
ESTABLISHMENT ASSOCIATION

06 November 2014

1186059/WWE

No.

Today, the sixth of November two thousand fourteen appeared before me, Wilhelmus Gertrudis Weijs LLM, notary in Venray:

miss Elisabeth Maria Baur, born at Rotterdam on the fifth of December nineteen hundred fifty-six (05-12-1956), employed at the for mentioned notary, address of the office: Dr. Poelsstraat 10, 5802 AX Venray;

acting on behalf of:

- a. Mr. **Thomas Jozef Herman Langen**, identity card number IG5L81548, issued at Groesbeek on the ninth of November two thousand eleven (09-11-2011), born in Kerkrade on the eleventh of August nineteen hundred fifty five (11-08-1955), having his residence at Generaal Gavinstraat 423, 6562 MT Groesbeek, married;
- b. Mr. **Johannes Hendrikus Maria Evers**, passport number NU940RFJ7, issued at Overbetuwe on twenty first of May two thousand fourteen (21-05-2014), born at Arnhem on the twenty eight of November nineteen hundred sixty two (28-11-1962), having his residence at De Hucht 1, 6674 CA Herveld, municipality Overbetuwe, unmarried and not registered as partner in the sense of a civil partnership.

The appearing party declare to establish an association, for which the following status apply:

ARTICLES OF ASSOCIATION

Name and corporate seat

Article 1

1. The association is called: **International Federation of Cerebral Palsy Football** hereinafter to be called: **"IFCPF"**
2. She has her corporate seat in the municipality of **Amsterdam**.

Purpose

Article 2

1. The association is the international umbrella organization for Cerebral Palsy football, hereinafter to be called: CP Football.
2. The mission of the association is to inspire, support, and enable individuals with cerebral palsy or a related neurological condition around the world to participate in CP Football in order to reach their full potential.
3. The association is trying to accomplish this by:
 - a. promoting, developing, governing and administering CP Football around the world;
 - b. making regulations and policies on behalf of the association, monitoring compliance with the regulations and policies;
 - c. developing and leading CP Football tournaments, championships and events including the registering and appointing of referees and other officials.
 - d. training and educating coaches;
 - e. making decisions with regard to the association, and acting as a binding advisor or arbitration committee in all respects relating to the preservation and respect of CP Football, including taking disciplinary action;
 - f. promoting mutual trust between the IFCPF and its members to achieve the objectives of the association;
 - g. undertaking all necessary measures to achieve the objectives of the association;
 - h. imposing and collecting fees or establishing other contributions, which are required in order to make the association's objectives financially possible;
 - i. applying for and maintaining membership with the International Paralympic Committee and any other organizations which are desirable for the attainment of the association's objectives;
 - j. pursuing commercial activities, including sponsorship, marketing and other potential commercial arrangements;
 - k. promoting CP Football without preferences or discrimination, including racial, gender, religious, political, economic, physical or mentally challenged discrimination, and

- I. encouraging and promoting fair play, anti-doping and drug-free sport.

Duration

Article 3

The association is indefinite and does not have a profit objective.

Membership

Article 4

1. The association has members.

The membership of the IFCPF is limited to persons, (natural or legal persons) who are interested in the objective of the IFCPF and who endorse the objective of the IFCPF.

2. Members are those who have registered in writing as member with the board and who are permitted by the board as member. This is testified by a certificate issued by the board.

In case of non-admission by the board, the general meeting may still decide to admit.

3. The membership is personal and cannot be transferred or obtained by succession.

4. There shall be three classes of membership in IFCPF:

- a. Full Members

National organisations recognized as having the responsibility for the sport of CP Football within their countries. Full Members must be active participants in international CP Football competitions (or be actively working towards such competition.) Full Members are expected to maintain affiliation with their country's National Paralympic Committee. Full members are eligible to host the major international CP Football competitions which are sanctioned by IFCPF (Regional and World Championships). Full Members have voting rights, and only one organisation per country may become a Full Member.

- b. Affiliate Members

National organisations responsible for developing the sport of CP Football where there is no organisation which meets the requirements to be a Full Member. In addition, where there are multiple organisations responsible for CP Football in a country, then those organisations which are not the Full Member for that country may become Affiliate Members. Affiliate Members are eligible to host national and international competitions which are sanctioned by IFCPF. Affiliate members do not have voting

rights.

c. Associate Members

Organisations or individuals with an interest in promoting the sport of CP Football in their country. Associate Members do not have voting rights.

5. Where these articles of association mention members - unless expressly provided otherwise - only the members are meant to whom full membership is granted, since only they - as described hereinafter - have the right to vote.

Article 5

1. Membership, be it full membership, affiliated membership and/or the associate membership, ends by:

- a. death/dissolution of the member;
- b. termination by the member;
- c. termination by the association;
- d. removal.

2. Termination of the membership by the member can only occur at the end of a financial year. It shall be done in writing to the board with a notice period of at least four weeks. If notice is not made in time, the membership will continue until the end of the next financial year.

The membership ends immediately:

- a. if the member cannot reasonably be expected to let the membership continue;
- b. within one month after a decision by which the rights of the members are restricted or their obligations are increased, it has become known to a member or communicated, unless it is a change in the financial rights and obligations);
- c. within one month after a member is informed that it was decided that the association change into another legal form or merge.

3. Termination of the membership on behalf of the association can be done by the end of the current financial year by the Board:

- if a member, after repeatedly being requested in writing, on November 1 has not fully met its financial obligations to the Association for the current year;
- if the member has ceased to meet the requirements of the membership that are laid down in the articles of association at that time.

The termination term is at least four weeks.

If the notice is not made in time, the membership will continue until the end of the next financial year.

The termination may, however, result in immediate termination of membership, if the association cannot reasonably be expected to allow the membership to continue.

The notice shall always be in writing stating the reasons.

4. Removal from membership may only be ordered if a member acts contrary to the articles of association, regulations or decisions of the association or if the member damages the association in an unreasonable manner. It shall be done by the board, that will notify the member of the decision as soon as possible, stating the reasons. The member concerned is entitled to appeal to the general meeting within one month of receipt of the notification.

During the appeal and pending the appeal the member is suspended. A suspended member does not have the right to vote.

5. If the membership ends during the course of a financial year, the annual contribution for the whole remains payable by the member in full, unless the Board decides otherwise.

Donors

Article 6

1. Donors are those who are admitted by the Board as donor. The board is authorized to terminate the donor ship by written notice.
2. Donors are required to provide a monetary contribution annually, of which the minimum amount is determined by the general meeting.
3. Donors only have the right to attend the general meeting. They have no right to vote, but they do have the right to speak.

Contributions

Article 7

Each member, including the affiliated member and associate member -has to pay an annual contribution. The amount of the contribution is determined by the general meeting.

The board

Article 8

1. The board consists of at least three individuals, who appoint a chairman, a secretary and a treasurer from their midst.
2. The board members are appointed by the general meeting out of the members of the association.
The general meeting shall determine the number of board members.
3. Members of the board may at any time be suspended or dismissed by the general meeting without giving reasons. The general meeting decides to suspend or dismiss with a majority of two-thirds of the votes cast.
4. The suspension ends if the general meeting has not decided to dismiss within three months after that. The suspended board member is given the opportunity to justify himself in the general meeting and may be assisted by counsel.
5. Board members are appointed for a maximum period of four years. A year is understood to mean the period between two consecutive annual general meetings. The board members resign in accordance with a schedule made by the board. A board member who resigns in accordance with the schedule can be reappointed without restrictions.
6. If the number of board members is below the minimum number specified in paragraph 1, the board nevertheless remains authorized. The board is obliged to convene a general meeting in which the filling of the vacancies is addressed as soon as possible.
7. Articles 11 to 14 apply as much as possible to the meetings and the decisions of the board.

Article 9

1. The board is entrusted with the management of the association.
2. The board is, with the prior approval of the general meeting, authorized to decide to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements whereby the association binds itself as security or co-debtor, secures a third party or commits itself to providing security for the debt of another.

Article 10

1. The board represents the association.
2. The right of representation is also granted to the chairman together with the secretary or the treasurer or the secretary together with the treasurer.

General meeting**Article 11**

The general meetings are held in the municipality where the association has its registered office, unless another address is indicated in the convocation for the meeting.

Article 12

1. The members, including the affiliated members and the associated members, or as the case may be the relevant representative(s), who have not been suspended, the donors and those who have been invited by the board and/or the general meeting have access to the general meeting. A suspended member has access to the meeting in which the decision to suspend is addressed and is then allowed to speak on that.
2. With the exception of a suspended member, each member, or as the case may be the relevant representative (s), to whom full membership is granted, have one vote in the general meeting.
A voting member may be represented by another voting member at a meeting after a written, at the discretion of the chairman of the meeting deemed satisfactory, power of attorney is issued (possibly by means of electronic communication).
A voting member can act as proxy for a maximum of two persons.
Votes cast, prior to the meeting by electronic means, but no earlier than the thirtieth day prior to the day of the meeting, shall be treated as votes cast during the meeting.
3. A unanimous decision of all members entitled to vote, even if they are not in a meeting, has, if adopted with the prior knowledge of the board, the same effect as a decision of the general meeting. This decision may also be established in writing.
4. The chairman shall determine in which manner the votings in the general meeting will be held.

5. All decisions for which the law or these articles of association do not prescribe a bigger majority, are adopted by simple majority of the votes cast.
In the event of an equality of votes the proposal is rejected. If there is equality of votes with regard the election of a person, faith decides. If in the event of an election between more than two persons nobody obtains a simple majority, a new vote is held between the two persons, who obtained the most votes, if necessary after an interim vote.

Article 13

1. The general meetings are chaired by the chairman or, in his absence, by another board member to be appointed by the other board members present.
If there are no board members present, the meeting shall appoint its own chairman.
2. The judgment expressed by the chairman on the outcome of a vote at the general meeting is decisive.
The same applies to the content of the decision, insofar as the vote is on a proposal not recorded in writing.
However, if the judgment of the chairman is questioned immediately after expressing it, then a new vote is cast, if the majority of the meeting or, if the original vote was not held individually or in writing, if one of the voting parties present requests this.
As a result of this new vote the legal consequences of the original vote expire.
3. Minutes of the proceedings at the general meeting are prepared by the secretary or by a person appointed by the chairman. These minutes shall be determined in the same or in the next general meeting and in witness thereof signed by the chairman and the secretary of the meeting.

Article 14

1. The financial year of the association runs- except if this is not possible by virtue of a legal or tax obligation - from the first of January of a year to the thirty-first of December of the following calendar year, except that the first financial year starts at establishment and ends on the thirty-first of December of the year following the year of its establishment. If it is not allowed by virtue of a legal or tax obligation, then the financial year is equal to the calendar year, except that the financial year

starts at establishment and ends on the thirty-first of December of the year following the year of its establishment.

Every two years – unless it is not permitted to have the financial year run over a period of two years by virtue of legal or tax obligations, in which case every year- at least one general meeting is held and within six months after the end of the financial year, unless this period is extended by the general meeting.

In this general meeting the board submits its annual report on the affairs of the association and the policies pursued. It provides the balance sheet and statement of income and expenses with an explanation to the general meeting for their approval.

These documents are signed by the board members; if the signature of one or more of them is missing, then this shall be stated including the reason. After the deadline, any member may in jure request the joint board members to fulfill these obligations.

2. If, with regard to the fairness of the documents referred to in the preceding paragraph, a declaration from an accountant as referred to in Article 2:393 paragraph 1 of the Civil Code Being is not produced, the general meeting shall appoint, annually, a committee of at least two members who are not allowed to be part of the board.
3. The board is required to provide to the committee any information required for its examination, if necessary to show her the cash and assets and to disclose the books and records of the association.
4. The committee shall examine the documents referred to in paragraphs 1 and 3.
5. If this examination, in the opinion of the committee, requires special accounting knowledge, she may have herself assisted by an expert at the expense of the association. The committee shall report her findings to the general meeting.

Article 15

1. General meetings are convened by the board as often as she considers desirable or as required by law.
2. At the written request of at least one/tenth of the voting members, the board is obliged to convene a meeting, to be held within four weeks of submission of the request.

If the request is not followed-up within fourteen days, the applicants can convene a general meeting themselves, by means of the way described in paragraph 3 or by an advertisement in at least one widely read newspaper in the place of establishment. The applicants may then appoint persons other than the board members to chair the meeting and prepare the minutes.

3. The convocation of the general meeting shall be done by written notice to the voting members at least seven days prior to the meeting.

If an electronic address has been provided by a member (including the affiliated member and associate member) to the secretary, this provision also implies the consent of the member with receiving the notices and convocations of a meeting by electronic means.

If indicated in the convocation, each member, in person or by proxy, is entitled to attend the meeting by means of an electronic communication, to exercise his right to speak and to exercise the right to vote, under the assumption that the member can be identified through the means of electronic communication, to take note of the proceedings of the meeting and to participate in the deliberations.

In the convocation, the items to be discussed are mentioned.

Amendment of the article of association

Article 16

1. The articles of association can only be amended by a decision of the general meeting, which is convened with the notification that an amendment of the articles of association will be proposed.
2. Those who have given a notice to convene a general meeting to discuss a proposal to amend the articles must submit a copy of the proposal, including the proposed amendment, at least five days prior to the day of the meeting and in a place suitable for public inspection by members until the end of the day on which the meeting was held.
3. The general meeting can only decide to amend the articles of association decided by a majority of at least two / thirds of the votes cast.
4. The amendment shall have effect only after a notarial deed is made.
Each of the board members is authorized to execute the deed of amendment of the articles of association.

5. The provisions of paragraphs 1 and 2 shall not apply if all persons entitled to vote are present or represented at the general meeting and the decision to amend the articles of association is taken unanimously.
6. The board members are required to file a certified copy of the deed of amendment of the articles of association as well as a complete continuous text of the articles of association, as they read after the amendment, at the offices of the registry held by the Chamber of Commerce and Industry.

Dissolution and liquidation

Article 17

1. The provisions of Article 16, paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a decision of the general meeting to dissolve the association.
2. The general meeting shall, in its decision referred to in the previous paragraph, decide on the application of the surplus, insofar as possible in accordance with the purpose of the association.
3. The settlement is executed by the board.
4. After the dissolution the association continues to the extent the settlement of its equity warrants this. During settlement, the provisions of the articles of association remain in force as far as possible. In documents and announcements made by the association the words "in liquidation" have to be added to its name.
5. The settlement ends at the time when there are no remaining benefits known to the liquidators.
6. The books and records of the dissolved association must be kept for seven years after the settlement. Custodian is the person appointed by the liquidators.

Regulations

Article 18

1. The general meeting may determine and change one or more regulations, in which subjects are regulated not or not fully provided for in these articles of association.
2. Regulations may not contain provisions which are contrary to the law or these articles of association.
3. The provisions of Article 16, paragraphs 1, 2 and 5 shall apply mutatis mutandis to decisions adopting and amending regulations.

Final Provision

Article 19

The general meeting of the association has all the powers that are not assigned to other organs by the law or the articles of association.

Closing Statement

Lastly the persons appeared declare:

All founders will join as member of the association. They appoint as the first board members:

- Mr. Thomas Jozef Herman Langen, born in Kerkrade on the eleventh of August nineteen hundred fifty five, having his residence at Generaal Gavinstraat 423, 6562 MT Groesbeek, as board member;
- Mr. Johannes Hendrikus Maria Evers, born in Arnhem on the twenty eight of November nineteen hundred sixty two, having his residence at De Hucht 1, 6674 CA Herveld, as secretary/treasurer;
- Mrs. Sandra Ruth Hermiston, born in Fort William (Canada) on the eighteenth of November nineteen hundred sixty, having her residence at 10428 – 132 Street, Edmonton, Alberta, Canada T5N 1Z2 as chairman;

POWER OF ATTORNEY

From the power of attorney appears of two deeds, who are attached to this deed.

REGISTERED PARTNERSHIP

Where in this deed an unmarried state of a person appearing, person concerned or party is referred to, it holds that there is no registered partnership.

CONCLUSION

The persons appeared are known to me, notary. The identity of the persons appeared is determined by me, notary on the basis of the aforementioned and thereto appropriate documents.

This deed was executed in Venray on the date mentioned in the heading of this deed.

The content of the deed is communicated and explained to the persons appeared.

Then the persons appeared have unanimously declared to have taken notice of it in a timely fashion before the passing and to not appreciate to have a full reading.

Immediately after limited reading, the deed is signed by the persons appeared and by me, notary.

(Volgt ondertekening)

DIGITALE UITGAVE VAN DE AKTE:



A stylized, handwritten signature in blue ink, consisting of several overlapping loops and horizontal strokes.