

**Pierre-Yves
ERNEUX
NOTARY**
Successor of
Mr Georges Montjoie

Namur, 10 July 2008

Dear Sirs,

**RE.: Formation
INTERNATIONAL NON-PROFIT-MAKING ASSOCIATION:
CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES
IN ABBREVIATED FORM: "CETAF"**

Your refs.:

Our refs.: file no. + file name: 2008/
(Contact: Etienne Witmeur -081/42.00.39
etienne.witmeur@godefroid26.be)

Please find attached:

- text of the **power of attorney** - please fill this in as accurately as possible. I also need a photocopy of the identity card of the representatives of the person signing the power of attorney (both sides, text in French, English and Flemish (Belgium)).
- draft **articles** of the international non-profit-making association, also in the three languages.

Please be kind enough to send me the original of the power of attorney (*in duplicate*) by the end of the month, with the signing of the deed of formation setting up the association scheduled to take place on the * , in my office (at 26, rue Godefroid, 5000 Namur).

Yours faithfully,

25, Rue Godefroid
B-5000 NAMUR
Tel.: 081/22 00 82
22 00 84
Fax: 081/23 07 59
E-mail: info@godefroid26.be

FORTIS: 001-0600870 ING: 350:1044725-57DEXIA:068-2330099-89
"ERNEUX & DENOTTE - NOTARIES IN PARTNERSHIP" company incorporated under civil law as a private company with limited liability (SPRL) - Business number 878.999.449 (Namur)

Pour traduction conforme et ne varietur de la langue française vers la langue anglaise.

Fait à Grâce-Hollogne, le 24 septembre 2008

Signature :

C.K. Griffin

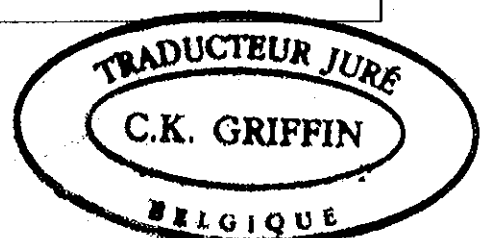
Traducteur juré près le Tribunal de Première Instance de Verviers

I hereby certify that this is a true translation, in witness whereof I hereunto set my hand.

Signature:

C.K. Griffin

Date: 24 September 2008



**POWER OF ATTORNEY
FORMATION OF AN INTERNATIONAL NON-PROFIT-MAKING ASSOCIATION**

The undersigned body:

- name (full and / or abbreviated): *
- registered office (country – postcode – town / city): ****
- legal identity no.: *
- formed:
 - o in accordance with private agreement, dated*
 - o in accordance with deed authenticated by the Notary*, on the*, published in*
 - o published in *, under the number *
- most recent amendment to articles:
 - o in accordance with private agreement, dated*
 - o in accordance with deed authenticated by the Notary*, on the*, published in*
 - o published in *, under the number *
- herein represented,
 - o in accordance with Article * of its articles of association,
 - o by two of its directors, the chair, managing director, or other legal proxy or proxies:
 - * NAME, all forename(s), place(s) and date(s) of birth, national register, legal domicile)
 - * (ditto)

(compulsory item for file:

photocopy (both sides) to be enclosed with power of attorney):

- appointed to carry out this / these function(s) by decision of *, of *, published in *, under no.*

Hereby appoints the following as special attorney, with authority to appoint a replacement:

(full identity + national register)

and confirms upon him / her all powers necessary in order to represent it in relation to the deed of formation of the international non-profit-making association (to be authenticated by the Notary, Pierre-Yves ERNEUX, in Namur) which is to be known as the “**CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES**”, or “**CETAF**” for short, whose registered office will be established at: Royal Museum of Central Africa, 13, chaussée de Louvain, 3080 Tervuren (Belgium), and also at any general meeting which is subsequently held as a result of any postponement or adjournment. *b. k. g.*

b. k. g. 

A. Aim and Objects of the Association

The international association shall have as its

- a) Aim:
- 3.1. The aim of the International Non-profit-making association shall be:
- to promote scientific research in the field of biological systematics, paleobiology and mineralogy,
 - to promote access to the collections of its members,
 - to allow the formation of partnerships with a view to joint projects,
 - to be a European voice for taxonomy and systematic,
 - to the exclusion of all industrial or commercial operations.
- 3.2. In this context, the association may use all appropriate resources and may act as a forum for the exchange of information, and for the launching and following-up of activities in support of its objectives when the latter require, or will benefit from, a co-ordinated approach.
- 3.3. In a general manner, and within the limits laid down by laws and regulations, the Association may also be engaged in the following activities:
- acquiring and holding, through purchase, leasing, exchange, as a gift or by other means, rights or interests relating to properties, and maintaining them in use and equipping them,
 - selling, leasing out, mortgaging or transferring, free of charge or subject to payment, in any other manner,
 - being involved in trading for the purpose of achieving its objectives,
 - hiring and paying employees, professional advisors or other persons,
 - investing and managing any funds of the Association which are not necessary for its immediate objectives in investments, credits, guarantees or assets,
 - opening and managing accounts and other banking services, drawing, accepting, endorsing, negotiating, settling, issuing or signing promissory notes, bills of exchange and other negotiable instruments,
 - and, more generally, taking all measures which allow the Association to attain its objectives.
- 3.4. The Association shall not attempt to procure any material gains for its members.

B. Members

The association shall be made up of full members and associate members.

C. Duration

The association shall be formed for an unlimited duration.

D. Subscriptions

The scale of subscriptions and the payment procedures shall be laid down annually by the General Meeting, further to a proposal from the Executive committee.

E. Administration

The international non-profit-making international association shall be administered by the Executive committee under the chairmanship of the chair of the General Meeting.

F. Accounting period and annual general meeting

b.k.g.

b.k.g. 

The accounting period shall begin on the first of January and shall end on the thirty-first of December of each year.

Consequently:

- to draw up rules relating to the articles and conditions of admission and leaving of members, to the supervision of the association, to the general meetings, to the allocation of its assets in the case of liquidation and, in general, to all other clauses of the articles,
- to attend any meeting which shall take place after the formation of the non-profit-making association, to take part in any deliberations, and to take part in any vote on any proposals which the general meeting shall decide to place on the agenda,
- to take part in the appointment of directors, to determine their number, the length of their mandate and, should the case arise, their remuneration, and to accept, should the case arise, this function on behalf of the principal; to take part in the appointment of any auditor and to determine his / her fees,
- for the above purposes, to draw up and sign all deeds and minutes, to elect domicile, to act as substitute and, in general, to do all that is necessary or useful for the execution of the present mandate, provided it is ratified.

Drawn up in:

Dated

Pour traduction conforme et ne varietur de la langue française vers la langue anglaise.

Fait à Grâce-Hollogne, le 24 septembre 2008

Signature : C.K. Griffin

Traducteur juré près le Tribunal de Première Instance de Verviers

I hereby certify that this is a true translation, in witness whereof I hereunto set my hand.

Signature:

C.K. Griffin

Date:

24 September 2008



CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES

In abbreviated form: "CETAF"
Royal Museum of Central Africa,
13, chaussée de Louvain 3080 Tervuren

FORMATION – APPOINTMENTS AND POWERS

On*

In the year two thousand and eight,

In Namur, in the Office,

Before us, *Pierre-Yves Erneux, Notary in partnership in Namur,*

APPEAR¹,

1. The non-profit-making association (AISBL) *, with its registered office at *, entered in the register of legal persons of *, no.*.

Formed in accordance with private agreement dated *, published in special appendix to the *Moniteur belge* (Belgian Gazette) dated *, under no.* / by deed authenticated by the Notary *, in *, dated *, published in special appendix to the *Moniteur belge* dated *, under no. *.

Most recently amended in accordance with private agreement dated *, published in special appendix to the *Moniteur belge* dated *, under no. * / by deed authenticated by the Notary *, in *, dated *, published in special appendix to the *Moniteur belge* dated *, under no.*.

Represented herein, in accordance with Article * of the articles of association, by [two directors / its managing director] * (*full identity, excluding civil status*), appointed to these functions on *, in accordance with a decision of the extraordinary/ordinary general meeting on *, published in special appendix to the *Moniteur belge* dated *, under no.* / by decision of Board of directors dated *, published in special appendix to the *Moniteur belge* dated*, under no.*.

The latter being herein represented by *, under the terms of a private power of attorney dated *, which shall remain in the archives of the Notary.

PREAMBLE

- The founders hereby state that the undersigned Notary has drawn their attention to the following points:
- A. the status of legal personality "may" be granted to the AISBL by the King, under the conditions and within the limits laid down by the law (Article 46 of the law).
 - B. the international non-profit-making association does not have that established status on the date of the royal decree of recognition (Article 50, § 1, Paragraph 2).
 - C. the articles may only be opposed by any third party from the date of their publication, unless the association demonstrates that the aforesaid third party had previous knowledge of them. Nevertheless, third parties may make use of articles not yet published, or indeed not yet registered (Article 51, § 5).
 - D. the registered designation of *international non-profit-making association* – recognised by His Majesty the King of the Belgians – is protected by a provision allowing any interested party to bring a legal action to change the designation against any entity making false use of it (Article 47, § 2)
 - E. the option of creating various categories of members, each having rights and obligations.

OBJECTS

The said persons have requested the undersigned notary to draw up an authentic deed of contract setting up the **INTERNATIONAL NON-PROFIT-MAKING ASSOCIATION**, which they hereby declare shall be formed as follows:

b. h. by.

¹ A minimum number of members (three) is laid down by the law governing ASBLs (Article 2, Paragraph 1, Section 3), which is stated regarding AISBLs. With the aim of avoiding the risks of internal paralysis [27], the administration nevertheless encourages associations applying for royal recognition to have at least three members;

b. h. by.



SECTION I – NAME, DURATION, REGISTERED OFFICE, AIM AND ACTIVITIES

Article 1 – Name – duration

- 1.1. An international non-profit-making association (*association internationale sans but lucrative*, AISBL) is hereby formed, to be known as the “**CONSORTIUM OF EUROPEAN TAXONOMIC FACILITIES**”, (abbreviated form: “CETAF”), sometimes referred to hereinafter as “the association”.
- 1.2. This international non-profit-making association shall be governed by the provisions of Section III of the law dated 27 June, 1921 relating to non-profit-making associations and international non-profit-making foundations and associations, and by the law dated 2 May, two thousand and two.
- 1.3. All deeds, invoices, announcements, publications and other documents issued by the international non-profit-making association to which the status of a legal entity has been granted shall mention its name, immediately preceded or followed by the words “international non-profit-making association” or the logo “AISBL”, followed, if applicable, by the words “in liquidation”, together with the address of its registered office and its number in the Register of Legal Entities (RPM).
- 1.4. The association shall be set up for an unlimited period of time.

Article 2 – Registered office

- 2.1. The registered office of the association is currently at: Royal Museum of Central Africa, 13, chaussée de Louvain, 3080 Tervuren (Belgium).
- 2.2. The registered office may only be transferred to another location in Belgium by a decision of the general meeting, published during the month in which it takes place in the special appendix to the *Moniteur belge*.

Article 3 – Aim and activities

- 3.1. The aim of the international non-profit-making association shall be:
 - to promote scientific research in the field of biological systematics, paleobiology and mineralogy
 - to promote access to the collections of its members
 - to allow the formation of partnerships with a view to joint projects
 - to be a European voice for taxonomy and systematic
 - to the exclusion of any industrial or commercial operations.
- 3.2. In this context, the association may use all appropriate means, and may serve as a forum for the exchange of information, the launching and the following up of activities in support of its objectives when the latter require or profit by a co-ordinated approach.
- 3.3. In a general manner, within the limits laid down by laws and regulations, the Association may also be engaged in the following activities:
 - acquiring and holding, through purchase, leasing, exchange, as a gift or by other means, rights or interests relating to properties, and maintaining them in use and equipping them,
 - selling, leasing out, mortgaging or transferring, free of charge or subject to payment, in any other manner,
 - being involved in trading for the purpose of achieving its objectives,
 - hiring and paying employees, professional advisors or other persons,
 - investing and managing any funds of the Association which are not necessary for its immediate objectives in investments, credits, guarantees or assets,
 - opening and managing accounts and other banking services, drawing, accepting, endorsing, negotiating, settling, issuing or signing promissory notes, bills of exchange and other negotiable instruments,
 - and, more generally, taking all measures which allow the Association to attain its objectives.
- 3.4. The association shall not attempt to procure any material gain for its members.

Article 4 – Financial resources

- 4.1. The financial resources available to the association shall be:
 - a) members' subscriptions
 - b) subsidies from public or private institutions
 - c) income from general services and sale of publications
 - d) gifts and legacies *b. v. l.j.*



- e) income from activities carried out within legal limits
 - f) members' contributions
- 4.2. The scale of subscriptions and payment procedures shall be laid down annually by the general meeting, further to a proposal from the Executive committee.

SECTION II – MEMBERS

Article 5 – Admission criteria

- 5.1. Membership shall be open to any national association of taxonomic collections from a European country which meets the following criteria:
- to be registered as a non-profit-making association and have the status of a legal entity in a European state, should the fundamental law (*lex fori*) allow it
 - to adhere to the objectives of the Association, as formulated in Article 3
 - to be provided with a clear and democratic structure of governance
 - and to have transparent accounting procedures.
- 5.2. The Association shall include full members and associate members. Full members shall be institutions, associations, bodies or consortia which meet the criteria of admission. Consortia shall be represented by one of their members, unanimously appointed internally.
- 5.3. Should the case arise, the Association may include among its members several associations from the same European country.
- 5.4. Any Association which wishes to be admitted as a member of the association shall submit its application in accordance with a procedure laid down by the Association's Standing Orders.
- 5.5. Any association which is a member of the Association may submit its resignation at any time by recorded delivery letter, addressed to the Chair of the Executive committee. This resignation shall not become effective until three months after the date on which the recorded delivery letter is received. The resigning member shall pay any subscriptions due – including those for the current year – together with any financial contributions voted for that same year.
- 5.6. Any delay in paying the annual subscription of more than six months shall mean, fully as of right, that the Member Association which is in default shall lose all its privileges and its voting rights, including the right to take part in meetings, as laid down by these articles and by the Standing Orders.
- 5.7. On a proposal from the Executive committee, or from one-third of the Member Associations, a Member Association may be excluded by the general meeting by a two-thirds majority of the Member Associations. Any Member Association threatened with exclusion shall have the right to a hearing. Any failure to fulfil any of the criteria for admission to the Association may constitute a legitimate reason for exclusion.
- 5.8. No Member Association may exercise any rights on the Association's assets at any time whatever, even if the Association is dissolved.

SECTION III – GOVERNING BODIES

Article 6 – General meeting

- 6.1. The general meeting shall act as the association's general governing body.
- 6.2. It shall be made up of Member Associations and a Chair. Each of the Members shall be represented at the meeting by a delegate.
- 6.3. The Chair shall be elected by the general meeting. Candidates for the chairmanship shall be submitted by Member Associations. To be eligible, any candidate for the chairmanship shall submit a signed declaration to the Secretary of the Executive committee confirming his/her availability to serve in the position.

Article 7 – Duties

- 7.1. The general meeting shall have full powers to attain the objective and carry out the activities of the Association.
- 7.2. In particular, it shall have sole authority:

- to amend the articles
- to approve the budget and the annual accounts and to grant discharge to the members of the Executive committee
- to admit and / or exclude any member. *b. v. g.*



- to appoint and / or recall the Chair and the members of the Executive committee
- and to dissolve or liquidate the association

7.3. The general meeting shall also have the power:

- to define the overall multi-year strategic framework for the activities of the Association, on the basis of which the Executive committee shall draw up the annual budget and the work plan
- to approve the Association's annual report, together with the annual accounting report of the Association proposed by the Treasurer
- to verify that the budget and the annual work plan are in conformity and comply with the overall strategic framework
- to approve the budget for the coming year and the annual accounts for the previous year, prepared by the Executive committee²
- to establish a guiding principle for claiming expenses
- to give instructions for actions to be undertaken by the Executive committee and the Members in the name of the Association
- and to determine the subscriptions of the Member Associations and lay down the rules for reimbursing the expenses of volunteers within the limits laid down by law.

Article 8 – Meetings

8.1. A general meeting shall be held every year before the thirty-first of December (the time, date and location to be laid down by the Executive committee) in order to:

- approve the accounts for the accounting period since the preceding ordinary general meeting, and grant discharge to the Executive committee
- draw up the budget for income and expenditure for the period up to the following ordinary general meeting, and lay down the amount of the annual members' subscription
- examine the Executive committee's annual report
- should the case arise, to appoint or recall the chair and to ratify admissions or exclusions of Members.

8.2. The ordinary general meeting shall meet, fully as of right, at the registered office or at the location indicated in the invitation, in a country which is a member of the association, under the chairmanship of the Chair or, failing this, of any other person explicitly appointed by the said Chair. Should the chairmanship be vacant, the most senior Chair of a Member Association shall perform this function until a new Chair has been appointed. The date and location of the meeting shall be determined on the basis of a call for candidatures addressed to the members by the Chair, either at a general meeting or by post or E-mail.

8.3. The Executive committee may convene extraordinary general meetings. It shall convene an extraordinary general meeting within a period of three months should a request be submitted by at least one-third of members in good standing. The request thus submitted shall indicate the specific questions to be included on the agenda.

8.4. Invitations to attend an ordinary or extraordinary general meeting, together with the agenda, shall be sent to Members at least two months in advance (by post or E-mail) by the Chair or the Executive committee. The Executive committee shall draw up the agenda, taking into account the questions to be submitted to the general meeting. It shall include on the agenda any question raised by a Member in good standing, provided that this proposal reaches it no less than seventy-five days before the date of the ordinary or extraordinary general meeting.

Article 9 – Decision-making procedures

b. h. g.

² In accordance with Article 53, § 1st of the law, every year, the administrative body shall prepare the annual accounts for the accounting period in accordance with the present article, together with the budget for the coming period. The general governing body shall approve the annual accounts and the budget at its next meeting.

b. h. g.



- 9.1. Every Member in good standing shall have a single vote. Should there be a tie, the Chair shall have a casting vote. Should there be a tie in an election, a second vote shall take place. Should this not produce a clear decision, the result shall be decided by drawing lots.
- 9.2. The general meeting shall be considered quorate if the majority of Members in good standing are present in person or are represented. Members may be represented by another Member possessing a written mandate. No Member may serve as a proxy to more than one other Member.
- 9.3. Except where otherwise specified in the present articles, decisions shall be taken by a majority of those Members present or represented. Should there be a tie, the Chair shall have a casting vote. Should the general meeting be inquorate, the Chair shall organise a written consultation among the members regarding the business on the agenda within thirty days following the meeting. Decisions shall be taken if a majority of the Members submits their agreement within two months following the dispatch of these consultation documents by the Chair.
- 9.4. Members shall be informed of decisions taken by the meeting by the end of the month following the general meeting (by post or E-mail). These decisions shall be recorded in a register and signed by the Chair once the minutes have been approved at the following meeting. The register shall be kept by the Secretary and shall be available to the Members.
- 9.5. Invited guests may attend general meetings at the Chair's discretion.

SECTION IV – ADMINISTRATIVE BODY

Article 10 – Executive committee

- 10.1. The association shall be administered by the Executive committee under the chairmanship of the Chair of the general meeting.
- 10.2. It shall consist, as a minimum, of the Chair, a Treasurer, a Secretary and a Deputy chair, elected by a secret ballot of the general meeting, with a mandate lasting no more than three years, which can be renewed once.

Article 11 – Duties

- 11.1. The executive committee shall have all powers of administration and management, apart from those attributed to the general meeting.
- 11.2. In particular, the Executive committee shall have responsibility for:
 - a) the financial management of the association, which shall include the preparation of the budget and the laying down of the annual scale of subscriptions and the drawing up of the annual accounts for adoption by the general meeting
 - b) the submission of the report on the activities of the association to the general meeting
 - c) the adoption of resolutions and taking of positions by the association
 - d) the creation and the operating procedures of working commissions, concurrently with the general meeting
 - e) the dispatching of an annual report on its activities to the Member Associations, at least thirty days before the annual general meeting takes place.
- 11.3. It shall delegate day-to-day management to the Chair, assisted by the General Secretary. The General Secretary shall be appointed and / or recalled by the Executive committee on a proposal by the Chair. The General Secretary shall hire the personnel required for the proper management of the association within the framework of the budget laid down by the general meeting. It may co-opt voluntary collaborators. The duties and the functioning of the General secretariat shall be decided on by the Executive committee.
- 11.4. The Executive committee may also, on its own responsibility, confer explicit special powers on one or more persons. It shall collaborate with host national associations in organising annual general meetings held abroad. *B. K. G.*

B. K. G. 

Article 12 – Procedure for notice of meetings

- 12.1. The Executive committee shall meet, in principle, twice a year, or following special notice from the Chair.
- 12.2. The notice to attend shall be transmitted by post or by E-mail at least one month before the date of the Committee meeting.

Article 13 – Decision-making procedure

- 13.1. The Executive committee shall be quorate if at least half its members are present or represented. A member of the Executive committee may be represented by any other member, but no member may act as proxy to more than one fellow member.
- 13.2. The decisions of the Executive committee shall be taken by majority vote of the members present or represented. In the event of a tie, the Chair shall have a casting vote.
- 13.3. The Chair may decide to proceed to the adoption of resolutions and positions by post or E-mail.

SECTION V – STATUTORY AMENDMENTS, DISSOLUTION, LIQUIDATION

Article 14 – Statutory amendments


- 14.1. Irrespective of any article of the law relating to non-profit-making association, international non-profit-making associations and foundations, any proposal intended to bring about a statutory amendment, or the dissolution or liquidation of the association, shall come from the general meeting, or from at least half of the Members in good standing.
- 14.2. The General secretariat shall inform members of the date of the general meeting which is to rule on the said proposal and the proposed amendments at least three months in advance.
- 14.3. The general meeting shall not be quorate to deliberate on the proposal unless at least two-thirds of members in good standing are present. No decision shall be valid unless it has obtained a two-thirds majority of the members present or represented. Nevertheless, should the general meeting not be quorate, a new meeting shall be convened, which shall give a definitive and valid ruling on the proposal, which shall also require a two-thirds majority of the votes, however many members are present or represented, and shall take place at least fifteen days after the first meeting.
- 14.4. Any amendment to the passages mentioning the aims for which the international non-profit-making association has been set up, or to the activities which it proposes to carry out in order to achieve those aims, shall be submitted for royal approval. Any other amendments to statutory references, referred to in Article 48, Clauses 5 and 7, of the law shall be confirmed by an authentic document.
- 14.5. In the event of the dissolution or liquidation of the association, the Executive committee shall have full powers to liquidate the association's assets, unless otherwise decided by the general meeting. Following the settlement of all debts and charges, the general meeting shall determine what to do with the association's net assets, allocating them to the recipient which shall have the closest connection with the objective for which the association was created.

SECTION VI – GENERAL PROVISIONS

Article 15 – Resource management

- 15.1. The Association's funds, including all gifts, contributions and legacies, shall be deposited in one or more bank accounts managed in the name of the Association by the Executive committee. The latter shall make its selection from among banks with an international reputation. All cheques drawn on the account(s) must be signed by the Treasurer and by another member of the Executive committee.
- 15.2. The funds belonging to the Association shall be used solely in the service of its objectives.

Article 16 – Representation of the association

- 16.1. Except in the case of a special power of attorney, all documents which are binding on the association shall be validly signed by the Chair, who shall not be required to justify the powers conferred upon him / her for this purpose to any third party.
- 16.2. Any legal actions, whether as a plaintiff or a defendant, including actions heard before any court (State Council, etc.) or administrative authority, shall be pursued by the Executive committee, re  by the chair or by a member appointed for this purpose. *b. k. g.*



Article 17 – Budget and accounts

- 17.1. The accounting period shall begin on the first of January and shall end on the thirty-first of December.
17.2. In accordance with Article 53 of the law, the annual accounts for the accounting period which has just ended, together with the budget for the period which is about to begin, shall be prepared annually by the Executive committee and referred for approval to the next ordinary general meeting.
17.3. The general meeting may decide to set up a reserve fund.

Article 18 – Working commissions

- 18.1. The general meeting and Executive committee may set up working commissions, sub-committees and special interest groups relating to specific subjects. It shall appoint their chairs and lay down their remits. These bodies shall report to the general meeting.
18.2. Working commissions shall not take part in the governing or administrative bodies of the association.

Article 19 – Working languages

- 19.1. The association's working languages shall be English, French and Dutch.
19.2. Communications may be submitted in other languages.

Article 20 – Referral

Any issue which is not covered by the present articles shall be settled in accordance with Section III of the Belgian law dated 27 June, 1921 governing non-profit-making associations, international non-profit-making associations and foundations.

EXTERNAL CERTIFICATION OF LEGALITY

The Notary hereby certifies that the provisions of Section III of the Belgian law dated 27 June, 1921 governing non-profit-making associations, international non-profit-making associations and foundations have been respected.

READING

- The parties appearing hereby recognise that each of them received a draft of the present document at least five working days before the document was formally notarised.
- The sections of the present document referring to the points raised in Article 12, Paragraph 1 of the organic law relating to notaries, and the amendments made to the draft document communicated in advance have been read aloud in their entirety.
- I have made any necessary comments on the entire document to the parties appearing.

DOCUMENT FEE

Document fee of ninety-five euro (95.00 €) payable on declaration by Notary officiating.

DULY NOTED

Executed and authenticated at the above place and on the above date and having been read as indicated above, is now signed by the founder members, represented and acting as declared, and signed by us, the Notary.

Pour traduction conforme et ne variatur de la langue française vers la langue anglaise.

Fait à Grâce-Hollogne, le 24 septembre 2008

Signature :

C.K. Griffin

Traducteur juré près le Tribunal de Première Instance de Verviers

I hereby certify that this is a true translation, in witness whereof I hereunto set my hand.

Signature:

C.K. Griffin

Date: 24 septembre 2008

