

International Greeter Association

Statutes (preliminary)

This document is a non-official translation (done with www.deepl.com) of the French document currently used in the founding process. Some minor edits are possible until the association finally is registered.

TITLE 1: BASIC ACT

Article 1 - Form - name

The association is incorporated as an international non-profit association (of international utility) in accordance with the law and is called the "INTERNATIONAL GREETER ASSOCIATION", in short "IGA".

The full and abbreviated names can be used together or separately.

All acts, invoices, announcements, announcements, publications and other documents issued by the international non-profit association must mention its name, immediately preceded or followed by the words "international non-profit association" or the acronym "AISBL" and the address of its headquarters.

Article 2 - Registered office

The association's registered office is located in Belgium at Avenue d'Auderghem 63, 1040 Brussels, in the Brussels district.

The registered office of the association may, by a simple majority decision of the members present or represented on the Board of Directors, be transferred to any other place in Belgium. Under no circumstances may it be transferred abroad.

Any deed recording the transfer of the association's registered office must be filed (in extenso) in the association's file held at the registry of the Commercial Court of the association's registered office and published in the Annexes to the Belgian Official Gazette.

Article 3 - Purpose - Activities

The association, which is devoid of any profit-making spirit, has as its non-profit purpose of international utility:

The promotion and development of the founding values of the Greeter movement, support for Greeter organisations, the development and promotion of the Greeter brand, the development of Greeter services, both in Belgium and abroad.

The pursuit of these goals will be achieved through the following activities, among others:

- Define and promote Greeter's core values, including volunteerism and hospitality;
- Establish and develop an international network of participatory and sustainable tourism that respects people and the environment;
- Promote the cultural and economic development of local and international communities related to participatory and sustainable tourism;
- Promote exchanges between members of the Association and Greeter's networks, both in Belgium and abroad;
- Establish and promote standards about Greeter, in particular by setting up an "International Greeter Association" label;

- The organisation of conferences, seminars, workshops, events, campaigns related to the *Greeter* movement, in particular for the members of the Association. More generally, any internal and external communication activity related to the aims of the Association;
- The design, development and promotion of any project and activity related to the aims of the Association;

It may perform all acts related indirectly or directly to its purpose. In particular, it may assist and be interested in any activity pursuing a similar aim to its own.

The Board of Directors is authorized to interpret the nature and extend the objectives of the Association.

Article 4 - Members

The Association is open to Belgians and foreigners.

The Association is composed of full and associate members. Full members are called "members" and associate members are called "associate members". Only members shall enjoy the full rights granted to partners by law and these Articles of Association.

The number of members is not limited and its minimum is set at three.

Members are the constituents of the incorporation deed as well as any person subsequently admitted as a member and whose term of office has, if necessary, been renewed in accordance with these statutes.

The General Assembly may admit associate members, who will participate in the purpose of the Association. They will be invited to participate in the Assemblies and will have a consultative voice.

Article 4.1 - Criteria for membership of the Association

All members must meet the following criteria:

- respect *Greeter's* values, volunteer and welcome with its visitors;
- welcome individuals or small groups of up to six (6) people, the size of which is specified in the internal regulations;
- respect the free nature of meetings between *Greeters*;
- welcome any person, visitor or volunteer, without discrimination or conditions related to religion, sex, origin, philosophy orientation, in particular;
- participate in the cultural and economic enrichment of local communities, contribute to the positive image of the destination, in a sustainable tourism approach that respects the environment and people;
- promote mutual enrichment and cultural exchanges between individuals;
- organize projects and activities that contribute to the objectives of the Association;
- promote *Greeter* services to the general public through the use of new information technologies.

Article 4.2 - Rights and Obligations of Full Members

The full members have the right, in particular, to:

- to be informed of the decisions of the General Assembly;
- to attend or be represented at the General Assembly;
- to vote at the General Assembly;
- to participate in activities organized by the Association.

The regular members have the following obligations in particular:

- pay the membership fee set by the General Assembly;
- communicate their annual statistics to the Association;
- respect the criteria for membership of the Association, in accordance with Article 4.1 of these Articles of Association;
- to provide the Association with the information necessary to achieve its objectives and prepare its

annual accounts.

- respect the decisions taken by the General Assembly.

Article 4.3 - Rights and Obligations of Associate Members

The associate members have the right to:

- to be informed of the decisions of the General Assembly;
- to attend General Meetings without voting rights;
- to participate in activities organized by the Association.

The associate members have the following obligations in particular:

- pay the membership fee set by the General Assembly;
- provide the Association with their annual statistics;
- respect the criteria for membership of the Association, in accordance with Article 4.1 of these Articles of Association;
- respect the decisions taken by the General Assembly;
- to provide the Association with the information necessary to achieve its objectives and prepare its annual accounts.

Article 5

The admission of new members is subject to the following conditions:

a) Full members: to be a natural or legal person who promotes the *Greeter* concept and the aims of the Association, to have a website dedicated to the *Greeter* concept linked to the Association's website.

The corporate member must have at least five (5) members;

All applications for membership are addressed to the Board of Directors in accordance with the terms and conditions set out on the Association's website.

b) associate members: be a natural or legal person who supports the objectives of the Association, in particular the *Greeter* destinations;

Members of the various categories may resign under the following conditions:

By sending a written request to the Association, by registered letter or by e-mail.

Any resignation notified before 30 September of the current year will be effective from 1 December of the same year. Any resignation notified after 30 September of the current year shall not be effective until.....

A member shall be considered to have resigned automatically if he or she

- no longer meets the conditions for membership of the Association;
- is in default of payment of the membership fee, despite the sending of a payment reminder by e-mail or by post within four (4) weeks following the date of sending the reminder;
- is in default of providing its annual statistical data, despite a reminder being sent by e-mail or by mail within four (4) weeks of the date of sending the reminder.
- has ceased its activities as *Greeter*.

Article 5.1 - Suspension of a member

The Board of Directors is competent to suspend a member who:

- remains in default of its statutory obligations;
- prevents the Association, through its action or inaction, from achieving its goals;

Any suspended member may appeal the suspension decision to the General Assembly by registered letter or e-mail to the Board of Directors within one month of the decision.

The General Assembly shall decide on the disputed suspension by a majority vote of its members present or represented concerning its exclusion.

Article 5.2 - Exclusion of a member

The exclusion of members from the Association may be proposed by the Board of Directors, after hearing the defence of the person concerned, and may be decided by the General Assembly by a two-thirds majority of the members present or represented. The Board of Directors may suspend the person concerned until the decision of the General Assembly.

A member who ceases to be a member of the Association (by death or otherwise) has no right to the share capital.

Article 5.1 - National networks

Original text:

National networks, being associate members, may be approved as national agencies by the IGA for full membership, support and suspension according to the rules set by the General Assembly or the Board of Directors of the Association.

The approval of national networks requires:

- (a) their registration in accordance with national law;
- (b) take the Association's regulations as a guideline for the management of their own network and enforce them.

Proposed text:

The Board of Directors of the Association is competent to recognise the status of "National Agency" to one (or more) associate members as soon as it is constituted as a national network.

Any decision to recognize the status of "National Agency" as an associate member implies the participation of the latter in the membership of full local members, their support and suspension according to the internal rules set by the Association. The "National Agency" will become effective provided that it has legal personality in accordance with its national law and that it complies with the IGA regulations in their contribution to the above-mentioned actions.

Article 6

Members may be invited to pay a membership fee set annually (for the category to which they belong) by the General Assembly on the proposal of the Board of Directors.

The amount of the annual subscription will not exceed two hundred euros (€ 200.00) for each member. Any exchange, management or other charges will remain the responsibility of the members.

TITLE 2: ORGANIZATION

Chapter 1 - Governance (Administration-management-representation)

Article 7 - General Assembly (General Management Body)

The General Assembly has full powers to achieve the purpose(s) and activities of the Association.

It is composed of all the full members (associate members may attend in an advisory capacity).

In particular, the following points are reserved for its jurisdiction:

- (a) approval of budgets and accounts;
- (b) election, dismissal and discharge of the directors and, where applicable, of the auditors or auditors;

- (c) amendment of the Articles of Association;
- d) dissolution of the Association;
- (e) exclusion of membership;
- f) adoption of internal regulations and approval of their amendment as proposed by the Board of Directors;
- (g) appointment and revocation of directors' terms of office;
- h) discussion and approval of the recommendations of the Board of Directors;
- i) participation in the definition of policies and projects undertaken by the Association;
- j) to provide guidance to the Board of Directors;

Article 8

The General Assembly shall automatically meet under the direction of the Chairman of the Board of Directors in September of each year at the registered office or at the place indicated on the notice of meeting.

In the absence of the President, he will be replaced by the Secretary or by a member of the Board of Directors.

The meeting shall be convened by the President or the Secretary, if applicable, any director.

It shall be sent by letter, fax, e-mail or any other means of communication at least twenty-one (21) days before the General Assembly and shall contain the agenda.

An Extraordinary General Assembly may also be convened by the President under the following conditions: at the request of at least one third (1/3) of the full members.

The ordinary or extraordinary General Assembly may meet physically or virtually.

At least one physical General Assembly must meet at least once every two years.

Article 9

The members may each be represented at the General Assembly by another member with a special proxy. However, each member may not hold more than two (2) proxies.

Unless otherwise provided in these Articles of Association, the General Assembly shall only validly deliberate if one quarter (1/4) of the members are present or represented.

Article 9.1 Virtual General Assembly

A quorum for a virtual meeting is reached if one-quarter (1/4) of the full members are present at the virtual meeting.

In such a situation, the relevant information and documents will be sent to all full members, who will have fourteen (14) days from the sending of the documents and information to register their electronic vote.

Any written decision shall be adopted as soon as one quarter (1/4) of the full members have validly voted.

Article 10

Except in the exceptional cases provided for in these Articles of Association, resolutions shall be passed by a simple majority of the members present or represented and shall be brought to the attention of all members by e-mail.

In the event of a tie, the President shall have the casting vote. If he is not present, the casting vote shall be that of the Secretary or any other member representing the President.

Article 11 - Board of Directors (administrative body)

1. The Association is administered by a Board of Directors composed of a minimum of six (6) and a maximum of eight (8) directors. Associate members shall be represented on the Board by an

associate member director, provided that an associate member declares himself a candidate and is appointed by a vote of the General Assembly.

2. The Board has all the powers of management and administration subject to the powers of the General Assembly.

3. The Board elects from among its members a President, a Secretary and a Treasurer (possibly Vice-Presidents, etc.).

4. The Board of Directors may entrust a person, member or not of the Board of Directors, with the day-to-day management and representation of the Association with regard to this day-to-day management. The person in charge of the day-to-day management may act individually. This provision is enforceable against third parties under the conditions provided by law. Any restriction on the power of representation granted to the person responsible for day-to-day management, for the purposes of day-to-day management, shall not be binding on third parties even if it is published. The person in charge of day-to-day management shall be entitled "Managing Director" or "Managing Director", depending on whether or not he is a member of the Board of Directors.

5. The Board of Directors may appoint several persons to carry out the day-to-day management. In this case, they will have to act jointly.

6. The identity of the delegate(s) responsible for day-to-day management will be filed with the clerk of the Commercial Court and published in the annexes to the Belgian Official Gazette.

7. The Board may, in addition, confer under its responsibility special and determined powers on one or more persons.

8. The Board of Directors is competent to seek external private or public funding.

9. The Board of Directors is competent to decide on applications for membership of the Association. Its decision need not be reasoned.

10. The Board of Directors is responsible for fundraising and the use of the Association's resources.

Article 11.1 - Chairman of the Board of Directors

The term of office of the Chairman of the Board of Directors is four (4) years, renewable unless otherwise decided by the General Assembly.

The President manages the Association, validates all the activities undertaken by the Association, and signs the related documents.

The President may delegate the execution of certain tasks to a special agent, with the option of substitution.

As part of its responsibilities, the Board of Directors may grant special and particular powers to one or more persons.

The President presides over the General Assembly, the Board of Directors and sets the agenda. In his absence, he will be replaced by the Secretary or by a member of the Board of Directors.

The term of office of the Chairman of the Board of Directors is unpaid, unless otherwise decided by the General Assembly.

Article 11.2 - Secretary of the Board of Directors

The Secretary assists the President in the day-to-day management, data processing, internal communication and monitoring of internal processes.

The term of office of the Secretary of the Board of Directors is unpaid, unless otherwise decided by the General Assembly.

Article 11.3 - Treasurer of the Board of Directors

The Treasurer is responsible for the management of the Association's funds, he is also responsible for keeping accounts and reporting to the Board of Directors.

The term of office of the Secretary of the Board of Directors is unpaid, unless otherwise decided by

the General Assembly.

Article 12- Appointments

Directors are appointed by the General Assembly under the following conditions: the term of office is two (2) years, renewable with a maximum of three (3) successive terms, by a simple majority vote. The limitation of three successive terms may be waived when more candidates declare themselves that more directorships are to be filled, in which case the candidate must receive at least three-quarters (3/4) of the votes.

In the event of a vacancy during a term of office, the Board of Directors may appoint a replacement who shall complete the term of office of the person he replaces.

Directors may be dismissed by the General Assembly by a two-thirds majority of the full members present or represented.

Article 13 - Meetings

The Board meets at least twice a year, including once in September of each year, or at the special invitation of the Chairman of the Board.

The invitation is sent by letter, fax, e-mail or any other means of communication.

A director may be represented by another director who may not, however, hold more than one proxy.

The Board may only validly deliberate if at least half (1/2) of its members are present or represented. Its resolutions are passed by a simple majority of the directors present or represented. Each director has one vote. In the event of a tie, the President shall have the casting vote.

Article 14 - Conflict of interest

If a Director has, directly or indirectly, an interest of a financial nature that is opposed to a decision or operation of the Board of Directors, he must communicate it to the other Directors before the Board of Directors deliberates. Its declaration, as well as the reasons justifying the conflicting interest that exists in the hands of the Director concerned, must appear in the minutes of the Board of Directors that will have to take the decision. In addition, he must inform the potential Commissioner. The Board of Directors shall describe, in the minutes, the nature of the decision or operation and a justification of the decision taken as well as the financial consequences for the Association. The management report shall contain the entire report. The report of the Statutory Auditor, if any, must also include a separate description of the financial consequences for the Association of decisions of the Board of Directors that involved an opposing interest within the meaning of this article.

The Director concerned may attend the deliberations of the Board of Directors relating to these operations or decisions, nor take part in the vote. This article does not apply when the decisions of the Board of Directors concern normal transactions concluded under normal conditions for transactions of the same nature.

Article 15 - Representation

All acts binding on the Association shall, except in the case of special powers of attorney, be signed by the Chairman of the Board of Directors, who shall not be required to justify to third parties the powers granted for this purpose.

Legal actions, both as plaintiff and defendant, are monitored by the Board of Directors represented by its Chairman or a director appointed for this purpose by the latter.

Chapter 2: Accounting

Article 16 - Financial year and annual accounts

The financial year ends on 31 December of each year. The first financial year begins from today and

ends on 31 December 2019.

Subject to the application of the provisions of the Belgian law of seventeenth of July one thousand nine hundred and seventy-five on company accounts in the cases provided for in Article 53 § 3 of the law, the Board of Directors is required to submit the accounts for the previous financial year and the budget for the following financial year for approval by the General Assembly which will rule at its next Assembly.

Article 17 - Control

In the cases provided for in Article 53 § 5 of the law, the Board of Directors shall entrust the financial control of the Association to one or more auditors of its choice.

TITLE 3: AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION

Article 18

Without prejudice to the law, any proposal for an amendment to the Articles of Association or the dissolution of the Association must come from the Board of Directors or at least # the full members of the Association.

The Board of Directors must inform the members of the Association at least three months in advance of the date of the General Assembly which will decide on the said proposal.

The General Assembly can only validly deliberate if it brings together two thirds of the members, with voting rights, present (#* or represented) of the Association.

No decision shall be taken unless it is adopted by a two-thirds majority of the votes cast.

However, if this General Assembly does not bring together two thirds of the members of the Association, a new General Assembly shall be convened under the same conditions as above, which shall decide definitively and validly on the proposal in question, by the same two thirds majority of the votes, whatever the number of members present or represented.

Decisions concerning the attributions, mode of convocation, mode of decision of the general management body of the Association, as well as the conditions under which its resolutions are brought to the attention of the members, and/or concerning the conditions for amending the statutes, dissolution and liquidation of the Association, and the destination of the Association's assets, shall be recorded by authentic instrument filed in the file kept at the registry of the Commercial Court and published in the Belgian Gazette.

In addition and in accordance with Article 50, paragraph 3 of the law, resolutions to amend the purpose(s) of the Association will only have effect after approval by the King, which has also been published in the Belgian Official Gazette. Other decisions to amend the statutory references must not be communicated for acceptance by the Belgian Minister responsible for Justice or his delegate.

Article 19 - Liquidation and allocation of assets

In the event of judicial or voluntary dissolution, the General Assembly shall appoint one or more liquidators and determine the method of liquidation of the Association.

Any net assets, after liquidation and enforcement of any rights of return to donors (former Art. 4 para. 4), shall be allocated to a non-profit legal person governed by private law, international or otherwise, pursuing a purpose similar to that of the Association or, failing that, at least one disinterested purpose.

TITLE IV : GENERAL PROVISIONS

Article 20 - Election of domicile

For the execution of these Articles of Association, any full or adherent member, director and liquidator, domiciled abroad, shall elect an address for service at the Association's registered office where any notification may be validly made to him.

Article 21 - Common law

Anything not provided for in these Articles of Association shall be governed by the law and clauses contrary to mandatory provisions shall be deemed unwritten.

Article 22 - Jurisdiction

For all disputes between the Association, its members, partners, bondholders, directors, auditors and liquidators relating to the Association's business and the execution of these Articles of Association, the courts of the registered office shall have exclusive jurisdiction, unless the Association expressly waives this jurisdiction.

III - TRANSITIONAL PROVISIONS

FIRST GENERAL ASSEMBLY

As the Association is thus constituted, the constituents, meeting in an Extraordinary General Assembly, unanimously take the following decisions:

(a) appointment of directors

The number of directors is set at six (6). The following are called to these functions:

- Mr BRENMANN Joaquin, first name;
- Mr BOSTELMANN Klaus, first name;
- Mrs. LAW Katharine, named;
- Mrs SLABODSKY Françoise, first name;
- Mrs HERSENS Emilie, named;
- Mrs HOUNSLOW Diana, named;

Who hereby intervene and accept.

The said mandates:

- are exercised free of charge.
- expire immediately after the 2021 Ordinary Shareholders' Meeting.

(b) appointment of commissioners

Since it results from estimates made in good faith that for the first financial year the Association meets the criteria set out in Article 53 § 5 of the Law, it has been decided not to appoint an auditor.

(c) power of attorney for formalities

Mrs HERSENS Emilie, LAW Katharine, SLABODSKY Françoise, HOUNSLOW Diana and Mr BRENMANN Joaquin, BOSTELMANN Klaus, present here, acting in their capacity as directors above, declare that they grant a mandate, for an unlimited period and with the possibility of substitution, to :

Mrs HERSENS Emilie, named, for her name and on behalf of the Association, following its incorporation, through a recognised company counter of her choice, to carry out all legal and administrative formalities at the Crossroads Bank for Enterprises (request for a company number and possibly a number of the establishment unit) as well as at the Value Added Tax services (declaration of opening of activity).

The principals also declare that they have been sufficiently informed of the cost of the services covered by this mandate.

These powers cover all changes, registrations, deletions and other formalities for decisions taken in the past or future.

FIRST BOARD OF DIRECTORS

The directors named above, meeting in the Board, have appointed as follows:

- Chairman of the Board of Directors: LAW Katharine Jarman
- Secretary of the Board of Directors: BOSTELMANN Klaus
- Treasurer of the Board of Directors: HOUNSLOW Diana Mary
- Managing Director: SLABODSKY Françoise
- Managing Director: HERSENS Emilie Benoît Martine
- Managing Director: BRENMANN Joaquin Bernardo

Consequently, the latter can do it alone:

- To receive and receive from the National Bank of Belgium, the Belgian Treasury, all public funds and all administrations, associations or persons whatsoever, any sums or securities which may be due to the Association, in principal, interest and accessories, for any reason whatsoever, to withdraw any sums or securities deposited; from any sums or securities received, to give a good and valid receipt and discharge in the name of the Association; to pay in principal, interest and accessories, any sums which the Association may owe.
- Have all bank accounts or post office cheques opened in the name of the Association.
- Sign, negotiate, endorse all payment items, money orders, cheques, drafts, promissory notes, promissory notes, transfer notes and other necessary documents; accept, endorse all drafts, extend the time limit for drafts or expired payment items; have all compensation established and accepted, accept and consent to all subrogations.
- Collect on behalf of the Association, the post office, customs, all couriers and railways or receive at home letters, crates, packages, parcels, registered or not, loaded or not, and those containing declared values; have all deposits delivered; present bills of lading, consignment notes and other necessary documents; sign all documents and discharges.
- To draw up all inventories of property and values of any kind that may belong to the Association.
- Appoint, dismiss, dismiss all agents and employees of the Association, set their salaries, discounts, wages, salaries, gratuities, as well as all other conditions of their admission and departure.
- Require all entries, modifications or deletions from the register of legal persons.
- Solicit the Association's affiliation with all professional organizations.
- Represent the Association before all public or private administrations.
- Substitute one or more representatives in such part of its powers as it determines and for the duration it sets.

The foregoing list is enunciatory and not exhaustive.

CERTIFICATE OF IDENTITY

In accordance with Article 11 of the Ventôse Law, the notary certifies the first names and domicile, and where applicable the name and registered office, of the settlor in the light of documents required by law.

DECLARATION OF CONFORMITY

After investigation of this constitution, the undersigned notary certifies that the law has been respected

OF WHICH ACTED

Done and past date and place as above.

The constituent and intervening parties declare to us that they have read the draft of this deed, on # and therefore, at least five days before the signing of this deed.

And after a commented reading, in full with regard to the parts of the deed referred to in this respect by the law and partially with regard to the other provisions, the parties have signed with us, notary.