
- Vice-Chairperson: Mr. TANDY Jeremy
- Treasurer: Mrs. Emma Edwards, born in Stevenage July 31 thousand nine hundred eighty-seven, residing in Devon EX1 3PB (United Kingdom), FitzRoy Road, Exeter

According to Article 12.6 of these Articles of Association, their term will last for two (2) years and will expire immediately after the ordinary general meeting of two thousand and seventeen.

POWER OF ATTORNEY

To give a power of attorney, in the name and on behalf of the undersigned, to [persons] and/or any other lawyer of the law firm of [firm], located at [address], to notary [persons], with offices at [address], as well as to the « guichet d'entreprises » of the chamber of commerce, each acting individually and with the power to sub-delegate his/her authority, in order to proceed with any formality generally necessary or useful in relation to the formation of the Organization and to the request for legal personality, including the power to sign and file the request for the legal personality with the Ministry of Justice, the registration of the Organization with the [Bank], to file any document with the competent clerk's office and to proceed with any formalities relating to the publication in the Annexes of the Belgian State Gazette as well as any other necessary or useful formality.

AS WITNESS THE HANDS OF THE PARTIES.

Done and passed at [place]

Date as mentioned above.

After lecture, the parties have signed with Us, Notary public.