



THE SOCIAL CAPITAL FOUNDATION

BY-LAWS

Coordinated Regulations updated on 31 December 2007.

Title I. Name, address, purpose, and duration

Art.1. The organization is named “The Social Capital Foundation” (acronym: TSCF).

Art.2. The headquarters are established at B.P. 30, 1310 La Hulpe, Belgium (judicial circumscription of Nivelles). They will be able to be transferred to any other location in Belgium upon unanimous decision of the Board of Directors.

Art.3. The purpose of TSCF is to contribute to strengthen the social link through the elaboration and the dissemination of appropriate scientific knowledge. TSCF includes notably in its scope: the conception and conduct of research-development projects, the conception and conduct of programs for modernization of the public and private governance and management, the organization of international conferences, the support to The International Scope Review (TISR), the use of any media in an awareness-generating objective. TISR is a high level editorial instrument, publishing works of human, social, and economic sciences on the transformations taking place in the economically advanced countries and the challenges they face.

Art.4. TSCF is a non-governmental organization (NGO), which means that it is a civil society organization aiming at the public good, and is totally independent of the governments, be they national or supranational.

Art.5. TSCF is no commercial organization and is not for profit.

Art.6. The field of action of TSCF is Europe, defined as a geographical and cultural entity, which cannot be mixed up with the European Union. TSCF can however cooperate with other organizations or movements pursuing goals convergent with its own, and being located in other economically advanced areas of the world.

Art.7. TSCF can perform all actions linked directly or indirectly with this purpose. It can be interested in, and support any activity associated with its purpose.

Art.8. TSCF is created for an unlimited time.

Title II. Members

Art.9. TSCF is composed of supporting members and active members. The supporting members contribute to covering the costs upon call for payment of a yearly fee. The active members are supporting members who, at the request of the Board of Directors, take on a specific project within the mission of TSCF. The total number of the members cannot be less than three.

Art.10 .Are supporting members of TSCF the natural persons who were admitted as such by decision of the Board of Directors in application of rules of eligibility defined by the General Assembly.

Art.11. Natural persons who wish to become a supporting member of TSCF write to the Board of Directors, who submits this application to a ballot committee. The concerned candidacy is circulated among members to gather their reactions.

Art.12. The ballot committee examines the application at its next meeting. The ballot committee is composed of at least two TSCF members. Its mission is to decide applications for TSCF membership. It meets upon request of the President of the Board of Directors. A Director may be a member of the ballot committee.

Art.13. The reasons on which the decisions of the ballot committee are based do not need to be stated. There is no recourse. The decision is communicated by email to the applicant. The applicant whose candidacy is rejected may apply again after one year from the date of the decision of the ballot committee.

Art.14. Services delivered by members to TSCF are free of charge. It is only in the case of a particularly heavy and specialized work delivered exclusively for TSCF that the Board of Directors can decide the principle and the amount of a possible compensation.

Art.15. The responsibilities of the supporting or active members can cease because of:

- ✓ decease, interdiction or judicial control over a natural person,*
- ✓ written resignation sent to the Board at least three months before this resignation enters into force, the outstanding fees remaining due,*
- ✓ exclusion, voted by the General Assembly at a majority of the two-third (2/3d) of the present members and upon a proposal by the Board of Directors,*
- ✓ disappearance or transformation of a legal person,*
- ✓ dismissal for serious offence, decided unanimously by the Board of Directors.*

Art. 16. The responsibilities of the supporting or active members who would have seriously offended the rules of honor and propriety can be suspended by the Board until decision by the General Assembly.

Art. 17. A person having lost the quality of member and his/her beneficiaries has no right over the property of TSCF.

Title III. General Assembly

Art. 18. The General Assembly includes all active members. It is run by the President of the Board or his/her representative.

Art. 19. Active members are invited to the General Assemblies by the President of the Board. They may be represented by another member, supporting or active. Invitations are made electronically at least 8 days before the date of the meeting. Invitations should contain the order of the day and if needed time and place of the meeting.

Art. 20. A General Assembly must be held in all cases determined by the by-laws and the law, and each time the purpose and interest of the organization require it. It is held at least one time a year, at latest in the sixth (6th) month that follows the closure of the financial year. It may be held virtually. It must be held when a fifth (5th) of the active members require it. Similarly, any proposal signed by a fifth (5th) has to be examined at the General Assembly.

Art. 21. The General Assembly may by right: 1) discuss the orientations taken and the strategy carried forward by TSCF, 2) improve and modify the by-laws, 3) pronounce the dissolution of TSCF in accordance with the provisions of the by-laws and the law, 4) name and dismiss upon proposal of the President the members of the Board and the members of the ballot committee, 5) approve annual budgets and accounts, 6) exert any other capacity attributed to it by the by-laws or the law.

Art. 22. All active members have equal voting rights at the General Assembly. Decisions are taken at the simple majority of the members present or represented, unless the provisions of these by-laws state differently. In case the voices split, the voice of the President or of the Board member who replaces him has the casting vote. The President or the Board member who replaces him has a veto right.

Art. 23. The decisions of the General Assembly are signed by the President of the Board and are communicated to members through email. They are kept in a record so that all members can have access to them.

Art. 24. Any modification of the by-laws requires its approval by a majority of a two-third (2/3) of the members present or represented. Any modification of the by-laws may only be decided by a four-fifth (4/5) of the members present or represented. The dissolution of the organization may only be decided by a four-fifth (4/5) of the members present or represented.

Members must take all measures necessary to receive email. They are reputed to have agreed with any proposal to which they did not react.

Art. 25. Any modification of the by-laws must be published in the year that follows its date. The same applies to any nomination, resignation, or dismissal of Board members.

Title IV. The Board of Directors

Art. 26. TSCF is managed by a Board of Directors composed of 2 members at minimum and 9 members at maximum. These are chosen or dismissed by the General Assembly upon proposal of the President of the Board.

Art. 27. The mission of the Board of Directors is to define a policy for TSCF in

accordance with the basic goals of TSCF, to implement this policy, evaluate the results obtained, and take all corrective measures necessary. All matters that are not explicitly attributed by the by-laws and the law to the General Assembly come within the exclusive powers of the Board of Directors.

Art. 28. Board Members ensure the perennality and development of TSCF, and maintain it into the spirit which presided over its initial creation.

Art. 29. The Board chooses among its members a President. The President of the Board determines the moral, strategic, and organizational axes for the development of TSCF. He presides and runs the events organized by TSCF. He represents TSCF to the media and in all acts of civil life, and is fully empowered to do so. Should the President be prevented from exerting his mission, his responsibilities are taken on by the Board Member he chooses.

Art. 30. The President creates within the organization any position he will judge useful and assigns the members to them according to their respective skills.

Art. 31. Any Board Member can be represented by another Board member at the Board meetings. The latter may however not benefit from more than one proxy.

Art.32. The decisions are taken at the simple majority of the members present or represented, but are preceded by all negotiations necessary to reach an unanimous agreement. A decision is valid only if all Board members are present or represented. In case the voices split, the one of the President or of the Board member who replaces him has the casting vote. The President or the Board member who replaces him has a veto right over all decisions.

Art. 33. The Board meets at least four times a year upon notice of the President and each time at least three Board members ask for the meeting.

Art. 34. The decisions of the Board are kept and remain accessible to all members.

Art. 35. The mandate of Board members is free of charge.

Art. 36. The Board can, under his/her own responsibility, delegate the day-to-day administration of TSCF to one of its members or to a third party, should the latter be a TSCF member or not. The concerned report to the Board of all decisions they take.

Art. 37. Board members do not contract personal obligations as a consequence of their position, and are responsible solely for the execution of their assignment. Commitments involving TSCF others than those taken on a day-to-day management basis, are signed, unless there is a special delegation from the Board, either by the President of the Board, or by two Board members, who will not have to prove their powers to third parties.

Art. 38. The Board has the most extensive powers to manage and lead TSCF. It can notably, without this list being limitative or without prejudice of all other powers deriving from the law or the by-laws: conclude all acts and contracts, negotiate, commit itself, acquire, exchange, sell any personal or real estate, mortgage, borrow, conclude short-term leases, accept any legacy, subsidy, donation or transfer, renounce any right, give any delegations to persons of its choice, members or not, represent TSCF in court, as a defender or a plaintiff. It can name or dismiss the staff, perceive all amounts and values, withdraw all amounts and countersigned values, open

any account to the banks or the Post, make on these accounts any operations and notably any withdrawal by check, transfer or other means of payment, rent bank strongboxes, pay all amounts due by the Foundation, withdraw from Post, customs, or railways letters, telegrams, parcels, registered letters, insured or not, collect any postal order as well as postal assignments or invoices.

Title V. The Presidium

Art.39. The Presidium of TSCF formulates all useful recommendations with consultative voice.

Art. 40. The Presidium debates the options of social, political, economic and moral philosophy of TSCF, and the strategy carried forward by the Board of Directors to implement them. They network to enhance the reputation and radiance of TSCF.

Art. 41. Presidium members are named by the Board of Directors on the basis of their expertise. They are not necessarily chosen among TSCF members. Their term is 5 years. The Presidium elects its Chairperson and determines its own procedure and methodology.

Title VI. Incompatibilities

Art. 42. TSCF is not the instrument of a political party or religious movement whatever its nature. Affiliation with a traditional political party or religious movement, or militancy in favor of any of these parties or movements is incompatible with the quality of TSCF Board member.

Title VII. Ethical and procedural rules

Art. 43. TSCF has a Code of Ethics. Members are bound to conform to this Code of Ethics.

Art.44. TSCF shall not transmit to third persons or organizations information of a personal, managerial or financial nature relative to its members or to the organization.

Art. 45. The important decisions as well as the TSCF procedure, methodology and professional ethics documents are published in the area of the TSCF website reserved to members.

Title VIII. Intellectual Property Rights

Art. 46. The ownership of the website of TSCF and TISR, which covers notably the whole set of texts, drawings, images, and software that are contained in it, falls personally to Mr Patrick Hunout by right. In case he succumbs, the property of the site will fall to his beneficiaries by right, and the conditions of the present by-laws will be maintained.

Art. 47. Any work published by TISR is submitted to copyright and may not be reproduced, in part or in whole, in any manner and in any medium, unless the President of the Board has given his written consent, unless the names of

the authors and of TISR as a first publication medium appear on the work or excerpt, and unless no charge is made for this work or excerpt.

Title IX. Accounts, fees and donations

Art. 48. The ordinary resources of TSCF come from donations, membership fees, conference fees, honoraria due for research, expertise, consulting, training and assistance services delivered upon request, and any legal means. The amount of the conference fees is determined by the Board of Directors for each event on an ad hoc basis. They are due by all participants. Members participate in the collective funding of TSCF upon a yearly call for contribution.

Art. 49. Donors are natural or legal persons who, additionally to the yearly fee itself, bring funding to TSCF and contribute by any means to its fame.

Art. 50. Donors who are not members of TSCF may, if they wish, become new members. The donor who is a natural person becomes a supporting member of TSCF. The donor who is a legal person chooses within its organization the natural person who will represent it to TSCF. In both cases, their candidacies are submitted to the ballot committee.

Art. 51. Beyond a donation threshold which is for a natural person 800 euros and for a legal person 2500 euros, the specific conditions of the involvement of a donor are stated by an agreement determining both his rights and his duties.

Art. 52. The donor who is a legal person or who represents a legal person can use the tools associated with the TSCF website, according to guidelines specified by the Board. He can by right be represented on this site, with no limitations in time.

Art. 53. Any donor acts for the maintenance and the continuity of TSCF and TISR and for the increase of their radiance. He must not, by any means, interfere with their image or prestige. The donor who is a legal person or represents a legal person or an organization, is bound to let the Internet address of TSCF appear on his official documents.

Art. 54. The financial year begins on the 1st of January to end on the 31st of December. Each year, the statements of accounts are made and submitted to the approval of the General Assembly. TSCF may prefer to make consolidated statements over two years.

Art. 55. In case of dissolution, the Board of Directors will determine the conditions under which the liquidation and devolution of the endowment of The Social Capital Foundation will be settled. The dissolution of The Social Capital Foundation will entail the transfer of its net assets to an institution carrying on an analogous or compatible goal and purpose.

Members of the Board of Directors:

*Didier Le Gall, dismissed
Omar Bourouh, elected
Alfred Chan, elected*

Signed: Patrick Hunout, President

Terhulpen, on 02 January 2008