

## Name: Journalismfund.eu

Legal form: not-for-profit association ("vereniging zonder winstoogmerk", abbreviated into "vzw")

Registered office: Rue Léopold 6, B-1000 Brussels (Belgium)

Enterprise number: BE0463312580

## DEED CONSOLIDATING THE ARTICLES OF ASSOCIATION

### TITLE I. - Name, registered office, purpose, duration

Art. 1. The association bears the name: "Journalismfund.eu".

Art. 2. The registered office of the association is located at rue Léopold 6, B-1000 Brussels (Belgium) in the judicial district of Brussels.

It may be transferred by resolution of the general meeting only and provided that, in addition, it complies with the rules required for amending the articles of association as described herein.

Art. 3. The purpose of the association is to keep alive the memory of Flemish journalist Pascal Decroos and to continue his life's work by, amongst other things:

- stimulating in-depth, high-quality journalism in Europe;
- facilitating in-depth, cross-border, high-quality journalism in Europe and by so doing stimulating, support and develop European public debate;
- stimulating a journalistic cross-border network;
- creating the opportunity for new talents to develop practical journalistic skills;

and at the same time to ensure the independence of journalistic work.

It may, in addition, undertake any activities that may advance this purpose.

In this sense, it may, but only in an incidental manner, carry out commercial acts, but only to the extent that the proceeds from such acts are used for the purpose for which it was established.

Art. 4. The association is established for an unlimited duration, but may, however, be dissolved at any time.

### TITLE II. - Members

Art. 5. The number of members is unlimited, but there must be at least three members. The founders are the first full members. The association may include both full and associate members. Full membership, including the right to vote at the general meeting, is attributed exclusively to full members. Full members are those whose names are mentioned in the register of members kept at the registered office of the association and a copy of which, pursuant to Art. 26, novies, §1,3° of current legislation, will be filed with the clerk's office of the commercial court. In the event of changes in the composition of the association, a copy of the register of members must be filed within one month of the anniversary of the filing of the articles of association. These legal provisions are only applicable to the full members. Associate members may only participate in the activities of the association as affiliates. They do not have the right to vote at the general meeting. The rights and obligations of associate members are recorded in a set of internal rules.

Art. 6. Any natural person or legal entity approved as such by the general meeting and proposed by the board of directors may join the association as a member. The application for admission as a member must be submitted in writing to the chairman of the board of directors.

Art. 7. In addition, the board of directors may, under certain conditions, admit other persons as honorary members, patrons, supporting or advisory members. These are deemed to be non-full members. Their rights and obligations are set out in the internal rules.

Art. 8. The membership fee shall be limited to a maximum of EUR 1,000.

Art. 9. Any member may resign from the association at any time. Resignation must be notified to the board of directors by registered letter.

Art. 10. Retiring or excluded members and their legal successors cannot share in the association's assets, and may therefore never claim a refund or any compensation for any previous contributions.

### TITLE III. - The board of directors

Art. 11. The association is managed by a board of directors, consisting of at least three members, who need not be members of the association. If the general meeting has only three members, the board of directors may consist of only two persons. In any event, the number of directors must always be less than the number of members of the general meeting.

Art. 12. Directors are appointed for an indefinite period of time.

Art. 13. Members of the board of directors are appointed by the general meeting and may be removed by it at any time. A director who voluntarily resigns must do so by giving written notice to the board of directors.

The mandates of the members of the board of directors are not remunerated.

After filing, the appointment, re-election, resignation, retirement and removal of members of the board of directors shall be published (by extract) in the annexes to the Belgian State Gazette within one month after the resolution has been adopted.

Art. 14. If the number of directors has decreased as a result of voluntary resignation, dismissal or for whatever reason, the directors will remain in office until their replacement has been appointed.

Meetings of the board of directors are convened by the chairman or by two directors.

Meetings of the board of directors are chaired by the chairman.

If he/she is unable to attend or is absent, the meeting shall be chaired by the oldest of the directors present.

Art. 16. The board of directors exercises its powers as a collegial corporate body ("*college*"). It may validly adopt decisions only if the majority of the directors are present. Decisions are adopted by a simple majority of the votes cast. In the event of a tie, the vote of the chairman or of the person replacing him/her will be decisive.

Art. 17. Minutes will be drawn up of each meeting, signed by the chairman and the secretary and kept in a special minute book. All extracts to be submitted and all other deeds are validly signed by the chairman and the secretary. In the absence of these directors, two other directors may sign these documents.

Art. 18. The board of directors manages the association's affairs and represents it in and out of court. It is competent to deal with all matters, except those which are expressly reserved by law to the general meeting. It will act as plaintiff and defendant in all legal proceedings and decides whether or not seek legal redress.



The board of directors appoints and dismisses members of staff and determines their remuneration.

On its own responsibility, the board of directors may delegate its powers with regard to certain acts and assignments to one of the directors or, subject to authorization of the general meeting, to a person in charge of the day-to-day management or to another person, who need not be a member of the association.

The board of directors shall issue any internal rules that it may deem necessary and useful.

The board of directors may, if deemed necessary, appoint a managing director or director in charge of the day-to-day management. He or she is will be responsible for current matters and the daily correspondence and shall be a signatory on behalf of the association with regard to post office giro institutions, both public and private banking institutions and any other institutions.

Art.19. Directors acting on behalf of the association need not disclose any decision or authorization to third parties.

#### TITLE IV. - General meeting

Art. 20. The general meeting is comprised of all full members, and is chaired by the chairman of the board of directors or by the oldest director present.

However, a member may be represented by another member at the general meeting. A member may only represent one other member.

Each member has only one vote at the general meeting.

Art. 21.

The general meeting is exclusively authorized to:

- amend the articles of association,
- appoint and dismiss directors,
- appoint and dismiss the auditors and determine their remuneration in the event that remuneration is granted,
- grant release from liability to the directors and the auditors,
- approve the budget and the accounts,
- voluntarily dissolve the association,
- appoint and exclude a member of the association,
- convert the association into a company with a social purpose,
- act in all situations in which these articles of association so require.

Art. 22. The general meeting is validly convened by the board of directors or by the chairman whenever so required by the purpose of the association.

It must be convened at least once a year to approve the accounts of the previous year and the budget for the forthcoming year.

Art. 23. The general meeting will take place as soon as possible after the end of the calendar year.

Art. 24. In addition, the board of directors must convene a general meeting when one fifth of the full members so request, by registered letter, setting out all items on the agenda to be discussed. In this case, the Board of Directors must convene the General Meeting within fifteen working days and indicating the requested items on the agenda.

Art. 25. In order to be valid, notices of the general meeting must be signed by the chairman, or two directors. All full members must be given notice by ordinary letter or by registered letter at least eight working days before the meeting.



Art. 26. The notice will set out the place, day and time of the meeting, along with the agenda, which shall be authorized by the board of directors. Any item proposed in writing by one twentieth of the full members must appear on the agenda. This item must of course be signed by one twentieth of the members and delivered to the chairman of the board of directors at least two working days before the meeting. Any matter which is not on the agenda will, under no circumstances, be dealt with.

Art. 27. In normal circumstances, resolutions are adopted by a simple majority of those present and represented. In the event of a tie, the Chairman or the person chairing the meeting at that time shall have the casting vote.

Art. 28. The articles of association may be amended only if the amendment is set out in detail on the agenda and if 2/3 of the full members are present or represented. If this number of members is not present, a second meeting may be convened, as is required by these articles of association, whereupon a resolution will be adopted, irrespective of the number of attendees. This second meeting may not be held within 15 calendar days following the first meeting. In addition, each amendment requires a majority of 2/3 of the votes present or represented. Any amendment of the purpose of the association may only be resolved upon by a majority of 4/5 of the votes.

Any amendments to the articles of association and the full consolidated text of the articles of association will be filed with the clerk's office of the commercial court after this amendment. Within 30 days after the filing, the amendment must be published (by extract) in the annexes to the Belgian State Gazette

Art. 29. In the event of voluntary dissolution of the association, the same rules as those described for amending the purpose of the association are applied.

Art. 30. A majority of two thirds of the votes is required to exclude a member. If a member is excluded, this proposal must appear on the agenda and the member must be invited to offer his or her defense.

Art. 31. Minutes will be drawn up of each meeting, which shall be signed by the chairman and the secretary and be kept in a special minute book.

This register may be inspected at the registered office of the association by members and interested third parties. Extracts thereof shall be signed by the chairman and the secretary or by two directors and, failing this, by two members of the general meeting.

#### TITLE V. - Accounts and budgets

Art. 32. The financial year of the association will run from 1 January to 31 December.

The board of directors approves the accounts for the past financial year and prepares the budget for the forthcoming financial year. Both are submitted to the general meeting for approval.

#### TITLE VI. - Dissolution and liquidation

Art. 33. With the exception of cases of judicial dissolution and dissolution by operation of law ("*ipso iure*"), the general meeting may approve the dissolution of the association only if 2/3 of the members are present or represented at the general meeting and, moreover, a 4/5 majority agrees to voluntarily dissolve the association. The proposal to voluntarily dissolve the association must be explicitly set out in the agenda of the general meeting.

If 2/3 of the members are not present or represented at this general meeting, a second general meeting will be convened and irrespective of the number of members present or represented, but

subject to a 4/5 majority, agreement to voluntarily dissolve the association can be deliberated. In the event of a voluntary dissolution, the general meeting or, failing that, a court shall appoint one or more liquidators. It shall, in addition, determine their powers and any conditions surrounding the liquidation.

Subsequent to paying the liabilities, all assets will be transferred to an association with similar purposes.

With respect to the dissolution, the dissolution resolution, the appointment and the termination of the liquidators will be filed with the clerk's office of the commercial court. Within 30 days after filing, this dissolution resolution and the appointment and termination of the liquidators will be published by excerpt in the annexes to the Belgian State Gazette.

Art. 34. For all matters not provided for or regulated in these articles of association, the Belgian Act of 27 June 1921 as amended by the Act of 2 May 2002 will apply.

Brussels, 11/02/2019

Piet Depuydt  
Chairman a.i.

Kurt Vandenberghe  
Director

FOR A TRUE AND COMPLETE SWORN  
TRANSLATION FROM DUTCH INTO ENGLISH –  
NE VARIETUR

I swear that I have conscientiously, accurately and  
fairly carried out my assignment.

Done in Wingene, on 16 April 2020

VOOR EENSLUIDENDE VERTALING NE  
VARIETUR VAN HET NEDERLANDS NAAR HET  
ENGELS

Ik zweer dat ik mijn opdracht in eer en geweten,  
nauwgezet en eerlijk heb vervuld.

Gedaan te Wingene, op 16 april 2020

**Evelyne Desmet**

Identification number: VTI 17296110  
Sworn translator



**Evelyne Desmet**

beëdigd vertaler | traductrice assermentée  
sworn translator | traduttrice giurata  
Lavoordestraat 33A, B-8750 Wingene  
[www.lingvajura.com](http://www.lingvajura.com)

**Evelyne Desmet**

Identificatienummer: VTI 17296110  
Beëdigd vertaler

