

ARTICLES OF ASSOCIATION

NAME AND SEAT

Article 1

The association shall bear the name: **European Health and Fitness Association (EHFA)**.
The board shall establish the seat of the association's secretariat.

OBJECTIVE

Article 2

1. The association, a non-profit organisation, shall be formed within the European geographical and political borders. Its objective shall be: to promote the development - within a European context - of physical exercise and fitness, in order to have as many people as possible take part in health-promoting physical activities and to satisfy all related requirements.

The association shall lead the development and implementation of a European Framework of Standards for the Health and Fitness Sector, without excluding co-operation with affiliated organisations in countries outside the European Community.

It will attempt to reach this objective by:

- a. Supporting Social Partners to set, implement and evaluate standards and qualifications, at the National level within the European framework for Health and Fitness Facilities and Professionals;
- b. Working towards the harmonisation of qualifications and standards, which will support the development of the European employment market in Health and Fitness;
- c. Supporting the development of separately organised networks of Employers and Professionals and those responsible for verification and training of individuals for the Health and Fitness Industry to implement the European Framework of Standards;
- d. Enhancing public awareness of health in general and more specifically of health-promoting physical activities and fitness;
- e. Advancing the level of development of organisations for physical exercise and the fitness sector at the National and European level in order to enhance social support for health-promoting physical activities and fitness;
- f. Promoting employment and scientific research with regard to health promoting physical activities and fitness;
- g. Promoting the European Framework Internationally.

DURATION

Article 3

The association has been entered into for an indefinite period of time.

MEMBERSHIP

Article 4

1. The association shall have a minimum of two members; there is no limit on the maximum number of members.
Membership to the Association is open to individuals and public and private organisations and associations, profit and non-for-profit-making, legally incorporated according to their National Law and established in countries according to article 2.
In addition, the association can appoint honorary members who are entitled to take part in the association's meetings without voting rights.
Where these articles of association or regulations adopted or decisions taken under these articles of association refer to a member or members, this includes both the ordinary members, the affiliated members and the honorary members, unless explicitly determined otherwise or apparently to be interpreted otherwise.
2. Ordinary members include: organisations, which have been established in conformance with legal rules of the country of creation within the European geographical and political borders and whose creation and legal status can be ascertained by written documents, or

organisations which have not been created in the above manner and which do not therefore have a legal status but can demonstrate to offer services which will further develop the physical exercise and fitness sector, provided the two above organisation categories play an active role in the physical exercise and fitness sector, including for example:

- Employers, employees and professional organisations in the physical exercise and fitness sector;
- Organisations involved in training in the physical exercise and fitness sector;
- Trade organisations;
- Scientific and Verification bodies with an interest in the Health and Fitness sector and have registered with the board and have been accepted into the organisation as such by the board.

In the event of non-acceptance by the board, the general meeting may decide to accept.

3. Affiliates include organisations outside the European geographical and political borders involved in activities related to the activities promoting the realisation of the association's objective.
4. Honorary members are members who have been appointed by the general meeting as such based on special merits for the association and who have accepted their appointment.

Article 5

The membership is not-transferable.

Article 6

1. The membership shall commence after the membership contribution has been paid and shall end following:
 - a. Cancellation by the member;
 - b. Dissolution of the organisation affiliated as a member;
 - c. Cancellation by the association;
 - d. Removal.
2. A member may cancel his membership at the end of the financial year, provided this is done in writing and subject to a cancellation period of no less than four weeks. Immediate termination of the membership through cancellation is also possible:
 - a. if continuation of the membership cannot reasonably be required;
 - b. within one month after a member learns of or has been informed of a decision under which the rights of the members are curtailed or their obligations are increased, unless it concerns a change of the financial rights and obligations;
 - c. within one month after a member has been informed of a decision to change the association to another legal form or to merge it.If the cancellation has not taken place on time, the membership shall continue until the end of the following association year.
3. Cancellation of the membership by the association shall take place by the board, in writing and subject to a minimum cancellation period of four weeks. Cancellation of the membership by the association shall take place particularly if a member has failed to pay the membership contribution within the period specified, but no sooner than one month after the member has been urged by registered mail to pay, in the event the nature of the organisation's business associated as a member - based on which it was accepted as a member - has changed, and furthermore in all cases in which the association cannot reasonably be required to continue the membership. If the cancellation is not made on time, the membership shall continue until the end of the following association year.
4. Removal from membership may only be pronounced when a member acts contrary to the articles of association, regulations or decisions of the association, for example when the member harms the association unreasonably. The removal shall take place by the board, who shall inform the member in question as soon as possible of its decision, stating its reasons. The party involved shall be authorised to appeal to the general meeting within one month after receiving the notification. During the appeal period and pending the appeal, the member is suspended. The general meeting may only decide to remove a member by means of a decision for this purpose, taken with a majority of at least two thirds of the number of votes cast.

5. If the membership terminates during the course of an association year, the member shall nevertheless be required to pay the annual contribution for the entire year.
The committee may suspend any member who acts contrary to the articles of association, regulations or decisions of the association or who harms the association unreasonably, for a period to be determined by the board, but no more than six months. Appeal with the general meeting against the suspension is possible. The stipulations of paragraph 4 relating to the "appeal" shall apply mutatis mutandis.

FUNDS

Article 7

1. The funds of the association shall comprise the annual contributions from the ordinary members and the affiliated members and income from services provided to the members and other income.
2. Members of the Association shall pay an annual fee, which amount is determined by the general assembly, as proposed by the board.
Honorary members are exempt from the above obligatory contribution.
3. The board shall be responsible for drawing up the financial annual report and the budget for the association, which two must be submitted to, discussed in and approved by the general meeting.

BOARD

Article 8

1. The board shall comprise a Chairman and at least two natural persons from each of the EHFA Employers Network, EHFA Network of Health and Fitness Professionals and the EHFA Verification and Training Network. They shall elect from their number a vice chairman, a secretary general, a treasurer and furthermore appoint any other official regarded as essential for the functioning of the association.
2. The members of the board shall be appointed by the general meeting. An independent Chairman will be personally appointed by the general meeting from the membership of the Board.
The positions of vice chairman, secretary general, and treasurer may be combined with another position on the board, however not with the position of the chairman.
In addition, board members shall be either individual members or persons legally entitled to represent a member organisation or association.
The general meeting shall establish the number of board members.
3. Members of the board may be suspended and dismissed by the general meeting at all times without stating reasons. In the event of suspension or dismissal the general meeting shall decide with a majority of two-thirds of the votes cast.
4. If in the case of suspension of a board member and the general meeting fails to decide to dismiss him within three months, the suspension shall be lifted. The suspended board member shall be given the opportunity to give account in the general meeting and may be represented by counsel in this.
5. Members of the board shall be appointed for a two-year period. A year in this is understood to be the period between two consecutive annual general meetings. A retired member of the board may be re-appointed immediately.
6. Vacancies are filled as soon as possible. An incomplete board shall maintain its managing authority.

Article 9

1. The board is charged with running the association and shall take all decisions necessary for the functioning of the association. Board decisions shall be taken with a majority of all votes cast, taken in a committee meeting in which a majority of all members of the board are present.
In the event of a tie in votes, the chairman or his replacement shall decide.
Board meetings are convened at least once every year. Minutes shall be drawn up of all board meetings, which must be signed by the chairman (or his replacement) following approval and then be filed.
Board meetings shall be chaired by the chairman, and in his absence, by the vice chairman.

2. Save for the stipulations of paragraph 3 of this article, the board shall also be authorised to decide to enter into agreements to obtain, sell or encumber registered properties and to enter into agreements whereby the association commits itself as security or as joint and several debtor, to warrant performance by a third party or to commit itself as security for a third party debt, and to recruit staff.
The board shall also be authorised to appoint external experts in order to support the realisation of the association's objectives, provided the necessary budget has been approved by the general meeting.
3. The board requires the approval of the general meeting for decisions to enter into agreements, described in paragraph 2 above.
Without aforesaid approval, the association cannot be legally represented in these legal actions.
4. All official documents which relate to the association shall be signed by the chairman and the secretary general or their legal replacements.

Article 10

1. The board represents the association.
2. The power of representation shall also fall to the chairman or the vice chairman together with the secretary general or the treasurer, or the secretary general together with the treasurer.
3. The board may give power of attorney to one or more members of the board as well as to others to represent the association within the limits of that power of attorney.

THE GENERAL MEETING

Article 11

The general meetings are to be held at a place to be further determined.

Article 12

1. Provided they are not suspended, the following shall have access to the general meeting:
 - Individual members;
 - Representatives of the organisation or association members;
 - Honorary members;
 - Persons invited by the board.

The voting rights are determined according to the membership category. The number of votes for each membership category will be decided by the general assembly. In addition, voting by proxy is allowed.

Invitees shall be introduced as such at the start of the meeting and shall be entitled to take part in the deliberations, but shall not have a voting right either.

A suspended member shall have access to the meeting where the decision to suspend is treated, and shall be entitled to address the meeting about this matter.

2. An unanimous decision of all those entitled to vote in the general meeting, even if not convened in a meeting, shall have the same effect as a decision taken by the general meeting, provided the board was notified in advance.
3. The chairman determines the manner in which the votes in the general meeting are held.
4. Any decision for which no greater majority is prescribed by law or by these articles of association shall be taken by an absolute majority of the votes cast, in a meeting in which the majority of all those entitled to vote are present.

If the number of people entitled to vote attending the general meeting is not enough to take a valid decision, a new general meeting shall be convened to discuss the same subject.

During the period leading up to the general meeting in question, the decision shall remain valid, provided the majority of the people entitled to vote present voted in favour of the proposal.

If the votes are equally divided over matters, the proposal shall have been rejected if the votes are equally divided over the election of people, the drawing of lots shall decide the issue. If no one person obtains an absolute majority in the election between more than two persons, a revote shall be held between the two persons with the most votes, if necessary following an intermediate vote.

Article 13

1. The general meetings shall be chaired by the chairman, or, in his absence, by a replacement to be appointed by the board; the secretary general shall act as secretary.
2. The decision pronounced by the chairman at the general meeting that the meeting has come to a decision, shall be decisive. The same shall apply to the content of the decision taken, in so far as the vote regarded a proposal not recorded in writing.
3. The secretary or a person appointed by the chairman shall keep minutes of the issues dealt with at the general meeting. These minutes shall be adopted at the same or in the next general meeting and shall be signed by the chairman and the secretary of that meeting as proof thereof.

Article 14

1. The association's financial year shall run concurrent with the calendar year. Every year at least one general meeting shall be held within six months after the conclusion of the financial year, notwithstanding extension of this term by the general meeting. At this general meeting the committee shall present its annual report on the association's affairs and policy.
It shall submit to the meeting for approval the balance and the statement of assets and liabilities with an explication. These documents shall be signed by the members of the board; in the absence of the signature of one or more board members, this shall be recorded stating the reasons.
2. If regarding the fairness of the documents referred to in the previous paragraph no accountant statement as referred to in Sections 2:393 subsection 1 of the Civil Code is submitted to the general meeting, then a commission of no less than two members who shall not form part of the board shall be appointed every year by the meeting.
3. The board shall submit to the commission the documents referred to in paragraph 1 at east one month before the day on which the general meeting is to be held at which meeting these shall be dealt with.
The commission shall study these documents and report its findings to the general meeting.
4. For its research the board shall provide the commission with all information required, if necessary show the cash and assets and grant perusal of the association's books and documents.
5. If the commission feels its study requires special accounting expertise, it can call in the assistance of an expert at the costs of the association.

Article 15

1. In addition to the general meeting referred to in the previous article, general meetings are convened by the board as often as it thinks desirable.
2. At the written request of at east one-third of the ordinary members, the board shall be obliged to convene a general meeting no later than four weeks after the request was submitted. If the request is not carried out within fourteen days, the petitioners may themselves convene the general meeting. The petitioners may then charge people other than the members of the board with chairing the meeting and drawing up the minutes.
3. The convocation of the general meeting shall take place by written notification to the people entitled to vote at east one month in advance.
The convocation must be accompanied by the agenda, the list of issues to be detail with and the documents relevant for the issues to be dealt with.
Votes may only be held on the issues listed on the general meeting agenda.
4. If the general meeting has not been convened in writing, the general meeting may nevertheless take legal decisions, provided at least that the number of people entitled to vote present at the meeting is sufficient to cast half of the number of votes that can be cast in a full meeting and that no member or anyone of the board opposes the decision-making. If the convocation of the general meeting took place within the prescribed period, the general meeting may nevertheless take legal decisions, unless this is opposed by one tenth of the people present at the meeting and entitled to cast their vote.
The stipulations in the first sentence of this paragraph shall apply mutatis mutandis to decision-making by the general meetings regarding issues not induded in the agenda.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 16

1. The articles of association may only be amended by a decision of the general meeting, which is convened with the notification that the amendment of the articles of association is to be proposed there.
2. Those who have convened the general meeting to discuss a proposal to amend the articles of association must send the persons entitled to vote a copy of the proposal detailing verbatim the proposed amendment at least two weeks before the day of the meeting.
3. The general assembly in which at least a simple majority of votes are present, can decide to amend the articles of association by a majority of at least two-thirds of the number of votes cast.
4. The amendment to the articles of association shall first become effective after they have been laid down in a notarial record. Each member of the board shall be entitled to have the deed of the amendment to the articles of association passed.
5. The stipulations in paragraphs 1 and 2 of this article shall not apply if all of the persons entitled to vote are present or represented at the general meeting and the decision to amend the articles of association is taken unanimously.
6. The members of the board shall be obliged to submit an authentic copy of the deed of the amendment to the articles of association and a full consecutive text of the articles of association, as they read after the amendment, at the office of the association register held by the Chamber of Commerce and Factories.

DISSOLUTION and LIQUIDATION

Article 17

1. The stipulations in article 17 paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a decision by the general meeting to dissolve the association.
2. Together with the decision referred to in the previous paragraph, the general meeting shall determine the use of any credit, where possible in agreement with the association's objective.
3. The liquidation shall take place by the board.
4. Following the dissolution the association shall continue to exist where necessary to liquidate its assets. During the liquidation the stipulations of the articles of association shall continue to apply as far as possible.
In any documents and notifications sent out by the association its name must be accompanied by the words "in liquidation".
5. The association shall cease to exist when it or the liquidator(s) know of no more credit. The liquidator(s) shall record the termination in the register referred to in paragraph 6 of article 17.
6. The books and documents of the association dissolved must be kept for a period of twenty years following the liquidation. They shall be kept by the person appointed as such by the liquidators.

REGULATIONS

Article 18

1. The general meeting can adopt and change one or more regulations in which issues are arranged in which these articles of association do not provide or do not fully provide.
2. Regulations shall not contain any stipulations that are contrary to the law or these articles of association.
3. The stipulations in article 17 paragraphs 1, 2 and 5 shall apply mutatis mutandis to decisions to adopt and change a regulation.