

EUSA

European Union of Swimming Pool and Spa Associations

STATUTES

(Association incorporated under Belgian law)

CONTENTS

Section I	:	Objectives and principles
Section II	:	The members
Section III	:	The membership meeting
Section IV	:	The Board of Directors
Section V	:	The committees
Section VI	:	Budget regulations
Section VII	:	Miscellaneous provisions
Section VIII	:	Transitional provisions

Between the undersigned

1. **FPP (Fédération des Professionnels de la Piscine)**, an association incorporated under French law of the 1st July 1901, registered office 10, rue du Déparcadère, 75852 Paris Cedex 17, France, represented by its legal representative.
2. **bsw (Bundesverband Schwimmbad & Wellness e.V.)**, an association incorporated under German law, An Lyskirchen 14, 50667 Köln, Germany, represented by its legal representative.
3. **Faps (Federatción De Asociaciones De Fabricantes De Equipos Y Constructores De Piscinas, Saunas Y Spas)**, an association incorporated under Spanish law Gran Via Corts Catalanes, 488, Entlo, 5a, 08015 Barcelona, Spain, represented by its legal representative.
4. **BSPF (British Swimming Pool Federation Limited)**, an association incorporated under English law, 1a Junction Road, Andover Hampshire SP10 3QT, England, represented by its legal representative.
5. **ASSOPISCINE (Associazione Italiana Costruttori Piscine)**, an association incorporated under Italian law, Via Carlo Pisacane 9, 25121 Brescia, Italy, represented by its legal representative.
6. **APP (Associação Portuguesa de profissionais de Piscinas)**, an association incorporated under Portuguese law, Av. do Brasil 1 - 3º, 1749-008 Lisboa, Portugal, represented by its legal representative.
7. **ÖVS (Österreichischer Verband der Schwimmbad- und Saunaindustrie)**, an association incorporated under Austrian law, Bahnhofstraße 40, 8714 Kraubath, Austria, represented by its legal representative.
8. **MUE (Magyar Uszodatechnikai Egyesület)**, an association incorporated under Hungarian law, Orly Utca 2/b, 1114 Budapest, Hungary, represented by its legal representative.

SECTION 1: OBJECTIVES AND PRINCIPLES

Article 1 - Name

The name of the non-profit association shall be the **European Union of Swimming Pool and Spa Associations** and shall be abbreviated as **EUSA** (non-profit).

Article 2 - Registered offices

The registered offices of the Association shall be at the following address in the court district of Brussels:

**Avenue des Arts 8
B-1210 Bruxelles**

The registered offices may be transferred to any place by resolution of the Board of Directors that shall propose such change to the next subsequent membership meeting for approval and that shall take the necessary measures for announcing it.

Article 3 - Objective

EUSA is an association of national European swimming pool and spa associations. It was founded with the objective of ensuring with European Union offices a unit guaranteeing representation of the interests of professional groups in the field of swimming pools and spas and related activities.

In particular, EUSA shall have the task of:

- strengthening and coordinating the spirit of European unity between all its members,
- ensuring with its moral influence on its members development of fraternal links and good understanding in their relations,
- securing cooperation and consensus of the profession in order to ensure optimum representation of its members' common interests,
- mutually consulting within the European Union and in the interests of the profession and acting in a coordinated manner,
- discussing issues of general, technical, commercial, financial and social interest in respect of the profession,
- setting up a venue for intermediation and advice on issues where it is called upon to decide or present its point of view.

To implement these objectives, EUSA shall diligently engage in the following activities:

- To set up jointly with bodies of the European Union a dense network of communication in order to ensure there representation of the moral, commercial, technical and financial interests of the profession,
- to combine the work of their members in elaborating technical documents with which the specific laws of professional groups elaborated by the European Union can be introduced, prepared, influenced or improved,
- to complete all measures and projects intended for development and success of the profession,
- to expand contacts with commercial and political organisations and institutions whose activities concern the profession,
- to expand contacts with international associations pursuing similar objectives,
- to consider proposals and issues submitted by its members.

The Association may carry out all business connected with its main objectives which shall in particular include the acquisition of real estate property for the purpose of setting up branch offices. EUSA shall neither pursue political nor religious objectives.

Article 4 - Duration

The Association is being founded for an indefinite period of time.

It may however be dissolved by resolution adopted by the membership meeting in accordance with statutory regulations and the provisions of its own Statutes.

Article 5 - Language

Evidential documents and records shall be written in French, working documents shall be written in English.

SECTION II: THE MEMBERS

Article 6 - Active members and associate members

The active members shall be the national associations representing the interests of professional groups of the commercial sector of swimming pools or spas of a member state of the European Union. The active members shall have a right to vote in accordance with the terms of the Statutes.

The associate members shall be national associations representing the interests of professional groups in the field of swimming pools or spas of a European state that is not a member state of the European Union. The associate members may be present at membership meetings as

observers but shall not have any right to vote.

Article 7 - Admission

The founding associations to which reference is made above in the Statutes and signers of the present Statutes shall be entitled to be members by law.

The number of active members may not come to less than three in order to avoid dissolution of the Association.

All associations determined in article 6 may apply for membership in EUSA.

Each application for admission must be addressed to the Board of Directors in writing, which shall be subject to decision of the next subsequent membership meeting on acceptance or rejection. The resolution shall be adopted according to free discretion and without motivation by a qualified majority.

Each new active member to be admitted shall have one vote from the beginning of the membership meeting next subsequent to the one that accepted its admission.

Article 8 - Rights and obligations of members

The active members:

- shall amongst each other have the same rights with exclusive reservation for the voting conditions set forth in the Statutes,
- may be provided with advice and support by EUSA in the framework of strict compliance with the general objectives set forth in article 3 of the Statutes,
- shall oblige themselves to pay an annual contribution to be set under terms determined in the Statutes.

The associate members:

- shall not have any right to vote,
- may be present at membership meetings as observers,
- may submit questions to the president and state their position in written form in relation to the president. The Board of Directors must discuss the appropriateness of the questions and inform the writers accordingly.
- shall oblige themselves to pay a reduced annual contribution to be set under terms determined in the Statutes.

No member may solely in its capacity as a member assert or exercise any claim on the Association's assets.

Article 9 - Contributions

The amount of the contribution of active members shall be calculated with the aid of the key determined in the bylaws and shall come to a maximum of euro 6,000.

The amount of the contribution of associate members shall correspond to the flat-rated minimum contribution amount determined in the bylaws and shall come at most to euro 2,000.

The amount of the contribution of active members shall be annually determined by the regular membership meeting on the proposal of the Board of Directors.

The first contribution of members admitted in the course of the calendar year shall be calculated pro rata to the number of remaining quarters including the quarter already commenced.

Every member resigning or expelled in the course of the calendar year shall be obliged to pay the full amount payable for the current calendar year. When a member resigns, is deleted or expelled its debts to EUSA shall not be written off.

Membership of members that do not pay their contribution for the current calendar year within a period of time set by the Board of Directors shall be suspended such payment is not made within the next month subsequent to written reminder.

The members whose contribution remains unpaid may be deemed to have resigned.

Article 10 - Resignation, expulsion, deletion

Each member shall be at liberty to declare that it is resigning. Such resignation declarations must be sent to the Board of Directors by registered letter with acknowledgement of receipt. Resignation shall take effect one month after receipt of such a letter.

Should a member act contrary to the Association's objectives its membership may be terminated on the proposal of the Board of Directors or upon application by at least one-fifth of all active members by a special resolution of the membership meeting at which at least half of all active members are present or represented and for which a qualified majority is required corresponding to at least two-thirds majority of active members present or represented.

The active member whose expulsion has been proposed shall be entitled to have its position heard.

The member affected by the decision shall not take part in voting.

Deletion of the member shall be mandatorily proposed in the event that the member in question is liquidated, terminates its activities and in case of any change that makes continued membership impossible in accordance with the definition invoked in article 6.

The member that has resigned or been expelled as well as those entitled to its claim shall not have any claim on EUSA's assets. It may neither demand inventory of assets and accounts nor their sealing.

SECTION III: THE MEMBERSHIP MEETING

Article 11 - Composition

The membership meeting shall be composed of all active members collectively that have met their obligations in regard to payment of contributions.

The associate members who have met their obligations in regard to the payment of contributions may be present as observers.

Only active members shall have a vote.

The division of votes for active members shall altogether be set for the member state of the European Union in whose jurisdiction it stands and in accordance with the terms of the weighing of votes determined in the bylaws.

Division of votes for active members shall be set as follows:
France: 10 votes; Germany: 10 votes; Spain: 10 votes; United Kingdom: 6 votes; Italy: 6 votes; Portugal: 3 votes; Austria: 3 votes; Hungary: 3 votes.

The number of votes attributed to the new active members shall on proposal by the Board of Directors and in accordance with the weighting method set forth in EUSA's bylaws be determined by a qualified majority of the membership meeting.

The number of votes to be given for qualified majority shall be modified in accordance with the same conditions.

Active members belonging to the same member state of the European Union shall undertake the division of their votes amongst themselves. They must inform the Board of Directors at the latest eight days prior to the membership meeting on their division of votes. Should they fail to do so the division of votes from the previous membership meeting shall be maintained.

An active member may be given a single written proxy authorisation signed by its president in order to represent another active member.

Article 12 - Tasks and prerogatives

The membership meeting shall be the sovereign representation authority of the Association. It shall have the prerogative of amending the

Statutes, appointing and dismissing members of the Board of Directors and of committees, determining compensation for committee members where compensation is provided for, granting discharge from responsibility for members of the Board of Directors and the committees, approving annual budgets and annual accounts, dissolving the Association ahead of time, expelling members and deciding to convert the Association into a société à finalité sociale (SFS).

In addition, a resolution by the membership meeting shall be required each time where the latter is required by the bylaws and in particular for approving the bylaws, for admission of new members and determining their allocated votes, for modifying the bounds for qualified majority and for determining the annual membership contribution.

The membership meeting shall appoint the president, the vice-president and the treasurer from among the elected members of the Board of Directors.

The membership meeting may establish one or more working committees.

Article 13 - Convening and meeting

A regular membership meeting must be held each year in the course of the first half of the year on the date and at the hour and in the venue indicated in the convening invitation that must be sent to each member at least four weeks in advance and that must include the agenda.

The extraordinary membership meeting may be convened by the Board of Directors at any time if business interests so require. In addition, the membership meeting must meet in an extraordinary membership meeting if at least one-fifth of the active members apply for one.

The convening invitations shall be signed by the president or by two members of the Board of Directors.

The issues submitted by active members prior to dispatch of the invitation shall be placed on the agenda. On the other items taken on in the agenda there shall only be a quorum for decisions if all active members are present.

The membership meeting shall be chaired by the president or, if the latter is not available, by the vice-president or, if the latter is not available, by the oldest member of the Board of Directors present.

The membership meeting shall hear reports by the Board of Directors on the conduct of business, on EUSA's moral and financial situation and on planned projects. The meeting shall take a decision on each proposal placed on the agenda.

The Board of Directors in office shall function as the bureau of the membership meeting and shall assume responsibility for recording the minutes of the meeting that shall be deposited in a special binder kept

at the registered offices where all members shall have the opportunity of inspecting it. An extract may be given, on application, to any member applying for it.

Third parties shall take note of the resolutions of the membership meeting that constitute items of statutory announcement by way of their publication.

Article 14 - Quorum for decision and voting for the membership meeting

The membership meeting shall only have a quorum for decision if at least half of the active members are present or represented and where that is not the case a new membership meeting shall be convened that shall then have a quorum for decision regardless of the number of active members appearing.

The resolutions shall be adopted by absolute majority of the votes of active members present or represented with the exception of cases regulated by the bylaws or by legislative statutes.

In case of a tie in votes the president shall have a casting vote.

The decisions of the meeting in regard to modification of the Statutes, expulsion of members or early dissolution of the Association shall only be taken with due consideration given to the special conditions for presence and majority required by articles 8, 12 and 20 of the law.

SECTION IV: THE BOARD OF DIRECTORS

Article 15 - Composition of the Board of Directors

The Association EUSA shall be managed by a Board of Directors consisting of at least three members of the Association. In accordance with statutory regulations their number shall in any case be lower than the number of members of the Association. These members of the Board of Directors shall be elected at the annual regular membership meeting from the constituency of the presidents and vice-presidents of the associations authorised as active members or each person commissioned by their presidents.

Each member state of the European Union in which an active member has its registered offices may at most provide one member of the Board of Directors.

The members of the Board of Directors shall be elected for an extendable period of two years

The membership meeting shall elect from amongst its elected members of the Board of Directors the president, the vice-president and the treasurer.

The members of the Board of Directors shall serve pro bono.

In the event that an office of a member of the Board of Directors falls vacant during a period of office, the next subsequent membership meeting shall elect a successor. The successor shall serve out the term of office of the party replaced.

Article 16 - Meetings of the Board of Directors

The Board of Directors shall in principle hold a meeting convened by the president whenever deemed to be required but at least twice a year.

The meetings shall be chaired by the president or, if the latter is not available, by the vice-president and, if the latter is not available, by the oldest member of the Board of Directors present.

The Board of Directors shall only have a quorum for decision if the majority of the members of the Board of Directors are present or represented.

Each member of the Board of Directors shall have one vote. Decisions shall be adopted by absolute majority. In case of a tie, the president or the latter's substitute shall have a casting vote.

Decisions taken by the Board of directors shall be recorded in the form of minutes signed by the president and the general secretary that shall be included in a special binder. An extract may upon approval by the president or the general secretary likewise be given to interested third parties.

Article 17 - Prerogatives of the Board of Directors

The Board of Directors shall have extended prerogatives in matters of management of EUSA and shall represent it in all court and out-of-court proceedings. All decisions not exclusively reserved for the membership meeting according to law, these Statutes or the bylaws shall fall under the remit of the Board of Directors.

It may inter alia and without this listing being exhaustive, make and receive all payments; acquire, sell and trade in all movable and immovable assets; accept non-remunerated contributions, donations and subsidies; consent to all types of contracts and sign the latter; conclude a settlement; represent the Association in all courts, both as plaintiff as well as defendant, and enforce all judgements or have them enforced.

The Board of directors may commission a managing member of the Board of Directors elected from amongst its members or even a third party with conduct of EUSO's daily business with the right to sign concomitant with this prerogative. The Board of Directors shall determine the latter's prerogatives as well as his salary or compensation. The person appointed for these tasks may have the capacity of the

general secretary.

The Board of Directors shall appoint and dismiss all authorised representatives, employees and members of the staff in order to ensure continuity and EUSA's office as well as to do the same for all assistants for specific tasks. It shall determine their activities and their compensation. Such persons may be prompted to take part in an advisory capacity in decisions made by the Board of Directors.

The possibilities of suing or being sued shall be ensured on behalf of the Association by the president acting as the chair of the Board of Directors.

Article 18 - Prerogatives of members of the Board of Directors

The legal transactions decided upon by the Board of Directors and binding on EUSA shall be signed by the president with legal effect who, when acting alone or through two jointly acting members of the Board of directors shall not be obliged to justify their prerogatives in relation to third parties.

The legal transactions in regard to management of daily business shall be signed by the general secretary with legal effect.

SECTION V: THE COMMITTEES

Article 19 - Working committees

Committees shall be formed whose title and competencies shall be determined as follows:

- 1 Safety Committee:**
Considerations and studies on global policy to be pursued and possible European regulations that must be elaborated in the field of safety.
- 2 Committee for Hygiene and Water Treatment:**
Considerations and studies on global policy to be pursued and possible European standards that must be elaborated in the field of hygiene and water treatment.
- 3 Committee for Technical Regulations:**
Considerations and studies on possible technical regulations to be elaborated in other fields than those with which the committees above are concerned.
- 4 Committee charged with relations to European institutions:**
Communication, discussions and rapport with institutions of the

European Union, especially for the purpose of having the latter be in a position to get to know EUSA and accept its work and studies on elaboration of systems of standards in regard to its profession.

The Board of Directors shall elect a president for each committee from amongst its members. The additional members of the committees shall be elected by the membership meeting.

The committees shall conduct their work under the supervision and responsibility of the Board of Directors to which they will report. All possible projects and obligations shall be subject to prior consent by the Board of directors.

The other guidelines in regard to working procedures of the committees shall be determined in the bylaws.

The additional working committees that may prove to be necessary to pursue the objectives of the Statutes shall be formed by absolute majority decision of the membership meeting.

SECTION VI: BUDGET REGULATIONS

Article 20 - Annual budget

The first annual budget shall be adopted by absolute majority of votes of the members present or represented at the first membership meeting.

The preliminary calculation and the budget estimate for the next subsequent business year shall be drawn up by the Board of Directors taking the previous year's budget into account. They shall be submitted to the regular membership meeting for voting.

EUSA's annual budget shall consist of the contributions of its members and all subsidies, non-remunerated contributions, donations and aid granted to it.

SECTION VII: MISCELLANEOUS PROVISIONS

Article 21 - Duration of the business year

The business year shall commence on the first of January and shall end on the thirty-first of December.

By way of exception, the first business year shall commence on the date of EUSA's founding and shall end on the thirty-first of December of the same year.

Article 22 - Amendments to the Statutes

These present Statutes may be amended, supplemented or expanded on the proposal of the Board of Directors. Proposals to amend shall be specifically mentioned in each convening invitation. Amendment of the Statutes shall require deliberations and voting in the membership meeting that shall have a quorum for decision with the presence of two-thirds of the active members that have either appeared or are legally represented. Should the required number of votes not be reached by those present at the first meeting, a second meeting may be convened that, without regard to the number of active members present or represented, shall have a quorum for decision but must be held at the earliest 15 days after the first meeting. For adoption of an amendment a majority of two-thirds of the votes of active members appearing or represented shall be required.

However, a majority of four-fifths of the votes shall be required if the objectives of the Association's Statutes are to be amended.

Article 23 - Dissolution

The deliberate dissolution of the Association may only be decided by majority resolution of four-fifths of the votes of the active members presented or represented at a membership meeting convened for this purpose in the same way as is required for amendment of the Statutes.

In the event of EUSA's dissolution the membership meeting shall appoint the liquidator or liquidators and shall determine their prerogatives.

The membership meeting shall decide on the disposal of the Association's profits which must be used for a non-profit purpose.

Article 24 - Statutory form regulations

The Board of Directors shall monitor compliance with statutory form regulations for statutorily required announcements.

Article 25 - General provisions

All regulations not provided for in these present Statutes shall be determined in accordance with the provisions of the Act dated 27 June 1921 as well as with the amendments provided for on non-profit organisations, international associations and foundations in the Act dated 2 May 2002.

SECTION VIII: TRANSITIONAL PROVISIONS

Appointment of the first Board of Directors

In the context of the membership meeting held on this date, the founding members have elected the first Board of Directors and appointed the members of the Board of Directors who are present here and who hereby accept their offices.

- 1. Mr as President
- 2. Mr as vice-president
- 3. Mr as treasurer
- 4. Mr as member of the Board of Directors

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- 1. **Mr. Marc MAUPAS**, born the....., residing at
- 2. **Mr. Bert GRANDERATH**, born the 12th January 1957 at Bensberg (Germany), residing at Welscher Busch 5, 51429 Bergisch Gladbach (Germany)
- 3. **Mr. Lluís CORTÉS ALVAREZ**, born the 23rd June 1951 at Barcelona (Spain), residing at Font del Fumet 88, la Floresta, Sant Cugat Desvalles 08190 (Spain)
- 4. **Mr. Bob SPIRING**, born the....., residing at
- 5. **Mr. Francesco CAPOCCIA**, born the 18th June 1940 at Milano (Italy), residing at Via Cellini 13, 60027 Osimo (AN) (Italy)
- 6. **Mr. Francisco GODINHO**, born the, residing at
- 7. **Mr. Lothar MAIR**, born the....., residing at.....
- 8. **Mr. Gábor TÁKACS**, born the, residing at.....

]

Signed at Brussels
The2006

In 9 executed copies

FPP
Represented by Mr. Marc Maupas

bsw
Represented by Mr. Bert Granderath

Faps
Represented by Mr. Lluís Cortés Álvarez

BSPF
Represented by Mr. Bob Spiring

ASSOPISCINE
Represented by Mr. Francesco Capoccia

App
Represented by Mr. Francisco Godinho

ÖVS
Represented by Mr. Lothar Mair

MUE
Represented by Mr. Gábor Tákacs