

Bylaws

European Ropes Course Association e.V.

This translation is for informational purposes only. The German version is legally binding.

Part I: Name and Purpose

§ 1 Name and Registered Office

- (1) The name of this Association shall be “European Ropes Course Association e.V.” The abbreviation “ERCA” may also be used.
- (2) The registered office of the Association shall be in Fulda, Germany. It shall be registered in the “Vereinsregister” (The German “Association Charter”) under this name.
- (3) The fiscal year of this Association shall be the calendar year.

§ 2 Purpose of the Association and Financial principles

- (1) The primary nature of the Association shall not be profit-making.
- (2) It shall serve the development, continuous improvement and implementation of professional standards regarding:
 - a) the design, construction, and inspection of permanent, mobile and temporary ropes courses.
 - b) education and training of people who are working in permanent, mobile and temporary ropes courses.
 - c) maintenance and operation of permanent, mobile and temporary ropes courses.

The primary objective of the professional standards is safety; however consideration is also given to the social, ecological and economical sustainability of permanent, mobile and temporary ropes courses.

- (3) The Association furthermore shall provide a network to foster exchange, research and development of the areas named in (2).
- (4) It serves the representation of interests and concerns of designers, builders, operators, inspectors, suppliers and employees of permanent, mobile ropes courses within the Association and external to ERCA.

- (5) The Association undertakes non-profit activities. It is not primarily pursuing commercial purposes.
- (6) The Association's allocation of funds shall only be for purposes that comply with the purpose of the Association. Members shall not receive grants from the Association's funds.
- (7) No person shall benefit personally from payments that are not in line with the Association's purposes or from excessive financial rewards.
- (8) ERCA shall foster professional exchange within Europe and strive for the harmonisation of the professional standards named under (2) a on a European level.

Part 2: Members

§ 3: Membership: Admission, Fees

- (1) Persons eligible for active membership are:
 - a. persons who are legal entities and over the age of 18 years old
 - b. legal persons and other legally registered organisations and companies, all of whom are engaged in activities described under the purpose of the Association (see § 2).
- (2) There are special forms of membership:
 - a. Supporting Membership: Supporting members pay less membership fees. They may attend the members' meeting, but they cannot vote and are not eligible for any posts in the Association.
 - b. Honorary members: They are dispensed from the payment of membership fees.
- (3) Membership applications shall be submitted in text form. The Board of Directors accepts or refuses the applications.
- (4) An applicant who has been refused can re-apply for membership once per calendar year, in which case the decision about admission will be made at the following members' meeting, after consultation and on recommendation of the Arbitration Board.
- (5) Members shall pay membership fees. The level and due date of membership fees shall be decided at the members' meeting and be documented in the membership fee regulations.
- (6) A membership status according to § 3 (1) a may be changed to a membership status according to § 3 (1) b.

§ 4: Membership: Sectors

- (1) At the time of admission, members shall assign themselves to the most appropriate sector:
 - Adventure Parks
 - Training
 - Construction
 - Inspection
 - Temporary Ropes Courses
 - Traditional Ropes Courses
- (2) This assignment is relevant for the election of the extended Board.
- (3) A member can change its sector assignment once per year. This does not apply during the last three months before and during the members' meeting. Apart from that, a change of sector assignment happens automatically through election as sector representative on the extended Board.
- (4) Groups of at least 10 members according to § 3 (1) can establish additional sectors if the members' meeting agrees.
- (5) The membership fees are equal for members of the same category according to § 3 (1)/(2), regardless of the sector.

§ 5 Membership: Declaration of Abidance by ERCA's Professional Standards

- (1) All members must agree to uphold ERCA's Professional Standards.
- (2) Exceptions can be decided by the Board.

§ 6: Membership: Termination, Exclusion

- (1) Membership can be terminated by cancellation of membership, exclusion from the Association as decided by the Board, the death of a member or the winding-up of an organisation or company.
- (2) Cancellation of membership shall be done in text form; addressed to a member of the Board of Directors. Cancellation of membership will be from year's end, and requests for cancellation of membership must be made with at least one months' notice.

(3) An exclusion is possible if a member's actions are contrary to the interests of the Association or a member fails to pay membership fees after two reminders. The Board of Directors shall rule on an exclusion after allowing the party concerned to make due representation. A member that has been excluded can reapply for membership according to § 3 (4).

Part 3: Bodies of the Association (Member's meeting, Board of Directors, Cash Auditors, Committees)

§ 7: Members' meeting: General Regulations

- (1) An Annual General Meeting shall be called at least once a year.
- (2) Satellite meetings can be held at the same time as the central assembly by resolution of the board. No more than 3 satellite meetings shall be held in addition to the central assembly. The regulations for how to perform such satellite meetings can be found in §7a of the bylaws.
- (3) The Board of Directors shall call the AGM with at least eight weeks' notice. The invitation shall be send in text form (according to §126(b) BGB) and must state the purpose of the meeting and the agenda. The invitation need to explain precisely how members can attend and at what places.
- (4) A special meeting of the members may be called if $\frac{1}{3}$ of all members request such a meeting from the Board of Directors. This request has to be made in text form, stating the reasons for calling such a special meeting.
- (5) The agenda has to be amended, if a member or body of the Association requests this no later than 14 days before the scheduled meeting in text form. The Arbitration Board (§ 13) can reject motions that could break the peace within the Association. In this case, § 13 (5) and (6) are to be followed.
- (6) Changes to the agenda shall be announced in text form within 14 days, but no later than at the beginning of the AGM.
- (7) Motions that are brought forward later than this, can be discussed during the agenda point "Miscellaneous". No voting is possible on such points.
- (8) The members' meeting shall be chaired by a Board member.
- (9) There shall be a written record of the results of the members' meeting. It shall be signed by the meeting chair and the meeting secretary.
- (10) At the members' meeting the minutes of the previous meeting are accepted or accepted in a corrected form.

§ 7a: Regulations for how to perform satellite meetings

- (1) A member of the board or another 'chair of the meeting' authorised by a board member shall chair the satellite meeting; this person is responsible for ascertaining the votes by the members, for counting votes and their documentation during elections and ballots. It needs to be ensured that all 'chairs of the meetings' are able to get in touch via telephone at all times, for synchronisation of the meetings and in case of organisational questions.
- (2) For secret voting regulations see also §9(6)-(7).
- (3) It is at the discretion of members holding voting rights to attend the central assembly or a satellite meeting, but they shall have one vote only. This needs to be ensured by usage of an online tool (online members list), which records the attendance and distribution of voting cards in real time. For the case of technical failures a backup system must be available at all times.
- (4) Technical media must be used in order to preserve the rights of members (to speak, to receive information, to petition, and to vote in person or by proxy). Speeches will be transmitted via Audio- and Videosignal between all the meeting places. For that reason the speaker is obliged to position himself in front of the camera.
- (5) Minutes will be kept at the central assembly.

§ 8: Members' Meeting: Duties

- (1) The duties of the members' meeting are the following:
 1. Acceptance of the annual report by the Board of Directors, the cash Auditor and the Arbitration Board
 2. Make decisions about changes to the Bylaws and the dissolution of the Association
 3. Election according to § 9, removal and approval of the Board of Directors
 4. Election and Removal of the Cash Auditors and the Arbitration Board
 5. Nomination of honorary members
 6. Decision about the admission of members who have reapplied for a membership according to § 3 (4)
 7. Stipulation of membership fees and payment terms
 8. Vote on dispute resolutions suggested by the Arbitration Board (see § 13)
 9. Vote on motions to the members' meeting

§ 9: Members' Meeting: Decisions, Elections

- (1) The following persons shall be entitled to vote: Active members according to § 3 (1) a, one representative of each member according to § 3 (1) b, and honorary members. The person needs to be present at the meeting. Every person shall have one vote only. Voting by proxy shall not be allowed. A representative according to § 3 (1) b cannot additionally vote as member according to § 3 (1) a.
- (2) A members' meeting shall be able to make valid decisions if it has been called according to the regulations of these bylaws and shall have a quorum of 30 (first call for meeting). Given the annual general meeting will be held as one central assembly and additional satellite meetings, the sum of all voting members, over all meeting places together, is not less than 30.
- (3) In case there are fewer members present, a second members' meeting may be called, four weeks later at the earliest (second call for meeting). The second call for a members' meeting does not require a quorum.
- (4) At members' meetings, all matters shall be decided by a majority of the votes cast by the members present who are entitled to vote. The deciding factor shall always be the valid votes cast (i.e. not including abstentions, which are counted as void).
- (5) The amendment of the Association's Bylaws shall require two thirds of the votes cast by the members present who are entitled to vote.
- (6) Decisions and elections shall normally be made by show of hands with voting cards. A secret voting shall be required on request by more than 10% of the members present who are entitled to vote, or if the event is held in the form of a satellite meeting.

(7) If secret votings are performed in satellite meetings the results must not be published to the audience as long as the voting itself and the count of votes is not finished for all the meetings.

§ 10 Board of Directors: Constitution, Elections, Termination

- (1) The Executive Board according to § 26 of the BGB (German Civil Law) shall consist of the President, the Vice President and a third person. Members of the Executive Board representing organisations or companies according to § 3 (1) b shall preferably come from different organisations and companies.
- (2) The members of the Executive Board shall be elected by the members with simple majority at the members' meeting. The assignment to sectors shall not play any role here and shall be inactive for the time in office.
- (3) The General Board shall consist of the Executive Board and up to one representative for each sector.
- (4) The members of every sector may suggest members of any sector as possible representatives for their sector on the General Board. The members of each sector elect their representative with simple majority during the members' meeting.
- (5) Only members of the Association who have been active for at least two years in the Association, can be nominated as Board members. Supporting members cannot be elected.
- (6) Members of the Board of Directors shall hold office for two years, beginning with the date of election. The Board of Directors shall remain in office until the following elections.
- (7) Termination of membership shall result in termination of official duties for the Association. If a member of the Board of Directors resigns or terminates membership during their term of office, the Board of Directors shall appoint an acting member of the Board of Directors for the remainder of the term. The acting Board member shall be chosen from the members of the Association with members' consent. The acting Board member shall have all statutory powers of the assigned office.

§ 11 Board of Directors: Duties and Meetings

- (1) Every single members of the Executive Board shall officially represent the Association, and shall be equally accountable legally and publicly.
- (2) The Executive Board is responsible for all of the Association's business, unless the Bylaws appoint a different body of the Association. The Executive Board especially decides questions of day-to-day business. The power of the Executive Board is limited to business decisions up to a value of 3% of the previous year's turnover. Decisions exceeding this value have to be approved by the General Board. Every member of the General Board has the right to attend meetings of the Executive Board.
- (3) The General Board is responsible for all decisions with far-reaching consequences for members. The sector representatives have to represent the interests of their sector in the General Board. Other duties and responsibilities of the Board are described elsewhere in these Bylaws.
- (4) Meetings of the Executive Board and the General Board are called by a member of the Board.
- (5) These meetings are non-public. If agenda points are discussed that refer to motions of committees, up to three representatives of that committee according to § 14 (6) may attend.
- (6) There shall be a written record of the meetings, which must include topics and results. All minutes must be sent to the participants and head office promptly (no later than 5 weeks following the meeting) and must be made accessible to all members online.
- (7) The Board of Directors shall only be able to make decisions if at least two thirds of the members of the Board are present. Decisions shall be made by simple majority vote.
- (8) Members of the Association including Board members can be remunerated for efforts that exceed regular voluntary activities.
- (9) The Board of Directors may delegate parts of its duties to employees or external consultants. However, the overall responsibility remains with the Board.

§ 12 Cash Auditors

- (1) The cash auditor and the deputy cash auditor shall be elected by the member's meeting with simple majority for a term of two years.
- (2) The cash auditor audits before the AGM the bookkeeping of the Association using a random sample. He checks for orderly accounting and evaluates if the funds are spent economically and according to the Bylaws.
- (3) The Board is required to support the cash auditor by providing all documents and resources needed for an orderly audit in time. Additionally, the Board has to be available for information.
- (4) The cash auditor prepares a report that supplements the minutes of the members' meeting. This report contains a recommendation for the vote of approval of the Board.

§ 13 Arbitration Board

- (1) The members' meeting shall elect an Arbitration Board with up to five members, who may not be Board members at the same time.
- (2) The members of the Arbitration Board are elected with simple majority for a term of two years.
- (3) Every member can call the Arbitration Board in the case of conflicts or complaints.
- (4) The Arbitration Board itself decides whether it concerns itself with an issue.
- (5) It works towards a factual view of the matter at hand, and tries to find a mutual agreement between the parties involved.
- (6) In case no mutual agreement can be achieved, the Arbitration Board shall present the matter factually neutral to the members and suggests a solution. The members' meeting shall vote on that suggestion - with or without preceding discussion. The suggestion may include the expulsion of the parties involved from the Association.

§ 14 Committees of the Association

- (1) The work of committees is an important part of our Association. All members are requested to become involved in such work.
- (2) In committees, members with similar interests can share their experience and work on concepts and motions. Committees can be founded by members or called by the Board. They can be dissolved by their members or the Board.
- (3) When a committee is founded, its name, topics/objectives and prerequisites for membership must be defined.
- (4) Every committee must name at least one, and at most 3 leading persons. In an agreement with the Board, they commit themselves to certain rules and regulations.
- (5) There shall be a written record of the meetings, which must include topics and results. All minutes must be sent to the participants and head office promptly (no later than 5 weeks following the meeting) and must be made accessible to all members online.
- (6) Decisions of committees that may impact the Association as a whole (e.g. publications) need approval by the Board. According to § 11 (5), up to three representatives of a committee are entitled to attend Board meetings while their issues are discussed.

Part 4: Dissolution

§ 15 Dissolution of the Association

- (1) The dissolution of the Association shall require a $\frac{3}{4}$ majority vote of the members present and eligible to vote.
- (2) The Board of Directors shall be responsible for the legal termination of the Association.
- (3) If the Association ceases to exist, the assets of the Association shall be given to a non-for profit organisation. The Members' Meeting shall decide upon the beneficiary. The Tax Office will have to be informed and consulted prior to the transfer of the Association's assets.

The wordings chosen in these Bylaws shall include men and women in equal terms.

These Bylaws were accepted unanimously by the founding Members' Meeting in Hohenroda, Germany, on 01.03.1998. Amendments were decided at the following dates: 08.04.2003, 05.10.2006, 02.02.2010, 01.02.2011, 31.1.2012, 17.02.2014. This revision has been accepted on 19.01.2016 in Arnhem, Netherlands.

Membership Fee Regulations

(valid from 1st January 2017)

§ 1 Membership fees

- (1) The annual membership fee for individuals (see Bylaws § 3 (1) a) shall be € 150. Students up to the age of 27 only pay € 75.
- (2) The annual membership fee for organisations and companies (see Bylaws § 3 (1) b) shall be:
 - for non-profit entities¹: € 300
 - for profit company members²: € 400
 - for members, who choose to pay a higher fee: € 500
- (3) Members may apply for a reduction of the membership fee. The Board decides whether the reduction shall be granted and its amount.
- (4) The annual membership fee for supporting members shall be € 50.
- (5) Honorary members shall be exempt from membership fees.

§ 2 Time for Payment

- (1) Members joining the Association in the first half of the year (until 30 June) shall pay the full annual membership fee. Members joining the Association in the second half of the year (from 1 July onwards) shall pay half of the annual membership fee.
- (2) Members leaving the Association at any time during the calendar year still owe the full membership fee. There shall be no partial reimbursement.
- (3) Due date: Membership fees shall be due 6 weeks after the invoice is issued. Members who have not paid their membership fees may be excluded from the Association. This is handled according to § 6 (3) of the Bylaws.

These membership fee regulations were accepted on 19.01.2016 in Arnhem, Netherlands and the revision has been accepted on 25.01.2017 in Much, Germany.

¹ Applicable for the legal forms: Caritable clubs/trusts/foundations, Scout organisations, Project Adventure Associations, Council Education Centres, Schools, Universities, Hospitals, Psychological Clinics, Child Aid, Youth Welfare, ecclesiastical institutions, sports clubs, Landjugend, organisations registered as a charity in the UK, gGmbHs, Vereine, Sportvereine, Fachsportverbände, Bildungsstätten, Jugendämter, Verwaltungsbehörden, (Fach-)Hochschulen, Kliniken, Schulen, Landjugend, Stiftungen, Jugendhilfe/-arbeits-Träger (polit., kirchlich, andere), Stiftungen, Stiftungsvereine, Erziehungsvereine, ... and comparable national kinds of non-profit entities

² Applicable for the legal forms: AS, APS, TIC., STI., S.A.R.L., SIA, OY, S.R.L., AB, Profit Trusts, OHG, Lds., B.V.B.A., GmbH, GbR, AG, BV, d.o.o., Ltd., A.S., UG, s.r.o., asbl, SAS, ... and comparable national kinds of such company types;