



BY-LAWS

GLOBAL SOLUTIONS THROUGH INTERNATIONAL NETWORK

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ARTICLE 1: DEFINITIONS

“Affiliated Companies” means any legal entities that are directly or indirectly controlled by, controlling, or under common control with another entity. “Control” shall mean the direct or indirect ownership of more than 50% of the voting rights or the ability to otherwise exercise a decisive influence over the management of the respective entity.

“Annual General Assembly Meeting” means the ordinary general assembly of WFSGI called by the CEO on behalf of the Chair in accordance with Article 7.7.

“Chair of the Board” means the chair of the Board of WFSGI elected in accordance with Article 10.2 and includes Co-Chairs, if so elected.

“CEO” shall be defined as the chief executive officer employed by the WFSGI, who is in particular yet without limitation in charge of heading, supervising and managing at administrative level the Secretariat of the WFSGI, and delivery of the WFSGI’s Strategic Plan.

“Committee” shall be defined as a permanent WFSGI committee composed of representatives of WFSGI Members dealing with specific WFSGI strategic priorities and led by one chair and at maximum four (4) vice chairs.

“Extraordinary General Assembly Meeting” means the general assembly of WFSGI called by the Members in accordance with Article 7.4.

“Fiscal Year” shall be defined as the calendar year unless otherwise resolved by a two-thirds majority vote of all WFSGI Board members.

“Full Membership” with voting rights shall be defined as being exclusively granted to Industry Suppliers, National and Regional Associations and Industry Supporters.

“General Assemblies” means the Annual General Assembly Meeting and the Extraordinary General Assembly Meeting.

“Honorary Life Membership” (such as the status of an Honorary Member/Directo/Chair, etc.) shall be defined as being granted at the discretion of the Board to individuals, in recognition of their outstanding contributions to the WFSGI in particular and/or the promotion of sports, and/or the fostering of the development of fellowship and understanding in the Sporting Goods Industry at international level in general.

“Industry Suppliers” shall be defined as reputed brands, manufacturers, suppliers and/or distributors (including licensing, franchising and retail businesses) of Sporting Goods and sports-inspired leisure goods and services. It also includes affiliated companies or divisions of companies of Sporting Goods and sport-inspired leisure goods and services within a larger group structure that does not necessarily solely operate in the sporting goods industry if and provided the respective entity meets the criteria of Article 4.2.1 second sentence lit. (a) and (b)

“Industry Supporters” shall be defined as recognized, reputed and properly constituted federations, associations (other than sports federations other than Sports Federations and/or commercial operators related to the sporting goods industry (such as trade fair organizers, consultancy companies, etc.) who are not directly engaged in the manufacturing, supply or trading of Sporting Goods.

“Member(s)” shall be defined as comprising all categories of members as set forth in Article 4 of these By-Laws below.

“Member in Good Standing” shall be defined as a Member, who is in compliance with the WFSGI’s Code of Conduct, the WFSGI’s other governance rules and is current with the payment of its membership fees.

“National Associations” are defined as reputed recognized and properly constituted associations to represent Industry Suppliers in their respective national territory.

“Regional Associations” are defined as reputed recognized and properly constituted associations to represent Industry Suppliers and/or National Associations in their respective regional territory.

“Representative” means the people legally authorized to represent a Full Member at a General Assembly. Any WFSGI Board Member shall be automatically deemed being the Representative.

“Secretariat” shall be defined as the WFSGI’s administrative management team headed and supervised by the WFSGI’s CEO.

“Sporting Goods” shall be defined as any product, equipment, devices, accessories, parts, and components primarily associated with sports- , physical activity or related activities including any merchandise or other connected items.

“Sporting Goods Industry” shall be defined as including suppliers, manufacturers, wholesalers and retailers, national and/or regional industry and retail associations across all sporting goods products and categories.

“Startup Members” shall be defined as being promising startup commercial entities who have developed or are in the course of developing products and/or services relevant to Sporting Goods.

“Steering Groups” shall be defined as collective referral to WFSGI Committees, Working Groups and Task Forces.

“Task Forces” shall be defined as a group of representatives of WFSGI Members being established temporarily or permanently primarily for the purpose for dealing with ad hoc and/or certain special WFSGI -related matters, which require specific expert knowledge and may be led by the WFSGI’s secretariat or by a WFSGI member as appropriate.

“Term” means the term of the WFSGI Board which is three (3) years.

“Textual Communication” shall be defined as any form of written communication including electronic transmission as authorized by the WFSGI.

“The Treasurer” shall be defined as being a recognized expert in finance matters and shall in close cooperation with the WFSGI at Board level and its Executive Committee be responsible for proper accounting procedures and controls in reviewing the books and financial records of the WFSGI and shall render such financial statements to the WFSGI Board and/or its Executive Committee as may be requested.

“Vice-Chairs” means the maximum of three (3) Board Directors elected to represent each of the three World Regions in accordance with Article 10.2 who play a key role in

supporting WFSGI with nominations for the Board in their World Region in accordance with Article 8.

“Working Group” shall be defined as an expert group composed of representatives of WFSGI Members at management level, which is established and operating on a permanent or temporary basis under the umbrella and auspices of a Committee dealing with specific WFSGI strategic priorities in a certain confined area and led by one Working Group Chair and a maximum three (3) Working Group vice chairs.

ARTICLE 2: NAME, OFFICES, FISCAL YEAR

2.1 The World Federation of the Sporting Goods Industry (hereinafter called the "WFSGI") is an independent not-for-profit association representing the sporting goods industry and trade as its sole and unique authoritative body at global level.

2.2 The WFSGI was incorporated in Switzerland in 1978 under Swiss laws (Civil Code 60ff) and the special provisions for international organizations. Its headquarters are located and registered in Switzerland, where the WFSGI is also listed in the local commercial register. Any move of its headquarters to a country other than Switzerland shall require a two-thirds majority vote of the General Assembly. The Board may equally, with a two-thirds majority vote of all its members, establish and maintain branch offices at any place, whenever it is necessary to do so in order to facilitate the efficient conduct of the business of the WFSGI.

2.3 The WFSGI is the International Olympic Committee (IOC)'s 'Recognised Organisation' for the sporting goods industry representative within the Olympic Movement. WFSGI is the leading authoritative voice of the sporting goods industry towards other international sports organisations and bodies.

ARTICLE 3: OBJECTS

The WFSGI's purpose is to represent the views and interests of the sporting goods industry at the global level and contribute to its sustainable growth. This shall include yet without any limitation:

To promote and facilitate free and fair worldwide trade and the exchange of Sporting Goods supplied, manufactured and /or sold by its Members.

- To foster and encourage the development, compilation and enforcement of international industry best practice and other standards, principles and methods with the objective of improving the quality of Sporting Goods products, and of manufacturing, marketing and distribution processes (which includes, without being limited hereto, environmental, ethical, product compliance and sports-specific aspects, as well as issues relating to the protection and enforcement of intellectual property rights).
- To represent the Sporting Goods Industry at all international sports organizations and federations, governmental, intergovernmental and non-governmental bodies at the international level, bringing clarity to decision-making and advocating for policy and regulatory change to benefit the industry.
- To encourage and promote the spirit of legally permissible friendly co-operation among the sporting goods industry and trade and all other sports-related bodies worldwide, such as the exchange of information, mutual assistance and understanding and fellowship among its Members.
- To foster sustainable industry growth through lobbying and advocating for a healthier, more active planet for all, raising awareness about the economic and social relevance, impact, and importance of the Sporting Goods Industry and its customers with international stakeholders and helping to advance key industry policy priorities
- To provide global, regional and/or national information and statistics at pre-competitive level in all fields of interest in particular for, but not limited to, the WFSGI's membership. To consult on and co-ordinate dates and places of international trade fairs and exhibitions, seminars, conferences, and, within the limits of permissible applicable laws and its capabilities, be active and supportive in all areas which are of legitimate use and benefit for the members of the WFSGI and for the international community of the Sporting Goods Industry in general.
- To mediate and settle any dispute that may arise between Members, if called upon to do so, and
- To do all other things that may be legally permissible so as to foster the objectives of the WFSGI. For the avoidance of doubt, the WFSGI shall not be involved with matters which would in any way unduly influence or be perceived as influencing the price of Sporting Goods products or the market for sporting goods products and shall at all times pay attention to all regulations and laws which relate to fair competition.

ARTICLE 4: MEMBERSHIP CATEGORIES, VOTING RIGHTS, APPLICATION FOR MEMBERSHIP

4.1 Any membership within the WFSGI is granted subject to the continuing compliance of the respective member and all its employees and/or other representatives who engage with WFSGI bodies with the terms and provisions of these By-Laws, the WFSGI Code of Conduct, and any other lawful WFSGI governance regulations and/or resolutions in their respective actual versions.

4.2 **Full Membership** with voting rights (including the right to have a Representative elected as a Board Member) is granted to the following three categories:

4.2.1 **Industry Suppliers** may apply for Full Membership, whose annual turnover exceeds one million (1,000,000) US Dollars in the respective year, where the respective membership application is filed, unless otherwise resolved by the Executive Committee in each individual case.

In case the Industry Supplier is an affiliate or division of larger group as referred to in the second sentence of the definition of "Industry Supplier", the following additional conditions shall apply:

(a) the annual turnover of the respective affiliate or division exceeds one million (1,000,000) US Dollars in the financial year before the membership application is filed; and

(b) the respective affiliate or division is sufficiently distinct from other activities of the larger group structure to avoid such activities compromising the objectives of the WFSGI, in particular the promotion of a healthier, more active planet and the sustainable growth of the industry. The assessment of distinctness shall be based on objective criteria such as separate legal personality and separate and distinct trademarks.

(c) If the Executive Committee envisages rejecting a membership application based on failure to fulfil the condition set out in Article 4.2.1(b), the Executive Committee shall seek independent advice before taking a final decision. Any decision rejecting membership of an Industry Supplier shall be reasoned and the applicant may appeal the decision in accordance with the procedure outlined in Article 16.4. Any dispute in relation to the appeal procedure set out in Article 16.4 should be resolved by arbitration in accordance with the Swiss Rules of International Arbitration. This is

without prejudice to the right of appeal of any party before the Swiss Federal Tribunal as well as the right to challenge the enforcement or recognition of an award on grounds of public policy (which may include European Union public policy laws) in accordance with any applicable national or European Union procedural laws.

4.2.2 National or Regional Organizations in any country or region in the world may apply for Full Membership. Regional associations may be admitted to membership, if they cover at least two (2) countries in a certain geographic area, and provided no National Association in a country concerned does object to such representation at regional level.

4.2.3 Industry Supporters may equally apply for Full Membership.

4.3 Honorary Life Membership status without voting rights may be granted at the discretion of the Board to individuals meeting the criteria set forth by the Board.

4.4 Startup Membership status without voting rights may be granted at the discretion of the Board and the terms of obtaining a WFSGI Startup Membership status shall be defined from time to time by the Executive Committee.

4.5 The Secretariat of the WFSGI shall receive all applications for membership to be submitted in the format of Textual Communication by the respective applicant by using the membership application form in its actual version as it can be downloaded from the WFSGI's website. Submission of the application form signifies that the respective membership candidate will accept and abide by all membership terms and provisions and governance rules, which are in force upon the time the respective application will be submitted including but not limited to these By-Laws and the WFSGI Code of Conduct. The membership application must be accompanied by proof of turnover in the form(s) required on the application form. The WFSGI's CEO shall have the power to provisionally admit the respective applicant(s) to membership; the final decision shall be made by the Executive Committee. Applications for membership of national or regional organizations shall be accompanied by a copy of the current constitution and rules governing such body and specific and adequate proof that the respective candidate meets the requirements of Article 4.2.2. above, listing in the case of regional organizations, how many national organizations in its respective geographic region such regional organization represents.

4.6 If membership status is denied, the provisions of Article 16.4 below shall apply *mutatis mutandis*.

ARTICLE 5: RIGHTS AND DUTIES OF MEMBERS

5.1 All Members shall have the same rights and duties unless otherwise stipulated herein.

5.2 All Members shall be obliged to support the objectives of the WFSGI and to act in compliance with its rules, the WFSGI Codes of Conduct and other applicable laws, rules and regulations that they may be subject to from time to time including but not limited to the respect for the established intellectual property and contractual rights of others.

5.3 All Members are required to support and respect all decisions taken by the WFSGI provided that such decisions are legal in their respective countries or territories. In the event that a Member considers a WFSGI decision is not legal, the Member concerned shall within 14 days notify the WFSGI's Secretariat and substantiate the reasons why a certain WFSGI decision or resolution is not compatible with applicable laws in the respective country or territory.

5.4 Notwithstanding the rights and privileges conferred by these By-Laws, the use of the WFSGI name and/or logo respective Member's letterhead, web site, promotional or sales materials, in social media and other types and formats of Textual Communication and/or on its business cards indicating membership shall be subject to the prior written approval of the WFSGI's CEO in each specific case. Such approval can be given in advance for a particular project or purpose. Any such usage rights shall be limited to the specific legal entity to which membership status have been granted and any these rights shall immediately end in the event of any termination, resignation or suspension of membership.

5.5 Invoices for membership fees will be issued on January 1 of each year for the respective calendar year in question and such fees shall become due and payable after thirty (30) days from the issuing date at the latest. In the event of non-payment, three reminders will be issued by the secretariat of the WFSGI after sixty (60), hundred and twenty (120) and hundred eighty (180) days respectively from the billing date. If no payment is received by the WFSGI within additional thirty (30) days after the third reminder (which will be sent by registered letter/return receipt requested or by courier), the WFSGI Executive Committee will be entitled to suspend the Member with immediate effect until payment is received. Irrespective of suspension, the Member shall remain obliged to pay its membership fees for the whole respective calendar year.

ARTICLE 6: ORGANISATION

The bodies of the WFSGI shall be:

- a) The General Assembly, as the supreme decision-making body of the WFSGI
- b) The Board
- c) The Executive Committee
- d) The Finance Committee
- e) The CEO
- f) The Auditors

ARTICLE 7: GENERAL ASSEMBLY, MEETINGS AND VOTING PROCEDURES

7.1 The General Assembly shall resolve all those matters of principal importance which are conferred to it by these By-Laws or by the mandatory governing laws of the country where the WFSGI is incorporated and registered. Full Members shall have one vote each.

7.2 The General Assembly shall:

- a) Adopt and modify these By-Laws;
- b) Approve the annual accounts of the past year as reported by the WFSGI's Treasurer;
- c) Ratify the annual budget and inflation-based membership fee increases (set in accordance with Article 11.7(d) for the current fiscal year as pre-approved by the Board);
- d) Approve any material adjustments to the membership fee and other vital aspects for the following years as proposed by the Board;
- e) Elect and dismiss the Board of the WFSGI;
- f) Approve the strategic direction of the WSGL as proposed by the Board
- g) Elect the external auditors, their re-election shall be permitted.

- h) Vote to discharge the Board of Directors, the Treasurer, the Legal Counsel and the Secretariat for the past year.
- i) Vote on nominations for Honorary Life Membership.

7.3 The WFSGI will meet at least once per year in the General Assembly (the "**Annual General Assembly Meeting**").

7.4 On written request of the Board or on written request of at least fifty percent (50%) of the Members of the WFSGI, an Extraordinary General Assembly meeting shall be held within a time period of four (4) weeks from the receipt of the request by the Chair of the Board of the WFSGI stating place and time of the said Extraordinary Meeting.

7.5 Between the General Assemblies and an Extraordinary Meeting decisions may be taken by written ballots (including transmission by Textual Communication) and their results shall be recorded in the minutes of the respective next Annual General Assembly Meeting.

7.6 General Assemblies should normally be held in person but they may also be held entirely or partly in a hybrid or virtual format. The decision to hold a virtual or hybrid General Assembly shall be taken by the Executive Committee and communicated to all Full Members in advance.

7.7 The WFSGI's CEO, on behalf of the Chair of the Board, will call an Annual General Assembly Meeting no later than two (2) months prior the respective meeting date by Textual Communication to all WFSGI Member.

7.8 The agenda for General Assemblies must be submitted by Textual Communication to by the CEO on behalf of the Chair of the Board at least fourteen (14) days prior to a General Assembly and may be amended by Members in compliance with the provisions of Article 7.9 below.

7.9 The Members shall have the right to make proposals by Textual Communication relating to any topic contained in the agenda of the respective General Assembly or to amend such agenda, provided such recommendations reach the CEO of the WFSGI no later than eight (8) days before the date of the respective General Assembly meeting.

7.10 Voting rights at the General Assembly shall be exercised by a Representative of each Full member ("the Representative(s)"). *If Full Members fall within the Affiliated Company category, such members shall only have one joint vote in the General Assembly's decision-making process.*

7.11 Two proxies per Full Member shall be permitted and their validity shall be subject to the submission (including by Textual Communication of the duly filled in WFSGI proxy form addressed to the Secretariat prior to the opening of the respective General Assembly meeting. The proxy must be signed by a legally authorized Representative of the Full Member or its WFSGI Board Representative. The WFSGI Secretariat cannot act as proxies. Where two proxies are present, each Full Member must appoint one to be the voting representative as it is only one vote per Full Member.

7.12 Provided at least the Representatives of fifteen (15) Full Members are validly present in accordance with Articles 7.6 and 7.7 above, the meeting shall be quorate.

7.13 General Assembly meetings shall be open only for WFSGI Members in Good Standing to attend,, unless the Chair of the Board declares it or parts thereof also open for non-members.

7.14 The General Assembly shall decide resolutions by a simple majority of the votes of the Representatives validly present at a meeting which is quorate in accordance with Article 7.12 above, except that a two-thirds (2/3) majority vote of the Representatives validly present shall be required on the following:

- a) Amendments and changes to these By-Laws;
- b) The expulsion of a member as set forth in Article 16.2 below;
- c) The dissolution of the WFSGI in accordance with Article 17 below;
- d) Any other act for which a two-thirds (2/3) majority vote is required by applicable law or by other provisions of these By-Laws as stipulated herein;
- e) A written request made by two-thirds (2/3) of all Full Members to dismiss the Board or individual Board members prior to the end of their respective three-year Term followed by new elections of the Board in whole or in part to that extent.

ARTICLE 8: COMPOSITION OF THE BOARD

8.1 The Board of the WFSGI shall have a maximum of thirty-one (31) Directors (including the immediate Past Chair of the Board as stipulated in Article 8.4 below) who qualify as Representatives of Full Members. Each Full Member can only be represented by one (1) Director. If Full Members fall within the Affiliated Company category, such members shall only have one joint vote in the Board's decision-making process. The same shall apply at the Executive Committee level.

8.2 The nominations for the Directors shall be made in compliance with the terms and provisions set forth in this Article 8:

8.2.1 Eighteen (18) Directors shall be nominated from the following three (3) world regions ("the **World Region(s)**") according to the following formula:

Asia/Australasia including Pacific Islands	6 Directors
Europe / Africa	6 Directors
Pan America	6 Directors

The Vice-Chairs shall be responsible for supporting with the nominations for the 6 Directors from their World Region and ensuring they are submitted to the WFSGI's CEO in accordance with Article 9 below.

8.2.2 The Executive Committee of the WFSGI shall be entitled to nominate up to twelve (12) Directors, who shall represent Full Members in Good Standing.

8.3 The Vice Chairs and the Executive Committee shall be responsible for ensuring an appropriate representation of the global sporting goods industry by taking the three World Regions, specific sporting goods industry sectors (such as cycling, outdoor or golf, etc.), and the diversity of the Board into due consideration during the nomination process.

8.4 For the sake of continuity of the activities of the WFSGI, the immediate past Chair of the Board of the WFSGI (the "**Past Chair of the Board**") shall automatically be a Board member for the next subsequent Term, always provided however that the Past Chair of the Board represents a Full Member in good standing. It is further provided that such serving as a Board member by the Past Chair of the Board is neither objected by a two-third majority of the Representatives validly

present or duly represented by proxy at the respective General Assembly meeting where the elections are held, always provided that the total number of these objecting Representatives represents at least fifty percent (50%) of all WFSGI Full Members. The Past Chair of the Board itself may also waive such right to continue to serve as Board member for the said subsequent term.

ARTICLE 9: BOARD MEMBERS, NOMINATION AND ELECTION PROCEDURES

9.1 The Secretariat of the WFSGI shall notify each Full Member by Textual Communication six (6) months prior to the respective forthcoming election of the Board of the fact that Board elections will be held at the forthcoming Annual General Assembly Meeting.

9.2 The nominations must be received by Textual Communication by the WFSGI's CEO at the latest thirty (30) days prior to the date when the respective elections of the Board shall take place. The CEO on behalf of the Chair of the Board must submit the nominations to the Full Members by Textual Communication at least fourteen (14) days prior to the General Assembly along with a short statement of the respective candidate's qualifications. The nominations plus the statements of qualification can also be added to the agenda for the respective General Assembly meeting sent by the CEO on behalf of the Chair of the Board in accordance with Article 6.4 above.

9.3 The members of the Board shall be elected with the guidance of the Chair of the Board at the respective General Assembly of the WFSGI for the Term. The elections shall be normally held at the Annual General Assembly Meeting, at which the current Term expires, or in emergency situations at an Extraordinary General Assembly meeting called for this specific purpose. A candidate's agreement to stand for election shall signify his/her ability to serve the full Term, to comply with all WFSGI guidelines and regulations in force during the Term, to continuously attend the respective Board Meetings, and to actively be and remain engaged in promoting and supporting the WFSGI throughout the Term.

9.4 All candidates must represent Full Members in Good Standing and such status must be maintained throughout the Term.

9.5 If any Full Member attending the General Assembly is aware of any valid reasons which could prevent a nominee from being elected or being in Good Standing, such Full Member shall be entitled to be heard and to raise its objections verbally prior to the voting process itself.

9.6 The General Assembly shall elect the Board by a simple majority vote of the representatives of the Full Members validly present at the respective General Assembly meeting, which can also be by participating in a virtual digital way in the event of hybrid or virtual General Assemblies. The Board will normally be elected collectively by approving or disapproving the slate of candidates as presented by the Chair or the Chairperson to the General Assembly unless otherwise requested by a simple majority of the representatives of the Full Members validly present.

9.7 Directors who do not stand for a new term, do not complete their term, or are no more re-elected by the General Assembly may be honored for their exceptional service to the WFSGI. Unless Article 9.9 applies, the outgoing Executive Committee led by the WFSGI's Chair, in consultation with the outgoing Vice Chairs, will prepare a written list of said nominations for consideration by the General Assembly.

Criteria for nomination of directors to be so honored, shall include, but shall not be limited to the length of service, specific accomplishments, the diversity of the industry and overall contribution toward achieving WFSGI objectives and advancing the Industry's priorities. Directors may be nominated as an 'Honorary Director' or an 'Honorary Chair' and the nomination list shall specify which award a Director is being suggested for. The award of Honorary Chair shall take precedence over Honorary Director and both awards may be given posthumously.

9.8 Honorary Directors and Honorary Chairs are welcome to attend all Board meetings as guests in a non-voting capacity and will have their names placed on a plaque, which will be permanently and prominently displayed on the WFSGI website.

9.9 Where an award is to be given posthumously or in circumstances where a Director has not completed his or her term, candidates may be nominated by the Chair of the Board at any time during their time of office. This nomination shall be considered at the next General Assembly.

ARTICLE 10: ESTABLISHMENT OF OFFICERS OF THE BOARD, VACANCIES, REMOVAL

10.1 Immediately after the election of the new Board as set forth in Article 9.6 above, the newly elected Board ("**the New Board**") shall withdraw from the General Assembly to nominate a slate of officers as set forth in Articles 10.2 to 10.4 below.

10.2 The New Board shall first elect a Chair of the Board by simple majority vote. The governing principle shall be the rotation of the Chair of the Board among the three (3) World Regions. At the entire discretion of the New Board it may also elect two (2) Co-Chairs from the same World Region, each of them having the same rights and duties during the Term.

10.3 The so-elected Chair/Co-Chairs of the Board shall then nominate three (3) Vice-Chairs (i.e. one for each World Region) and the Treasurer of the WFSGI, the latter may also be a non-Board member. In the event of the election of two Co-Chairs, no additional Vice Chair from the same World Region as the Co-Chairs are coming from shall be appointed. If the Board does not vote in favor of the Chair of the Board proposals, it may accept other candidates (if any) and shall decide by simple majority vote after a secret ballot. If there are no other candidates, the Board shall accept the Chair's/Co-Chairs' proposal of the Board nominees. Each Vice-Chair/respectively Co-Chair shall be responsible for the World Region he or she comes from and in particular for the organization and supervision of the caucus in his or her World Region as set forth in Article 8.2 above.

10.4 The Chair of the Board shall automatically serve as the Chairperson of the Executive Committee, unless chosen otherwise by the Chair of the Board. In the latter event the Chair of the Board shall designate one of the so-elected Vice Chairs to chair the Executive Committee unless vetoed by the New Board by a simple majority vote.

10.5 The Chair of the Board shall then present the Vice Chairs so chosen to the General Assembly for its information.

10.6 Intentionally deleted.

10.7 In the event that one or several Board seats become vacant (e.g. in case of death, illness, loss of good standing, etc.) during a Term, a new Board member shall either be elected by simple majority vote of those Full members validly present at the next General Assembly meeting according to the provisions of Article 9.8 above for the respective remaining Term, or by a simple majority of those Full Members responding to an E-mail or facsimile written vote request. Unless otherwise resolved by the Full Members electing the respective replacement candidate, the said candidate shall have the same regional or other affiliation as the Board members(s) being replaced. A change of the membership category during the Term shall not be deemed as a vacancy of a Board seat, unless the respective Board Member will no longer represent a Full Member. The Executive Committee shall be responsible for identifying suitable replacement nominees taking into account the criteria in Article 8.3. With a simple majority vote of its members, the Board may also co-opt the respective nominee(s) for the respective

vacant Board seat until the election at the next Annual General Assembly Meeting is held or a written ballot (including Textual Communication) can take place. The so co-opted Board member(s) shall be entitled to attend all Board meetings during that interim period, yet without having any voting rights.

10.8 A Board Member may be removed for just and substantial cause with a two-third majority vote by the other Board members, provided that the respective Board Member is allowed to speak in his/her defense and is given the opportunity to refute any charges made.

ARTICLE 11: BOARD MEETINGS, AUTHORITIES AND DUTIES

11.1 The Chair of the Board or a majority of the Vice Chairs shall convene a regular Board meeting at least twice a year. Reasonable advance notice shall be sent to all Board members. Between the regular Board meetings, conference calls may be convened by the Chair of the Board or a majority of the Vice Chairs.

11.2 An extraordinary physical or virtual meeting of the Board shall be convened by the Chair of the Board or by the CEO on behalf of the Chair upon written request of one-third of all Board members and shall be called within three (3) months as of the day such request was received by the Chair of the Board and/or the CEO of the WFSGI.

11.3 Regular and extraordinary Board meetings can also be held entirely or partly in a hybrid or virtual format.

11.4 One-half of the total number of Board Members present in person, who must be inclusive of the Chair of the Board, or in his absence at least one Vice-Chair, shall constitute a quorum for the transaction of business at any Board Meeting. Proxies and substitutions at executive management level shall be permitted at Board meetings, if and provided a Board Member has valid reasons for being unable to attend a certain Board meeting, one proxy shall be exceptionally permitted per Board Member. The Proxy may either be given to an individual holding a senior management position at the same Full Member or to another Board Member who consents to act in that capacity. The validity shall be subject to the submission of the WFSGI form by Textual Communication addressed to the CEO and to be received by the CEO prior to the opening of the respective Board Meeting. The proxy must be signed by a legally authorized Representative of the Full Member or its normal WFSGI Board Representative. The WFSGI Secretariat cannot act as proxies.

11.5 Board decisions shall be made by a simple majority of votes of the Board unless otherwise set forth herein. Decisions may also be taken by casting written and/or secret ballots unless objected to by simple majority vote of all Board Members in a specific matter. Decisions shall be recorded in the minutes of the respective Board meeting.

11.6 Single signature power shall be granted to the CEO and double signature power to the COO and the Treasurer by the Board immediately upon appointment to those positions. Their power may be limited internally at the Executive Committee's discretion in terms of requiring the CEO, the COO and the Treasurer to obtain prior approval for certain major operational transactions and activities in accordance with the WFSGI's Finance Regulations or other decisions of the Executive Committee

11.7 The Board shall control and supervise the management of the WFSGI and its CEO. In addition to the functions mentioned herein, the Board shall in particular yet without limitation:

- a) Supervise the proper development, implementation and execution of WFSGI programs and strategic plans;
- b) Prepare the strategic direction and plans for approval by the General Assembly in accordance with Article 7. 2 lit. f) above;
- c) Pre-approve the closing of the accounts of the previous Fiscal Year upon recommendation of the Finance Committee including the contents of the treasurer report and prepare proposals for material membership fee changes -if any -,for the respective next Fiscal Year of the WFSGI at Board level to be presented to the General Assembly for its approval;
- d) On recommendation from the Finance Committee, approve the annual budget and the annual membership fee adjustment up to the maximum of European average inflation;
- e) Appoint and dismiss the CEO of the WFSGI with a two-thirds majority vote of all Board members and supervise the CEO's activities;
- f) Supervise the timely collection and proper use of membership fees and other revenues generated by the WFSGI in the best interest of the WFSGI's Members;
- g) Propose the external auditors for the WFSGI to the General Assembly for its approval;
- h) Be responsible for maintaining the good governance of the WFSGI, including overseeing the development, update and revision of policies and procedures to support this duty including but not limited to development of a specific written Board Charter setting out the scope, role, and responsibilities of WFSGI's Board;

- i) Have oversight over the use and maintenance of the funds and property of the WFSGI;
- j) Prepare proposals relative to a change and/or an amendment of these By-Laws to the General Assembly;
- k) Establish and supervise the activities of WFSGI Committees, Working Groups and Task Forces including the appointment and dismissal of its chairs responsible for dealing with specific matters, examining problems of interest to members and preparing proposals for the solutions within the framework of the General Assembly and the respective Committee meetings;
- l) Mediate and make an attempt to settle disputes between Members upon their joint request to act accordingly;
- m) Deal with any other business and matters of the WFSGI, which do not fall into the exclusive competence of the General Assembly.

11.6 If so required, the Board may delegate parts of its responsibilities (including financial powers) to the Chair of the Board, CEO and/or to the Executive Committee or to other special committees according to the rules to be set up by the Board.

11.7 The Legal Counsel of the WFSGI shall be entitled to attend all Board meetings in an advisory ex officio and non-voting capacity. The same shall apply for the Treasurer in the event such person is not a board member. The Board may call the auditors to attend its meetings. They are required to treat all matters pertaining to such Board meetings as strictly confidential, unless and until disclosed by the Board itself to the Members of the WFSGI.

ARTICLE 12: CHAIR OF THE BOARD

12.1 The Chair of the Board shall represent the WFSGI at its top level and work in close cooperation with the CEO and the Executive Committee to ensure that decisions of the Board are properly carried out and shall convene General Assembly meetings as well as all meetings of the Board and shall preside all such meetings, unless the Chair appoints a chairperson of the day to preside for such specific meeting in whole or in part. The Chair supported by the Executive Committee and the CEO shall also supervise the observance of these By-Laws, the WFSGI Code of Conduct, and any other governance rules and policies as well as the proper execution of WFSGI decisions. The Chair shall have such other powers and duties as may from time to time be assigned by the Board and shall be empowered to delegate any appropriate duties to any other Board member and/or the CEO. This may also include financial responsibilities. Such delegation shall not relieve the Chair's responsibilities.

12.2 In the event that the Chair of the Board is (not only for a short term period) indisposed or unable to perform his duties such as in the event of resignation in accordance with Article 16.1 below, the Vice Chair coming from the same world region will assume the role of Chair of the Board and shall then act for and on behalf of the Chair of the Board during that time period, until – if required under the concrete circumstances – a new Chair of the Board of the WFSGI will have been elected.

12.3 The Chair of the Board shall be elected for the Term and may be elected for a further Term, but may not serve two sequential Terms. The principle of rotation as contained in Article 10.2 above shall also apply for the subsequent term of the respective Chair's successor.

ARTICLE 13: CEO

13.1 The CEO shall be nominated by the Chair of the Board and the Executive Committee and shall then be approved by the Board. Any termination of the employment of the CEO shall be equally subject to Board approval by a two-thirds majority vote of all Board members. The terms of the written employment/service agreement itself (including salary, fringe benefits and bonus regulation, etc.) and any modifications thereof shall be dealt with and approved by the Chair of the Board and by the Finance Committee with a two-thirds majority vote of all of its members.

13.2 The CEO shall be responsible for the execution of the day-to-day affairs of the WFSGI and supervise and manage the administration including the Secretariat of the WFSGI under the supervision and direction of the Executive Committee. He or she shall carry out the decisions of the Board.

13.3 The rights and the duties of the CEO shall where possible be determined by a written job description as well as yearly objectives approved by the Chair of the Board of the WFSGI and by the members of the Finance Committee with a two-thirds majority vote of all its members. The same shall apply for any modification thereof.

13.4 The CEO shall attend the meetings of the Board, General Assembly, the Finance Committee and Executive Committee in an advisory capacity. The CEO may attend any Steering Group meetings.

ARTICLE 14: EXECUTIVE AND FINANCE COMMITTEE

14.1 The WFSGI shall have an Executive Committee and a Finance Committee.

14.2 Members of the Executive Committee shall be for the respective Term of the Board and shall at minimum consist of the Chair of the Board, the three (3) Vice Chairs representing the three World Regions (including the Chairperson of the Executive Committee if other than the Chair of the Board or a Vice Chair), The Treasurer of the WFSGI as set forth in Article 10.3 above, The Treasurer of the WFSGI as defined in Article 1. above, the CEO and the Legal Counsel shall be entitled to attend any Executive Committee meeting in an advisory capacity without any voting rights. Any additional members of the Executive Committee shall be appointed for the respective Term by the Board by simple majority vote upon recommendation from the Executive Committee.

14.3 The Executive Committee shall normally meet on a monthly basis and all meetings shall normally be held virtually. The WFSGI CEO is responsible for preparing the agenda together with the Chair of the Board. The agenda shall normally be sent by Textual Communication one week in advance.

14.4 The Executive Committee shall supervise the current administrative matters of the WFSGI, shall oversee the development of strategies and proposals for the Board and the General Assembly for initiatives, projects, actions and measures already pending or contemplated by the WFSGI or recommended to be taken by its members. Other matters which fall within the competences of the Board can be delegated to the Executive Committee if approved by a two-thirds (2/3) majority vote of all Board Members for the respective Term.

14.5 The Executive Committee shall appoint and/or reconfirm the Chairs and Vice Chairs of the WFSGI's Committees as nominated in accordance with Article 15. The so-appointed Committee Chairs and Vice Chairs will then have the authority to approve Working Group Chairs and Vice Chairs, whereas the Task Forces shall be led by the Secretariat. Committee Chairs and Vice Chairs – if any - which shall to the extent viable and feasible at that given time reflect the structure of the WFSGI membership in a best possible manner.

14.6 Decisions of the Executive Committee shall be made by simple majority vote of its members and shall be subject to the approval of the Board unless only pertaining to the day-to-day affairs of the WFSGI or the simple carrying out of resolutions already passed by the Board and/or of the General Assembly.

14.7 The Finance Committee operates in an advisory capacity for the WFSGI Board, the Executive Committee, the General Assembly, Chair and CEO. It provides advice and assistance to the WFSGI in all financial aspects. Its duties, operational matters, and composition are governed by the WFSGI Finance Committee Responsibilities and the WFSGI Finance Regulations.

ARTICLE 15. PRINCIPLES OF STEERING GROUP MEETINGS

15.1 The election policy for Steering Groups of the WFSGI shall be set out in a separate written election policy document, which may from time to time be changed and/or amended and approved by the Executive Committee with simple majority vote of all of its members.

15.2 Only Representatives of Full Members shall be permitted to be present at Steering Group meetings, unless the Chairperson of the respective Steering Group explicitly announces that the respective meeting or parts thereof are open also for non-members. Such permission may be given at the reasonable discretion of the Chairperson of the respective Steering Group in general or for individual parties only.

15.3 Steering Group members including its chairs and vice chairs – if any – may be represented by proxies granted to another Steering Group Member for the meeting concerned. The respective proxies shall be submitted to the chair or in its absence to a vice chair prior to the start of the Steering Group meeting concerned.

15.4 A simple majority vote of the Steering Group members present, in person or by valid proxy, shall constitute a valid resolution taken at any Steering Group Meeting. Any Steering Group resolution or decision requiring Board approval shall be submitted to the Board by Textual Communication by the WFSGI Secretariat. The Board may in this regard invite the Chairperson of the respective Steering Group and/or any other member thereof or other suitable party to make a presentation of the concrete proposal to the Board.

15.5 The Chairperson and the Vice-Chairperson – if any – of any Steering Group shall in consultation with the CEO and/or any other competent person at WFSGI Secretariat level prepare an agenda and program for each Steering Group meeting well in advance of such meeting. The members of the WFSGI, who have indicated in writing that they will attend the respective Steering Group meeting, shall receive the agenda for such meeting in advance and normally not later than one (1) week prior to the respective meeting.

15.6 Each Committee may install up to six (6) Working Groups acting under the Committee's umbrella which shall be supervised and coordinated by the Chair of the respective Committee and the WFSGI Secretariat. Any additional working groups deemed necessary by the Committee shall need to be approved in advance by the WFSGI Executive Committee prior to formation. Each Committee and/or the Secretariat shall also be free to install temporarily established Task Forces in matters which require swift action subject to the prior approval of the Executive Committee for any ad hoc issue that may come up falling into the scope of activities of the Committee concerned and/or of the WFSGI in general.

ARTICLE 16: RESIGNATION AND EXPULSION OF MEMBERS

16.1 Members of the WFSGI may voluntarily resign by giving due notice in writing to the Secretariat of the WFSGI by observing a notice period of ninety (90) days prior to the end of the respective calendar year i.e. by 30 September. If the written notice of resignation is received by the WFSGI after 30 September, termination of membership will only be effective as of the end of the following year. The resigning member must fulfill all its obligations including the full payment of its membership fees for the current respective year and the following year until the termination of its membership will become effective, without any refund obligation on part of the WFSGI.

16.2 The Board, acting on behalf of the General Assembly may terminate a Member's membership for cause. In less severe cases, it may suspend membership for a certain reasonable time period. A two-thirds (2/3) majority vote of the Board shall be required for forwarding any suspension or termination notice to a Member. The Executive Committee shall have the power to suspend a Member's membership for cause.

16.2.1 Without limitation, the following causes shall be deemed terminable causes:

- a) Failure to satisfy the membership admission criteria on an ongoing basis;
- b) Failure to pay any annual membership fee or other dues to the WFSGI after the date of the WFSGI's respective invoicing following the process outlined in Article 5;
- c) A substantial violation of these By-Laws, the WFSGI Code of Conduct or other actions and/or omissions that in the reasonable view of the Board bring

discredit to the WFSGI and/or the Sporting Goods Industry and trade in general.

16.2.2 In any event of suspension or termination for cause the terminated Member remains obliged to full payment of its membership fees for the current respective year.

16.3 The CEO shall, wherever feasible and advisable under the circumstances, notify a Member by Textual Communication advance prior to the suspension or termination notice that its suspension or termination is under consideration and accord the respective Member an opportunity to address the issues for which its membership may be suspended or terminated. Any such response will be shared with the Board or the Executive Committee taking the decision.

16.4 A suspended or terminated Member may also appeal such decision of the Board or the Executive Committee by notifying the CEO by Textual Communication not later than thirty (30) after the date the decision is communicated to them. The decision shall then be placed on the agenda of the next General Assembly. The General Assembly may overrule the Board's decision provided such action will be approved by a two-thirds (2/3) majority vote of the Full Member representatives validly present at the respective General Assembly Meeting.

ARTICLE 17: DISSOLUTION OF THE WFSGI

17.1 The WFSGI may be dissolved by decision of the General Assembly, to be adopted by two-thirds of the votes of all Full Members of the WFSGI.

17.2 The WFSGI may be dissolved by the Board by two-thirds of the vote of all its Full Members, if during two (2) successive years there has not been a General Assembly.

17.3 After dissolution of the WFSGI and after payment of its financial obligations, any remaining assets shall be divided among the members in relation to their last year's membership fee.

ARTICLE 18: MISCELLANEOUS

19.1 The CEO of the WFSGI shall be obliged to keep complete and correct records of account and shall keep minutes of the proceedings of the meetings and Committees. The

Board shall be obliged to keep minutes of the Board meetings, but may delegate this responsibility to the CEO.

19.2 Property of the WFSGI may be assigned, conveyed or encumbered by the Board or its authorized agents or attorneys, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the WFSGI shall be authorized only if approved by the General Assembly with a two-thirds (2/3) majority vote of all Full Members.

19.3 No loans or commercial transactions of a similar nature ("**the Transaction**") shall be made by the WFSGI to any of its Board Members or any member of the WFSGI Secretariat. If any person who is a member of the Board or the CEO becomes aware that the WFSGI is about to enter into any Transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a member of the Board, management, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the Transaction on behalf of the WFSGI of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the WFSGI, and (c) shall not be entitled to vote on the decision to enter into such Transaction.

19.4 The WFSGI's official language is English. In any case of a difference in the interpretation of documents or other communications in other languages, the English language shall prevail.

19.5 The WFSGI may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the WFSGI shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the WFSGI shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the WFSGI's tax-exempt purposes.

19.6 Within its membership, the WFSGI shall not allow any discrimination for reasons of religion, gender, race, politics or any other arbitrary discriminatory reason.

19.7 Any power to alter, amend or repeal these By-Laws shall be vested in the General Assembly of the WFSGI.

19.8 The invalidity of any provision of these By-Laws shall not affect the other provisions hereof, and in such event these By-Laws shall be construed in all respects as if such invalid provision were omitted.

19.9 If the By-Laws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of Roberts Rules of Order shall control such procedure.

ARTICLE 19: ACCEPTANCE OF THESE BY-LAWS

These By-Laws were approved by the General Assembly of the WFSGI on April 21, 2026 and are valid with immediate effect from the same day onward.