



Doss.1017622 GMO/CWE

Formation of European Squash Federation association

On twenty December two thousand and twenty-three, appeared before me, _____
Mr Gezina Anna Elisabeth Goossens, civil-law notary in the municipality of Gooise Meren:—

1. Mr **Marcellino Leonardus Everardus Borst**, born in Amsterdam on the twenty—
fourth of July, nineteen hundred and sixty-three, residing Het Wamellant 29, —
1902 AS Castricum, married; _____
2. Mr **Paul Anthony Gardner**, born in Rustington, United Kingdom, on twenty-seven—
December nineteen hundred and sixty-two, residing at Burgemeester Middelberglaan -
162, 2721 DX Zoetermeer, currently unmarried and not (having been) registered— as
a partner in the sense of registered partnership; _____

hereinafter collectively referred to as 'the Founders'.

FOUNDING ASSOCIATION

The incorporators declare to establish an association and adopt the following articles of
association for that purpose— .

STATUTES

Article 1 - Name and seat

1. The association bears the name: **European Squash** _____
Federation. The abbreviated name of the association is: _____
ESF.
2. The association is based in the municipality of Castricum. _____

Article 2 - Purpose

1. The association aims to: _____
 - a. to serve as the regional federation designated by the "*World Squash* _____
Federation" (WSF), based in Hastings East Sussex, United Kingdom, for the _____
area of Europe;
 - b. Enforce and enforce the applicable regulations of the sport of squash; _____
 - c. promote the growth and general well-being of the sport of squash in the _____
Europe area;
 - d. Promote and organise European championships for teams and _____
individuals in singles and doubles;
 - e. give member federations, through joint action,— greater influence in their _____
relations with governing bodies of other sports and other bodies within the—
sport of squash; _____
 - f. maintain the integrity of squash as a sport; _____
 - g. strengthen friendship ties between existing federations and encourage the _____
formation of new ones; _____
 - h. ensure mutual recognition of sanctions imposed by WSF, other regional _____
federations and affiliated members; _____
 - i. The general and fundamental principles of the "*Olympic Charter*" in _____



- observe; _____
 and doing anything related or conducive to this. _____
2. The ~~association shall pursue its object identical to the object of the body,~~ _____
~~company limited by guarantee and not having a share capital, known as~~ _____
~~"European Squash Federation" (ESF), having its registered office at Solihull Arden~~ _____
~~Club, Sharmans Cross Road, Solihull, West Midlands B91 1RG, England, United~~ _____
~~Kingdom, an association under the laws of the United Kingdom, incorporated in~~ _____
~~April nineteen hundred and seventy-three and anything connected with the foregoing~~ _____
~~in the~~ broadest sense or conducive thereto. _____
 3. The association will organise meetings and events and develop educational _____
 activities, tools and studies for members, in close cooperation with regional, _____
 national and continental organisations, associations and other federations. _____
 In addition, ~~observing its privileged position, the association will develop and~~ _____
 pursue any activity of common interest that may contribute to the development of
 squash sport in general. _____
 4. The association does not aim to make a profit. _____

Article 3 - Financial resources _____

The association's financial resources consist of: _____

- a. contributions; _____
- b. donations; _____
- c. subsidies; _____
- d. revenue from its activities and events; _____
- e. other means of funding. _____

Article 4 - Membership _____

1. The association has the following categories of membership: _____
 - a. National federations and individuals who meet the criteria for _____
 membership. _____
 - b. Any national federation or individual who agrees to participate and is _____
 accepted as a member is deemed to comply with ESF's statutes. _____
 Membership criteria may be further specified in the regulations. A member will _____
 be admitted only after approval by the general meeting. _____
2. ~~The association has honorary members, being natural or legal persons who have~~ _____
~~rendered significant service to the association and have been admitted as such in~~ _____
~~accordance with paragraph 3 of this article.~~ _____
3. The general meeting decides on the admission of honorary members at the _____
 proposal of the board. _____

Article 5 - Termination of membership _____

1. Membership ends by: _____
 - a. the death of the member; _____
 if a legal entity is a member of the association, its membership ends _____



- when it ceases to exist, even if such ceasing to exist is the result of merger or demerger; _____
- b. termination by the member; _____
 - c. termination by the association; _____
 - d. disqualification. _____
2. Termination of membership by the member may only take place towards the end of a financial year, provided this is done in writing and with at least one month's notice. Notice of termination may be given with immediate effect if the member cannot reasonably be required to continue the membership. The membership-fee for the current year remains payable by the member. Late termination shall result in membership - including the obligations attached to it - only ending at the end of the next financial year, unless the board decides otherwise on the basis of special circumstances.
- A member may terminate his membership with immediate effect within one month of being notified of a resolution to convert the association into another legal form, to merge or to split. In that case, he shall continue to owe the contribution originally determined for that year. _____
3. Termination of membership by the association shall be effected by the general meeting. A resolution to that effect must have been adopted by at least three-fourths of the votes. Such a resolution shall take effect immediately. Termination is possible: _____
- if a member no longer meets the statutory requirements for membership; or _____
 - if a member - despite written warning - fails to fulfil its obligations to the association; or _____
 - if the association cannot reasonably be required to continue the membership. _____
- The termination decision will also set the date of termination of membership. The membership fee for the current year remains due.-

Article 6 - Contribution

1. Members pay an annual membership fee, the amount of which is set by the general meeting. Members may thereby be divided into categories that pay different dues. _____
2. The board is authorised, due to special circumstances, to grant a member partial or complete exemption from paying dues in any year. _____
3. The general meeting may decide that the annual contribution can be paid in instalments and may attach conditions to this. _____

Article 7 - Commitments

If members and honorary members are legal persons, they shall designate one or two natural persons and one or two substitute natural persons who may represent them vis-à-vis the association, including but not limited to the general meeting. Such designation shall be in writing and addressed to



the board. The requirement for the designation to be in writing is also met if the designation is recorded electronically.

Article 8 - Board: composition and appointment

1. The board shall consist of a number of directors to be determined by the general meeting.

Only natural persons can be directors. A non-exhaustive board retains its powers.

The board shall ensure that the general meeting can fill the vacancies as soon as possible.

2. The general meeting appoints the board members and may appoint a nomination committee for this purpose.

3. Board members are appointed from a nomination. Members and a nomination committee are authorised to make a nomination. The nomination is not binding.

4. a. Directors are appointed for a maximum period of three years. Directors retire according to a rotation schedule to be drawn up by the board. A director retiring by rotation may be reappointed once immediately.

A person who is not immediately eligible for reappointment cannot be reappointed as a director until a period of three years has elapsed since the end of his term of appointment.

b. The director appointed in an interim vacancy shall take the place on the roster of the person in whose vacancy he was appointed.

5. In the event of the absence or inability to act of one or more directors, the remaining directors, or the only remaining director, shall be temporarily in charge of the management.

In the event of the absence or inability to act of all directors, a person to be appointed for that purpose by the general meeting for an indefinite period of time shall temporarily be in charge of the management.

Article 9 - Board: end of office, suspension

1. A board membership ends:

- by resignation of a board member;
- by expiry of the term for which the board member was appointed;
- by death of a board member;
- by placing a board member under guardianship or placing all his assets under administration;
- when the board member ceases to be a member of an affiliated federation;
- by dismissal of the board member pursuant to a resolution of the general meeting passed by a majority of at least three-fourths of the votes cast;
- if the board member is declared bankrupt, a scheme under the debt restructuring scheme for natural persons is declared applicable to him or he obtains suspension of payments;

all subject to the following provisions.



2. A board member may be suspended by the general meeting at any time. Such suspension shall take place by resolution passed by a majority of at least three-fourths of the votes cast.

The suspension shall not exceed three months and may be extended once by the General Meeting for that period. If no resignation occurs during the suspension, the suspension shall end upon expiry of the term. The board member shall be given the opportunity to account for his actions at the relevant general meeting and may be assisted by legal counsel.

Article 10 - Board: convening, meetings, decision-making

1. Each director is authorised to call a meeting of the board.
2. Meetings of the Board shall be convened in writing, observing a period of at least seven days, not including the day of convening and that of the meeting, specifying the day, starting time and place of the meeting and the subjects to be discussed (agenda).

A director who has disclosed an address to the association for this purpose may be summoned to meetings of the board by a legible and reproducible message sent electronically to that address.

3. Meetings of the board shall be held at the place to be determined by whoever convenes the meeting.
4. If any of the provisions of the two previous paragraphs are violated, the board may nevertheless pass valid resolutions if all directors are present or represented at the meeting.
5. A director may grant a written power of attorney to another director to be represented at the meeting. An electronically recorded power of attorney shall be deemed to be a written power of attorney.
A director can only represent one co-director at the meeting.
6. At board meetings, each director has one vote.
Insofar as these articles of association do not prescribe a larger majority, resolutions shall be passed by the board by an absolute majority of the votes cast.
7. A director shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest in doing so that conflicts with the interest of the association and its affiliated company or organisation. If as a result no board decision can be taken, the board is nevertheless authorised to take the board decision.

Article 11 - Board: conduct of meetings, minutes, decision-making outside meeting

1. The chairman shall preside over the meetings of the board; in his absence, the meeting shall provide its own leadership.
2. The chairman of the meeting shall determine the manner of voting in the



- meetings are held. _____
3. The opinion expressed at the meeting by the chairman of the meeting on the result—
of a vote is decisive. _____
- The same applies to the content of a resolution passed, insofar as a vote was taken on
a proposal not recorded in writing. If the correctness of the chairman's opinion is -
disputed immediately after it is expressed, a new vote shall be taken if the majority
of the meeting or, if the original vote was not by roll call or in writing, a person—
present with voting rights so requires. This new vote shall remove the legal—
consequences of the original vote. _____
4. Minutes of the proceedings of the meetings of the board shall be kept by the—
secretary or a person designated for that purpose by the chairman of the meeting— .
The minutes - once adopted - shall be signed by the chairman and the note-taker—
— of the meeting. _____
5. The board may also pass resolutions other than at a meeting if— all directors have
declared themselves in favour of the proposal in writing. _____
- A written statement also includes a legible and reproducible message sent
electronically, to the address set by the board for this purpose and made known to—
all directors. _____

Article 12 - Board: duties and powers _____

1. The board shall be in charge of the management of the association whereby the
board shall be assisted— by a general secretary appointed by the board and a
treasurer appointed by the general meeting. Each board member shall be obliged—
towards the association to properly fulfil the task assigned to him. The board is—
obliged to keep records of the financial position of the association and of _____
everything relating to the activities of the association,— according to the
requirements arising from these activities, and to keep the books, documents and
other data carriers belonging thereto in such a way that the rights and obligations—
of the association can be known at all times. _____
- The board is obliged to keep the said books, records and other data carriers for—
seven years. _____
2. The board may establish such committees as it may reasonably require for —
the performance of its duties. The board shall determine the composition, _____
task, powers and working methods of the committees. _____
3. The general meeting appoints the president ("President") to office. _____
4. The board is not authorised to resolve to enter into agreements to— acquire,
alienate and encumber registered property, nor to enter into agreements whereby
the association binds itself as surety or joint and several debtor, warrants —
performance by a third party or provides security for the debt of a third party. -
This limitation on the authority of the board may be imposed on third parties _____



objected. _____
The board is not authorised to accept inheritances unless this is done under _____
the privilege of inventory. _____

3. The board needs the approval of the general meeting for resolutions to: _____
 - a. renting, letting and otherwise acquiring or giving in use or enjoyment of _____
registered property; _____
 - b. entering into money loan or credit agreements; _____
 - c. lending of funds; _____
 - d. making investments and entering into other legal acts in excess of the _____
amount that the general meeting may determine; _____
 - e. adopting or amending a policy plan. _____

The general meeting may, by a resolution to that effect, clearly specify other _____
resolutions of the board than those described above, subject to its approval. Such a
resolution of the general meeting shall immediately be communicated to the _____
board. _____

The absence of such approval cannot be invoked against and by third parties. _____

Article 13 - Representation _____

1. The following are authorised to represent the association: _____
 - the entire board together; _____
 - two directors acting jointly; _____
 - the chairman ("President") separately; _____
 - the general secretary or treasurer as operational proxy. _____
2. The board may decide to grant an occasional or continuous power of attorney _____
to one or more directors and/or to others, both together and separately, to _____
represent the association within the limits of that power of attorney. _____

Article 14 - Reporting and accountability _____

1. The financial year runs concurrently with the calendar year. _____
2. At a general meeting, within six months of the end of the financial year, except _____
where this period is extended by the general meeting, the board shall issue a _____
management report on the course of affairs in the association and _____ on the policy
pursued. It shall submit the balance sheet and the statement of income and _____
expenditure with explanatory notes to the meeting for approval. These _____
documents shall be signed by the directors. If the signature of one or more of them is
missing, this shall be stated and reasons shall be given. _____
If the association maintains one or more companies, which are required by law to _____
be registered in the trade register, the statement of income and expenditure _____
shall show the net turnover of these companies. _____
3. The board submits the annual accounts to the general meeting for _____
approval. _____
Is there no auditor's report on the veracity of these documents – _____



referred to in Article 2:393(1) of the Dutch Civil Code, the annual accounts shall be audited prior to this by an audit committee, to be appointed by the general meeting, consisting of at least two members who may not be members of the board. A member of the audit committee may not serve on the audit committee for more than two consecutive years.

The board is obliged to allow the audit committee to inspect the entire accounts and the documents relating to them and to provide any information requested by it. If the committee considers it necessary for the proper performance of its task, it may be assisted by an external expert.

The committee shall report on its examination to the general meeting, accompanied by a recommendation to approve or not approve the annual accounts.

After the annual accounts have been approved by the general meeting, it is proposed to discharge the board for the accounts it has thereby rendered.

Article 15 - The general meeting: authority and annual meeting

1. The general meeting shall have all powers in the association which are not assigned to the board by law or the articles of association.
2. The annual general meeting shall be held according to the protocol of notice, accountability and attendance and in the place as determined by the general meeting.

Article 16 - Amendments to the articles of association

1. The articles of association may be amended by a resolution of the general meeting. When a proposal to amend the articles of association will be made to the general meeting, this must always be stated in the notice convening the general meeting.
2. Those who issued the notice convening the general meeting to discuss a proposal to amend the articles of association must make a copy of that proposal, in which the proposed amendment is included verbatim, available for inspection by the members at least ninety days before the meeting. This copy must be available for inspection until after the day on which the meeting is held.
3. A resolution to amend the articles of association must be passed by a majority of at least three-fourths of the votes cast.
4. An amendment to the articles of association takes effect immediately after it is recorded in a notarial deed. Each director is authorised to record an amendment to the articles of association by notarial deed.

An authentic copy of the deed of amendment and a continuous text of the amended articles of association must be filed with the commercial register.

Article 17 - Merger, division, conversion

A resolution of the general meeting to merge or demerge within the meaning of Title 7 of Book 2 of the Civil Code and a resolution of the general meeting to convert the association into another legal form pursuant to Article 2:18



Civil Code, the provisions of the previous article shall apply mutatis mutandis as far as possible, without prejudice to the requirements of the law.

Article 18 - Dissolution

1. The association may be dissolved by a resolution of the general meeting. The provisions of these articles of association regarding a resolution to amend the articles of association shall apply mutatis mutandis to a resolution to dissolve. The resolution of dissolution shall determine the allocation of any liquidation surplus.

If at the time of its dissolution the association no longer has any assets, it shall cease to exist. In that case, the board shall report this to the trade register. The books and records of the dissolved association shall remain in the custody of the person designated by the board by the resolution of dissolution for seven years after the association has ceased to exist. Within eight days after entering into its safekeeping obligation, the designated custodian must submit its name and address to the Trade Register.

2. The association is also dissolved by:

- insolvency after the association is declared bankrupt or by dissolving the bankruptcy due to the state of the estate;
- a court order to that effect in the cases specified by law.

Article 19 - Liquidation

1. The board shall be in charge of the liquidation of the association's assets, insofar as no other liquidator(s) have been appointed by the resolution of dissolution.

2. Following the decision to dissolve, the association is in liquidation. The association shall continue to exist after its dissolution if and to the extent necessary for the liquidation of its assets.

During the liquidation, the provisions of the articles of association will remain in force as far as possible and necessary.

In documents and notices emanating from the association, 'in liquidation' must be added to the name of the association.

3. A surplus balance after liquidation shall be allocated in accordance with the purpose of the association as far as possible.

This allocation shall be determined by the resolution of dissolution, or failing that, by the liquidator(s).

The liquidation ends at the time when there are no more assets known to the liquidators.

Upon liquidation, the association shall cease to exist at the time the liquidation ends. The liquidators shall declare this to the trade register.

Article 20 - Regulations

1. The general meeting may adopt one or more regulations.

2. Regulations may give further rules on, inter alia, membership, induction of new members, membership fees, activities of the board, -



working groups or committees, the meetings. _____
Regulations may not be contrary to the law or the articles of association and may not contain— provisions that should be regulated by articles of association. _____

Article 21 - First financial year _____
For the first financial year, this runs up to and including thirty-one December ~~two~~ _____
thousand and twenty-four. _____

CLOSING STATEMENTS _____
Finally, the appearing persons stated: _____

First board _____
The first board consists of two (2) members. _____
Notwithstanding the procedure prescribed in the articles of association, board _____
members are appointed for the first time: _____

1. said Mr **Marcellino Leonardus Everardus Borst** as general secretary; _____
2. said Mr **Paul Anthony Gardner**, as treasurer. _____

Address _____
The association's address is: Het Wamellant 29, 1902 AS Castricum. _____

RESIDENCE CHOICE _____
The parties elect domicile for all matters relating to this deed at the office of the _____
notary, custodian of this deed. _____

ANNEXES _____
No documents are attached to this deed. _____

SLOT _____
The persons appearing are known to me, notary, and their identities have been _____
established by me, notary, —. _____

This deed was executed in Bussum, municipality of Gooise Meren, on the date mentioned at the beginning— of this deed. The persons appearing declared to have received a draft of the deed in good time before its execution. The substantive contents of the deed — were stated and explained to them, whereby I also pointed out the— consequences arising for the parties from the contents of this deed. The persons appearing declared to have— taken note of the contents of this deed and— agreed to it. After limited reading, this deed was immediately signed— by the appearing persons and subsequently by me, civil-law notary. _____

(Follows signature)

ISSUED FOR TRANSCRIPT:



A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a cursive name.