

EUROPEAN SAILING FEDERATION

# CONSTITUTION



IN FORCE AS FROM 18<sup>th</sup> MARCH 2017

## **I General Provisions**

### **Article 1 - Name and Seat**

- 1.1. The European Sailing Federation (hereinafter referred to as "EUROSAF") is a non-governmental international association with a non-profit purpose, construed in accordance with Article 60 and following of the Swiss Civil Code.
- 1.2. Other than in legal documentation and contexts, EUROSAF may be also designated as EUROPEAN SAILING.
- 1.3. EUROSAF is formed for an unlimited period of time.
- 1.4. The seat of EUROSAF is located in Switzerland at a place to be determined from time to time by the Executive Board.
- 1.5. EUROSAF shall be duly registered with and inscribed in the Swiss Commercial Registry.

### **Article 2 - Objects and Aims**

- 2.1. The Objects of EUROSAF are to be a continental organisation with all European sailing federations as full members. EUROSAF shall endeavour to coordinate, develop, promote, and foster the sport of sailing in all forms in Europe.
- 2.2. The Aims of the EUROSAF are:
  - a) To promote the practice of the sport of sailing in Europe;
  - b) To promote fair play and other ethical values in sport and to fight against all forms of doping;
  - c) To fight against any discrimination, be it based on race, colour, gender, physical ability, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other;
  - d) To maintain contact and co-operation with WORLD SAILING, other Continental and Regional Sailing Associations, with international and national sport bodies, and with relevant national and supranational authorities;
  - e) To encourage friendly and co-operative relationships with and between Members and within the framework of WORLD SAILING;
  - f) To promote the exchange of knowledge and experience between its Members;
  - g) To promote EUROSAF Sailing Championships and other EUROSAF Sailing events;
  - h) To promote the coordination and unification of policies for the sport of sailing, including those for EUROSAF Sailing Championships and other EUROSAF Sailing events;
  - i) To establish and coordinate with all interested parties the yearly European regatta calendar in the respective categories;
  - j) To relate with other organisations that represent the sport of sailing or parts of it to the European Union or other European supranational bodies;
  - k) To promote the training of Race Officials;
  - l) To promote, foster, and extend the exchange of Race Officials between Members;
  - m) To promote personal youth development through sailing, in particular by means of exchange programmes and common training camps.

- 2.3. EUROSAF shall not be a member of any organisation, unless that organisation is directly linked to sport, nor shall it represent the policies, or interests, of its individual members. It shall not act on matters that are the responsibility of MNAs, acting within their own territory, or in respect of their membership of WORLD SAILING.

### **Article 3 - Relationship with WORLD SAILING**

- 3.1. EUROSAF recognises WORLD SAILING as the world authority of the sport of sailing.
- 3.2. EUROSAF is the Affiliate Continental Member of WORLD SAILING responsible for fostering sailing in Europe and will fulfil and maintain the obligations that entails.

### **Article 4 - Languages**

- 4.1. The official language of EUROSAF shall be English.
- 4.2. The official language of the EUROSAF General Assembly shall be English.
- 4.3. The working language of EUROSAF shall be English. Any other language may be used in correspondence or debate, providing that adequate translation is organised by the user. In case of divergence, the English version shall prevail.
- 4.4. Save the provisions of this Article 4, the official language for any legal issues and any judicial proceedings in Switzerland shall be French or German.
- 4.5. The word “shall” is mandatory and the word “may” is permissive.
- 4.6. Except where inappropriate to the context, the masculine gender used in this Constitution shall include the feminine.

## **II Membership**

### **Article 5 - Members**

- 5.1. EUROSAF shall comprise those national governing bodies for the sport of sailing that are members or affiliated members of WORLD SAILING and who represent the sport of sailing in European nations recognised by the International Olympic Committee (IOC), hereafter called "Members" or "European MNAs".
- 5.2. The membership of EUROSAF is voluntary and is open to all European MNAs. Any European MNA interested in the objects and aims of EUROSAF may become a Member. The Member shall be admitted to membership of EUROSAF by a decision of the General Assembly, upon the recommendation of the Executive Board.

### **Article 6 - Rights and Obligations of Members**

- 6.1. Each Member has the following rights:
- a) To attend, take part, and vote in General Assembly;
  - b) To make proposals for consideration by General Assembly;
  - c) To nominate a candidate for election to the EUROSAF Executive Board;
  - d) To propose individuals for membership in the permanent Committees created in accordance with Article 31;
  - e) To take part in EUROSAF events and activities;
  - f) To receive benefits (financial or otherwise) from EUROSAF;

g) To exercise all other rights arising from this Constitution.

6.2. Each Member has the following obligations:

- a) To support and promote the sport of sailing;
- b) To comply with the terms and conditions of this Constitution and the regulations of EUROSAF;
- c) To use its best endeavours to support and participate in competitions and events organised by EUROSAF;
- d) To pay the annual membership fee and other money when due;
- e) To ensure that its own members comply with the requirements of this Constitution and the regulations of EUROSAF;
- f) To notify EUROSAF within 30 days of any changes relating to key personnel within the European MNA and any changes of contact details.

### **Article 7 - Termination or Suspension of Membership**

- 7.1. Membership shall automatically terminate upon the dissolution of a Member or upon the termination of its membership of WORLD SAILING.
- 7.2. A Member may terminate its membership by giving 3 (three) months' notice in writing to EUROSAF.
- 7.3. Membership may be suspended or terminated by a decision of the General Assembly.
- 7.4. The annual membership fee is payable for the full year during which the membership is suspended or terminated.
- 7.5. A Member whose membership has been terminated or suspended shall not be entitled to receive any benefits (financial or otherwise) from EUROSAF and shall not have any claim against the funds of EUROSAF.

### **Article 8 - Honorary Membership**

- 8.1. The General Assembly may, upon a proposal of the Executive Board, grant the status of Honorary President to persons who have given meritorious service to EUROSAF and European sailing. The position of Honorary President is a lifetime award that may only be rescinded by a vote at a General Assembly.
- 8.2. Honorary Presidents shall be invited to and may attend and speak at a General Assembly but shall have no vote, unless he is appointed as delegate to represent a Member.
- 8.3. Honorary Presidents shall be invited to and may attend meetings of the Executive Board. They shall have the right to speak at the meetings and to be part of all correspondence and discussions of the Executive Board but shall have no vote.
- 8.4. Honorary Presidents are permitted to serve on EUROSAF committees in any capacity and to stand for office as Executive Board members, subject to the normal rules associated with these positions.

## **Article 9 - Honours**

- 9.1. The Executive Board may establish a system of honours to recognize persons who have rendered special services and assistance to the development of European sailing and/or EUROSAF.

## **III Organisational Structure and Governance of EUROSAF**

### **Article 10 - The Bodies of EUROSAF**

- 10.1. The bodies of EUROSAF are:

- a) The General Assembly;
- b) The Executive Board;
- c) The President;
- d) The Vice-Presidents;
- e) The Secretary General;
- f) The Treasurer;
- g) The Auditors;
- h) The Committees.

## **IV General Assembly**

### **Article 11 - Supreme Authority**

- 11.1. EUROSAF is governed by its Members convened in General Assembly meetings. The General Assembly is the supreme authority of EUROSAF.

### **Article 12 - Ordinary General Assembly**

- 12.1. An Ordinary General Assembly shall be held once each year within the first four months of each calendar year, on the date and at a place decided by the General Assembly.
- 12.2. Notices of the Ordinary General Assembly shall be published on the official EUROSAF website and sent by the Secretary General at the request and the approval of the Executive Board to each Member, to the Honorary Presidents and to the Auditors at least 60 (sixty) days before the date thereof. The notice shall be accompanied by a preliminary agenda.
- 12.3. The Members shall have the right to propose to the General Assembly:
- a) Items they wish to put on the agenda;
  - b) Potential candidate(s) they propose as members of the Executive Board;
- 12.4. Proposals must be in writing and must be received by EUROSAF at least 45 (forty five) days before the date of the Ordinary General Assembly.
- 12.5. The final agenda shall be published on the official EUROSAF website and sent by the Secretary General to the Members not less than 30 (thirty) days prior to the date of the meeting.

### **Article 13 - Extraordinary General Assembly**

- 13.1. An Extraordinary General Assembly may be convened by the Executive Board at any time.
- 13.2. Not less than 1/5 (one-fifth) of the Members may request an Extraordinary General Assembly. Such request shall be in writing and specify the matter to be considered. The Executive Board shall thereupon convene such Extraordinary General Assembly, to be held within 90 (ninety) days of the date of receipt of the request at a time and place to be decided by the Executive Board. If the Executive Board does not convene the Extraordinary General Assembly meeting by sending a notice in accordance with the provisions of this Article 13 within 60 (sixty) days from the date on which the request was received by EUROSAF, the Members having made the request, or any of them, may convene such meeting after the expiration of the above term, in accordance with the provisions of this Article 13.
- 13.3. Notices of Extraordinary General Assembly shall be published on the official EUROSAF website and sent by the Secretary General at the request and the approval of the Executive Board to each Member at least 60 (sixty) days before the date thereof. The notice shall be accompanied by a preliminary agenda or, in the case of a General Assembly convened under Article 13.2, an agenda that shall include the matter to be considered as specified by the requesting Members. Only proposals connected to the matter for which the Extraordinary General Assembly has been convened may be dealt with at the General Assembly. Such proposals from Members must be in writing and must be received by EUROSAF at least 45 (forty five) days before the date of the Extraordinary General Assembly.

### **Article 14 - General Assembly Documentation**

- 14.1. All supporting and explanatory documentation shall be sent to each Member and to each Member of the Executive Board at least 30 (thirty) days before the date of a General Assembly.

### **Article 15 - Proceedings of the General Assembly**

- 15.1. The President of EUROSAF or, in his absence, the First Vice-President or, in his absence, one of the other Vice-Presidents shall chair the General Assembly. In the absence of the President and the Vice-Presidents, the General Assembly shall elect another person present at the meeting as chairperson of the General Assembly. A candidate to an election to be held during the meeting shall not be the chairperson.
- 15.2. No business may be transacted at a General Assembly unless a quorum is present when the General Assembly proceeds to business. A quorum shall be the properly appointed representatives of more than 50% (fifty per cent) of the Members entitled to vote.
- 15.3. The secretariat of the General Assembly meetings is under the responsibility of the Secretary General or, when prevented, by any person designated by the Executive Board.
- 15.4. At the beginning of each General Assembly meeting, a committee of three scrutineers shall be nominated by the Executive Board with the duty of checking and assigning the

votes to each Member present or represented. This committee, after the approval of the General Assembly, is then in charge of ensuring the counting of the votes expressed in writing during the General Assembly meeting.

- 15.5 At its annual meeting, the General Assembly shall at least:
- a) Receive the reports of the President and the Executive Board;
  - b) Receive the financial reports and the audited accounts of the previous year;
  - c) Receive the budget of the coming year;
  - d) Receive the report of the Secretary General;
  - e) Proceed, when necessary, to the election of the President, Vice-Presidents, and of other members of the Executive Board;
  - f) Proceed, when necessary, to the appointment of the Auditors;
  - g) Approve the membership fees of the coming year;
  - h) Approve the date and venue for the next General Assembly meeting.

#### **Article 16 - Attendance at the General Assembly**

16.1. The following persons shall be entitled to attend the General Assembly:

- a) One representative delegate of each Member;
- b) Members of the EUROSAF Executive Board;
- c) Honorary Presidents;
- d) The Auditors;
- e) Members of WORLD SAILING Board;
- f) Members of EUROSAF Committees;
- g) Such other persons as may be decided by the Executive Board.

16.2. Voting entitlements shall be determined in accordance with Article 19.

16.3. Persons listed in Article 16.1 a), b), c) and d) are entitled to make oral statements at the General Assembly.

#### **Article 17 - Powers of the General Assembly**

17.1. The General Assembly shall have the following powers:

- a) To decide on admission and exclusion of Members;
- b) To elect and dismiss the President and the Vice-Presidents;
- c) To approve the reports of the President, the Executive Board, and the Secretary General;
- d) To approve the financial reports, the audited accounts and the budget of the coming year;
- e) To appoint the Auditors;
- f) To amend the Constitution;
- g) To decide which shall be the official competitions of EUROSAF;
- h) To decide upon the programme and the frequency of the European Sailing Championships, and the numbers of athletes per country that shall be eligible to participate;
- i) To decide upon proposals submitted by the Executive Board or Members;
- j) To elect Honorary Presidents;
- k) To approve a system of honours upon a proposal of the Executive Board;

- l) To decide upon any other business of which notice has been given;
- m) To decide on all matters which are not reserved to other governing bodies of EUROSAF.

### **Article 18 - Elections**

- 18.1. The following elections shall be made at the Ordinary General Assembly held in the year immediately after each Olympic Summer Games:
  - a) President;
  - b) 6 (six) Vice-Presidents;
- 18.2. Nominations of candidates for election as President or Vice-Presidents may be made by Members and must be received, in writing, by EUROSAF at least 30 (thirty) days before the date of the General Assembly at which the elections are to be made. The Secretary General shall acknowledge in writing the received nomination.
- 18.3. Any permanent vacancy occurring among the membership of the Executive Board shall be filled at the next General Assembly for the remaining term of the vacating member. Nominations to fill any such vacancy may be made by Members and must be received in writing by the EUROSAF at least 14 (fourteen) days before the date of the General Assembly at which the election is to be made. The Secretary General shall acknowledge in writing the received nomination.
- 18.4. A President or Vice-President who has served 8 (eight) consecutive years shall not be eligible for re-election. Notwithstanding this limitation, any Vice-President is entitled to stand up for President and, if elected, may serve up to 8 (eight) consecutive years.
- 18.5. Nominations of candidates for membership on the Executive Board may only be made by the Member from the country of which the candidate is a national. There may only be one Executive Board Member per country. The candidate shall have the endorsement and financial support of the nominating Member for all the duration of his term.
- 18.6. The elections shall be in two rounds – first to elect the President, after that the 6 (six) Vice-Presidents.

### **Article 19 - Voting at the General Assembly**

- 19.1. Each Member shall have one vote, exercisable by one representative delegate. A person appointed as delegate to represent a Member cannot be appointed as delegate of another Member. A member of the Executive Board may be a delegate for his own European MNA.
- 19.2. If a Member is prevented from sending a delegate to the General Assembly meeting, it may give a proxy to another European MNA. The proxy shall be declared in writing to the Secretary General and to the proxy European MNA before the meeting is opened with the signature and under the responsibility of the President of the represented European MNA, in accordance with its own regulations. The proxy shall only be valid for each respective General Assembly meeting. A Member may hold the proxy vote of maximum 1 (one) other European MNA. The proxy vote shall be executed by the delegate of the proxy European MNA.

- 19.3. Except as otherwise provided, all decisions of the General Assembly shall be taken by an Absolute Majority vote (more than 50% (fifty per cent) of the votes present or represented, abstentions included).
- 19.4. Notwithstanding additional conditions set out in this Constitution, Qualified Majority vote (more than 2/3 (two-thirds) of the votes present or represented, abstentions included) is required for the following decisions:
- a) Modification of the Constitution;
  - b) Dismissal of the President or Vice-President or of the entire Executive Board;
  - c) Rescission of the position of Honorary President;
  - d) Dissolution and liquidation of EUROSAF.
- 19.5. In the event of an equality of valid votes for and against, the proposal shall be considered as rejected.
- 19.6. Voting shall be by show of hands unless the chairperson of the General Assembly decides otherwise or at least five Members request, in writing, a secret ballot. An electronic voting system may be used during a General Assembly in which elections are held.
- 19.7. Votes shall be examined and counted by the scrutineers appointed as per Article 15.4.
- 19.8. Elections shall require an Absolute Majority of the votes in the first round (more than 50% (fifty per cent) of the votes validly cast, abstentions included) and a Simple Majority in a second round (more than 50% (fifty per cent) of the votes validly cast, abstentions excluded). Votes that include names other than the candidates, or that contain more or fewer names than the available places, or that bear any indication of the identity of the voter shall be invalid.
- 19.9. In case of a tie occurring in any election, a subsequent ballot shall be held to decide between the persons so tied. If a tie occurs also in the subsequent ballot, it shall be decided by the President.
- 19.10. The chairperson of the General Assembly shall announce the results of the voting and the numbers of votes cast. The signed scrutineers' results sheets shall be preserved but the actual voting papers shall be destroyed immediately after the conclusion of the General Assembly, unless any result is challenged. Any such challenge must be made in writing and presented to the chairperson of the General Assembly before the closing of the respective meeting of the General Assembly. The matter shall be determined by the chairperson of the General Assembly whose decision shall be final.

## **Article 20 - Minutes of the General Assembly**

- 20.1. Minutes of the proceedings of every General Assembly shall be prepared by the Secretary General, signed by the chairperson of the General Assembly, if available, and by the President otherwise, and sent to the Members and Members of the Executive Board within 60 (sixty) days after the closing of the General Assembly. Any proposal to amend the minutes must be made in writing and must be received by EUROSAF within 30 (thirty) days following the issue of the minutes. The minutes shall be regarded as approved if, within 30 (thirty) days of their dispatch, no objections are received by EUROSAF. Any

question arising from the minutes shall be decided by the Executive Board at its next meeting and reported to the next General Assembly for approval.

#### **Article 21 - Effective Date of Decisions of the General Assembly**

21.1. Unless specified otherwise, the coming into effect of a decision of the General Assembly shall be immediately after the vote on which the decision is made.

### **V Executive Board**

#### **Article 22 - Composition of the Executive Board**

22.1. The Executive Board shall consist of:

- a) The President;
- b) 6 (six) Vice-Presidents; and
- c) The Secretary General (ex officio), who shall have no vote.

22.2. The term of office for the Executive Board shall be for a period of 4 (four) years from the effective date of its election and is automatically extended until the date of the General Assembly meeting approving the accounts of the 4<sup>th</sup> (fourth) financial year after its election.

#### **Article 23 - Executive Board Meetings**

23.1. The Executive Board, at its first meeting after election, shall elect one of the Vice-Presidents as First Vice-President. The Executive Board shall allocate the relevant duties to each of its members.

23.2. The Executive Board shall meet at least three times per annum, in Winter, Spring, and Autumn and additionally when considered necessary by the President or upon a written request of at least 3 (three) Executive Board Members stating the matter(s) to be dealt with.

23.3. Meetings may be held in person, by electronic means, or by any other means considered appropriate by the Executive Board.

23.4. Meetings of the Executive Board shall be valid provided more than half of its members take part.

23.5. Each member of the Executive Board has 1 (one) vote. In case of tie in vote, the President shall have a second or casting vote. Proxies are not allowed in the Executive Board.

23.6. Meetings of the Executive Board may be attended by the Honorary Presidents, the Auditors, and such other persons as the President shall decide. Only elected members of the Executive Board may vote.

23.7. Subject to the above, the Executive Board shall meet and conduct its business as it sees fit.

## **Article 24 - Powers and Duties of the Executive Board**

24.1. Subject to the powers of the General Assembly, the Executive Board shall be responsible for overseeing and supervising the activities of EUROSAF. The Executive Board has full authority to act on behalf of EUROSAF, in accordance with the requirements of this Constitution and the resolutions of the General Assembly

24.2. The powers of the Executive Board shall include the following:

- a) To make proposals to General Assembly;
- b) To appoint and dismiss one of the Vice-Presidents as First Vice-President;
- c) To appoint and dismiss one of the Executive Board members as Treasurer who will administer the financial affairs of the organisation;
- d) To appoint and dismiss the Secretary General;
- e) To establish and disband, in accordance with Article 31, Committees and to determine their goals, terms of reference and composition;
- f) To appoint delegates and other representatives of EUROSAF and to ensure proper representation of EUROSAF before authorities, agencies, courts and tribunals of any kind, taking all such action to which it may be entitled or dismissing them at any instance;
- g) To grant powers of attorney as full as may be appropriate by law upon third parties to represent and defend the interests of EUROSAF;
- h) To develop and implement strategic plans of EUROSAF;
- i) To establish and supervise a professional structure for the management of EUROSAF's activities;
- j) To establish and amend the rules and regulations of EUROSAF;
- k) To establish and amend regulations applicable to EUROSAF Sailing Championships and other EUROSAF Sailing events;
- l) To select the venues of EUROSAF events;
- m) To cooperate with WORLD SAILING and other bodies;
- n) To enter into commercial and other agreements relating to EUROSAF Competitions and to other activities of EUROSAF;
- o) To prepare for and arrange General Assembly meetings, conventions, and any other meetings of the Members of EUROSAF;
- p) To report on its activities to the General Assembly;
- q) To implement rulings made by WORLD SAILING or by EUROSAF General Assembly;
- r) To determine the seat of EUROSAF within Switzerland;
- s) To create wholly owned subsidiaries of affiliate companies, including for commercial activities, to contribute to the objectives of EUROSAF;
- t) To delegate any of its powers and duties as it sees fit.

24.3. The Executive Board has the following duties:

- a) To act in the pursuit of EUROSAF objects and aims and in EUROSAF best interest;
- b) To act in the best interest of EUROSAF and its Members;
- c) To act in accordance, and to apply faithfully this Constitution and EUROSAF regulations;
- d) To ensure that it does not act in such a way as could bring financial liabilities on Executive Board Members or on EUROSAF Members;

24.4. The Executive Board may exercise its powers through the President, the Vice Presidents, and the Secretary General, who shall represent EUROSAF legally. The acts undertaken shall derive from a formal decision made by the Executive Board or subsequent ratification by the Executive Board, otherwise they shall be the sole responsibility of the Executive Board Member acting in the name of EUROSAF.

#### **Article 25 - Minutes of Executive Board Meetings**

25.1. The Executive Board shall procure and ensure that minutes of its proceedings are prepared and sent to the Executive Board Members within 14 (fourteen) days after the Executive Board meeting.

### **VI President**

#### **Article 26 - Responsibilities of the President**

26.1. The President shall lead, direct, and represent EUROSAF.

26.2. The President shall coordinate and monitor the overall work of the members of the Executive Board to ensure that it is conducted in accordance with the General Assembly instructions and policies as well as with the decisions of the Executive Board, smoothly, efficiently, and within the agreed deadlines.

26.3. The President shall have the following responsibilities:

- a) Chairing the Executive Board meetings;
- b) Proposing one of the elected Vice-Presidents as First Vice-President;
- c) Proposing one of the Executive Board members as Treasurer;
- d) Proposing to the Executive Board suitable candidates for the Chairmanship of Committees;
- e) Implementing the decisions passed by the General Assembly and the Executive Board;
- f) Supervising the implementation of the strategic plans of the EUROSAF;
- g) Representing EUROSAF in WORLD SAILING;
- h) Interacting with WORLD SAILING, Members, political bodies, and international organisations;
- i) Supervising the Secretary General;
- j) Assigning and cancelling the responsibilities of the Treasurer.

### **VII Vice-Presidents**

#### **Article 27 - Responsibilities of the Vice-Presidents**

27.1. The Vice-Presidents assist the President and can be charged with specific tasks and responsibilities.

27.2. The First Vice-President shall take the office of President in the case of vacancy or absence of the latter until the next General Assembly meeting.

27.3. The First Vice-President shall chair the Executive Board in the absence of the President.

27.4. In the case of vacancy of both the President and the First Vice-President, the most senior (by service) Vice-President shall discharge those duties.

## **VIII Secretary General**

### **Article 28 - Responsibilities of the Secretary General**

28.1. The Secretary General is appointed by the Executive Board. The position of Secretary General need not be a full-time role. The remuneration of the Secretary General will be set and agreed by the Executive Board.

28.2. The Secretary General is the top ranked executive and is responsible for the co-ordination of the operational work of EUROSAF. He is responsible for the management of the EUROSAF Office and staff.

28.3. The Secretary General may take part in all EUROSAF meetings as he deems appropriate. He is entitled to attend these meetings with the right to speak, but not to vote.

28.4. The duties and powers of the Secretary General are:

- a) To administer the day to day business affairs of EUROSAF;
- b) To maintain the register of Members;
- c) To issue records and minutes of the meetings of the General Assembly and the Executive Board;
- d) To work in close co-operation and to co-ordinate the organisation of the annual General Assembly meeting with the host MNA;
- e) To communicate information on General Assemblies to Members;
- f) To organise the meetings of the Executive Board;
- g) To act as the central point of communication for all European MNAs, EUROSAF committees, WORLD SAILING, and other Continental Associations;
- h) To maintain the EUROSAF Constitution, rules, and regulations;
- i) To organise and manage all elections within EUROSAF;
- j) To ensure the business affairs of EUROSAF are conducted correctly;
- k) To communicate with third parties, media, press, and other such bodies on behalf of EUROSAF;
- l) To develop the EUROSAF brands and the promotion of EUROSAF.

## **IX Treasurer**

### **Article 29 - Responsibilities of the Treasurer**

29.1. The Treasurer is appointed by the Executive Board among its members.

29.2. The Treasurer shall have the following responsibilities:

- a) To hold and administer the funds of EUROSAF, acting as its representative in any financial transaction, including the opening and closing of bank accounts on behalf of EUROSAF;

- b) To keep a full and accurate record of all the financial transactions of EUROSAF;
- c) To collect from Members the ordinary or special fees or other money that may be resolved by the General Assembly;
- d) To make payments approved by the Executive Board;
- e) To prepare the budget of EUROSAF;
- f) To submit the Statement of Accounts of EUROSAF to the General Assembly each year or whenever this is requested.

## **X Auditors**

### **Article 30 - Responsibilities of the Auditors**

- 30.1 The General Assembly shall appoint 2 (two) suitably qualified Auditors who shall hold office for two years and who shall perform the auditing of the accounts of EUROSAF and report to the Executive Board and the General Assembly on the financial statements of EUROSAF. The Auditors may be re-appointed for successive periods of 2 (two) years, but cannot hold the office for more than 4 (four) consecutive years.
- 30.2 The Auditors shall not concurrently be members of the Executive Board.
- 30.3 The Auditors shall inspect, audit, and assess the accounts of EUROSAF (in the form of profit & loss, asset & liabilities) elaborated by the Treasurer. To this purpose, the Auditors shall be granted unrestricted access to all books, registers, and accounting documents of EUROSAF, or be provided with copies of such books, registers, and accounting documents at least 60 (sixty) days before the date of the General Assembly meeting that will approve the accounts subject to the auditing.
- 30.4 The Auditors shall present to each General Assembly meeting a report on the accounts of EUROSAF for the relevant year, with their recommendation whether or not the accounts should be approved by the General Assembly.
- 30.5 The Auditors shall have the right to attend the meetings of the Executive Board with the right to speak, but not to vote.

## **XI Committees**

### **Article 31 - Committees**

- 31.1. The Executive Board may establish and disband Committees as consulting bodies of EUROSAF with specific aims, tasks, and duties, setting the terms of reference and the rules governing their activities, including their duration.
- 31.2. The Chairperson and the Members of such Committees shall be approved by the Executive Board upon proposal by the President.
- 31.3. The Committees shall include experts if necessary to fulfil their tasks.
- 31.4. The following 5 (five) Committees shall be established by the Executive Board and maintained permanently:

- a) Events Committee
- b) Marketing & Media Committee
- c) Race Officials' Committee
- d) Legal Committee
- e) Contact and Co-operation Committee

31.5. The Members may nominate candidates with the necessary qualifications for such Committees.

## **XII Administration**

### **Article 32 - EUROSAF Office**

32.1. The Executive Board may establish a EUROSAF Office that shall carry out all the operational and administrative work of EUROSAF under the direction of the Secretary General.

## **XIII Finance**

### **Article 33 - Financial Administration and Financial Period**

33.1. The finances of EUROSAF shall be regulated and managed in accordance with the Constitution and the rules and regulations of EUROSAF.

33.2. The financial year of EUROSAF shall begin on the 1<sup>st</sup> January and finish on the 31<sup>st</sup> December.

33.3. All financial transactions with third parties exceeding the amount of €1 500 (one thousand five hundreds euros) or its equivalent in other currency shall be undertaken with the signatures of two persons among the President, the Vice Presidents, the Secretary General and the Treasurer. Their signatures shall be registered at the bank for each bank account of EUROSAF.

### **Article 34 - Membership Fees**

34.1. Each Member shall pay an annual membership fee, the amount of which shall be fixed by the General Assembly upon a proposal of the Executive Board.

34.2. The amount of the membership fee shall be differentiated for the Members according to the membership categories of WORLD SAILING, as resolved by the General Assembly. There shall be no personal or corporate liability of the Members for the debts of EUROSAF in excess of the resolved or agreed contributions or subscriptions.

34.3. The membership fee shall be due for payment on or before 31<sup>st</sup> January of each year.

34.4. In addition to the membership fee, Members shall pay special subscriptions or contributions, as resolved by the General Assembly.

34.5. Only Members entitled to vote at a General Assembly are liable to pay the membership fee.

#### **Article 35 - Assets of EUROSAF**

35.1 The assets of EUROSAF are:

- a) Membership fees, special subscriptions, or contributions received from Members;
- b) Subsidies, donations, legacies, pensions, or other income that may be allocated to it or granted by public or private agencies or individuals or corporations;
- c) The real and movable properties of EUROSAF and the proceeds or income from these and from the ownership of its assets, if any;
- d) Special resources, which, as may be the case, are approved by the General Assembly.

35.2. EUROSAF will not accept any donations, directly or indirectly, without prior approval from the Executive Board, endorsed by the subsequent General Assembly.

### **XIV EUROSAF Competitions**

#### **Article 36 - EUROSAF Competitions and Activities**

36.1. Pursuant to its objects, EUROSAF shall organise the official EUROSAF Championships and competitions.

36.2. The Executive Board may introduce or discontinue championships and competitions or activities of competitive and non-competitive forms for various age groups, clubs and health and well-being.

36.3. The Executive Board shall establish and amend regulations that shall determine the rights, procedures, and all other matters relating to competitions and other activities organised, sanctioned, or supported by EUROSAF.

#### **Article 37 - Event Rights**

37.1. EUROSAF is the genuine owner of all rights emanating from EUROSAF Competitions and activities as listed under Article 36.1 or introduced in accordance with Article 36.2, without any restrictions as to the content, time, place, and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, and intellectual property rights such as emblems and copyrights.

37.2. The Executive Board shall decide how and to what extent the event rights are utilised and licensed.

### **XV Final Provisions**

#### **Article 38 - Sanctions**

38.1. Any Member, Executive Board Member, Committee Member, or any other person (such

as an official, competitor, coach, or employee) under the jurisdiction of a Member Federation may be sanctioned:

- a) If he fails to meet a financial obligation to EUROSAF; or
- b) If he is guilty of a severe violation of this Constitution or other regulation of EUROSAF; or
- c) If he contravenes the principle of fair play or the applicable competition rules of EUROSAF or WORLD SAILING, or harms the reputation of the sport of sailing, EUROSAF, WORLD SAILING, or any Executive Board Member.

38.2. The Executive Board may take such action as it sees fit against any person or entity guilty of any action described above, including:

- a) A caution;
- b) A fine;
- c) Withholding any grants or subsidies otherwise due;
- d) Removal or denial of official EUROSAF accreditation;
- e) Proposal to the General Assembly for termination or suspension of membership;
- f) Such other action as the Executive Board may deem appropriate.

38.3. The Executive Board shall take appropriate measures to safeguard the right of the person or entity affected by such proposed action to make representations.

38.4. The decision of the Executive Board shall be final and binding, subject to the right of appeal contained in Article 39.

### **Article 39 - Appeals**

39.1. Final decisions made by the General Assembly or the Executive Board that violate the Constitution or mandatory legal provisions may be submitted to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, that shall resolve the dispute finally in accordance with the Code of Sports-related Arbitration.

39.2. The time limit for filing an appeal shall be 60 (sixty) days after the reception of the decision against which the appeal is directed. The governing law of the appeal shall be the Constitution and the regulations of EUROSAF and, subsidiarily, Swiss law. The arbitration proceeding shall be conducted in English, unless the parties agree otherwise.

39.3. Pending the determination by the CAS, the appealed decision shall continue in force.

### **Article 40 - Governing Law**

40.1. EUROSAF and its rules and regulations shall be subject to the laws of Switzerland.

### **Article 41 - Amendment of the Constitution**

41.1. This Constitution may be amended by a decision of an Ordinary or Extraordinary General Assembly with a vote in favour of not less than 2/3 (two thirds) of the total number of votes validly cast, representing at least 1/2 (one half) of the total number of EUROSAF Members.

- 41.2. A proposal to amend the Constitution shall be made by the Executive Board or by a request signed by 6 (six) or more Members.
- 41.3. Any amendments to the proposal, originating from discussion at the General Assembly, should not change the original substance of the proposal.

#### **Article 42 - Dissolution**

- 42.1. Upon recommendation of the Executive Board, or upon request of at least half the Members, the Association may be dissolved by decision of an Ordinary or Extraordinary General Assembly with a vote in favour of not less than 2/3 (two thirds) of the total number of votes validly cast representing at least 1/2 (one half) of the total number of EUROSAF Members.

#### **Article 43 - Liquidation**

- 43.1. In the event of dissolution, the General Assembly shall appoint 2 (two) liquidators upon whom the appropriate powers of attorney shall be conferred. The liquidators shall be responsible for the existing funds so that, after the obligations have been paid, the balance, as may be the case, shall be distributed equally to the Members.

#### **Article 44 - Entering into Force**

- 44.1. This Constitution shall enter into force on 18<sup>th</sup> March 2017 and will entirely replace and revoke all preceding provisions of any previous constitutions of EUROSAF.

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Approved by the General Assembly in its meeting held on 18<sup>th</sup> March 2017 at Hotel Expo Sofia, Sofia, Bulgaria.