

EUROPEAN BURNS CASUALTIES ASSOCIATION

Abbreviation: « EBCA »

International not-for-profit association

Located at the Central Hospital of the Reine Astrid Military Base, 1120 Brussels (Neder-over-Heembeek), Rue Bruyn 200, arrondissement judiciaire de Bruxelles

SETTING - UP - NOMINATIONS

27 June 2008

The association has been established with notaire **Martin DESIMPEL**, based at Rue de l'Association 30, 1000 Brussels.

-* WERE PRESENT *-

1. « **PINOCCHIO** », a not-for-profit association under Belgian law, registered at the Central Hospital of the Reine Astrid Military Base, 1120 Brussels (Neder-over-Heembeek), Rue Bruyn 200, arrondissement judiciaire de Bruxelles and registered as legal person number 0460-989-035. PINOCCHIO is represented by proxy (see annex), given to Mr Dominiek Noël VIAENE, born in Roeselare, on 5 October 1964, living in Roeselare, Bornstraat, 6, holding an ID with number 590-2337189-97.

2. « **ASSOCIATION DES BRULÉS DE FRANCE** », a not-for-profit association under French law (association under law 1901), registered at Dreux (France), avenue Marceau, 33, represented by proxy (see annex) give to Mr Dominiek Noël VIAENE, born in Roeselare, on 5 October 1964, living in Roeselare, Bornstraat, 6, holding an ID with number 590-2337189-97.

The above parties have requested to establish the statutes of an international not-for-profit association that they declare to be in conformity of the law of 25 June 1921, under condition to be approved by the Belgian Ministry of Justice.

-* SETTING - UP*-

Title I – Name – Seat – Duration – Aim

Article 1. - Name.

An international not-for-profit association named ‘European Burns Casualties Association - EBCA’ is hereby created. The full name or the abbreviation may be used.

All written actions, bills, announcements, publications and other documents from the international not-for-profit association have to mention the name of the association. The term « international not-for-profit association » (aisbl) and the registered address of the association must precede or follow the name of the association.

Article 2. - Seat

The registered address of the association will be established at Central Hospital of Reine Astrid Military Base, rue Bruyn 200, 1120 Neder-over-Heembeek, Belgium, arrondissement judiciaire de Bruxelles.

The seat of the association may be transferred to any other location in Belgium by simple decision of the Board, and publication within one month in the annexes of the Moniteur Belge.

Article 3. - Duration

The association is established for an unlimited period.

Article 4. - Aim - Activities.

At international level, the aim of the not-for-profit association is to bring together burns victims groups from across the European Union and to promote measures to prevent burns and reduce the number of burns victims.

In addition, the association will have the following objectives and activities:

- to represent the burns victims and their families;
- to promote burns prevention;
- to promote the in-patient and out-patient treatment of burns and burns victims (medical and non-medical);
- to raise public awareness of burns and burns victims; and
- to collect and share knowledge and best practice.

Connected activities

The association may also develop activities that contribute directly or indirectly to the completion of the not-for-profit aim, including, within the limits defined by law, profit-making and commercial activities should the gains be, at any time, used wholly to fulfill the not-for-profit goal.

Titre II – Members

Article 5. - Catégories.

The association is made of full members. Associate members and ‘partner’ members may also join the association.

The full members of the association include the undersigned associations and those associations accepted at a later date as full members of the association.

Only one full member per country will be allowed. Other members from the same country will be associate members.

Natural or legal persons who wish to help the association and participate in its activities may be admitted to the association as associate members.

Partner members are natural or legal persons who make a written commitment to pay to the association an annual amount of at least 1000,00 EUR.

Article 6. - Admission – Resignation – Exclusion.

The admission of any new member, whether full, associate or partner, is based on the receipt by the Board of Directors of a request for membership that includes the motive for the request. The Board of Directors will exercise its discretion in deciding whether to accept or decline the candidacy. No appeal to the decision is permitted.

Members of the association may resign at any time by sending a registered letter of resignation to the association.

The exclusion of members of the association may be proposed by the Board of Directors, after having heard the defence of the member concerned and following the decision of a two-thirds majority of the members present or represented at the General Assembly. The Board of Directors may suspend the person until the decision of the General Assembly.

A full, associate or partner member that fails to pay the annual fee will be considered as having resigned three months after a reminder has been sent to him by letter.

Any member, whether full, associate or partner, will cease to be part of the association by death, liquidation, bankruptcy or judicial winding-up arrangement.

Article 7. - Fees

Full members pay an annual fee, of a minimum amount of 100 euros, fixed annually by the General Assembly and based on a proposal by the Board of Directors.

Titre III – Assemblée générale

Article 8. - Composition - Powers.

The General Assembly comprises all full members. The associate members and partner members may attend the General Assembly in a consultative role.

The General Assembly has the exclusive power to:

- approve the budgets and accounts;
- elect and dismiss board members and define their potential salary;
- modify the statutes;
- dissolve the association;
- set membership fee;
- exclude members ; and
- approve the internal charter established by the Board of Directors.

Article 9. - Meetings - Chair.

The General Assembly meets at least once a year at the registered address of the association or at the place indicated in the written invitation. The written invitation will be sent by letter, fax, e-mail, at least six calendar weeks before the date of the Assembly and will include the agenda of the Assembly.

An extraordinary General Assembly may also be requested by the Board of Directors, according to the above terms, every time that the Board feels such a meeting to be necessary.

The General Assembly is chaired by the Chairman of the Board or, in his absence, by the Vice-Chairman, and in the extraordinary case that they would both be absent, by the oldest member of the Board present.

Article 10. - Representation – Voting right.

A full member can be represented by another full member at the General Assembly by proxy which will be given to him by simple letter, fax or electronically as long as it can be printed and annexed to the minutes and that the representative confirms to the represented the reception of the electronic proxy.

The Board of Directors may define, if necessary, another form of proxy. Each full member has one vote.

No full member can hold more proxy votes than the total number of votes held by the other full members present or represented.

Article 11. - Deliberations.

The General Assembly deliberations will be valid only if at least two thirds of the full members, representing two thirds of the countries represented in the association, are present or represented.

If the attendance quorum is not reached at the Assembly, the Council will invited all members to a second assembly with the same agenda and which will be able to deliberate no matter the number of people present or represented. This second assembly will take place at least six weeks after the initial assembly.

Except for exceptional cases outlined in the statutes, the Assembly will take decisions by a simple majority of full members present or represented.

Article 12. - Modification of the statutes

Without prejudice to the law, each proposal that aims to modify the statutes or dissolve the association has to be requested by the Board of Directors or at least two thirds of the full members of the association.

The Board will inform the members of the association about the date of the assembly that will vote on such a proposal at least three months in advance.

Two thirds of full members need to be present or represented at the Assembly for it to be able to consider the modification of the statutes or the dissolution of the association.

If the quorum is not reached during the Assembly, the Board will set up a second assembly with the same agenda and which will be able to deliberate no matter the

number of full members present or represented. The second assembly will take place the earliest six weeks after the initial Assembly.

Such a decision can be adopted only when two thirds of the members vote in favour.

The General Assembly will fix the mode of dissolution and the liquidation of the association. The funds that results from the liquidation of the association will be used for non profit purposes.

Article 13. - Minutes – Publication.

The deliberations of the General Assembly should be minuted. The minutes should be signed by the President of the Association and the Secretary General, both members of the Board, and should be inserted in to the register held at the association, where every member can ask to consult it, without displacement.

The deliberations of the General Assembly of particular relevance to all members will be communicated to them by letter. The deliberations of relevance for third parties are communicated to them in summaries.

Titre IV – Administration – Control.

Article 14. - Board.

The association is administered by a Board consisting of at least two members.

The administrators are nominated by the General Assembly, which will set the time of the mandate, with a maximum of five years, renewable. The General Assembly will also decide whether a salary will be provided with the mandate. If it decided to do so, then it will define the amount of the salary.

In case of vacancy during a mandate, a temporary member of the Board may be nominated by the Board. In this case, he will hold the position until the next General Assembly.

The administrators may be dismissed by the General Assembly if a majority of two thirds of the full members present or represented is in favour.

Article 15. - Presidency – Secretariat.

The Board elects a president and a vice-president.

If the president cannot attend a meeting of the board, he will be replaced by the vice-president or the oldest Board member present.

The Board may also elect a secretary and a treasurer.

Article 16. - Meetings - Deliberations.

The Board will meet as often as required by the interests of the association upon invitation of its president, and at least three times a year. The invitation is transmitted by posted letter, fax or email.

A member of the Board may be represented by another member of the Board if the latter has received a special proxy will be given to him by simple letter, fax or electronically as long as it can be printed and annexed to the minutes and that the representative confirms to the represented the reception of the electronic proxy. A member of the board may not hold more than one proxy.

The board deliberations will be valid only if at least two thirds of the full members are present or represented. In case of a tie, the president or his replacement will have the casting vote.

Article 17. - Powers.

All the powers which are not reserved for the General Assembly by law or by the statutes will fall under the power of the Board.

Article 18. - Daily tasks.

The Board can delegate the daily management to any chosen member of the Board. This person will have the role of Secretary General.

If the daily management is delegated to more than one person, each person acts individually.

It can confer, under its responsibility, any special or specified power to any chosen person.

Article 19. - Minutes

The resolutions of the board will be reported in the minutes. These minutes will have to be signed by two members of the Board and will be added to the register that is held at the seat of the association, where any member can consult them, without displacement.

Article 20. - Representation

All the acts engaging the association should be signed by two members of the Board, acting together, who will not have to justify to others the power that has been conferred to them.

The judicial actions, both as prosecutor and defender will be followed by the Board and represented by the president or the member of the board designated for this purpose.

In addition, in the limits of its mandate, special representatives may validly engage on behalf of the association, in the limits of their mandates.

Article 21. - Internal Charter

An internal charter may be established by the Board without being in contradiction with Belgian law. If there is a conflict with the statutes, the statutes prevail.

Titre VI – Accounting year – General measures.

Article 22. - Budgets and accounts.

The accounting year starts on 1 January and ends on 31 December of each year.

The Board must ask the General Assembly for approval of the accounts of the past year and the budget for the year to come.

Article 23. - Droit commun.

Anything that is not covered by these statutes, such as formalities for publicity, will be carried out in conformity with Belgian law.

Article 24. - Election de domicile.

For the implementation of these statutes, each full member or associate, Board member, representative, settler, registered outside of Belgium has to have a postal address in Belgium. If this is not the case, then the seat of the association will be considered as his postal address.

-* FINAL MEASURES *-

The founders, present and represented, have taken the following decisions by unanimity. These decisions will enter into force as soon as the association becomes a legal person.

A. Nomination of the first members of the Board.

The number of Board members is initially set to three.

The following persons will be members of the Board:

1. Mr **Martin** Marcel **MARGODT**, born in Diksmuide, on 25 July 1957, living in 2200 Herentals, Bovenrij, 44, holder of national register number 570725-393-06, represented by the aforementioned Mr Dominiek VIAENE, by private proxy that can be found in annex to these statutes.
2. Mr **Paul** Maurice Jacques **VILLAIN**, born in Pontaubault (France), on 26 January 1948, living in Dreux (France), avenue Marceau, 33, represented by the aforementioned Mr Dominiek VIAENE by private proxy that can be found in annex to these statutes.
3. Mr **Dominiek** Noël **VIAENE**, born in Roeselaere, on 5 October 1964, holder of ID number 590-2337189-97 and national register number 641005-047-53.

Except in case of re-election, the mandate of the Board members will end at the end of the ordinary General Assembly of 2013.

Two members of the Board acting together represent validly the association. The functions of members of the Board are not remunerated.

B. Commissioner

No commissioner is nominated because, according to evaluations, the association fulfils the criteria of article 53 of the law of 27 June 1921 on not-for-profit associations.

C. Chairman of the Board – Delegated Board Member.

The persons designated here above as Board members, present or represented as said previously, declare they have taken the following decision by unanimity:

- Aforementioned Mr Martin MARGODT, represented as written above, is called to be Chairman of the Board and Secretary General for the duration of the mandate of Board member. He has accepted these functions.
- Aforementioned Mr Paul VILLAIN, represented as written above, is called to be the Vice Chairman of the Board, for the duration of mandate of Board member. He has accepted the function.
- Aforementioned Mr Dominiek VIAENE, is called to be Secretary of the Board for the duration of the mandate of Board member. He will practice all the powers of daily business of the association and represent the association regarding its management, with the power to subdelegate.

These functions are not remunerated.

D. First account year

The first account year starts the day when the association will become a legal person, and ends on 31 December 2009.

The first ordinary General Assembly will take place in 2010.

E. Start of activities

The activities of the association start the day it is recognised by royal decree.

F. Proxy.

All powers to introduce a request to recognise the association and to act in its name until the obtention of the legal person status for the association, with possibility to subdelegate, are given to Mrs Stéphanie ERNAELSTEEN and Mrs Francesca SCARANTINO,

G. Pro fisco declaration.

The right to write (Law and several taxes) costs 95 EUR and has been paid to the notaire.

H. Lawfulness

The notaire, undersigned, confirms, in the framework of the above setting-up, that the legal measures in application are respected.

THE ACT

The act has been signed on the date and at the place mentioned below.

The act has been signed after careful reading of the whole statutes.