

“INTERNATIONAL COACHING FEDERATION BELGIUM”,

Abbreviated: “ICF B”

NPO

at (1140) Evere, in the Brussels-capital region,

Avenue Jules Bordet 13

Company number 0479.374.592

Non-profit association, established by private agreement dated October 16, two thousand and two, published in the annex to the Belgian Monitor of January 17, two thousand and three under number *001352*.

The year two thousand twenty-three,

December 8

STATUTS COORDONNES

Title I: Name, Duration, Seat, Object and Purpose

Article 1 - The association is named. “INTERNATIONAL COACHING FEDERATION BELGIUM”, abbreviated “ICF B”, non-profit association. All acts, invoices, announcements, publications and other documents emanating from the non-profit association mention the name of the association, immediately preceded or followed by the words "non-profit association" or the acronym "ASBL", as well as the address of the association's head office.

Article 2 - The head office of the association is established in the Brussels-capital region, it can be transferred to any location in the Brussels-Capital Region or the Walloon Region, by simple decision of the general assembly, without this leading to a modification of the language of the statutes. The association may establish, by simple decision of the administrative body, administrative headquarters, agencies, workshops, depots and branches, anywhere in Belgium and abroad.

Article 3 - The association aims to create a professional union for coaches in Belgium with clear reference to the objectives of the central headquarters "INTERNATIONAL COACHING FEDERATION", abbreviated: "ICF", based in the United States of America and all named by them, adapting them to Belgian and European culture and specificities.

Article 4 - To achieve its goal, the association will do everything possible:

- 1) Define the profession of coach: promote the ICF definition of the professional coach: skills and approach, code of ethics and ICF international certification. All this based on the outline of the existing ICF policy;
- 2) Promote the quality label and ICF values to ensure the trust of members' clients, based on objective, rigorous and professional criteria;

- 3) Create a community of professional coaches in the form of a network to share experiences and tools, as well as set up supervision and intervision structures with the aim of maintaining a certain level of skills and further developing the profession;
- 4) Promote, develop and defend the coaching profession in Belgium and Europe among target groups and governments;
- 5) Permanently publish an up-to-date list of its members. Members have access to their data and can modify it regularly;
- 6) Maintain active relationships with associations with similar objectives, in Belgium and in other countries or regions;
- 7) Stimulate, support and organize any initiative that can contribute to the development of coaching values, principles and techniques;
- 8) Contribute to community development by participating in civic projects;
- 9) Initiate, encourage and support academic and scientific research projects aimed at developing the coaching profession;
- 10) Respect the integrity of each member and their clients.

The association achieves its objectives by all possible means, in close collaboration with its members. It may carry out any act directly or indirectly, in whole or in part, relating to its objectives or which may lead to its development or facilitate its achievement and may thus acquire, rent and hire all necessary personnel, movable and immovable property, deploy technical means and financial resources. In particular, it can contribute to and be interested in activities close to its objectives. It establishes appropriate contacts with other associations. The administrative body has the power to interpret the nature and scope of the association's objectives.

Article 5 - The association is constituted for an indefinite period.

Title II: Members

Article 6 - The association is made up of:

- 1) Founding members; and
- 2) Full members, being “certified coaches who meet the training and experience standards set by the ICF and who hold an ACC, PCC or MCC certificate”; And
- 3) Affiliate Members, being “coaches who meet the training and experience standards established by the ICF”; and
- 4) Honorary members.

The number of certified coaches and affiliated members is not limited but their minimum number is set at three.

Each new member accepts without reservation his or her adherence to the statutes and internal regulations of the association.

All members or categories of members undertake to actively contribute to the development and implementation of ICF B activities.

The founding members are individuals who took the initiative to create the association. These members are effective if they meet the membership conditions.

Certified coaches are members who meet all the conditions of the association's social purpose and who are certified by the ICF.

The duration of their status as certified coaches and full members is linked to the duration of their ICF certification.

These members are effective members if they meet the membership conditions.

The members of the administrative body are chosen from among the effective and certified members or if they can demonstrate that they are actively working towards certification.

Affiliate members are coaches meeting the requirements set by the ICF in terms of training and experience. These members are effective members if they meet the membership conditions.

Honorary membership may be granted by the administrative body to any natural or legal person who can make a particular contribution, moral or material support to the association. Honorary members may be invited to the various bodies of the association in a consultative capacity.

Article 7 – Conditions and formalities for admission of members.

To be an effective member of the Association, you must:

- 1) Be a physical person working in Belgium whose main or secondary activity is "coaching", and in any case be a generalist in the field of human development;
- 2) A member must have the status of member of ICF AND be in order of ICF contributions to become a member of ICF B;
- 3) Be in good standing with ICF B membership fees as well as the ICF;
- 4) Commit to respecting these statutes as well as the ICF code of ethics in its entirety;
- 5) Commit to respecting the ICF core competencies;
- 6) Adhere to the mission and objectives of ICF B and ICF.

Article 8 - Any effective member may withdraw from the association at any time, by registered letter addressed to the president of the administrative body.

Is deemed to have resigned:

- Any member who does not pay the annual subscription fees.
- Any member who no longer meets the conditions required for admission by the internal regulations, with the exception of founding members.

Any member may be excluded from the association if he seriously fails to fulfil his obligations under these statutes or if he voluntarily obstructs the achievement of the object and social goals of the association. The exclusion is pronounced by the general assembly which decides by a majority of 2/3 of the votes. This measure takes effect on the delivery date. The member against whom an exclusion decision is proposed is invited to be heard at a general meeting.

Member excluded remains in arrears of contribution fees due. The decision of the general meeting does not need to be reasoned.

The administrative body maintains a register of members in accordance with the CSA (Code of Companies and Associations).

Article 9 - Any membership in the association implies the obligation to pay the subscription fees for the current year; with the exception of members of the administrative body who will not have to pay any subscription fees for the entire duration of their mandate.

The amount of the annual contribution is set each year by the administrative body and cannot exceed €2,500.00.

In the event of non-payment of contributions owed to a member, on the due date set by the administrative body, the member who has not paid this within the time limit will be considered to have resigned automatically two months after this date. The administrative body will notify its decision by ordinary letter or by email.

Title III: The general assembly

Article 10 - The general assembly is constituted by all the effective members. It is chaired by the president of the members of the administrative body or, in the event of incapacity, by the most senior administrator.

Each full member has the right to attend the general meeting. He may be represented by another member carrying a duly signed written proxy. An effective member can only hold two proxies. Each full member has equal voting rights at the general assembly. Affiliate members are not invited to the general meeting.

Article 11 - The general assembly is the sovereign power of the association. It has the powers expressly conferred on it by the CSA, these statutes or the internal regulations. In particular, the following are reserved to its competence: the modification of the statutes, the appointment and dismissal of administrators, the approval of accounts and budget, the voluntary dissolution of the association, the exclusion of effective members. By secret vote, the meeting decides on the appointment and dismissal of directors as well as the appointment and dismissal of commissioners and the fixing of their remuneration, in the event that remuneration is allocated.

Article 12 - The general assembly meets at least once a year, on the last Tuesday of May, at the place, day and time indicated in the notice of meeting and determined by the administrative body. It is expressly provided that the general meeting may be held online (or remotely) if circumstances so require; this may be held by videoconference or by any other recognized means of electronic communication.

The association may be convened at any time for an extraordinary general meeting, by simple decision of the administrative body, each time it considers it necessary in the interest of the association, or at the request of at least a fifth of the members.

The notices, accompanied by the agenda, will be sent by the administrative body, at least fifteen working days before the meeting, by ordinary letter, by email or any other acceptable means of communication depending on the state of technology. The convocation is signed by the president or the secretary, it contains the agenda.

The notice of meeting must indicate the agenda of the meeting. If the general meeting must approve the accounts and budget, these are annexed to the convocation.

Article 13 - The meeting can only validly deliberate on the points listed on the agenda and if the meeting brings together two thirds of the voting members. Any proposed amendment is adopted by a two-thirds majority of votes. Exceptionally, an item not included on the agenda may be deliberated, provided that a member present or represented at the general meeting makes the request and that at least a second member agrees to include this item on the agenda.

The modification of the statutes relating to its object or the objects for which the association was constituted as well as the decision to dissolve the association can only be adopted by a four-fifths majority of the votes of the members present or represented.

If the first meeting cannot take place due to lack of sufficient quorum, a second meeting will be convened to deliberate, regardless of the number of members present, always by a simple majority of the votes of the members present and represented.

Article 14 - Resolutions are taken by a simple majority of votes of the members present and represented. In the event of a tie, the president's vote is decisive.

Invalid or blank votes, as well as abstentions, are not taken into account for the calculation of majorities.

Resolutions to exclude a member, modify the statutes, transform into a company with a social purpose or dissolve the association are subject to the procedure prescribed by the Companies and Associations Code.

All effective members have equal voting rights at the general assembly.

Any effective member who has an interest opposed to that of the association cannot participate in the deliberations and votes on the point of the agenda which concerns him.

Article 15 - The minutes of the general meeting are drawn up by the secretary of the administrative body or, in the event of incapacity, by another administrator designated for this purpose by the administrative body.

They are signed by the president and a member, and kept in a register at the association's head office. Copies of the minutes could be set up online via a specific connection for each of the effective members.

Any member can consult these minutes, but without moving the register.

Any third party with a legitimate interest may request extracts from the minutes, signed by the president or another administrator.

All modifications to the statutes are filed with the registry without delay and published in extracts in the annexes to the Belgian Monitor. The same applies to all acts relating to the appointment or termination of office of directors and, where applicable, commissioners.

Title IV: The administrative body

Article 16 - The association is managed by an administrative body composed of at least three members and ten at most, appointed from among the effective members of the association. They are appointed by the general assembly by a simple majority of votes of the members present or represented; they are revocable at any time by it, with the exception of the founding members.

The appointment, resignation or dismissal of a director is subject to publication in the annexes to the Belgian Official Gazette, without delay.

Article 17 - Administrators are appointed for an indefinite period and will exercise their functions free of charge.

Article 18 - The administrative body appoints from among its members a president, possibly a vice-president, a secretary and a treasurer. The body is convened by the president or the secretary. It forms a college and can only rule if the majority of its members are present. The meetings are chaired by the president, if he is unable to do so, by the vice-president or failing that by the most senior member of the administrative body.

The secretary is responsible in particular for drawing up the minutes and ensuring the conservation of documents. It carries out the obligatory publications in the annexes to the Belgian Official Journal and regularly files, in accordance with legal obligations, the list of members and accounts with the court of the company to which the non-profit organization depends.

The treasurer is notably responsible for maintaining accounts and preparing budgets. In the event of the temporary incapacity of the president, vice-president, secretary or treasurer, the administrative body may appoint an administrator to replace them on an interim basis. It will submit all annual financial statements, audits and reports to the administrative body.

Article 19 - The administrative body meets as often as the interest of the association requires it at the request of the president and each time two administrators request it from the president.

Notices will be sent at least eight days before the meeting by email or any other acceptable means of communication depending on the state of technology.

The convocation will contain the agenda, date, time and place of the meeting. The body can validly deliberate with a simple majority of directors present or represented. This may be held by videoconference or by any other recognized means of electronic communication.

The administrative body only deliberates on the points listed on the agenda. Exceptionally, an item not included on the agenda may be debated if two members present and represented agree.

The members of the administrative body may be represented by another administrator carrying a duly signed written power of attorney. An administrator can only hold one power of attorney.

The administrative body deliberates validly if half of the directors are present or represented.

Article 20 - The decisions of the administrative body are taken by a simple majority of votes of the directors present or represented. In the event of a tie, that of the president or his replacement is decisive.

Blank or invalid votes, as well as abstentions, are not taken into account for the calculation of majorities.

Any administrator who has an interest opposed to that of the association cannot participate in the deliberations and votes on the points on the agenda which directly concern him.

Article 21 - The deliberations of the administrative body are recorded in the form of minutes, signed by the secretary and entered in a special register at the head office of the association. The extracts which must be produced and all other acts will be signed by the secretary or an

administrator. Copies of these minutes could be set up online via a specific connection for each member of the administrative body.

Article 22 - The administrative body has the broadest powers for the administration and management of the association, including alienating, mortgaging and carrying out all other acts of property.

All powers which are not expressly reserved to the general meeting, by law, the statutes or the internal regulations, are exercised by the administrative body.

Article 23 - The administrative body may delegate its powers in whole or in part to one of the administrators or to a third party who is not a member of the association. This administrator, or this third party, acting on behalf of the board of directors, is not required to provide proof of any mandate to third parties.

In particular, the administrative body may create working groups responsible for specific problems or special missions.

In this case, the extent of the powers of the agent(s) will be specified, as well as the duration of the mandate. The resignation or dismissal of an administrator terminates any mandate conferred by the administrative body.

The acts relating to the appointment or termination of functions of the persons delegated to daily management are filed with the registry without delay and published in extracts in the annexes of the Belgian Monitor.

Article 24 - Administrators exercise their function free of charge. However, the costs incurred in carrying out their mission may be reimbursed. They are also exempt from ICF B annual contribution fees for the entire duration of their mandate.

Article 25 - In the absence of contrary stipulation in the minutes of the administrative body, any administrator validly signs the acts regularly decided by the administrative body

However, daily management acts are validly signed by the president, the vice-president, the treasurer or the secretary or any other person designated by him without a decision from the administrative body being necessary.

The internal regulations or, failing that, the administrative body, define what is meant by "act of daily management".

All acts binding the association are signed by the president or, in his absence, by the joint signatures of two administrators designated by the president, unless the members of the administrative body, the president decides otherwise.

Administrators do not have to justify their powers to third parties.

Any delegation of powers involves delegation of signatures within the limits of the delegated powers.

Directors have no personal obligations as a result of their position and are only responsible for the execution of their function.

In the event of the president's incapacity, the presidency of the board of directors is exercised by the vice-president or, in his absence, the most senior administrator within the administrative body.

The President chairs the general assembly and the administrative body and sets the agenda. In his absence or if he is unable to do so, by the vice-president or failing that by the most senior member of the administrative body.

The president is responsible for the daily management of the association, excluding the powers granted to the Treasurer by these statutes.

For information purposes only, and without this list being exhaustive, it includes the powers for this purpose:

- 1) Sign daily correspondence;
- 2) Represent the Association before any authority, administration or public service;
- 3) Sign all receipts for registered letters, documents or packages sent to the association via La Poste, a courier company or any other company;
- 4) Take all measures necessary or useful for the execution of the decisions of the Administrative body or the general assembly.

For all matters which do not relate to the daily management of the association, the signature of two administrators is always required; this condition must be met to validly represent the association.

The president may, under his responsibility, delegate one or more special powers within the framework of daily management to the members of the association or to another person of his choice, without however being authorized to delegate daily management, day-to-day management in as such.

The Secretary assists the President in daily management, with the exception of the powers conferred on the Treasurer by these statutes.

For information purposes only, and without this list being exhaustive, this role also includes the competence to:

- 1) Sign daily correspondence;
- 2) Represent the Association before any authority, administration or public service;
- 3) Sign all receipts for registered letters, documents or packages addressed to the association via the post office, a courier company or any other company;
- 4) Take all measures necessary or useful for the execution of the decisions of the administrative body or the general assembly.
- 5) Convene meetings of the administrative body and general assemblies, propose an agenda and prepare the minutes of the meetings.

For all matters which do not relate to the daily management of the association, the signature of two administrators is always required; this condition must be met to validly represent the association.

Article 26 - Legal actions, both requesting and defending, are decided by the administrative body and initiated or supported, in the name of the association by the person designated for this purpose by the administrative body. If the action is brought against a member of the association or a member of the administrative body of the association, the legal action is decided by the general assembly and brought or supported by the person designated for this purpose by the general assembly.

Article 27 - The administrators do not contract, because of their function, any personal obligation and are only responsible, vis-à-vis the association, for the execution of their mandate.

Article 28 - Any director who wishes to resign must notify his resignation by registered letter to the president of the administrative body.

Title V: Internal regulations

Article 29 - Internal regulations may be established. Specialized commissions lead the association's activities. The number, role and mode of operation of these committees are set out in the internal regulations. Its acceptance as well as the modifications which could be made require a decision of the administrative body, bringing together at least half of the effective members and ruling by an absolute majority of the votes of the members present or represented.

Title VI: Financial year, budget and accounts

Article 30 - The financial year begins on January 1 and ends on December 31 of the same year. As an exception, the first financial year will begin on the day the association is established and end on December 31 of the following year.

Article 31 - The accounts for the past financial year, the budget for the following financial year, as well as an activity report, will be submitted annually by the administrative body for approval to the general assembly.

The annual accounts are in the form of an income and expenditure account accompanied by an inventory of the association's assets and obligations. The accounts can, however, be presented in the form of a balance sheet and an operating account. The budget presents the ordinary and extraordinary revenues and expenses for the following financial year. They are required, and where applicable, published in accordance with the Companies and Associations Code.

Approval of the accounts by the general meeting gives discharge to the directors for the operations which appear therein, as well as those which were communicated to the general meeting.

If necessary, and in all cases when the law requires it, the meeting appoints a commissioner, chosen from among the members of the Institute of Company Auditors, responsible for verifying the accounts of the association and presenting it an annual report.

Title VII: Dissolution and liquidation

Article 32 - The general assembly is solely competent to pronounce the voluntary dissolution of the association and may entrust this responsibility to one or more liquidators; it determines the skills and emoluments of the liquidators, as well as the terms of the liquidation. In all cases, the general meeting refers in this context to the Companies and Associations Code.

The net assets, after settlement of debts, will be intended for an allocation which comes as close as possible to the object for which the association was created.

Article 33 - Anything that is not explicitly provided for in these statutes is regulated by the Companies and Associations Code.

Made in Evere,

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Chantal VAN DYCK

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