

European Draughts Confederation Statute

(valid from 10th October, 2021)

ALLEGATO all'atto
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N° 5150 Serie III
IL DIRETTORE
IL FUNZIONARIO*
T. M. M. L. L. I.

Memorandum of Association

Resolved on 25 May 2003

Amended on 6 August 2005

Amended on November 2007

Renewed on 9th October 2021

Chapter 1.

Name, Area of Activities, the Registered Office and Legal Nature

Article 1 – Name and constitution

The Association is named: “*European Draughts Confederation*”.

The European Draughts Confederation is an independent association of the European Draughts Federations, founded in Tallinn, Estonia, on 13th August 1998.

Article 2 – Headquarter

The *European Draughts Confederation* has its seat in Rome, Italy. The area of the activities conducted by the EDC is Europe. The Association is subject to the laws of European Economic Community and to the national laws of Italy.

Article 3 – Status and configuration

The *European Draughts Confederation* has a legal status.

Members are national Draughts Federations which have principal authority over draughts/checkers activities in their own countries and which have at any time been admitted to World Draughts Federation (also called *Fédération Mondiale du Jeu de Dames* - FMJD) as member-federations.

The European Draughts Confederation consists of those national member-federations listed in Annex 1 and those additional member-federations assigned to it by FMJD after General Assembly on 26th October 2019 and admitted to membership by the General Assembly of the European Draughts Confederation (“Members”).

The General Assembly of the European Draughts Confederation can also accept as “Associate Members” other international associations of the Association, but the “Associate Members” do not have the right to vote at the European Draughts Confederation General Assembly or the right to nominate a representative to have a seat on the Board of the European Draughts Confederation.

Article 4 – Establishment principle

The *European Draughts Confederation*:

- (a) is concerned exclusively with draughts and draughts related activities with sporting, cultural, educational and other interests;
- (b) is democratically established and bases itself on the principles of equal rights of its Members;
- (c) is a nonprofit making organization;
- (d) rejects discriminatory treatment;
- (e) observes strict neutrality in the internal affairs of its Members; and
- (f) only allows events (competitions, congresses, meetings) to be hosted by Members where free access is generally assured to representatives of all its Members save where the General Assembly makes exceptions for reasons of state of war or severe violence between countries on a three quarter majority vote of those present and voting.

Article 5 - Nature

The *European Draughts Confederation* is the only organization, which has the right to organize the various European Draughts Championships.

The *European Draughts Confederation* can be a member of other sports organizations.

The *European Draughts Confederation* uses its seal, badges and organization signs while observing the regulations applicable in this respect.

The activities of the EDC are based mostly on the contributions of its members.

Article 6 - Objects

The Objects for which the *European Draughts Confederation* is established are:

- a) To promote draughts in the European countries;
- b) To unit within one organization National Federations and Clubs from all over Europe;
- c) To promote draughts as a sport among young people;
- d) To coordinate and stimulate activities of draughts clubs;
- e) To establish favorable conditions for draughts sponsors;
- f) To foster a positive framework of friendship and collaboration and generate peaceful relationships between the European Draughts Confederation and its Members;
- g) To collect, collate and circulate information among its Members;
- h) To coordinate and protect the common interests of its Members;
- i) To fight against doping and promote peace in and through sport;
- j) To cooperate with the World Draughts Federation (FMJD) and to do all such other lawful things as are helpful to the attainment of the above Objects;
- k) To collaborate and when possible to be a member of organizations having as one of their aims the promotion of mind sports on a world-wide basis.

Article 7 - Achievements

European Draughts Confederation has the right to make Regulations to achieve the Objects referred to in Article 6 and to apply them accordingly.

European Draughts Confederation respects and applies FMJD rules and regulations, even concerning IOC Rules, except when in conflict with the present *European Draughts Confederation* Statutes and General Assembly decisions.

European Draughts Confederation achieves its aims and objectives by the following methods:

- a) Organization of its own events;
- b) Cooperation with other national and international organizations active in draughts;
- c) Other undertakings aiming to implement the statutory activities.

The EDC does not conduct any economic activities.

The EDC achieves its aims and objectives in cooperation with the institutions and organizations involved.

Article 8 - Non-discrimination, representation of women

European Draughts Confederation and its Members reject all forms and treatments of discrimination against individuals, groups of people, organizations or countries, on grounds of ethnic origin, of colors, gender, language, religion or politics creed, disability, impairment, occupation, race, or sexual orientation and they promote equal opportunities in a positive manner.

European Draughts Confederation supports a fair representation of women in its activities and in the management of sport.

Article 9 – Income and properties

The income and property of the Association shall only be applied to promote the Objects of the Association (EDC). Members shall receive no dividend, or bonus, or any other kind of profit, directly or indirectly, from the Association. However, nothing herein shall prevent the payment, in good faith, of remuneration to any Member, or to any employee, or officer of the Association, or to any other person, for services actually rendered to the Association. If any Member of the Association receives any dividend, or bonus, or any other profit in contravention of this stipulation that Member shall be liable to account to the Association for the same in full.

Article 10 - Dissolution

In the event of a dissolution or of a winding up of the Association, by a decision of not less than three fourths of the Members taken at a General Assembly, any surplus property, after the payment of all debts and liabilities shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Association which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed under or by virtue of Article 9 hereof.

Article 11 - Languages

The official language of the Association is English.

In documents containing different versions in more than one language (as Russian, French or Italian), other than documents originally written in a different language, the English version is final.

Article 12 - Acronym

At the international forum, the English name of *European Draughts Confederation* shall be used. The official abbreviation of the European Draughts Confederation used hereinafter is its acronym – **EDC**.

Chapter 2.

Name, constitution and interpretation

Article 1 – General

1. The name of the Association is “European Draughts Confederation”. It is hereinafter called by its acronym “EDC”.
2. The registered office of the EDC shall be at such place as may be determined from time to time by the Executive Board.
3. The EDC is established for the objects and activities stated in the Memorandum of Association.
4. In these Articles, unless inconsistent with the subject or context:
 - (a) words importing the singular include the plural and vice-versa;
 - (b) words importing the masculine gender include the feminine and neuter genders and vice-versa;
 - (c) the word person includes moral entities having a separate legal personality;
 - (d) “Board” means the EDC Executive Board;
 - (e) “EDC Dues” mean a Member’s or an Associate Member’s subscription, Tournament Fees, Bid fees and shares of prize funds for EDC events and events sanctioned by the EDC and fees for EDC services;
 - (f) “General Assembly” means a meeting of the General Assembly or an Extraordinary General Assembly meeting of the EDC;
 - (g) “Members” and “Associate Members” shall have the meaning and rights defined in the Memorandum of Association and “Members” means both, Members and Associate Members;
 - (h) “simple majority vote of those present and voting” means 50% plus one of the votes cast excluding blank and invalid votes and abstentions.

Chapter 3

EDC Membership, Rights and Obligations

Article 1 - Membership

1. EDC members are divided into the following groups:
 - a) Ordinary Members;
 - b) Associate Members.
2. Any new Ordinary or Associate Members may only be admitted to membership by a simple majority vote of the those present and voting at the General Assembly, but the Board may admit a new Member to Provisional Membership (which shall carry the equivalent rights and obligations to membership apart from the right to vote at the Assembly) until the next General Assembly.

3. Applications for membership shall be made on a written form authorized by the Board. Applicants shall satisfy the General Assembly as to their qualifications for membership of EDC and shall undertake to be bound by the Memorandum and the Articles of Association.

Article 2 - Honorary Members

The General Assembly may, upon a proposal by the Executive Board, grant the title of "Honorary President" or "Honorary Member" respectively to a retiring President or a retiring Board Member for their outstanding services to EDC. They may attend the General Assembly, but do not have the right to vote.

Also other persons that have been active for EDC and rendered outstanding services can be granted the title of "Honorary Member"

Article 3 – Membership Rights

1. Ordinary Members of the EDC are entitled to:

- a) active and passive voting rights with respect to the EDC authorities,
- b) submit motions and demands to the EDC authorities,
- c) exercise membership rights arising from the statutory activities of the EDC.

2. Associate Members have the same rights as ordinary members except for the active and passive voting rights at the General Assembly of the Delegates.

Article 4 - Membership Obligation

1. Members of the EDC are obliged to:

- a) actively participate in activities aiming to pursue statutory objectives,
- b) observe the stipulations and provisions of this Memorandum.

2. All Members or Associate Members shall cooperate with the EDC and provide all necessary information and documentation regarding (or referring to) the relation between the EDC and the Member on administration and accounting matters.

Article 5 – Membership cease

1. Ordinary membership of the EDC will cease in the following cases:

- a) written application submitted by a Member to the Board;
- b) dissolution of the EDC.

Article 6 – Membership suspension

1. Membership rights of ordinary members of the EDC can be suspended by the Board of the EDC in case of breach of the provisions of this memorandum. Suspension of the membership rights consists of temporary withdrawal of statutory rights, in particular the right to participate in EDC events. Suspension may last up to 6 months.

2. The Board may for just cause propose to the General Assembly the suspension of the Membership of any

Member or Associate Member. The Board must serve a notice on such member giving reasons for its decision and the member shall have the right to make representations as to why it should not be removed from membership. Members may appeal to the EDC Board against suspension of their rights within 30 days of the receipt of their notice of suspension. Appeals must be made in writing. Copies of both the Board's notice and the member's response shall be included as attachments to the Notice of the Meeting of the General Assembly. The General Assembly shall hear oral representations on behalf of the Board and the member and shall have the right to expel the member by a simple majority vote of those present and voting.

The General Assembly shall be notified by the Board if or a Member's or Associate Member's EDC Dues are in arrears for more than 24 months and in those circumstances the General Assembly may on the recommendation of the Board suspend the membership rights and services of that member.

3. Any Member or Associate Member may terminate its membership by giving notice in writing to the President. It shall forfeit any EDC Dues already paid.

Members who are in arrears with their EDC Dues for a period exceeding six months automatically lose their vote at the General Assembly (but not at Extraordinary General Assembly Meetings).

The Board has the right to suspend all services to a Member or Associate Member in arrears with its EDC Dues for a period exceeding six months and to exclude the teams and individual players representing a Member from participation in any EDC events.

If any defaulting member settles his overdue all membership rights and services will be restored.

Chapter 4

EDC Authorities

Article 1 - Definitions

The EDC authorities are:

1. General Assembly;
2. Executive Board;
3. Audit Committee;
4. President EDC.

Article 2 – General Assembly

1. The General Assembly is supreme authority of EDC and is competent in all affairs that have not been delegated to another body of the EDC;
2. The General Assembly is comprised of all Members and Associate Members (who have the right to attend and speak but not to vote);
3. The General Assembly convened biyearly by the Executive Board as a reporting meeting (mid term of office report), and every fourth year as a reporting (end of mandate report) and election meeting, also called Elective General Assembly. The General Assembly shall meet during one of the important EDC events of the year;

4. The sessions of the General Assembly are held in public, unless it is decided otherwise by simple majority vote of those present and voting;
5. Members and Associate Members shall appoint one Permanent Delegate each for the purposes of representation at the EDC at the General Assembly. The permanent Delegate can be the President of a member Federation or somebody in charge on the Board of the member Federation. Any such Member or Associate Member may revoke at any time the appointment of its Permanent Delegate and may substitute another representative in his stead. All appointments and revocations shall be made in writing;
6. Each Member has one vote;
7. Every Member or Associate Member may be represented at the General Assembly by the representative (Permanent Delegate or proxy) of another Member. A representative of a Member or Associate Member may represent only one additional Member or Associate Member besides his own:
 - (a) A proxy can be assigned by a Member or Associate Member to another Member or Associate Member only by written authorization (email, fax or letter) bearing signature of the President or the Permanent Delegate or the Secretary General authorized by that Member or Associated Member as last registered with the EDC;
 - (b) All proxies must be registered at the EDC Secretariat at least one hour before the opening session of the General Assembly. After this deadline further proxies will not be accepted;
 - (c) All proxies for the electoral Assembly must be registered at the EDC Secretariat till 12.00 a.m. (Central Europe time) the latest two days before the opening day of the General Assembly. After this deadline further proxies will not be accepted. The EDC Secretariat shall publish the complete list of those entitled to vote on the EDC website by 17.00 h one day before the opening day of the General Assembly;
 - (e) Where two or more proxies are received and there is a conflict, the order of precedence shall be as follows:
 - i. Proxies received from the President of the Member or Associate Member;
 - ii. Proxies received from the Permanent Delegate of the Member or Associate Member;
 - iii. Proxies received from the Secretary General of the Member or Associate Member.Where the order of precedence is established but there is still a conflict, the latest e-mail, fax or letter shall be decisive;
8. The General Assembly is competent to pass resolutions, if it has been convened according to these Articles and if there is, for election, a quorum as required by the following points:
 - a) A quorum of 50 % of the Members with the right to vote (including valid proxies) is required for votes on elections or change of Statutes;
 - b) If a quorum is not present at the appointed time the President shall postpone the meeting for no more than three hours, following which those Members present will be considered a quorum, provided that no less than 30% entitled to vote shall then be present;
 - c) If the quorum in previous letter (b) is still not fulfilled, an extraordinary General Assembly correctly convened after this General Assembly, may decide on the relevant elections and set out in the previous agenda regardless of the number of Members present;
9. Votes (other than those for elections, which are by secret ballot) are made by show of hands unless any

Member demands a roll call or unless five Members present demand a secret ballot. For secret ballots the Board will select two scrutinizers (who are not candidates for election if the relevant vote is for an election) from amongst the Members to act to check eligibility to vote and count the votes;

10. Unless indicated to the contrary in these Articles, all decisions at the General Assembly shall be passed by a simple majority of votes of those present and voting;

11. Resolutions passed in the form of a recommendation, are not binding on Members;

12. The EDC Board shall advise the date, time, place and agenda of the General Assembly in writing, at least 60 days in advance before the date of the meeting and this shall be done also by publication on the EDC website;

13. Proposals from Members to be included in the agenda for the General Assembly must reach the Secretary General not later than 30 days before the beginning of the General Assembly, to be included in the final Agenda that will be notice 15 days before the General Assembly.

Article 3 – General Assembly Activities

1. The following activities are the business of the General Assembly:

- a) taking decisions about the general trends of activities of EDC;
- b) consideration and acceptance of reports about activities of suspended EDC members;
- c) acceptance of new Members and Associate Members;
- d) acknowledgment of the completion of the duties of the resigning Board by decision of the Audit Committee;
- e) election of the Executive Board and Audit Committee (in the four-yearly Elective General Assembly);
- f) granting honorary award to those draughts passionate, players, coaches, referees, and volunteers, which were distinguished for their commitment and/or results;
- g) taking decisions on the amount of the membership fee;
- h) passing resolutions on amendments to the memorandum and dissolution of the EDC;
- i) consideration of appeals made to the EDC Board resolutions on exclusions and suspensions of the EDC membership rights;
- j) Introduction of new regulations or amendments to existing Financial, Tournament and other Regulations;
- k) Vote on the annual accounts and discharge of the Board;

2. The proceedings of the biyearly General Assembly shall include:

- a) Reports by the President and General Secretary;
- b) approval of the previous two-year's minutes;
- c) the presentation, discussion and approval of the EDC's accounts for the preceding financial years by the Treasurer;
- d) consideration of appeals made to the EDC Board resolutions on exclusions and suspensions of the EDC membership rights;
- e) Introduction of new regulations or amendments to existing Financial, Tournament and other

