

[Official document translated from Dutch]

EUROPEAN VISUAL PRACTITIONERS

INTERNATIONAL NON-PROFIT ORGANIZATION (IVZW) at 8900 IEPER (Belgium)
Fochlaan 28

INCORPORATION - BYLAWS - APPOINTMENTS

THE YEAR TWO THOUSAND AND TWENTY-ONE

Before me, Jan VANDENWEGHE, notary with registered office in Zonnebeke, are present:

1. Mr. MORTIER Karl [*personal information removed*]
2. Ms. BORSBOOM Maaïke [*personal information removed*]
3. Ms. STEINAU Claudia [*personal information removed*]

Power of Attorney.

Ms. Claudia STEINAU is not present, but represented by Mr. Karl MORTIER aforementioned, pursuant to a written power of attorney dated 2021, attached hereto. Hereinafter referred to as "the appearers."

The appearers have requested me, the notary, to authenticate the following:

INCORPORATION.

The appearers declare that they are setting up an International Non-Profit Association (IVZW), the bylaws of which are as follows:

The bylaws read as follows:

NAME - ADDRESS - OBJECT - DURATION

Article 1. Name

The IVZW shall be named "European Visual Practitioners."

All deeds, invoices, announcements, notices, letters, orders, websites, and other

documents, whether electronic or not, issued by the IVZW must include the following information: the name of the IVZW, immediately preceded or followed by the words “internationale vereniging zonder winstoogmerk” (English: “international non-profit organization”) or by the abbreviation 'IVZW', the precise indication of the seat of IVZW, the enterprise number, the words “rechtspersonenregister” (English: “legal entities register”) or the abbreviation "RPR", followed by the mention of the court of the seat of IVZW, if applicable, the e-mail address and website of the IVZW, and, if applicable, the fact that the IVZW is in liquidation.

Any person who contributes to a deed or website on behalf of an IVZW that does not comply with the regulations referred to in the preceding paragraph may, according to the circumstances, be held liable for the commitments made therein by the IVZW.

Article 2. Address

The seat of the association is located in the Flemish Region, Belgium. The seat shall always be located in Belgium.

The Board is authorized to relocate the seat of the association within Belgium, provided that such relocation does not require a change in the language of these bylaws in accordance with the applicable language legislation. This decision does not require an amendment to the bylaws.

If, as a result of the relocation of the seat, the language of the bylaws must be changed, only the General Assembly may make this decision, subject to the requirements for amending the bylaws.

Article 3. Non-profit purpose and object (activities)

"European Visual Practitioners" is an international non-profit organization operating from Europe with the following object: creating space for exponential professional growth as a Visual Practitioner. It aims to spread the power of Visualization and Visual Thinking within a network in Europe. In this context, the IVZW may, inter alia:

- provide support to all projects in Europe pursuing a similar goal;
- organize symposia, workshops, meetings;
- provide information and share knowledge.

The IVZW may undertake any activities directly or indirectly related to its non-profit purpose and object.

The IVZW may, only in subordinate order, engage in economic activities of industrial or commercial nature, even primarily, on the condition that any profit derived from such activities shall at all times be devoted exclusively to its non-profit purpose.

Article 4. Non-distribution constraint

The IVZW may not, directly or indirectly, distribute or grant any financial benefit to the founders, directors or any other person, except for the non-profit purpose defined in the bylaws. Any transaction in violation of this prohibition shall be null and void.

Article 5. Duration

The association is established for an indefinite period and may be dissolved at any time.

INTERNAL REGULATIONS - COMMUNICATION - LANGUAGE.

Article 6. Internal regulations

Internal regulations are provided for in the IVZW. Internal regulations may be drawn up by the board of directors and submitted for approval to the general assembly. Amendments to these internal regulations may be made by the general assembly, deciding by a simple majority of the members present or represented. A copy shall be sent to each full member and/or associate member. The member may provide a translation in their native language if necessary.

Article 7. Communication

A member may provide the IVZW with an e-mail address at any time for communication. Any communication to this e-mail address shall be deemed valid. The IVZW may use this address until the relevant member communicates through another e-mail address or wishes to no longer communicate via e-mail.

The members of the Board may, at the beginning of their term, provide the IVZW with an e-mail address for communication. Any communication to this e-mail address shall be deemed valid. The IVZW may use this address until the relevant mandate holder communicates through another e-mail address or wishes to no longer communicate via e-mail.

Where appropriate, the e-mail address may be replaced by another equivalent means of communication.

If the IVZW does not have an e-mail address, communication shall be made by regular mail, sent on the same day as communications by e-mail.

Article 8. Language

The applicable language legislation shall be applied. All communications with the Belgian authorities shall also be translated into English at the request of a full member or an associate member. The official language within the association is English.

THE FULL MEMBERS

Article 9. Full members: number, conditions, and formalities regarding membership

There are a minimum of two full, working, or legal members, hereinafter referred to as "full members" in these bylaws. No maximum number is specified.

The founding members are the first members.

The conditions for becoming a full member of the IVWZ are as follows: Any natural person, legal entity, or organization supporting the objectives of the IVWZ may submit a written application to the IVWZ to become an associate member.

Article 10 Rights and duties of full members

Full members have the rights described in Belgian law and these bylaws. In particular, they have voting rights at the General Assembly if they have paid their membership fee. Members have the duties described in Belgian law and these bylaws. In particular, they endorse the purpose of the association and are free from political, commercial, or government ties.

Article 11. Conditions and formalities regarding the resignation and dismissal of full members Resignation

Any full member of the IVWZ is free to resign by submitting their resignation to the Board.

Resignation shall be made by letter or e-mail and shall be submitted to the Board.

Exclusion

A full member may be excluded in the event that the full member engages in activities that may harm the IVWZ or violates the rules as determined by the Board. The exclusion of a full member must be indicated in the convocation of the General Assembly, at least one month before the General Assembly. The full member must be heard. The punishment of exclusion of a full member may only be imposed by the General Assembly with a 2/3 majority of the votes cast. Renewal of membership after exclusion is possible by decision of the Board with a 2/3 majority of the votes cast. This decision must then be confirmed at the next General Assembly by a 4/5 majority of the votes cast.

Every new full member gives their written consent to the current bylaws and the rules of order and any conflicts of interest that may lead to suspension.

Article 12. Contributions or deposits from members

Members must pay an annual contribution. The amount is determined annually by the General Assembly and regulated in the rules of order, in proportion to the annual income.

A suspended, resigning, or excluded member is obligated to pay the contributions or deposits for the current year.

A resigning or excluded member has no claim to the assets of the IVZW and cannot reclaim paid contributions.

ASSOCIATE MEMBERS

Article 13. Associate members

Associate members are third parties who have a connection with the association but are not full (or working) members.

In addition to members, there are also associate members in the association.

The Board is authorized to decide on the admissibility of associate members during the next meeting or assembly or via a remote meeting. The Board autonomously decides whether a candidate associate member who meets the substantive requirements will be admitted as an associate member of the IVZW.

This decision whether or not to admit an associate member does not need to be motivated.

It is not possible to appeal against this decision.

If the admission of a candidate associate member is refused, this candidate associate member can only submit a new application 1 year after the first application.

Every associate member assumes the duties arising from Belgian law and the bylaws. In particular, they may attend the General Assembly without voting rights.

Every associate member has the duties arising from Belgian law and the bylaws.

The rights and duties of the associate members can be changed without the consent of the associate members.

Every associate member of the IVZW is free to resign by submitting their resignation to the Board.

Resignation shall be made by letter or e-mail and shall be submitted to the Board.

An associate member may be excluded in the event that the associate member engages in activities that may harm the IVWZ or violate the rules as determined by the Board. The exclusion of an associate member must be indicated in the convocation of the General Assembly, at least one month before the General Assembly. The associate member must be heard. The punishment of exclusion of an associate member may only be imposed by the General Assembly with a 2/3 majority of the votes cast.

Renewal of membership after exclusion is possible by decision of the Board with a 2/3 majority of the votes cast. This decision must then be confirmed at the next General Assembly by a 4/5 majority of the votes cast.

Every new associate member gives their written consent to the current bylaws and the rules of order and any conflicts of interest that may lead to suspension.

THE GENERAL ASSEMBLY

Article 14. Composition and chairmanship of the General Assembly

The General Assembly is composed of all full members.

The General Assembly is chaired by the chairman of the Board. In his absence, the General Assembly is chaired by the vice-chairman; in the absence of the vice-chairman, the General Assembly is chaired by the oldest of the present directors.

Article 15. Powers of the General Assembly

The powers of the General Assembly are:

- amendment of the bylaws;
- appointment and dismissal of directors;
- making comments and proposing changes to the Internal Regulations; granting discharge to the directors and the auditor, as well as, if applicable, initiating association proceedings against the directors and auditors; approval of the annual accounts and the budget;
- dissolution of the association;
- exclusion of a full member and an associate member;
- conversion of the IVZW into a VZW, a cooperative company recognized as a social enterprise, or into a recognized cooperative company social enterprise;
- to make or accept a contribution of a universality;
- to grant the title of honorary member without voting rights to certain individuals; all other cases in which Belgian law or the bylaws so require.

Article 16. Convocation of the General Assembly

The Board of Directors convenes the General Assembly at least once a year.

The Board of Directors convenes the General Assembly when at least one-third of the working members request it. In that case, the Board convenes the General Assembly within twenty-one days after the request for convocation, and the General Assembly is held no later than the fortieth day after this request. The General Assembly shall also be convened by the Board in such cases as the Board deems necessary by a simple majority of the votes cast in the Board of Directors.

Convocation procedure

All members and directors are summoned at least 30 days before the General Assembly.

The agenda shall be attached to the notice. Any proposal signed by a member shall be placed on the agenda when communicated in writing at least 10 days before the start of the meeting. Proposals after that time will not be placed on the agenda unless the Board decides so by a simple majority of the votes cast.

The convocation is done by e-mail, when e-mail addresses have been provided to the IVZW by the members, directors, executive directors, and commissioner. If no e-mail address has been provided, the IVZW communicates by post, sent on the same day as the e-mail communication.

Proposals that are not on the agenda cannot be considered unless permitted by all working members present or represented.

Upon request, members, directors, and commissioner are promptly and free of charge provided with a copy of the documents that must be submitted to the General Assembly according to Belgian law.

Article 17. Participation in the General Assembly

Representation

Members may be represented at the General Assembly by another member. Each member may represent only one other member. The proxies must be declared at the beginning of the meeting.

Remote participation

If the convocation so states, members may participate remotely in the General Assembly. In that case, an electronic communication means must be used that allows them to directly, simultaneously, and continuously follow the discussions during the meeting. It must also enable members to exercise their voting rights and/or rights to ask questions. A member who participates in the General Assembly remotely in this way is assimilated to a member who is actually physically present at the General Assembly.

Article 18. Procedure of the General Assembly

The directors shall respond to the questions posed to them by the members, whether submitted beforehand or during the meeting, orally or in writing, and related to the items on the agenda.

They may, in the interest of the association, refuse to answer questions if the disclosure of certain data or facts could harm the association or violate the confidentiality clauses entered into by the association.

Article 19. Attendance quorum & majorities

Attendance quorum

In principle, the General Assembly may deliberate regardless of the number of members present or represented.

For an amendment to the statutes, a change of purpose, the exclusion of a member, the dissolution of the IVZW, and all other cases provided for by law, the General Assembly can only deliberate and decide validly when at least 2/3 of the members are present or represented at the meeting. For an amendment to the bylaws, it is also required that the proposed changes be accurately indicated in the convocation. For the exclusion of a member, this must be indicated in the convocation.

If, at the first assembly, less than two-thirds of the members are present or represented, a second convocation is necessary, and the new assembly shall deliberate and decide validly, regardless of the number of members present or represented. The second assembly may not be held within fifteen days following the first assembly.

Majorities

Decisions within the General Assembly are in principle made by a simple majority of the votes cast.

An amendment to the bylaws is only adopted when it has obtained 2/3 of the votes cast. However, if the amendment to the bylaws relates to the object or the non-profit purpose of the association or when a decision on the voluntary dissolution of the non-profit organization is at hand, it is only adopted when it has obtained 4/5 of the votes cast.

For the calculation of the simple and special majorities mentioned above, abstentions shall not be counted either in the numerator or in the denominator.

In the case of a tied vote, the chairperson of the Board shall be decisive.

Voting can be done by a show of hands, roll call or, if at least one of the members present or represented requests it, by secret ballot.

Article 20. Minutes

The decisions of the General Assembly are recorded in the minutes, which form part of the internal IVZW dossier. They are signed by the chairperson and the secretary. In case of dispute, the recording is used.

Members are informed of the decisions by sending them a copy of the reports within four weeks after the assembly.

If the convocation so states, members may participate remotely in the General Assembly. In that case, an electronic communication medium must be used that allows them to directly, simultaneously, and continuously follow the discussions during the meeting. It must also enable members to exercise their voting rights and/or rights to ask questions. A member who participates in the General Assembly remotely in this way is assimilated to a member who is actually physically present at the General Assembly.

THE BOARD

Article 21. Composition, division of tasks and vacancies for the Board.

Number

The IVZW is governed by a collegiate Board, which comprises at least three directors, who are natural persons.

Division of tasks

The Board shall designate a chairman, vice-chairman, treasurer and secretary from among the appointed directors.

The roles of chairman and treasurer are assigned for 3 years, renewable for a maximum of 6 consecutive years.

Vacancies for the Board

If the seat of a director becomes vacant before the end of his mandate, the remaining directors will allocate duties among themselves to fulfill the work until the next General Assembly.

Article 22. Appointment of the Board

The General Assembly shall elect the directors.

Appointments are made by a simple majority of the votes cast.

No attendance quorum is required

Directors are appointed for a term of three years, renewable once.

The mandate of director is unpaid for this role, he / she cannot receive any remuneration of any kind coming from the association or any other party for his / her work for or on behalf of the association, except for an expense allowance.

Article 23. Powers of the Board

The Board manages the IVZW and represents the IVZW in and out of court and holds all powers that do not belong to the General Assembly.

The Board is authorised to perform all actions necessary or useful to achieve the purpose of the association, except for those for which the General Assembly is competent according to Belgian law.

The Board represents the association, including in legal representation. The Board appoints and dismisses staff of the associations and/or consultants and suppliers.

The Board annually submits a written report to the General Assembly. This report must be sent to all members at least one month before the General Assembly, with the discussion of the report included on the agenda.

Article 24. Convening the Board

The Board must be convened when the interest of the IVZW so requires.

Each director has the right to convene the Board. He or she shall submit a request to that effect to the chairman.

The Board is convened by the chairman or a director. The convocation is made by letter or e-mail at least five working days before the time of the Board meeting. The convocation shall include the date, time and place of the Board meeting, as well as the agenda.

Article 25. Participation in the Board

Representation

A director can be represented at a Board meeting by another director. A director can represent only one other director. Proxies must be declared at the beginning of the meeting.

Chairmanship

The Board is chaired by the chairman, in their absence by the vice-chairman, or in the absence of the vice-chairman, the Board is chaired by the eldest of the present directors.

Written decision-making The decisions of the Board may be taken by unanimous written resolution of all directors.

Remote meetings

If the convocation notice so states, directors may participate in the Board remotely. In this case, an electronic means of communication must be used to ensure direct, simultaneous and uninterrupted communication during the Board meeting. It must also enable the directors to exercise their voting rights. A director who participates in the Board remotely in this way is assimilated to a director who is physically present at the Board.

Conflicts of interest

When the Board has to make a decision or act within its authority where a director has a direct or indirect financial interest conflicting with the interest of the association, the concerned director must inform the other directors before the Board makes a decision. Their statement and explanation of the nature of this conflict must be the concerned director must inform the other directors before the Board makes a decision. Their statement and explanation of the nature of this conflict must be recorded in the minutes of the Board meeting where the decision is made. The Board is not allowed to delegate this decision.

A director with a conflict of interest may not participate in the Board's deliberations or vote on these decisions or actions.

If the majority of the present or represented directors have a conflict of interest, the decision or action is submitted to the General Assembly; if the General Assembly approves the decision or action, the Board may implement it.

This regulation does not apply when the decisions of the Board relate to customary transactions that take place under the conditions and against the collateral common in the market for similar transactions.

Article 26. Attendance quorum & voting

Attendance quorum

For valid deliberations to take place, at least half of the directors must be present or represented.

Majority

Decisions within the Governing Body are taken by a simple majority of the votes cast. Each director has one vote. In case of a tie, the chairman has the casting vote. For the calculation of the simple and special majorities, mentioned above, abstentions are not counted in the numerator or in the denominator.

Article 27. Minutes

The decisions of the Board are recorded in the minutes, which form part of the internal IVZW dossier.

The minutes of Board meetings are signed by the chairperson and the directors who request them; copies for third parties are signed by one or more members of the Board authorized to represent the Board.

Directors are informed of decisions by sending a copy of the reports,

Third parties and/or associate members shall be notified of decisions in the manner provided by law.

Article 28. Termination of the mandate of director

If the term of the director's mandate has expired, the mandate ends by operation of law. Any director may resign from the IVZW at any time. The resignation shall be made in writing and shall be submitted to the Board. The resignation takes effect on the date of sending the resignation to the Board.

If the resignation jeopardizes the operation of the IVZW, the resignation of the director shall be suspended until a replacement is appointed after a reasonable period. If, as a result of voluntary resignation, expiration of term, or dismissal, the number of directors falls below the legal minimum, the directors shall remain in office until their replacement is duly provided for.

A director may be dismissed at any time by the General Assembly with a simple majority of the votes cast.

The mandate of a director terminates by operation of law upon the death of the director.

REPRESENTATION OF THE IVZW

Article 29. General representation clause

The IVZW is represented in legal matters or before third parties by the signature of one director.

ACCOUNTING AND ANNUAL ACCOUNTS

Article 30. Accounting and annual accounts

Financial year

The financial year of the IVZW runs from January 1 to December 31.

Accounting

The accounting shall be conducted in accordance with all legal provisions.

Annual accounts and budget

Every year, and no later than six months after the closing date of the financial year, the Board submits the annual accounts of the past financial year, as well as the budget of the financial year following the financial year to which these annual accounts relate, for approval to the General Assembly.

After the approval of the annual accounts, the General Assembly decides by separate vote on the discharge to be granted to the directors and the commissioner. This discharge is only valid if the true state of the association is not concealed by any omission or incorrect statement in the annual accounts, and, regarding the extra-statutory or conflicting transactions with this Code, if they are specifically indicated in the convocation.

Disclosure

The annual accounts are filed in the association's dossier, unless it is legally stipulated that the annual accounts must be filed with the National Bank of Belgium.

Article 31. Allocation of net assets

The allocation of assets is determined by the General Assembly.

DISSOLUTION

Article 32. The General Assembly

of members shall be convened to discuss proposals regarding dissolution submitted by the Board or by the majority of all members.

Article 33. The decision on dissolution

requires deliberation by the General Assembly. The decision shall be deemed accepted if it is approved by 2/3 of the present or represented votes. As of the decision, the IVZW shall always state that it is 'in liquidation'.

Article 34. In the event the proposal for dissolution is approved,

the General Assembly shall appoint one or more liquidators whose assignment it shall define. The General Assembly shall also determine to whom the assets shall be allocated after liquidation.

FINAL PROVISIONS

Article 35. Applicable law

The IVZW is subject to the provisions of the Belgian Code on Companies and Associations for all matters not explicitly regulated in these articles.

Article 36. Choice of domicile

For the implementation of these bylaws, each member, director, commissioner, or liquidator residing abroad shall elect domicile at the registered office, where all notices, reminders, subpoenas, and summons may be validly served upon him if he has not elected another domicile in Belgium for all relations with the association.

Article 37. Judicial authority

For any dispute concerning the affairs of the association and the implementation of these bylaws, between the association, its members, directors, commissioners, and liquidators, exclusive jurisdiction is granted to the court in whose jurisdiction the registered office is located, unless the association expressly renounces it.

Article 38. Common law

The provisions of the Code on Companies and Associations, which would not have been validly deviated from, are deemed to be inscribed in this deed, and clauses that conflict with the mandatory provisions of the Code are deemed not to have been written.

TRANSITIONAL PROVISIONS

The appearers shall unanimously pass the following resolutions which shall take effect only from the filing with the registry of an issuance of the certificate of incorporation, in accordance with the law.

1. First financial year and first general assembly

The first financial year commences on the day the association acquires legal personality and ends on December 31 of the same year.

The first general assembly shall be held no later than 45 days after the filing with the registry of the certificate of incorporation.

2. Address of registered seat

The registered seat is located at Fochlaan 28, 8900 Ypres (Belgium).

3. The IVZW acquires legal personality on the date of the Royal Decree by which it is recognized.

APPOINTMENTS AND TASK DELEGATION OF DIRECTORS

After the bylaws have been drafted as such, the general assembly has convened, and passed the following resolutions:

1. The assembly determines the number of directors to be three: Are appointed as directors for an indefinite period of time

a term of 5 years:

- Ms. Maaïke Borsboom

- Mr Karl Mortier;

- Ms. Claudia Steinau: Who, present or represented, accept.

Their mandate is unremunerated unless otherwise determined by the general assembly.

2. Commissioner

As the association is not obliged to do so by virtue of the legal criteria, the appearers decide not to appoint a commissioner at this time.

3. Powers of attorney

The appearers or any other person appointed by them are designated as ad hoc representatives of the association, to dispose of funds, sign all documents, and fulfill all necessary formalities in the administration of VAT and for registration with the Crossroads Bank for Enterprises. For this purpose, the ad hoc representative is authorized to enter into all commitments on behalf of the association, make all useful declarations, sign all documents, and in general, do everything useful and necessary for the execution of the mandate with which he is entrusted.

4. Resolutions

The persons named above as directors and present or represented as stated, unanimously declare the following resolutions:

- Ms. Maaïke Borsboom, aforementioned, is appointed as chairperson of the Board, accepting the position.

- Mr. Karl Mortier, aforementioned, is appointed as vice-chairperson of the Board and treasurer, accepting the position.

- Ms. Claudia Steinau, aforementioned, is appointed as secretary of the Board, accepting the position.

Costs and declarations of the parties

The appearers declare to be aware that all costs, fees, and charges are borne by the International Non-Profit Organization (IVZW) by virtue of its incorporation.

They acknowledge that the undersigned notary has drawn their attention to the fact that the association, in pursuance of its object, may be required to obtain the necessary prior authorizations or permits or fulfill certain conditions, in view of the regulations in force regarding access to certain activities.

SPECIAL POWER OF ATTORNEY

The founding members grant special power of attorney to \$, with the possibility of substitution, in order to ensure the completion of the disclosure formalities at the registry of the Commercial Court of the seat of the IVZW and for the registration of the data of the IVZW in the Crossroads Bank for Enterprises.

EXPLANATION OF THE DEED

1. The appearers acknowledge the receipt of a draft of this deed at least five working days before its execution.
2. This deed has been read out in full as regards the mentions contained in Article 12, paragraphs 1 and 2 of the Organic Law on Notary Publics.
3. The entire deed was explained by me, notary, for the benefit of the appearers.

DRAFTING FEE

The fee amounts to 95.00 euros.

DULY NOTED

Executed in Zonnebeke. And after the fulfillment of all that is stated above, the parties, present or represented as aforesaid, have signed with me, notary.