

**«TRYTON»**

Private foundation under Belgian Laws  
Headquarters in \_\_\_\_\_»

Date:

To: \_\_\_\_\_,

In our Office,

***In front of us, Mr.*** \_\_\_\_\_,

Notary based in \_\_\_\_\_.

**GATHERED**

\_\_\_\_\_

(Name, last name, address, date and place of birth of each founder, or, if it is a company, name, legal form and head office address).

The above mentioned PARTIES, asked to create the Private Foundation «TRYTON », a non-profit associations, international associations and nonprofit foundation.

**[ATTORNEYS AT LAW]**

The parties referred to above are represented here by:

\_\_\_\_\_

under a private power of attorney that remain attached to this Act

## **STATUTES OF TRYTON FOUNDATION**

### **PART I: Denomination – Headquarter - Term**

#### **Article 1: Denomination**

The Foundation from now on will bear the name of:  
«TRYTON».

All acts, bills, advertisements, publications and other materials from the Foundation must state its name, preceded or followed immediately by the words "private foundation" with the address of its headquarters.

#### **Article 2: Headquarters Address**

The headquarters address of the Foundation is \_\_\_\_\_.

The headquarters of the Foundation may, upon decision of the Board, be transferred to any other place in Belgium

Any transfer of the headquarters of the Foundation shall be filed at the Registry of the Commercial Court of the headquarters of the Foundation and published in the Belgian Official Gazette.

#### **Article 3: Term**

The Foundation is established to have a term of undefined time

### **PART 2: PURPOSES – ACTIVITIES - BANS**

#### **Article 4: Purposes – Activities**

The foundation aims at the protection, promotion and development of the Free Software called «Tryton»

In order to achieve this purposes, the Foundations will act to provide :

*(to complete)*

The Foundation may perform all activities related directly or indirectly to its purposes. It may, in particular, lend its support and interest in any activity similar to its purpose.

### **PART 3: ADMINISTRATION OF THE FOUNDATION**

#### **Article 5: Board Of Directors – Membership and Authorities**

The Foundation is run by a Board of Directors of at least three (3) directors.

The Board has the authority to perform all acts necessary or appropriate to carry out the purposes of the Foundation. The Board shall serve in accordance with the law and its Statutes.

The Board shall elect, from its members, a President and one or more Vice Presidents.

The Board may agree on a division of tasks within it.

### **Article 6: Appointment, termination and Dismissal of Directors**

1. The Directors are appointed for a term/period not to exceeding five (5) years

*There are several ways of appointment. It may be appointed by cooperation meaning that the Board itself will choose its Directors. This way may be associated with different conditions such as the obligation to choose one or more directors from certain categories of people (family, association, government, etc. etc. ...). The statutes may also provide that directors could be chosen by the founder or his/her assigns, an association, an outsider, a nomination committee etc. etc. ... The drafting of this clause will be studied at each case. It is a fundamental clause, because it is through the appointment of directors that directors will ensure main wishes and purposes will be respected.*

This terms are renewable without limit

2. The appointment of Director will end:

- by resignation;
- by death;
- by revocation, decided by the trial court of the district in which the Foundations has its headquarters, in cases prescribed by the law and particularly in cases of serious negligence;
- by revocation decided by the Board of Directors of the Foundation for misconduct management;

- *by revocation decided by the 2/3 of the supporters;*
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### **Article 7: Responsibilities – Annual Report**

1. The Foundation is responsible for the faults of its members or organisms by which it exercises its will. The Directors and the person responsible for the daily management don't have, in such

capacity, any personal obligation related to the commitments of the Foundation. Their liabilities are limited to the mandate they have received and for the mistakes during their management.

2. Each year the Board of Directors will establish a management report, including in particular, the records of the meetings of the Board of Directors held during this period. The management report will be revised by the Commissioner.

### **Article 8: Meeting of the Board**

The board shall meet every time one of the Director will consider it necessary and at least once a year. Each Director has the authority of convoking the Board.

*The Board will meet if the 2/3 of the Foundation's members demand it.*

The notice to call for the meeting, is sent to the Directors at least eight (8) days before the meeting, except in cases of extreme emergency, which must be justified in the meeting report. These notices must state the agenda, the date, the place and the time of the meeting. <they are sent by mail, fax, email or in other written ways. The invitations are supposed to have occurred at the time of the shipment. If all Directors or represented no evidence of a prior notice must be filed.

The meetings are held at the Foundation's headquarters or at the address specified in the invitation. Meetings of the Board of Directors may be held by video conference or teleconference. They are presided by the President of the Board or, if absent, by the most senior Vice-President or, failing this, by a Director appointed by his peers. If, in the latter case, no agreement can be reached, the Board will be presided by the oldest director present.

### **Article 9: Decision Method – Representation of Absent members**

1. The Board can only deliberate and make decisions if the majority of the members are present or are represented. If this condition is not met, another meeting may be organized to deliberate on the item attached to the agenda of the previous meeting, as long as at least two directors are present or represented.

Every Director can, by mail, fax, email or otherwise written way, give a power of voting to another Director in order to be represented at the meeting. A Director may represent several members.

2. Decisions of the Board are taken by simple majority of votes

present or represented. Each director has one vote unless he has power of attorney authorizing him to vote for other administrators. If, during a Council legitimated made, one or more directors, present or represented, abstain from voting, decisions are taken by majority vote of the other Directors, present or represented. In the event of a tie, the Chairman of the meeting has a casting vote.

3. In exceptional cases, justified by emergency and social interest, the decision making of the Council may be taken by the consent of the administrators by writing, if the manner is prescribed by the internal regulations. They are dated the day of the signature of the document by the last administrator.

### **Article 10: Conflict of interests**

If a director has, directly or indirectly a conflicting financial interest in a decision or transaction with the Board of Directors, he shall inform the other directors before the deliberation of the Board. His statement and the reasons for the existing conflicting interest shall be included in the report of the Board, who will make the decision. In addition, the Commissioner must be notified.

The Board of Directors, will outline in the record, the nature of the decision or transaction and a justification of the decision that was taken as well as the consequences for the Foundation legacy.

The management report referred to in Article 7 of these statutes contains the entire record.

The report of the Commissioner under section 15 of this Constitution shall include a separate description of the Foundation legacy consequences as a result of the decisions of the Board.

The Administrator in question may attend the deliberations of the Board relating to such transactions or decisions, but he can not take part in the vote.

This article does not apply when the decisions of the Board are for normal operations reached under normal conditions for similar transactions.

### **Article 11: Daily Management**

1. The Board may appoint a person, whether or not a member of the Board, for the daily management of the Foundation and the representation of the Foundation regarding the daily administration. The person responsible for the daily management may act individually.

This arrangement is enforceable against third parties in accordance by the law.

Any limitation on the power of attorney given to the person responsible for the daily management for the purposes of the daily management, is unenforceable against third parties even if it is published.

The person in charge of the daily management will hold the title of

«Delegated Administrator» or «CEO» depending on whether or not the person is a member of the Board of Directors.

2. The Board may appoint several people for the daily management. In this case, they shall act jointly.

3. The identity of the delegate (s) for the daily management will be filed in the Registry of the Commercial Court and published in the Annexes of the Belgian Official Gazette.

### **Article 12: Representation vis-à-vis of third parties**

The Board represents the Foundation in the judicial and extra-judicial documents, either as plaintiff or as defendant. Without prejudice to the power of representation of the Board, the Foundation is duly represented in the judicial and extra-judicial documents, including in its dealings with the administration: - either by two directors acting together, at least one of them shall be the President or the Vice-president; or by a Director, acting alone, provided that it is also Managing Director; it is, within the limits of the daily management by the person in charge of it. These persons may exhibit no evidence of a prior decision of the Board.

Furthermore, the Foundation may be validly represented by special representatives within the limits of their mandate. Representatives bind the Foundation within the limits of their attorney, without prejudice to any liability of the principal attorney in the case of excess or illegal acts. This arrangement is enforceable against third parties as provided by law.

### **Article 13: Compensation**

The Foundation cannot provide a financial gain to the Directors. The Foundation will reimburse the costs and expenses incurred by the Directors in the performance of their duties, provided that such costs and expenses are real, justified and proportionate to the aim and the means of the Foundation. The Foundation may enter into a contract with the Directors and the person responsible for daily management

### **Article 14: Records**

Decisions of the Board are transcribed in a reports signed by the majority of members present or represented. This record is recorded or linked in a special register. Proxies, as well as any other written communication must be annexed. Copies or extracts of the records, to be presented in court or elsewhere, shall be signed by a Director. The special register is available on request by members of the Board.

## **PART 4 – SUPPORTERS / MEMBERS**

### **Article 16: Admission**

Any person or legal entity may be admitted by one or more founders or by one or more Directors as a supporter / member of the Foundation.

The quality of supporter /member provides the following benefits:

*(to be completed)*

### **Article 17: Procedures**

A list of supporters / members of the Foundation will be updated by the Board and will be regularly held at the headquarters of the Foundation.

## **PART 5 – MONITORING THE FOUNDATION**

### **Article 18: Commissioner – method of Appointment - Function**

Without prejudice to Article 37, § 5 of the Law of June 27, 1921, the Foundation may consign to one or more Commissioners the control of the financial position of the Foundation and the annual accounts by the law and the statutes. The Commissioners are appointed by the Board of Directors among its members, persons or legal entities of the Institute of Company Auditors. The Commissioner are appointed for a three-year term renewable only once.

Under penalty of compensation, they can not be discharged by the Board only for legal reasons. The Commissioner shall file its annual report and other reports that may considered appropriate, to the Board of Directors

### **Article 19: Remuneration**

The remuneration of the Commissioners shall be an amount set at the beginning of the term by the Board. It can be changed only with the consent of the parties.

## **PART 6: FINANCIAL YEAR – ANNUAL ACCOUNTS**

### **Article 20: Financial Year – Annual Accounts**

The financial year begins on January 1 of each calendar year and ends December 31.

At the end of each accounting period, the Board shall prepare an inventory and annual accounts in accordance with statutory regulations and approval. **The first financial year starts from today**

and will end on 31/12/2012.

## **PART 7: MODIFICATION OF THE STATUTES**

### **Article 21: Modification of the statutes**

1. A proposal to amend the articles can come from one of the founders of the Foundation or the Board of Directors. Any statutory modification requires before being taken, a notice of the Founders of the Foundation and the Board of Directors.

2. Any changes to the corporate purpose or articles of these statutes require a decision of the Board of Directors of the Foundation made by a unanimous vote of all Directors in office.

3. Any other amendment of this Constitution requires a majority vote of 2 / 3 of all Directors in office.

4. Changes in statutes relating to:

- the corporate purpose
- the mode of appointment, dismissal, termination of the directors / delegates / representatives / commissioners
- the destination of the patrimony in case of liquidation ;
- the conditions to which the statutes may be modified;
- the process of resolving conflicts of interest

will be established by deed

## **PART 8: DISSOLUTION - LIQUIDATION**

### **Article 22: General**

The trial court of the district in which the Foundation has its headquarters will decide, at the request of one of the founders or its assigns, or of one or more Directors or the prosecution, the dissolution of the Foundation as provided by law, especially when the purpose of the Foundation is done or when the duration of the Foundation expires. The court pronouncing dissolution may either decide the immediate termination of the liquidation, or determine the method of liquidation and appoint one or more liquidators. When the liquidation is completed, the liquidators shall report to the court and submit a statement of social values and their employment as well as a proposal for the allocation in accordance to these statutes.

### **Article 23: Patrimony destination**

The net assets of liquidation will be assigned to a disinterested purpose as closely as possible to the purpose of the foundation. However, when the disinterested purpose of the Foundation is done, the founders will take an amount equal to the value of property or

goods themselves that the Founder has allocated in the realization of this goal.

**PART 9: FINAL DISPOSITION**

Anything that is not explicitly provided in these statutes is set by the law of June 27, 1921 regulating private foundations.

## MISCELLANEOUS

### 1. Commitments on behalf of the FOUNDATION IN CONSTITUTION

Without prejudice to Article 29, § 3 of the Act of June 27, 1921, the appearing party states that the Foundation uses the commitments that were incurred on behalf and in the name of the Foundation's constitution as of \_\_\_\_\_.

his transfer shall take effect as soon as the Foundation will have legal status. The commitments made during the interim period will be endorsed as soon as the Foundation will have legal status.

### 2. APPOINTMENTS

#### 2.1. Appointing the Administrators

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-  
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#### 2.2. Appointing the Commissioner

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The appointment of the persons mentioned above will take effect only when the Foundation will be legally created.

### 3. FORMALITIES FOR OBTAINING LEGAL AUTHORITY – SPECIAL POWER OF ATTORNEY

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The Notary, have checked this Act the provisions of the Act of 27 June 1921 on non-profit associations, international associations and non-profit foundations, and we hereby certify it.

### DULY NOTED

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