

EUROPEAN HEALTH AND FITNESS ASSOCIATION OF EMPLOYERS

Articles of Association (translation)

Article 1: Denomination.

With these Articles of Association, an international, non-profit association is founded which shall be called:

‘EUROPEAN HEALTH AND FITNESS ASSOCIATION OF EMPLOYERS IVZW’,

in its abbreviated form known as “EHFA-E” IVZW.

Article 2: Registered office.

The registered office of the Association shall be established at 40 Washington Street, Brussels, in Belgium with the European Health and Fitness Association.

Article 3: Term.

The term of the Association shall not be limited. The financial year coincides with the calendar year.

Article 4: Objective.

The Association, which is devoid of any profit-making spirit, has the following objective:

- To unite these and other qualifying national associations into a confederation, to look after the interests of employers established within the European Union that professionally run Health and Fitness facilities and related activities, in the area of social dialogue.

Article 5: Actions.

In order to achieve its objective the Association aims at the following actions:

- to organize consultation and cooperation between the national associations in the EU member states that unite the ‘Health and Fitness’ sector and to inform them regarding Health and Fitness activities in the field of social dialogue, and in particular to negotiate with third parties for example the authorities in view of the sectors’ interests, and to establish, participate and enhance social dialogue at the European level,

- to intervene with the authorities, to consult and to inform them regarding the present or the future regulation concerning the execution of activities in the Health and Fitness sector in relation to social dialogue.
- To partner and participate in projects and programmes in the area and to the benefit of social dialogue for the sector of active leisure.

The Association can, moreover, in order to achieve its objective, perform all acts and carry out all duties that directly or indirectly relate to its objective or that facilitate its realisation or contribute to the achievement of the objective as long as they do not conflict with those of EHFA AISBL. EHFA-E shall become a member of the European Health and Fitness Association (EHFA) immediately after its incorporation. All EHFA-E national association members shall also be required to be EHFA AISBL member.

Article 6: Members.

The Association shall have a minimum of three members.

Article 7: Members admission.

Membership of EHFA-E can only be obtained by national associations established in an EU member state, which offer and execute Health and Fitness and related activities.

Only non-profit associations that have been established consistent with the law and customs of their own country may be admitted as a member.

Associations that comply with the same qualification and that are established in a European country that is associated with the EC for instance Switzerland, can also be admitted as members of the association.

During the following five years (2013-2018), only one association per European country or state can be admitted as a member of EHFA-E.

To become a member, candidates must apply in writing to the President of the Board of Directors. Their application must state the reason or reasons for their request.

Applicants are accepted by the General Meeting which does not have to motivate its decision.

If an association that is established within an EU member state with the same objective as the one of a present member of EHFA-E applies for admittance to the Association, the admission can only be accepted under the following conditions:

- the applicant represents a number of members that equals at least 50% of the number of members that is represented by the existing federation,
- the applicant has no members that are already members of the existing federation.

Article 8: Resignation of members.

Members send notification of their resignation to the President of the Board of Directors by registered post.

The Board of Directors does not have to motivate the acceptance of the resignation in order to be effective.

The resignation must be sent at least three months prior to the effective ending of activities of the association.

Are considered as a resigning member by law:

- a member that has failed to pay its membership fees, within thirty days after he/she has been given a formal notice by registered post of proof of default,
- a member of whom the Board of Directors has stated that his/her conduct or actions no longer comply with the reason or reasons indicated in the application for membership.

The administrative body of the association shall state the circumstances and the resignation itself.

Article 9: Exclusion of members.

Exclusion of a member is decided by the General Meeting.

The decision to exclude a member is taken by a majority of two thirds of the members. This decision is made in the event of non-compliance with the Articles of association, in the event of serious misconduct causing hindrance or difficulties in fulfilling the objective or objectives of the association.

A member for whom exclusion has been asked is entitled to a personal hearing in front of the Board of Directors before the decision to exclude the member is made.

Article 10: Suspension of members.

The Board of Directors may provisionally suspend a member that is supposed to have seriously infringed the Articles of Association or has deliberately hindered the fulfilling of the objective or objectives of the association, which are grounds for suspension until a decision can be taken at the next General Meeting.

A resigning or suspended member and his rightful claimants have no rights to the assets of the association; neither can they ask for a reimbursement of the contributions they have paid. They remain in full force to pay their contributions and other financial obligations.

Article 11: Members' powers.

Following legal provisions, members have the following powers:

- to participate in the meetings of the General Meeting,
- to vote decisions of the General Meeting.

Article 12: Members' obligations.

Members must pay an annual contribution. The amount of the contribution is set by the Board of Directors and is reinforced by the General Meeting. Membership fees can amount to five thousand euro (€ 5.000) maximum.

Article 13: General Meeting powers.

The executive committee is the General Meeting. The General Meeting consists of all the members of the Association. Members appoint their representatives for the General Meeting. Per member two representatives can be admitted to the General Meeting. Only one of the two representatives is allowed to vote.

The General Meeting must be convened for the following matters:

- approval of the budget and annual accounts,
- amendment of the Articles of the association
- appointment and dismissal of Board Directors,
- appointment and dismissal of external auditor and the fees they receive if a remuneration has been granted,
- grant acquittal and discharge to Directors and external auditor,
- voluntarily winding up the association,
- exclusion of a member,
- setting the amount of membership fee.

Article 14: General Meeting. Meetings.

The General Meeting shall meet at least once a year. The General Meeting shall be convened by the President of the Board of Directors, or failing, by the head of the executive of the association.

All effective members receive notification to attend the General Meeting by ordinary post or by e-mail at least eight calendar days prior to the meeting.

Article 15: General Meeting. Decision making procedure.

All members of the Association have equal right to vote and have one vote.

Decisions are made by a simple majority of votes, except for those reserved for the Board of Directors by law or statutory rights. In case of equality of votes, the vote of the President or of the person replacing him/her, is deciding.

Article 16: General Meeting. Notification to attend.

The decisions of the General Meeting are entered into a register with the Articles of the Association, in the form of minutes, they are signed by the President and the Secretary.

This register is held in the registered office, where all members can consult it. The register, however, may not leave the registered office.

Abstracts from the minutes, signed by the President and the Secretary, can be handed over to the members.

Article 17: Board of Directors' powers.

The Board of Directors has the most ample powers for the management of the Association, with exception of the powers legally or statutory granted to the General Meeting of the Association. The Board of Directors may delegate special, delimited powers to one or more members of the Association or to one or several external persons.

Internal regulations may be drawn up by the Board of Directors who may amend or revoke them at any time.

Article 18: Board of Directors appointment and composition.

The Association shall be administered by a board composed of a minimum of three and a maximum of five members.

The Board directors shall be appointed by the General Meeting. The Board of Directors may however, co-opt one or more members without exceeding the maximum number of members.

The term of office of a director is five years; the term is renewable.

The Board of Directors can limit the term of office of a new director to the period needed to end the mandate of the director whom he is replacing.

As long as the General Meeting has not renewed the Board of Directors at the end of term of office of its members, they shall continue to perform their duties.

The Board of Directors shall appoint a president, a treasurer and a secretary from its members. The president of the Board of directors also presides at the General Meeting.

The Board of Directors shall not be remunerated unless a decision is taken to the contrary by the General Meeting. The remunerations shall consequently be inscribed into the accounts, where they will be approved for genuine and true.

Article 19: Board of Directors. End of term of office.

The resignation of a director must be addressed to the Board of Directors for the resignation to be effectively accepted by the General Meeting.

The impediment of a director is pronounced by the General Meeting.

A two third majority of the votes is needed for the impediment.

Article 20: Board of Directors. Meetings.

The Board of Directors shall meet when they are called by the President or, failing this, by a Board director, when the management of the Association finds it necessary.

In the event of impediment to attend a meeting on the part of a Board Director, he or she may give written proxy to another Board Director. No director may hold more than one proxy.

The President may be assisted by one or more experts for certain tasks. An expert can be appointed by the Board of Directors for a term of maximum three years, the term of office can however be renewed by agreement of the General Meeting.

The Board of Directors can only take decisions regarding the points inscribed in the agenda of the meeting. The Board of Directors can, however, always add points to the agenda if at least half of the members are present and agree with the addition of items.

Article 21: Board of Directors. Decision-making.

Decisions shall be made by a majority of votes, disregard the number of members present or validly represented except in cases where otherwise provided by law or in the Articles of the association.

Each Director has one vote.

Article 22: Budget and annual accounts.

Every year the Board of Directors shall make a budget proposal to the General Meeting for the following financial year.

The Board also deposits for approval the annual accounts of the past financial year. These accounts must be made up according to the stipulations of Article 53, § 3, of the law of June 27, 1921 and the Royal Decrees to implement this law.

If at the closure of the financial year, the association has reached at least two of the three limits foreseen in Article 53 § 3 of the law of June 27, 1921, the Board of Directors will appoint an external auditor and decide on his remuneration or fee.

Article 23: Delegation of the daily management.

The board of Directors may delegate certain powers.

The decision to delegate is taken by a majority of the members of the Board of Directors for as far as half of them are present.

The executive has the power to execute the following actions, within the limit of the amount of € 5.000 EUR indexed following the index evolution of the consumer goods:

- to take any action needed or required to execute the decisions of the Board of Directors;
- to sign daily correspondence;
- to let goods;

- to demand and collect all sums of money, all documents and all goods and to give receipt thereof;
- to execute payments;
- to close contracts with suppliers of services, including entering into credit agreements, insurance contract;
- to buy or sell goods, both real estate and moveable property.
- to sign all receipts for registered mail, documents or parcels sent to the association.
- The term of office of the delegate to the daily management finishes in the same way as the conclusion of the term of office of a Director.

Article 24: Representation.

The Board of Directors appoints one or several persons to duly represent the Association in legal and out-of-court proceedings, including in its administrative steps towards a third party.

The decision for representation is taken by a majority of members for as far as half of the members are present or represented.

They can represent the association with the authority, every administration or civil service, including signing attestations and pieces of evidence that must be submitted in fiscal and social matters.

They can duly represent the association in legal matters, both as a plaintiff and as a prosecutor. They can also act in the deposition of documents at the registry and publication for instance in the ‘Belgisch Staatsblad’.

The term of office of those empowered to duly represent the association ends after acknowledgement of the termination by the Board of Directors. The Board of Directors does not need to motivate its decision.

Article 25: Amendment of the Articles of the Association.

In respect with the powers of the Minister of Justice and the notary, proposals to amend the Articles of Association must be accepted by the General Meeting.

No decision of amendment of the Articles of Association by the General Meeting may be adopted unless two third of the members are present or represented. The General Meeting decides with a majority of votes.

If the quorum of those present is not reached, a new General Meeting is summoned within thirty calendar days with the same item on the agenda. This meeting decides legally with a majority of votes.

Article 26: Dissolution and liquidation of the association.

In case of voluntary dissolution of the association the General Meeting appoints a liquidator, and decides upon his powers.

In all events of voluntarily or legal liquidation, at any moment or for whatever reason, the net assets of the dissolved Association is made out to the successor Association or the successor associations for as far as it is used for a non-profit objective and when there is no successor association or no successor

associations, of an association that has or associations that have an objective or objectives similar to the one of the association, for as far it is used for a non-profit objective. The decision to make the asset available is taken by the General Meeting and for lack of a decision by the General Meeting, by a liquidator.

Article 27: Publication.

These Articles of association are published in Dutch, in Belgium, consistent with the stipulations of the Belgian law concerning.

Article 28: Referral - precedence of mandatory legal provisions.

Anything that is not explicitly provided for in these Articles of Association shall be governed by the Law of June 27; 1921 – Relating non-profit associations, international non-profit associations and foundations and by Royal Decree for its execution.