

LDC WATCH ASBL

(formerly LDC III - NGO FORUM ASBL)

LOCATED IN 1000 BRUSSELS, STREET STEVIN 115

Number of the Association 67432001 - Number of organization 474 647 427

Revisions adopted by the General Assembly at an Extraordinary Meeting of the General Assembly on 16 July 2004, and published in the Moniteur Belge on 20 January 2006. Unofficial translation from the official French version.

A. STATUTES

1. NAME, HEAD OFFICE, PURPOSE

Article 1. Name

The Association is henceforth called 'LDC WATCH, hereinafter called the 'Association'. English will be the working language of the Association.

Article 2. Head office

The current head office of the Association is located at: Rue Stevin 115, 1000 Brussels, Belgium, in the region of Brussels-Capital and in the judicial district of Brussels. The Board of Directors may move the head office of the Association elsewhere in Belgium. The Board of Directors has the right to open administrative branch offices in Belgium well as abroad.

Article 3. Purpose

The goals and objectives of the Association are completely of a non-profit making nature. The main purpose of the Association is to increase the capacity of organizations representing civil society to follow action programs that favour least developed countries.

The association can undertake any activity relating directly or indirectly to this purpose. It may exercise the right of ownership of office premises, goods, liquid assets and real estate property, furniture and use them exclusively to achieve the goals and objectives of the Association, as defined from the present articles. The Association may also recruit staff, sign contracts, collect funds, and exercise or perform all activities relating to the pursuit of its purposes.

In pursuance of its goals and objectives, the Association will encourage cooperation at European, international and / or national levels, and will cooperate in programs and projects of partners or member organizations, whose purpose is similar. The association is not involved in industrial or commercial activities and does not seek to procure any material gain for its members.

Article 4. Tenure of the Association

The Association is formed for an indefinite period.

II. MEMBERS

Article 5. Number; Criteria; Categories

- 5.1 The Association will be comprised of at least three (3) natural persons or legal entities, who will function in accordance with the customs and regulations of their countries of origin.
- 5.2 Each member of the Association that is a legal entity will nominate a person as its designated representative and may nominate a deputy representative who will act in the name of the absent representative with respect to questions relating to the Association, comprising but not limited to, participating and voting during meetings of the General Assembly, and if applicable, of the Board of Directors. Each member of the Association that is a legal entity will have the right to replace the said representative or the deputy in compliance with the Internal Rules of the Association.
- 5.3 There is a category of members having voting rights: the Effective Members, (hereafter called collectively the “Members of the Association “)
- 5.4 The Effective Members of the Association will be individuals and/or legal entities, Belgian or foreign, that meet the following conditions.
 - a. Is active in the fight for the elimination of poverty in Least Developed Countries,
 - b. Supports the goals and the objectives of the Association, and
 - c. Commits to complying with the Statutes and the decisions taken by the Board of Directors.

Article 6. Admission of new Members, Contributions; Loss of Membership

- 6.1 The admission of a new Member will be approved by the Board of Directors in accordance with the Internal Rules of the Association.

- 6.2 Members will pay to the Association an annual contribution whose amount will be determined by the Board of Directors in accordance with the Internal Rules of the Association. Notwithstanding the decision of the Board of Directors, the amount of the annual contribution may never exceed a sum amounting to 5000 (five thousand) Euros. The Board of Directors may decide to waive a part or the whole amount of contributions of a Member.
- 6.3 Any Member failing to pay his/her annual contribution when it is due, and after having been duly informed by the Board of Directors, will be deemed to have resigned from Membership of the Association by virtue of Article 6 4 of these Statutes.
- 6.4 The affiliation will be considered terminated,
- * on the resignation of a Member;
 - * after a decision taken by the General Assembly by a majority of two thirds (2/3) based on the behavior of a member that is considered by the General Assembly, at its sole discretion, as likely to cause prejudice to the reputation and good conduct of the Association. The Member in question will have the opportunity to submit his defense before a General Assembly vote on the revocation of his affiliation.
- 6.5 Any member who has ceased to belong to the Association will be deprived of all the rights which he/she/it enjoyed as a member of the Association.

III. GENERAL ASSEMBLY

Article 7. Composition, Power

- 7.1 The General Assembly will be composed of all the Members of the Association.
- 7.2 Only Members of the Association who have paid all amounts due to the Association, including the Members' contributions, will have the right to vote in meetings of the General Assembly. Each Member will have the right to only one vote.
- 7.3 The General Assembly will possess all powers required for the achievement of the object of the Association. More particularly, the General Assembly will have exclusive rights:
- * to amend the present Statutes;
 - * to approve the budget and accounts;
 - * to exclude a Member;
 - * to appoint and dismiss members of the Board of Directors;

- * to appoint and dismiss potential commissioners;
- * to define possible remuneration of Members of the Board of Directors and commissioners;
- * to grant the discharge of Members of the Board of Directors and commissioners;
- * to the dissolution and liquidation of the Association.

Article 8. Meetings and Convocation

- 8.1 The General Assembly will meet at least once a year in any place, in Belgium or abroad, indicated in the convening notice and signed by the Chair or in his name, and sent at least four (4) weeks before the date of the meeting.
- 8.2 An extraordinary meeting of the General Assembly may be equally convened;
- a. by the Chairman of the Association each time when the interests of the Association demands,
 - b. further to a resolution of the Board of Directors, or
 - c. at the written request of one-fifth of the Membership of the Association.
- 8.3 Members of the Association who are not personally present in an ordinary or an extraordinary meeting will be authorized to participate or vote by proxy. A representative, who must be a Member of the Association, may not represent more than two other Members. All proxies will be presented to the Chairman before the opening of the meeting.
- 8.4 All the meetings of the General Assembly will be presided over by the Chair of the Association, or in his/her absence, by a person nominated by the Members of the Board of Directors present in the said meeting.

Article 9. Quorums; Required majority

- 9.1 The General Assembly may only legitimately deliberate if one-third (1/3) of the Members of the Association are present or represented
- 9.2 All resolutions will be adopted by a simple majority of the votes in the record of the General Assembly except where the statutes stipulate otherwise. In the case of a tied vote out of total votes of the General Assembly, the chair of the meeting will cast the decisive vote. All the resolutions will be communicated to all Members of the Association.

- 9.3 Except where there is unanimous agreement to the contrary, the General Assembly will only consider issues included in the agenda.

Article 10. Register

All resolutions adopted by the General Assembly will be recorded by the Secretary in a register signed by the Chair and kept by the Secretary or any other person nominated for this purpose by the Board of Directors and will be at the disposal of the Members of the Association. In the absence of the Secretary, the Chair of the meeting will nominate any other person to act as the secretary of the meeting.

IV. BOARD OF EXECUTIVE DIRECTORS

Article 11. Number of directors, Competences

- 11.1. The Association will be managed by a Board of Directors, comprising at least three (3) persons and at most twelve (12) persons, who do not need to be Members of the Association. However, if the Association has only three (3) Members, the Board of Directors will consist of two (2) members. If the number of the members of the Board of Directors falls below the stated minimum number, the Board of Directors retains its capacity to act. Nevertheless, the General Assembly will be obliged to replace the vacant place(s) as soon as possible, in accordance with the provisions of the present Statutes.
- 11.2 The members of the Board of Directors will be nominated by the General Assembly, in accordance with the criteria and the procedures defined by the Internal Rules of the Association, for a period of two (2) years, renewable.
- 11.3 A decision on the exclusion of a Member of the Board of Directors can only be taken by a two-thirds (2/3rd) majority of the members present or represented in the meeting of the General Assembly during which such a decision is taken.
- 11.4 The Members of the Board of Directors can be reimbursed for expenses incurred related to their activities and functions in the capacity as members of the Board.

Article 12. Functions within the Board

- 12.1 The Board of Directors will elect, from amongst its members, a Chair, a Secretary and a Treasurer of the Association, elected for a period of two (2) years, unless otherwise stipulated during such an election.

12.2 The Board of Directors has the right to create other posts, whenever it feels this to be necessary and appropriate, and appoint the persons from amongst its members to these posts.

Article 13. Meetings, Quorum, Required Majority

13.1 The Board of Directors will meet at least once a year and will be convened by the Chair, or in his/her name, and sent at least two weeks before the date of the meeting. An extraordinary meeting of the Board of Directors may also be convened whenever the interests of the Association require or at the written request of a majority of the members of the Board of Directors.

In case of emergency, the presence in the extraordinary meetings of the Board of Executive Directors is not required in person and these can be organized in a manner stipulated in the convocation, including via phone, videoconference, the postal mail, e-mail or fax, as long as all members of the Board receive a convocation at least a week in advance, including the agenda and sufficient information in order to understand the points listed in the agenda.

If an extraordinary meeting must be held in writing, without the possibility of oral proceedings, the convening of the meeting must explain the reasons why the meeting is held in this manner. Any decision taken during an extraordinary meeting held outside the physical presence of the members will be the subject to ratification at the next meeting of the Board of Directors held in the physical presence of its members.

13.2 The Board of Directors may only formerly deliberate if at least half (1/2) of its members are present or represented. A member of the Board unable to be present in person at a meeting in ordinary or extraordinary session may participate or vote by proxy.

A proxy, who must be a member of the Board of Directors, may not represent more than two other members of the Board. All proxies must be submitted to the Chair before the opening of the meeting.

13.3 All meetings of the Board of Directors will be presided over by the Chair of the Executive Board, or in his/her absence, by a person designated by the members of the Board present at the meeting. The Secretary will act as secretary at each meeting of the Council. In the case of absence of the Secretary, the Chair of the meeting shall designate a Secretary of the meeting.

13.4 The resolutions of the Board of Directors will be adopted by a simple majority of the

votes of the members present or represented.

13.5 If a vote results in an equal number of votes in favour and against, the Chair of the meeting will have the decisive vote.

Article 14. Minutes of Proceedings and resolution

Resolutions of the Board of Directors will be entered in a register signed by the Chair or in his absence by the Vice-Chairman, kept at the disposal of the Members of the Association by the Secretary.

Article 15. Powers

The Board of Directors has complete authority for the administration and management of the Association, subject to the powers reserved for the General Assembly. The Board of Directors may delegate certain limited and specified powers to one or several persons, who need not necessarily be members of the Board of Directors.

Article 16. Required signatures

The power to represent and thus to bind the Association belongs to the Board of Directors and to two (2) members of the Board acting jointly. The members of the Board of Directors are not obliged to prove their authority vis-à-vis third parties.

Article 17. Action in Justice

Any action in Justice involving the Association, in quality of complainant or defendant, will be assumed by the Board of Directors, represented by its President, or by a Member of the Board designated to this effect.

V. PERSONNEL

Article 18. Appointment and skills

18.1 The Board of Executive Directors may appoint personnel to which it will assign the functions that they will exercise until they resign or they are removed by the Board of Executive Directors.

18.2 The Board of Directors may assign to staff all tasks that it considers appropriate, including the power to manage the day-to-day business of the Association and to represent the Association in exercising those powers. Unless stipulated otherwise at the time of their appointment staff report to the Board of Directors at such

times as it considers activities, programs and expenses of the Association

18.3 The General Assembly and the Board of Directors may invite staff members to participate in their meetings when they consider it to be appropriate, and are free to decide to meet exclusively as Members of the Association or members of the Board of Directors without the presence of members of staff.

VI BUDGET, ACCOUNTS AND PROPERTY

Article 19 Fund, Fiscal year; Annual accounts; Budget

19.1. The Board of Directors will ensure the supply of funds for the Association through contributions, grants, gifts or bequests, one-time or periodic, and all the additional benefits.

19.2. The fiscal year coincides with the calendar year.

19.3. The Board of Directors will submit accounts for the previous financial year to the General Assembly for approval within six months of the end of that financial year.

19.4 The approval of accounts by the General Assembly will discharge the members of the Board of Directors from liability for the actions included in the annual financial accounts.

19.5 The Board of Directors shall provide an estimate of revenue and expenditure for the coming financial year in the form of a budget and submit this to the General Assembly for approval no later than two (2) months before the start of the next fiscal year.

VII. AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 20. Amendments

20.1. Without prejudice to the Law of 27 June 1921, as amended, among others, by the laws of 6 December 2000, and 2 May 2002, any proposal for the amendment of the present Statutes or dissolution of the Association must be made by the Board of Directors or two thirds (2/3) of voting members.

In the case of such a proposal, the Board of Directors shall inform the members of the Association at least one (1) month before the date on which the General Assembly will meet to discuss the proposal. The proposed amendments must be explicitly indicated in the notice convening the General Assembly.

20.2 The General Assembly may validly deliberate such a proposal only if two thirds (2/3) of the voting members are present or represented. Except as otherwise provided in this article, a resolution will be adopted if it is approved by a two thirds majority (2/3) of the votes cast by the General Assembly. If the purpose of the proposal is to modify the object of the Association, a resolution will be adopted, if it is approved by four fifths (4/5) of the total of the votes cast in the General Assembly.

However, if the above-mentioned quorum of two-thirds (2/3) of the voting members is not reached, a new meeting of the General Assembly may be convened, with the same conditions as those mentioned above, in the course of which the General Assembly will decide validly and definitively on the proposal, by a majority of the voting members present or represented (as specified in the previous paragraph), regardless of the number of voting members present or represented. The second meeting may not be held less than fifteen days after the first meeting.

20.3 The General Assembly will determine the conditions and the procedure to dissolve and liquidate the Association.

All funds of the Association will be used in the framework of the pursuit of its objects, such as described in Article 3 of the present Statutes. In the case of dissolution, the General Assembly shall designate what organization(s), in Belgium or abroad, recognized(s) in their countries of origin, and created and managed exclusively to continue an object similar to that of the Association, should received the assets of the Association remaining after its dissolution.

20.4 No part of the assets, income, profits or income net of the Association will be allocated to any responsible, employee, agent, proxy, director or any other person, except as reasonable compensation for services rendered to the Association in the framework of accomplishing its object.

VIII. INTERNAL RULES

Article 21. Internal Rules

Subject to the approval of the General Assembly, the Board of Directors may decide by a two-thirds (2/3) majority of votes, in accordance with Article 13 of the present Statutes, to make, amend or annul, in total or in part, the Internal Rules of the Association. The Internal Rules will not contravene the present Statutes.

IX. GENERAL PROVISIONS

Article 22. Conformity with the Law and the Internal Rules

All questions which are not stated in the present Statutes and more particularly in the context of the publications to make in the appendices of the Belgian Monitor, will be regulated in accordance with the Internal Rules of the Association and the Law.

End.