

GOVERNING DOCUMENT (English translation May 2016)

Name (in full): International Confederation of Amputee Associations

Legal form: non-profit association

Headquarters: Belgium

Object of the act:

Private agreement: constitution of a non-profit organization

STATUS

The association is established as a legal entity and, more specifically, a non-profit association (hereinafter referred to as "ASBL"), in accordance with the law of June 27, 1921 on non-profit associations and foundations, published in the Moniteur Belge of 1 July 1921, as modified by the law of May 2nd, 2002, by the law of January 16th 2003 and the law of December 22nd 2003 (hereinafter called "the associations and foundations law").

1. NAME - REGISTERED OFFICE - OBJECT - DURATION

1.1. Name

The ASBL is referred to as "International Confederation of Amputee Associations" (IC2A).

This name must appear on all transactions, invoices, notices, publications, letters, orders and other documents of the association, immediately preceded or followed by the words "non-profit association" or the abbreviation "ASBL" and accompanied by the exact location of the head office.

1.2. Head office

The head office of the association is in the Belgian judicial district Huy and may be transferred to any other Belgian judicial district by simple decision of the Board of Directors, which shall have all powers to authenticate such a modification in the article of the statutes. Any change of location of the registered head office must be published in the appendix of the Moniteur Belge.

1.3. Object

The object of the association is to contribute nationally and internationally to be an alliance that shares experiences, knowledge and best practice to inspire improvement in the quality of life of amputees and individuals born with limb deficiency.

Wherever the term "amputee" or "amputees" is used herein after is for linguistic simplicity. It always refers to both amputees and individuals born with limb deficiency.

To this end, the association will be able to develop all activities which contribute directly or indirectly towards achieving the objectives of the non-profit association, including, within the limits of the law, commercial activities, with a non-profit objective.

1.4. Duration

The ASBL is established for an indefinite period.

2. OFFICIAL LANGUAGES

English and French are the official languages.

Members are responsible for translations into their country's languages.

The statutes, regulations governing the application of the statutes, resolutions passed at the AGM, decisions and announcements shall be published in English and French.

3. MEMBERSHIP

The association has the following categories of membership:

3.1. Founding members

The association has seven founding members, who have all the rights granted to the members referred to in the associations and foundations law. The above mentioned founders are the first full members. Except for serious misconduct within the associations and foundations law, the founding members may not be excluded from the association.

3.2. Full members

One national amputee association per country can apply to become a member and in that capacity represent any other amputee associations in that country. Other amputee associations in that country may not be members but may either join the existing IC2A member amputee association in their country or work with and through their national member association.

Any national amputee association registered as a legal body may apply to become a full member, provided that it has a minimum number of three full members.

Associations should submit their application in writing to IC2A.

The Board of Directors will decide on the acceptance of the association as a member at the first meeting following the application. At least half of the members of the Board of Directors will be present or represented at this meeting. The decision is taken by a majority of the members of the Board of Directors.

The Board of Directors may refuse an application without stating any reason whatsoever.

The full members shall have all rights and obligations defined in the associations and foundations law and the present statutes with the exception of excluding a founding member except for serious misconduct within the associations and foundations law. Members pay a fee which is fixed annually by the AGM amounting to a maximum of (EUR 100.000).

3.3. Corporate members

Any legal entity that supports the goals of the ASBL may submit to the Board a written application to become a corporate member.

The Board may decide to accept or refuse an application for corporate membership for no reason whatsoever.

Corporate members solely have the rights and obligations defined in these statutes but no right to vote.

Corporate members pay a membership fee which is fixed annually by the AGM amounting to a maximum of EUR 1,000,000.

3.4. Honorary members

An honorary member can be any person requested by the association who embody the values and objectives of the association and have demonstrated extraordinary effort to help improve the lives of amputees.

A full member may nominate a natural person as an honorary member. Once the application has been approved by the Board of Directors, the candidate will be invited by the association to become an honorary member.

The honorary member has no right to vote.

4. RESIGNATION

The full members may at any time cancel their membership in writing by registered mail and addressed to the president of IC2A. The resignation will take effect within a period of one month from the date of dispatch of the letter.

The corporate members may at any time cancel their membership by means of a written notification. The resignation is effective within a period of one month from the date of this notification.

Any full or corporate member will, in any event, be liable for the payment of the subscription fees that have been approved for the year in which the resignation was submitted.

An honorary member may at any time withdraw from the association by means of written notification. The resignation is effective within a period of one month from the date of this notification.

5. SUSPENSION OF A MEMBER

Full and corporate members who do not pay their subscription fees due for the current year within the time fixed by the Board of Directors will be suspended, after written notice to settle the matter, within a period of one month from the date of this notice.

Full and corporate members who have not paid their fees by the given time may be deemed resigned.

6. EXCLUSION OF A MEMBER

Members who act contrary to the objectives of IC2A can be excluded by the Board of Directors or by request of at least 1/5 of all members. Once a decision to exclude a member has been taken it takes immediate effect.

Prior to exclusion the member in question has the right to be heard.

The board of directors will inform the AGM of the exclusion.

7. RIGHTS

No member shall enforce or exercise any claim to the assets of IC2A solely in the capacity of being a member.

This exclusion of rights to assets applies any time, for example: during the period when the person is a member; at the moment when this ceases to exist for any reason whatsoever; or at the time of the liquidation of the association.

8. ANNUAL GENERAL MEETING (AGM)

The AGM consists of all full members.

All full members have equal voting rights, each having one vote.

Observers may attend the AGM and may, with the permission of the president, address the AGM.

The following exclusive powers may be exercised solely by the AGM:

- the amendment of the statutes;
- the appointment and dismissal of directors;
- the appointment and dismissal of auditors and fixing their remuneration;
- the discharge of the directors and auditors;
- the approval of budgets and accounts;
- the liquidation of the association;
- the exclusion of a member;
- the conversion of the association into a company with a social purpose;
- the fixing of the annual fee.

8.1. Meetings

The AGM will be held in the second quarter of the calendar year at the registered office or at a place otherwise convened.

The announcement of the AGM shall be sent at least six calendar weeks prior to the date of the AGM to all members by email to the last address stated by the member for this purpose.

The AGM is convened by the President of the Board of Directors or by at least two Directors. Attached to the convening for the meeting will be an agenda with topics for the AGM.

An Extraordinary General Meeting (EGM) may be convened by the President or at the request of at least two directors. The announcement of an EGM shall be sent at least eight calendar days prior to the date of the EGM to all members by email to the last address stated by the member for this purpose.

8.2. Quorum and votes

To be able to vote at an AGM at least 2/3 of the full members must be present or represented. These restrictions do not apply to an EGM.

Resolutions are taken by a simple majority of the votes present or represented, except as stated in the associations and foundations law or the statutes.

The AGM may validly pass a resolution on amendments to the statutes if it reaches a quorum of 2/3 of all full members, whether present or represented. If less than 2/3 of the members are present or represented at the first meeting, a second meeting may be convened, which will be able to validly pass a resolution on amendments to the majorities below, regardless of the number of members present or represented. The second meeting cannot be held less than fifteen days after the first meeting. The resolution shall be deemed to be accepted if it is approved by 2/3 of the votes of the full members present or represented.

If a proposed amendment concerns the purposes for which the association is formed, it can only be adopted by a majority of 4/5 of the votes of the full members present or represented.

The members who are unable to be present at the meeting may be represented by written proxy to the board. Each member can represent a maximum of 2 other members.

Voting can be done by calling, show of hands or, if requested, by half of the full members present or represented, by secret vote.

In the event of equality of votes the proposal is deemed to be rejected.

The resolutions of the AGM are recorded in minutes and kept in a register of the minutes which can be accessed by full members, who are exercising their right to be consulted in accordance with the procedure laid down in article 9 of the A.R. (Royal Order) June 26, 2003. Third parties wishing to take note of the minutes of the resolutions of the AGM may make a written request to this effect with the Board of Directors, which can allow or deny the consultation for no reason whatsoever.

9. ADMINISTRATION AND REPRESENTATION

9.1. The Board of Directors and election committee

IC2A is administered by a Board of Directors composed of at least three but no more than five directors (with the option of two Deputy Directors) drawn from its' member associations. The number of directors must always be less than the number of full members of the association.

The AGM will appoint an election committee consisting of three members which will propose candidates for membership of the Board of Directors.

The directors are appointed by the AGM by a simple majority of the votes present or represented and for a term of two years. Their mandate ends at the close of the AGM. Directors are eligible for re-election.

An election committee of the Board of Directors will propose a President, Vice-President, and a Secretary and any other officers they see fit. The AGM will vote to elect these positions.

A Member of the Board of Directors may resign by notice in writing to the Board of Directors. The Board of Directors will in consultation with the election committee appoint a replacement to the board.

The directors shall hold office without financial reward but may have their legitimate expenses refunded.

9.2. The Board of Directors: meetings, discussions and decisions

The Board shall meet at the request of the president as often as required in the interest of the association. A meeting can take the form of a physical meeting in an agreed place or a video or telephone conference according to a procedure agreed by the Board of Directors.

The Board is chaired by the president or, in his absence, by the vice president

The Board of Directors may discuss and take decisions when at least 3 of its members are present at the meeting. Decisions are taken by a simple majority of the votes present. In the event of a voting tie, the proposal is deemed to be rejected.

Minutes of the meeting are drafted and approved by the chairman and the secretary. This record is kept in a register of the minutes which can be accessed by members, who will exercise their right to be consulted in accordance with the procedure laid down

in article 9 of the A. R. June 26, 2003. These minutes must be submitted for validation to all the directors within 2 weeks and any complaints registered with the president within a further 2 weeks.

10. CONFLICT OF INTEREST

If a board member has, directly or indirectly, a vested interest in a decision or a transaction falling within the competence of the Board of Directors, the relevant board member must inform the other directors before the board takes a decision.

The board member having a vested interest must withdraw from the meeting and shall not participate in the discussion and the vote on the matter in question.

11. INTERNAL ADMINISTRATION - RESTRICTIONS

The Board of Directors is empowered to conduct all internal administrative acts which are necessary or useful for achieving the association's objectives, with the exception of those falling within the exclusive competence of the General Assembly, in accordance with article 4 of the associations and foundations law.

Notwithstanding the obligations resulting from board directorship, namely consultation and control, board members can distribute and delegate administrative tasks.

The Board of Directors may delegate tasks and responsibilities to one or more third parties including individuals and to committees appointed by the board, unless this delegation may also affect the general policy of the Association or the competence of the Board of Directors.

12. POWER OF EXTERNAL REPRESENTATION

The Board of Directors collectively represents IC2A in all judicial and extrajudicial acts. It represents the association by majority of its members.

Without questioning the competence of general representation by the Board of Directors as a whole, IC2A can also be equally represented in judicial and extrajudicial acts by two directors, acting jointly.

These restrictions placed on their powers of representation are not enforceable against third parties, even if they have been made public. However, if they are not respected, the representatives concerned are still held internally responsible.

13. PUBLICITY REQUIREMENTS

The appointment and termination of duties of the members of the Board of Directors and the persons authorised to represent the Association are recorded by deposit in the files of the association in the registry of the commercial court and published by extract, in the "Annexes du Moniteur Belge". These extracts shall in any case reveal the persons representing and committing IC2A, each separately, jointly, or in whole, and clarify the scope of their powers.

14. DAY-TO-DAY MANAGEMENT

The day-to-day management of IC2A internally, as well as externally may be delegated by the Board of Directors to one or several persons.

The appointment and termination of duties of the persons responsible for the daily management are recorded by deposit in the folder of the association in the registry of the commercial court and published by extract, in the "Annexes du Moniteur Belge". In any case, these parts must reveal if the persons representing IC2A in daily management, undertake IC2A each distinctly, jointly or in whole, and clarify the scope of their powers.

15. AUDIT

As long as IC2A does not exceed for the last closed financial year the amounts referred to in article 17, § 5, of the associations and foundations law limits, it is not required to appoint an auditor.

As soon as IC2A exceeds these limits, auditing the financial situation, the annual accounts and the regularity of the transactions is entrusted to an auditor, who shall be appointed by the AGM from the members of the "Institut Belge des Réviseurs d'Entreprises" annually. The remuneration of the auditor is determined by the AGM.

16 FUNDING AND ACCOUNTING

16.1. Funding

IC2A will be funded, among others, through grants, allowances, donations, sponsorships, corporate social responsibility memberships, contributions, bequests and other testamentary provisions and last wishes, obtained to support the aims of the association as well as to support a specific project.

IC2A can also raise funds in any other legal way.

16.2. Accounting

The financial year begins on 1 January and ends on 31 December.

The accounts shall be kept in accordance with article 17 of the associations and foundations law and with the applicable orders of execution.

The annual accounts are filed in the records kept at the registry of the commercial court, in accordance with article 26novies of the law on the associations and foundations. Where applicable, annual accounts shall also be deposited at the National Bank, in accordance with the provisions of article 17, § 6, of the associations and foundations Act and related orders of execution.

The board shall submit the annual accounts of the previous financial year, and a budget proposal for approval at the annual general meeting.

17. LIQUIDATION

Either the Board of Directors or a minimum of 1/5 of all members can convene an EGM to liquidise the association according to the regulations in point "8.1. Meetings" of these statutes.

Discussion and the decision to liquidate must meet the quorum and the majority required for a change in the purpose, as mentioned in point "8.2. Quorum and vote", of these statutes. As from the decision to liquidate, IC2A will be referred to as an "ASBL in liquidation", in accordance with article 23 of the associations and foundations law.

If the proposal to liquidate is adopted, the AGM appoints a liquidator.

All decisions relating to the dissolution, the conditions of the liquidation, appointment and cessation of functions of the liquidators, at the close of the liquidation and the allocation of the assets must be filed at the registry and published in the "Appendices du Moniteur Belge", in accordance with the provisions of articles 23 and 26 of the association and foundations and enforcement orders Act related.

The assembly of founding members met following the constitution of the Association to appoint the members of the Board of Directors.

The following are appointed directors for a term of two years, their mandates, exercised free of charge, due to the date of the ordinary general meeting of 2018.

- Dr Nils-Odd Tønnevoll, domiciled at Dorthes vei 1, 0287 Oslo, Norway. Passport ID 31201594.
- Mr Dieter Jüptner, BMAB, Friedrichstr. 10, 72649 Wolfschlugen, Germany. Passport ID C89KGYZVL.
- Mr Jean-Pascal Hons-Olivier, ADEPA, 21 rue du Brûlet, 69110 Sainte Foy les Lyon, France. ID 15ak394444 .

At the end of the Assembly, the Board of Directors meets and decides to entrust the Administration daily, referred to in point number 14. « Day-to-day management" of the Statute, to:

Mrs Sandra Sexton, administrator of IC2A, 95 Dryburgh Road, Wishaw, North Lanarkshire, Scotland, UK, ML2 7JH.

Version May 2016