

Statutes

of the

International Greeter

Association

Translation of the original document in French language as of June 17, 2024

Content

| | |
|---|----|
| 1st TITLE: BASIC DEED | 3 |
| Article 1 - Form - denomination | 3 |
| Article 2 - Registered office | 3 |
| Article 3 – Purpose - activities | 3 |
| Article 4 - Members | 4 |
| Article 4.1 – Criteria for membership of the Association | 4 |
| Article 4.2 - Full members’ Rights and Obligations | 4 |
| Article 4.3– Associated members’ Rights and Obligations | 5 |
| Article 5: (Member admission, suspension, exclusion) | 5 |
| Article 5.1 – Suspension of a member | 5 |
| Article 5.2 – Exclusion of a member | 6 |
| Article 5.3 – National Networks | 6 |
| Article 6: (Membership fee) | 6 |
| 2nd TITLE: ORGANISATION: | 6 |
| Chapter 1 - Governance (Administration - management - representation) | 6 |
| Article 7 – General Assembly (General management board) | 6 |
| Article 8: (General Assembly) | 7 |
| Article 9: (General Assembly – specific regulations) | 7 |
| Article 9.1 Virtual General Assembly | 7 |
| Article 10: (Rules for decision making) | 7 |
| Article 11 - Board of Directors (general board) | 7 |
| Article 11.1 – Chairman of the Board of Directors | 8 |
| Article 11.2- Secretary to the Board of Directors | 8 |
| Article 11.3- Treasurer to the Board of Directors | 8 |
| Article 12 - Appointments | 8 |
| Article 13 - Meetings | 9 |
| Article 14 - Conflict of interests | 9 |
| Article 15 - Representation | 9 |
| Chapter 2: Accounting | 9 |
| Article 16 - Financial year and annual accounts | 9 |
| Article 17 - Control | 9 |
| 3rd TITLE: AMENDMENT AND DISSOLUTION OF STATUTES | 10 |
| Article 18: | 10 |
| Article 19 - Liquidation and appropriation of assets | 10 |
| TITLE IV: GENERAL PROVISIONS | 10 |
| Article 20: Choice of address | 10 |

| | |
|----------------------------------|----|
| Article 21 - Common law | 10 |
| Article 22 - Judicial competence | 10 |

1st TITLE: BASIC DEED

Article 1 - Form - denomination

The association is incorporated as an international not-for-profit association (of international use) in accordance with the law, and is called the “International Greeter Association”, abbreviated to “IGA”.

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

All actions, invoices, announcements, publications and other items coming from the international not-for-profit association must mention its name, either immediately before or after the words “international not-for-profit association”, or the letters “AISBL”, as well as the registered address.

Article 2 - Registered office

The registered office of the association is established in Belgium at Avenue d’Auderghem 63, 1040 Brussels, in the Brussels district.

The registered office of the association can, by decision of the majority of members present or represented by the Board of Directors, be moved to any other location within Belgium. In no case may it be moved abroad.

Any action establishing the transfer of the association's registered office must be registered (verbatim) in the association’s file held at the Commercial Court of the association’s registered office and published in the Annexes to the Belgian State Gazette.

Article 3 – Purpose - activities

The association, which is entirely non-profit making, has a not-for-profit purpose of international use:

The promotion and development of the *Greeter* movement's core values, the support for *Greeters* organization, the development and promotion of the *Greeter* brand, the development of *Greeter* services, in Belgium and abroad.

The pursuit of these purposes will in particular be carried out through the following activities:

- Defining and promoting the core values of the *Greeters*, in particular based on volunteering and welcoming;
- Establishing and developing an international tourism network that is participative and sustainable, respectful of human beings and the environment;
- Promoting the cultural and economic development of local and international communities linked to participative and sustainable tourism;
- Boosting exchanges between members of the Association and the *Greeters* networks, in Belgium and abroad;
- Establishing and promoting the standards regarding the *Greeters*, in particular the implementation of an “*International Greeter Association*” certification label;
- Organizing conferences, seminars and workshops linked to the *Greeter* movement, especially for members of the Association. More generally, every internal and external communication linked to the purposes of the Association;
- The concept, development and promotion of every project and activity linked to the purposes of the Association;

The Association may carry out any activity related directly or indirectly to its purpose. The Association may in particular lend its support and take an interest in any activity that follows a purpose similar to its own.

The Board of Directors is authorized to read/interpret the meaning of, and extend, the aims of the Association.

Article 4 - Members

The Association is open to Belgians and foreigners.

The Association is made up of full and associate members. The full members are called “members” and the associate members are called “associated members”. Only full members may enjoy the full rights granted to associates by law and these statutes.

There is no maximum number of members and its minimum is three (3).

Members are the constituents of the deed as well as any person who is admitted later as a member and whose mandate has, if necessary, been renewed in compliance with these statutes.

The General Assembly may admit associate members, who will contribute towards the purposes of the Association. They will be invited to take part in the assemblies and will be given an advisory role.

Article 4.1 – Criteria for membership of the Association

Every member must satisfy the following criteria:

- to respect the *Greeter* values, be a volunteer and welcoming towards their visitors;
- to welcome solo travellers or those in small groups where the size is stipulated in the internal regulations to a maximum of six (6) people;
- to respect the free meetings between Greeters and visitors;
- to welcome any person, be they visitor or volunteer, without discrimination or conditions linked to religion, sex, origin, philosophical views, among others;
- to take part in the cultural and economic enrichment of local communities, contributing to the positive image of the destination, with a respectful approach towards sustainable tourism, the environment and human beings;
- to boost the mutual enrichment and cultural exchanges between individuals;
- to organise projects and activities which contribute towards the Association’s aims;
- to promote the *Greeter* services to the public at large through new information technology.

Article 4.2 - Full members’ Rights and Obligations

Full members in particular have the right to:

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

Full members have, in particular, the following obligations:

- to pay the membership fee fixed by the General Assembly;
- to inform the Association of their annual statistics;
- to respect the Association’s membership criteria, in accordance with article 4.1 of the statutes;
- to provide the Association with the necessary information achieve its objectives and the prepare its annual accounts.
- to respect the decisions taken by the General Assembly.

Article 4.3– Associated members’ Rights and Obligations

Associated members in particular have right to:

- be informed of decisions made by the General Assembly;
- attend General Assembly without the right to vote;
- take part in activities organized by the Association.

Associate members have, in particular, the following obligations:

- to pay the membership fee fixed by the General Assembly;
- to inform the association of their annual statistics;
- to respect the Association’s membership criteria, in accordance with article 4.1 of the statutes;
- to respect the decisions taken by the General Assembly;
- to provide the Association with the necessary information achieve its objectives and the prepare its annual accounts.

Article 5: (Member admission, suspension, exclusion)

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

a) full members:

To be a physical or legal person who promotes the *Greeter* concept and the Association’s purposes, to have a website dedicated to the *Greeter* concept and linked to the Association’s website.

The legal member must account for at least five (5) members;

Every membership application is sent to the Board of Directors according to the ways set out on the Association’s website.

b) associated members:

to be a physical or legal person who supports the Association’s purposes, in particular *Greeter* destinations;

Members of the different categories may submit their resignation under the following conditions:

By sending a written request to the Association, by registered post or email.

Every resignation received before 30th September of the current year will be effective as from 1st December of the same year. Every resignation received after 30th September of the current year will not be effective until 1st January of the following year.

A member shall be considered to have resigned automatically if they:

- do not comply with the Association’s membership rules;
- continue to owe subscription fees, despite having been sent a payment reminder by email or courier, in the four weeks following the date of the reminder;
- have not sent in their annual statistical data, despite having been sent a reminder by email or courier, in the four weeks following the date of the reminder;
- have stopped their *Greeter* activities.

Article 5.1 – Suspension of a member

The Board of Directors has the power to suspend any member who:

- does not respect their legal obligations;
- prevents the Association, by their action or inaction, from achieving its purposes;

Every suspended member may appeal the suspension decision before the General Assembly, by registered post or email addressed to the Board of Directors within one month of the aforesaid decision.

The General Assembly decides on the contested suspension by a vote by the majority of members either present or represented, concerning its exclusion.

Article 5.2 – Exclusion of a member

The exclusion of members of the Association may be proposed by the Board of Directors, having heard the concerned party's defence, and may be decided by the General Assembly by a two-thirds majority of present or represented members. The Board of Directors may suspend the concerned party until the decision of the General Assembly.

Any member who stops (by death or otherwise) being part of the Association has no right to the social fund.

Article 5.3 – National Networks

The Association's Board of Directors may recognize the status of "National Agency" of one (or more) associate members as soon as it is incorporated in a national network.

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

Article 6: (Membership fee)

Members may be asked to pay an annual membership fee (for the category in which they belong) by the General Assembly on a proposal from the Board of Directors.

The amount of the annual membership fee must not exceed two hundred Euros (€200.00) for each member. Any potential charges for exchange, management or others levies will be the borne by members.

2nd TITLE: ORGANISATION:

Chapter 1 - Governance (Administration - management - representation)

Article 7 – General Assembly (governing body)

The General Assembly has the full range of powers that allow the Association's purposes and activities to be carried out.

It is made up of all the full members (associate members may attend in an advisory role).

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

- a) approval of budgets and accounts
- b) election, dismissal and discharge of directors and, when necessary, auditors;
- c) amendment of the statutes
- d) dissolution of the Association
- e) exclusion of a member
- f) adoption of internal regulations and approval of their amendment as proposed by the Board of Directors;
- g) appointment and dismissal of directors' mandates
- h) discussion and approval of the Board of Directors' recommendations;
- i) participation in defining policies and projects set out by the Association;

- j) providing guidance for the Board of Directors

Article 8: (General Assembly)

The General Assembly automatically meets under the direction of the chairman of the Board of Directors, every September, at the registered office or the place indicated on the agenda of meeting.

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

The agenda of meeting is made by the Chair or the Secretary or, when necessary, any director.

It is sent by letter, fax, email or any other means at least twenty-one (21) days before the General Assembly and contains the agenda.

An extraordinary General Assembly may, furthermore, be convened by the Chair as indicated under the following conditions: upon request of at least one third (1/3) of full members.

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

At least one physical General Assembly must be held at a minimum of once every two years.

Article 9: (General Assembly – specific regulations)

Each member may be represented at the General Assembly by another member who carries a special mandate. However, each member may not carry more than two (2) mandates.

Unless otherwise stated in these statutes, the General Assembly shall only legitimately decide if one quarter (1/4) of members are present or represented.

Article 9.1 Virtual General Assembly

1. Participation at the Virtual General Assembly

§1 Members may participate remotely in the General Assembly through an electronic communication means, provided by the company. Members participating in this manner in the General Assembly are considered present at the location where the assembly is held for the respects of meeting attendance and quorum requirements. The membership status and identity of the person wishing to participate in the assembly are verified and ensured by the procedures defined in Internal Regulations established by the Board of Directors. This regulation will also establish the procedures by which it is noticed that a member is participating in the general assembly via electronic communication and can therefore be considered present.

To ensure the security of electronic communication, the internal regulations may subject the use of electronic communication means to conditions that it establishes. It is the responsibility of the general assembly Directors to verify compliance with the conditions provided by law, the statutes, and the internal regulations and to ascertain whether a member is validly participating in the general assembly via electronic communication and can therefore be considered present.

§2. The electronic communication means provided by the company must at least allow the associated, directly, simultaneously, and continuously, to become aware of the discussions within the assembly and, on all points on which the assembly is called to vote, to exercise the right to vote. This electronic communication means must also allow the associate to participate in the deliberations and exercise the right to ask questions.

§3. The convocation to the general assembly contains a clear and precise description of the remote participation procedures provided by the internal regulations under §1.

2. Exercise of Voting Rights via Electronic Means before the General Assembly (Extension mail voting)
Every member has the opportunity to vote remotely before the general assembly in electronic form, according to the following procedures:

→ By email sent to the Board Chairman, no later than five (5) days before the date of the General Assembly;

→ The membership status and identity of the person wishing to vote remotely before the assembly are verified and ensured by the procedures defined in internal regulations established by the Board.

It is the Directors of the General Assembly responsibility to verify compliance with the procedures mentioned above and to ascertain the validity of votes that have been done remotely.

3. Exercise of the Right to do written questions via Electronic Means Before the G.A.

Members may, upon receipt of the convocation, submit written questions to the Directors, to which answers will be provided during the assembly.

These questions can be addressed to the Association electronically at the address indicated in the assembly convocation. These written questions must reach the Association no later than the fifteenth (15th) day preceding the date of the general assembly.

Article 10: (Rules for decision making)

Except for exceptional cases anticipated in these statutes, resolutions are passed by a simple majority vote from members who are present or represented. These are sent for information to all members by email.

In the case of a tied vote, the Chair will make the final decision. If the Chair is absent, the Secretary or any other member representing the Chair may make the final decision.

Article 11 - Board of Directors (general board)

1. The Association is managed by a Board made up of a minimum of six (6) and a maximum of eight (8) directors. Associate members are represented on the Board by a director who is an associate member, provided that an associate member declares himself a candidate and is appointed by a General Assembly vote.
2. The Board has all the management and directorial powers subject to assignation by the General Assembly.
3. The Board shall elect a chair, secretary and treasurer from among its members (and possibly vice-chairs, etc).
4. The Board of Directors may task someone, be they a member of the Board or not, with daily management and representation of the association concerning this daily management. The person in charge of the daily management may act individually. This provision is enforceable against third parties under the conditions established by law. Any restriction brought on the power of representation given to the person responsible for the daily management, for the purposes of this, shall not be enforceable on third parties even if it is published. The person in charge of daily management will carry the title of "Delegate Director" or "General Director", according to whether they are a member or not of the Board of Directors.
5. The Board of Directors may task several people with the daily management. In that case, they must work together.
6. The names of the delegates in charge of the daily management will be filed at the Commercial Court and published in the Annexes to the Belgian State Gazette.

7. The Board may, furthermore, give special and determined powers to one or more people under its responsibility.
8. The Board of Directors is authorized to carry out research into external funding, both private and public.
9. The Board of Directors is authorized to decide on applications of membership for the Association. The decision must be made objectively.
10. The Board of Directors is authorized in fundraising and using the association's resources.

Article 11.1 – Chairman of the Board of Directors

The term of the Board of Directors' chairman is two (2) years, renewable to a maximum of two (2) consecutive terms, unless decided otherwise by the General Assembly.

The Chairman directs the Association, approves activities undertaken by the Association, and signs related documents.

The Chairman may delegate, with option of substitution, the carrying out of certain tasks by a special proxy.

Regarding their responsibilities, the Board of Directors may grant special and certain powers to one or more people.

The Chairman heads the General Assembly, the Board of Directors and establishes the agenda. In his absence, he will be replaced by the Secretary or a member of the Board of Directors.

The term of Chairman of the Board of Directors is not remunerated, unless decided otherwise by the General Assembly.

Article 11.2- Secretary to the Board of Directors

The Secretary assists the Chairman regarding daily management, data processing, internal communication and following internal procedures.

The term of Secretary of the Board of Directors is not remunerated, unless decided otherwise by the General Assembly.

Article 11.3- Treasurer to the Board of Directors

The Treasurer is responsible for managing the Association's funds, as well as managing the accounts and reporting them to the Board of Directors.

The term of Treasurer of the Board of Directors is not remunerated, unless decided otherwise by the General Assembly.

Article 12 - Appointments

The directors are nominated by the General Assembly under the following conditions: the duration of the term is two (2) years, renewable to a maximum of three (3) consecutive terms, by a simple majority vote.

The limitation of three consecutive terms may be contravened if more candidates declare themselves than there are directorships to be filled, in which case the candidate must receive at least three-quarters (3/4) of the votes.

In case of a vacancy during a term, the General Assembly (or the Board of Directors) may designate a replacement to complete the term of the person they are replacing.

The directors may be dismissed by the General Assembly, determined by a two thirds majority of the members who are present or represented.

Article 13 - Meetings

The Board shall meet at least twice a year, once in September each year, or at the special agenda of meeting from the Board's Chairman.

The agenda of meeting is sent by letter, fax, email or any other means of communication.

The Board's meetings may be held either physically or virtually.

A director may be represented by another director who, however, may not carry more than one mandate.

The Board may only legitimately debate if at least half (1/2) of its members are present or represented. Its resolutions are passed by a simple majority of the directors who are present or represented. Each director has one vote. In the case of a tied vote, the Chairman will make the final decision.

Article 14 - Conflict of interests

If a Director has, either directly or indirectly, an interest that conflicts with the financial nature of a decision or operation pertinent to the Board of Directors, he must inform the other Directors before consulting the Board of Directors. His declaration, and the reasons for the conflicting interest of the Director concerned, must feature in the official report of the Board of Directors who will have to make the decision. In addition, he must inform the potential auditor. The Board of Directors shall describe, in the official report, the nature of the decision or operation and a justification for the decision that was taken, as well as the financial consequences for the Association. The management report contains the entire account. The potential auditor's report must also contain a separate description of the financial consequences for the Association of the Board of Directors' decisions, which contained a conflict of interest within the meaning of this article.

The Director concerned may attend the Board of Directors' consultations that are pertinent to these operations or decisions, without taking part in the vote. This article will not apply when the decisions of the Board of Directors concern regular operations concluded under normal conditions for operations of the same type.

Article 15 - Representation

All acts which the Association enters into are, unless special mandates, signed by the Board of Directors' Chairman, who will not have to justify to third parties the powers conferred for this purpose.

The legal actions, both as claimants and defendants, are adhered to by the Board of Directors represented by its Chairman or a director appointed for this purpose.

Chapter 2: Accounting

Article 16 - Financial year and annual accounts

The financial year comes to an end on 31 December each year. The first financial year begins on this day and ends on 31 December 2019.

Subject to statutory provisions of Belgian law dated seventeenth of July nineteen seventy five related to business accounting in cases provided for by law, the Board of Directors is required to submit the preceding year's accounts and budget for the following year for approval from the General Assembly, which will rule during its next meeting.

Article 17 - Control

In the cases provided for by law, the Board of Directors will entrust the Association's financial control to one or more auditors of their choice.

3rd TITLE: AMENDMENT AND DISSOLUTION OF STATUTES

Article 18:

Unless otherwise required by law, any proposal for the amendment or dissolution of the statutes of the Association should be tabled by the Board of Directors or by at least one quarter (1/4) of the full members of the Association.

The Board of Directors must inform the members of the Association at least three months before the date of the General Assembly, which will rule on said proposal.

The General Assembly may only legitimately deliberate if two-thirds of members are present or represented, with a deliberative vote.

No decision will be taken unless it has been voted on by a two-thirds majority.

However, if two thirds of the Association's members are not present at this General Assembly, a new General Assembly shall be summoned under the same conditions as above. This will legally and definitively rule on the proposal involved, with the same two-thirds majority of votes, whatever the number of members present or represented may be.

According to the Law, decisions related to attributions, method of summons, decision method of the Association's general management board, as well as the conditions in which its resolutions are conveyed to members, and/or related to the conditions of amendments to the statutes and dissolution and liquidation of the Association, and the allocation of the Association's assets will, where applicable, be recorded by the notarial deed filed in the Commercial Court and published in the Belgian State Gazette.

In addition, and according to law, the resolutions to amend the Association's purposes will not take effect until after approval by the King, which has also been published in the Belgian State Gazette. Any other decision of amendment affecting the statutory particulars must not be communicated for acceptance by the Belgian minister for Justice or his delegate.

Article 19 - Liquidation and appropriation of assets

In the case of legal or voluntary dissolution, the General Assembly shall designate one or more liquidators and determine in the method of liquidation of the Association.

The net assets, if any, after liquidation and enforcement of any rights of return to donors (art. 4 to Former 4), will be assigned to a not-for-profit legal person from private law, be it international or not, pursuing a purpose similar to that of the Association or as a default, at least to a non-profit purpose.

TITLE IV: GENERAL PROVISIONS

Article 20: Choice of address

In order to carry out the present statutes, any full or associate member, director and liquidator, living abroad, shall choose an address for service at the Association's registered office, where any notification may be legitimately made to him.

Article 21 - Common law

Anything not provided for in the present statutes shall be referred to the law, and clauses contrary to mandatory provision shall be deemed unwritten.

Article 22 - Judicial competence

For all disputes between the Association, its members, associates, bond holders, directors, auditor and

liquidators related to the business of the Association and to the execution of the present statutes, exclusive jurisdiction is given to the courts of the registered office, unless the Association expressly waives it.