



Part B Copy to be published in the annexes to the Belgian Official Journal after the document has been lodged with the clerk's department

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Clerk's department

Company n°: 896.799.642

Name (in full): "EUROPEAN CONFEDERATION OF CONTACT CENTRE ORGANISATIONS"

(abbreviation): "ECCCO"

Legal form: international not-for-profit association

Registered office: Brussels Diamant Building – Reyerslaan 80 – Schaarbeek (1030 Brussels)

Subject of the document: Establishment

Pursuant to a document drawn up before Mr Gérard INDEKEU, Associated Notary practising in Brussels and part of the "Gérard INDEKEU – Dimitri CLEENEWERCK de CRAYENCOUR" Civil Company established in the form of a Limited Liability Company, on the thirteenth of February two thousand and eight, an international not-for-profit association has been established, named the European Confederation of Contact Centre Organisations (abbreviated to "ECCCO"), whose registered office is situated at Brussels Diamant Building, Reyerslaan 80, Schaarbeek (1030 Brussels).

Those appearing

1. the association established under German law CALL CENTER FORUM DEUTSCHLAND e V., whose registered office is situated at 07318 Saalfeld (Germany), Kelzstraße 21, company number VR 1041 (entered in the commercial register at Bamberg, Germany).
2. the association established under Spanish law ASOCIACION ESPANOLA DE EXPERTOS DE CENTROS DE CONTACTO CON CLIENTES (A.E.E.C.C.C.), whose registered office is situated at 28050 Madrid (Spain), C/ Ona 183, company number G82996463.
3. the association established under Italian law CMMC MARKAB, whose registered office is situated at 20123 Milan (Italy), Via San Vittore 6, company number 1192308.
4. the association established under French law ASSOCIATION FRANCAISE DES CENTRES DE RELATION CLIENTELE ("A.F.R.C.") (SAS), whose registered office is situated at 75017 Paris (France), rue Riolan 42, company number B 0802014990 (Amiens).
5. the not-for-profit association established under Belgian law CONTACTCENTRES BE, whose registered office is situated at Schaarbeek (1030 Brussels – Belgium), Reyerslaan 80, entered in the register of legal entities under number 0871.865.395, represented by its chairman Mr Vincent VANDEN BOSSCHE, named below.
6. the association established under English law CCMA VENTURES LIMITED, whose registered office is situated at 20-22 Bedford Row, London WC1R 4JS (United Kingdom), company number 5799326.

All of the dealings carried out by the founders since the first of January two thousand and eight must be considered as being for the current international not-for-profit association "ECCCO".



The articles of association are established as follows

SECTION I – INTRODUCTORY CONDITIONS

Article 1: Name

The organisation is an international not-for-profit association, known as the European Confederation of Contact Centre Organisations (abbreviated to “ECCCO”). At the present time, the name has not been registered on a European Level.

The name must be stated on all official documents, invoices, announcements and other documents emanating from the association, preceded or immediately followed by the words “international not-for-profit association” or its abbreviation of “INFPA”, as well as the registered office.

Article 2: Objectives

The purpose of ECCCO is

- a. To promote and contribute to the development of European National Contact Centre Associations, by bringing together all European National Associations/Organisations and encouraging the free and honest exchange of information on matters that relate to Call Centre services;
- b. To promote the interests and needs of the European Contact industry;
- c. To promote the interchange and exchange of knowledge and information between the associations’ members;
- d. To promote the business and recognition of Contact Centre Management;
- e. To provide representation with Regulatory bodies and to use our combined voice to influence the development of this business directly with the European institutions for the benefit of all Members of the European Confederation (ECCCO);
- f. To promote use requirements and attitudes with suppliers and to negotiate favourable conditions for members regarding the establishment and use of call centre products and services;
- g. To promote cooperation between the association’s members, including the exchange of both technical and administrative information, insofar as this is permitted by law and wanted by the members;
- h. To stimulate and encourage and in any way contribute to the promotion of Contact Centre management in Europe;
- i. To act as a combined body for influencing the appropriate legislative bodies on points of common interest;
- j. To develop and promote European quality standards for the contact centre industry;
- k. To organise a European event that will include a “European award” for the best participating countries;
- l. To create links between those members who need information about other countries (via the website);
- m. To implement further ideas that will lead to shared experiences through approval by a simple majority of the Board of Directors;

The organisation may, in general, carry out all dealings that directly or indirectly promote the objectives of the organisation and develop all activities that relate to these objectives.

Article 3: Register office

1. The Confederation’s registered office is situated in Belgium, 1030 Brussels, Reyerslaan 80, Brussels Diamant Building;
2. By a decision taken by the Board, the registered office may be moved to any other European country.



Article 4: Period

The Confederation is established for an indefinite period.

SECTION II – MEMBERSHIP

Article 5: Effective members

1. The effective members of ECCCO are affiliated National (operating throughout the whole country) Local Contact Centre organisations (one association per country).
2. The Confederation has at least three Effective Members.
3. Any application to join the association as a member must be sent in writing for the attention of the Chairman of the Board of Directors at the address of the registered office of the Confederation. The ultimate decision about admitting new members will be made after deliberation by the Board of Directors. An applicant-member may only be accepted after a decision has been taken by the Board of Directors by a majority of votes. The Board of Directors is not required to give reasons for its decision. By becoming a member of the Confederation, new members will agree with these Articles of Association, the Confederation's internal policies and procedures and regulations, and will undertake to comply with them.
4. Any member may resign from the organisation by giving notification in writing to the Board of Directors, taking a period of six months into consideration.
The exclusion of a Member may only be decided on by the General Meeting, with a majority of two-thirds of the votes cast by those members present or represented.
5. The Board may decide to attribute "guest membership" to any type of organisation that can bring knowledge and added value to ECCCO.

Article 6: Rights

1. The rights of the Effective Members are the following:
 - a. To take part in the activities of the Confederation;
 - b. To contribute to the decisions of the Confederation;
 - c. To elect the Board of Directors and be elected to the Board of Directors;
 - d. To vote at the General Meeting in accordance with the articles of association.
2. "Guest members" may take part in the activities of the Confederation under the conditions laid down by the General Meeting. Guest members have no voting rights at the General Meeting, nor may they be elected as members of the Board. However, they may be part of any technical or scientific committees that may be formed.

Article 7: Duties

1. It is the duty of all members:
 - a. To contribute to the ideals of the Confederation;
 - b. To abide by the decisions taken properly by the Confederation;
 - c. To pay all required costs;
 - d. To exercise with care any mandates to which they may be appointed.



2. If these duties are not complied with, disciplinary sanctions may be imposed (including loss of membership), in accordance with the disciplinary rules approved by the General Meeting.

PART III

Article 8: General Rules

1. The Confederation consists of:
 - a. The General Meeting;
 - b. The Board of Directors.

Article 9: The General Meeting

1. Only Effective Members may attend the General Meeting (one per country).
2. Only Effective Members have voting rights, in accordance with the principle of “one member, one vote”.
3. The General Meeting will be held each year before the thirtieth of September. An Extraordinary General Meeting may be convened at any time by the Board of Directors in situations laid down by law or in the articles of association or when at least one-fifth of the Effective Members so request. In this latter case, the General Meeting must be convened within one month by the Chairman of the Board of Directors. All members will be invited to attend the meeting at the latest eight days in advance by registered letter or e-mail, with confirmation of receipt, signed by the Chairman of the Board of Directors. The letter of summons to the meeting must state the day, time, location and agenda for the meeting. Any Member who is unable to attend the meeting may grant proxy to another Member. Each Member may only have one proxy. The Board of Directors may decide on the form of the proxy.
4. Decisions taken by the General Meeting are valid when more than one-half of the Effective Members are present or represented. If this condition is not met, a new General Meeting may be convened with the same agenda and this meeting must take place within a maximum period of two months. The Meeting’s decisions will be deemed to be valid regardless of the number of Members present. Unless the law or the articles of association provide otherwise, decisions by the General Meeting will be taken by a simple majority of votes cast by Effective Members attending the meeting or represented, without taking account of abstentions.
5. The decision taken by the General Meeting will be minuted, signed by the Chairman and Secretary and kept available to Members at the organisation’s registered office.

Article 10: Powers of the General Meeting

The General Meeting will:

- a. appoint and dismiss the members of the Board of Directors;
- b. approve the annual financial statements;
- c. approve the Business Plan and Annual Budget;
- d. deliberate on the application of sanctions for members and assess situations that justify the exclusion of an Effective Member for non-compliance with the conditions set out in article 7;
- e. approve the amount of the membership fees and annual costs;
- f. approve and modify the Disciplinary Rules;
- g. modify these articles of association;
- h. if applicable, appoint and discharge the auditor and define the remuneration of the auditor if remuneration is given;
- i. appoint the liquidator(s) and approve the manner in which the organisation is liquidated;
- j. decide on the discharge of the directors and auditors for their responsibilities;



k. decide on the dissolution and liquidation of the organisation.

Article 11: Board

1. The Board will consist of at least three members, who are elected from the Effective Members, one of whom will be Chairman, elected by the members of the Board; there may also be one or more vice-chairmen. The number of members of the Board must always be lower than the number of Effective Members. The Chairman and the other elected members of the Board are appointed for a period of two years and their term of office begins to run at the end of the General Meeting that dealt with their appointment. The members of the Board may be re-elected.

2. If a member of the Board is unable to carry out his/her duties, the General Meeting will decide on that person's replacement. The General Meeting can dismiss a member of the Board at any time by a simple majority. The members of the Board may resign at any time.

Article 12: General Secretary and Treasurer

1. The Board may appoint a General Secretary and Treasurer who may or may not be members of the Board.

2. It is the duty of the Board to define the duties of the General Secretary and Treasurer, as well as to decide about their replacement and/or dismissal.

3. The mandate of the General Secretary and Treasurer will begin at the time they are appointed. Their mandate will end at the same time as their mandate as member of the Board ends or, if they are not a member of the Board, at the time laid down by the Board, which may not be longer than two years.

Article 13: Powers of the Board

1. The Board of Directors has the widest possible powers, with the exception of any power reserved for the General Meeting. It is the duty of the Board to deliberate about matters that relate to the Confederation, in particular in relation to:

- a. the convening of General Meetings;
- b. the purchase of goods of any nature required to further the activities of the Confederation;
- c. collecting membership fees and annual contributions;
- d. the reporting and drafting of the annual financial statements;
- e. deciding on the admission of new Members;
- f. organising the participation of invited guests and the activities of the Confederation.

2. For all purposes related to the law or otherwise, the Confederation will be represented by the Chairman of the Board of Directors.

3. Decisions by the Board will be taken by a simple majority of the votes cast by the members at the meetings. The purpose of the organisation is to take all decisions by consensus. In the event of the votes being tied, the vote of the Chairman will be decisive. Decisions taken by and actions taken by the Board will be recorded in writing in minutes and kept at the organisation's registered office.



SECTION IV – FINAL CONDITIONS

Article 14: Income

The Confederation's income shall consist of:

- a. the membership contributions paid by Effective and Guest Members;
- b. the annual contributions paid by Effective and Guest Members;
- c. the gifts and legacies of which the Confederation is the beneficiary;
- d. the subsidies and other payments of any kind allocated by public or private entities;
- e. the income generated by the Confederation in the course of carrying out its activities.

Article 15: Contributions

Effective Members may be subject to various annual contributions; the rules for this will be defined and approved by the General Meeting.

The maximum membership fee and annual contribution that may be asked of members is between one thousand euro (1 000 EUR) and ten thousand euro (10 000 EUR).

Article 16: Dissolution

In the event of the Confederation being dissolved, the assets will be distributed among the Effective Members that are organised as non-profit organisations or entities, in proportion to the costs that they have paid over the previous two years.

Article 17: Remuneration

The General Meeting will decide whether the members of the Board will receive an amount of remuneration or not.

Article 18: Modifications to the articles of association

These articles of association may be modified at any time by the General Meeting by way of a qualified majority of two-thirds or more of the votes cast by the Effective Members.

Article 19: Financial year

The financial year will commence on the first of January and end on the thirty-first of December of each year.

Article 20: Auditor

If required by law, the supervision of the Confederation's financial situation and the annual financial statements and compliance with the Law governing not-for-profit associations will be entrusted to one or more auditors appointed by the General Meeting from the members of the Institute of Company Auditors.

The General Meeting will define the number of auditors and their remuneration.

The auditors will be appointed for a period of three years and may be re-elected.

If no auditor is appointed or if all of the auditors are prevented from carrying out their duties, the Board of Directors will immediately convene a General Meeting for the appointment or replacement of this auditor.



DECISIONS OF THE PERSONS APPEARING

GENERAL MEETING

After the articles of association were thus drawn up, the general meeting of the member was immediately convened, which meeting decided to appoint the following as directors:

1. Mrs Ann-Marie STAGG, born in Derby (United Kingdom) on the ninth of May nineteen hundred and sixty-four, residing at Tudor Cottage, Coppice Lane, Brereton, Cheshire, CW11 2SW (United Kingdom), passport number 100059231.
2. Mr Manfred STOCKMANN, born in Munich (Germany) on the twenty-ninth of April nineteen hundred and sixty-one, residing at Roggensteinerstraße 23F, 82140 Olching (Germany), passport number 8189238359.
3. Mr Vincent VANDEN BOSSCHE, born in Overijse on the eighteenth of June nineteen hundred and sixty-two, residing at 3090 Overijse, Bergstraat 30, passport number ED548168.
Their mandate ends immediately after the ordinary general meeting of two thousand and nine.

The parties appearing decided that the first corporate financial year will be closed on the thirty-first of December two thousand and eight.

The first ordinary general meeting will be held at the latest by the thirtieth of September two thousand and nine.

BOARD OF DIRECTORS

The directors thus appointed then met as the Board of Directors and unanimously appointed:

- as chairman: Mr Vincent VANDEN BOSSCHE
- as vice-chairmen: Mrs Ann-Marie STAGG and Mr Manfred STOCKMANN.

POWER OF ATTORNEY

All powers were granted to Mr Vincent VANDEN BOSSCHE, with the power of substitution for the purpose of carrying out all of the formalities required as a result of the decisions taken with the Crossroads Bank for Enterprises.

All powers in relation to lodgement with the Clerk of the commercial tribunal with jurisdiction and the publication of this deed of establishment in the Belgian Official Journal were granted to the undersigned notary or to any of his staff.

Certified a true analytical extract.

Gérard INDEKEU, Notary

At the same time as lodged, the official deed was sent and the royal decree issued on **185/03/2008**, by which legal personality was granted to the association.