

Amended by-laws as of 10.October 2008

#### Legal Form – Name

**Article 1** The Association shall bear the name "*Dyslexia International* ASBL".

#### Seat

**Art. 2.** The Association will have its seat in Belgium. Its registered address is in 1000 Brussels, rue Defacqz 1. The Board may transfer the offices anywhere in the Region of Brussels Capital following a resolution published in the annexes of the Belgian Gazette.

#### Term

**Art. 3.** The Association is established for an unlimited duration.

#### Purpose

**Art. 4.** The Association aims to open up channels for communications all round the world between researchers, teacher-training decision makers, and local support groups, to effect change in the way dyslexia is currently being addressed. Its objective is to make free and fair education available to all.

It creates and promotes free online learning programmes and open education resources so that people with dyslexia can become literate, develop their talents, and integrate into society.

#### Members

**Art. 5.** The Association is composed of Voting Members and “Friends of”. The number of Voting Members may not be less than 3. The Voting Members and the “Friends of” may be natural persons or legal entities. Shall be deemed Company members those legal entities which have been duly established in their own countries and whomsoever wishes to provide on a voluntary basis their financial support to the Association. Only Voting Members may benefit from the social rights of the Association. To be appointed Voting Member, the following criteria need to be met:

- a) be proposed by the Board of Directors
- b) be approved by the General Meeting by a majority vote of two thirds
- c) commit to make the contributions as determined under Article 6.

The “Friends of” shall be admitted in this capacity to the Board of Directors. They will be divided into two categories, the honorific members and the sympathizing members. “Friends of” shall have no rights upon the assets of the Association. However, they may be consulted at the General Meeting. May be considered “Friends of” any natural persons or legal entities which the Association may like to pay tribute to for the interest they bring to the issues of dyslexia or for the eminent services rendered to the Association. Whomsoever wishes to be part of the Association in the capacity of Voting Members or “Friends of” shall submit a written request to the Board of Directors who will take a decision upon such a requests. The decision does not need to be motivated and shall be sent to the interested party by standard mail.

### Dues

**Art. 6.** The Members will in principle need to make an annual contribution for an amount which shall be fixed by decision of the Board of Directors. This amount may not exceed five hundred euros a year. The dues which shall be decided by the Board may be divided into different categories amongst each group of members (Companies, Individuals, or any other non discriminating category). The Board may exempt certain “Friends of” from payment of dues in thanks for the services rendered to the Association or for the interest to the Association. These dues and any other donation made to the Association shall constitute the capital of the Association.

### Resignation, Exclusion

**Art. 7.** Any member who ceases to meet the requirements set out in the by-laws of the Association is deemed to have resigned. The General Assembly, by a majority vote of two thirds, and upon a hearing of the interested party who may have expressed such a wish, may by secret ballot decide upon the dismissal or the exclusion of a Voting Member without the need to provide justification of such resolution. The decision to exclude a “Friend of” shall be taken by the Board of Directors. The members dismissed or resigned or any of their legal successors shall have no right upon the social credits of the Association. They shall not be entitled to make any request or demand for any statement, any rendition of accounts, any inventory, and may not use the company seal. Any member of the Association is free to remove him/herself from the Association upon submission of a resignation letter to the Board of Directors.

### Honorary President of the Board

**Art. 8.** The Association is placed under the high patronage of her Royal Highness the Princess Margaretha of Liechtenstein or any such person called to succeed her. She will be member of the Association with full rights and shall have the title of Honorary President of the Association. The Honorary President of the Association shall be authorised to be present at any meeting of the Board of Directors and any General Meeting and shall be entitled to a consultative vote. The Honorary President shall be discharged of any responsibility concerning the management of the Association.

### Board of Directors

**Art. 9.** The Association shall be governed by a Board of Directors composed of the Effective Directors and Honorary Directors. The Board shall include at least four Effective Directors. The Effective Directors shall be appointed at the Annual General Meeting by a majority of votes for a period of three years renewable. The Effective Directors are the only ones responsible for those actions that the laws in force and the current by-laws attribute to the Board of Directors. They shall appoint from amongst themselves a Chairman, a Treasurer, a Secretary and possibly even a vice-Chairman. In case the Chairman may not fulfil his/her function, these functions shall be assumed by the vice-chairman or the longest serving director present. In case a position of Effective Director is vacant, the following general meeting shall nominate a new director who shall complete the term of the deceased, resigned or revoked director.

The Honorary Directors shall be appointed or revoked, by decision of the Board of Directors. They may attend the meetings of the Board and may be granted a consultative vote but may not represent or manage the Association. The list of Honorary Directors shall be kept at the registered offices of the Association but may not be published. The Board of Directors will meet as often as required by the interests of the Association, upon a calling made by the Chairman or by the vice-chairman or by the verifier. The Board shall be convened upon request by at least one quarter of its members. The Chairman or his/her proxy shall call the meeting by a letter addressed to each director at least eight days before the planned date of the meeting. In case of emergency, any other means of calling the meeting may be used and the notice period may be inferior to eight days. In order for the Board of Directors to pass a valid resolution, at least one quarter of its members must be present or represented. A decision shall be made by a majority of directors present or represented. No director shall be authorized to hold two votes. In case of tie the Chairman has the casting vote.

#### Powers of the Board of Directors

**Art. 10.** The Board of Directors is vested with the most extensive powers to perform all acts necessary or useful for the realisation of the purpose of the Association, except those which are reserved by law to the general meeting.

On its own responsibility, the Board may create one or more advisory committees.

It shall determine their composition and mission. These committees may be composed of known personalities or teachers, researchers or practitioners in the domain of dyslexia. Their role will be to provide upon request any written opinion on the tools, methodology, and technologies relating to Dyslexia. The Board will appoint and revoke employees and proxy-holders of the Association and may determine their functions, powers and remuneration. The Board of Directors will ensure the necessary publications required by law. The Board of Directors may delegate the day-to-day management to an executive committee or manager. In case such delegation of powers is not granted, all acts, powers and proxies on behalf of the Association shall be validly executed by the joint signature of two Effective Directors. All legal actions, whether as claimant or defendant may be initiated or sustained in the name of the Association by the Board of Directors, delegating such powers to the Chairman, or in case of default, by an Effective Director appointed by the Chairman to act in his/her place.

#### Auditing

**Art. 11.** The operations of the Association shall be audited by one or two auditors appointed by the General Meeting of the Members who shall determine the term of their functions. Their responsibilities shall be similar to those of auditors of corporations. They will have all powers of controls and audit, without limitation but without authority to remove the books. They will provide their report with their observations and suggestions to the General Meeting.

### General Meetings

**Art. 12.** The General Meetings of the Board of Directors shall be the governing authority of the Association. Are within the realm of its exclusive powers:

- a) appointment and dismissal of Effective Directors and auditors;
- b) approval of the accounts and the budgets;
- c) approval and possible ratification of acts taken by the Board or its members on behalf of the Association. In any of the above cases the resolution shall be valid upon simple majority of the members present or represented.
- d) approval and dismissal of Voting Members;
- e) amendment of the by-laws;
- f) merger with another not for profit organization;
- g) liquidation or dissolution of the Association.

In the event of any of the above items d) to g) decisions shall be taken by the Board of Directors by a majority of two thirds of the directors present or represented.

**Art. 13.** The General Assembly shall be held annually in the course of the second trimester, the day and place to be indicated in the notice. This meeting shall be held upon the request by one fifth of the directors or by a call of the Board of Directors..The notice shall contain the agenda of the meeting. The notice shall be sent out by letter to the members of the Board at least fifteen (15) days prior to the meeting. The meeting shall be presided by the Chairman of the Board and in his/her absence by the vice-chairman or by the longest serving director. The General Meeting shall name to minute-takers amongst its members and one secretary. The minutes of the Meeting shall be prepared by the Secretary and shall be recorded in the minute book. All members of the Association may consult the minute book without removing it from the registered address of the Association.

Extracts of the Minutes of the decisions shall be signed by the Chairman of the Board or by two members present at the meeting. The General Meeting will be validly composed so long as one quarter of its members are present or represented. A member may be represented by another member. However no representative may represent more than two members.

### Accounts and budgets

**Art. 14.** The accounts of the Association shall be closed by the Board every year on the thirty first of December, for the first time on the thirty first of December two thousand and one. Within the two months following the closure of the accounts, these will be submitted to the auditors for their review with all supporting documents. The auditors shall be entrusted to submit their observations by a report which will be provided with the annual accounts for approval by the General Meeting. Every year, under the same terms, the General Meeting is responsible for setting and approving the budget for the coming year at the same time as approving the accounts for the year just ended.

### Dissolution and Liquidation

**Art. 15.** In the event of a dissolution or liquidation, the assets and liabilities of the Association shall be transferred to one or more not for profit organisation or Associations with similar aims.

**Art. 16.** All members, by result of the acceptance of such position, shall elect domicile on an attributed basis at the seat of the Association.

**Art. 17.** For all measures which are not covered by these articles, reference is made to the law in force;