

Articles of Association

Article 1: Denomination.

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

‘EUROPEAN CONFEDERATION OF OUTDOOR EMPLOYERS IVZW’,

in abbreviated form ‘EC-OE IVZW’ referred to within as ‘the Association’.

Article 2: Registered office.

The registered office of the Association shall be established at 3040 Huldenberg, Wolfshagen 180 in Belgium. It may be transferred to any other Belgium address following a decision taken during an Annual General Meeting (AGM).

Article 3: Term.

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

Article 4: Objective.

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

- Inform, negotiate and consult with governing bodies at European and international level on issues related with the practice and development of ‘*The Outdoor Sector*’ as defined in Article 6;
- To look after the interests of one or more and/or a combination of the legal entities as described in Article 7;
- To unite those legal entities into an European confederation;
- To assist those legal entities in the realization of their objectives;
- To represent, defend and promote the interests of those legal entities and the outdoor sector at large, especially to the public as well as to supra-national authorities;
- Collaborate with other sectors with which it is related as by European Union authorities and act in common towards said authorities;
- Create and apply standards, norms, codes of good practice and risk assessment and prevention for the sector, ...

- Promote experience exchange and employees` mobility internationally and especially within Europe.

Article 5: Actions.

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

- To organize consultation and cooperation between its members and to inform them regarding commercial outdoor activities as well as activities relating to the outdoors;
- To take actions in order to promote commercial ‘outdoor’ and directly related activities, both to the public at large as to national and supra-national authorities;
- To promote public participation in outdoor activities for entertainment and health purposes;
- To negotiate with third parties such as the EU Parliament and/or its members, the EU Commission and/or the EU Directorate General, any other EU organisations and/or sectoral representatives and/or social partners as well as national governments, regional and/or local authorities, in view of the sector’s interests;
- To establish, participate and enhance social dialogue at European level;
- To intervene with the authorities, to consult and to inform them regarding the present or the future regulations and/or standards concerning the execution of activities in the outdoor sector;
- To install a European information and documentation centre as well as a sector observatory;
- To create and maintain sectoral bodies such as Sector Skills Alliance, Accreditation Body, Certification Bodies, ...
- To create and maintain a Register of professionals related to a European professional card, which will facilitate mobility of outdoor professionals and in the same time guarantee a high and uniform level of services;
- To participate in research programmes, EU programs, WTO programs and/or calls for proposal;
- To create, to register and to protect intellectual property rights relating to standards, definitions, rules, frameworks, procedures, norms, good practices and any other common works and intellectual research published by its members, partners and/or by itself;
- To assist and promote mobility of both employers and employees in the outdoor sector by facilitating and accrediting common training schemes and standards and providing quality assurance and consistency to the sector’s needs.

In order to achieve its objectives, the Association can moreover perform all acts and carry out all duties that directly or indirectly relate to its objectives or that facilitate their realisation or contribute to the achievement of the objectives.

Article 6: Sector definition.

For the purpose of the present Articles, the definition of ‘The Outdoor Sector’ or the ‘Outdoors’ (as an economic sector) is as follows:

“The outdoor sector uses outdoor related activities (canoe, rafting, horse riding, ... etc.) as the basis of delivery of a recreational or personal development service. Outdoor providers do not generally offer competitions. The outdoor sector uses qualified animators or instructors to deliver these outdoor activities in a context of fun, recreation, tourism, outdoor learning or engagement with the natural environment.” (ESCO – European Skills, Competences, Qualifications and Occupations)

Article 7: Members.

The Association shall have a minimum of three members.

Membership is primarily offered to employers’ organisations that represent The Outdoor Sector’s commercial employers at national level, acting in their own country as a legally established entity, structurally able to participate in social dialogue for The Outdoor Sector. These National Unions of Employers’ are key to the Association and hereinafter are referred to as ‘College 1’.

Membership of the Association can also be obtained by The Outdoor Sector’s commercial individual entrepreneurs, registered companies and public and private registered training organisations, their respective representatives, unions, federations and confederations as described below and hereinafter referred to as ‘College 2’.

Representatives, federations and confederations can only be non-profit associations/unions and have to be established consistent with the laws of their own country to be admitted as a member.

Only the application of legal entities that relate and/or are involved and/or are acting in the commercial outdoor sector may be considered and approved to become members of the Association.

Members of ‘College 2’ are legal entities as follows:

- Service providers: commercial individual entrepreneurs and companies registered within Europe that professionally offer and/or deliver outdoor activities, related outdoor activities and/or guidance to the participants in these activities as well as their national and international representatives, unions, federations and confederations;

and

- Goods manufacturers and retailers: commercial individual entrepreneurs and companies registered within European states that professionally offer and/or manufacture and/or sell outdoor goods as well as their national and international representatives, unions, federations and confederations;

and

- Training providers: individual lecturers, public and private training organisations registered within European countries that deliver outdoor activities related training programs and/or

courses in the interest of the two above mentioned groups of commercial entities, as well as their national and international representatives, unions, federations and confederations.

Private individuals who have been involved in the outdoors for a long time and/or who have particularly served the interests of the outdoors may apply and/or may be proposed to become honorary members.

Honorary members do not pay any membership fee but are entitled to attend any GM without the right to vote. As honorary members, they may not run for internal responsibilities such as board member and/or commission President.

Article 8: Members admission.

To become a member, candidates must apply in writing to the President of the Board of Directors for acceptance and subsequent validation through the AGM. Their application must state the reason or reasons for their request and provide details of their structure / statue and proof of legal establishment.

The board reports to the AGM following the date of acceptance and applications are validated or not by the AGM. Therefore applicants become active members following the AGM validation.

Article 9: Resignation of members.

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

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.

The following 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 of the association has stated that its/his/her conduct or actions no longer comply with the reason or reasons indicated in the application for membership;
- A member that liquidates itself or that is being liquidated.

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

Article 10: Exclusion of members.

Exclusion of a member is decided by a GM.

The decision to exclude a member is taken by a majority of two thirds of the present votes.

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 GM before the decision to exclude the member is made.

The concerned member remains liable for payment of its financial obligation until the date of the decision.

Article 11: 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 GM.

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 12: Members' powers and voting powers – members colleges.

Following legal provisions, members have the following powers:

1. to participate in the GMs;
2. to vote decisions at the GMs;
3. to stand for commission and/or board elections.

The Association, for voting purposes, has two main types of members split into 2 electoral colleges as per Article 6:

1. 'College 1': National unions of outdoor employers
2. 'College 2': All other legal entities as specified in Article 7.

National unions of outdoor employers as mentioned in 'College 1' are considered by the Association as representing their members as well as their country of establishment; however, for a given country, the Association may have more than one national union mentioned in 'College 1' as a member, since their maybe more than one national union corresponding to the definition in 'College 1' for a given country.

For any given country and regardless the size of the country or the number of legal entities mentioned in 'College 1' in that country, the voting power is determined at 100; these 100 votes per country are to be split between the members mentioned in 'College 1' and established in the same country; the split is done regardless the number of members of each national union of each country; as a consequence, if the Association has 2 members as mentioned in 'College 1' as members for one given country, each organisation will dispose of 50 votes in any GM; for 3 members, 33 for the 2 newest members and 34 for the eldest member; for 4, 25 votes each, and so on.

Legal entities mentioned in 'College 2' dispose of 1 vote each regardless their size, number and/or country of establishment.

Article 13: Members' obligations and contribution.

Members must pay an annual contribution. The amount of the contribution (membership fee) is determined by the AGM, considering the proposal made by the Board of Directors.

Article 14: General Meetings (GMs), powers, representation and conduct.

The executive committee is the GM.

It consists of all the members of the Association. It gathers at least once a year in an Annual General Meeting (AGM) and may gather in Extraordinary General Meetings (EGMs) as many times during the year as it requires according to the agenda of the Association.

Members appoint their representatives for the AGMs and EGMs. Two representatives per member may be admitted to any GM. Only one of the two representatives is allowed to vote according to the member's voting power.

The representative of a member, who is no longer appointed by the member it represented, cannot participate in the AGMs nor in the EGM; nothing prevents this representative from applying to become a member.

The Board of Directors may also invite particularly competent people and/or experts to participate in the AGMs and EGMs. These people do not have a right of vote.

A GM 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 the Board of Directors;
- appointment and dismissal of the external auditor and the fees they receive if a remuneration has been granted;
- grant acquittal and discharge to the directors and external auditor,
- voluntarily winding up the association;
- exclusion of a member;
- determination of the membership fee.

Article 15: Convening of the General Meeting

The General Meeting shall meet at least once a year. The GM shall be convened by the President of the Board of Directors, or failing, by the head of the executive of the Association or by members representing a third of the total members' voting power.

All effective members receive the invitation to and the agenda of the GM by e-mail at least thirty calendar days prior to the meeting. The GM can only take decisions regarding the points inscribed in the agenda of the meeting

Article 16: General Assembly. Decision making procedure and minutes.

All members of the Association have a right to vote as described in Article 12, provided they have no pending membership fees.

In the event of impediment to attend a meeting on the part of a member, he or she may give written proxy to the representative of another member. No representative of a member may hold more than one proxy. Members of 'College 1' can only give a proxy to representatives of members of 'College 1' and 'College 2' members can only give a proxy to members of 'College 2'.

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, a tie, the vote of the President, or the person replacing him/her, is deciding.

The decisions of the GM 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 GM 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 seven members.

During a transitional period, the number of Directors may be less, depending on the number of members in 'College 2' and therefore the corresponding permanent commissions and their presidents, as per Article 22.

The term of office for the Board of Directors is three years.

The Board of Directors shall be elected during the AGM by both colleges referred to in Article 7.

During the AGM, there are 2 separate votes by the 2 different colleges determined by Article 7.

‘College 1’ composed of National Employers’ organisations, and ‘College 2’, composed of all other legal entities, each proceed to a vote.

‘College 1’: elects amongst its members 4 members to the Board of Directors.

‘College 2’: elects amongst its members 3 members to the Board of Directors.

In total, these 2 votes will lead to obtain 7 members in the Board of Directors.

Members of ‘College 1’ do not take part in the vote for the 3 members elected by ‘College 2’ and cannot be candidate to this election; ‘College 2’ members do not take part in the vote for the 4 members elected by ‘College 1’ and cannot be candidates to this election.

‘College 2’ must elect 3 Directors amongst candidates that must be chosen amongst the members according to the following rule:

1. one issued from the service providing members,
2. one issued from the training providing members,
3. and one issued from the manufacturer members.

Should no candidate step forward, Directors may be chosen by ‘College 2’ amongst other members of ‘College 2’.

In summary, the Board of Directors of the Association is therefore constantly composed of 4 representatives of national employers unions (elected by ‘College 1’), 1 representative of the service providers, 1 representative of the goods manufacturers and retailers, and 1 representative of the training providers, elected by ‘College 2’.

For the purpose of voting, two ballot papers will be presented, one for each college, where all candidates will be listed alphabetically under each position. Candidates with a majority of votes will be elected; 4 candidates for ‘College 1’ and 3 times 1 candidate for ‘College 2’. Next two candidates for ‘College 1’ and 1 next candidate for each position for ‘College 2’ will remain as replacements.

Should the case arise, 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 AGM 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 vice-President, a Treasurer and a Secretary from its members.

The President of the Board of Directors also presides the AGM.

The 3 Directors elected by ‘College 2’ preside the 3 Permanente Commissions as described in Article 22 below.

The Board of Directors shall not be remunerated unless a decision is taken to the contrary by the AGM. 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 an AGM.

The impediment of a Director is pronounced during an AGM.

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 meetings are called by the President or, failing this, by a Board Director, when the management of the Association finds it necessary.

All effective Directors receive notification to attend the meetings only by e-mail at least thirty calendar days prior to the meeting.

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 Board and/or the President may be assisted by one or more experts for certain tasks. If remunerated, an expert can be appointed by the Board of Directors for a term of maximum one year, longer appointments must be validated by the AGM.

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.

In case an even number of Directors are present or represented, the voice of the President prevails.

Article 22: Permanent Commissions. Definition and organisation.

Three Permanent Commissions are created within the Association; their title and content may evolve according to the decision of the Board of Directors.

Each Commission will be activated whenever the Association has at least 3 legal entities-members from each members group (as per Article 7) corresponding to a commission as described below:

1. Market, employment and service; the President of this Commission is the Director elected as representative of the Service Providers:
This Commission deals with such issues as promotion, marketing and development of outdoor activities towards all publics, work placement, recruitment, and quality in service delivery.
2. Equipment and safety; the President of this Commission is the Director elected as representative of the goods manufacturers and retailers:
Addresses topics like manufactured equipment, use of equipment, corresponding standards, rules and professional good practices, safety rules and standards in the outdoors,
3. Education and standards; the President of this Commission is the Director elected as representative of the training providers:
Education standards definition and management, accreditation, training, VET training, formal and non-formal training, prior learning recognition, mutual recognition of qualifications, co-certification, quality assurance in VET and/or training, competences, Learning Outcomes, PTCs,
...

Each Commission has a President elected by the AGM according to the procedures described in Article 18, since the status of Commission President is also that of Board of Directors' Member.

Similarly to the Board of Directors' elections, if a presidency becomes vacant, the next AGM is electing a new Commission President for the remaining duration.

The Commissions meet whenever required; the agenda and summons are sent by e-mail at least 30 days in advance, by the President of the Commission or by the President of the Association.

Participation at the Commissions is open to all members of the Association. The Board of Directors can limit the number and scope of participation following a motivated proposition by the commission President.

Commissions produce minutes and documents, opinions and recommendation for the sector for internal use and circulation. Only the Board of Directors and its President can issue public statements and opinions related and representing the Association.

Article 23: Budget and annual accounts.

Every year the Board of Directors shall make a budget proposal to the AGM 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 24: Delegation of the daily management.

The board of Directors may delegate certain powers to an executive.

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 25: 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 'Belgian Bulletin'.

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 26: Transparency

The Association maintains and keeps updated a web site, under the domain name: www.ec-oe.eu where a list of members is displayed and all AGM, EGM and Board decisions are published. Participation in projects and call of proposals must also be published.

Article 27: 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 AGM.

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

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

Article 28: Dissolution and liquidation of the association.

In case of voluntary dissolution of the Association the GM 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; 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 GM; or - for lack of a decision by the GM - by a liquidator.

Article 29: Publication.

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

Article 30: 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.