

## **STATUTES**

### **NAME, HEAD OFFICE, PURPOSE AND MEMBERS**

#### **1.1 LEGAL NAME**

The official name of the association is "EUROPEAN SCHOOL SPORT FEDERATION" (hereinafter referred to as "ESSF"). ESSF is the official acronym for the EUROPEAN SCHOOL SPORT FEDERATION. All acts, invoices, announcements, publications and other documents issued by the association shall mention the name of the association, immediately followed by or preceded by the terms "non-profit association" or the abbreviation "asbl", as well as the address of its registered office.

#### **1.2 LEGAL FORM**

The legal form of ESSF is a non-profit association ("asbl"/ "vzw") subject to the provisions of Book 9 of the Belgian Companies and Associations Code, in its current version.

#### **1.3 HEAD OFFICE**

The seat of the ESSF is 59 rue Archimède, 1000 BRUSSELS, in the Brussels Capital region, and may be transferred to any other address by decision of the general assembly (which is published in the annexes of the Moniteur belge), insofar as such transfer does not require the translation of the articles of association into another language. In the event of a transfer of headquarters requiring the translation of the statutes in accordance with the applicable language legislation, the decision must be taken by the general assembly and published in the annexes of the Moniteur belge with the translation of the statutes.

For the purposes of productivity and convenience for the association, one or more "operational secretariats" may be established at a specified address, on the decision of the Board of directors.

#### **1.4 DURATION**

The association is constituted for an indefinite period.

#### **1.5 PURPOSE AND ACTIVITIES**

The aim of the ESSF is to promote, govern and administer school sports activities throughout Europe. The aim of the ESSF is to ensure the organization and maintenance of events that reflect the needs of its European members and schools in order to allow as many students as possible to participate in sports and physical activity programs. To this end, ESSF organizes and coordinates school sports events and physical activity campaigns for health.

ESSF's mission is to help European nations break down cultural and ideological barriers by teaching children social values and developing their individual skills through sport.

The main purposes of the ESSF are the management, regulation, promotion and development of events, competitions and school sports campaigns throughout Europe.

All activities of the ESSF are carried out independently of any political or governmental influence.

The ESSF does not allow any discrimination based on political opinion, race, religion or physical or mental disability.

ESSF promotes and supports by all means equality between women and men in its activities, as well as all human rights.

The association may take any action that directly or indirectly relates to or contributes to its objectives. The association may participate in any activity that is consistent with its object and goals. The association may develop commercial activities within the limits of law, so that the generated revenues are used for the purpose of achieving and supporting its object and goals.

In collaboration with other persons or entities, the association may form or hold an interest in any legal entity. The association may exercise mandates in other entities.

#### **1.6 MEMBERS**

##### **1.6.1 CATEGORIES OF MEMBERSHIP**

###### **(i) Full membership**

All legal entities established or domiciled in the territory of the European continent (including, for the avoidance of doubt, States and countries that are members of the European Union or the European Economic Area, as well as States and countries located on the European continent that are not or no longer part of the European Union or the European economic area) regularly established in

accordance with laws and customs of their country of origin and which are recognized in their country of origin (which must be recognized by the United Nations) as bodies representing school sport may be admitted as full members, without prejudice to the membership status of legal entities that have already been admitted as full members. In case that it is not clear which legal entity is duly recognized as the representative body of school sport in a given country, the association shall consult the official representative bodies of that country and request their confirmation on this point. Pending such confirmation, an application for membership may be suspended.

Full member have the right to vote at the general assembly.

The association must have at least two (2) full members.

The first full members of the association are the founders, mentioned in Article XI.

**(ii) Adhering members**

Legal entities that support the purpose of the association and are not eligible as full members may apply for membership.

Adherent members do not have the right to vote at the general assembly and may not be elected to any office in any of the ESSF bodies.

**1.6.2. ADMISSION OF MEMBERS**

Membership applications are addressed to the President and reviewed by the Board of Directors. The latter shall make a final and binding decision on the admission of new members. The Board of directors is not required to justify its decisions.

The general assembly shall be informed of the decisions taken by the Board of Directors concerning the admission of new members.

**1.6.3. MEMBER'S REPRESENTATION**

Each member appoints a natural person (or a plural delegation of natural persons) before each meeting of the general assembly in order to be officially represented by it at the meeting. Each member shall duly inform the Board of directors in writing of this appointment, at least seven (7) days before each meeting of the general assembly. Each member undertakes to fully cover the costs and remuneration of its representatives within the ESSF (including travel, hotel accommodation, meals, etc.).

An effective member who has appointed a plural delegation expressly designates the only person exercising the right to vote at the general meeting and informs the Board of directors thereof.

**1.6.4. RIGHTS AND OBLIGATIONS OF MEMBERS**

**(i) Full members shall have the right to:**

convene a meeting of the general assembly, if such request is supported and signed by at least one fifth (1/5th) of the full members;

attend, participate and vote at each meeting of the general assembly;

exercise all the rights provided for in these statutes or by law;

organize the ESSF events entrusted to them by the Board of directors.

**(ii) Adhering members shall have the right to:**

attend and participate in each meeting of the general assembly, without the right to vote;

exercise all the rights provided for in these statutes or by law;

organize the ESSF events entrusted to them by the Board of directors.

**(iii) Obligations of all members**

Each member:

establishes closer contacts with national school sport organizations on the European continent;

aims to manage school sports competitions and events as an independent European federation, with its own legal entity;

helps ESSF and its European members to promote the importance of physical activity in general, school sport and physical education, and to establish close professional relationships with European stakeholders in the field of school sport;

promotes and controls good sports practices;

cooperates with European sports associations, federations and institutions pursuing similar

objectives, as well as the European Union and its institutions.

ESSF helps its members launch projects and possible future fundraising activities.

#### **1.6.5 MEMBERSHIP FEE**

All ESSF members are required to pay an annual membership fee, the amount of which will be fixed each year by the general assembly. The annual membership fee may not exceed EUR 20,000.00.

#### **1.6.6. RESIGNATION, SUSPENSION AND EXCLUSION OF MEMBERS**

Each member has the right to withdraw from the ESSF between January 1st and June 30th of each year, by sending his resignation to the ESSF by registered mail to the attention of the President. The resignation will take effect on January 1st of the year following the one in which it was sent by registered mail to the President. Any resignation submitted after June 30th of a given year shall not take effect until January 1st of the second year following the one during which this resignation was sent by registered mail to the President. The membership fee remains due as long as the resignation has not taken effect. A resigning member may in no case demand the refund or reduction of a membership fee related to the period up to the effective date of resignation. The membership fee for the year or years in which the resignation was submitted remains due and will not be refunded or reduced.

Members who violate the law, these statutes, any decision of the bodies of the association or any policy adopted by the association, such as code of conduct, ethical principles, etc., which, in general, violate the rules of honor and decency, the rules of a sporting competition or which in any way damage the reputation of the ESSF or school sport, may be excluded from the ESSF by a decision of the general assembly taken by a two-thirds majority of the votes cast by the actual members present or represented at the meeting.

Pending the vote of the general assembly on its exclusion, the membership of the member concerned may be suspended by decision of the Board of directors. A member who has committed a breach shall be informed by the Board of directors and shall be given the opportunity to provide written explanations to the latter within fifteen calendar days from the date of notification of the breach. After reading these written explanations, if any, the Board of directors will decide whether or not to request the general assembly to decide on the exclusion of the member concerned or any other disciplinary sanction that would be provided for in the disciplinary code of the association. The member concerned has the right to defend himself at the general assembly which will decide on his proposed exclusion. The member concerned has not the right to participate in the vote on its exclusion.

When the breach is committed by the representative of a member or a member of his delegation, that person loses the right to represent the member. The member concerned shall ensure that it is

replaced promptly (in accordance with Article 1.6.3. of these statutes), otherwise it will itself be suspended and liable to be excluded.

Resigned, excluded or suspended members have no right to any of the assets or property of the association. They may not claim or require any statement, accounting document, seal or inventory, or any refund or reduction of membership fees or contributions.

#### **1.6.7 MEMBER'S REGISTER**

The Board of director shall keep a member's register at the head office of the association, indicating the surname, first name and address of all members or, in the case of legal entities, the name, legal form and address of its head office. The Board of directors shall record in the register all decisions on the admission, resignation and exclusion of members. The register may be kept in electronic format. All members may consult the register at the head office of the association after sending a prior written request at least ten (10) days in advance.

#### **GOVERNING BODIES OF THE ESSF**

The governing bodies of the ESSF are the following:

2.1 the general assembly, and

2.2 the Board of directors.

*Members of the Board of directors (or of any of the committees, commissions or other bodies of association) are also designated as officers of the association.*

## **II.1 GENERAL ASSEMBLY**

### **II.1.1 POWERS**

*The general assembly shall have all the powers expressly conferred upon it by law or these statutes.*

*The general assembly has following powers:*

*to rule on the exclusion of a member;*

*to elect or dismiss the president of the association, the three (3) vice-presidents, the treasurer, and the members of the Board of directors and fix their remuneration;*

*to adopt and amend the rules of procedure of the ESSF;*

*to approve the annual accounts and the activity report for the previous financial year, to grant a discharge to the members of the Board of directors and the commissioner, to approve the budget and the annual activity plan for the following year, and set the amount of the membership fee for the following year;*

*to amend these statutes;*

*to appoint and remove, on the recommendation of the Board of directors, the commissioner and to fix his remuneration;*

*to dissolve the association (including appointing one or more liquidators, determining their powers and deciding on the allocation of net assets) and approve any contribution in kind, the conversion of the legal form to another legal form and any reorganization measures, such as a merger or demerger; any other power expressly conferred on the general assembly by law or these statutes.*

### **II.1.2 COMPOSITION**

*The general assembly consists of all the members of the association. Full members are the only ones who participate in the general assembly with voting rights.*

*The directors attend the meeting of the general assembly.*

*Adherent members participate in the general assembly without voting rights. The commissioner, as well as any adviser or expert, may be invited by the Board of directors to attend the general assembly without voting rights. The commissioner will be invited to attend the general assembly when the agenda includes consideration of an audit or other specific report issued by the general assembly.*

### **II.1.3 MEETINGS**

#### **General assembly meeting**

*The general assembly shall meet at least once a year and no later than June 30th (thirtieth) of each year, for the purpose of, inter alia, voting on the approval of the annual accounts and the activity report for the preceding financial year, the budget and the activity plan for the following year, the*

*granting of a discharge to the Board of directors and the commissioner and the fixing of the amount of membership fee for the following year.*

*Meetings of the general assembly may be held in person, by video-conference, by teleconference, by cyber-conference or by any other electronic means (ICT, information and communication technology) as decided by the Board of directors. All decisions of the general assembly may also be adopted by unanimous written resolution signed by all the full members, with the exception of decisions related to the amendment of the statutes.*

*Meetings of the general assembly shall preferably be held within the framework of the session of the general assembly of the International School Sport Federation (ISF) or at any other venue, as decided by the Board of directors after the corresponding proposal of the president.*

#### **Extraordinary general assembly meetings**

*ESSF may call an extraordinary meeting of the general assembly at any time, at the request of the Board of directors or at least one fifth (1/5th) of the full members. In this case, the time limits listed below may be reduced by half at the initiative of the Board of directors.*

*Extraordinary meetings of the general assembly may be held in person, by video-conference, by teleconference, by cyber-conference or by any other electronic means (ICT, information and*

communication technology) as decided by the Board of directors. All decisions of the general assembly may also be adopted by unanimous written resolution signed by all the full members, with the exception of decisions related to the amendment of the statutes.

#### **Notice of meeting**

Each meeting shall be held on the date, time and address specified in the invitation sent by the president, in the event of the absence or incapacity of the president, by the vice-president or, in the event of the absence or incapacity of the latter, by the second vice-president at least fifteen (15) days before the meeting.

#### **President - Secretary - Electoral commission**

The general assembly shall be chaired by the president, in case of absence or incapacity of the latter, by the vice-president or, in case of absence or incapacity of the latter, by the second vice-president.

The secretary general is part of the office of the meeting.

The Board of directors shall establish an election commission composed of a president and two (2) scrutineers appointed from among its members or from external advisors of the association in order to verify the validity of the administration, no candidate to this election may be appointed as scrutineer. The president of the electoral commission chairs the general assembly when voting for the election of the president of the association.

#### **Participation**

Only the official representative of the full member may vote. Each full member may mandate another full member to vote in his place. Each full member may hold only one proxy. Any proxy must be notified in writing to the secretary general at least 24 hours before the general assembly meeting, otherwise the proxy will not be authorized and the representative will not be entitled to vote on the basis of this proxy.

Members may appoint an accredited delegate and an official observer to participate in the general assembly.

Costs related to the accredited delegate and official observer of a participating member will be borne by the member they represent.

Without prejudice to the provisions of point iv) above, the general assembly shall be chaired by the president of ESSF. In his absence, the first vice-president or, in the absence or incapacity of the latter, the second vice-president, etc., will be designated to assume presidency.

#### **Voting rights**

Each full member shall have one vote.

A member who has not appointed to the Board of directors his official representative for a meeting of the general assembly will not be allowed to vote.

Only favorable and unfavorable votes will be counted. Abstentions and invalid votes shall not be taken into account.

Voting takes place by show of hands, by written or electronic means (voting boxes, online tools, etc.) as decided by the Board of directors. Voting shall take place by secret ballot in the following cases: the election of the president, vice-presidents, members of the Board of directors and other officers of the association;

the vote on the exclusion of members;

at the request of more than half of full members present and represented.

#### **Agenda of the general assembly**

The agenda of the general assembly annual meeting includes at least the approval of annual accounts of the ESSF for the previous financial year, the approval of the budget for the following financial year, as well as the granting of the discharge of responsibility to the members of the Board of directors and to the commissioner. It also features items supported by at least one fifth (1/5th) of the full members who have requested in writing to the president, no later than thirty (30) days before the date of the meeting, to be added to the agenda.

The final agenda and accompanying documents shall be drawn up and sent to the members by the

*secretary general or the president at least fifteen (15) days before the meeting.*

### **Quorums - Majorities**

*Unless otherwise provided in these statutes or in law, the decisions of the general assembly shall be validly adopted only if (i) at least half (1/2) of the full members are present or represented at the meeting, and (ii) they are approved by an absolute majority of the votes cast (half of the votes, plus one).*

*If the quorum for participation is not reached at the first meeting of the general assembly, a second meeting may be organized with the same agenda, at which the general assembly may validly decide without a specific quorum requirement. The second meeting may not be held less than fifteen (15) days after the first meeting.*

### **Minutes**

*The deliberations of the general assembly shall be recorded in the minutes which shall be sent to all members, as well as to the president and secretary general of the International School Sport Federation, no later than one month after the date of the meeting. The minutes are signed by the president and the secretary general of the ESSF. The minutes shall be made public by sending a copy to all members of the ESSF and to the secretary general/president of the ISF within thirty (30) days following the meeting.*

### **Amendment of statutes**

*Any proposal to amend the statutes issued by the Board of directors shall be duly justified.*

*The general assembly will only be able to make a valid decision on any amendment to the statutes if it is expressly mentioned in the notice of meeting and if at least two thirds of the full members are present or represented at the meeting. To be adopted, such amendment requires a two-thirds majority of the votes cast by the full members present or represented at the meeting. If the amendment concerns the object or objectives of the association, a majority of four-fifths of the votes cast is required.*

*If two thirds of full members are not present or represented at the first meeting, a second meeting may be convened at which, regardless of the number of full members present or represented, the general assembly may validly decide on the amendment of the statutes by a two-thirds majority of the votes cast by the full members present or represented at the meeting.*

*The second meeting may not be held less than fifteen (15) days after the first meeting.*

*The amendment of the statutes shall take effect upon its approval by the general assembly, unless the latter decides otherwise.*

## **II.2 THE BOARD OF DIRECTORS**

### **II.2.1 POWERS AND DUTIES**

*The Board of directors acts collegially and is vested with all the necessary powers to pursue the objectives of the association and to carry out all acts of management, representation and execution relating to the ESSF. The Board of directors is vested with all powers which are not exclusively reserved to the general assembly hereby or by the law.*

*The powers of the Board of directors include, among other things, the following acts:*

- 1 appointment of the general secretary/CEO*
- 2 appointment of the sport director*
- 3 adoption of relevant ESSF strategies, policies and other documents;*
- 4 implementation of general assembly resolutions;*
- 5 preparation of general assembly meetings;*
- 6 preparation of reports to be presented to the general assembly, including the annual activity report, the business plan and the annual budget with projections;*
- 7 appointment of members of the various committees and commissions;*
- 8 recommendation related to the appointment of the commissioner to the general assembly;*
- 9 admission of new members;*
- 10 maintaining and developing contacts and relations with school sports organisations, the European*

*Union, national, regional and local private or public institutions and bodies, as well as international and intergovernmental organizations;*

*establishment of event calendar;*

*11 granting any kind of license, franchise or other rights to organizations that carry out their activities in accordance with the objectives and philosophy of ESSF;*

*12 determining participation contributions to ESSF events; and setting organizational fees and participation fees (official amount) for members participating in ESSF events;*

*13 establishment of the internal rules and policies of ESSF;*

*14 creation of new entities and offices in Belgium or abroad;*

*15 supervision of the management committee;*

*16 determination of the maximum number of directors, as set out in Article II.2.2, paragraph (ii), point (5) below;*

*17 The Board of Directors appoints, after the proposal of the President, one (1) secretary general/CEO, for the time of the Board mandate, whose mission consists of:*

*-being a member of the Board of Directors and the Management Committee*

*-conducting the overall leadership of the ESSF administration*

*-organizing competitions and managing of related matters, in accordance with the decisions and instructions of the management committee, the Board of directors and the general assembly;*

*-negotiating, signing and executing all commercial contracts in accordance with the standards, policies and procedures established by the management committee and the Board of directors;*

*-providing administrative support to the standing committees and commissions of the ESSF;*

*-managing the day-to-day operations and activities of ESSF, in accordance with the parameters defined by the secretary general, the management committee, the Board of directors and the general assembly;*

*-resolving any other administrative matters necessary for the effective functioning and organization of the ESSF, as required and authorized by the secretary general, the management committee and the Board of directors;*

*-defining the basic administrative procedures concerning the management of personnel and assets, as well as the overall operations of the ESSF general secretariat;*

*-organizing meetings, commissions and assemblies of the ESSF.*

*His/Her remuneration is fixed by the Management Committee;*

*18 The Board of Directors appoints, after the proposal of the President, one (1) Sport Director, for the time of the Board mandate, whose mission consists of:*

*-being a member of the Board of Directors and the Management Committee*

*-organizing, in cooperation with the general secretary/CEO, competitions and managing of related matters, in accordance with the decisions and instructions of the management committee, the Board of directors and the general assembly;*

*-organizing, in cooperation with the general secretary/CEO, sport meetings, sport commissions and sport related action of the ESSF;*

*-proposing to the Board of Directors the technical coordinators, the members of the technical committees and in general sport related projects and actions*

*-leading and evaluating the technical coordinators and the technical committees' members*

*His/Her remuneration is fixed by the Management Committee.*

*The Board of directors may delegate some of its powers to the management committee, with the exception of the powers referred to above in points 4), 5), 6), 7), 10), 11), 12), 13) and 14).*

## **II.2.2. COMPOSITION**

### **General principles**

*The members of the Board of directors (hereinafter referred to as the "directors") are elected by the general assembly, with the exception of the general secretary/CEO and the Sport Director who are appointed by the elected directors for the time of their mandate in office. All directors must be*

*natural persons. They exercise their mandate as members solely in the interest of the association. The term of office of the members of the Board of directors is four years, unless otherwise decided by the general assembly.*

*The election of members of the Board of directors shall be held every four years or at such intervals as may be necessary to fill any vacancy during the term of office (e.g. as a result of the resignation or removal of a member without the possibility of a replacement on the basis of the most recent election results). In the latter case, the elected director will remain in office for the term of office of the board member he or she replaces.*

*The general assembly elects the members of the Board of directors, with the exception of the general secretary/CEO and the Sport Director who are appointed, upon the proposal of the President, by the elected directors for the duration of the specific Board of Directors mandate, from among the candidates nominated by full members. Each full member may, at least five (5) days before the relevant meeting of the general assembly which will decide on the election of the members of the board of directors, indicate in writing to the secretary general the candidate he wishes to propose to the general assembly for the said election. All candidates must be active in the field of school sport and should be affiliated with the full member who proposed their application. Each full member proposing candidate shall send a written confirmation letter verifying to this affiliation.*

*In addition, any "individual candidate" may submit in writing to the secretary general his or her candidacy for the office of director. To be eligible to apply in this capacity, the individual candidate must have at least five (5) members endorse his or her application in writing. A full member may support only one "individual candidate". In this case, his right to appoint his own candidate is not affected.*

*The general assembly shall endeavour to ensure that the composition of the Board of directors is representative of the members of the association. The Board of directors may lay down internal rules concerning the maximum number of directors, the process for nominating candidates and the procedure for electing its members.*

*Members of the Board of directors, with the exception of the general secretary/CEO and the sport director, are not entitled to any remuneration. All the members are entitled to reimbursement of their travel and other justified expenses.*

#### **Members elected by the general assembly**

*The general assembly may elect:*

*one (1) president among the eligible candidates, who acts as a president of the association and chairs the general assembly, the Board of directors and the management committee. The president has the power:*

*to represent and bind ESSF with regard to third parties in any matter, whether judicial or extrajudicial;*

*to convene the meetings of the general assembly, the Board of directors and the management committee, set their agendas and chair them, without prejudice to any contrary provision;*

*to take any necessary action on behalf of ESSF to ensure compliance with any resolution adopted by the general assembly, the Board of directors and the management committee;*

*to appoint official delegates for each ESSF event.*

*The president strives to maintain strong cohesion and understanding among all members of the association.*

*If the president is unable to perform his duties (for example, in the event of illness, accident or other reasons for absence), the first vice-president will act as president and assume his/hers powers of the president for the duration of his absence. Similarly, if the first vice-president is unable to perform his duties, the second vice-president will act as alternate president;*

*Three (3) vice-presidents, among the eligible candidates, whose mission consists of:*

*exercising the functions and powers of the president in case of absence or incapacity of the latter in the order determined by the number of votes obtained (first the first vice-president who received the*



largest number of votes between the two vice-presidents, then the second vice-president who received the second largest number of votes between the two vice-presidents). If the vice-presidents obtained the same number of votes, the oldest person is deemed to have obtained the largest number of votes;

assuming the specific responsibilities delegated to them;

advising and assisting the president in his or her role and mission;

one (1) treasurer, among the eligible candidates, whose mission consists of:

managing the accounting of the ESSF;

keeping a record of membership fee payments and other income;

paying of approved expenditures;

providing any accounting document and answering to any question of the commissioner who presents his report to the Board of directors and the general assembly invited to approve the annual accounts;

six (6) directors, among eligible candidates, whose missions and responsibilities are determined by the Board of directors, in accordance with the objectives and needs of the ESSF. They report on their missions and activities to the Board of directors.

The appointment of a secretary general, vice-presidents and treasurer is not mandatory. The Board of directors is validly composed without secretary general, vice-president(s) and/or treasurer.

#### **II.2.3. DELEGATION OF POWERS, REPRESENTATION AND SIGNING AUTHORITY**

The president and the secretary general/CEO may sub-delegate certain missions to one or more persons of their choice.

The association is validly represented towards third parties by the signature of:

- the president,
- the vice-presidents, or
- the secretary general/CEO, or
- each acting individually under the power of subdelegation.

In addition, the association is validly represented by special agents, within the limits of their proxy.

Legal actions, in the capacity of plaintiff or defendant, are brought or defended, on behalf of ESSF, by the president, the vice-president, the secretary general/CEO or a special representative.

#### **II.2.4 MEETINGS**

The Board of directors shall meet at least twice a year, at the invitation of the president, in case of absence or incapacity of the latter, of the first vice-president, in case of absence or incapacity of the latter, of the second vice-president, etc., at least one month in advance. The Board of directors shall also meet at the request of at least six (6) of its members.

The Board of directors may invite any person or organization of its choice to all or part of its meetings.

Meeting of the Board of directors may be held in person, by video-conference, by teleconference, by cyber-conference or by any other electronic means (ICT), as decided by the Board of directors or by unanimous written resolution procedure, if so decided by the president.

Members of the Board of directors who have a direct or indirect conflict of interest within the meaning of Article 9.8 of the Belgian Companies and Associations Code shall comply with the provisions imposed by law insofar as no derogation from the applicable law applies.

#### **II.2.5 ATTENDANCE, QUORUMS AND MINUTES**

The Board of directors may validly deliberate and adopt resolutions only if a quorum of at least seven (7) members present or represented by an agent at the meeting is reached.

Any member of the Board of directors who, during his term of office, is absent at three consecutive meetings of the Board of directors, will automatically be considered as resigning.

Decisions of the Board of directors are validly taken by an absolute majority of its present or represented members (half of the votes, plus one), unless otherwise provided in these statutes.

Abstentions and invalid votes shall not be taken into account. Board of director's members may vote

*by written proxy. However, no director may have more than one proxy. In the event of a tie, the president shall have a casting vote, unless the vote is for the suspension or appointment of a person/member. The deliberations and resolutions of the Board of directors are recorded in minutes, which are signed by the president and/or the secretary general. These minutes are made available to the members of the Board of directors in the minute book of meetings of the Board of directors held at the head office of the association.*

*The president may decide to convene a meeting of the Board of directors by adopting unanimous written resolutions, provided they are signed by all the directors. Decisions that may be taken by unanimous written resolution are those within the power of the Board of directors.*

*In this case, the president shall send the proposals in writing (e-mail) to the members of the Board of directors and shall set a period of at least eight (8) days to adopt or reject the proposed decisions.*

*The members of the Board of directors shall inform the president of their decision within the deadline imposed by the latter by e-mail.*

*A decision taken in writing is only valid if all members of the Board of directors have unanimously approved this decision.*

### **II.3 THE MANAGEMENT COMMITTEE**

*The Board of directors may establish a management committee consisting of the following seven (7) members:*

*the president of ESSF;*

*the three vice-presidents of ESSF;*

*the secretary general/CEO of the ESSF;*

*the treasurer of ESSF;*

*the sport director of the ESSF.*

*The management committee shall have the powers delegated to it by the Board of directors. It reports to the latter on its activities and decisions.*

*The management committee has the power to supervise the general secretariat of the ISF, to adopt general administrative policies and to recruit the staff of the general secretariat.*

*The Management Committee fixes the remuneration of the general secretary/CEO and the remuneration of the sport director.*

*The management committee may subdelegate any of its powers to the president or secretary general.*

*In particular, the management committee may delegate to the secretary general the authority to recruit and dismiss any member of the staff of the association, as well as to determine their conditions of recruitment.*

*The management committee shall meet at least four times a year, at the invitation of the president, in the absence or incapacity of the latter, the first vice-president, in the absence or incapacity of the latter, the second vice-president, or, in the absence or incapacity of the latter, the secretary general, at least five days in advance. The management committee shall also meet at the request of at least three of its members.*

*The management committee may invite any person or organization of its choice to all or part of its meetings.*

*Meetings of the management committee may be held in person, by video-conference, by teleconference, by cyber-conference or by any other electronic means (ICT), as decided by the president or secretary general or by unanimous written resolution procedure, if so decided by the president or secretary general.*

*The decisions of the management committee are validly taken by an absolute majority of its members present or represented (half of the votes, plus one), with no specific quorum requirement. Abstentions and invalid votes shall not be taken into account. Management committee's members may vote by written proxy. However, no member may have more than one proxy.*

## **DECLARATION ON THE PREVENTION AND PUNISHMENT OF ABUSE AND HARASSMENT**

*Based on its values and in addition to legal and regulatory provisions, ESSF emphasizes the major importance of protecting all members and representatives of the association, including employees, members, officers, participants and volunteers.*

*Everyone has the right to respect for their full (physical and psychological) integrity.*

*ESSF will not tolerate any act of incivility, violence, abuse, discrimination or harassment within the association or, more generally, in the course of its activities.*

*The ESSF will treat any act of this type with the utmost severity, regardless of the consequences, whether or not it entails criminal sanctions.*

## **CONFLICT OF INTEREST POLICY**

*Association's directors must always act in the best interests of the ESSF. They have the fiduciary responsibility to exercise their mandate within the association in the best of its interests and without their personal interests or those of third parties taking precedence over the interests of the ESSF.*

*Association's directors must put their personal and professional interests, the interests of third parties and other interests after the needs and interests of the ESSF when exercising a mandate in the association.*

*A conflict of interest means any type of transaction or relationship that creates or may create a conflict between a director's obligations towards ESSF and that director's personal, professional or other interests.*

*All directors are required to disclose any actual and potential conflict of interest whenever a conflict arises or is likely to arise. A director facing a conflict of interest regarding a certain decision or transaction is not allowed to vote on that decision or transaction.*

*The intentional concealment by a director of an actual or potential conflict of interest is considered serious misconduct, regardless of any previous decision made in similar cases.*

## **ACCOUNTING**

*The financial year of the association runs from January 1st to December 31st of each year.*

*The bank account is administered by the treasurer and the general secretary. One or the other official representative may act alone.*

*If the association meets the legal criteria for the appointment of commissioner, it entrusts the control of its accounts to a commissioner, appointed from among the members of the Institute of Statutory Auditors of Belgium. The commissioner is appointed by the general assembly for a renewable period of three (3) years.*

*His remuneration is fixed by the general assembly.*

*The commissioner auditor shall audit the annual accounts and financial statements and submit a report to the general assembly in accordance with applicable Belgian law.*

*If the association does not meet the legal criteria for the appointment of a commissioner, it has the choice between:*

*(i) not appointing a commissioner;*

*(ii) entrust the control of its accounts to a commissioner appointed from among the members of the Institute of Statutory Auditors of Belgium on a voluntary basis. The commissioner is appointed by the general assembly for a renewable period of three (3) years. His remuneration is fixed by the general assembly. The commissioner auditor shall audit the annual accounts and financial statements and submit a report to the general assembly in accordance with applicable Belgian law; or*

*(iii) organize a voluntary audit by an external auditor appointed by the management committee for the period and under the conditions set by the management committee. Such an audit cannot be considered as a statutory audit within the meaning of Article 3.7(6) of the new Companies and Associations Code. The related audit report may not be published. The audit report resulting from this voluntary audit may be presented to the general assembly in the manner agreed between the management committee and the appointed external auditor, accompanied by an explicit statement indicating that the report does not concern a statutory audit.*

## **LIABILITY AND INSURANCE**

*No member of the association can be held responsible for the commitments made by the association. On a proposal from the president and the secretary general, the Board of directors may authorize the subscription of insurance covering the liability incurred by the directors of ESSF during the exercise of their mandate.*

## **DISSOLUTION**

*The ESSF may be dissolved by a decision of the general assembly, approved by at least three quarters of the votes cast by the full members present or represented at the meeting.*

*In the event of dissolution, the net assets of the association will be allocated to a non-profit association with objectives similar to those of the ESSF.*

## **OFFICIAL LANGUAGES**

*The working language of the association is English, which must be used in all official communications.*

*The official language of the association is an official language within the meaning of Belgian law, depending on the region in which the head office of the association is located.*

## **RULES OF PROCEDURE**

*The Board of directors may decide to establish internal policies and rules of procedure that will be binding on all members and officers of the association.*

*The management committee is empowered to amend the rules of procedure. Each change will be communicated to all members and directors of the association. The statutes will include a reference to the most recent approved version of the rules of procedure. The Board of directors may amend and update the reference to the most recent version of the rules of procedure in the statutes and have it published.*

## **LOGO**

*The Board of directors presents and chooses the logo and mottos of the ESSF. The design below represents the ESSF logo.*



## **IDENTITY OF THE FOUNDING MEMBERS**

*The association is constituted by:*

*1/ the Serbian Federation of School Sport, a non-governmental organization with head office at 2 Bulevar Mihajla Pupina, Istono krilo, 11070, Novi Beograd, Serbia, registered under number 07094906;*

*2/ the Romanian Federation of school and University Sports (FSSU), a governmental organization of the Ministry of Education of Romania, with its head office at 16 Vasile Conta Street, Bucharest, Romania;*

*3/ the Croatian Federation of School Sport, a non-profit organization with head office at 2 Buzinski prilaz, 10010 Zagreb, Croatia, registered under number 21005146.*

## **APPLICABLE LAW**

*For any question or subject that is not specifically addressed in these statutes or in the rules of procedure, members are invited to submit to the laws and customs applied in Belgium, in particular to Book 9 of the Code of Companies and associations.*

## **TRANSITIONAL PROVISIONS**

### **1. Closure of the first financial year.**

*The association's first financial year ends on December 31st 2021.*

## **2. First annual meeting of the general assembly**

*The first general assembly will be held no later than June 2022.*

## **3. Appointment**

*At the first general assembly held in Belgrade (Serbia) on this day of April 30th, 2021, the members of the association "ESSF" decided:*

*to appoint Mr Zeljko Tanaskovic, born in Lucani, Serbia, on July 8th 1967, having taken up residence at the head office of the association, as director and president of the association for a term of four years;*

*to appoint Mr Alan Abaev, born in Vladikavkaz, URSS, on June 13th 1965, having taken up residence at the head office of the association, as director and vice-president of the association for a term of four years;*

*to appoint Mr Stylianos Daskalakis, born in Chania, Greece, on February 6th 1963, having taken up residence at the head office of the association, as director and secretary general of the association for a term of four years;*

*to appoint Ms Ivana Putarek, born in Varazdin, Croatia, on October 3rd 1976, having taken up residence at the head office of the association, as director and vice-president of the association for a term of four years;*

*to appoint Mr. Caliman Constantin, born in Bivolari, Romania, on November 15th 1969, having taken up residence at the head office of the association, as treasurer of the association for a term of four years".*