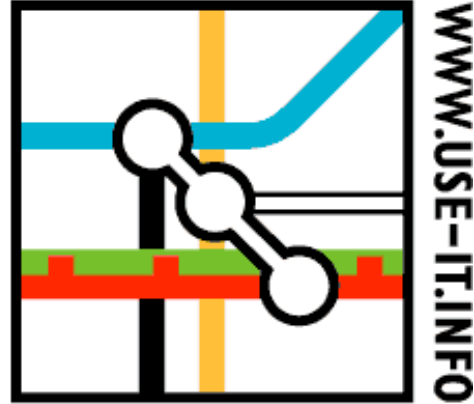


USE-IT EUROPE

tourist info for
young people



Annexes of the Belgian Law Gazette – 14/03/2008

Name: **USE-IT EUROPE**
Company number: 896226550
Type of company: International Non-Profit Association
Seat: B-9000 Gent, Sint-Pietersnieuwstraat 21

Subject of this deed: **FOUNDATION**

The year TWOTHOUSAND AND SEVEN
At the thirtieth of november

For me, Meester Wim Van Damme, associated notary public with profession in Lochristi.
HAVE APPEARED:

1. "DE HONDSJAREN" Non profit association, domiciled in 9000 Gent, Sint-Pietersnieuwstraat 21, company number 0460.405.055, founded by private deed on the date of the twenty-fourth of February nineteen-hundred and ninety-seven, published in the Annexes of the Belgisch Staatsblad (Belgian Law Gazette) on the date of April 10 nineteen-hundred and ninety-seven, under number 005446, of which the articles of association were changed for the last time through a private deed, as published in the Annexes of the Belgisch Staatsblad (Belgian Law Gazette) of thirty-one December two thousand and four, under number 04184966.

Here represented by Mr. Tobias De Pessemier, external delegated manager, living in Kleindokkaai 6 A, 9000 Gent, acting in accordance with a transfer of powers by the Board Of Directors on the nineteenth of December two thousand and four, published in the Annexes of the Belgisch Staatsblad (Belgian Law Gazette) of thirty-one December two thousand and four, under number 04184966.

2. STICHTING JONG ROTTERDAM, foundation under the Dutch law, domiciled in 3014 HA Rotterdam, Mathenesserlaan 173 (The Netherlands), entered in the trade register of the Chamber of Commerce for Rotterdam, with file number 41134006, founded by deed, signed in the presence of notary public Maria Henriette Josephina Veldhuis; in Rotterdam (The Netherlands), on the sixth of December nineteen-hundred-ninety-three of which the articles of association were last modified by deed, signed in the presence of notary public Maria Henriette Josphina Veldhuis, in Rotterdam (Nederland), on the nineteenth of December two-thousand-and-one.

Here represented by Mr. Marcus Gerardus Petrus Boes, born in Rotterdam (The Netherlands) on the nineteenth of October nineteen hundred and sixty three, living in 2562AX 's Gravenhage, Beeklaan 361, general manager, identity card number NE7590950, and acting for as much as is necessary as an agent.

Notary public Wim Van Damme confirms the correctness of the identities of the parties through research in the State Register and of their identity cards. The state register numbers were mentioned with the express approval of the concerned.

The aforementioned appearers are subsequently referred to as the "THE FOUNDERS", who declare to found an international non-profit association in accordance with title III of the law of twenty-seven June nineteen-hundred-twenty-one.

The articles of association of this international non-profit organisation are as follows:

I. ARTICLES OF ASSOCIATION

ARTICLE 1 – NAME

Hereby, an international non-profit organization is established, called USE-IT EUROPE. The association falls under the provisions of title III of the Belgian law of twenty- seven June nineteen-hundred-and-twenty-one concerning non-profit associations, international not for profit organisations and foundations (articles 46 unto 57).

ARTICLE 2 – Address of the REGISTERED OFFICE

The association's registered office is in 9000 Gent, Sint-Pietersnieuwstraat 21, Belgium. The registered office may be transferred to any other place in Belgium by decision of the General Assembly, to be published in the Annexes of the *Belgisch Staatsblad (Belgian Law Gazette)* and to be announced to the Federal Department of Justice.

ARTICLE 3 – ASSOCIATION AIMS

Use-it Europe is a network of organisations who provide non-commercial, no-nonsense city information to young travellers, and who operate following the Use-it concept as established, or as will be established in the future, in the Use-it Charter and the Use-it Guidelines. The association strives for the following not-for-profit aims of international benefit:

1. Stimulating mobility among young people, in such a way that they meet the local population and their peers. The aim is to stimulate a better understanding of other cultures and ways of life;
2. Managing and promoting the Use-it concept as defined (or as will be defined in the future) in the Use-it charter and the Use-it Guidelines;
3. Supporting organisations that develop or wish to develop products that fit into the Use-it concept.

The activities the organisation aims at in order to reach these goals, are the following:

1. Managing, controlling and promoting the brand name Use-it;
2. Promoting, strengthening and extending the Use-it Europe network;
3. Supporting the members of the network;
4. Exchanging information during meetings;
5. Exchanging information through diverse media.

Other than that, the association can develop all activities that, either directly or indirectly, contribute to the realization of aforementioned aims, including secondary commercial and

profitable activities, within the limits of what is legally allowed, and of which the profits will always be used, in full, for the realization of the idealistic non-profitable aims.

ARTICLE 4 – MEMBERS

The association is open to Belgians and foreigners.

There are two types of members.

1. The first type of membership (PARTNER) is open to organisations who have a publication(s) (eventually also a website and/ or a visitors desk) that correspond with the Use-it concept as defined, or will be defined, by the Use-it Charter and the Use-it Guidelines. A PARTNER is a non-active member: in the General Assembly, a PARTNER has the right to speak, but not the right to vote.
2. The second type of membership (NATIONAL REPRESENTATIVE) is the complete membership, and is open to one organisation per country, which has a website, publication(s) and a visitor desk that correspond with the Use-it concept as defined, or will be defined, by the Use-it Charter and the Use-it Guidelines, and which, in the country where it is established, plays a co-ordinating role towards the PARTNERS of that country. A NATIONAL REPRESENTATIVE is an active member: in the General Assembly, a NATIONAL REPRESENTATIVE has the right to vote.

The membership is not open to physical persons and associations without legal personality. Organisations can only become member if they are founded following the laws and customs of the State where they are established, and possess legal personality.

ARTICLE 5 – JOINING, RESIGNING, EXCLUDING

In order to become PARTNER or NATIONAL REPRESENTATIVE of the association, the candidate has to send a written request to the president of the association. The Board Of Directors investigates whether the candidate meets with the required demands and decides upon the membership. In case of a refusal by the Board Of Directors, an appeal can be lodged at the next General Assembly.

The members can apply for resignation in writing, in the form of a registered letter to the president. Members will be automatically considered as having resigned, when they are in a state of suspension of payment, or are declared bankrupt, or through dissolution of their legal personality.

To exclude members of the association can be proposed by the Board Of Directors after having heard the concerned. The exclusion is decided upon by the General Assembly, subject to a majority of two thirds of the votes of the present or represented NATIONAL REPRESENTATIVES. The Board Of Directors can suspend the concerned until a decision is reached by the General Assembly. The concerned has/have the right to be heard before the General Assembly decides. Resigning or excluded members can claim no rights to the property of the association.

ARTICLE 6 – CONTRIBUTIONS

The members pay a yearly contribution, fixed by the General Assembly, at the suggestion of the Board Of Directors. The contribution is settled with the treasurer in one instalment before the thirty-first of January of each year.

ARTICLE 7 – THE GENERAL ASSEMBLY

7.1. Powers of the General Assembly

The following issues are the exclusive powers of the General Assembly:

- a) Changing the articles of association;
- b) Appointment and removal of the directors and, the case being, of the commissioners;
- c) Approval of the budget and the financial statements;
- d) Granting discharge to the Board Of Directors and, the case being, to the commissioners;
- e) Voluntary disbanding of the association;
- f) Excluding a member;
- g) Accepting the standing orders, the Use-it Charter and the Use-it Guidelines.

7.2. Composition

The General Assembly is composed of all working members. Each NATIONAL REPRESENTATIVE has the right to vote and has one vote. Each PARTNER has the right to speak and give advice, but not the right to vote.

7.3. Meeting and summoning

The General Assembly sits by right under the presidency of the president of the Board Of Directors, and in the case of his absence, the youngest of those members of the Board Of Directors that are present, at least once every year in the company seat or any other place, mentioned in the letter of notice. The notice takes place through the president and is sent by e-mail or any other communication device to all of the members. The notice will take place at least four weeks before the meeting and must mention the points on the agenda, and include the relevant documents. A meeting of the General Assembly can also be convened by one third of the NATIONAL REPRESENTATIVES.

7.4. Decision process

The General Assembly can only validly confer when more than half of the NATIONAL REPRESENTATIVES are present or represented. It is not possible to decide upon issues that are not on the agenda, except when all NATIONAL REPRESENTATIVES are present or represented. Except in exceptional cases, foreseen in these articles of association, the decisions are made by simple majority of the present and represented NATIONAL REPRESENTATIVES. The decisions that are taken are notified to all members by e-mail within four weeks after the meeting, and are kept at the disposal of members on the association's company seat.

7.5. Written General Assembly

The NATIONAL REPRESENTATIVES can take all the decisions that fall under the competency of the General Assembly in writing, when the interests of the association require so, and when all NATIONAL REPRESENTATIVES unanimously agree with this written form of decision making. In the absence of a formal objection, the NATIONAL REPRESENTATIVES will be considered to agree with this written form of decision making. The Board Of Directors decides upon the terms of this procedure.

7.6. Representation

Each NATIONAL REPRESENTATIVE can let himself be represented at the General Assembly by another member, through a proxy. A NATIONAL REPRESENTATIVE can hold maximum one proxy vote of another NATIONAL REPRESENTATIVE.

ARTICLE 8 – CHANGING THE ARTICLES OF ASSOCIATION AND DISBANDING OF THE INTERNATIONAL ASSOCIATION

The application of articles 50 §3, 55 and 56 of the law concerning non-profit organisations, international non-profit associations and foundations remaining in full force, every proposal to change the articles of association should be an initiative from the Board Of Directors or from at least 25 percent of the NATIONAL REPRESENTATIVES of the association. The Board Of Directors has to convene the General Assembly within three months after such a request, at which General Assembly the request will be discussed, as will be the proposed changes. The General Assembly can only validly convene about the proposal when two thirds of the NATIONAL REPRESENTATIVES of the association are present or represented. A decision is only valid when supported by four fifths of the votes. If this meeting does not reach the attendance quorum of two thirds of NATIONAL REPRESENTATIVES, a second meeting shall be convened, at the earliest within four weeks following the first meeting, to take valid decisions concerning the proposal with four fifths of the votes, regardless of the number of present or represented NATIONAL REPRESENTATIVES. Changes in the articles of association only come into effect after approval by the proper authorities in keeping with article 50 §3 of the law and after publication in the Annexes of the *Belgisch Staatsblad (Belgian Law Gazette)*, in keeping with article 51 §3 of aforesaid law. The General Assembly decides upon the manner of disbanding and settlement of the association. The possible net-assets after settlement should go to a private entity without profit motive, with a similar aim to that of the disbanded association, chosen by the General Assembly, or, in case of lack thereof, go to a non-profit aim within the international youth work.

ARTICLE 9 – BOARD OF DIRECTORS

9.1. Powers

The Board Of Directors is qualified in all matters that do not belong to the exclusive competency of the General Assembly. The Board can entrust the daily governance of the association to one or more directors – who shall be called executive director(s) -, or to one or more appointed, who shall be called manager(s) of whom the Board Of Directors shall fix the competencies. When one or more manager(s) are appointed, then they will also take part in meetings of the Board Of Directors, in an advisory role.

9.2. Composition

The association is governed by the Board Of Directors, which is composed of at least two and maximum five directors. The president and the other members of the Board Of Directors are elected by the General Assembly.

The Board Of Directors elects, from its members, at least a treasurer, and possibly also other functions.

The directors are elected for a two year term, which is renewable. Their function will cease in case of decease, discharge, legal incapacity, placement under legal protection or removal. Furthermore, members of the Board Of Directors can be dismissed by the General Assembly, through a simple majority of votes. A resigning director has to remain in post until the time when his replacement can reasonably be settled.

All of the deeds concerning the appointment, the removal and the cessation of duties of directors, drawn up in keeping with the law, are, in view of their deposition in the records, announced to the Federal Department of Justice and are, at the expenses of the association, published in the Annexes of the *Belgisch Staatsblad (Belgian Law Gazette)*.

9.3. Meeting and summoning

The Board Of Directors meet each time the interests of the association require so, or each time two directors request it, and this after having been convened by, and under the presidency of its president, or in case of his being prevented from attending, the youngest of those members of the Board Of Directors that are present. The summoning is sent by e-mail or any other communication device. The meetings are held in the place which is determined in the summoning.

9.4. Decision process

The Board Of Directors can only validly convene when at least half of its members are present. Decisions of the Board Of Directors are taken by a simple majority of present members. In the case of a tie of the votes, the vote of the president settles the vote. When the interests of the association require so, the decisions of the Board Of Directors can be taken by unanimous written agreement by the directors.

9.5. Register of the decisions of the Board Of Directors

The decisions are announced to all the members of the Board Of Directors via e-mail, within four weeks following the meeting and are kept at disposal on the company seat of the association. When a manager is appointed, then he also takes part in the meetings of the Board Of Directors, in an advisory role.

9.6. Liability of the directors

The directors are not personally responsible for the commitments of the association. They are only responsible for the task assigned to them and liable for the shortcomings in their own management.

ARTICLE 10 – REPRESENTATION OF THE ASSOCIATION WITH REGARD TO THIRD PARTIES AND THE LAW

In judicial matters, and in deeds – including the present one – for which the intervention of a public servant or a public notary is required, the association is lawfully represented:

- Either by two directors acting in accordance;
- Either by the president, acting alone;
- Either by an executive director or manager acting alone, within the limits of his competence.

The association is, furthermore, lawfully represented by plenipotentiaries who act within the limits of their mandate.

The deeds concerning the appointment, the removal and the cessation of duties of the persons entitled to represent the international non-profit association, drawn up in keeping with the law, are, in view of their deposition in the records, announced to the Federal Department of Justice and published in the Annexes of the *Belgisch Staatsblad (Belgian Law Gazette)*.

ARTICLE 11 – FINANCIAL OBLIGATIONS

11.1. Financial year

The financial year of the Association extends from 1 January until 31 December of each year.

11.2. Annual account and budget

Each year, the Board Of Directors drafts the annual account of the past financial year, as well as the budget of the next financial year. The General Assembly approves the annual account and the budget during the next meeting.

11.3. Accountancy

§ 1. International non-profit organizations keep simplified books of account, according to a model determined by the King, which relates at least to changes in cash money or in the accounts.

§2. International non-profit organizations, however, keep books of account and draft their annual accounts according to the definitions of the Law of 17 July 1975 on the accountancy of companies if they reach at the closing of the book year at least two of the three following thresholds:

- A yearly average of 5 employees, expressed in fulltime equivalents which are registered in the personnel register kept according to the Royal Decree Number 5 of 23 October 1978 regarding the filing of social documents;
- Total remunerations of 250,000 Euro, exclusive of the value added tax, with the exception of extraordinary remunerations;
- A balance total of 1,000,000 Euro.

The King adapts the obligations for these international non-profit organizations which result from above-mentioned Law of 17 July 1975, taking into account the special type of their activities and their legal statute. The King can adapt the above-mentioned amounts to the evolution of the index-figure of the consumer prices.

§ 3. The provisions of the former paragraphs of this article are not applicable to international non-profit organizations which, due to the type of their main activity, are submitted to special rules regarding the keeping of their accounts and regarding their annual account insofar these rules are at least equivalent to those foreseen under this law

11.4. Commissioner(s)

The Association has to commission the control on their financial situation, on the annual account and on the regularity, with respect to the law and the bylaws, of the actions to be reported in the annual account, to one or more commissioners if the yearly average exceeds 100 employees expressed in fulltime equivalents or if the association exceeds at least two of the next criteria:

- A yearly average of 50 persons expressed in fulltime equivalents who are registered in the personnel register kept according to Royal Decree Number 5 of 23 October 1978 regarding the filing of social documents;
- Total receipts of 6,250,000 Euro, exclusive of the value added tax, with the exception of extraordinary receipts;
- A balance total of 3,125,000 Euro.

The commissioners are nominated by the Board Of Directors amongst the members, natural persons or corporate members, of "het Instituut der Bedrijfsrevisoren". The King can adapt the above-mentioned amounts to the evolution of the index-figure of the consumer prices.

11.5. Gifts

With the exception of earnest money, each gift under the living or by testament to the Association requires authorization by the King. Nevertheless, authorization is not required for the acceptance of gifts the value of which is not higher than 100,000 Euro. The amount meant in the first paragraph is adapted on 1 January of each year to the index-figure of the consumer prices of the month of October of the last year. The index-figure of October 2001 is considered as basis. The adaptation of the amount occurs according to the following formula: the new amount equals

the basic amount multiplied by the new index-figure, divided by the index-figure which is considered as basis. The result is rounded off to the next tenth. The adapted amount is announced in the Belgian Law Gazette at the latest on 15 December of each year. The authorization can in all respects not be granted if the non-profit association has not complied with the above-mentioned notices.

ARTICLE 12 – REQUIREMENTS FOR NOTICES

12.1. Belgisch Staatsblad (Belgian Law Gazette)

The appointment of the members of the Board Of Directors and their resignation is made public by depositing the deed in the Association's dossier, which is kept at the court registry of the Commercial Court. An excerpt thereof shall be published in the Annexes to the Belgian Law Gazette.

12.2. Ministry of Justice

Furthermore, a dossier is kept at the Ministry of Justice for each international non-profit organization. Deposited in that dossier are:

- The bylaws and their amendments;
- The coordinated text of the bylaws after their amendment;
- The deeds regarding the appointment, the dismissal and the resignation of the directors and, should the case arise, of the persons assigned to represent the international non-profit organization; these deeds mention the name, first names, the place of residence or, in case it concerns a corporate member, the name, the legal form and the seat, and mention the scope of the powers of those persons, as well as the way in which they may execute these;
- The decisions which determine the dissolution and the disposition of the international non-profit organization;
- The annual account of the international non-profit organization drafted according to Article 53.

12.3. Sanctions

§ 1. The deeds, documents and decisions whose deposit is compulsory, cannot be enforceable against third parties then as of the day they have been deposited or, if the publishing is prescribed under this title, as of the day that they are published in the annexes to the Belgian Law Gazette, unless the international non-profit organization proves that those third parties had knowledge of it beforehand.

§ 2. Nevertheless, third parties can refer to deeds, documents and decisions which have not been deposited or published.

§ 3. In case of discrepancy between the deposited text and the one published in the annexes to the Belgian Law Gazette, the latter cannot be enforceable against third parties. However, those third parties can rely on the published text, unless the international nonprofit organization proves that they had knowledge of the deposited text.

§ 4. Each legal claim brought by international non-profit organizations which have not complied with the formalities described in Article 51 of the Belgian Law on Non profit organizations, is suspended. The judge determines a term in which the international non-profit organization has to meet its obligations. In case the international non-profit organization neglects to do this within the term, the legal claim is inadmissible.

ARTICLE 13 – GENERAL PROVISIONS

13.1. Legal Dissolution

§ 1. At the request of the counsel for the prosecution or of each party concerned, the dissolution of the Association can be pronounced in the following cases:

- Use of the means of income of the Association for other ends than the purposes for which the Association has been established;
- Insolvency;
- Absence of management;
- Serious infringement of the statutes, or breach of law or public order.

§ 2. As far as the bylaws or the in the bylaws indicated institute not determine differently, the counsel for the prosecution or any party concerned can request the Court by motivated appeal to appoint the liquidators, whose actions are regulated by law.

13.2. Miscellaneous

For all things not foreseen in the above articles, will be acted in accordance with the national law. Only the Dutch-language version of the articles of association is authentic, possible translations are only for purposes of information.

II. TEMPORARY PROVISIONS – APPOINTMENTS

1. FIRST FINANCIAL YEAR

The first financial year will run from today on, that is the thirtieth november two thousand and seven and will be closed on the thirty-first of December two thousand and eight.

2. FIRST YEARLY MEETING

The first yearly meeting will be held in the year two thousand and nine.

3. APPOINTMENT OF THE MEMBERS OF THE BOARD OF DIRECTORS

Are appointed as directors:

- Marcus Gerardus Petrus Boes, aforementioned.
- Tobias De Pessemier, aforementioned, who is also appointed as president of the board of directors.

The Directors shall only take up their function when the present association shall have acquired legal personality through a Koninklijk Besluit (Royal Decree).

The directors immediately decide, with unanimity of votes, under the suspensive condition of acquiring legal personality, to appoint:

- as treasurer: Marcus Gerardus Petrus Boes

This suspensive condition cannot be considered to be fulfilled retro-actively.

III. FINAL DECLARATIONS

1. The aforementioned member(s) of the Board Of Directors declare to have the necessary juridical capacities to exercise this mandate in the provisos stated above.

2. The appearers acknowledge that the notary public has shown them the special obligations imposed upon the notary public by articles 9 §1 paragraphs 2 and of the Organic Law Notariat and explained to them that, when a notary public observes manifestly contrary interests, or the presence of clearly unbalanced conditions, it is his duty to bring this to the attention of the parties and should inform them of the fact that each party has the free choice to designate another notary public or let himself be assisted by a legal counsel. The notary public must also inform each party fully on the rights, obligations and burdens that result from the legal operations in which they are involved and should supply advice to all parties, without bias.

The appearers have then declared that according to them, there is no manifest conflict of interests, and that they hold all stipulations included in the present deed for balanced and accept them.

The appearers also confirm that the notary public has properly informed them about the rights, obligations and burdens that result from the present deed and has supplied advice in an impartial way.

3. Recht op geschriften (Droit d'Écriture) of ninety-five Euro paid on notification of undersigned notary public Van Damme.

Noted.

Drawn up in Lochristi,

After the deed was read out loud in its entirety and clarified, the parties signed with me, notary public.

Registered at Lochristi, at the third of december two thousand and seven, book 227, page 94 box 18, the Senior Inspector (signed) R. BUYDAERT

Wim Van Damme

Associated Public Notary

29/2/2008

Deposited at the same time:

- authenticated copy of the deed;
- Royal Decree of 14 February 2008.



Education and Culture DG

'Youth in Action' Programme

The development of USE-IT Europe is supported by the YOUTH IN ACTION programme.