

BRUSSELS CHILDBIRTH TRUST STATUTES

TITLE I – NAME, REGISTERED OFFICE

Article 1: Name

The name of the non-profit association is: “Brussels Childbirth Trust”, for short “BCT”.

The founders of the association are:

1. Mrs. Kelleher Ailsa Margaret, domiciled at 1332 Genval, Rue du Gros Tienne 100A.
2. Mrs. Driesen Louisa Jane, domiciled at South Africa, 29231 Cluster, Maytime Centre, Charles Way, 3610 Kloof.
3. Mrs. Smith Sara Nicole, domiciled at 3090 Overijse, Belgiëlaan 24.
4. Mrs. Vandesande Carol Ann, initially domiciled at 1150 Sint-Pieters-Woluwe, Ketelbergstraat 13 Apt 1.

Article 2: Registered Office

The registered office is in the judicial district of Brussels. This could be transferred to any other location in Belgium by the decision of the General Meeting (GM).

Any change in the registered office must be deposited in the association’s file kept at the clerk’s office of the Commercial Court and published in the annexes of the Belgisch Staatsblad (Moniteur Belge), in accordance with applicable law.

TITLE II – OBJECTIVES, DURATION

Article 3: Objectives

The objectives of the association are:

To provide help and support in English to families in and around Brussels during the early years of parenthood and beyond.

In order to do this, the association undertakes the following activities:

1. Provide information on pregnancy, birth, early childhood and upbringing and/or organise corresponding classes.
2. Give information on breastfeeding and bottle-feeding.
3. Give general information and peer-to-peer support in the post-natal period and beyond.
4. Organise activities which allow families to get together to make friends and for mutual support.

The association can undertake all actions directly or indirectly related to its objectives, especially participating in activities which are similar or related to its objectives.

The association can undertake all actions related to its core activities, in particular renting/renting out, buying/selling property in order to establish premises.

The association can undertake all profit-making activities directly related to its objectives.

Article 4: Duration

The association has been founded for an indefinite period. It can be dissolved at any time.

TITLE III – MEMBERS

Article 5: Members

The number of members of the association is unlimited. The minimum number of ordinary members is four. Only the Membership Secretary has the authority to admit new members.

The association shall have three membership categories: ordinary members; general members; and affiliate members.

Any references in the present statutes to “member” or “members” are references to ordinary members, general members and affiliate members collectively.

Article 6: Acceptance

Anyone wishing to join as a member must submit their application by filling in the membership form (or, if that is not possible, by sending a written application via regular mail or via any other means of written communication (including e-mail) to the Membership Secretary). The Membership Secretary will decide on the membership application in a timeframe which he/she considers to be reasonable and without ever having to explain his/her decision.

Each new ordinary member has to sign the register of members. This signature constitutes unconditional agreement to the statutes of the association.

Article 7: Subscription

Members may be required to pay an annual subscription. The amount is set by the GM according to parameters stipulated in the internal rules. The maximum amount of subscription shall be EUR 300.

Article 8: Resignation

Ordinary, general or affiliate members can at any time withdraw from the association as long as their resignation is sent to the Membership Secretary via regular mail or via any other means of written communication (including e-mail). Members who have not paid their subscription within a month of a subscription renewal request being sent by ordinary post or e-mail are deemed to have resigned.

Article 9: Exclusion

Only the GM can exclude an ordinary member. The GM decides by secret ballot and by a two thirds majority of ordinary members present or represented, not counting blank votes, invalid votes and abstentions, and after having heard or summoned the ordinary member against whom this measure appears to be necessary. The decision of the GM regarding the exclusion of an ordinary member is final and does not have to be explained.

The exclusion of a general or affiliate member is decided by the Board of Directors with a simple majority of votes, not counting blank votes, invalid votes and abstentions. The decision of the Board of Directors regarding the exclusion of a general or affiliate member is final and does not have to be explained.

Members who have resigned or been excluded and the heirs or beneficiaries of deceased members have no claim to the assets of the association. They cannot demand or claim the production of accounts, the apposition of seals or inventory.

Article 10: Register of ordinary members

A register of surnames, names and addresses of the ordinary members of the association should be deposited at the clerk's office of the Commercial Court of the registered office.

This register must be updated by the Board of Directors, at the latest eight days after the decision of admission, resignation or exclusion of an ordinary member is known by the Board of Directors, mentioning in alphabetical order, the changes to the ordinary members.

TITLE IV – THE BOARD OF DIRECTORS

Article 11

The association is governed by a Board of Directors, consisting of a minimum of four and a maximum of fifteen directors. However, there shall always be at least one director less than the number of ordinary members. The directors must be ordinary members of the association.

The directors are appointed by the GM for a period of one year. They can be dismissed at any time by the GM. They can be re-appointed. Their appointments do not carry any remuneration.

The Board of Directors elects from amongst its directors a President, two Vice Presidents and a Treasurer. The Board of Directors may also elect from amongst its current or former directors an Advisor to the Executive Committee. The President, the two Vice Presidents and the Treasurer, as well as any such Advisor constitute the Executive Committee. The Board of Directors also elects from amongst its directors a Membership Secretary. The appointment, resignation and dismissal of a director, as well as the expiry or renewal of his/her term of office, must be deposited in the association's file kept at the clerk's office of the Commercial Court and published in the annexes of the Belgisch Staatsblad (Moniteur Belge), in accordance with applicable law.

Should a director post become vacant during the term of office, a new director may be appointed by the GM. This director then concludes the term of office of the director he/she replaces.

The directors are entitled to resign at any time by addressing, via regular mail or via any other means of written communication (including e-mail), their resignation to the Board of Directors. If the GM decides to replace them, they shall continue performing the duties of their office until the time their replacement has been provided for by the GM or could reasonably have been provided for.

Article 12: Authority

All powers necessary for achieving the association's purpose and for the administration and the management of the association are vested in the Board of Directors, with the exception of those powers specifically granted by law or by these statutes to other bodies of the association.

These powers include:

1. the conclusion of all purchase, sale and exchange of assets whether movable or immovable;
2. the conclusion of rental agreements, whatever their length, either as lessor or lessee, and of all other contracts, even amiable agreements, transactions, compromise and arbitration agreements;
3. the acceptance and refusal of subsidies and donations, the investment of funds, the undertaking of loans, the establishment of mortgages and of all real guarantees as well as the bringing of all lawsuits and the abandonment of all judicial rights and actions, the removal and authorisation to strike off, with or

without receipt, all inscriptions, transactions, seizures and oppositions.

The Board of Directors may assign certain tasks and functions that are under its authority to the President, whilst retaining responsibility.

The directors do not incur any personal liabilities relating to the commitments of the association. Their liability is limited to the fulfilment of their tasks and to the mistakes made in the context of their management. The Board of Directors writes the internal rules of the association referred to in Article 27 of the present statutes.

Article 13: Meetings

The Board of Directors meets by written notice via regular mail or via any other means of written communication (including e-mail) and under the chair of the President, or, in his/her absence, of one of the two Vice Presidents; the meetings occur whenever the interest of the association requires it or when two directors require it.

The meetings will take place at the place, date and time indicated in the notice.

The directors shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at the Board of Directors meeting by another director of their choice or the President or his/her replacement, holding a proxy. No director may hold more than one proxy. The President or his/her replacement may hold no more than three proxies.

Article 14: Quorum

The Board of Directors can only legitimately deliberate and decide if a majority of its directors are present or represented; provided that at least two directors are present at a meeting. Any director present or represented at a meeting of the Board of Directors shall be deemed to have been regularly notified of this meeting.

All decisions of the Board of Directors are taken by a simple majority of the votes of the directors present or represented, apart from the exceptions described in these statutes. Each director shall have one vote. Blank votes, invalid votes and abstentions shall not be counted. In case of a tied decision, the vote of the President, or, in his/her absence, of one of the two Vice Presidents carries the decision.

A dated document acknowledged by all directors and recorded or inserted in the register of minutes shall equal a decision of the Board of Directors.

A meeting of the Board of Directors shall be validly constituted even if all or some of the directors are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone or video conference. In such a case, the directors shall be deemed present.

Article 15: Records/Minutes

The decisions of the Board of Directors are recorded in minutes signed by two directors present during the discussion and vote thereof.

The minutes are kept in a specific register.

Article 16: Daily Management

The daily management of the association is assumed by the Executive Committee.

The Executive Committee shall deal with current matters and daily correspondence. In order to do so, the Executive Committee can take on staff as necessary.

The Executive Committee shall operate as a college. The Executive Committee shall be validly constituted if half of its members are present. The Executive Committee shall decide with a simple majority of the votes cast. Blank votes, invalid votes and abstentions shall not be counted. Each member of the Executive Committee shall have one vote. In the event of a tie, the President shall have the decisive vote.

The Executive Committee shall report, at least twice a year, to the Board of Directors on its actions and activities.

Article 17: External representation of the association

The association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the President acting individually or by any two directors acting jointly.

Within the framework of daily management, the association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by any two members of the Executive Committee acting jointly.

None of the aforementioned persons must justify his/her powers vis-à-vis third parties.

In addition, the association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by proxy holders duly mandated by the President acting individually or any two directors acting jointly or by any two members of the Executive Committee acting jointly.

TITLE V – THE GENERAL MEETING (GM)

Article 18: The General Meeting (GM)

The General Meeting (GM), held regularly, represents and consists of all members. Its decisions apply also to members who did not participate in the vote.

The following matters are specifically within the scope of the GM:

1. Changes to the statutes of the association
2. Appointment and dismissal of directors
3. If applicable, the appointment and dismissal of a statutory auditor and the determination of his/her remuneration
4. Appointment and dismissal of an external accountant, for the auditing of the annual accounts of the association and the determination of his/her remuneration
5. Discharge to the directors and the statutory auditor or, if applicable, or to the external accountant
6. Approval of budgets and accounts
7. Approval of the internal rules set out by the Board of Directors
8. Voluntary dissolution of the association
9. Exclusion of ordinary members
10. Transformation of the association into a company with a social object

Article 19: Ordinary and extraordinary GM's

Each year, at least one general meeting should be held in the month of March.

An extraordinary general meeting can be held as often as the interests of the association require it. An extraordinary general meeting must be held if at least twenty percent of ordinary members address a written request to that effect to the President. In such a case, the extraordinary general meeting must be held within eight weeks of the date on which the President received the written request.

General meetings will be held at the place, date and time specified in the notice.

All members are entitled to attend the general meetings and all members should be invited to it.

Article 20: Notice of meetings

The notices are made by the Board of Directors, sent out from the President or in his/her absence, from one of the Vice Presidents, via regular mail or via any other means of written communication (including e-mail) or via the BCT Magazine, so that all members are informed at least one month in advance. They are signed in the name of the Board of Directors by the President or by two directors.

They should include the agenda, the meeting only being able to debate the items on the agenda.

Article 21: Proxies

Each member shall have the right, via regular mail or via any other means of written communication (including e-mail), to be represented at a meeting by another member of the same category, holding a proxy. No member may hold more than one proxy.

Article 22: Chair

The meeting is chaired by the President of the Board of Directors or, in his/her absence, by one of the Vice Presidents. The Chair determines who shall take the minutes.

Article 23: Voting Rights

All members are entitled to attend the meeting and to take part in it.

All ordinary and general members are entitled to vote at the meeting, each being entitled to one vote. Affiliate members have no right to vote.

Article 24: Quorum

The meeting is lawfully constituted whatever the number of general and affiliate members present or represented; provided at least four ordinary members are present or represented. Its decisions are made by a simple majority of votes cast. Blank votes, invalid votes and abstentions shall not be counted. In case of a tied vote, the President has the casting vote.

As an exception to the previous paragraph, decisions concerning changes to the statutes, exclusion of ordinary members or the voluntary dissolution of the association, can only be taken bearing in mind the special conditions relating to quorum and majority of ordinary members as stated in the applicable articles of the Belgian Companies and Associations Code of 1 May 2019.

Article 25: Register

The decisions of the GM are consigned to a special register signed by the President and minute taker of the meeting as well as by any members requesting to do so; this register is held at the premises of the association where any member may consult it without however removing it from the premises.

Any person wishing to consult the minutes, who is not a member but who can demonstrate having a legal interest, may only consult the register with the express written permission of the President. Any extract or copy of the minutes is signed by the President or by two directors.

TITLE VI – RESOURCES

Article 26: Resources

The annual resources of the association are constituted by the income from capital, subscription income and public and private

grants, gifts of all kinds, payments for services rendered, without this list being exhaustive.

TITLE VII – INTERNAL RULES

Article 27: Internal rules

The internal rules referred to in the last paragraph of article 12 of these statutes will be submitted to the GM which will vote on their contents by simple majority of its ordinary and general members present or represented. Changes to the rules can be made by a GM voting by a simple majority of its ordinary and general members present or represented.

TITLE VIII – MISCELLANEOUS ARRANGEMENTS

Article 28: Budget, accounts

The financial year of the association shall run from 1 January through 31st December. Each year on the 31st of December, the annual accounts for the year are closed and the budget for the following year established by the Board of Directors. Within six months following the end of the financial year, the Board of Directors shall submit for approval to the GM the annual accounts with respect to the preceding financial year and the budget for the next financial year.

Article 29: Statutory auditor

If the law requires so, the GM shall nominate a statutory auditor of the association, chosen between the members of the “Institut des Réviseurs d’Entreprise”.

If the association is not required by law to nominate a statutory auditor, the GM may nominate an external accountant, to audit the annual accounts.

The external accountant or, if applicable, the statutory auditor shall draw up a yearly report on the annual accounts of the association. This report shall be submitted to the GM.

TITLE IX – DISSOLUTION, LIQUIDATION

Article 30

In case of a voluntary dissolution, the GM will assign one or more liquidators as well as determine the scope of their authority.

Article 31

In any dissolution the liquidation balance, after settling all debts and costs or any related deposits/sequestration, will be distributed as decided by the GM to a disinterested purpose.

Article 32: Applicable Law

For all matters that remain unmentioned in these statutes, we refer to the regulations of the Belgian Companies and Associations Code of 1 May 2019.