

Berquin Notarissen Berquin Notaires

Denis DECKERS

Carl OCKERMAN

Eric SPRUYT

Vincent BERQUIN

Daisy DEKEGEL

Peter VAN MELKEBEKE

geassocieerde notarissen

notaires associés



1
OPRICHTING IVZW

Dossier: DD/SB/2110593/CV

Repertorium: 50.516

" **European Forestry and Environmental Skills Council** "
in het kort "**EFESC** "
Internationale vereniging zonder winstoogmerk
te 1000 Brussel, Luxemburgstraat, 66

OPRICHTING - STATUTEN - BENOEMINGEN.

Het jaar tweeduizend en elf.
Op zestien mei.
Te Brussel, op het kantoor, Lloyd George-laan 11.

Voor mij, Meester **Denis DECKERS**, Geassocieerd Notaris, vennoot van "Berquin Notarissen", burgerlijke vennootschap met handelsvorm van een coöperatieve vennootschap met beperkte aansprakelijkheid, met zetel te 1000 Brussel, Lloyd Georgelaan, 11 en ondernemingsnummer 0474.073.840 (RPR Brussel),

ZIJN VERSCHENEN

1/ De besloten vennootschap naar Nederlands recht "**IPC Groene Ruimte BV**", met zetel te Koningsweg 35, 6816 TG Arnhem, Postbus 393, 6800 AJ Arnhem, Nederland

2/ De vereniging naar Duits recht "**Kuratorium für Waldarbeit und Forsttechnik e.V.**", met zetel te Sprembergerstrasse 1, D 64820 Gross Umstadt, Duitsland, met register nummer VR 30519

3/ De vennootschap naar Spaan recht "**Forest Sciences Center of Catalonia**", met zetel te Ctra. De St. Llorenç de Morunys, Km 2, 25280 Solsona, Spanje, met BTW nummer Q-7550005-H

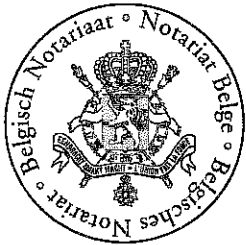
4/ De vereniging naar Duits recht "**European Network of Forest Entrepreneurs ENFE e.V.**", met zetel te Rütteberg 10, D-79294 Sölden, Duitsland, met registernummer VR 3645

5/ De vereniging naar Engels recht "**A1 Arborists Ltd**", met zetel te Denton St 116, Denton Holme, Carlisle, CA2 5, Verenigd Koninkrijk, met register nummer 06449984

Alle comparanten zijn hier vertegenwoordigd door de heer **Tomas René Lodewijk EMBO**, geboren te Duffel, op 1 december 1969, wonende te 9051 Sint Denijs Westrem, Kromme Leie, 5, met als rijksregisternummer 691201 003 45 ingevolge vijf onderhandse volmachten hierbij aangehecht.

De comparanten hebben mij, notaris, verzocht hierbij de statuten van een Belgische internationale vereniging zonder winstoogmerk (ivzw) vast te stellen, die zij verklaren op te richten overeenkomstig de "Wet betreffende de verenigingen zonder winstoogmerk, de internationale verenigingen zonder winstoogmerk en de stichtingen", hierna de "VZW-wet" genoemd.

Deze statuten luiden als volgt :



.....ROL

- inkomsten uit het beheer van de certificaten
 - licentievergoedingen voor het afleveren van certificaten
 - subsidies, toelagen, giften, bijdragen, schenkingen, legaten en andere voorzieningen die in laatste wilsbeschikkingen en testamenten worden gedaan, gegeven voor de algemene doelstellingen van de vereniging alsook voor de ondersteuning van een welbepaald project.
2. De vereniging kan ook gelden inzamelen door alle andere middelen die niet in strijd zijn met de wettelijke vereisten.

Art. 13. Afdeling 2. Boekhouding

1. Het boekjaar begint op 1 januari en eindigt op 31 december.
2. De boekhouding wordt gevoerd overeenkomstig de bepalingen van artikel 53 VZW-Wet en de uitvoeringsbesluiten.
3. De balans wordt neergelegd in het dossier van de vereniging op de griffie van de rechtbank van koophandel overeenkomstig de relevante bepalingen van artikel 51 VZW-Wet.
4. De Raad van Bestuur legt de balans van het vorig boekjaar evenals een voorstel van begroting ter goedkeuring voor aan de Algemene Vergadering.

Artikel 14. Ontbinding

1. De Algemene Vergadering wordt bijeengeroepen om de voorstellen met betrekking tot de ontbinding van de vereniging door de Raad van Bestuur of door ten minste 1/5 van alle Gewone Leden te bespreken. De uitnodiging en de agenda worden opgemaakt overeenkomstig de relevante bepalingen van artikel 4, afdeling 5 van deze statuten.
2. De beraadslaging en besluitvorming over de ontbinding gebeurt met inachtneming van het quorum en de meerderheid van de wijziging van het doel uiteengezet in artikel 4, afdeling 6 van deze statuten. Zodra de beslissing om de IVZW te ontbinden is genomen, zal de vereniging steeds vermelden dat zij een "IVZW in ontbinding" is.
3. Ingeval het voorstel met betrekking tot de ontbinding van de vereniging wordt goedgekeurd, zal de Algemene Vergadering één of meer vereffenaars aanduiden. De Algemene Vergadering zal hun opdracht beschrijven.
4. In geval van de ontbinding en vereffening van de vereniging, zal Buitengewone Algemene Vergadering beslissen over de bestemming van de activa van de IVZW. Deze activa moeten worden toegewezen aan een andere vereniging zonder winstoogmerk met een gelijkaardig of aanverwant doel.
5. Alle beslissingen met betrekking tot de ontbinding, de vereffeningvoorwaarden, de benoeming en de ambtsbeëindiging van de vereffenaars, de sluiting van de vereffening en de bestemming van de activa van de vereniging zullen worden neergelegd op de griffie en bekend gemaakt worden in de Bijlagen bij het Belgisch Staatsblad.

De Engelse vertaling van de statuten luidt als volgt:

"ARTICLES OF ASSOCIATION"

The organization

Art. 1. Section 1. Legal form

The organization is founded on 16 May 2011 as a legal entity, more specifically as an international non profit organization (hereafter "INPO") following the Law of 27th of June 1921 concerning the non profit organizations and the foundations, published in the Belgian State Gazette on the 1st of July 1921 and modified by the Law of 2nd of May 2002 and the Law of 16th of January 2003 (hereafter "NPO Law").

Art. 1. Section 2. Name



..... CONTROL

1. The INPO carries the name *European Forestry and Environmental Skills Council*, abbreviated *EFESC*.
2. This name should figure in all deeds, invoices, announcements, publications, letters, orders and other documents by the organization, and should immediately be preceded or followed by the words "international non profit organization" or by its abbreviation "INPO", as well as the exact designation of the seat of the organization.

Art. 1. Section 3. Registered office

1. The registered office of the INPO is located at
European Forestry House
Rue du Luxembourg 66
B-1000 Bruxelles
2. The Executive Board has the competence to move the seat to any place within the Dutch-speaking region. At the following meeting of the General Assembly, the General Assembly shall confirm the transfer of registered office.

Article 2. Purposes and objects

Art. 2. Section 1. Purposes

EFESC INPO has as non-profit making purpose of international use the development, maintenance, and management of certificates of skills and competences which are deemed necessary to carry out tasks and operations in forestry and environmental work. More specifically, the INPO is set up to:

- *develop minimum qualification standards in professions like forestry, landscaping, tree-work and/or horticulture*
- *improve safety due to standards setting*
- *improve mobility due to interchange ability of the certificates*
- *improve the profession*

Art. 2. Section 2. Objects

Make part of the specific objects and activities which contribute to the accomplishment of the INPO's purposes:

- *develop standards and procedures for skills and competence testing and certifying for tasks in forestry or environmental work, aiming at safe work practices and ergonomic standards, at environmental protection, and on effective and efficient work practices*
- *maintain the standards in an ongoing standard setting process*
- *accredit bodies (National Agencies or 'NAs') which are mandated to operate the certification processes on national level*
- *develop, design and manage certificates*
- *ensure the Europe-wide acceptance of the certificate through mutually accepted standards and procedures*
- *ensure the acceptance of the certificates in the industrial sectors where the certificate holders will apply their skills.*

Additionally, the INPO can carry out activities that contribute directly or indirectly to the realisation of above mentioned non profit purposes, including the subordinate commercial and profitable activities within the scope of what is legally allowed and aims at the realisation of the idealistic non profitable purposes.

Article 3. Membership

Art. 3. Section 1. Ordinary Members

1. There are at least two Ordinary Members having all rights "Members" have according to the NPO Law.
2. Following founders are the first Ordinary Members:
 - 1/ The limited liability company under Dutch law "**IPC Groene Ruimte BV**", with registered office at Koningsweg 35, 6816 TG Arnhem, Postbus 393, 6800 AJ Arnhem,

Holland

2/ The association under German law "**Kuratorium für Waldarbeit und Forsttechnik e.V.**", with registered office at Sprembergerstrasse 1, D 64820 Gross Umstadt, Germany, and registered under number VR 30519

3/ The association under Spanish law "**Forest Sciences Center of Catalonia**", with registered office at Ctra. De St. Llorenç de Morunys, Km 2, 25280 Solsona, Spain, VAT number Q-7550005-H

4/ The association under German law "**European Network of Forest Entrepreneurs ENFE e.V.**", with registered office at Rütteberg 10, D-79294 Sölden, Germany, and registered under number VR 3645

3. Organizations can put themselves up for Ordinary Membership, provided that they are
- A National Agency according to this Memorandum of Association
 - A Health and Safety Authority on European or National level
 - A representative body on European or transnational level active in one of the following activities:
 - o an industry branch organization
 - o employees representation
 - o training providers
 - o manufacturers of tools and equipment for forestry or environmental work
 - o certification schemes

And which commit themselves to the objectives of the EFESC INPO and agree to support its work on a national and international level

Exceptions can be decided upon by the Executive Board under well considered circumstances.

4. The candidate members address their request for membership to the Secretariat.
5. The Executive Board will decide whether or not to accept the candidate as Ordinary Member on its following meeting. The decision will be taken by an ordinary majority of the members of the Executive Board.
6. The Executive Board has the discretion to decide that a certain candidate will not be accepted as an Ordinary Member.
7. Ordinary Members have all rights and obligations that are mentioned in the NPO Law and that are written down in the articles of association. They pay a membership fee that will be fixed annually by General Assembly.

Art. 3. Section 2. Extraordinary Members

1. Every natural or legal person or organization that supports the work of EFESC INPO with regular sponsoring can send a written application to the INPO in order to become an Extraordinary Member.
2. The Executive Board will decide in a discretionary manner and without further motivation whether or not a candidate will be accepted as an Extraordinary Member.
3. Extraordinary Members have only the rights and duties as described in the articles of association.
4. Extraordinary Members have no voting rights.

Art. 3. Section 3. Resignation

1. Ordinary Members can withdraw at the end of each financial year from the INPO by addressing a formal writing to the Executive Board. The resignation will take effect one month after this notice.
2. Extraordinary Members can withdraw at any moment from the INPO by means of a written notification. The resignation will take effect six months after this notice.

Art. 3. Section 4. Exclusion

1. Whenever an Ordinary Member opposes in a serious manner the objectives of the EFESC INPO, opposes agreements that have been made according to the articles of association or does not pay its membership fee despite a written request and after 6 months lapse in fees, either the Executive Board or at least 1/5 of all Ordinary Members can request for the termination of its membership. The exclusion of an Ordinary Member requires a special resolution by the General Assembly, carrying the votes of a 2/3 majority of the Ordinary Members present or represented, with at least half of all Ordinary Members present or represented.
2. The Ordinary Member, whose membership's termination is requested for, has the right to appeal to the General Assembly in writing.
3. Extraordinary Members that oppose in a serious manner the objectives of the EFESC INPO, oppose agreements that have been made according to the articles of association or do not pay their membership fee despite a written request and after 6 months lapse in fees, can be excluded from membership by a discretionary resolution of the Executive Board.

Art. 3. Section 5. Rights

1. No Member can utter or execute a claim on the assets of the INPO on the sole basis of his membership.
2. The exclusion of rights on the INPO's assets is imperative at all times: for the duration of the membership, on the termination of the membership for which reason whatsoever, on dissolving the INPO, etc.
3. Extraordinary Members have the right to participate in meetings of the General Assembly.

Article 4. The General Assembly

Art. 4. Section 1. The General Assembly

1. The General Assembly consists of all Ordinary Members. Each Ordinary Member which is not a physical person should, in order to exercise its rights as a Member, appoint a duly authorised delegate.
2. All Ordinary Members have equal voting rights. Every Ordinary Member has one vote.

Art. 4. Section 2. Auditors

Auditors can be present at the General Assembly and can address the General Assembly, when granted to do so by the Chairperson.

Art. 4. Section 3. Observers

The Executive Board can invite experts as observers to the meetings of the General Assembly.

Art. 4. Section 4. Powers

The following exclusive powers can be exercised solely by the General Assembly:

1. the modification of the articles;
2. the election of the Chairperson and Members of the Executive Board;
3. the nomination and withdrawal of the auditor and the fixation of his fee;
4. the discharge of the Members of the Executive Board;
5. the approval of the budget and the accounts;
6. the decisions on terms and conditions for reimbursement of expenses and compensation of working time for the Members of the Executive Board;
7. the approval of the report from the auditor;
8. the dissolution and liquidation of the organization;
9. the exclusion of an Ordinary Member;
10. the decision on the amount of the membership fees;
11. the decision on the organizational structures and processes;
12. the nomination of the Members of the Standards Committee;
13. the nomination of the Members of the Accreditation Committee;

14. the decision on the EFESC-standards;
15. the decision on the accreditation and certification procedures;
16. the approval and amendment of the handbook of the certificate;
17. the decision on the preconditions and procedure for new Members to join.

Art. 4. Section 5. Meetings

1. The meetings of the Ordinary General Assembly are held at least annually. The invitation hereto is sent in writing to all Ordinary Members at least four weeks prior to the date the General Assembly will be held.
2. The meetings are called by the Chairperson of the Executive Board. A draft of agenda will be attached to the invitation. Any item put forward by an Ordinary Member at least 10 days prior to the meeting will be put on the agenda.
3. Extraordinary meetings of the General Assembly can be called by the Executive Board or on request of at least 1/5 of the Ordinary Members. The invitation will be sent to all Ordinary Members at least eight weeks prior to the date of the General Assembly.

Art. 4. Section 6. Quorum and voting

1. Decisions are made by ordinary majority of the votes of the Members present or represented, except when the NPO Law or the articles of association prescribe otherwise.
2. The modification of the articles of association requires a deliberation by a meeting that holds a quorum of 2/3 of the Ordinary Members present. In the event that the first meeting carries less than 2/3 of the members present or represented, a second meeting can be called. This second meeting can deliberate, take decisions and make amendments in a valid way when the majorities as stated hereafter are respected. This is the case regardless of the number of members present or represented. The second meeting cannot be held less than 15 days following the first meeting. The decision is taken from the moment that it is accepted by 2/3 of the votes of the Ordinary Members present or represented. Only in the event that the amendment of the articles of association concerns the purpose or the purposes the organization is founded for, this amendment will require a majority of 4/5 of the votes of the Ordinary Members present or represented.
3. Members who cannot be present at a meeting, can be represented by other Members. Every Member can carry a maximum of two proxies.
4. The voting can proceed by way of call (out), raise of hands or, when requested by at least one Ordinary Member present, by way of secret ballot.
5. In the event no majority can be reached the proposal will be considered to be rejected.
6. In exceptional circumstances, when the urgent necessity and the interest of the INPO require such, the decisions of the General Assembly can be taken by unanimous written consent of the Ordinary Members. To this end it is required that the Ordinary Members come to an unanimous agreement on proceeding by way of written decision-making. Written decision-making supposes in any case that a deliberation per e-mail, video or phone conference took place.
7. Minutes will be drawn up and signed by the minute taker and the Chairperson after being accepted by the General Assembly. Minutes are kept in a register of minutes and can be looked into by the Ordinary Members. They can exercise their right of inspection in accordance with the modalities provided by article 9 of the Royal Decree of 26th June 2003.

Article 5. Governance and representation

Art. 5. Section 1. Composition of the Executive Board

1. The INPO will be governed by an Executive Board composed of the Chairperson and at least two members which are all Ordinary Members or duly authorised delegates of an Ordinary Member of the INPO. The number of members of the Executive Board shall in any case always be lower than the number of persons who are Ordinary Member of the

organization. In the event the INPO contains only three Ordinary Members – this being the minimum number of Ordinary Members required by law -, the Executive Board can only consist of two members. The day a fourth Ordinary Member is admitted, an (Extra)Ordinary General Assembly can proceed with nominating a third Director.

2. The Chairperson and the members of the Executive Board are elected for a term of three years by the General Assembly, by ordinary majority of the Members present or represented. Their mission ends with the closure of the annual meeting following their term of service. Directors are eligible for reappointment.
3. The Chairperson and the members of the Executive Board can be removed at all times by the General Assembly. The General Assembly decides on this matter by ordinary majority of the Members present or represented. Every member of the Executive Board can resign after written notification to the Executive Board. A Director is obliged to continue his function after his resignation is handed in until he can reasonably be replaced.
4. As a principle the members of the Executive Board are not remunerated unless the General Assembly takes another decision by normal majority. The costs they occur in the course of the exercise of their mandate will be compensated.

Art. 5. Section 2. Executive Board: meetings, deliberations and decisions

1. The Chairperson calls the meetings for the Executive Board whenever the interest of the INPO requires such.
2. The Executive Board is presided by the Chairperson, or, in his/her absence, by the Vice-Chairperson.
3. The Executive Board can only deliberate and decide in a valid way, when at least a majority of its members are present at the meeting. The decisions are taken by ordinary majority of the members present. When no majority can be reached the Chairperson will decide.
4. Minutes are drawn up and signed by the Chairperson and minute taker and kept in a register of minutes and can be looked into by the Ordinary Members. They can exercise their right of inspection in accordance with the modalities provided by article 9 of the Royal Decree of 27th June 2003.
5. In exceptional circumstances, when the urgent necessity and the interest of the INPO require such, the decisions of the Executive Board can be taken by unanimous written consent of the Directors. To this end it is required that the Directors come to an unanimous agreement on proceeding by way of written decision making. Written decision making supposes in any case that a deliberation per e-mail, video or phone conference took place.

Art. 5. Section 3. Conflict of interest

1. In the event a Director has, directly or indirectly, an interest of pecuniary nature in conflict with a decision or an activity of the Executive Board, he/she has to make mention of this interest to the other Directors before the Executive Board takes a decision.
2. The Director having a conflicting interest withdraws from the meeting and refrains from the deliberation and the ballot concerning the matter he has an interest in.
3. The procedure mentioned above is not applicable to current transactions under the conditions and against the guaranties common on the market for similar transactions.

Art. 5. Section 4. Internal governance – Restrictions

1. The Executive Board is qualified to take all decisions that are necessary or useful for the realisation of the purpose of the INPO. Amongst other things, the Executive Board is qualified to:
 - Prepare the policy and recommendations for the General Assembly
 - Execute the policy and decisions of the General Assembly
 - Implement the budget

- Prepare and present international PR activities
- Prepare the organizational structures and processes
- Prepare the contract to define role, tasks, budget, etc. of the Secretariat
- Issue the accreditation for the NAs
- Prepare the rules for payment of expenses and compensation of the members of the Executive Board
- Acceptance of Ordinary and Extraordinary Members
- Exclusion of Extraordinary members
- Ensure a successor in the case of premature withdrawal of a Director for the rest of the election period
- Issue and modify Internal Rules

The Executive Board is not qualified for those matters that fall under the scope of the Standards and the Accreditation Committee.

2. The Executive Board can delegate a part of its managerial powers to one or more third parties who may not be Directors. This delegation of power cannot however concern the general management of the INPO nor the general powers of the Executive Board.
3. The members of the Executive Board cannot take decisions without the approval of the General Assembly concerning purchase or sale of properties of the INPO and/or the taking out of a mortgage. These restrictions of powers cannot bind third parties, not even when made public. Acts in breach of these internal restrictions entail the internal liability of all Directors concerned.

Art. 5. Section 5. External representation

1. The Executive Board represents the INPO as a board in every transaction it makes in and out of Court. It represents the organization by the majority of its members.
2. Notwithstanding the general representative power of the Executive Board as a board, the INPO can also be represented by one Member of the Executive Board acting alone.
3. The representative bodies cannot – without fiat from the General Assembly – make legal actions concerning the representation of the INPO in the purchase or sale of properties of the INPO and/or the taking out of a mortgage. These restrictions of powers cannot bind third parties, not even when made public. Acts in breach of these internal restrictions entail the internal liability of the Director concerned.
4. The Executive Board or the Directors that represent the INPO can designate authorized agents of the INPO, acting by proxy. Only exceptional and limited powers for specific or a series of specific legal actions are permitted. The authorized agents bind the INPO within the scope of their mandate, the limitations of which do bind third parties in accordance with the rules of agency.

Art. 5. Section 6. Publication requirements

The nomination of the members of the Executive Board and of the persons authorized to represent the INPO and the termination of their function must be made public by means of deposit in the organization's file at the registry of the court of commerce, and by means of an extract of which is to be published in the Annexes to the Belgian State Gazette. From these documents it should in any case be clear whether the persons that represent the INPO, bind the INPO either each separately, collectively, or as a board as well as the scope of their powers.

Article 6. Daily management

1. The Executive Board will specify whether the members of the Secretariat can act individually, collectively or as a board for matters of internal daily management as well as for the external representation concerning the daily management.
2. The persons in charge of the daily management cannot take decisions or legal actions concerning the representation of the INPO within the scope of the daily management of

transactions that exceed the value of € 2.500,- without the approval of the Executive Board. These restrictions of powers cannot bind third parties, not even when made public. Acts in breach of these internal restrictions entail the internal liability of all persons concerned.

3. In absence of any legal provisions defining the scope of the "daily management", are considered as actions of daily management all actions that need to be done on a day to day basis in order to ensure the normal functioning of the INPO and that, for reason of their minor importance and for reason of the necessity to take an immediate decision, do not require the interference of the Executive Board or make such interference not advantageous.
4. The nomination of those persons empowered with the daily management and the termination of their function are made public by means of deposit in the organization's file at the registry of the court of commerce, and by means of an extract of which is to be published in the Annexes to the Belgian State Gazette. From these documents it should in any case be clear whether the persons that represent the INPO in matters of daily management bind the INPO either each separately, collectively, or as a board as well as the scope of their powers.

Article 7. Liability of the members of the Executive Board and the Daily Management

1. The Directors and the persons empowered for the daily management are not personally liable for the obligations of the INPO.
2. Toward the INPO and towards third parties, their liability is limited to the accomplishment of their duties in accordance with common law, the legal provisions and the provisions in the articles of association. They are liable for the shortcomings in their (daily) management.

Article 8. Standards Committees

Art. 8. Section 1. Definition and organization

1. The Standards Committees are the bodies that draft and maintain the EFESC-standards in accordance with the Internal Rules.
2. The Committees meet at least once a year, at the same time as the General Assembly.

Art. 8. Section 2. Composition, preconditions and election procedures

1. The Standards Committees exist each of a minimum of three experts.
2. The Members of the Standards Committees are elected by the General Assembly amongst the Ordinary Members and Extraordinary Members of the INPO.
3. The Members of the Standards Committees are nominated for a term of three years by the General Assembly, by ordinary majority of the Members present or represented. They are eligible for re-election.
4. The Members of the Standards Committees each elect in their midst a representative who will function as contact person towards the other bodies of EFESC INPO and as chairperson. The chairperson has the right to attend the meetings of the Executive Board in an advisory capacity but without voting right.

Article 9. Accreditation Committee

Art. 9. Section 1. Definition and organization

1. The Accreditation Committee is a body that defines and maintains the accreditation, certification and auditing procedures within the EFESC INPO in accordance with the Internal Rules.
2. The Accreditation Committee plays an advisory role to the Executive Board in all relevant matters, and upon request thereto by the Executive Board.
3. The Accreditation Committee meets once a year, at the time as the General Assembly.

Art. 9. Section 2. Composition, preconditions and election procedures

1. The Accreditation Committee exists of at least 3 experts which are politically independent and which are in any case independent from the Executive Board.
2. The Members of the Accreditation Committee are elected by the General Assembly amongst the Ordinary Members and Extraordinary Members of the INPO.
3. The Members of the Accreditation Committee are nominated for a term of three years by the General assembly, by ordinary majority of the Members present or represented. They are eligible for re-election.
4. The Members of the Accreditation Committee elect in their midst a representative who will function as a contact person towards the other bodies of EFESC INPO and as chairperson. The chairperson has the right to attend the meetings of the Executive Board in an advisory capacity but without voting right.

Article 10. Handbook of the certificate**Art. 10. Section 1. Definition and organization**

1. The standards and the accreditation, certification and auditing procedures are laid down in detail in the handbook of the certificate.
2. The handbook is amended and approved by the General Assembly.

Article 11. National Agencies ('NAs')**Art. 11. Section 1. Definition and organization**

3. A National Agency is an organization that is accredited by the Accreditation Committee and that is entitled to issue certificates to the training providers that offer training or education according to EFESC-standards and to assessors that assess candidates after they have been audited by an auditor.
4. National Agencies work as a facilitating infrastructure, a go-between the Accreditation Committee and the training providers according to the Internal Rules.

Art. 11. Section 2. Composition, preconditions and election procedures

1. Forestry training centres, individual-professional-enterprises, governmental organizations, etc. can be accredited by the Accreditation Committee as National Agencies.
2. In order to be accredited as National Agency, an organization must meet the criteria which are specified in the handbook of the certificate.
3. After successful accreditation the Executive Board will issue the accreditation document to the National Agency.
4. There is only one National Agency possible per country. If there is no National Agency in a certain country, a National Agency of a neighbouring country can fulfil its role.

Article 12. Control by an auditor

1. The designation of an auditor is not mandatory, as long as the INPO does not exceed the amounts mentioned in article 53, §5 NPO Law.
2. As soon as the INPO exceeds these threshold amounts, an auditor is charged with the control of the financial situation, of the balance sheet and of the regularity of the transactions. This auditor is nominated by the General Assembly out of the members of the Institution for Company Revisers for a period of three years. The General Assembly determines the fee of the auditor.

Article 13. Financing and accountancy**Art. 13. Section 1. Financing**

1. The organization will be financed by ways of:
 - membership fees
 - income from managing the certificates
 - licensing fees for issuing certificates

- *subsidies, allowances, gifts, contributions, donations, legacies and other provisions made in last wills and testaments, given for the general purposes of the organization as well as for the support of a specific project.*
2. *The organization can also collect funding by all other means that are not in violation with the legal requirements.*

Art. 13. Section 2. Accountancy

1. *The financial year starts 1 January and ends 31 December.*
2. *The accounts shall be kept in accordance with the provisions of article 53 NPO Law and the implementation decrees.*
3. *The balance sheet is deposited in the organization's file at the registry of the court of commerce in accordance with the relevant provisions of article 51 NPO Law.*
4. *The Executive Board deposits the balance sheet of the previous financial year as well as a model budget for approval at the General Assembly.*

Article 14. Dissolution

1. *The General Assembly is called to discuss the proposals concerning the dissolution of the organization by the Executive Board or by at least 1/5 of all Ordinary Members. The notification and the agenda are made in accordance with the relevant provisions of article 4, section 5 of these articles of association.*
2. *The deliberation and decision-making concerning the dissolution respects the quorum and the majority of the modification of the purpose put forward in article 4, section 6 of these articles of association. As soon as the decision to dissolve the INPO is taken, the organization will always mention that she is a "INPO in dissolution".*
3. *In the event that the proposal concerning the dissolution of the organization is accepted, the General Assembly will designate one or more liquidators. The General Assembly will describe their mission.*
4. *In the event of the dissolution and liquidation of the organization, the Extraordinary General Assembly will decide upon the destination of the assets of the INPO. These assets must be designated to another non profit organization with a similar or connected purpose.*
5. *All decisions concerning the dissolution, the liquidation requirements, the nomination and the termination of office of the liquidators, the closure of the liquidation and the destination of the assets of the organization will be deposited at the registry and published in the Annexes of the Belgian State Gazette."*

OVERGANGSBEPALINGEN - BENOEMINGEN

VERKRIJGING VAN RECHTSPERSOONLIJKHEID

De internationale vereniging zal in toepassing van artikel 50 § 2 van de VZW-wet rechtspersoonlijkheid verkrijgen op de datum van het koninklijk besluit waarbij zij wordt erkend.

Ondergetekende notaris wijst erop dat er niettemin in naam van de internationale vereniging reeds verbintenissen kunnen worden aangegaan vooraleer de vennootschap rechtspersoonlijkheid bezit. De personen die, in welke hoedanigheid ook, dergelijke verbintenissen aangaan, zijn persoonlijk en hoofdelijk aansprakelijk indien de vereniging binnen twee jaar na het ontstaan van de verbintenis geen rechtspersoonlijkheid heeft verkregen en zij bovendien de verbintenissen niet heeft overgenomen binnen zes maanden na het verkrijgen van de rechtspersoonlijkheid. Verbintenissen overgenomen door de vereniging worden geacht door haar te zijn aangegaan vanaf het ontstaan van die verbintenissen.

EERSTE BOEKJAAR – EERSTE ALGEMENE VERGADERING

Het eerste boekjaar neemt een aanvang op de datum van het Koninklijk Besluit waarbij de internationale vereniging wordt erkend en eindigt op éénendertig december

tweeduizend en elf. De eerste algemene vergadering zal gehouden worden vóór 30 juni tweeduizend en twaalf.

NOTARIËLE VERKLARING

Na onderzoek bevestigt de notaris de naleving van de bepalingen van Titel III van de VZW-wet.

Volmacht formaliteiten

De oprichters geven volmacht aan één van de notarissen van "Berquin Notarissen", teneinde de noodzakelijke stappen te ondernemen met het oog op het verkrijgen van de rechtspersoonlijkheid van de vereniging en de publicatie van de statuten in het Belgisch Staatsblad.

INFORMATIE - RAADGEVING

De partijen verklaren dat de notaris hen volledig heeft ingelicht over de rechten, verplichtingen en lasten die voortvloeien uit de rechtshandelingen, dewelke zij bij huidige akte hebben gesteld en dat hij hen op onpartijdige wijze raad heeft gegeven.

VOORLEZING

De verschijners erkennen tijdig een ontwerp van onderhavige akte ontvangen te hebben.

Onderhavige akte werd integraal voorgelezen voor wat betreft de vermeldingen bevat in artikel 12, alinea 1 en 2 van de Organieke Wet Notariaat, en de wijzigingen die werden aangebracht aan het vooraf meegedeelde ontwerp van de akte.

De gehele akte werd door de notaris toegelicht.

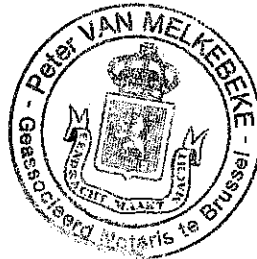
WAARVAN AKTE.

Verleden op plaats en datum als voormeld.

Na gedeeltelijke voorlezing en toelichting, hebben de oprichters met mij, Geassocieerd Notaris, ondertekend.

Volgen de handtekeningen.

Geregistreerd elf bladen zonder renvooi op het 1ste Registratiekantoor van Vorst op 18 mei 2011 boek 77 blad 15 vak 20. Ontvangen vijftienvintig euro (25 €). Voor de ontvanger (getekend) Van Melkebeke.



VOOR GELIJKVORMIGE UITGIFTE

[Handwritten signature]

[Handwritten signature: Hen Fauckstrol]

11 Avenue Lloyd George | B-1000 Bruxelles | Lloyd-Georgelaan 11 | B-1000 Brussel

T +32 (0)2 645 19 45 | F +32 (0)2 645 19 46

www.benquinnmotaissen.be | www.benquinnmotaisses.be