

Art the first Ordinary Annual General Assembly of the

Professional Tennis Coaches Association, association sans but lucrative (a.s.b.l.),

with its registered headquarters in L-1899 Kockelscheuer, 20, route de Bettembourg

on May 27, 2012, in Paris-Bilancourt, Radisson Blu Hotel, 33 Avenue Edouard Vaillant, 92100 Boulogne-Billancourt, France

the following Articles of Association in their amended version have been adopted by unanimous vote:

Articles of Association

§ 1 Name – Headquarters and field activities

- 1) The name of the Association is Professional Tennis Coaches Association (PTCA)
- 2) The headquarters of the Association are located at CK Sportcenter, 20, route de Bettembourg, L- 1899 Kockelscheuer and it extends its activities worldwide.
- 3) The establishment of subsidiaries or branch associations is not intended.

§ 2 Purpose of the Association

- 1) The main goal of the PTCA is the creation of an advocacy platform, which is intended to promote the professional, intellectual and friendly relationships between international coaches, physiotherapists and individuals in medical professions related to sports.
- 2) Its activity is intended to develop and promote common goals in the field of tennis as competitive sports, fitness, nutrition, sports medicine and innovative training techniques to enhance the performance standards for the community of professional tennis coaches.
- 3) In addition, the Association's objective is to represent the profession of professional tennis coaches on the tour and be an innovative and proactive partner in education, certification and registration matters for both, its members and the official organisations of the tennis tour. It is the objective to promote, through the work of the Association, the cultural and social renown of coaches, fitness trainers/physiotherapists and individuals in medical professions related to sports in the perception of the public opinion and by official bodies. To obtain the support and acceptance of the latter with respect to the integrity and the professional qualifications of coaches, high moral and professional standards of the members of the Association are to be met. The Association, which is non-profit-oriented, intends the promotion of its members through education and support in structural issues, through proactive advocacy and support with the network of the Association and its bodies.

§ 3 Means to achieve the Association's purpose

- 1) The Association's purpose should be achieved through immaterial and material resources as mentioned in paragraphs 2 and 3.
- 2) The immaterial resources are:
 - a) Lectures, meetings, educational trainings;
 - b) Social, technical, sports-related and other events;
 - c) Publication and distribution of communications in the form of audio-visual and/or print media.
- 3) The necessary material resources will be collected by:
 - a) Membership fees;
 - b) Income from events and structured education programs, as well as brokering fees;
 - c) Donations, sponsorships, inheritances, bequests and other allowances.
- 4) In order to meet the Association's purpose, the Association will carry out the following activities and initiatives:
 - a) Measures to facilitate cross-border exchange of experience between coaches across geographic and political boundaries;
 - b) Cooperation with national and international organisations in the field of training, coaching, nutrition, sport medicine, fitness training and other areas;
 - c) Organisation of congresses, conferences, seminars and meetings;
 - d) Events dedicated to the exchange of experiences between coaches, medical doctors, physiotherapists and fitness trainers;
 - e) Publication and distribution of information through audio-visual and print media;
 - f) Active participation in relevant activities related to the tennis tour and its organisation;
 - g) Collaboration with coaches associations and federations in order to ensure the respect of the coaches' rights;
 - h) Creation and gradual expansion of a website as an information platform and networking system, including a recruitment platform;
 - i) Other activities, which serve the objectives of the Association.

§ 4 Types of membership

- 1) The members of the Association are divided into
 - a. Ordinary members
 - b. Affiliated members

Members can be individuals and legal entities (including associations)

- 2) Ordinary members:

This group is subdivided into:

- a. REGISTERED MEMBERS
- b. CERTIFIED MEMBERS
 - i. SENIOR SILVER MEMBERSHIP
 - ii. SENIOR GOLD MEMBERSHIP
 - iii. SENIOR GOLD HONORARY MEMBERS

- c. ACCREDITED SPECIALISTS
 - d. SPECIAL EXEMPTS: In addition, the Executive Board may, in exceptional cases, admit candidates as ordinary members even if they do not meet all the requirements in all points of their membership profile. Such exceptional decisions (SPECIAL EXEMPTS) must be taken unanimously by the Executive Board.
- 3) AFFILIATED MEMBERS
 - a. ASSOCIATION MEMBERS
 - b. ACADEMY MEMBERS

§ 5 Admission Criteria for Members

- 1) Admission Criteria for Ordinary Members and Affiliated Members and changes hereto are decided by the Executive Board of the PTCA with a qualified majority of 2/3 of valid votes casted.
- 2) The required quorum for the decision by the Executive Board on admission criteria for Ordinary and Affiliated Members set out in the paragraph 1) of this article is $\frac{3}{4}$ of members of the Executive Board in office at the point such decision is submitted for the vote of the Executive Board.
- 3) The Admission Criteria for Ordinary Members and Affiliated Members are to be published in their latest valid version on the web-page of the Association within one month after entering into force.

§ 6 Becoming a member

- 1) Admission to the PTCA Association for natural and legal persons is subject to the Executive Board's examination of the admission criteria to be met.
- 2) The PTCA membership is in principle for life with the exception of cases specified in §7.

§ 7 Membership Ending

- 1) The membership ceases upon death, for legal persons due to loss of legal personality, upon voluntary resignation and upon exclusion.
- 2) The resignation from membership can occur at any time without specifications of reasons. The resignation has to be notified to the Executive Board in writing.
- 3) The exclusion of a member may be decided by the Executive Board in the cases of gross violation of the obligations of a member and of dishonourable behaviour or any other behaviour that may cause damage or prejudice to the Association. An appeal to the General Assembly against the exclusion is possible. The membership rights will rest until the General Assembly's decision on the appeal.

§ 8 Member's rights and obligations

- 1) Ordinary members are entitled to participate in all the events of the Association and to all services, which the Association offers to its members. Affiliated members will be invited by the Executive Board to selected events of the Association and kept informed of the Association's

activities. Affiliated members are also entitled to participate as observers in the general assembly.

- 2) The voting right in the General Assembly is restricted to ordinary members. Ordinary members do also have the active right to vote and the rights to stand as a candidate for the governing bodies of the Association. Affiliated members neither have voting rights nor can they stand as candidates for the election of the governing bodies of the Association.
- 3) The members are bound to use their best endeavours to promote the Association's interests and objectives and to refrain from any action or behaviour that may harm the reputation of the Association and/or hinder it in delivering its purpose. The members have to observe the Articles of Association of the Association and to respect the decisions of the governing bodies of the Association.

§ 9 Bodies of the Association

Bodies of the Association are the General Assembly, the Executive Board, the Financial Controllers and the Court of Arbitration.

§ 10 The General Assembly

- 1) The ordinary General Assembly takes place when:
 - a. The Articles of Association are modified;
 - b. The Executive Board is appointed or dismissed;
 - c. The financial statements are approved;
 - d. The Association is dissolved.
- 2) The General Assembly shall be convened by the Executive Board or by one fifth of the Ordinary Members.
- 3) To the General Assembly all Ordinary and Affiliated Members are convened. In the General Assembly, all Ordinary Members are eligible. Only Ordinary members have a voting right. Each Ordinary Member has one vote.
- 4) The General Assembly has a quorum if half of all voting members are present. If the General Assembly does not have a quorum at the appointed hour, the General Assembly takes place 15 minutes later with the same agenda and will have a quorum regardless of the number of voting members present.
- 5) In cases explicitly allowed by the Articles of Association, resolutions can be taken by the General Assembly regardless of the agenda. Ordinary members can, at their discretion, be presented by proxy issued in the name of another ordinary member.
- 6) An Extraordinary General Assembly is held within four weeks upon the decision of the Executive Board, the Ordinary (Annual) General Assembly, or upon written request of at least one fifth of the voting Members.
- 7) To both, the ordinary as well as the Extraordinary meetings, all Members are to be invited with two weeks notice in writing or electronically. The call of the General Assembly is the duty of the Executive Board of the Association and has to include the agenda of the Assembly. Every resolution that is signed by twenty members must appear on the agenda.
- 8) The elections and the decisions in the General Assemblies take place with a qualified Majority of two thirds of the submitted valid votes. Decisions

with which the Articles of Association of the Association are changed or the Association shall be dissolved require a qualified majority of three quarters of the submitted valid votes.

- 9) The General Assembly is chaired by the President, in his absence, by the first Vice President or another Vice-President of the Association.

§ 11 Responsibilities of the General Assembly

The General Assembly shall have the following duties:

- a) Acceptance and approval of the financial report and the accounts;
- b) The fixing of the membership fee, which must not exceed EUR 2.000.- (two thousand);
- c) Election, appointment and dismissal of Executive Board members, the Financial Controllers and, if applicable, the external auditors;
- d) Approval of legal transactions between Executive Board members, the Financial Controllers and, if applicable, the external auditors with the Association;
- e) Discharge of the Executive Board;
- f) Resolution on amendments to the Articles of Association and the voluntary dissolution of the Association;
- g) Deliberation and voting on other items on the agenda.

§ 12 The Executive Board

- 1) The Executive Board consists of at least two and up to 10 Members, these being the chairing President, the 1. Vice-President, the General Secretary, and up to seven other Vice-Presidents, whereby the function of the General Secretary may be exercised in a dual role from one of the Vice-Presidents.
- 2) In addition, the Executive Board has to select a Treasurer among the members of the Association, who can also participate in meetings of the Executive Board.
- 3) The board is elected by the General Assembly. In the case of the resignation of an elected Member, the Executive Board has the right to co-opt another eligible member in its place, for which the subsequent approval has to be obtained at the next General Assembly.
- 4) The Executive Board is elected for a period of two 2 years. Re-election is possible.
- 5) The Executive Board will be convened in writing or orally by the President who acts as the Chairman of the Executive Board. In case of incapacity of the President, the Executive Board will be convened by the 1. Vice President or any of his deputies. The Executive Board has a quorum if all members were duly invited and at least one third of the members is present. As presence count both, physical presence and being connected through telephone or video conference.
- 6) Decisions, determinations and resolutions/adoptions of the Executive Board are made by means of consensus. In urgent cases, the Chairman can also informally contact the Executive Board members, for example by telephone, and obtain their opinion required for a decision without a

- formal meeting. A potential decision resulting from such procedure has the same legal quality as a decision made in the formally called meeting.
- 7) The Executive Board is chaired by the President. In case of his incapacity the Executive Board will be chaired by the 1. Vice President or any other Vice-President.
 - 8) Other than by death or expiration of the term of the mandate the function of an Executive Board Member ends through dismissal or resignation.
 - 9) The General Assembly may at any time dismiss the entire Executive Board or its individual members. The dismissal of individual members of the Executive Board shall take immediate effect upon the vote of the General Assembly. The dismissal of the entire Executive Board shall take effect when the new Executive Board is appointed.
 - 10) The Executive Board members can, at any time, in writing, tender their resignation. The resignation letter has to be addressed to the Executive Board, and in case of the resignation of the whole Executive Board, to the General Assembly. The resignation of individual members of the Executive Board shall take immediate effect upon the vote of the General Assembly. The resignation of the entire Executive Board shall take effect when the new Executive Board is appointed.

§ 13 Duties of the Executive Board

- 1) The Executive Board is responsible for managing the Association. It is in charge of all tasks that are not assigned in the Articles of Association to other bodies of the Association.
- 2) Fall within the scope of the responsibilities of the Executive Board, in particular the following activities:
 - Preparation of the annual budget and the preparation of the annual report and accounts and financial statements
 - Preparation of the General Assembly
 - Convening the Ordinary and Extraordinary General Assembly
 - Administration of the Association's assets
 - Admission and expulsion of members, and the appointment of honorary members
 - Recruitment and discontinuation of employment of staff of the Association

§ 14 Duties of the Executive Board

- 1) The President represents the Association internally and externally. He chairs the meetings of the Executive Board and the General Assembly. In case of incapacity of the President, the Association is represented and led by the 1st Vice-President or another Vice-President selected by the majority vote of all Vice-Presidents.
- 2) To be valid, written commitments of the Association require the signature of the President and in financial matters of the President and Treasurer.
- 3) In the case of imminent danger, the President is authorized to independently make dispositions, also in matters falling within the competencies of the General Assembly or the Executive Board. These dispositions require the subsequent approval of the competent body of the Association.

- 4) Legal powers to represent the Association externally or to commit the Association to the outside can only be issued by the President (or his substitute according to paragraph 1 of this Article). Legal powers for financial commitments of the Association can only be given by the President (or his substitute according to paragraph 1 of this Article), together with the Treasurer of the Association. Legal powers are to be issued in writing.
- 5) The Vice-Presidents are responsible for their assigned areas of responsibility. These areas include both areas of specific technical competencies as well geographical responsibilities. The Vice Presidents represent the President in the case of incapacity of the President.
- 6) To ensure the professional, ethical and moral standards of the Association, the Executive Board may introduce a Disciplinary Commission of a minimum of three and at maximum of five members. Members of the Disciplinary Commission must be Ordinary Members of the Association. Members of the Executive Board may also be appointed as Members of the Disciplinary Commission.
- 7) The Executive Board or, on its delegation, the Disciplinary Commission decide on sanctions against Members who carelessly, negligently or deliberately, significantly harm or have harmed the interests of the Association.
- 8) The Treasurer is an observing member of the Executive Board and is responsible for the financial administration of the Association.

§ 15 The Financial Controllers

- 1) The Association has to duly keep accounts over all income and expenditure of the Association and issue annual financial statements according to general accounting principles applicable to Associations which have to be verified by the two financial controllers of the Association to be appointed by the General Assembly.
- 2) The annual accounting period of the Association begins on May 1 and ends on April 30 of each year.
- 3) The financial controllers of the Association are elected by the General Assembly for a period of three years and may be re-elected.
- 4) The financial controllers are in charge of verifying the cash position of the Association and the annual financial statements of the Association. They have to report the results of their review to the General Assembly.

§ 16 The Arbitration Committee

- 1) All disputes relating to the Association, with the exception of disciplinary matters and matters of exclusion procedures, which both reside with the Executive Board and the Disciplinary Commission as the case may be and, in cases of appeal, with the General Assembly are decided by an Arbitration Committee composed of three Ordinary Members.
- 2) Each party involved in the dispute nominates one member who together nominate a third member who will act as the chairman of the Arbitration Committee.

- 3) In the case of incapacity of a member of the Arbitration Committee a new member shall be appointed, in accordance with the procedure under paragraph 2.
- 4) The Arbitration Committee decides in presence of all its members by a simple majority vote. It renders its decision to the best of its knowledge and belief. Its decisions are final with respect to the internal governance of the Association.

§ 17 Honorary Council

- 1) To ensure continuity in the strategic orientation of the Association's activities and to ensure its objectives, an Honorary Council will be established at the time of the foundation of the Association. It includes individuals who have special merits with respect to the conceptual design and the foundation of the PTCA Association.. A list of these individuals appointed to the Honorary Council is attached in the Annex of these Articles of Association.
- 2) The Honorary Council has the right to propose to the General Assembly the candidates for election to the Executive Board for a minimum five of the ten Executive Board positions, including the position of the President.
- 3) The General Assembly has to endorse the proposed Executive Board members and can refuse to give its consent to the proposed candidates if their personal or professional profile is deemed unsuited for exercising the function on the Executive Board of the Association.
- 4) In case that Executive Board Candidates proposed by the Honorary Council are refused by the General Assembly, the Honorary Council has to submit a new proposal.
- 5) If again no agreement is found, an arbitration court, recognized by the Luxembourg Chamber of Commerce, has to take a decision about the suitability of the proposed candidates.
- 6) The decision of such arbitration court is final.
- 7) Members of the Executive Board may, by the end of their Mandate and on proposal of the Executive Board and decision of the General Assembly, become members of the PTCA Honorary Council.

§ 18 Dissolution of the Association

- 1) Any voluntary dissolution of the Association can only be decided in a General Assembly (Extraordinary General Assembly), which has to be convened specifically for that purpose, and can only be voted with a qualified majority of three quarters the submitted valid votes.
- 2) This General Assembly has to decide on the liquidation of the Association's assets. These assets should, as far as possible and allowed, go to an organization that follows the same or similar purposes as this Association.
- 3) The last Executive Board of Directors has to notify the voluntary dissolution, in writing, within four weeks after the decision to the competent Commercial Register and publish it in a newspaper eligible for the publication of official corporate events.

§ 19 Other terms

- 1) Additions to the Articles of Associations as well as other rules and regulations of the Association will be, if not regulated in these Articles of Association, drafted by the Executive Board and, unless otherwise stated in these Articles of Association, submitted for a resolution by the General Assembly.
- 2) The amended version of the Articles of Association will be deposited with the Luxembourg Commercial Register in the German language and translated in English for the purpose of informing the members of the PTCA. In case of inconsistencies of content and/or of form between the German version and the English translation, the wording of the version that is deposited with the Luxembourg commercial register prevails.

Attachment

Members of the Honorary Council of the founding members (HONORARY COUNCIL) in alphabetical order:

Håkan Dahlbo

Jan deWitt

Ulrich Grabenwarter

Sven Groeneveld

Dirk Hordorff

Ola Malmqvist

Riccardo Piatti

Claudio Pistolesi

Vlado Platenik

Roger Rasheed

Mats Wilander