

Schedule B Copy for publication in the Annexes to the Moniteur belge – Belgian Official Journal following the form's filing at the Court's Registry

For the use of the Belgian  
Official Journal only \*09021799\*

Filed at the Registry  
of the Commercial Court  
at LOUVAIN, JAN.30, 2009  
The Registrar

**Entity's name (in full):** Environment and School Initiatives in abbreviated form ENSI  
**Corporate form:** International non-profit association  
**Registered office:** Richard Valvekensstraat 31, B-3010 Leuven, BELGIUM  
**Corporate registration number:** 809.515.577

**Subject-matter of the instrument:** Constitution and appointments

As evidenced by an authentic instrument drawn up and attested by Mr. Bruno Martens, Notary Public at Kortenbergh, the twenty-sixth of June two thousand and eight, "Registered five pages one cancellation at Leuven, Second Registration Office, on December 3, 2008, volume 1336, page 64, box 13, Received: twenty-five euros (25.00 EUR). The Receiver (signed) DE CLERCQ G.", a meeting was held resulting in the constitution of an International Non-Profit Association named "Environment and School Initiatives", "ENSI" for short, registered with office established at B-3010 Leuven (BELGIUM), Richard Valvekensstraat 31.

**CONSTITUTION**

"Environment and School Initiatives", "ENSI" for short, an International Non-Profit Association, Richard Valvekensstraat 31, B-3010 Leuven, Belgium.

Before the undersigned have APPEARED:

1. Mr. Willy SLEURS, a Belgian national, born in Lommel the twenty-sixth of December nineteen hundred fifty-two, a resident of B-3010 Leuven, Richard Valvekensstraat 31.

2. Mr. Reiner MATHAR, a German national, born in Krefeld (Germany) the fifth of September nineteen hundred fifty, a resident of D-35396 Giessen (Germany), Sandfield 20.

Hereinafter referred to as the "constituting members".

The constituting members have called on the undersigned Notary Public to draw up authentic instrument attesting to the constitution of an International Non-Profit Association named "Environment and School Initiatives", "ENSI" for short, of which the articles of association will be set out, subject to the association's accreditation by the Belgian public authorities, as indicated hereafter:

**ARTICLES OF ASSOCIATION**

The constituting members formally state that the affairs of the association they propose to form, subject to its accreditation, will be regulated by following articles of association:

**A. NAME - DURATION - REGISTERED OFFICE - OBJECTIVES**

**Article 1. - Name**

The association is named 'Environment and School Initiatives', international non-profit association, "ENSI IVZW" for short (the abbreviation in English being ENSI i.n.p.a.).

The name of the association must appear in all instruments, invoices, letters, notices, announcements and other documents issued by the association, immediately preceded or followed by the words "international non-profit association" or the abbreviation IVZW (in English: i.n.p.a.) and the full particulars of the association's headquarters.

**Article 2. - Duration**

The association is constituted for an unlimited period of time. The association will obtain the status of a corporate body upon its accreditation by Royal Decree.

Unless ordered by a court of competent jurisdiction, the association can only be dissolved by a resolution of the extraordinary general assembly, adopted in accordance with the requirements for a modification of the articles of association.

**Article 3. - Registered office**

The association's headquarters are located at B-3010 Leuven (Belgium), Richard Valvekensstraat 31.

The board of directors is empowered to transfer the association's headquarters to any other location within the Dutch-speaking part of Belgium and, to that effect, to comply with all requirements of publication. The transfer of the association's headquarters will be endorsed and made part of the articles of association by the general assembly at its next meeting.

**Article 4. - Objectives**

The association has set out as its goals to support educational and pedagogic developments which are apt, through research and the sharing of experiences on an international level, to provide insights in learning for sustainable development, increasing environmental awareness and furthering active forms of learning and teaching and good-citizenship education.

The association's main fields of activity in the way of school initiatives related to the environment and sustainable development are defined as follows:

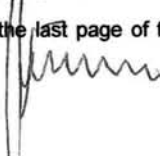
- Starting up, coordinating and supporting research and school development initiatives;

Fill on the last page of this Schedule Recto Name and capacity of the notary public drawing up and attesting the relevant instrument or of the person or persons authorized to represent the legal entity with respect to third parties.

verso Name and signature

Annexes to the Moniteur belge

Voor eensluidende vertaling  
de beëdigd v  
M. MEYSTRÆTEN



- Preparing publications with a view to inform the public about and propagate the aforementioned themes and activities;
  - Promoting international exchanges and acquiring insights and knowledge, setting up forms of cooperation, including with other international organizations and programmes;
  - Preparing and providing policy recommendations and other advice, either or not solicited.
- Within the main fields of activity as stated, the association will engage, among other things, in following endeavours:
- Developing and gaining acquaintance with new research, new instruments and implementation strategies for education and school development in relation to Sustainable Development;
  - Organizing international conferences, seminars and workshops;
  - Disseminating scientifically proven examples of good practice ('approved experiences') and programmes.

## B. MEMBERS

### Article 5. - Types of members

The association consists of effective (working) and associate (adhering) members.

The number of working members shall never be less than two.

### Article 6. - Effective members

ENSI i.n.p.a. is a network based on (representatives from) the European Member States.

Its effective members are:

- the parties appearing in this instrument;
- every adhering member accepted as working member by decision of the general assembly adopted by a majority of three quarters of the votes in attendance;
- Effective members, defined as follows:

#### Adhesion

In order to become an effective member, a member State must:

- send an application to the secretariat of the board of directors stating its wish to join as a member of the association;
- appoint a coordinator who shall act as the subject country's mandatory;

and membership may be granted provided the membership fee, the amount whereof shall be determined by the general assembly, is settled by said country or on its behalf.

#### Rights of the effective members

Only effective members have the right to cast votes at the general assembly and may under certain conditions submit proposals with regard to items to be put on the agenda of the general assembly.

#### Duties of the effective members

To pay a annual membership fee, to be determined by the general assembly.

### Article 7. - Associate members

Associate members are any and all persons or entities accepted as such by decision of the board of directors.

#### Adhesion of associate members

Research institutions, associations, non-governmental organizations and natural persons who have a record of or can bring proof of a significant commitment towards education and sustainable development may be granted membership as associate member.

The board of directors however reserves its right of final decision regarding the eligibility of associate members.

#### Rights

Associate members will receive all information disseminated by or through ENSI i.n.p.a., are allowed to take part in the activities organized by ENSI i.n.p.a. and may contribute towards the forming of the association's views and policies.

They may attend the annual general assembly and will be given the opportunity to express their opinions and advice regarding the items of the agenda.

Associate members however have no voting rights.

#### Duties

Associate members are required to pay an annual membership fee, to be determined by the general assembly.

### Article 8. - Termination of the membership

All members may terminate their membership by means of a registered letter forwarded to the chairman of the board of directors. The termination will be effective as of the first day of the following calendar year. Until that day, the member will retain the rights and duties laid down in the articles of association, including the obligation to pay the membership fee.

### Article 9. - Exclusion

Effective members can only be excluded on account of serious grounds and after a decision to that effect reached by a majority of two thirds (2/3) of the votes in attendance at the general assembly. The date of exclusion will be set by the general assembly. The exclusion of an associate member is pronounced by the board of directors, whose decision requires only a simple majority of the votes.

The decision to exclude a member is not subject to appeal and no reasons must be stated.

The resigning or excluded member and the heirs or assigns of the deceased member can assert no rights with respect to the assets of the association.

They are not entitled to demand the submission of statements or accounts, the affixing of seals or the drawing up of inventories.

## C. OVERALL EXECUTIVE BODY

### Article 10. - General assembly

The general assembly is composed of all working members.

The general assembly is the association's overall executive body. In it are vested the powers specifically bestowed upon it by these articles of association.

The powers of the general assembly include:

- 1) the modification of the articles of association;

Voor meesluitende vertaling  
de beëdigd vertaler  
M. HUYSTRAETEN



2) the appointment and dismissal of the directors, the determination of their emoluments, if any, and the discharge to be given to the directors;

3) the approval of the budget and the accounts;

4) the voluntary dissolution of the association and the appointment of the liquidators;

5) the exclusion of effective members;

6) the drawing up of the standing rules;

7) the determination of the effective members' annual membership fee.

Article 11. - Transaction of business

The general assembly must be convened at least once every year, at the address indicated in the notices calling the meeting, on the fourth Monday of March at 02:00 p.m.

An extraordinary general assembly of the association may be called at all times upon a decision to that effect from the board of directors or whenever at least one fifth of the working so request.

Every meeting is held on the day, at the hour and at the venue specified in the notices calling the meeting.

All members must be invited to attend.

The general assembly is convened by the board of directors by ordinary letter, signed by the secretary on behalf of the board of directors and forwarded to each member three weeks at least before the meeting.

The notices calling the meeting shall contain the proposed agenda.

Except in the matter of a modification of the articles of association, the exclusion of members or the winding up of the association, the general assembly may deliberate validly with regard to items not inscribed on the agenda and adopt decisions on condition that there is no dissentient vote.

Article 12. - Representation

Every member is entitled to attend the meetings. Any member may cause to be represented by a proxy-holder. No member can represent more than one other member.

The proxy-holder must be an effective member.

Article 13. - Calling of meetings

A meeting must be called by the board of directors whenever one fifth of the effective members so request and any motion signed by one fifth of the effective members must be placed on the agenda.

Article 14. - Chairing the meeting

The general assembly will be chaired by the chairman of the board of directors and, in his absence, by the most senior of the effective members attending the meeting.

Article 15. - Voting rights

All effective members have equal voting rights in the general assembly.

Every effective member may cast a single vote.

The general assembly's resolutions are only validly passed if at least half of the effective members attended the meeting and if adopted by a majority of two thirds of the votes, unless the statute or these articles of association should stipulate a different majority and/or quorum. In the event of a tie, the vote of the chairperson or the member acting in his or her absence will carry the motion.

Article 16. - Register of minutes - Notices

The resolutions of the general assembly are transcribed in the register of minutes and signed by the chairman or a director. This register shall be kept at the association's registered office and may be consulted on the premises by all members.

Every member may request excerpts the register of minutes which shall be signed by the chairman of the board of directors or a director.

#### D. ADMINISTRATION

Article 17. - Board of directors

The association is administered by a board of directors composed of a chairman, a secretary, a treasurer and a maximum of six (6) other members who shall hold no office, chosen among the effective members by the general assembly (by simple majority and with an attendance quorum of two thirds of the effective members) for a term of office of two (2) years and whose appointment may at all times be revoked by the general assembly.

The board of directors shall consist of at least two (2) directors, in which case one will be appointed as chairman and the other as secretary.

The expiry of a term of office of a member of the board of directors will be announced to all members of the general assembly at least three weeks before the next meeting of the general assembly.

Article 18. - Vacancy during the term of office

If a director's office becomes vacant during its normal term a provisional director will be appointed by the general assembly who shall complete the term of office of the director he replaces.

Retiring directors are reeligible.

Article 19. - Structure

The board of directors will elect among its members a chairman, a secretary and a treasurer. If the chairperson is unable to perform his or her duties, the chair will be taken by the secretary and, in his absence, by the most senior of the managers attending the meeting.

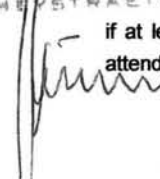
Article 20. - Transaction of business

The board of directors shall meet at least once a year.

The meeting of the board of directors is convened by the chairman or the secretary. The board of directors can only pass resolutions if at least half of its members is in attendance. If the board comprises only two (2) directors, a decision will only be valid if both are in attendance.

Resolutions are adopted by simple majority of the votes.

Voor eensluidende vertaling  
de beëdigd vertaler  
M. HEYSTRÆTES



In the event of a tie, the vote of the chairperson or the member acting in his or her absence will carry the motion.

The transactions of every meeting are couched down in the form of minutes which shall be signed by the chairman (or his replacement).

The register of minutes may be consulted by all effective and associate members.

All excerpts that must be produced shall be signed by the chairman (or his replacement).

#### Article 21. - Powers

The board of directors is invested with the most extensive powers of administration and management of the association.

■ The board of directors is entrusted with the day-to-day management; in said capacity, the board, the enumeration in no way being exhaustive or limitative, may:

- Negotiate and execute all contracts and agreements, have all authentic instruments drawn up, compromise, enter into all settlements, acquire, exchange or sell all personal and real property, take out mortgages, contract loans, sign all leases regardless of their term, accept all bequests, legacies, subsidies, donations, assignments and transfers of title and/or property, waive all rights and entitlements, confer special mandates and powers to any attorneys-in-fact deemed suitable, either or not members of the board;

- Receive and accept all sums and securities, retrieve all sums and securities given in consignment, open all accounts with all financial and credit institutions and/or the National Giro Bank or post office giro service, effect all banking transactions with respect to such accounts including all withdrawals in cash by means of cheques, transfer or remittance orders or issue all other drafts or payment orders, hire all safe-deposit boxes, settle all sums owed by the association, accept all postal items, insured or not, registered letters, telegrams and parcels from the postal services, the customs or the national railway company; take receipt of all postal money orders, drafts or collection orders;

- Waive all contractual or real rights and all personal or real warranties; request the cancellation of all privileged mortgage registrations, records, distraints, seizures or attachments and all other charges and encumbrances prior to or against payment;

- Cause the enforcement of all judgments, arrange for and agree to all out-of-court settlements and compromises;

■ represents the association in all court proceedings (as claimant or defendant) and in all extrajudicial transactions;

■ submits every year to the general assembly's approval the account of the past year and the budget for the coming year;

■ convenes the general assembly;

■ prepares the agenda of the general assembly;

■ accepts the resignations of all members.

■ The board of directors is empowered to appoint and dismiss employees and any and all staff members, if any, of the association, describes their tasks and duties and fixes their remunerations.

In addition to the general powers of representation (in legal matters and in all other affairs) of the board of directors as a collegial body (acting through the majority of its members), any and all acts that are binding upon the association, with the exception of special powers of attorney, must be signed by two directors, acting jointly, who will not be required to submit proof of their powers to third parties.

However, as far as matters pertaining to the day-to-day management are concerned, a managing director may be appointed who shall be authorized to validly sign such acts.

#### Article 22. - Managing director - Day-to-day management

The board of directors may entrust the day-to-day management of the association - and its representation as far as such day-to-day management is concerned - to a managing director chosen among its members and whose powers and, if applicable, salary or remuneration will be determined by the board of directors. Every other director's mandate will be unremunerated, unless the general assembly should decide otherwise.

#### Article 23. - Acceptance of donations

The chairman or the secretary are empowered to accept, on a temporary or final basis, the donations and gifts made to the association and to fulfil all formalities that may be required to gain possession of such donations and gifts, if need be under reservation of the Belgian Minister of Justice's endorsement.

### E. STANDING RULES

#### Article 24.

The general assembly may draw up standing rules which will be binding upon all members (both effective and associate).

### F. MODIFICATION OF THE ARTICLES OF ASSOCIATION

#### Article 25.

The articles of association can be modified by decision of the general assembly passed by a majority of two thirds of the votes cast at the meeting at which at least two thirds of the effective members are in attendance.

Any amendment with respect to the objectives or the activities engaged in with a view to attain same must be approved by Royal Decree.

#### Article 26.

Any amendment to the articles of association may be the subject of a proposal from the management or at least one fourth of the effective members during the members' meeting. If the management proposes an amendment to the articles of association, notice thereof must be given to the members at least thirty days before the next scheduled members' meeting. The proposal regarding the modification of the articles of association will be attached to the letters calling the members' meeting.

### G. DISSOLUTION AND LIQUIDATION

#### Article 27.

The association may be dissolved by decision of the members' meeting. The procedures, majorities and quorums as stipulated in articles 25 and 26 will apply to any such decision. If after a notice calling a second meeting in order to decide in favour or against the dissolution no quorum as provided in article 25 is reached, the meeting may as yet pass a valid decision, provided it is adopted by a majority of two thirds of the votes.

Voor eensluidende vertaling  
de beëdigde vertaler  
M. H. V. STR.

Article 28.

The balance after the liquidation will be distributed among the institutions that had been awarded membership at the time the decision to wind up the association was passed. Each will receive an equal share. A different apportionment of the balance of the assets may be decided upon at the time the resolution to wind up the association is passed, it being understood that any surplus funds that become available must always go to not-for-profit or charitable organizations.

H. ACCOUNTS AND BUDGET

Article 29.

The financial year of the association will commence on the first of January and will be closed on the thirty-first of December of the same year.

Article 30.

Every year, the accounts of the past year and the budget for the coming year will be submitted to the approval of the ordinary general assembly.

III. TRANSITORY PROVISIONS - APPOINTMENTS

1. First financial year

The first financial year will commence upon the accreditation of the association as a corporate body and will end the thirty-first of December two thousand and nine.

2. First annual assembly

The first annual assembly will be held in the year two thousand and ten.

3. Appointment of the first ordinary directors and the internal auditor

The meeting decides unanimously to appoint as directors, for a two-year term of office:

1. Mr. Willy SLEURS, aforementioned

2. Mr. Reiner MATHAR, aforementioned

The meeting further decides not to appoint an internal auditor.

4. Special power of attorney

The meeting decides to confer to Mr. Willy SLEURS, aforementioned, all powers in order to comply with all formalities as may be required by the constitution, including the registration of the association with the Register of Companies.

IV. SPECIAL PROVISIONS

The directors appointed as said have thereupon convened as board of directors and have unanimously appointed as:

1. Chairman of the board of directors: Mr. Willy SLEURS, aforementioned

2. Secretary: Mr. Reiner MATHAR, aforementioned.

Issued by way of analytical abstract,

Bruno Mariens, Notary Public.

Filed concurrently: an authentic copy of the memorandum of constitution and the Royal Decree of 16 December 2008 whereby the association was accredited as a corporate body.

Official seal

Bruno MARIENS  
Notary Public  
A closely-held limited liability company  
Dr. V. De Welsplein 26  
B-3070 KORTENBERG

Certified true English translation  
from a Dutch-language original

The sworn Translator

Voor eensluidende vertaling


Uit het Nederlands in het Engels

De beëdigd vertaler bij de

Rechtbank van Eerste Aanleg te Antwerpen

Voor eensluidende vertaling  
de beëdigd vertaler

K. HEYSTRAE



Fill on the last page of this Schedule B recto Name and capacity of the notary public drawing up and attesting the relevant instrument or of the person or persons authorized to represent the legal entity with respect to third parties.

verso Name and signature