

**ESTABLISHMENT OF AN INTERNATIONAL NON-PROFIT ASSOCIATION (INPA)
D. 18522**

“FEPSAC”

INTERNATIONAL NON PROFIT ASSOCIATION

Pleinlaan 2, 1050 Brussels

The idea of a European Federation of Sport and Exercise Psychology was born on December 4th, 1968 on the occasion of the first European Congress of Sport Psychology in Varna (Bulgaria). The factual European Federation of Sport Psychology (FEPSAC - Fédération Européenne de Psychologie des Sports et des Activités Corporelles) was founded by its first General Assembly held on the occasion of the second European Congress of Sport Psychology in Vittel (France) on June 4th, 1969. The articles of association apply since 1970. Additions and changes to the statutes were made by the General Assembly in 1975 (Edinburgh), at the extraordinary General Assembly in 1977 (Prague), at the General Assemblies 1979 (Varna), 1991 (Cologne), 1999 (Prague), 2003 (Copenhagen), 2007 (Halkidiki), 2011 (Madeira), 2015 (Bern).

The previous presidents of the factual federation FEPSAC were Emma Geron, Guido Schilling, Paul Kunath, Stuart Biddle, Glyn Roberts, Roland Seiler, Paul Wylleman, Anne-Marie Elbe, Markus Raab.

STATUTES

TITLE 1: LEGAL FORM – NAME – SEAT – TERM - AIMS – ACTIVITIES

Article 1: Legal form and name

The organisation has the form of an international non-profit organisation as stated in the *Livre X du Code de droit des sociétés et des associations* concerning non-profit organisations, international non-profit organisations and foundations.

The name of the organisation is: "Fédération Européenne de Psychologie des Sports et des Activités Corporelles INPA", abbreviated "FEPSAC".

The full name or abbreviation will be used separately.

All deeds, invoices, announcements, publications and other documents emanating from FEPSAC, have to mention the name, immediately preceded or followed by the words “international non-profit association” or by the abbreviation “I.N.P.A.” (in Dutch: “I.V.Z.W.”), as well as the address of its registered office.

Article 2: Registered office

The registered office of the FEPSAC is established in the Brussels Region. It may be transferred to any other place in Belgium by a decision of the Managing Council, provided that such transfer does not imply a change of the language of the Statutes in accordance with the legal provisions on the use of official languages in Belgium. If, as a result of the transfer of the registered office, the language of the Statutes has to be changed, only the General Assembly is competent to decide on the transfer.

Article 3 – Term

The organisation is established for an indefinite period of time.

Article 4 – Aims

The aims of the organisation are:

- to promote scientific, educational and professional work in sport and exercise psychology in Europe
- to disseminate information and promote co-operation in sport and exercise psychology in Europe
- to maintain social and scientific relations between persons and groups working in sport and exercise psychology, mainly in Europe, and to encourage young European scientists and applied practitioners in sport and exercise psychology.

The organisation is altruistic and strives to achieve non-profit goals of international value. The organisation strives to achieve exclusively and directly goals of public nature, according to the Belgian law.

Article 5 – Activities

To achieve these aims, FEPSAC can organise the following activities:

- to organise a Congress at least every 4 years
 - to initiate other sport and exercise psychological activities, such as education, research, applied work and business
 - to gather and create links between sport psychology societies and groups within Europe dedicated to sport, exercise, and psychology
 - to produce and distribute documents and publications
 - To participate in National, European and International projects according to the aims of FEPSAC
- Within FEPSAC there is no political, ideological, gender, ethnicity, and religious or any other form of discrimination permitted.

TITLE II: MEMBERS

Article 6 – Becoming a member

6.1 Membership

FEPSAC is open for all legal entities and natural persons who try to achieve aims aligned with its own. The organisation consists of group members which are legal entities and individual members who are natural persons. The group members must designate one or two representatives to be present at the General Assembly. The minimum amount of group members may not be less than three, but the maximum amount is unlimited. There is no minimum or maximum amount of individual members. Membership of FEPSAC, by either groups or individual members, means that a member automatically accepts and follows the statutes, the internal rules of operation, pays the yearly membership fee, and abides by the rules of conduct of the organisation.

6.2 Group members

Group members must possess statutes and contain at least 10 members. Applications for new group members must be submitted in writing to the Managing Council for approval. These legal entities also must appoint representatives who will represent them within FEPSAC's General Assembly. Both national and international legal entities are permitted. Having fulfilled the above criteria for admission, group members are admitted through the payment of membership fee.

6.3 Individual members

Individual members are natural persons admitted through the payment of membership fee.

Article 7 – Exclusion – Resignation

7.1. Exclusion

If a group or individual member is guilty of misconduct, then the General Assembly (GA), on the request of the Managing Council, has the power to exclude this member with minimum 2/3 of the present or delegated votes. The GA decides in a sovereign way on this matter. However, if the two-thirds requirement is not met, a second GA may be convened and will deliberate regardless of the number of members present or delegated. At least 15 days must elapse between the two meetings. Exclusion is decided by a 2/3 majority of the present or delegated votes, without taking account of abstentions.

7.2. Resignation

Every member is free to resign from FEPSAC with a written resignation, in writing to the President or Secretary General of FEPSAC.

The resignation becomes effective on the day of receipt of the notification, however, the member does not receive a refund of paid membership fees for the running year. Illness, dismissal or loss of one or more members will not lead to the dissolution of FEPSAC which will continue to exist through the other members.

Article 8 – Fees – Obligations

The members pay a yearly fee, which will be agreed by the General Assembly following the advice of the Managing Council. Members, in this capacity, have no personal obligation towards the commitments of the organisation.

TITLE III – GENERAL ASSEMBLY

Article 9. Competences

The General Assembly possesses the powers which have been assigned by the law or these statutes. Following are its exclusive competences:

- 1) approves modifications of the statutes;
- 2) approves the reports of the Managing Council (MC) on management, way of working, and financial situation;
- 3) decides the annual membership fee based on the proposal of the MC;
- 4) decides on the dismissal of members of the MC, if necessary;
- 5) approves the yearly financial report;
- 6) approves the dissolution of FEPSAC;
- 7) approves the merging with other organisations with the same aim;
- 8) the election and discharging of members of the MC;
- 9) to consider and treat the proposals in order of importance, which concern the development of FEPSAC and to protect its interests;
- 10) approves the appointment and dismissal of the statutory auditor and determines their remuneration, based on the proposal of the MC.

Article 10 – Meetings – Convening to meetings

The General Assembly (GA) is composed of all FEPSAC members. The GA has all the powers granted by the present statutes and the law.

The GA is held once a year in April for members. Every GA is conducted in the seat of the organisation or will be called for on another place in Europe or electronically as communicated.

The GA can be convened by the Managing Council every time when it is necessary in the interest of FEPSAC. The call will be done by the President of FEPSAC to each group and individual member at least 15 days before the GA and it is signed by the President of FEPSAC in name of the Managing Council.

In addition, a GA can be summoned when at least four group members or forty individual members ask for it. This needs to be done in writing to the President of FEPSAC submitting the signed request by the respective members. The Managing Council will call a GA between 15 and 30 days of receiving this request.

The call to the GA will be sent to all members together with the agenda via email. The GA is presided over by the President of FEPSAC, or in their absence by their representative.

Article 11 – Representation

All members have the right to attend and vote during the General Assembly. The votes of the group members are delegated on one or two named representatives of that group member. One natural person can only represent a maximum of two group members and themselves as an individual

member. This mandate needs to be given by email or letter signed by the President or General Secretary of the group member.

Votes of the individual members cannot be delegated. This means that individual members must be present at the General Assembly meeting in order to vote.

Article 12 – Composition and right to vote

The decisions are accepted by simple majority of votes. Each group member has ten votes and each individual member has one vote.

Article 13 – Changing the statutes

The General Assembly is entitled to deliberate and decide on changes in the statutes of FEPSAC.

A decision about a change of statutes can be done when the proposal to change is stated in the call for the General Assembly.

A majority of 2/3 of all votes from the present or delegated members in the General Assembly can decide to change the statutes.

Only amendments to the items referred to in Article 2:10, § 2, 6°, 8° and 9° are recorded in a notarial deed. Any change to the particulars referred to in articles 2:10, § 2, 3°, and 2:11, § 2, 3°, must be approved by the King.

Article 14 – Merger – Liquidation – Disintegration

The General Assembly (GA) is authorized to deliberate and decide on the merger with another association with a similar objective, on the liquidation or dissolution of FEPSAC, by a two thirds (2/3) majority of the present or delegated votes of the GA.

A decision about a merger, liquidation or dissolution can be done when the proposal is stated in the call for the GA.

Article 15 – Minutes – Right to inspect – Publication

Of every meeting, minutes will be drawn up and signed by the president or the secretary general. Copies or printouts of the above-mentioned minutes will be signed by the president or the secretary general. The members can consult the minutes or the decisions made during the General Assembly by requesting an electronic copy. Third parties are informed in the way provided by law.

TITLE IV – MANAGING COUNCIL – CONTROL

Article 16 – Managing Council – Members of the Managing Council

The organisation is managed by a Managing Council (MC). The MC has a minimum of three members and maximum nine members. Each mandate is for four years. The MC consists maximally of:

1. President
2. Secretary General
3. Treasurer
4. Member of the Board
5. Member of the Board
6. Member of the Board
7. Member of the Board
8. Member of the Board
9. Member of the Board

The president, secretary general, treasurer and regular members of the MC can be re-elected. The maximum length of membership on the MC shall be three consecutive terms in total. However, no more than two consecutive terms can be served as President, Secretary General or Treasurer. All members of the MC are elected by the General Assembly. Any additional specific role within the MC is decided by the MC, including the role of Vice-President(s).

If during the period between two General Assemblies there are vacancies, the MC can appoint ad interim members to replace the absent MC members for the remaining term with that specific mandate, without regard to the reason why the previous mandate was terminated. The MC must replace the members when they remain with less than 3 board members.

The first subsequent General Assembly must confirm the mandate of the ad interim MC members; in the event of confirmation, the ad interim MC members complete the mandate of their predecessor, unless the General Assembly decides otherwise. If there is no confirmation, the ad interim MC members' term of office ends at the close of the General Assembly, without prejudice to the regularity of the composition of the MC up to that time.

Article 17 – Appointment – Termination of the mandate – Dismissal

The members of the Managing Council (MC) are natural persons and are appointed and dismissed by the General Assembly by simple majority of the present or delegated votes of FEPSAC members. The deeds regarding the appointment, dismissal and termination of the term of office of the members of the MC have to be made public by deposit of the decision in the file of FEPSAC at the office of the commercial court and should be published in the Annexes to the Belgian Official Gazette.

The mandate of the MC members-natural persons ends due to the decease, voluntary resignation, legal incapacity, dismissal by the General Assembly, decision of the court of first instance of the district where the association has its registered office, removal of their mandate by the group member they represent.

When the number of MC members is less than the legal minimum, the MC members remain in function until they are replaced.

Article 18 – Remuneration

The mandate of a member of the Managing Council is voluntary and non-remunerated. The involvement of a member of the Managing Council in a specific project may be remunerated by the funds allocated to that project.

Article 19 – Advice

The Managing Council has the right to be assisted by advisors (chosen among the members of the organisation, or outside the organisation), or can appoint them temporarily or definitively, who can contribute to the development of FEPSAC. FEPSAC will bear the costs for their services.

Article 20 – Powers

The MC can perform all acts to realise FEPSAC's purpose except those that are reserved to the General Assembly pursuant to the Code des sociétés et des associations.

The MC can delegate the daily management of FEPSAC on its President with the exception of budgetary matters.

Article 21 – Meetings

The Managing Council (MC) will be called together for a meeting every time it is necessary and at least once a year by the president or by the secretary general, in the interest of FEPSAC.

The MC is convened by means of electronic mail or any other means of communication. The convening notice mentions the day, time and place of the meeting and contains the agenda.

The MC is presided over by the president.

Every MC member can give power of attorney to another MC member by means of electronic mail or any other means of communication to represent them at a meeting of the MC. A MC member can be holder of maximum one power of attorney.

The MC can meet in person, by phone or video conference.

Article 22 – Decisions

The Managing Council meeting is validly composed if the majority of its members is present or represented.

The decisions are taken by simple majority of the present members. In case of equal votes, the vote of the President is decisive.

Article 23 – Minutes

The resolutions made by the Managing Council are put into minutes and are signed by the president and the secretary general.

Article 24 – Internal rules of operation

The Managing Council (MC) can draw up internal rules of operation and can set up committees which advise on specific matters. The MC appoints the chair and members of each of these committees. The committees report to the MC.

The MC may propose internal rules of operation concerning the relations between FEPSAC and its members which must be voted by the General Assembly.

Article 25 – External representatives

Without prejudice to the general power of representation by the Managing Council (MC) as a board, FEPSAC, in all its acts, also those for which a public or ministerial officer intervenes, and in court, is validly represented by the president or by two members of the FEPSAC MC, acting jointly.

The president will take care that the decisions of the MC are executed and that the activities of FEPSAC are lawfully performed.

TITLE V – FINANCIAL YEAR – REVENUES – ACCOUNTING – BUDGET

Article 26 – Financial year

The financial year starts every year on the 1st of January and ends on the 31st of December of every year.

Article 27 – Sources of revenue

The sources of revenue consist of:

1. yearly membership fees;
2. subsidies and allocations;
3. revenues through conferences and meetings;
4. all other sources of revenue, on the condition that they are not contrary to the mandatory legal provisions or other regulations.

The finances can only be used within the framework of the aims and activities mentioned in article 4 and 5, respectively of the present statutes. The members of the organisation do not receive shares from the revenues of FEPSAC.

No one shall gain an advantage from expenses that do not align with the fundamental interests of FEPSAC or through disproportionate reimbursements.

Article 28 – Accounting – Budget – Discharge

Each year, the Managing Council draws up the annual accounts and the budget for the following financial year. The annual accounts, together with the budget, must be submitted for approval to the General Assembly meeting within six months of the end of the financial year.

After approval of the accounting and the budget, the General Assembly decides on the discharge of the members of the Managing Council.

In case FEPSAC, at the closing of the financial year, has reached at least two of the three by law required thresholds, it has a bookkeeping system and draws up the annual accounts according to the bookkeeping law of July 17, 1975, barring some adaptations due to the special nature of the association.

FEPSAC has to assign the control of their financial situation, of the annual accounts and of the regularity of the transactions, to one or more statutory auditors if FEPSAC complies with the criteria as stipulated by article 3:48 of the Code des sociétés et des associations.

If, at the balance sheet date of the last completed financial year, FEPSAC does not exceed more than one of the criteria set out in article 3:47 §2 of the Code des sociétés et des associations, then it may prepare their annual accounts in accordance with a simplified model determined by the King of Belgium.

If FEPSAC is not a small INPA, it is required to appoint one or more auditors to audit the financial position, the annual accounts and the legality of the transactions in the annual accounts in accordance with the law and the Statutes. The auditors are appointed by the General Assembly from the members of the Institut des réviseurs d'entreprises.

TITLE VI: DISSOLUTION AND LIQUIDATION

Article 29 - Dissolution

FEPSAC is dissolved:

- by a decision of the General Assembly. The dissolution requires the approval of three fourths (3/4) majority of the present or delegated votes of the General Assembly.
- following a fact or event defined by law or the Statutes;
- by a court decision.

If FEPSAC, in accordance with article 3:47, § 6 of the Code des sociétés et des associations must appoint one or more supervisory auditors, the proposal for dissolution is the subject of a report drawn up by the administrative body and mentioned in the agenda of the meeting called to decide on the dissolution.

Article 30 - Liquidation

If the proposal for dissolution is approved, the General Assembly (GA) appoints one or more liquidators and determines their powers. This appointment is decided by the GA by a simple majority. In certain cases determined by the Code des sociétés et des associations, the appointment of the liquidator(s) must be submitted to the president of the court for confirmation.

The liquidators are authorized to perform all acts necessary or useful for the liquidation, in accordance with Articles 2:121 to 2:122 of the Code des sociétés et des associations.

In the event of dissolution and liquidation, an extraordinary General Assembly decides on the allocation of FEPSAC's assets, ensuring this allocation is made for a disinterested and altruistic purpose.

The remaining net assets will then be transferred to an association or foundation with similar objectives to those of FEPSAC.

Title VII: General Provisions - Election of Domicile - Common Law

Article 31 – Election of Domicile

For the execution of these statutes, any member, administrator, attorney-in-fact, liquidator, domiciled abroad is required to elect A domicile in Belgium. Failing this, they shall be deemed to have elected domicile at the registered office of FEPSAC.

Article 32 – Common Law

For all matters not provided for in these statutes, reference shall be made to legal provisions.

TITLE VIII. OFFICIAL LANGUAGE AND WORKING LANGUAGE

Article 33 - Language

The official languages of FEPSAC are French and English.

The working language of FEPSAC is English. Translations of official documents are possible for internal use within FEPSAC.