

Annex 3

Statutes (Bylaws) of the Association

Draft – 26 September 2021

Table of Contents:

§ 1 Name, Nature, Registered Address	2
§ 2 Purpose of the Association, Non-profit Organisation	2
§ 3 Means to reach the purposes of the Association	3
§ 4 Membership	4
§ 5 End of membership	4
§ 6 Rights and duties of the members	4
§ 7 Bodies of the Association	5
§ 8 The Executive Committee	5
§ 9 Board of Directors	6
§ 10 Members' Meeting (Congress)	7
§ 11 Commissions	9
§ 12 Financial Year, Currency, Audit	9
§ 13 Arbitrary body	10
§ 14 Communication with Members	10
§ 15 Dissolution of the Association	11

§ 1 Name, Nature, Registered Address

(1) The name of the Association is “European Flying Disc Federation” - in short: “EFDF”.

(2) The Association is the umbrella organisation of Flying Disc Sports and all its sports disciplines as well as of the community of national flying disc sports federations in Europe.

(3) The registered address of the Association’s office will be determined by the board of directors.

§ 2 Purpose of the Association, Non-profit Organisation

(1) The Association is a non-profit association according to the Austrian law. The Association provides support altruistically and does not primarily serve the Association’s own economic purposes. The funds of the Association may be used only for the purposes set out in the Statutes. The Association may not provide a benefit for any person by means of expenditure unrelated to the purpose of the Association or paying disproportionately high remuneration.

(2) The purpose of the Association is:

- to foster sports;
- to foster in Europe all flying disc sports recognized by WFDF;
- to provide a forum for all European flying disc sports federations and to ensure amicable mutual support, of technical and other kinds, between European Federations, WFDF and other international organizations, to tighten the ties of friendship which unite disc sport players of all European countries;
- to represent, promote and support all flying disc sports and the respective European sector-specific associations before the European public-sector institutions, sports institutions and organisational committees of multisport games – in particular but not limited to the European Olympic Committees (EOC), the European University Sports Association (EUSA), the European Masters Games Movement, the European Sport for All Movement and the institutions of the European Union (EU)/Council of Europe;
- to advance and promote flying disc sports in Europe and assist the World Flying Disc Federation (WFDF) to achieve the same goal;
- to support and take part of the activities of the WFDF in compliance with the Statutes of the EFDF;
- to foster / support new federations and members, promote the “Spirit of the Game” and improve competition conditions at a European level;
- to promote and develop the struggle against doping and support anti-corruption activities in disc sports in Europe.

§ 3 Means to reach the purposes of the Association

(1) The Association shall reach the purpose with the ideal and material means listed under §3.2 and §3.3

(2) As ideal means serve:

- recognising that the sector-specific federations are responsible for sanctioning and/or organising the sector-specific flying disc competitions at a European level for their respective sports;
- fostering the creation of European sector-specific federations for flying disc sports that do not have such organisations in place;
- sanctioning and/or organising flying disc competitions at a European level for disc-sports/disciplines for which there is no European sector-specific governing federation accepted as extraordinary member;
- recognising that until a European sector-specific federation for beach ultimate exists and is accepted as Extraordinary member of the EFDF, the WFDF is responsible for sanctioning and/or organising the beach ultimate competitions at European level;
- adopting policies to develop flying disc sports in Europe;
- adopting the policies of WFDF except where EFDF and WFDF agree that is appropriate or necessary to develop an EFDF-specific policy;
- sanctioning and/or delegating flying disc competitions at multisport or multi disc-sport events;
- promoting and advertising flying disc sports in Europe;
- providing communication tools to the European flying disc federations such as newsletter, webpage, etc.;
- coordinating and managing relations with the institutions and organisations mentioned in clause §2.2.4.

(3) The needed financial and material means will be obtained through:

- Membership fees
- Event fees
- Earnings from business ventures of the federation itself
- Subventions from the European Union, donations, collections, legacies and other allowances.

(4) Any membership and event fees to be paid to EFDF that involve the EFDF ordinary members and extraordinary members need to be specified in the EFDF Financial Rules and Regulations.

§ 4 Membership

(1) Ordinary EFDF membership is open to all national member federations of the World Flying Disc Federation (WFDF) in Europe upon applying for EFDF membership and consecutive full ratification by the Congress. The term “European territory” is defined by the Olympic Charter of the IOC.

(2) Extraordinary members are the European Flying Disc sector-specific organisations:

- European Disc Golf Federation (EDGF) representing disc golf;
- European Ultimate Federation (EUF) representing ultimate and indoor ultimate.

The Congress may by resolution appoint additional European sector-specific governing federations as Extraordinary members. The legal relationship between EFDF and extraordinary members may be regulated in special agreements.

Extraordinary members will be invited to Congresses; however they neither have the right to vote nor can they claim any benefits from EFDF.

§ 5 End of membership

(1) Ordinary membership ends upon cancellation or loss of the WFDF membership. The board of directors must be notified of the cancellation of the membership in writing by WFDF.

(2) Extraordinary membership is terminated by resolution of the Congress. The resolution must be adopted by a 2/3 majority.

(3) The board of directors may terminate ordinary and extraordinary memberships for material reasons. The resolution is provisional and must be confirmed by the next ordinary members’ meeting. The executive committee will assure a right to a fair hearing before any termination.

(4) Material reasons are in particular:

- Material breach by a member of any of the duties set out in the Statutes, gross violations of resolutions and instructions by the Association’s bodies and/or the interests of the Association;
- grossly dishonourable behaviour.

§ 6 Rights and duties of the members

(1) The right to vote during the general assembly is open only to ordinary members.

(2) The extraordinary members are responsible for the sector specific championships, including any applicable event qualification rules.

(3) All EFDF members will have the right to compete in the European Championships, according to any applicable event qualification rules, in the disc sports for which they are the National Governing federation as recognised by WFDF.

(4) The members must support in their possibilities the interests of the European Flying Disc Federation and must leave out any activities, which could damage its name or its purposes. They must follow the statutes and respect the decisions of the EFDF ruling bodies. The ordinary and extraordinary members are responsible for the punctual payment of their membership or event fees, if any, whose amount is yearly defined by the Congress as per § 3.4 of these Statutes.

§ 7 Bodies of the Association

The bodies of the Association are:

- the executive committee;
- the board of directors;
- the members' meeting (Congress);
- the athletes commission
- the financial auditors
- the arbitrary body.

§ 8 The Executive Committee

(1) The executive committee comprises:

- the president;
- First Vice-President, who has the power to represent the President
- Vice-President
- Secretary General

(2) The executive committee represents the Association in and out of court, whereby either the president having sole power of representation or two members of the executive committee having joint power of representation is/are authorised to represent the Association.

(3) The executive committee is in charge of day-to-day operations in accordance with the resolutions adopted by the board of directors and the members' meeting.

§ 9 Board of Directors

(1) The board of directors consists of the members of the executive committee, one at-large board director elected by the members' meeting, and additional members who are representatives of the following listed extraordinary members: EUF and EDGF (ex officio); they will propose one member for confirmation by the members' meeting. Additionally, when the EFDF has a properly constituted Athletes Commission, the chair of the Athletes Commission will also be a member of the board of directors. The chair of the Athletes Commission shall be chosen by the members of the Athletes' Commission.

(2) The board of directors manages the affairs of the Association.

In particular this includes:

- preparing and convening members' meetings;
- executing the resolutions adopted by the members' meeting;
- preparing the budget of the Association, keeping the accounts and preparing the annual financial statement;
- proposing changes to the financial rules and regulations to the members meeting;
- managing and using the Association's funds as laid down in the Statutes;
- proposing EFDF policies to the members meeting.

(3) The members' meeting elects the board of directors for a period of two years. Members of the board of directors will remain in office after their tenure ends until a new board of directors has been elected.

(4) The board adopts resolutions inter se by simple majority of its members. In the event of an equality of votes, the vote of the president will be decisive.

(5) The board adopts decisions immediately if the quorum is reached (see §9.9) and participate in the vote.

(6) If one of its members resigns from the board of directors before such member's tenure has ended, the board of directors may, by simple majority, appoint a temporary member to serve on the board. If a board member resigns, it has the right to co-opt another eligible member, until the general assembly will officially elect him/her for the rest of the tenure of the original member.

(7) Members of the board of directors must be over 18 years of age.

(8) Meetings of the board of directors will be convened with 7 days' notice in writing (e-mail), stating the provisional agenda. The written invitation will be sent out (by mail or e-mail) to all members.

(9) The board of directors has a quorum if more than half of its members are present at the meeting.

(11) The board of directors may hold an electronic vote if the vote is pre-announced observing a 7 days' notice period and kept open for at least another 7 days.

(12) The rules of procedure of the board of directors govern all other issues.

(13) The board of directors may establish and recall expert advisory commissions.

§ 10 Members' Meeting (Congress)

(1) VOTING.

All Ordinary Members in good standing ("Voting Members") shall be entitled to vote on all matters coming before the Congress, including the election of Board members and other officers, fiscal matters of the Corporation, and on play related matters. Extraordinary Members are not entitled to any vote.

Voting. In matters requiring a vote of Congress, each Voting Member in good standing shall have one vote.

(2) **Requisite Majorities.** In most votes put forward before Congress, except as noted as follows, affirmative votes constituting a simple majority (50% plus 1) of the votes available to be cast are required to approve an action or motion. For the following scenarios a different majority of the votes available to be cast are required for approval as specified in 10.2(a)-(e) below.

(a) Motions to revoke the membership of a current Member: two-thirds (2/3) majority

(b) Removal of a Director: two-thirds (2/3) majority,

(c) Amendment of the Statutes: two-thirds (2/3) majority,

(d) Motions to modify the EFDF Financial Rules and Regulations: two-thirds (2/3) majority,

(e) Approval of the dissolution of the association: three-quarters (3/4) majority.

In all cases, notice must be duly given and the required quorum must be met for any such vote to be valid.

(3) **Meetings and Voting Outside of a Meeting.** Annual or Special Meetings of the members of EFDF, or votes by Voting Members held outside of an in-person meeting, shall be known as a Congress.

- EFDF meetings may be held using virtual online tools.
- Votes will ordinarily be conducted using electronic voting mechanisms.
- During an in-person or electronic meeting, an open vote by show of hands may be used instead. If a member present at the meeting objects to an open vote, a secret vote must be held.

Annual Meeting. The Annual Meeting of the Members shall be held each calendar year at a place and time to be fixed by the Board of Directors with 90 days' notice by invitation in writing (e-mail), stating the provisional agenda. The written invitation will be sent out (by mail or e-mail) to all members. Its duties in particular are:

- receiving and approving the annual report of the board of directors;

- discharging the board of directors;
- approving the budget;
- approving the Financial Rules and Regulations;
- receiving and approving the report of the cash auditor;
- determining the membership fee;
- appointing and relieving from office the members of the board of directors;
- appointing the cash auditors;
- appointing an election committee which is nominated by the board and the election voting procedure;
- adopting resolutions on the amendment of the Statutes;
- adopting the resolution on the dissolution of the Association.
- approve observers to the congress

Members must submit all motions for consideration at the annual meeting to the Board of Directors not less than 75 days prior to the date of such scheduled meeting, and the Board shall forward to all members a meeting agenda, along with copies of all motions, reports and other relevant material for consideration at the Congress, not less than one (1) calendar months prior to the date of such scheduled meeting.

Special Online Meeting. Special Meetings outside of the Annual Meeting may be called at any time by the Board of Directors. The Executive Committee shall cause to be given to each Voting Member notice of the time, place and purpose of such meeting, along with background materials requiring consideration, not less than one (1) calendar month prior thereto. The Board shall also be required to call a Special Meeting of the Congress upon the written demand of Voting Members in good standing representing twenty-five percent (25%) of the total Member votes..

- In order to vote on changes to these Statutes, a Special members' meeting requires members controlling at least 50% of possible member votes to be in attendance.

Votes Outside of a Meeting. Votes outside of the Annual Meeting or a Special Meeting may be called at any time by the Board of Directors. The Executive Committee shall cause to be given to each Voting Member notice of the time, place and purpose of such meeting or required vote outside of a meeting, along with background materials requiring consideration, not less than one calendar month prior thereto. Whenever the Voting Members are required or permitted to take any action by vote outside of an Annual Meeting or Special Meeting, such vote shall take place through electronic or written voting mechanisms as established by the Board of Directors.

(4) The president and, if the president is unable to attend, the First Vice-President will chair the members' meeting. If the First Vice-President is unable to attend, the members' meeting will appoint a person to chair the meeting by simple majority of the votes.

(5) If a member present at the meeting objects to an open vote, a written and secret vote must be held.

(6) A quorum is considered present at the meeting regardless of the number of members present.

(7) All members' meetings must be recorded in writing. The minutes of the meetings must be signed by the chairperson/Executive Committee member.

(8) Each Voting Member entitled to vote may authorize a person or persons to vote on behalf of such Regular Member by proxy. A proxy shall be in writing, signed by a duly authorized officer of a Voting Member, and revocable at the pleasure of the Voting Member executing it, and may be delivered electronically or in paper format. Such proxy must be delivered to the Executive Committee prior to the meeting or action and shall be valid only for the meeting or action named therein. A person or persons voting on behalf of a Regular Member by proxy may do so for maximum one Regular Member.

§ 11 Commissions

(1) The Athletes' Commission shall:

- Serve as a non-political group which can offer advice, feedback, and assistance to EFDF on matters and issues of relevance to all Disc Sport athletes;
- Promote high standards of sportsmanship and ethical performance when athletes are competing/participating at the international level;
- Provide recommendations to the EFDF Board on issues of relevance to athletes;
- Give feedback to the EFDF Board on areas of improvement and/ or concerns that require input from athletes;
- Relate directly to and represent athletes competing at the highest level and establish relationships to promote feedback to EFDF on matters concerning elite athletes; and
- Act as a promotional tool available for the purposes of promoting Disc Sport to sponsors, the media and the general public.

(2) Members of the Athletes' Commission shall be selected in a direct election by elite athletes in a mechanism to be determined by the Board. The Chairs and members of the other Commissions shall be selected and approved by the Board.

§ 12 Financial Year, Currency, Audit

(1) The financial year of the Association is the calendar year.

(2) The currency of the Association is the euro (€).

(3) The members' meeting appoints two (2) auditors or an auditing firm for the period of two years. Neither the auditors nor the auditing firm are permitted to serve on the board of directors.

(4) The board of directors is obligated to comply with the requests of the auditors or auditing firm and hand over necessary documents.

(5) The auditors or auditing firm verifies once annually if the petty cash accounts of the Association and its accounting records, receipts and vouchers are true and accurate and reports the results to the board of directors. The auditors report to the members' meeting and recommend the discharge of the board of directors if the audit has not revealed any material misstatements and/or inconsistencies.

§ 13 Arbitrary body

(1) If a conflict inside of the association occurs the EFDF Tribunal as an arbitrary body shall be appointed. It functions as an arbitration tribunal as in "Vereinsgesetz 2002" and not as an arbitration court as in "§§577 ff ZPO.

(2) The EFDF tribunal is made of 5 independent representatives, elected by EFDF members. Members to the tribunal must not be part of the body of the association that is involved in the conflict except the members meeting.

(3) The EFDF tribunal shall arrange for a hearing of both sides to the conflict in a written, or in-person form, including online video conference, at the discretion of the tribunal and decide with simple majority in all conscience. The decision is final within the association. Further procedural guidelines of the tribunal will be regulated in the judicial rules which are approved by congress.

(4) Such disputes brought up to the EFDF Tribunal may include, but shall not be limited to, disputes regarding eligibility for membership, conflicts between EFDF and its members, eligibility for individual participants in Sanctioned Events, rulings with regard to European records, rulings involving anti-doping violations, and rulings with regard to disciplinary issues concerning tournaments or events sanctioned by EFDF.

(5) No matter what the difference between the disputing parties, no case may be taken to a court of law and, as a condition of membership, EFDF shall require Members to renounce the right to take a dispute before a court of justice.

(6) EFDF will recognise and accept the decision of WFDF determined according to the procedures of the WFDF Conduct Policy, should the necessity of an appeal against an EFDF tribunal decision arise.

§ 14 Communication with Members

(1) If members have given their formal consent to communication in electronic form, in particular by email, communication will take place electronically only.

(2) The official EFDF website is the official publication body of EFDF.

(3) Each Member shall provide to EFDF an official contact address, including contact person, telephone number, and an electronic e-mail address, to be confirmed at least annually in the Census (and any time such information changes in the interim). Communications to such addresses shall be deemed to constitute due notice by EFDF to Members.

§ 15 Dissolution of the Association

(1) The Association can only be dissolved by a resolution of a members' meeting specifically convened for this purpose if the resolution is adopted by a three-quarter majority.

(2) The assets available at the time of the dissolution of the Association or the assets present when tax-privileged purposes cease to apply will go to the World Flying Disc Federation (WFDF) that will use them exclusively and directly to serve public-benefit purposes.

(3) The last board must inform in written form the Austrian Sport Association Ruling Body about the voluntary dissolution of the federation and, according to the § 28/VerG02 to publish the voluntary dissolution in a governmental bulleting.

Place, date

Signatures

(of at least seven Association members)