

PRIVACY TRAINING CENTER

Bylaws

N.B.: This a non-official English translation of the bylaws originally set in the Dutch language. The Dutch version of the bylaws is the definite and legal reference to resolve any questions regarding the VZW which may arise.

The undersigned

have decided on 8 June 2016 to establish a not-for-profit association (hereinafter: “Vereniging zonder winstoogmerk”, “VZW”) in accordance with the Act of 27 June 1921 concerning not-for-profit associations and foundations, published in the Belgian Gazette on 1 July 1921 as amended by the Act of 2 May 2002 and the Act of 16 January 2003 (hereinafter, the “V&S Act”).

The subsequent bylaws were laid down as follows:

Title I – Name, Registered offices, goal and duration

Article 1.

The VZW will be called **Privacy Training Center**.

Article 2.

The address of the registered offices of the VZW is **Kroonlaan 119, 1050 Elsene, Belgium** situated in the court district of Brussels or on any other location appointed by the General Assembly.

Article 3.

The VZW has the aim of improving the online privacy of citizens and organisations through its projects and services.

The activities that will be undertaken in order to achieve the aims of the VZW include, but are not limited to:

- Offering events tailored for target groups to raise awareness for online privacy
- Advising organisations and their staff on how to better protect sensitive information
- Spreading information online or in printed form in order to raise awareness for online privacy
- Offering support to educational projects around online privacy issues

The VZW pursues these objectives by publishing literature and carrying out studies, organising meetings and conferences, disseminating information, and pursuing other activities.

The VZW may carry out all operations and conduct all activities, both in Belgium and abroad, which are directly or indirectly useful or necessary for the realisation of the above-mentioned not-for-profit

activities and/or which directly or indirectly increase or promote its purpose and objectives. This includes secondary commercial and profitable activities within the limits of what is legally allowed and of which the profits will be, without exception, fully used for the realisation of the not-for-profit purposes.

The VZW is authorised to execute all legal instruments, including property transactions, directly or indirectly useful or necessary for the promotion and achievement of the above-mentioned aims.

Article 4.

The VZW is established for an indefinite period and can be dissolved at all times.

Title II – Members

Article 5.

Members within the meaning of the Act of 27 June 1921 as amended by the Law of 2 May 2002, will be hereinafter referred to as “Effective Members”. There shall be at least three (3) Effective Members. Only physical persons can join as Effective Member.

Article 6.

Candidate members are introduced by at least two (2) Effective Members and will be accepted with two thirds of the votes cast by the members of the General Assembly.

Article 7.

The association is free to create other forms of membership for activities or institutions. Those would be called non-Effective Members.

Non-Effective Members have no special rights and are not part of the General Assembly. The way these members are accepted for or rejected from membership and the the rules for application are laid out by house rules maintained by the Board of Directors, but are overruled by the bylaws should they be incompatible with them. No further special rights are to be assigned.

Article 8.

All members may resign their membership at any time by registered letter addressed to the Board of Directors. Exclusion of a member can be decided only by the General Assembly with a majority of two-thirds of the votes cast. Resigning or excluded members are rejected any claim to the assets of the VZW.

Article 9.

Effective Members pay no membership fees.

Title III – General Assembly

Article 10.

The General Assembly consists of the Effective Members and is chaired by the Chair of the Board of Directors or, in absence, by the oldest member present.

Article 11.

The following powers are reserved for the General Assembly;·

1. Appointing and dismissing Directors;
2. Appointing and dismissing Delegate Officers;
3. Appointing and dismissing external auditors and setting the external auditors' remuneration;
4. Discharging Directors and external auditors;
5. Approving the budget and the accounts;
6. Approving the annual report and the future annual report;
7. Accepting and excluding members;
8. Amending the bylaws;
9. Amending the articles of association;
10. Dissolving the association;
11. Converting the association into a limited liability company with a social aim;
12. All other powers that are granted by the Law or through the bylaws.

Article 12.

The meetings of the General Assembly will be called by the Board of Directors at least once a year. All Effective Members have equal voting rights. Members who are unable to attend the meeting may ask to be represented by another Member. Each Member can have a maximum of one (1) proxy vote.

Decisions are taken by simple majority of the votes cast by the members present or represented, except where the V&S Act or the Articles of Association stipulate otherwise. In the event of a tie, the vote of the Chair will decide.

Article 13.

Invitations will be sent by written letter or e-mail at least eight (8) days before the date of the General Assembly and shall include the agenda. The points on this agenda are definitive, but can be amended during the meeting by two-thirds of the votes cast.

The General Assembly must be called by the Board of Directors at the request of 1/5 of all Effective Members. Additionally proposed agenda points signed by 1/20 of all Working Members must be placed on the agenda. Decisions made by the General Assembly are kept in the form of minutes at the registered seat of the VZW. The minutes are open for consultation by members and beneficiaries.

Article 14.

Observers may attend the meetings of the General Assembly on request of the Board. These third parties have no voting rights during the General Assembly.

Title IV – Board of Directors

Article 15.

The VZW will be governed by a Board of Directors consisting of a least three (3) members appointed by the General Assembly. Their mandate is renewable.

The mandate of member of the Board of Directors ends when the person passes away, by resignation, or by dismissal by the General Assembly. The next General Assembly meeting decides on a replacement of the vacant Director position and until that date the other Directors fulfil the duties of the resigning Director.

The Board of Directors has the power to perform all lawful acts of management and administration useful or necessary for the realisation of the VZW's purpose and objectives, with the exception of those specifically reserved for the General Assembly.

The Board of Directors shall, inter alia, have the power to enter into agreements with employees, agents and consultants, fix their compensation and prescribe their duties, suspend and/or terminate such agreements.

A Delegate Officer is authorized to have access to the bank accounts opened for the VZW.

The Delegate Officer also has the mandate to rent bank vaults, receive letters, telegrams, parcels, signed or insured, through customs or from any other transport instance and sign for it.

Article 16.

The Board of Directors appoints a Chair, a Secretary and a Treasurer from their midst.

Article 17.

The Board of Directors is not personally bound by the undertakings of the VZW.

Article 18.

The Board of Directors represents the VZW as a college in all legal and extra-legal transactions. The Board of Directors may carry out all operations and conduct all activities, which are directly or indirectly useful or necessary for the realisation of the above-mentioned not-for-profit activities and/or which directly or indirectly increase or promote its purpose and objectives.

Article 19.

All members of the Board of Directors are unpaid.

Title V - Additional provisions

Article 20.

The financial year shall begin on 1 January and end on 31 December of each year. The Board must submit the accounts for the past financial year as well as the budget for the next financial year to the General Assembly for approval.

Article 21.

In the event of dissolution and liquidation, the General Assembly will appoint one or two liquidators which decide on the disposition of the assets of the VZW that must be assigned to another not-for-profit association with a similar or related aim.

Article 22.

All matters not expressly provided for or regulated in these bylaws shall be governed by the law or legislation replacing that law, general legislation, the internal regulations and relevant practice.

The General Assembly has decided, according to Article 15 of these bylaws, to assign from their members as Directors: Anja Gottschalk, Bram Wets, Jan Weisensee, Rula Sayaf.

Signed in Elsene, in as many parts as there are parties on 8 June 2016