

International Non-Profit Organisation:

**Mayors of the World for a "Global Cities Dialogue" on the
Information Society
(abbreviation: GCD)
Head Office : Brussels**

C O N S T I T U T I O N

THE YEAR TWO THOUSAND AND SEVEN.

Rep no.
8387

The fifteenth day of March

Before us, the Notary Robert van Dyck, notary resident in Etterbeek

APPEARED:

1°) The city of Issy-les-Moulineaux in France, represented by André SANTINI

2°) The Free Hanseatic city of Bremen in Germany, represented by Wilfried LEMKE

3°) The city of Segrate in Italy, represented by Adriano Alessandrini

4°) The city of Guro in South Korea, represented by Dae Woong YANG

5°) The city of Helsinki in Finland, represented by Pekka Sauri

Here represented by Ms Claire Klindt, residing in Bremen (Germany), Kreuzstr. 72 and Mr. Eric André Edmond Legale, residing in Paris 75002, rue de la Lune, acting in conformity with five private procurations, attached

Those appearing, founder members represented as above, have requested us to draw up the statutes of an international non-profit organisation with those present, which they declare to set up amongst themselves, in accordance with the Belgian law of twenty seventh of June nineteen twenty one governing non-profit organisations, international non-

profit organisations and foundations.

SECTION 1: NAME - HEAD OFFICE - OBJECTIVE - DURATION

Article 1: Name

An international non-profit organisation is established. The name is as follows:

- in French: "Les Maires du monde pour le Global Cities Dialogue sur la Société de l'Information", in abbreviated form "Global Cities Dialogue".
- in English: "Mayors of the World for a Global Cities Dialogue on the Information Society", in abbreviated form "Global Cities Dialogue", hereinafter referred to as "the Organisation".

Article 2 : Head Office and place of jurisdiction

The Head Office of the Organisation is located at 1000 Bruxelles, 96 Avenue d'Auderghem Ourdergemselaan, within the area of jurisdiction of Brussels. It may be transferred to any other place in Brussels by means of a decision of the Steering Committee constituting two thirds majority (2/3) of the votes cast.

Article 3 : Objectives

The Organisation pursues the aim of international utility on a non-profit-making basis as follows:

To form a Society of Information for the general benefit of the citizens of the cities which are members of the organisation without discrimination because of race paying any heed to race, social position, religious belief, sex or age of the citizens, which is based on sustainable development.

All cities as well as the regions of the five continents interested in working together in order to realise this commitment to equal opportunities and access to the Information Society are invited to participate in this deserving enterprise by the bias of the "Global Cities Dialogue" or "GCD".

Via its members, the GCD could help the Information Society to advance throughout the world, thus reducing the digital gap which separates those who are well-informed from those who are much less informed, within one and the same society as well as between the different ones.

In order to achieve these objectives, the Organisation intends to set up the following activities:

To Oorganisation of seminars, conferences and workshops on an international scale and to inform members and partners about it in order to further and promote the capacities of its members;

To ensure optimum circulation of experiences, good practices and knowledge amongst its members by means of conferences, electronic newsletters and any other form of communication;

To encourage the participation of local authorities, at municipal and regional level, without criteria of size or financial means;

To support long-term co-operation between the members by setting up joint projects dedicated to the Information Society, to new technologies and similar subjects.

To set up other activities relating directly or indirectly to its subject matter.

Article 4 : Duration

The Organisation is established for an unlimited duration and can be dissolved at any time in accordance with the law.

SECTION II. MEMBERS - SUBSCRIPTIONS - RELEASE

Article 5 : Members - admission

There is no restriction on the maximum number of members of the organisation. There must, however, be a minimum of three. The first members are the founder members.

Members of the Organisation are comprised as follows:
1° founder members;

- 2° full members ;
- 3° active full members;
- 4° observer members;
- 5° active observer members;

Active full members differ from the full members in that the former pay a voluntary annual subscription. The active observer members differ from the observer members in the same way.

It is possible to admit as members judicial persons legally constituted in accordance with the laws and customs of their countries of origin and actively involved in the information society.

In order to become members, candidates have to submit a written application to the Steering Committee presiding over the Organisation. Subsequently their application is to be accepted by the Steering Committee. Making an application for membership implies wholehearted commitment to the present statutes. This support is made officially by signing the Helsinki Declaration on the occasion of a ceremony organised specifically for this purpose by one of the members of the GCD in an official setting.

Article 6 : Subscriptions

At the proposal of the Steering Committee, Members may be invited by the General Assembly to pay an annual subscription by way of contribution towards the fixed operating costs.

Subscriptions are to be paid to the Organisation Treasurer. They are to be paid once a year, at the latest at the end of the first six months of the year in question. The subscription is voluntary, and a new "active" category has been created for members paying this subscription, which goes up to 200 euros for members who are not able to pay any higher contribution, and from 500 euros upwards for the the other members.

Article 7 : Voting rights - rights of members

All members are entitled to vote on an equal basis at meetings of the General Assembly, each member has one vote

with the exception of observer members who are not entitled to vote.

Article 8 : Voluntary resignation - suspension - exclusion

§1. Each member of the Organisation is entitled to resign at any time by sending a letter of resignation to the Steering Committee.

§ 2. The active member, who does not pay within the month of receiving a written reminder addressed to him by the Treasurer and drawing his attention to the amount of the subscription which he owes, loses his status as an active member. He will subsequently be considered as a simple member.

§3. The exclusion of a member, proposed by the Steering Committee, can only be pronounced after having heard the defence of the party concerned by the General Assembly with a majority of two thirds of the votes present or represented cast in a valid manner, with the exclusion of the vote of the party affected by the exclusion decision. Voting is to take place by secret ballot. The Steering Committee, however, can enforce a provisional suspension which shall apply until a decision is taken at the next meeting of the General Assembly and to the extent that the urgency of the case requires, members who would have made themselves guilty of serious violation of the statutes or the dignity of the Organisation.

§4. A member who leaves the Organisation (for whatever reason) does not have any rights to the social fund and is not able to claim remuneration of any sums already paid.

SECTION III. ORGANISATION AND METHOD OF FUNCTIONING

Sub-Section 1 : Organs of the Organisation

Article 9 : Organs of the Organisation

§1. The organs of the Organisation are as follows:
- the General Assembly;
- the Steering Committee.

§2. The languages used by members at meetings shall be English and French. Notices of convocation and minutes of the meetings shall also be drawn up in these languages.

§3. The organs may hold their meetings in the form of a videoconference providing two members do not oppose such a form of meeting.

Sub-Section 2 : The General Assembly

Article 10 : Attributions

The General Assembly is the executive organ of the Organisation and as such possesses all the powers which permit the implementation of the objective and activities of the Organisation.

The following come under its competence:

- modification of the statutes;
- nomination and revocation of the Steering Committee as well as the duration of their mandate;
- approval of the budget and annual accounts;
- voluntary dissolution of the Organisation;
- the exclusion of a member;
- adoption of a regulation of internal order.

Article 11 : Composition

§1. The General Assembly is composed of all members.

§2. The General Assembly is conducted by the member having the presidency of the Organisation, or if he is unable to do so, by the Vice President or by one of the members officially delegated to conduct this task.

Article 12 : Convocation

§1. At least one meeting of the General Assembly should take place every year. It is to be held in the second half of the year.

Furthermore, an extraordinary meeting of the General Assembly may be convened at any time at the request of at least one fifth of the members. The Steering Committee can

also convene an extraordinary meeting of the General Assembly if it is of the opinion that circumstances make this necessary.

The meetings are to be held at the place indicated on the notice of convocation. All members are to be invited to attend.

§2. The General Assembly is convened by means of ordinary letter, fax, e-mail or any other means of communication addressed to each member at least one month prior to the date on which the meeting is to be held, and signed by the member(s) holding the presidency or another member on behalf of the Steering Committee. The agenda is to be included in the notice of convocation.

Article 13 : Decision-making procedures

§1. Decisions are taken on the basis of a simple majority, or as stipulated in the present statutes independently of the number of city members present or represented.

§2. Members may have themselves represented a proxy at the General Assembly. Each member may hold one power of attorney only.

§3. No decision can be taken on a subject which does not appear on the agenda. Nevertheless, subject to the agreement of all members present or represented, the General Assembly may confer on other points proposed at the beginning of the meeting by at least two fifths of the members or by the President.

§4. Apart from exceptional cases provided for in the present statutes or by the law, resolutions are passed on the basis of a simple majority of the members present or represented.

§5. Voting for nominations and exclusions is to take place in the form of a secret ballot vote. Other voting may take place by means of a show of hands or a secret ballot vote if this is requested by at least one third of the members present or represented.

§6. All members are to be informed of resolutions passed by means of e-mail or any other means of communication within one month of them having been passed/their adoption. They are recorded in a register of minutes of meetings kept at the Head Office to which all members have access for information purposes. The register, however, is not to be removed from the head office.

The minutes of the meetings as well as the copies and extracts are signed by the president, or in his absence by his official representative.

Article 14 : Conditions for amendment of the statutes

Without prejudice to articles 50 §3, 51 § 2 et 3, 55 and 56 of the law governing non-profit organisations, international non-profit organisations and foundations, any motion with the aim of achieving an amendment to the statutes or the dissolution of the Organisation shall come from the Steering Committee or from at least one third of the members of the Organisation.

The Steering Committee shall inform the members of the Organisation, at least two months in advance, of the date of the meeting of the General Assembly which shall adjudicate on the said proposition as well as the proposed amendments.

No decision shall be accepted unless it is passed by a majority vote consisting of two thirds of the votes cast by members either present or represented.

The amendments to the Constitution come into force following validation by royal decree and according to the conditions foreseen in article 3 of the law of twenty fifth October nineteen hundred nineteen governing publications.

Section 3. The Steering Committee

Article 15 : Allocations - scope of power - representation of the Organisation

§1. The Steering Committee is accorded competence to act in the name of the Organisation and to undertake all acts of management, administration and provision in the interests of the Organisation, subject to the allocation of tasks by the General Assembly. The General Assembly can also grant one or several persons power of attorney to represent the Organisation in legal transactions. Assignment of such an authorisation is to be communicated to all members in writing.

§2. Members of the Steering Committee not specifically vested with specific functions and missions by the General Assembly exercise their power by their collegial participation in meetings of the Steering Committee.

§3. The Steering Committee elects a President and a Vice President from amongst its members, and Vice Presidents for the regions of the five continents, and a treasurer.

§4. All acts concerning the Organisation, with the exception of special powers of attorney, are to be signed by two members of the Steering Committee (either by the Presiding and Vice Presiding Cities or one of the Presiding Cities and the Treasurer) or persons assigned to this task who will not have to justify the powers conferred for this purpose to third parties. Judicial actions, either as plaintiff or defendant are followed by the Steering Committee represented by the President or a member/administrator designated by him for this purpose.

§5. The President and, in his absence, two members of the Steering Committee jointly are entitled to accept on a provisional or final basis any gifts made to the Organisation and to accomplish all the necessary formalities for doing this.

§6. Every year, and at the latest ten months following the date of closure of the financial year, the Steering Committee shall present the budget for the next financial year, and the annual accounts for the past financial year to the General Assembly for its approval, in accordance with article 53 of the law.

Article 16 : Composition

§1. The Organisation is administered by the Steering Committee comprising a minimum of three members, elected by the General Assembly.

§2. Subject to transitory regulations specified in the regulation concerning interior order, the executives are nominated by the Steering Committee with a mandate lasting two years, which can be revoked at any time by the Steering Committee. They can be revoked by the General Assembly with a majority of two thirds of the members present or represented. The present statutes do not provide for any restrictions regarding re-eligibility.

§3. The Steering Committee may invite observers, consultants, members or not, in an advisory capacity.

§4. Functions of the executive members terminate in the case of death, resignation, civil incapacity or being subjected to provisional administration, removal or expiry of the mandate. Every executive member is at liberty to retire from his functions at any time by sending a written notice of his resignation to the Steering Committee which takes note of this and informs the next meeting of the General Assembly.

In the case of vacancy in the course of a mandate, the Steering Committee may appoint a substitute who will continue to execute the mandate of his predecessor on a provisional basis until his function is confirmed by the General Assembly.

§5. The mandate of an executive member is not subject to remuneration unless a decision to the contrary is taken by the General Assembly.

Article 17 : Meetings and convocations

§ 1. The Steering Committee shall convene a meeting at the invitation of the President or, in his absence, of a member of the Steering Committee. The invitation shall be sent by letter, fax, e-mail or any other means of communication.

§ 2. The Steering Committee forms a college and is not entitled to pass a resolution unless three of its members and the presiding city or one of the vice-president cities at least are directly represented.

Its decisions are taken on the basis of a simple majority of votes. In case of a split vote, the President or his substitute shall have the casting vote.

Any member of the Steering Committee who is unable to attend a meeting may give written power of attorney to another member of the Steering Committee. No member may hold more than one power of attorney.

In the case of the President being unable to attend, his functions may be taken over by the city holding the vice presidency or by one of the members of the Steering Committee who is present.

§3. The decisions are recorded in the form of minutes. These minutes are to be signed by the person who has chaired the meeting or by an executive member and are filed in a special register. Extracts or copies which have to be produced are signed by an executive member.

SECTION IV. MISCELLANEOUS PROVISIONS

Article 18 : Regulation of interior order

A regulation of interior order can be presented by the Steering Committee by the General Assembly which is empowered to make amendments to it at any time.

Article 19 : Financial year - commissioners

§1. The financial year commences on the first of January and terminates on the 31st December every calendar year, subject to transitional provision as provided for below.

§2. If the case arises, and in any case if the law so requires, the Steering Committee shall appoint a commissioner, in order to audit the Organisation's accounts in accordance with the law.

The Steering Committee shall submit the accounts of the preceding financial year, as well as the budget for the coming year to the General Assembly for its approval.

Article 20 : Dissolution and liquidation - assignment of assets

The General Assembly pronounces the dissolution of the Organisation. At the same time it regulates the procedure of liquidation, appoints one or several liquidators, and defines their powers and remuneration. The possible net assets following liquidation, following a decision of the General Assembly, shall be assigned to a private or public corporation which pursues a similar social aim.

Article 21 : Transmission - Primacy of peremptory legal provisions

Any matters not specifically provided for in the present statutes shall be regulated by the Belgian law of nineteenth October nineteen nineteen, amended by the law of sixth December nineteen fifty four and by the law of thirtieth June two thousand governing international non-profit organisations.

Statutory provisions which transpire to be incompatible with new legal provisions which have come into force and are peremptory.

INTERIM PROVISIONS

The founding members take the following decisions which do not come into effect until the date of the royal decree of recognition of the Organisation.

First financial year: As an exception, the financial year of the Organisation's first year of existence shall commence on the day of publication of the royal decree of recognition and, as an exception, shall terminate on thirty first December two thousand and seven.

Subsequently every financial year shall commence on the first of January in order to terminate on the thirty first of December of the same calendar year.

Members of the Steering Committee: the following are appointed in an executive capacity for a period of two years:

Monsieur André SANTINI,
Monsieur Wilfried LEMKE,

Monsieur Adriano Alessandrini,
Monsieur Dae Woong YANG,
Monsieur Pekka Sauri.

NOTARIAL ATTESTATION

The notary certifies respect of the provisions foreseen by Section III of the law of twenty seventh June nineteen twenty one governing non-profit organisations, international non-profit organisations and foundations.

IDENTIFICATION OF THE PARTIES

The acting notary certifies on sight the civil documents as foreseen by the law, the accuracy of the names, first names, places and dates of birth of the parties appearing such as they are entered in the present documents.

IN WITNESS WHEREOF.

Drawn up and executed in the legal office in Brussels (1040 Etterbeek).

Date AS ABOVE.

The parties declaring to us The parties declaring to us that they have taken not of the draft of the present deed, and, that being the case, at least five working days prior to the signature of the present parties.

And after reading and commenting on the text, in full concerning the parties to the deed intended for this purpose by the law, and partly other provisions, the parties have signed with us, the Notary.