

ARTICLES OF ASSOCIATION

TITLE I: NAME - REGISTERED OFFICE - OBJECTS - DURATION

Article 1

The association carries the name: "ISdAC – Information Society disabilities Challenge" (in English) and "Informatiesamenleving: een Uitdaging voor Personen met een Handicap" (in Dutch).

The association is submitted to the Belgian laws, as stipulated in the Law of October 25th 1919, modified by the Law of December 6th 1954.

Article 2

The association has its registered office in Zonhoven, Boddenveldweg 11, B-3520 Zonhoven.

It can be transferred to any other place in Belgium by simple decision of the board of directors, which must be published in the supplements to the "Belgisch Staatsblad – Moniteur Belge" (Belgian Official Journal) within one month after the decision has been taken.

Article 3

The association's objectives are the creation of an international scientific and technical forum with regard to instantiate an organisation of People with Disabilities (PwD) to provide information to the PwD constituencies concerning the Information Society (IS); it will develop as well a clear mandate for actions towards inclusion of PwD in the IS and will stimulate and steer the proposed actions under the ISdAC mission" This enumeration is not exhaustive.

The association excludes all purposes of gain.

Article 4

The association is established as from today, for an unlimited period of time.

TITLE II: MEMBERS

Article 5

The number of members is unlimited, but must be at least three. The founders are the first active members. The association has active and non-active members. Only the active members are entitled to full membership, including the right to vote at the general meeting.

All natural or legal persons accepted by the general meeting upon the proposal of the board of directors can become active members of the association. The request for acceptance of a prospective member must be submitted in writing to the chairman of the board of directors. The rights and obligations of these active members are determined in these articles of association.

Article 6

The board of directors can, under the conditions it laid down, also accept other persons as honorary members, protective members, supporting or advising members. The specific rights and obligations of these non-active members are determined and described in internal regulations.

The maximal membership fee is 15.000 EURO.

The members can never be held personally responsible for the commitments made by the association.

Article 7

Each member can at all times resign from the association. The board of directors must be informed of the resignation by letter. Each member who is not present at two consecutive general meetings neither in person neither by mandate is expected to resign.

Article 8

Resigning or excluded members and their assigns do not have any share in the association's property and can never claim reimbursement of or compensation for contributions or assets brought in.

TITLE III: THE BOARD OF DIRECTORS

Article 9

The association is administrated by a board of directors, which has at least three members, who may or may not be members of the association. At least one director must have the Belgian nationality.

Article 10

The directors are appointed for a period of five years, but they are re-eligible.

Article 11

The members of the board of directors are appointed by the general meeting and can at all times be dismissed by the general meeting.

The members of the board of directors exercise their offices free of charge.

Appointments, dismissals, resignations and exclusions of members of the board of directors must be handed in for publication to the Administration of the Belgisch Staatsblad/ Moniteur Belge (Belgian Official Journal) within one month after the decisions have been taken.

Article 12

If, on account of voluntary resignation, the number of directors has become lower than the number stipulated in the articles of association, the general meeting must immediately be convened in order to replace the resigning or dismissed members.

Article 13

The board of directors elects among its members a chairman, a vice-chairman, a secretary, a treasurer and all offices, which are necessary for the good operation of the association.

The board of directors is convened by the chairman or by two directors.

The chairman presides at the meetings of the board of directors. If the chairman is otherwise engaged or absent, the vice-chairman presides at the meeting, and if the vice-chairman is otherwise engaged or absent, the oldest of the directors who are present presides at the meeting.

Article 14

The board of directors can only decide validly if the majority (half plus one of the members) is present or represented. A director can have another director, who cannot hold more than one power of attorney, represent him.

Simple majority of votes takes all decisions. If the votes are equal, the chairman or the person replacing him has the casting vote.

When the majority of the directors agree one can vote by means of fax, e-mail or videoconferencing. However these decisions are to be confirmed at the next meeting on which the directors are present in person.

Article 15

Minutes are drawn up of every meeting. These minutes are signed by the chairman and the secretary and must be entered in a register kept for that purpose.

The chairman and the secretary validly sign the extracts that must be submitted and all other deeds. In the absence of these directors, two other directors can validly sign the documents.

Article 16

The board of directors manages the affairs of the association and represents it in and out of court. The board is competent for all matters, with the exception of those matters, which the law or these statutes explicitly reserve for the general meeting. The board acts as plaintiff and as defendant in all legal proceedings and decides whether or not legal actions will be instituted.

The board of directors appoints and dismisses staff members and determines their remuneration.

The board of directors can delegate its powers for certain operations and tasks, at its own responsibility, to one of the directors or even to another person who may or may not be a member of the association, provided that the authorisation of the general meeting has been obtained.

All documents which bind the association, except for special powers of attorney, must be signed by the chairman and the secretary, who do not have to prove their competence with regard to this to third persons. In legal actions, the board of directors is represented by its chairman or by a director appointed for this purpose by the board.

The board of directors issues all internal regulations, which it deems necessary and useful. The board of directors can delegate acts of daily management to a deputy administrator or director, if this is considered to be necessary. This person deals with the current affairs, is responsible for the daily correspondence and signs the documents in concert with the chairman, the secretary and the treasurer.

TITLE IV: GENERAL MEETING

Article 17

The general meeting consists of all active members and is chaired by the chairman of the board of directors or by the secretary or by the treasurer.

Each member can have another member represent him at the general meeting. However, a member can only represent up to 10% of total membership. Each member has only one vote at the general meeting.

Article 18

The general meeting is exclusively competent for changes in the articles of association, the appointment and the dismissal of the directors, the approval of the accounts and the budgets, the voluntary dissolution of the association and the exclusion of a member.

The general meeting is validly convened by the board of directors or by the chairman, whenever the association's objects require this. It must be convened at least once each year for the approval of the accounts of the previous year and for the budget of the year to come.

The general meeting is held during the first or second trimester.

Article 19

Moreover, the board of directors must convene the general meeting at the request of 1/5 of the members.

Article 20

In order to be valid, the convening notices of the general meeting must be signed by the chairman or by two directors. All active members must be convened by ordinary letter or by registered letter, at least fourteen calendar days before the meeting.

Article 21

The convening notice, which mentions place, date and hour of the meeting, contains the agenda, drawn up by the board of directors. All subjects which are submitted in writing by 1/20 of the active members must also be placed on the agenda. Obviously, these subjects must be signed by 1/20 of the members and handed over to the chairman of the board of directors at least seven calendar days before the meeting. Subjects which are not on the agenda can in no case be discussed.

Article 22

The general meeting can only deliberate validly if the majority (half plus one) of its members are present or validly represented. In ordinary cases, decisions are taken by a simple majority of the present and represented votes. If the votes are equal, the chairman or the person chairing the meeting at that time has the casting vote.

Article 23

Without prejudice to art. 5 of the law of October 25th 1919, each proposal to change the articles of association or to dissolve the association must be made by the board of directors or by at least two thirds of the active members.

The board of directors must inform the members of the association at least three months in advance of the date of the general meeting at which the above-mentioned proposal will be discussed.

The general meeting can only deliberate validly if two thirds of the voting members are present or represented. No decision can be taken if a majority of two thirds of the votes is not present. If this quorum is not present, a second meeting can be convened in the way stipulated in these articles of association. At this second meeting, a valid decision can be taken regardless of the number of members who are present.

Changes in the articles of association are only valid after approval by Royal Decree and after publication of the changes, as required by art. 3 of the law of October 25th, 1919.

The general meeting determines the way in which the association will be dissolved and liquidated.

Article 24

In case of voluntary dissolution of the association, the same rules as those described for changes in the articles of association are applicable.

A majority of 2/3 of the votes is required for the exclusion of a member. In case of exclusion of a member, this matter must also be placed on the agenda and the member must be invited in order to be able to defend himself.

Minutes are drawn up of every meeting. These minutes are signed by the chairman and the secretary and are entered in a special register. Extracts of this register are validly signed by the chairman and the secretary or by two directors and in their absence by two members of the general meeting.

TITLE V: ACCOUNTS AND BUDGETS

Article 25

The association's financial year begins on January 1st and ends on December 31st.

The board of directors closes the accounts of the previous financial year and prepares the budget of the next financial year. Both are submitted to the general meeting for approval.

The general meeting can decide to create a reserve fund, determine its amount and the way in which this fund will be maintained, as well as the contribution, which each member must pay.

TITLE VI: DISSOLUTION AND LIQUIDATION

Article 26

Except in case of dissolution by order of the court or dissolution ipso jure, only the general meeting can decide to dissolve the association in the way determined in article 24 of these articles of association.

In case of voluntary dissolution, the general meeting, or in its absence, the Court appoints one or several liquidators. The general meeting also determines their powers and the conditions for liquidation.

After settling of the liabilities, the assets will be transferred to the association the objects of which are most similar to those of the dissolved association.

The law of October 25th 1919, modified by the law of December 6th 1954, applies to everything, which is not provided for or settled in these articles of association.

Agreed in LONDON, ISLINGTON TOWN HALL on Friday 11.12.1998.