

**"Guy NASSEAUX & Olivier WATERKEYN
Notaries in Partnership"**
Non-trading company in the form of a private limited company
Business number 860.514.417.
Waterloo Office Park, Drève Richelle, 161
Immeuble K Bte 39 1er étage - 1410 Waterloo, Belgium

"IDAY-International"
In abbreviated form "IDAY"
International non-profit making Association

FORMATION

IN TWO THOUSAND AND EIGHT
On the sixteenth of January
Before, Mr. **Guy NASSEAUX**, Notary in partnership in Waterloo,
In the chambers in Waterloo.

APPEARED

1/ Mr. Jean-Jacques SCHUL, born on the twentieth of January nineteen hundred and forty (National identity number: 40.01.20-005-48), domiciled at 23 Rue Pechère, 231380 Lasne, Belgium;

2/ Mr. Billy Mbuyi KALONJI, born on the twenty-eighth of October nineteen hundred and sixty-one (National identity number: 61.10.28-391.17), domiciled at 94 Van Vaerenberghstraat, 2600 Antwerp, Belgium;

3/ Mrs. Ahindo OSUMBU, born on the seventeenth of October nineteen hundred and sixty-five (National identity number: 65.10.17 – 334.09, domiciled at 4 Rue Maréchal Juin, 5140 TONGRINES, Belgium;

4/ Miss Catherine LIEVENS, born on the seventh of April nineteen hundred and eighty-two (National identity number: 82.04.07-294.82), domiciled at 70 Berkendallaan, 1800 VILVOORDE, Belgium;

5/ Mr. Michel DUCAMP, born on the twenty-second of August nineteen hundred and forty-three (National identity number: 430822 08 916), domiciled at 32 Chemin Hallaux, 1300 WAVRE, Belgium;

6/ Mrs. Mélanie NTAHORUTABA, born on the twenty-fourth of April nineteen hundred and fifty-seven (National identity number: 1047 004093 61), domiciled at ETTTELBRUCK, GRAND DUCHY OF LUXEMBOURG;

7/ Mrs. Lisa KOBLA ANDELA, born on the fifth of January nineteen hundred and seventy-two (National identity number: 431041351), domiciled at 26 Wotanstrasse, 80639 MUNICH, Germany;

8/ Mr. Jean-Pierre NEUENSCHWANDER, born on the twelfth of May nineteen hundred and forty-three (National identity number: 43.05.12-249.38), domiciled at 15 Avenue du Trianon, 1380 Lasne, Belgium.

Persons appearing under 2/, 6/ and 7/ are represented by the person appearing under 1/ by virtue of a power of attorney, which shall be appended hereto.

Said persons have requested that we hereby draw up the articles of an international non-profit Association (AISBL), which they declare that they have formed between them, in accordance with the Belgian Law of the twenty-fifth of October nineteen hundred and nineteen, as amended up to the present day.

I. NAME, HEAD OFFICE, PURPOSE

Article 1. Name - Duration

1.1 An international non-profit making Association (AISBL) has been formed named "IDAY-International", in abbreviated form "IDAY", whose name in different languages is:

INTERNATIONAL DAY OF THE AFRICAN CHILDHOOD;

JOURNEE INTERNATIONALE DE L'ENFANCE AFRICAINE;

INTERNATIONALER TAG DER AFRIKANISCHEN KINDHEIT;

INTERNATIONALE DAG VAN DE AFRIKAANSE JEUGD;

DIA INTERNACIONAL DE LA INFANCIA AFRICANA...

and its YOUTH.

All the deeds, invoices, notices, publications, and other documents issued by the international non-profit making Association must mention its name, preceded or followed immediately by the words "international non-profit making Association" or abbreviation "AISBL" as well as the address of its head office.

1.2 This Association is governed by the Belgian Law of the twenty-fifth of October nineteen hundred and nineteen, as amended up to the present day.

1.3 The Association is formed for an unlimited duration.

Article 2. Head office

The head office of the Association is at Rue des Jambes 19, B-1420 Braine l'Alleud (Belgium)¹. (full address) The head office may be transferred to any other place in Belgium simply by decision of the Board of Directors published within a month of its date in the Annexes of the Moniteur Belge.

Article 3. Purpose and Activities

3.1 The Association's non-profit making international purpose is to support African civil society in its actions to promote basic education for all in Africa and, in particular, the achievement of the Second Millennium Development Goal (MDG2: a full course of primary education for all by 2015) in the wider context of the Dakar Framework.

By basic education, IDAY also means teaching young people to read and write who have passed primary school age and have not benefited from an adequate basic education.

The Association and its members shall ensure that they act in accordance with the "IDAY Charter" approved by the Association's General Assembly.

IDAY is strictly neutral in terms of political and confessional affiliations.

The Association is seeking to mobilise all dynamic forces both in Africa and elsewhere to achieve its aim, and organises for this purpose different activities that lead towards raising the awareness of the public and

¹ As from February 2010.

the authorities. These activities take place every year, in particular around 16 June.

The Association mobilises the media and asks donors to support its activities.

The Association works as much as possible in conjunction with other international groups promoting education for all and may combine with any organisation with a similar aim to its own.

The Association supports morally and financially the member organisations of its network. The IDAY contribution and its terms of allocation shall be set by the Board of Directors in accordance with the resources available to the Association.

The Association may fulfil all activities relating directly or indirectly to achieving the goal that it has set for itself, including all movable, immovable and financial transactions serving to increase its material resources (the purpose must fall within the framework of the law).

3.2 To achieve its goal, the Association may implement all appropriate means, in particular:

- a) setting up work committees;
- b) organising meetings;
- c) supporting activities of national committees;
- d) publications;
- e) exchanging information;
- f) building an effective means of communication in close collaboration with network members, in particular by means of an Internet site adapted in accordance with the development of information technologies, created and maintained to ensure maximum visibility for the Association.

Each group is responsible for creating and maintaining its own site/blog, to which the Association's website refers.

3.3 The organs of the Association are: the General Assembly, the Board of Directors and the Management Committee.

Article 4. Financial resources

4.1 The financial resources available to the Association are:

- subscriptions from its national committees;
- subsidies from public or private institutions;
- revenue from general services and sale of publications;
- donations and legacies;
- contributions from full members.

4.2 The scale of subscriptions and terms of payment are set annually by the General Assembly, on the proposal of the Board of Directors.

II. MEMBERS

Article 5. Member status

5.1. Types of member. Members may be any natural or legal persons that are working to promote education in Africa. The Association has three member categories, all of which must, as a pre-condition, formally adhere to the IDAY Charter approved by the General Assembly:

- honorary members
- active members
- sponsors and pledging members.

5.2. Honorary Members. Honorary members are people with an international reputation who bring to the Association support and public visibility. Candidates are petitioned with the prior agreement of the Board of Directors and, if the former have given their approval, are appointed by the Board.

5.3. Active members. Active members are representatives of national or regional groupings. They include associations that participate in IDAY activities and undertake to comply with the standing orders and pay their subscription. Through their own internal procedures they appoint their representatives at the General Assembly.

5.4. Sponsors and pledging members.

These members support financially the Association's activities. They appoint to the Board of Directors a number of representatives not less than one or greater than a third of the composition of the Board.

Article 6. Admissions

The admission of new members is subject to them being presented by the Board of Directors and being approved by the General Assembly on the basis of a simple majority of votes.

Members (from different categories) may submit their resignation and decide to withdraw from the Association at any time, by letter, fax or e-mail sent to the Board of Directors.

Article 8. Exclusion

Members contravening the values of the "IDAY Charter" and/or not paying their subscription shall be asked to resign by the General Assembly.

The exclusion of members from the Association may be proposed by the Board of Directors, after hearing the defence of the interested party and after being pronounced by the General Assembly by a two-thirds majority of the members present or represented. The Board of Directors may suspend the interested party prior to the General Assembly's decision.

Members ceasing (through death or otherwise) to belong to the Association are not entitled to the Association's funds.

Article 9.

Members pay a subscription fixed annually as described in Article 4.2 above.

III. GENERAL ASSEMBLY (GA)

Article 10. Composition

It is composed of all active members (honorary and pledging members may attend with right of discussion only).

Article 11. Responsibilities

The General Assembly possesses all the powers enabling the Association's purpose to be fulfilled.

The following items in particular fall within its remit:

- a) approval of budgets and accounts;
- b) appointment and removal of Directors, auditors and external auditor.
- c) amendment of articles;
- d) winding-up of the Association
- e) It is responsible for approving the IDAY Charter and its updates.

Article 12. Notice of Meeting - Meeting

12.1 It meets at least once a year at the head office or the place indicated on the notice of meeting and at the request of at least three active members or of the Board of Directors to:

- a) approve the accounts of the previous financial year since the previous Ordinary General Assembly and grant discharge to the Board of Directors
- b) decide on the income and expenditure budget up to the following Ordinary General Assembly and set the amount of the annual subscription of the Board of Directors
- c) examine the annual report of the Board of Directors

12.2 Active members shall be convened by the BoD at least 15 days before the start of the Meeting by letter, fax, electronic mail or any other means of communication. The GA virtual sessions shall last 15 days in order to give time to gather proposals and votes from distant members.

The GA appoints a Chairperson, who shall be the oldest person amongst the members physically present at the session.

12.3 The Board of Directors may convene Extraordinary General Assemblies.

It must convene an Extraordinary General Assembly if the request is drawn up by at least three active members whose subscriptions are in order. The request thus submitted must indicate precisely the questions to appear on the agenda.

The Board of Directors decides on the agenda taking into account the questions that must be submitted to the General Assembly under Article 10.

It shall put on the agenda any question raised by an active member whose subscription is in order, as long as this proposal reaches it two months at the latest before the date of the Ordinary or Extraordinary General Assembly.

Article 13. Representation

Active members may each be represented at the General Assembly by another active member holding a special power of attorney.

However, no active member may hold more than ten powers of attorney.

The General Assembly shall only deliberate validly if the majority of members is present or represented.

Article 14. Method of decision-making

Unless stipulated otherwise in the standing orders, decisions are taken collegially by consensus.

In the event of a vote, each active member has a single vote.

Except in exceptional cases provided for by these articles, resolutions are taken on a simple majority of active members present or represented.

In the event of a tie, the Chairperson has the deciding vote.

They are brought to the attention of all members within a month following the General Assembly, by ordinary post or electronic mail.

Only items included on the agenda may be ruled on.

The resolutions of the General Assembly are inscribed in a register signed by the Chairperson and kept by the Secretary, who shall keep them available to members.

Article 15. Amendment of articles – winding-up the company

Without prejudice to Articles 50§3, 55 and 56 of the Law of 25 October 1919, any proposal whose aim is to amend the articles or wind up the Association must come from the Board of Directors or at least three (quota to set – 50%) of the Association's active members.

The Board of Directors must bring to the attention of Association members at least three months in advance the date of the General Assembly that shall rule on said proposal. The General Assembly may only deliberate validly if it is attended by two-thirds of the Association's members with the right of discussion and vote who are present or represented.

No decision shall be accepted if it has not been voted for with a two-thirds majority of the vote.

However, if this General Assembly is not attended by two-thirds of the Association's members, another General Assembly shall be convened under the same conditions as above, which shall rule definitively and validly on the proposal in question, with the same two-thirds majority of the vote, whatever the number of members present or represented.

Amendments to the articles shall only take effect after approval by the competent Belgian authority and shall be published in accordance with Articles 50§3 and 51§3 of the law.

The General Assembly shall set the method for winding up and liquidating the Association.

In the event of winding-up, the Association's property shall be allocated to another international or national non-profit making Association with a similar disinterested purpose.

IV. ADMINISTRATIVE BODY: BOARD OF DIRECTORS

Article 16. Composition

The Association is administered by a board made up of at least three Directors. The board elects a Chairperson from among its members.

16.1 Appointments

- The Directors are appointed by the General Assembly. The term of their mandate is two years.
- Their mandate is renewable twice for the same post.

(term of mandate, order of departure, etc)

In the event of holidays during a mandate, a temporary Director may be appointed by the General Assembly (or Board of Directors). In this event he/she finishes the mandate of the Director he/she replaces.

16.2 Removal

Directors may be removed by the General Assembly ruling by a two-thirds majority of active members present or represented.

Article 17. Convocations- Meeting

The Board meets by special notification from the Chairperson.

The notice of meeting is sent by letter, fax, electronic mail or any other means of communication at least one month before the date of the Board meeting.

A Director may be represented by another Director, who may not however hold more than one power of attorney.

Article 18. Responsibilities

The Board has full powers of management and administration subject to the responsibilities of the General Assembly.

- In particular, the members of the Board of Administration (BA) coordinate and are responsible for carrying out the policy of the international non-profit making Association as defined by the General Assembly;
- They must be representative of all geographical and professional origins present in the General Assembly;
- They appoint the members of the Honorary Committee and Management Committee;
- They ensure that the operating report and annual financial accounts are presented on time for checking;
- They propose to the General Assembly the Auditors and independent auditor;
- They present the reports to the General Assembly for approval;
- They convene General Assemblies and ensure representation at them.

The Board may delegate day-to-day management to its Chairperson or a Director or an agent. It may, furthermore, on its own responsibility, confer special defined powers on one or several people.

Article 19. Decision-making process

The Board may only deliberate validly if over half (quota to set – 50%) at least of its members are present or represented.

The resolutions of the Board of Directors are taken by a simple majority of Directors present or represented. In the event of a tie, the Chairperson has the deciding vote.

The resolutions are inscribed in a register signed and kept by the Secretary, who shall keep it available to members.

V. EXECUTIVE BODY: The Management Committee (MC).

Article 20. Responsibilities

20.1 The daily management of the Association is entrusted to the Management Committee, under the responsibility of the General Secretary.

It shall be made up of at least the General Secretary, an administrative assistant and a treasurer.

20.2 The General Secretary is appointed and removed by the Board of Directors on the proposal of its Chairperson.

The Secretary hires the necessary staff to manage the Association properly within the framework of the budget set by the General Assembly. He/she may take on volunteer members of staff.

20.3 The responsibilities and functioning of the Management Committee are determined by the Board of Directors.

20.4 Mandates and Participation.

The mandate of each member terminates:

- on voluntary resignation
- on death
- on removal by the General Assembly for active members and by the Board of Directors for all other members.

The Director's mandate is exercised free of charge. Honorary members and the founders of IDAY automatically have access during the course of their mandate to all the meetings of the AG and BoD on an individual and consultative basis.

VI. GENERAL PROVISIONS.

Article 21. External representation

Except for special delegation granted by the Board of Directors, all the deeds that commit the Association are, except for special powers of attorney, signed by two members of the Management Committee who shall not have to give proof to third parties of the powers granted for this purpose.

Legal proceedings both as applicant and as defendant are complied with by the Board of Directors represented by its Chairperson or a Director nominated for this purpose by the Board.

Article 22. Budgets and accounts

The company year begins on the first of September and closes on 31 August, except for the first financial year, whose duration shall be established according to the effective date of constitution.

In accordance with Article 53 of the Law, the Association's annual accounts and budget for the coming year are drafted by the Board of Directors and are then submitted for approval to the first General Assembly following the drafting of these accounts and the budget.

The annual accounts are communicated to the Belgian Federal Department of Justice in accordance with Article 51 of the Law.

If necessary : The General Assembly may decide to set up a reserve fund, and establish the amount of it and terms for the contribution to these funds due by each member.

Audit.

The BoD shall have the annual accounts audited by an external body before they are submitted to the GM for approval.

Article 23.

Anything not provided for by these articles and in particular the publications to be made in the Annexes of the Moniteur Belge shall be settled in accordance with the provisions of the law.

VII. TRANSITIONAL PROVISIONS.

1. Appointment of members of the Board of Directors.

The Meeting decides to appoint as members of the Board of Directors:

1/ Mr. Jean-Jacques SCHUL, born on the twentieth of January nineteen hundred and forty (National identity number: 40.01.20-005-48), domiciled at 23 Rue Pechère, 1380 Lasne, Belgium;

2/ Mr. Billy Mbuyi KALONJI, born on the twenty-eighth of October nineteen hundred and sixty-one (National identity number: 61.10.28-391.17), domiciled at 94 Van Vaerenberghstraat, 2600 Antwerp, Belgium;

3/ Mrs. Ahindo OSUMBU, born on the seventeenth of October nineteen hundred and sixty-five (National identity number: 65.10.17 – 334.09, domiciled at 4 Rue Maréchal Juin, 5140 TONGRINES, Belgium;

4/ Miss Catherine LIEVENS, born on the seventh of April nineteen hundred and ninety-two (National identity number: 82.04.07-294.82), domiciled at 70 Berkendallaan, 1800 VILVOORDE, Belgium;

5/ Mr. Michel DUCAMP, born on the twenty-second of August nineteen hundred and forty-three (National identity number: 430822 08 916), domiciled at 32 Chemin Hallaux, 1300 WAVRE, Belgium;

6/ Mrs. Mélanie NTAHORUTABA, born on the twenty-fourth of April nineteen hundred and fifty-seven (National identity number: 1047 004093 61), domiciled at ETTTELBRUCK (GRAND DUCHY OF LUXEMBOURG);

7/ Mrs. Lisa KOBLA ANDELA, born on the fifth of January nineteen hundred and seventy-two (National identity number: 431041351), domiciled at 26 Wotanstrasse, 80639 MUNICH, Germany;

8/ Mr. Jean-Pierre NEUENSCHWANDER, born on the twelfth of May nineteen hundred and forty-three (National identity number: 43.05.12-249.38), domiciled at 15 Avenue du Trianon, 1380 Lasne, Belgium,

for a term of two years starting from this day.

The Director's mandate is exercised free of charge.

2. On the proposal of the Board of Directors, the Meeting decides that the amount of the annual subscription shall be fifty (50) euros per grouping multiplied by the number of Associations making up the grouping.

Meetings of the Board of Directors

The Directors meet as a board and appoint:

a) as Chairperson and General Secretary: 40.01.20-005-48 Mr. Jean-Jacques SCHUL, born on the twentieth of January nineteen hundred and forty (National identity number: 40.01.20-005-48), domiciled at 23 Rue Pechère, 1380 Lasne, Belgium;

b) as administrative assistant: Miss Catherine LIEVENS, born on the seventh of April nineteen hundred and eighty-two (National identity number: 82.04.07-294.82), domiciled at 70 Berkendallaan, 1800 VILVOORDE, Belgium;

c) as treasurer: Mr. Michel DUCAMP, born on the twenty-second of August nineteen hundred and forty-three (National identity number: 430822 08 916 1300), domiciled at 32 Chemin Hallaux, 1300 WAVRE, Belgium;

These three people form the Management Committee.

NOTARISED CERTIFICATE

In accordance with Article 46 of the Law, the notary has checked compliance of the provisions in part III "National non-profit making Associations" and testifies to it.

Executed at the chambers in Waterloo.