

Pirate Parties International Headquarters
In short “PPI-HQ”

Registered office: Avenue Hergé, 19, box 9 at 1050 Brussels

Association Internationale Sans But Lucratif
[International non-profit association]

ARTICLES OF ASSOCIATION

CHAPTER I - NAME, REGISTERED OFFICE, PURPOSES, TERM

Article 1- Name

There is hereby constituted, under the regime of Title III of the Belgian Law of twenty-seven June nineteen hundred and twenty-one on non-profit associations, international non-profit associations and foundations, an international non-profit association named « **Pirate Parties International Headquarters**», in short “**PPI-HQ**” (hereafter referred to as the « association » or « PPI-HQ»).

Article 2 – Registered office

The registered office of the association is established avenue Hergé, 19, box 9 at 1050 Brussels, in the judicial district of Brussels.

The registered office may be transferred by decision of the general meeting to any other place within Belgium, subject to observance of the law on the use of languages in administrative matters.

Article 3 – Purpose and activities

The Association has as its non-profit purpose to collect and to manage the finances of the association of fact names “Pirate Parties International” (“PPI”). These finances include the public and private fundings and the contributions of the members of the PPI.

In order to achieve the above-mentioned purpose, the association will engage in the following activities: it will bring to the PPI its logistics support in terms of human resources, material and financial.

The Association may achieve any operations of any nature linked directly or indirectly to its purpose or viewing to facilitate it.

The Association may possess either in full property or in use of any goods or real estate necessary or useful to aim its purpose.

Article 4 - Term

The Association is created for an unlimited term.

CHAPTER II - MEMBERS

Article 5 – Admission of members

The members of the Association are persons (natural or legal), Belgian or foreign, which have been priorly admitted by the Pirate Parties International (“PPI”).

The decision to admit a new member is adopted by the board of directors upon the recommendation given by the PPI.

Article 6 – Resignation of members

Members are free to withdraw from the Association at any time by sending their resignation to the Chairman by

registered letter with acknowledgement of receipt. The resignation will be effective on the date of receipt of this letter or on the date specified by the Board of Directors.

Resigning members remain obliged to pay the fees and contributions due on the date when their resignation shall have become effective. As of their resignation, they will no longer enjoy the rights and privileges granted to members and will no longer have any right to the assets of the Association.

Article 7 – Exclusion - suspension of members

The capacity as member is lost automatically (subject to examination by the Board of Directors) by:

- the loss of membership of the PPI;
- failure to pay the fee, contributions or any other amount owed to the Association within one month of the reminder sent to the member by the Secretary-General by registered letter;
- death.

A member may be suspended or excluded by decision of the General Meeting of the Association taken at the absolute majority.

The excluded members remain obliged to pay the annual fees and contributions due on the effective date of the exclusion. The excluded members are not entitled to reimbursement of the fees and contributions already paid. As of their exclusion, they no longer enjoy the rights and privileges granted to members.

Article 8 - Rights, obligations and liability of the members

Each member has the right to participate in the General Meetings, to vote in these General Meetings and to enjoy all of the rights granted to members by the present articles of association.

The member organisations must designate a natural person to represent them at the General Meeting.

Unless otherwise decided by the General Meeting, the members must not pay annual fee.

No member may be held personally liable for any debt or obligation of the Association, even if it is a debt or obligation contracted by the member for the account of the Association pursuant to a valid authorisation.

The financial obligations of the Association are covered by the latter's assets.

CHAPTER III - GENERAL MEETING

Article 9 – Composition and powers

The General Assembly is composed of all of the members of the Association.

All of the members of the General Meeting possess equal rights according to the principle of « one member, one vote ».

The General Assembly possesses full powers enabling the purpose and activities of the Association to be achieved. The following are therefore reserved to its exclusive competence:

- a) approval of the budget and the annual accounts;
- b) appointment, by a simple majority, of the members of the Board of Directors and of the Statutory Auditor(s) if the Association is obliged to appoint the latter;
- c) granting of discharge to the members of the Board of Directors and to the Statutory Auditor(s), if any;
- d) amendment of the articles of association;
- e) suspension or exclusion of members;
- f) revocation of directors or Statutory Auditor(s), if any;
- g) all cases where the law so requires.

Article 10 – Convocations and meetings

At least one General Meeting shall be held per year; this meeting is designated as the "Ordinary General Meeting".

The Secretary-General convenes any Extraordinary General Meeting at the request of the Board of Directors or at the written request of one-third of the members. Such request is addressed to the Association by e-mail or fax. The agenda of these Extraordinary General Meetings is set forth in the decision of the Board of Directors, or, if applicable, in the written request made by the members.

The convocations to the Ordinary General Meetings and to the Extraordinary General Meetings are made by the Board of Directors and shall contain the date, the place and the agenda of the meeting and will be addressed to the members by letter, fax or e-mail within fifteen (15) days prior to the date of the meeting.

Any General Meeting may be held virtually, if the convocation so provides (i.e. by teleconferencing system, by exchange of e-mail or any other method of remote communication).

Article 11 – Deliberations and minutes

The General Assembly may validly deliberate only on the items set forth on the agenda joined to the convocation. However, if all of the members are present, the meeting may deliberate on items that had not been placed on the agenda.

Each member has one vote.

The General Meetings shall be chaired by the Chairman or, in his absence, by the Vice-Chairman of the Board of Directors.

The General Assembly can deliberate and validly make decisions if one-half of the members are present, virtually present or validly represented by power of attorney. Two-thirds of the members must be present or represented should the agenda include an amendment of the articles of association.

If these quorums are not attained, the meeting is adjourned. A new meeting is convened with the same agenda, and the convocation is sent out within ten (10) days. Any General Meeting thus adjourned and reconvened can then validly deliberate and take decisions regardless of the number of members present or represented.

All decisions at a General Meeting are taken by a simple majority of the members present, virtually present or represented, with the exception of amendments of the articles of association and decisions relating to the exclusion of members or to the dissolution of the Association.

The methods of organisation and the security rules relating to virtual meetings of the General Meeting may be established in the internal regulations.

The minutes of each General Meeting are signed by the Chairman, at least two members as well as the Secretary-General. The original of the minutes is kept in a special register maintained at the address of the registered office of the Association (where it can be freely consulted by any member); a copy of these minutes is sent on request to each member of the Association by e-mail, fax or post.

Article 12 - Representation

The members may delegate their powers - in writing, by e-mail or fax - to another member present or represented, or to a person duly mandated for this purpose.

CHAPTER IV – BOARD OF DIRECTORS, CHAIRMAN, VICE-CHAIRMAN, GENERAL SECRETARY, TREASURER

Article 13 – Composition of the Board of Directors – powers – meetings – deliberations – minutes

The Association is administered by a Board of Directors whose members are appointed by the General Meeting. The number of members of the Board of Directors is set up at three (3) persons.

The members of the Board of Directors can be natural persons or legal persons; in the latter case, they must designate a natural person who will represent them in the exercise of their director's mandate.

The mandate of the members of the Board of Directors has a term of one (1) year, but for the first year of the existence of the Association. The director's mandate is renewable with no limitation upon each Ordinary General Meeting. It ends at the conclusion of the term, at the time of the resignation of the member, of his exclusion or for any other reason entailing cessation of the capacity of member of the Association.

If the number of members of the Board is reduced to fewer than three (3), the Board provides for the temporary replacement of the missing member(s). The person(s) thus co-opted by the Board will complete the mandate of the member(s) of the Board replaced.

All of the decisions of the General Meeting relating to the election and the resignation of members of the Board of Directors must be published in conformity with the law.

The mandate of director is exercised without remuneration. The expenses incurred by the directors within the framework of their mandate may be reimbursed to them upon submission of substantiating documents; such reimbursement will be done under the control of the General Meeting.

The Board of Directors is vested with all powers of management, administration and disposal, under reservation of the powers of the General Meeting.

The Board of Directors adopts and modifies, at the proposal of the Secretary-General, the internal regulations of the association.

The Board of Directors appoints the Secretary-General, from its own members, by a simple majority of votes and can dismiss him by the same majority.

The Board of Directors meets at least once a year and also as often as it deems useful. It may be convened by its Chairman, its Vice-Chairman or its Secretary-General. The convocations are done by letter, fax or e-mail and must reach the interested parties at least five (5) working days prior to the meeting.

The Board of Directors can meet either physically or virtually.

The Board of Directors can validly deliberate and take decisions if at least one-half of its members are present, physically or virtually, or represented. The decisions of the Board are adopted by a simple majority of votes of the members present or represented.

In the event of a tie vote within the Board of Directors, the vote of the Chairman is decisive.

The methods of organisation and the security rules relating to virtual meetings of the Board of Directors may be established in the internal regulations.

The minutes of each Board meeting are signed by at least two members. The original of the minutes is kept in a special register maintained in the registered office of the Association.

Article 14 – Chairman and Vice-Chairman

The Board of Directors elects the Chairman from amongst its members by a simple majority of its members.

The Chairman directs the Board of Directors and sets its agenda. He maintains the relationship with the Secretary-General with a view to the proper functioning of the Association.

The Board of Directors elects the Vice-Chairman from amongst its members by a simple majority of its members. The Vice-Chairman replaces the Chairman in the event of the latter's absence.

The mandates of the Chairman and that of the Vice-Chairman have a term of one (1) year and are renewable.

Article 15 - Secretary-General

The Secretary-General is appointed by the Board from amongst its members by a simple majority.

His mandate is renewable. The remuneration of the Secretary-General is set by the Board of Directors.

The Secretary-General directs the Association under the control of the Board of Directors. He develops and proposes the strategic and operational plans and represents the Association acting under his sole signature in all acts of day-to-day management of the Association.

The Secretary-General is vested with the day-to-day management of the Association. He prepares the General Meetings and implements their decisions, unless decided otherwise. He drafts and holds the minutes of all of the meetings and keeps the books, reports, certificates, accounts and other minutes and documents required by law in an appropriate manner.

The Secretary-General hires and manages the personnel of the Association and pursues the implementation of all of the activities undertaken by the Association within the framework of its purpose.

He can delegate his powers, under his own responsibility, to persons of his choice.

The Secretary-General must answer to the Chairman of the Board of Directors.

Article 16 – Treasurer

The Treasurer is appointed by the Board from amongst its members by a simple majority.

His mandate is renewable. The remuneration of the Treasurer is set by the Board of Directors.

The Treasurer prepares each year the budget and the annual accounts of the past financial year and presents them to the Board of Directors.

The Treasurer manages the assets of the Association.

The Treasurer must answer to the Chairman of the Board of Directors.

CHAPTER V - REPRESENTATION OF THE ASSOCIATION

Article 17

The Association is represented vis-à-vis third parties in all acts and for any action in court by its Secretary-General and one Director acting jointly.

In conformity with article 15 of the present articles of association, the Association is validly represented in all acts falling within the scope of the day-to-day management by its Secretary-General acting alone.

Specific powers may be delegated to any authorised agent.

CHAPTER VI - FINANCIAL YEAR, BUDGET, ANNUAL ACCOUNTS

Article 18

The financial year begins on January first and ends on December thirty-first of each year, subject to the transitional clause provided for below.

Each year the Board of Directors prepares the budget for the following year and the annual accounts of the past year; these documents are submitted for the approval of the Ordinary General Meeting.

The annual accounts must be filed in conformity with the law.

CHAPTER VII - AMENDMENT OF THE ARTICLES OF ASSOCIATION, DISSOLUTION

Article 19 – Amendment of the articles of association

The present articles of association may be modified at any time by a General Meeting deciding by a two-thirds majority of the votes present, represented or virtually present.

Article 20 - Dissolution

At the proposal of the Board of Directors, the General Meeting decides on the dissolution of the Association deciding by a three-fourth (3/4) majority of the votes present, represented or virtually present.

The General Assembly determines the method of liquidation, it being understood that the net assets (provided that any remain after the dissolution) shall be allocated to a non-profit organisation whose purpose is similar to that of the Association, as determined by the General Meeting.

CHAPTER VIII - GENERAL PROVISIONS

Article 21 – Internal regulations and applicable law

With a view to improving the functioning of the Association, the Board of Directors may adopt internal regulations whose provisions are compatible with the articles of association.

Anything that is not explicitly regulated by a clause of the articles of association shall be regulated by the Law of twenty-seven June nineteen hundred and twenty-one on non-profit associations, international non-profit associations and foundations.

Any clauses of the articles of association that should prove to be incompatible with imperative new legal provisions which have entered into force shall be deemed not to have been written.

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