

Statutes

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Approved at the
Extraordinary General Meeting
of the 27th of July 2010

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Section I

Constitution. Name. Purpose. Head Office. Duration

Article 1 Constitution

An association governed by the Law of the 1st of July 1901 and the Decree of the 16th of August 1901 is formed between the undersigned and all persons who are admitted and adhere to these Statutes.

Article 2 Name

The Association takes the name of Qualisport, an organisation for qualification and defining of certification standards in the area of sports and leisure works.

Article 3 Purpose

The purpose of the Association is:

3.1 In the area of qualification

- to define criteria in the sports and leisure field;
- after checking that the criteria are met, to award a qualification to companies and assimilated individuals (hereinafter collectively referred to as the "companies", as defined in the Internal Regulations) who apply for it and whose professional activities concern at least one of the following categories: scheduling, design, study, implementation of specific equipment or materials, construction, equipping, maintenance, management and animation in the Sports & Leisure field;
- to grant Companies a Title in line with the qualification awarded and to inform third parties of the qualifications granted by all appropriate means, such as publication of directories, reference lists, etc.;
- to protect the name "Qualisport" by using all necessary means and particularly by registering trademarks, logos and domain names.

Only members of this Association may obtain a qualification Title.

3.2 In the area of certification

- to define quality system standards, notably for companies, in the sports and leisure field;
- to use all necessary means to ensure recognition of these standards by the State and public bodies, together with their promotion;
- to protect the abovementioned standards, and in particular the name "CertiSport", using all necessary means and particularly by registering trademarks, logos and domain names.

Article 4 Head Office

Its Head Office is located in the 12th arrondissement of Paris at 53, rue de Lyon.

It may be transferred to any other place in the same department or a bordering department, by a decision of the Board of Directors. It may be transferred to any other department in metropolitan France by a decision taken at the General Meeting.

Article 5 Duration

This Association is founded for an unlimited period.

Section II

Composition. Admission. Loss of Member status. Disciplinary measures

Article 6 Composition of the Association

The Association consists of the following members:

6.1 Associate Members

Companies holding a Qualification Title whose professional activities concern scheduling, design, study, implementation of specific equipment or materials, construction, equipping, maintenance, management and animation in the Sports & Leisure field are Associate members.

Associate Members must pay an annual subscription, the amount of which is defined each year at the Ordinary General Meeting.

6.2 Ex Officio Members

Professional federations which have signed a partnership with the Associations, sports federations, public and private Project Owners, Project Managers, and personalities or organisations capable of providing assistance to the Association in the performing of its task are Ex Officio Members.

Ex Officio Members do not pay any subscription to the Association.

6.3 Participating Members

Personalities or organisations capable of providing assistance as members of committees and interested by the Association's activity are Participating Members.

Participating Members do not pay any subscription to the Association.

6.4 Honorary Members

Individuals or legal entities who have rendered services to the Association, a list of which is drawn up by the Board of Directors and updated annually, are Honorary Members.

They participate in the General Meetings.

They do not pay any subscription to the Association.

These various members are collectively known as the Members.

Article 7 Admission

7.1 Admission of Associate Members

Admission of Associate Members is decided upon by the Board of Directors of the Association, after awarding of a Qualification Title by the Qualification Committee.

In the event of refusal, the Board of Directors informs the party concerned of the reason for its decision.

Associate Member status is renewed subject to annual renewal of the Qualification Title.

Membership of the Association takes effect as of payment of the corresponding subscriptions.

7.2 Admission of Ex Officio Members

Admission of Ex Officio Members is declared by the Board of Directors after acceptance by the Members concerned of the proposal made to them to become Ex Officio Members; they become Members for a period of three years, renewable once.

7.3 Admission of Participating Members

Participating Members are chosen by the Board of Directors after acceptance by the Members concerned of the proposal made to them to become Participating Members; they become Members for a period of three years, renewable once.

Article 8 Loss of Member status

8.1 Loss of Member status

Status as a Member of the Association is lost:

- at the end of the term of office if not extended;
- automatically in the event of dissolution of the member legal entity or death of the member individual;
- by resignation addressed to the Board of Directors;
- by striking off declared by the Board of Directors, notably for failure to pay a subscription within three months of its due date, after a demand to pay by registered letter which has gone unheeded;
- by expulsion declared by the Board of Directors, for serious reasons (such as in particular in the event of failure to comply with the Statutes, the Internal Regulations, rules of professional ethics, etc.), after hearing of the explanations of the Member concerned.

8.2 Consequences of loss of Member status

In the event of loss of Member status, the Association continues to exist between the other members.

With the exception of resigning Members, Members who have lost this status must pay the subscriptions owed to the Association for the then current period.

If the yearly subscription has already been paid, the sums paid by the Member are irrevocably forfeited to the Association and no reimbursement of the subscriptions paid may be demanded.

Article 9 Disciplinary Measures

Disciplinary power in the Association is exercised by the Board of Directors, the Title Control Committee, the Higher Appeal Committee, by the Chairman of the Association or the General Secretary of the Association by delegation, under the conditions and within the limits defined in the Internal Regulations.

Section III Administration

Article 10 Boards

The governing bodies of the Association, referred to in Section VI of the Statutes, together with the Board of Directors, comprise representatives of the following two Boards:

- the "Suppliers" Board, comprising Companies (as defined in the Internal Regulations) holding a Qualisport Qualification Title;
- the "Customers" Board, comprising individuals or legal entities proving legitimate interest in Qualification, excluding Companies.

For the designation of the Board of Directors, the "Customers" and "Suppliers" Boards are specific and constituted as follows:

a) Specific "Suppliers" Board for the Board of Directors

The Board comprises representative of the professional federations, the other professional groups of companies, the non-member qualified companies in these various groups, and the companies qualified in the field of the Association's activities.

It is specified that all companies designated, as indicated below, to be part of this Board must hold a Qualification Title issued by Qualisport.

The members of this specific "Suppliers" Board who can be elected are at least (six) and no more than 9 (nine) in number:

- at least one third of them are representatives designated by professional federations or other professional groups of companies,
- the rest are representatives of the member companies of the Association referred to above.

b) Specific "Customers" Board for the Board of Directors

The Board comprises the representatives of public and private Project Owners, the Sports Community, Project Managers, institutions, certifying bodies, experts, interest groups for qualification, and related professions concerned by qualification.

The members of this specific Board who can be elected are at least (six) and no more than 9 (nine) in number:

- at least one third of them are Ex Officio Member representatives
- the rest are representatives as indicated above.

Article 11 Board of Directors

11.1 Composition

The Association is administrated by a Board of Directors at least one third composed of the Ex Officio Member representatives elected for three years by the Ordinary General Assembly.

The representative of the Ministry of Health, Youth and Sport is informed of the meeting of the Board of Directors, in which he participates in an advisory role.

The Ordinary General Assembly of the Association elects an equal number of directors among the members of the specific "Customers" and "Suppliers" boards referred to in Article 10 of the Statutes.

11.2 Renewal

The Board of Directors is renewed by the Ordinary General Assembly by one third (1/3) every year. Drawing of lots will designate the outgoing members for the first two (2) years. All outgoing members are re-electable.

In the event of a vacancy for any reason in the interval between successive meetings of the Ordinary General Assembly, the Board of Directors temporarily replaces by cooptation those of its members whose term of office has ended and the General Assembly elects the directors to be replaced at its next meeting.

Co-opted directors therefore hold their position only for the remainder of the term of the office of their predecessors and if they are elected by the General Assembly their terms of office will end at the end of the terms of office of their predecessors.

After three absences, any director may be declared to have resigned by the Board of Directors.

Article 12

Bureau

The Board of Directors elects from its members a Bureau composed of a Chairman, one or more Vice-Chairmen, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer. The Chairman is elected for three years, renewable once.

The other members of the Bureau are also elected for three years, renewable once.

The members must be active and aged under 67 on the date of their election.

In the event of a vacancy through resignation or non-re-election to the Board of Directors, the Board of Directors will conduct a partial election at the next meeting for the position(s) to be filled in the Bureau.

This position or these positions will be filled for the remainder of the Bureau's term of office.

The positions of member of the Board of Directors and member of the Bureau are unpaid.

The Bureau may also adopt a General Secretary chosen from outside the members of the Association and responsible for the general management of services.

Article 13

Functioning of the Board of Directors and the Bureau

The Board of Directors meets when a meeting is called by its Chairman, either at the Chairman's initiative or at the request of half of the members of the Board of Directors.

The various questions of the different members of the Board of Directors must be communicated to the Secretary of the Association at least six days before the meeting.

For the Board of Directors to be able to make valid decisions, at least one third of its members must be present and the conditions of the Internal Regulations must be met.

At the Chairman's initiative, outside persons may take part in meetings of the Board of Directors. They attend them in an advisory capacity.

Meetings of the Board of Directors are called at least three weeks before the scheduled date; the agendas are sent at least ten days in advance. Additional documents may nevertheless be sent after this deadline in exceptional cases.

To facilitate directors' access to the agendas and various documents, online means of communication (e.g. the Internet) may be used.

Outside meetings of the Board of Directors, and at the Chairman's initiative, the directors may be consulted with voting in view of the urgency of the

decision to be taken or the importance of obtaining the directors' opinion.

Meetings of the Bureau are conducted in the same way as meetings of the Board of Directors.

Article 14

Decisions of the Board of Directors

Each board represented on the Board of Directors has a number of votes determined as follows:

- if an unequal number of members of the two Boards is present at the meeting, the number of votes will be equal to the lower number of participants of the College concerned; to maintain balance, the number of votes allocated per Board will be divided by the number of participants of each Board,
- if an equal number of members of the two Boards is present at the meeting, the number of votes will be equal to the number of participants.

Decisions are taken by majority vote. If votes are evenly split, the Chairman has the casting vote. No member may vote by proxy.

The deliberations are recorded in the minutes of the meeting signed by the Chairman. These minutes are passed on six weeks after the meeting of the Board of Directors.

Article 15

Powers of the Board of Directors

The Chairman of the Board of Directors represents the association in dealings with third parties. He makes sure that the Board of Directors functions correctly.

The Board of Directors has powers to carry out all acts and operations permitted to the Association which are not reserved for the General Assembly:

- it determines the objectives and orientations of the organisation's activity;
- it draws up the Internal Regulations and modifies them if necessary;
- it modifies the qualification requirements and awarding rules if necessary;
- it appoints the members of the various governing bodies (Committees) and decides on their functioning;
- it discusses any protocol which appears necessary to it within the framework of its mission, defined by the General Assembly;
- it rules on the admission of Associate Members, Ex Officio Members, Participating Members and Honorary Members and also on the possible expulsion of any member of the Association;

- it applies disciplinary measures such as warnings, suspension or withdrawal of a qualification Title, etc., under the terms of the Internal Regulations, and/or decides to take legal action;
- it proposes to the General Assembly the amount of the Associate Members' annual subscriptions;
- it defines the administrative costs which must be paid by any applicant for a qualification title;
- it carries out all purchases or sales and signs the contracts or agreements necessary for the Association's activities, takes out and terminates all insurance policies, and authorises all financial operations and all procedures necessary for the Association's functioning and the pursuit of its aims.

To perform the task entrusted to it, the Board of Directors may obtain the advisory opinion of the governing bodies of the Association and the "Research & Development" unit.

Article 16 Powers of the Bureau of the Board of Directors

The Bureau is specially invested with the following powers:

- the Chairman is responsible for the execution of the decisions of the Board of Directors and the correct functioning of the Association, which he represents legally and in all civil matters. He may be replaced by an authorised agent of his choice for the performing of one or more precise tasks;
- the Vice-Chairman or Vice-Chairmen assist the Chairman in the performing of his duties and replace him in his absence;
- the Secretary draws up the agenda for the work of the Board of Directors and drafts the reports;
- the Treasurer keeps the Association's accounts, draws up the draft budget and presents the financial report to the members of the Association at the General Meeting.

Section IV Higher Appeal Committee

Article 17 Mission

The role of the Higher Appeal Committee is to handle Appeals and Claims referred to it concerning decisions taken by the Qualification Committee to refuse qualification or to suspend or withdraw a qualification Title, and, if necessary, to apply certain disciplinary measures to qualified Companies under the terms of the Internal Regulations.

Article 18 Composition

The composition and functioning of the Higher Appeal Committee are governed by the provisions of the Internal Regulations.

Its members and its Chairman are designated by the Board of Directors in accordance with their professional expertise and their moral authority and represent equally the "Suppliers" Board and the "Customers" Board.

No member of the Higher Appeal Committee must belong to the Examining Committee, the Qualification Committee or the Title Control Committee.

The Committee designates its secretary.

Article 19 Term of office

Members are elected for a period of three (3) years, renewable once.

In the event of replacement of a member in the course of the term of office, for any reason, the replacement member designated by the Board of Directors completes the term of office of his predecessor:

After two absences, any member may be declared to have resigned by the Board of Directors.

Article 20 Functioning

The Internal Regulations of the Association govern the functioning of the Higher Appeal Committee and the procedure to be followed when matters are referred to this body.

Section V General Assemblies

Article 21 Composition, Convocation and Voting

The General Assembly is composed of:

a. the Associate Members

All Associate Members have voting rights at General Meetings, with the exception of those who have not paid their annual subscription.

b. the Ex Officio Members

Ex Officio Members have voting rights at General Meetings.

c. the Participating Members

Participating Members do not have voting rights at General Meetings; they may however express an opinion on a purely advisory basis.

d. the Honorary Members

Honorary Members do not have voting rights at General Meetings; they may however express an opinion on a purely advisory basis.

Ordinary General Meetings are held at least once a year, the date, time and place of the meeting being indicated in the notice of meeting signed by the Chairman.

Extraordinary General Meetings may be called either by the Board of Directors or at the request of at least one fifth (1/5) of the Associate Members and the Ex Officio Members of the Association.

The holding of General Meetings is notified six (6) weeks at least before the scheduled date of the meeting, by an ordinary letter indicating an initial proposed agenda of the meeting. Members with voting rights may propose changes to the agenda within a period of two (2) weeks after the date of sending of the notice of meeting containing the proposed agenda.

General meetings are called at least three (3) weeks before the scheduled date of the meeting, by an ordinary letter indicating the agenda of the meeting.

If necessary, the notice indicates the names of the outgoing members and of those who have applied to be elected to the Board of Directors.

The agenda is decided upon by the Board of Directors. It contains only proposals made by the Board and those which have been communicated in writing by Members holding voting rights, within the abovementioned period of two (2) weeks.

The General Meeting is presided over by the Chairman or one of the Vice-Chairmen of the Board of Directors. Two returning officers are designated from the members present.

Each Member with voting rights has one vote. A Member may represent at most three (3) other Members.

Article 22 Ordinary General Assembly

22.1 Powers

The Ordinary General Assembly:

- hears the Board of Directors' report on the management and moral and financial situation of the Association,
- approves or corrects the accounts for the financial year closing on the 31st of December of the previous year;
- votes on the budget for the following year;
- decides on the amount of the subscriptions,
- provides for the renewal of the members of the Board of Directors,
- authorises all acquisitions of movable or immovable property necessary for fulfilment of the purposes of the Association, all exchanges and sales of such movable or immovable property, and all mortgages and loans,
- and, in general, deliberates on all other proposals placed on the agenda which affect the development of the Association and the management of its interests.

22.2 Functioning

To take valid decision, the Ordinary General Assembly must be composed of at least one quarter of the Members of the Association who have voting rights.

When a second meeting is called, at least fifteen (15) days after the first meeting, it may take valid decisions whatever the number of Members with voting rights present or represented, but only on the agenda of the previous meeting.

Decisions are taken by majority vote of the Members with voting rights present or represented. If votes are evenly split, the Chairman has the casting vote.

Article 23 Extraordinary General Assembly

23.1. Powers

Under the quorum and majority conditions indicated in Article 23.2. below, the Extraordinary General Assembly may:

- modify the Statutes;
- decide to dissolve the Association.

23.2 Functioning

23.2.1 Concerning modification of the Statutes

The Extraordinary General Assembly must:

- to take valid decisions, be composed of at least half of the Members of the Association holding voting rights;
- take decisions by majority vote of the Members holding voting rights present or represented. If votes are evenly split, the Chairman of the meeting has the casting vote.

If, the first time it is called, the Assembly has not met the quorum for modification of the Statutes referred to above, it is called again fifteen (15) days at least after the first meeting, by registered letter with acknowledgement of receipt.

The Assembly may then take valid decisions whatever the number of Members with voting rights present or represented, but only on the agenda of the previous meeting and by a two thirds majority of the votes of the Members with voting rights present or represented.

23.2.2 Concerning dissolution of the Association

The Extraordinary General Assembly must:

- to take valid decisions, be composed of at least two thirds (2/3) of the Members of the Association holding voting rights;
- take decisions by a three quarters (3/4) majority vote of the Members with voting rights present or represented. If votes are evenly split, the Chairman of the meeting has the casting vote.

If, the first time it is called, the Assembly has not met the quorum for dissolution referred to above, it is called again fifteen (15) days at least after the first meeting, by registered letter with acknowledgement of receipt.

The Assembly takes decisions under the conditions concerning quorum (two thirds) and majority (three quarters) initially demanded.

Article 24 Minutes

The deliberations of the General Assemblies are recorded in the minutes of the meeting which are signed by the Chairman and a member of the Bureau, communicated three months after the holding of the General Meetings and filed in a special register.

These minutes note the number of members present or represented at each meeting. Copies or extracts of these minutes are validly signed by the Chairman and a member of the Bureau.

Section VI

Bodies

Article 25 Qualification bodies and other intervening parties

The specialised bodies of Qualisport intervening in the Qualification process are:

- the Examining Committees;
- the Qualification Committee;
- the Higher Appeal Committee;
- the Title Control Committee.

The role, composition and functioning of each of these bodies, and of the "Research and Development" Unit, are detailed in the Internal Regulations.

The members of each body intervening in the Qualification Process and the Association's personnel are subject to an obligation of independence, honesty, confidentiality and impartiality in accordance with the terms of the Internal Regulations.

The bodies intervening in the Qualification Process must function in compliance with the rule of balance and the specific quorum indicated in the Internal Regulations.

Article 26 Resources of the Association, Reserve Fund

The resources of the Association comprise:

- subscriptions of the members of the Association;
- donations and bequests made to the Association;
- subsidies which may be granted by the state, the Regional Council, the Departmental Council, the Town Council and their public establishments;
- interest and income from the property and assets it possesses;
- the price of the property sold by the Association or the services rendered.

The reserve fund comprises the sums not used in the course of the year. These sums are assigned to the reserve fund by a decision of the Ordinary General Assembly.

Section VII

Dissolution. Liquidation

Article 27 Dissolution

In the event of dissolution decided upon in accordance with the stipulations of Article 23 of the Statutes, the Extraordinary General Assembly, under the terms of Article 23.2.2 concerning dissolution, designates one or more Liquidators and confers full powers upon them for realisation of the assets of the Association and payment of its liabilities.

The Extraordinary General Assembly also determines the use which will be made of the net assets, after payment of the Association's charges and liquidation costs, in accordance with the provisions of the law.

Article 28 Liquidation

The Board of Directors meets the formal requirements of declaration and publication stipulated by the law. For this purpose, full powers are conferred on the Chairman of the Board of Directors.

Section VIII

Internal Regulations

Internal Regulations drawn up by the Board of Directors detail the provisions of the Statutes notably with regard to the Association's functioning and the obligations on Companies and the various intervening parties involved in qualification.

These Internal Regulations specify in particular:

- the terms of admission to the Association in accordance with the Statutes, translated by the terms under which the Qualification(s) are defined, awarded, checked, modified or withdrawn by Qualisport, for Companies working in the Sports & Leisure field;
- the terms under which the Association establishes the Nomenclature relating to the activities described in article 3.1 of the Statutes, defines the associated technical Qualification standards and draws up the professional Certification Standards in the field of Sports & Leisure work;
- the obligations of the Companies and the various intervening parties and bodies involved in qualification;
- the procedure for designation of the members of the bodies of the Association intervening in the Qualification process and the role and functioning of the bodies of the Association;
- the means used to inform third parties of a Qualification or Qualifications or the measures concerning them.

The Internal Regulations apply to all members of the Association and to Applicants and to any third party availing itself of its provisions.