

**Title: ISCRAM**

**Form: International non-profit (“internationale vzw”) under Belgian Law**

**Headquarters: Herrmann Debroux 40**

**1160 Auderghem**

**Company registration: 0812.335.210**

**Subject Deed: CREATION - CONSTITUTION.**

A deed (D18115) executed by Dirk Vanhaesebrouck, notary employed in Kortrijk, on April 22, 2009, shows:

I. that an international non-profit (IVZW) has been established, under Title III of the Act of June 27, 1921 concerning the non-profit associations, international non-profit associations and foundations, under the name "ISCRAM" and whose statutes are as follows :

#### **TITLE I: FORM - NAME - REGISTERED OFFICE - PURPOSE AND ACTIVITIES – DURATION**

##### **ARTICLE 1: LEGAL AND NAME**

The association is an international non-profit organization, established under Title III of the Act of June 27, 1921 concerning the non-profit associations, international non-profit associations and foundations, hereinafter called the association law and is called "ISCRAM".

##### **ARTICLE 2: SEAT**

The seat of the association is established in 1160 Brussels, Herrmann Debroux 40. The board may open administrative seats or branches when and where it deems it necessary, both in Belgium and abroad, provided compliance with all laws and language decrees that exist in that respect.

##### **ARTICLE 3: GOALS AND ACTIVITIES**

The association targets no profit and aims:

- Promoting research and development, exchange of knowledge and deployment of information systems for crisis management. Both the social, technical and practical aspects of all information- and communication systems used or to be used in all phases of management (mitigating) of emergencies, disasters and crises are treated.

- To promote and facilitate cooperation between all parties involved in this domain, including researchers, practitioners and professionals, technical experts and other experts, policy makers, involved in the management or evaluation of emergency conditions, disasters and crises.

Furthermore the international non-profit organization can develop all activities that contribute directly or indirectly to the fulfillment of the aforementioned statutory goals, secondary commercial and profitable activities included insofar they are allowed by law and that their proceeds at all time are reserved for the fulfillment of the statutory goals.

#### **ARTICLE 4: DURATION**

The association is established for an indefinite duration.

### **TITLE II: MEMBERSHIP**

#### **ARTICLE 5: MEMBERSHIP TYPE – ADMISSION CONDITIONS**

The association consists of active members, associate members and honorary members. The number of members is not limited, but can never be less than two.

Active members: natural persons that are active in the field of research, development, implementation or use of information systems in the domain mentioned in the statutory goals.

Associative members: International, national, or regional institutions or organizations having a professional relation with the association.

Honorary members: natural persons active in the domain of leading and promising technology, related to goals of the association, who can show an established value and ability to support the association in reaching its goals, and agree to become a member of the advisory body.

Only the active members have voting rights during the General Assembly. Associative members and honorary members are allowed to attend the General Assembly, but only in an advisory capacity.

The board examines the applications for membership and decides whether or not to submit the applications for approval to the General Assembly. If the Board refuses to submit an application for membership to the General Assembly, it must justify this refusal. This refusal can be appealed by the applicant at the General Assembly.

When the board of directors decides to present an application request to the the general assembly, it will have to determine the membership category to which the candidate member will belong in

advance. The membership of active and associate members becomes effective after payment of fees as described hereafter in Article 8.

The board of directors may nominate natural persons to become member of the Advisory Council. After approval of their admission by the General Assembly, these members will be called honorary members.

#### **ARTICLE 6: OBLIGATIONS OF THE MEMBERS**

The members of the Association are obliged:

- a) to comply with the statutes and internal regulations of the association and the decisions of its organs;
- b) to pursue the interests of the association;
- c) to make known to the Board of Directors without delay new data in case their information contained in the member register are changed.

#### **ARTICLE 7: TERMINATION OF MEMBERSHIP**

A member may at any time resign from the association provided a notice of 3 months, through a simple notification to the board of directors. An active member or an associative member who for over 1 years fails to pay its contribution is deemed to resign. A member who is no longer engaged in activities related to the purpose of the association is deemed to resign.

In case of mandatory retirement, the member is required to meet all of his/her commitments to the association, financial and other, that were committed to prior to the date of retirement.

The Board of Directors may propose to the General Assembly to exclude a member if this member has seriously failed to meet his/her obligations arising from these statutes or regulations that were established in the wake of these statutes by the board of directors. The Board of Directors will inform the member that is in violation by registered mail of the violation and offer him/her the opportunity to rectify the violation within 30 days. During this period, the member whose exclusion is proposed can offer oral or written arguments in defense. Any member whose exclusion is proposed to the General Assembly is entitled to attend the debate and to make him/herself heard.

A member who by resignation, expulsion, death or otherwise ceases to be part of the association has no right to the association's fund. The member is obliged to return to the association all property owned by the association and that he/she had in his/her detention.

## **ARTICLE 8: CONTRIBUTION**

The active and associative members pay an annual contribution, the amounts of which are determined by the Board of Directors. The amount of annual contributions are determined and are payable in euros.

The Assembly may, by a special majority of 2/3<sup>rd</sup> of the votes present decide to impose an exceptional contribution to the active and /or the associative members.

The honorary members are not required to pay a contribution.

## **TITLE III: GENERAL ASSEMBLY**

### **ARTICLE 9: COMPOSITION AND EXECUTIVE POWERS**

The General Assembly is composed of active members. The associate members and honorary members are invited to the General Assembly meeting, but only in an advisory capacity. The General Assembly is the highest executive body of the association. She possesses the powers granted to her by (Belgian) law and by these statutes.

The following matters belong to the exclusive responsibility and power of the General Assembly:

- Acceptance of membership, for members proposed by the board of directors
- Exclusion of membership, for members proposed by the board of directors
- Approval of the yearly accounting report and the budget proposal
- Approval of the work plan of the board of directors and issuing directives to the board of directors
- Appointment and dismissal of members of the board of directors
- Granting of discharge for the members of the board of directors (and commissioners)
- Changes of the statutes
- Dissolution of the Association, nomination of the liquidators and their powers
- Approval of the by-laws
- Approval of every change in the by-laws requested by the board of directors

### **ARTICLE 10: MEETINGS**

The General Assembly is called by the board of directors or the chairman whenever the purpose or importance of the association so requires. The Board is obliged to convene the General Assembly if at least one third of the active members or 20 active members so request. To this purpose they should address a written request to the board, at the headquarters of the association, stating the agenda items they wish to discuss.

The meeting of the General Assembly requested by one third of the active members or 20 active members must be called by the board of directors within the month following the submission of the request. If the Board fails to organize this meeting, the applicants are entitled to convene the meeting themselves.

The General Assembly must convene at least once a year, during the first six months following the end of the year, to approve the accounts of the past year, to approve the budget for the next year, to approve the policy of the directors over the past year and, in the latter case, to approve the financial commissioner's report.

This annual meeting will take place either at the annual conference ISCRAM, either at the Headquarters of the association, or at any other place mentioned in the invitations.

All members are invited at least 30 days before the General Assembly. The invitation is done by regular or electronic mail and includes the date, time, place and agenda of the General Assembly.

When the General Assembly should pronounce itself on documents, then those are to be attached to the invitation letter. The invitation letter is signed on behalf of the Board of Directors by the Chairman of the Board of Directors or, in his absence or incapacity, by the person who replaces him according to these statutes in the exercise of his statutory powers.

The board of directors proposes the agenda for general meetings each year, except in the cases where the General Assembly is convened at the initiative of at least one third of the active members or 20 active members, in which case the board of directors at least adds the items specified by the applicants to the agenda. The Board is however entitled to add items to the agenda of the meeting other than those items specified by the applicants.

Until 15 calendar days before the date of the General Assembly, active members can request to add agenda items. To that end they submit a written request to the Secretary. The request must be signed by at least 20 active members. Deviation from the agenda of the General Assembly is not permitted unless all active members of the association present at the General Assembly agree to this.

#### **ARTICLE 11 QUORUM and VOTING – VOTING IN WRITING**

A member can not be represented at the General Assembly. He/she may however vote in writing. Each member is allowed to vote by mail, fax or e-mail, by means of a form whose entries are determined by the International Association and made available to the members by the International Association. Forms that have not arrived at the International Association at least 3 days before the day the General Assembly is held will not be taken into account. The board of directors may organize a written ballot in electronic form through one or more websites.

The General Assembly can only validly deliberate if 20% of the active members of at least 50 active members are present. If this quota is not reached then a new general meeting is convened 30 to 60 days after the first meeting. This second meeting will validly deliberate and decide regardless of the quorum.

Each active member shall have 1 vote at the general meeting.

Except in cases where the law or the present statutes provide for a larger majority, and except decisions on the appointment and dismissal of directors that are, as indicated, taken by simple majority vote of the members present, decisions are taken by a two thirds majority vote. Abstentions and invalid votes shall be considered as votes not casted.

The General Assembly can only validly decide about a change in the statutes or about the dissolution of the Association, if the amendment or termination proposed by the Board of Directors are explicitly stated in the notice and unless at least half (1/2nd) of the active members is present at the meeting.

A change can only be adopted by a majority of seven tenths (7/10ths) of the votes cast by members present. Abstentions and invalid votes shall be considered as votes not casted. Should at a first meeting less than half (1/2) of the active members be present, then a second meeting can be convened to deliberate and decide validly, regardless of the number of members present. This second meeting should not be held within 30 days after the first meeting.

The procedure described above must be followed for a change in the purpose or purposes for which the Association was formed.

Any change in the purpose or purposes for which the association is formed should also be approved by the King. Modification of data of those statutes contained in Article 48. 5 ° and 7 ° of the “vzw-wet” (*Belgian law on non-profits*) must be declared in an authentic legal document.

## **ARTICLE 12 MINUTES**

Minutes of each General Assembly shall be made by the Secretary of the Board of Directors. The minutes are signed by the Chairman of the Board of Directors or, in his absence or incapacity, by the person who replaces him under these statutes in exercising his statutory powers.

The minutes are under the responsibility of the secretary kept in an appropriate register which will be stored at the headquarters of the association and will be available for inspection by members. The members will be informed by ordinary mail or electronic mail of the decisions taken within the month following the general meeting.

All extracts and copies of the minutes are duly signed and certified by the Chairman of the Board of Directors or, in his absence or incapacity, by the person who replaces him under these statutes in exercising his statutory powers.

Third parties who want to access the minuted decisions of the General Assembly may make an application to the Board of Directors, who can discretionary and without further justification authorize or refuse that request.

## **CHAPTER IV GOVERNANCE**

### **ARTICLE 13: COMPOSITION OF THE BOARD OF DIRECTORS**

The association is governed by a board consisting of minimum 4 and maximum 10 directors, members of the association.

The directors are appointed by the General Assembly, by majority vote of the members present, for a maximum period of 2 years. Directors may be reappointed for up to 3 consecutive periods.

Annually, at least 1/3rd of the mandates is replaced. The mandate of retiring directors that have not been re-elected shall end immediately after the general meeting has voted on the re-election.

The directors may at any time be dismissed by the General Assembly which is decided by simple majority vote of the members present. Each member of the board may also resign by written notice to the Chairman of the Board of Directors. A director is however required to further fulfill his/her duties until his/her replacement can reasonably be arranged.

The directors hold their office free of charge. The costs they incur in connection with the execution of their mandate will be reimbursed.

### **ARTICLE 14 VACANCY**

In case of a vacancy in office, a provisional director is appointed by the Board of Directors. He/she completes the mandate of the director he/she replaces. The outgoing directors can stand for re-election.

### **ARTICLE 15 CHAIR**

The board shall elect among its members a chair, a vice-chair, a secretary and a treasurer. If the vice-chair, the secretary and/or treasurer is absent or prevented from acting, the Board of Directors can replace them at any time.

If the chair is absent or prevented, his/her functions are assumed by the vice-chair, or in his/her absence or incapacity, by the director who is the oldest in age.

The chairman is responsible for convening and leading the meetings of the board of directors and general meetings.

The Secretary shall provide the secretariat of the association and the treasurer shall provide the accounting and lead the financial operations.

#### **ARTICLE 16: MEETING OF THE BOARD OF DIRECTORS: NOTICE, CALL, MEETING.**

The Board shall meet at least twice a year. The meetings of the Board of Directors will be held at the headquarters of the association or in exceptional cases at any place determined by the Chair. The Board of Directors meets upon invitation by the chairman or in his/her absence or incapacity by the person who replaces him/her under these statutes in exercising his/her statutory powers.

All members of the Board of Directors are invited at least 14 days before the meeting. This invitation is done by simple mail or email and includes the date, time, place and mode of the meeting, and the agenda of the meeting. The invitation is signed by the chairman or in his/her absence or incapacity by the person who replaces him/her under these statutes in exercising his/her statutory powers.

The Board of Directors is a collegiate body which meets whenever required in the interest of the association and within 30 days after a request by the Chairman or of at least 3 directors. To that aim, a written request should be addressed to the Chairman of the Board of Directors, at the headquarters of the association, stating the agenda items they wish to discuss. If the Board fails to organize this meeting, the applicants are entitled to convene the meeting themselves.

Deviation from the agenda of the Board meeting is permitted only if all directors are present or represented and agree.

#### **ARTICLE 17: MEETING OF THE BOARD OF DIRECTORS, REPRESENTATION, VOTE, CONFLICTS OF INTEREST, QUORUM, MINUTES, WRITTEN DECISION**

Usually, the decisions of the Board of Directors are taken in unanimous written agreement by the directors. This requires prior unanimous agreement among the directors for deciding to proceed to decision making in writing, and that in any case a discussion took place by e-mail, video or telephone conference.

At any Board meeting, a director can be represented by another director. For this purpose a written proxy letter is needed. Every director can only represent one other director.

Every director has 1 vote.

The Board is chaired by the chairman or in his/her absence or incapacity, the person who replaces him/her under these statutes in exercising his/her statutory powers.

The board of directors can only validly deliberate and decide if the least 2/3rd of the directors are present or represented. If this quota on a first meeting is not reached, a new meeting can be convened with the same agenda and at this meeting can validly be discussed and decided, at least when the ½ of the directors are present or represented. Decisions are taken by simple majority of the votes cast. In a tie vote, the vote of the chairman is decisive. An abstention is not counted as a vote.

Minutes of each meeting are made by the Secretary. The minutes are signed by the Chairman of the meeting. The minutes are entered and stored in an appropriate register at the Headquarters of the association and will be available for inspection by members.

Within 30 days after the meeting each director receives a copy of these minutes. The Board of Directors approves at its next meeting the minutes of previous meeting. All copies and extracts of the minutes are duly signed and certified by the Chairman of the Board of Directors or, in his absence or incapacity, by the person who replaces him/her under these statutes in exercising his/her statutory powers.

#### **ARTICLE 18: CONFLICTS OF INTEREST**

If a director, directly or indirectly, has a proprietary interest that conflicts with a decision or transaction which is the responsibility of the board of directors, he/she must inform the other directors before the board decides .

The director with the conflict of interest leaves the meeting and withdraws from the debate and vote on the matter covered by it.

This procedure does not apply to the usual transactions that take place under conditions that normally apply in the market for such transactions.

#### **ARTICLE 19: INTERNAL GOVERNANCE, RESTRICTIONS**

The Board is authorized to carry out all acts of internal governance necessary or useful to achieve the objectives of the international non-profit, except those actions for which by law or these statutes only the General Assembly is competent.

The powers of the Board of Directors include:

- The financial management of the association, including preparing the budget and preparing financial statements, with a view to adoption by the General Assembly;
- The presentation of its workplan to the General Assembly;
- The follow-up of decisions, directives and views of the association;
- The consideration of applications for membership from members;

- The proposals to exclude a member;
- Determining the amount of the annual membership fee of the members;
- The establishment of internal rules. In the internal rules are, amongst others, rules that elaborate on the appointment of directors, the organization of ISCRAM conference.
- Preparing proposals to amend internal rules.

Notwithstanding the obligations arising from collegial governance, including consultation and supervision, the directors can divide the governance tasks among themselves. Such division of tasks can not be invoked against third parties, even after they are published. Non-compliance shall put the internal accountability of the director(s) into question.

The Board of Directors may delegate part of its governance powers to one or more third party non-directors, but such transfer, however, may not relate to the general policy of the association or the general governance powers of the board of directors.

#### **ARTICLE 20: EXTERNAL REPRESENTATION.**

The Board of Directors collectively represents the international non-profit organization in all transactions in and out of court. It represents the association by the majority of its members.

Notwithstanding the general representative authority of the board of directors as a whole, the international non-profit organization in and out of court is validly represented by the Chairman of the Board and a director, acting jointly.

The board of directors and/or director(s) that represent the association may appoint proxies of the association. Only special and limited powers for certain or for a specific set of activities are lawful. The proxies commit the association, within the limits of the powers granted to them.

#### **ARTICLE 21: MANAGEMENT COMMITTEE – DAILY MANAGEMENT**

The Chair, the Vice-Chair, Secretary and Treasurer form the management committee.

The daily management of the international non-profit organization, on the internal level, and its external representation regarding the daily management, is entrusted to the management committee.

In the absence of legal definition of what "daily management" includes, acts of daily management are considered to be all actions that on a day to day basis must be made to ensure the normal course of business of the association and for which, either because of their lesser importance, either because of the necessity of an immediate decision, action by the Board is not required or desirable.

The powers of the management committee include:

- Implementing the decisions of the board of directors;
- Daily management of the association;
- Preparation of the boards of directors meetings and general meetings.

#### **ARTICLE 22 ADVISORY COUNCIL**

The Advisory Council consists of the honorary members. The Advisory Council can formulate oral and/or written opinions for the board of directors. At the request of the Board of Directors, the Advisory Council can attend the Board of Directors meetings.

#### **ARTICLE 23: DISCLOSURE REQUIREMENTS**

The appointment of members of the board of directors and the persons responsible for the daily management and their termination of office must be made public as follows:

- 1) by depositing this in the association file to the Office of the Commercial Court (“griffie van de Rechtbank van Koophandel”) and
- 2) by publishing a statement in the annexes to the Belgian Official Gazette. Those documents should at least show whether the persons representing the association, commit the association individually, collectively, or collegially as well as the extent of their powers.

#### **ARTICLE 24: LIABILITY OF THE DIRECTOR AND EXECUTIVE DIRECTOR.**

The Directors and Executive Directors are not personally bound by the commitments of the international non-profit.

Towards the Association and third parties they are only responsible to fulfill the given tasks and are liable for the shortcomings in their governance.

### **CHAPTER V CONTROL**

#### **ARTICLE 25: CONTROL BY A COMMISSIONER.**

While for the last fiscal year the international non-profit does not exceed the thresholds mentioned in Article 53 § 5. of the non-profit Law (“vzw-wet”), the association is not required to appoint a commissioner.

Once the international non-profit exceeds the thresholds, the control of the financial situation on the financial statements, the annual account and the regularity of the transactions therein, will be dedicated to one or more commissioners, appointed by the General Assembly among the members of the Institute of Auditors, in accordance with legal provisions. This also determines the remuneration of the auditor (s).

## **TITLE V: BUDGET AND ACCOUNTS**

### **ARTICLE 26: FINANCIAL YEAR**

The financial year of the Association begins on January 1 and ends on December 31 of each year. The accounts are kept in accordance with Article 53 of the non-profit Law (“vzw-wet”) and the applicable implementing decisions.

Every year, the Board of Directors presents the financial statements of the previous year and the budget proposal for the following year for approval at the annual General Assembly. Following the approval of the accounts and the adoption of the annual budget, the General Assembly expresses its views on the discharge of the directors and, if necessary, of the commissioner(s).

The board shall also ensure that the financial statements are filed.

### **TITLE VI: DISSOLUTION - LIQUIDATION.**

Except in cases of judicial dissolution and dissolution by law, only the General Assembly can decide to dissolve the association, according to the procedure provided in Article 11 of these Statutes for the change of purpose or purposes for which the international non-profit was established.

The General Assembly, or in lack thereof the Court, that decides to dissolve the association appoints one or more liquidators and determines their powers and the settlement terms.

The remaining assets will, after settling of debts, be transferred to an association, foundation or institute that has the same purposes as the now established international non-profit association. If several such institutions exist, the General Assembly shall make a choice, or at her discretion distribute the assets among the institutions eligible.

From the moment the decision to dissolve is taken, the international non-profit shall always indicate she is an "international non-profit in liquidation".

#### **TITLE VII: GENERAL STATEMENTS**

1) Anything not covered by these rules will be covered by the provisions of the non-profit Law ("vzw-wet").

2) The working language of the Association will be English.

3) All disputes concerning the association between the association and its members, directors, managing directors, directors, permanent representatives, commissioners and/or liquidators, as well as between the aforementioned people themselves, will be finally settled by arbitration in Brussels. The language will be English. The dispute will be settled by three arbitrators. Each party will appoint one arbitrator. These arbitrators will select a third arbitrator who will act as chairman.

II. that the number of directors was set at 8 and were appointed to this position, for a deadline from June 1, 2009:

- 1) Mr Benny Carl Henry. Belgian nationality, born in Sint-Joost-ten-Node (Belgium) on June 24, 1961. residing at 1800 Vilvoorde (Belgium), Olmstraat 214.
- 2) Mr. Cornelis Hermanus Maria NIEUWENHUIS. Dutch nationality. born in Amsterdam (Netherlands) on January 14, 1955. residing in Palo Alto (Netherlands). Anemone 2.
- 3) Mr. Paul BURGHARDT. Dutch nationality, born in The Hague (Netherlands) on November 2, 1956, residing in Heerde (Netherlands). Oenerweg 28.
- 4) Mr VAN DE WALLE Bartel Albrecht. Belgian nationality. born in Bruges (Belgium) on February 21, 1966, residing at 2480 Kasterlee (Belgium), Kempenstraat 37A.
- 5) Mrs. Susanne Kathrine JUL. American nationality. born in Roskilde (Denmark) on April 30, 1958, residing in Los Altos CA 94024 (USA). 221 Springer Rd 5.
- 6) Mr. Jonas Landgren Maltas. Swedish. born in Partille (Sweden) on December 18, 1971. residing at 439 91 Onsala (Sweden). Omvägen 2.
- 7) Mr. Frank FIEDRICH. German, born in Pforzheim (Germany) on December 15, 1966. residing in Silver Spring. MD 20901 (USA), 9612 Brunett Ct.
- 8) Mr. Murray TUROFF. American nationality, born in California (USA) on February 13, 1936, residing in Randolph, NJ 07869 (USA), 19 Meadow Brook Rd.

They have accepted their appointment.

III. that the Board has decided to appoint for a term ending on June 1, 2009:

1. to Chairman: Mr. Bartel Van De Walle, aforementioned, who has accepted this appointment.
2. to Vice-Chair: Ms Susanne JUL, aforementioned, who has accepted this appointment.
3. Secretary, Mr Jonas Landgren, aforementioned, who has accepted this appointment.
4. to Treasurer: Mr Cornelis NIEUWENHUIS, aforementioned, who has accepted this appointment.

Together with this are deposited:

- A copy of the document of establishment;
- Five proxies, attached;
- A certified copy of the Royal Decree of June 7, 2009 where the international non-profit legal status was granted to the Association.

*Dirk Van Haasebrouck*  
*Notary*

*Deposited at the Registry of Brussel on June 18, 2009. Published in the Annexes of the Belgian Journal of 26.06.2009.*

