

Part 1

To publish in the Belgium State Journal (Belgisch Staatsblad); copy of the bylaws after deposit with the registry

[Barcode: *12083952*] - Deposited on 2012-04-20; Registry of the Commercial Court in Ghent (Griffie van Koophandel in Gent)

Company Number: 0845 419 930

Name (in full): Open Knowledge Foundation Belgium

Name (shortened): OKFN Belgium

Legal form: Non-profit (Dutch: VZW - Vereniging Zonder Winstoogmerk)

Address of the registered office: Gaston Crommenlaan 10; unit 101, 9050 Ledeborg

Subject of the bylaws: foundation

Undersigned:

1. Pieter Colpaert - Heerbaan 73A, 8530 Harelbeke
2. Lieven Janssen - Kloosterstraat 31, unit 2, 9150 Rupelmonde
3. Erik Mannens - Keistraat 123, 9840 De Pinte
4. Davy Van Deursen - Bossenstraat 27, 8710 Wielsebeke
5. Jan Vangrinsven - Vaartstraat 77, 3000 Leuven
6. SchoolKID VZW, as represented by Stephane Roelandt - Beiaardlaan 25 unit 1, 1850 Grimbergen
7. Bart Van Loon - Corspelsestraat 32, 3970 Leopoldsburg
8. Andrew Vande Moere - Tieltsestraat 33, 3391 Meensel-Kiezegem
9. Paul Hermans - Narcisweg 17, 3140 Keerbergen
10. Koen De Voegt - Zuidwendelaan 7, 2660 Hoboken (Antwerpen)

11. Katleen Janssen - Kaboutermansstraat 87, 3000 Leuven
12. Bart Rosseau - Burgstraat 40/101, 9000 Gentstraat 87, unit 0103, 3000 Leuven

have agreed to found an organisation with each other and with everyone whom joins later on. This organisation is a non-profit-organisation (VZW) as per Law of 27 June 1921, with the following conditions:

Bylaws of the organisation as stated on 2012-02-09

Article 1: Name - Address - Goal - Lifetime

1. This organisation is named 'Open Knowledge Foundation Belgium VZW', or 'OKFN Belgium' in short
2. This name is accompanied by the words "Vereniging zonder Winstoogmerk" or "VZW" just before or after the name, or the French equivalent "Association sans but Lucratif" or "ASBL".
(Translator note: this is standard practice in Belgium. Non-profits have to state that they are a non-profit by having VZW just before or after the name)
3. The name, indication of non-profit and the address of the registered office has to be stated on each deed, invoicing, announcement, disclosure or other documents which are created by the organisation

Article 2 - address of the registered office

1. The organisation is located in 'Gaston Crommenlaan 10, unit 101, 9050 Ledeborg. The organisation is located in the jurisdiction of Ghent. Every relocation of the registered office has to be decided by the general assembly of the members. This decision is valid if the quorum is met and a majority accepts the decision to state in the Articles of Association.
2. All documents which are needed by Belgian law on non-profits are to be deposited in the registry of the commercial court of the earlier mentioned jurisdiction.

Article 3 - Goal of the organisation

1. The purpose of this organisation is to promote the release, use and enrichment of open data, information and knowledge in Belgium. As stated in section 1, the described goal of the organisation will be reached by organising events, implement projects, support and stimulate the development of software and hardware-applications, by giving policy advice and by organizing seminars.
2. Or more generally, the organisation can use all resources which help to achieve its goals in a direct or indirect way. The organisation can exercise all activities which are justified by its purpose, such as acquiring properties, business rights, hire or rent, collect funds, employ staff and even perform acts of commerce.

Article 4 - Lifetime of the organisation

The organisation has an indefinite lifetime. The organisation can be disbanded at any time.

Title II: Membership

Article 5 - Actual and Joined members

5.1 The organisation has actual and joined members - called members as a whole.

5.2 There is no upper limit to the number of members. At least 3 persons should be members.

5.3 The full benefit of membership, including voting rights during the general assembly, is only for actual members, not for joined members.

5.4 The joined members only have the rights and obligations as stated in these bylaws. The bylaws can be changed without consultation or permission of the joined members.

Article 6 - Conditions of membership

6.1 To become a member, one has to

- Endorse and actively support the purpose of the organisation
- be accepted by the board of directors by a strict majority

6.2 Both natural and legal persons are eligible to become a joined member, if accepted by the board members, as a result of the connection between the board and the person. The board decides in a discretionary manner about each request to become a member. The board does not have to motivate the decision taken, whether positive or negative.

6.3 A request to become a joined member is done exclusively via email to the board, where the request states the family name, first names and address for natural persons or the name, legal form and registered office. Apart from this information, the request should state why the requestor is suited to become an actual or joined member. The board of directors decides about this request. The decision is announced to the requestor within one month and is notified by a written notice (such as email or a physical letter).

Article 7 - Yearly Membership fee

7.1 The yearly membership fee for actual members is has been a fixed amount of maximum €500. The actual yearly fee is determined by the board of directors.

7.2 The yearly membership fee of joined members is determined by the board of directors. There is no upper limit to this.

Article 8 - Obligations of the members

The Members of the organisation are obligated to:

a. respect and abide to the bylaws, the internal regulations and the decisions made by its internal bodies

b. to not damage the interests of the organisation or its bodies

The members commit formally to not to act against the above mentioned principles of the organisation, and to not take actions which are contradictory to the societal goal of the organisations, in any way.

Article 9 - Suspension of a member

9.1 Each actual or joined member can resign from the organisation by sending an email to the chairman of the board. The resignation will be fulfilled on the day following the first (regular) general assembly.

A member that fails to pay its membership fee, will after a regularisation period, be resigned by law.

9.2 An actual member can only be excluded from the organisation by the general assembly and a two-thirds majority of the votes. They will hear the involved member out, before deciding on the exclusion. Every decision resulting in an exclusion needs to be motivated. This motivation shall be brought to the attention of the involved member.

9.3 The general assembly decides upon the exclusion or suspension of a joined member. They will hear the involved member before deciding about the exclusion. Each decision that results in an exclusion shall be motivated. This motivation shall be brought to the attention of the involved member.

9.4 The membership of an actual member or a joined member ends automatically by the death of the natural person, or in case of a legal person, by her disbandment, merger, split or bankruptcy.

9.5 Resigning or excluded actual or joined members and their successors have no part in the assets of the organisation and can never ask for a refund or compensation of paid contributions or income.

Article 10 - Composition of the board of directors

The organisation will be run by a board of directors, consisting out of a minimum of 3 and maximum 7 members of the board, that are not required to be a member of the organisation. The number of members of the board should be, in any case, lower than the number of actual members of the board. When the organisation has only two actual members, the board can only consist of two members of the board.

The board acts as a college. They will be appointed by the general assembly through a secret vote and are removable at any time. They will carry out their mandate without compensation, unless the general assembly would determine differently.

Article 11 - Duration of the mandate

The members of the board will be appointed for a 3 year period and can be re-elected. To ensure the continuity of the operations of the organisation, the mandate of at least one third of the members of the board will expire. In case of an interim replacement of a member of board, their term will be limited to the remaining period of time of the released mandate.

When by voluntary resignation, expiry of term or removal, the number of board members is set back beneath the legal minimum, the members of the board will remain in office until replacements are in check.

Article 12 - Organising the members of the board

12.1 The board will choose a chairman, a secretary and a treasurer amongst its members. The members of the board can assign these tasks amongst each other. This division of work is not objectionable by third parties, regardless whether this division was made public or not. Not abiding to the division of work as stated will compromise the liability of the members of the board with respect to the organisation.

12.2 The chairman or the secretary will gather the board. Calls will be written (via letter or email). The call term will have a minimum of 5 days, unless in case of an emergency, which must be motivated in the notes of the concerning meeting of the members of the board. The call letter will consist of the agenda of the meeting and in attachment they will find all relevant documents, which enable the members of the board to handle with knowledge in the meetings. The board can only vote over topics that have been addressed in the agenda, unless all board members are present and agree that a new topic is to be added to the agenda.

The meeting will take place on the registered office of the organisation, or on any other location as described in the call.

The chairman will lead the meeting. In case of absence, they will be replaced by the oldest present member of the board.

12.3 The board can only make valid decisions when at a least half of the members are present. When this quorum is not met, a new board meeting can be called upon with the same agenda, that will be able to deliberate and decided when at least two members of the board are present or at least represented. The decisions are made by a regular majority (= half plus one, abstentions are not be included) of votes. When there is an equality of votes, the vote of the chairman, or whomever replaces him is decisive.

12.4 Every members of the board can give a proxy in written form to another members of the board to represent him during a meeting. Each members can only represent one other member of the board.

12.5 The board can legally meet through telephone or video conferencing.

12.6 There will be notes of each meeting of the board, who will afterwards be added to a designated register. The excerpts that require submission and all other official deeds will be validated by the signature of the secretary or a board member.

12.7 When a member of the board has direct or indirect interest of economic nature, that are contradictory with a decision or operation that are part of the abilities of the board, then he or she must communicate this to the other board members before the board meeting and decision making process about that point of the agenda commences. The member of the board with a contradictory interest cannot partake to the council and decision making regarding this mentioned agenda item and will leave the meeting room. This procedure does not apply for common operations that take place within the conditions and certainties that are common in the market for similar operations.

Article 13 - Representation of the organisation

13.1 The board of directors is in charge of the actions of the organisation and represents in and out of court. The board is authorised for all matters at hand, with the exception of those that are by law and explicitly reserved for the general assembly. The board can even set acts of disposal, including transferring of movable and unmovable goods, the mortgaging, the borrowing and lending, all trade and banking operations, raising mortgages,...

13.2 With respect to third parties, the organisation is only legally bound by the joint signature of two members of the board. Members who act on behalf of the board, must not give third parties the impression of having the authority to make decisions.

13.3 The board of directors can, for certain acts and tasks, and for the daily management, transfer its authority to a daily management, to one or more members of the board. The duration in which this delegation of authority takes place cannot exceed a period of 3 years and the mandate can be cancelled at any time with immediate effect by the board of directors. When more than one person is put in charge with the daily management, the organisation, and all its actions will be legitimately represented by that one person that is charged with the day-to-day management, even without proof of prior decisions made.

13.4 The authority to represent the organisation in and out of law, can be a simple decision by the board of directors be assigned to one or more persons, whether or not they are a member of the board, in joint action. The authority of the persons mentioned above will be defined by the board of directors, who will also determine the duration of this mandate. The mandate, can at all times be cancelled with immediate effects by the board of directors.

13.5 The board of directors can assign special proxy holders that can represent the organization for particular, limited business. These proxy holders can make binding commitments for the organization in relation with third parties, within the limits of their assignment.

Title IV: General Assembly

Article 14: composition of the general assembly

14.1 The general assembly is composed of all actual members. When they so wish, joined members can be present too, but they only have an advisory voting power.

14.2 The general assembly is directed by the chairperson of the board, or by the eldest director present.

14.3 An actual member can be represented by another actual member. Any actual member can only represent a single other actual member.

14.4 All actual members have a single vote in the general assembly.

Article 15: Competence of the General Assembly

The general assembly is competent only for:

- a) Changing the statutes
- b) Naming or terminating directors
- c) Naming or terminating commissaries, if any, and defining their payment, if any
- d) Compensations to the directors and commissaries
- e) Accepting the accounts and budgets
- f) The voluntary termination of the association
- g) Expulsing actual members
- h) Changing the association to a company for social profit
- i) All cases where the statutes so demand
- j) Accepting the action program, the budget and the report of the board
- k) Defining the yearly membership fee

Article 16 – Organising the General Assembly

16.1 The general assembly will be called together by the board, any time the goal or benefit of the association so demands, and needs to be called any time a fifth of the membership so demands. She needs to be assembled at least yearly for accepting budgets of the past year and those of the following years, at a date and place defined by the board, at last six months after the end of the accounting year.

16.2 All actual members will be invited by e-mail at least eight days before the general assembly. The call for the assembly can also be included in a newsletter or other publication by the association. The invitation should contain day, time and place of the general assembly. The joined members will be called by e-mail or by publication of a newsletter or other publication by the association.

16.3 In exceptional cases and when a decision is urgent, there is also the option for the general assembly to decide by e-mail, within a period defined by the board

16.4 The call for assembly will contain an agenda, defined by the board. A twentieth of the membership have the right to ask the chairperson to add more agenda items. The general assembly can make a valid decision on items not put in the agenda, on the condition that all present or represented actual members agree and at least half the actual members are present or represented.

ARTICLE 17 – majorities and quorum

17.1 Except for matters defined in sub 2 and 3, any decision will be made by simple majority (half plus one, abstentions not counted) of the present or represented actual members. In the case of a tie, the vote of the chairperson is tie-breaking.

17.2 In the case of the expulsion of an actual member, changing the statutes or termination of the association, the lawful procedure will be followed. In the case of a change of statutes or termination of the association, abstentions will be counted as votes against.

17.3 On top of the legally defined quorum, there will be a quorum of 10% of the membership for any general assembly. In case the assembly does not reach quorum, a second general assembly can be called, at which decisions will be valid, even if quorum is not reached. The second general assembly has to be at least fifteen days after the first general assembly. Legally defined majorities remain necessary.

Title V: Right of inspection of actual members

ARTICLE 19 – right of inspection of actual members

Except when there is one or more commissaries in the association, any actual members of the association can consult the register of actual members, as well as the minutes and decisions of the general assembly, of the board and of the persons who, as a director or otherwise, have a mandate within or for the association, as well as the bookkeeping of the association.

ARTICLE 20 – household rules

The general assembly decide on the household rules, if these are proposed by the board. Changes to the household rules can be defined by the board, but need to be confirmed by the general assembly. Within these household rules, anything regarding the application of the statutes, general matters of the association, and obligations to the membership for benefit of the organization can be defined, limited by the law and the statutes.

Title VI: Budget, accounts, control

ARTICLE 21 – yearly account, budget

21.1 The bookkeeping year of the association is from January 1st to December 31st

21.2 The board will prepare the yearly account and budget, and put them up for approval by the general assembly. After the acceptance of both, the general assembly will decide separately on the costs made by directors and, if any, commissaries.

21.3 The board will care to put the yearly account and other documents required by the law to the court or the National Bank of Belgium within 30 days.

ARTICLE 22 – Commissaries

22.1 When obligated to do so by the law, a commissary will be chosen to control the financial health, yearly accounts and accordance to the law and statutes of the actions mentioned in the yearly account. The commissary will be choosing from the membership of the Instituut van Bedrijfsrevisoren. The general assembly will define the number and payment of commissaries. The commissaries will be named for a repeatable period of three years.

22.2 The commissaries have unlimited power to check any action of the association, together or separately. They can do this on location, by looking at physical documents, exchange of letters, the reports and any written document of the association.

TITLE VII – Termination of the association

ARTICLE 23 – Termination of the association

23.1 Except for legally compulsory termination of the association, only the general assembly can decide on the termination of the association, in accordance to the law. The proposal for termination will be explicitly mentioned in the invitation as sent out to the actual members.

23.2 In case of voluntary termination the general assembly, or in absence of such the court, will name one or more liquidators. They will also define their competences as well as the conditions for liquidation.

ARTICLE 24 – Destination of the liquidation balance

In case of termination, the active, minus the debts, will be handed over to the Open Knowledge Foundation. In case that association would itself be terminated or in termination, than the balance will be handed over to an organization with a similar set of goals.

ARTICLE 25 – Law on associations without a goal of profit

Anything which is not stipulated in theses bylaws will be regulated by the law on associations without a goal of profit (NL: “VZW-wet”), or its successor law, together with general law, household rules and customs.

TRANSITION MEASURES

1. Closing the first bookkeeping year
The first bookkeeping year will be from the founding date to December 31st of the founding year
2. Date of the first yearly meeting
The first yearly meeting will be held February 9th, 2012
3. All the parties come together for a first extra-ordinary general assembly and decide by consensus:
 - a. Will be directors:
 - i. Pieter Colpaert, Heerbaan 73a, 8530 Harelbeke
 - ii. Lieven Janssen, Kloosterstraat 31 bus2, 9150 Rupelmonde

- iii. SchoolKID vzw, represented by Stephane Roelandt, Beiaardlaan 25 bus 1, 1850 Grimbergen, unique identifier 0824.242.058
 - iv. Wouter Vanden Hove, Kwatrechtsesteenweg 93, 9230 Wetteren
 - v. Katleen Janssen, Kaboutermansstraat 87 bus 0103, 3000 Leuven
- b. The tasks of the directors will be unpaid.

Made in two copies and accepted with consensus at the general assembly of founders, held in Leuven, February 9th 2012.