

STATUES

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ARTICLES OF ASSOCIATION OF THE CMAS EUROPE

ADOPTED BY THE EXTRAORDINARY GENERAL ASSEMBLY ON _NOV. 10TH, 2012 IN VIENNA

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PREAMBLE

- a. The aim of CMAS EUROPE (hereinafter referred to as "CMAS EUROPE") is to use all appropriate means to develop and encourage the understanding, conservation, safety and sustainable utilisation of the underwater world as well as to co-ordinate the administration of and actively promote the participation in all aquatic and underwater sport on an international basis.
- b. It is, therefore, the desire of CMAS EUROPE to create and maintain all such structures and relationships that will be beneficial to the understanding and conservation of the underwater world as well as for the advancement of all aquatic and underwater sport on an international basis.
- c. As a non-governmental organisation recognised by the European Union and gaining membership of other cultural Organisations, CMAS EUROPE recognises its responsibility to conduct scientific activities in partnership with other like-minded organisations in order to develop a better understanding of the underwater world and to actively promote the conservation and protection of the underwater environment.
- d. As a member of CMAS (Confédération Mondiale des Activités Subaquatiques) (hereinafter referred to as the "CMAS"), CMAS EUROPE recognises its responsibility to administer and promote all aquatic and underwater sport in a non-discriminatory manner within the geographical borders of Europe (but including Turkey and Israel) which will ensure equal access and equal opportunity to all persons interested in aquatic and underwater sport all over Europe. Furthermore, it is the desire of CMAS EUROPE to conform to the Olympic Charter, IOC, ARISF, GAIFS and IWGA rules, requirements, standards and procedures in order to ensure and promote good sportsmanship, competition and quality diver education and training.
- e. CMAS Europe as the continental organisation of CMAS (Confédération Mondiale des Activités Subaquatiques) supports all activities of CMAS, cooperates with CMAS in any positive way and recognises and respects the statutes and rules of CMAS.
- f. As an International Sport Federation, that has adopted the World Anti-Doping Code of the World Anti-Doping Agency (WADA), to comply with the World Anti-Doping Code as it may be amended from time to time as well as any guidelines and directives, as may be issued by the WADA from time to time in order to educate all aquatic and underwater sportsmen and woman of the dangers of using any banned substance or performance enhancing drugs and to directly oppose, prohibit and fight the use of any banned substance or performance enhancing drugs by any aquatic and underwater sportsmen and woman with the view of achieving the total elimination of the use of any banned substance or performance enhancing drugs by any aquatic or underwater sportsmen or women.
- g. These Articles of Association are the codification of the system of governance of CMAS EUROPE and establishes the fundamental principles governing the relationship between CMAS EUROPE and its members; it also governs the organisation, actions and operation of CMAS EUROPE and sets forth the rights and obligations of the members of CMAS EUROPE, all of which are required to comply with these Articles of Association.

CHAPTER 1

NAME, ACTIVITIES, LANGUAGE, HEAD OFFICE, JURISDICTION, DURATION AND CMAS EUROPE PROPERTIES

ARTICLE 1 NAME, DERIVATION

- 1.1. The name of the Confederation shall be: CMAS EUROPE, derived from the name of the Confédération Mondiale des Activités Subaquatiques, which is the World Underwater Federation, as CMAS EUROPE is the European continental organization.

ARTICLE 2 ACTIVITIES

- 2.1 In order to reach the aims of CMAS EUROPE, as contemplated by paragraph a. in the Preamble of these Articles of Association, CMAS EUROPE undertakes the following activities:
- 2.2 The activities of CMAS EUROPE are:
- 2.2.1 Representing the CMAS EUROPE-members in any national and international organization concerning scuba diving and apnea diving in the fields of scientific diving, of sports and of technical issues. This includes representation also in political and institutional organisations (e.g. EU, Unesco, etc.).
- 2.2.2 Supporting and if needed advising the CMAS especially in European matters
- 2.2.3 Having possible but not necessarily activities of any kind of diving in the fields of scientific diving, of sports and of technical issues.

ARTICLE 3 OFFICIAL LANGUAGES

- 3.1 The official languages of CMAS EUROPE is English.

ARTICLE 4 HEAD OFFICE

- 4.1 The juridical Head Office of CMAS EUROPE is located in Brussels (Belgium). The president of CMAS Europe is to be enabled to establish an administrative office in the country where he or she is residing.
- 4.2 The juridical Head Office of CMAS EUROPE may be relocated to any other location by a resolution of the Board of Directors, provided that its relocation to another country

requires a decision by a two-thirds ($\frac{2}{3}$) majority of the votes present or represented at an Extraordinary General Assembly.

- 4.3 It shall be mandatory to inform all Members of the CMAS EUROPE about any decision to relocate the Head Office of CMAS EUROPE.

ARTICLE 5 LEGAL PERSONALITY AND JURISDICTION

- 5.1 CMAS EUROPE shall be a non-governmental, non-profit organisation with legal personality capable of suing or defending any legal action and the authorisation to institute or defend such legal action must be gained from the President, or in his absence from the Deputy President, who respectively have the authority to represent CMAS EUROPE at such legal proceedings, but always subject to the provisions of these Articles of Association, the Internal Rules and the resolutions and directives of the General Assembly or the Board of Directors.
- 5.2 The relevant legislation that applies in the country where the Head Office of CMAS EUROPE is located shall, without prejudice of the jurisdiction *rationne materiae* of the Court of Arbitration for Sport (CAS), located in Lausanne/Switzerland, prevail in all matters not covered by these Articles of Association.
- 5.3 Any litigation arising from the interpretation or implementation of these Articles of Association or the Internal Rules of CMAS EUROPE shall be under the jurisdiction of the Court of Arbitration for Sport (CAS).
- 5.4 CMAS EUROPE's permanent physical and postal address shall constitute CMAS EUROPE's domicile for legal purposes.

ARTICLE 6 DURATION

- 6.1 The duration of CMAS EUROPE shall be unlimited.

ARTICLE 7 NOTICES AND CORRESPONDENCE TO MEMBERS

- 7.1 A notice or a message to a member body from CMAS EUROPE shall be considered as received if it is sent to the last known postal address, fax number and/or electronic mail address communicated by the member body to the Administration.
- 7.2 Notification of suspension, expulsion or dissolution shall always be sent by registered mail to a member body.
- 7.3 It is the responsibility of every member body to inform the General Secretary within seven (7) days of any changes to its postal address, fax number and electronic mail address.

ARTICLE 8 CMAS EUROPE PROPERTIES

- 8.1 The CMAS EUROPE symbol, flag, identifications (including but not limited to “CMAS EUROPE Championships”), and designations as described below shall collectively or individually be referred to as “CMAS EUROPE properties”.
- 8.2 The CMAS EUROPE symbol is the mermaid with two tails which is coloured royal blue on a white background with an addition in letters: “CMAS at the top and EUROPE on the bottom”. The CMAS EUROPE symbol represents the activities of the CMAS EUROPE and expresses the union of diving with scuba equipment and scientific diving on the one hand and the aquatic and underwater sporting disciplines on the other hand.

CMAS
Two Tailed Mermaid
EUROPE



- 8.3 The two-tailed mermaid also symbolises the CMAS EUROPE's desire to acquire knowledge about and to protect the underwater world as well as the desire to develop all underwater sports and activities.
- 8.4 The CMAS EUROPE flag has a white background, with no border. The CMAS EUROPE symbol is located in the centre.
- 8.5 The CMAS EUROPE anthem is the anthem of the European Union, musical work entitled “Ode to Joy”, composed by Ludwig van Beethoven. The General Assembly is enabled to change to another anthem, requiring a decision by a two-thirds ($\frac{2}{3}$) majority of the vot
- 8.6 A CMAS EUROPE designation is any visual or audio representation of any association, connection or other link with CMAS EUROPE, a CMAS EUROPE event or tournament, or any constituent thereof.
- 8.7 All rights to any of the CMAS EUROPE properties, as well as all rights to the use thereof, belong exclusively to CMAS EUROPE, including but not limited to the use for any profit-making, commercial or advertising purposes.
- 8.8 CMAS EUROPE may license all or part of its rights on terms and conditions set forth by the Board of Directors and included in the Internal Rules of the CMAS EUROPE.

CHAPTER 2

MEMBERSHIP

ARTICLE 9 MEMBERSHIP CATEGORIES

- 9.1 CMAS EUROPE shall have the following categories of membership:
 - 9.1.1 Voting Members
 - 9.1.2 Associate Members
 - 9.1.3 Recognised Organisations
 - 9.1.4 Honorary Members

ARTICLE 10 DESCRIPTION OF MEMBERSHIP CATEGORIES

- 10.1 Voting Members
 - 10.1.1 Voting Membership may be awarded to only one non-profit, non-governmental National Federation, National Association or National Organisation. CMAS EUROPE shall only award Voting Membership to one non-profit, non-governmental National Federation, National Association or National Organisation per country
- 10.2 Associate Members
 - 10.2.1 Associate Membership may be awarded to non-profit, non-governmental National Federations, National Associations or National Organisations where Voting Membership has already been awarded to a non-profit, non-governmental National Federation, National Association or National Organisation by CMAS EUROPE.
 - 10.2.2 There shall be no limit to the number of Associate Members in any specific country that may be affiliated to CMAS EUROPE.
- 10.3 Recognised Organisations
 - 10.3.1 Recognised Organisational Membership may be awarded to any commercial organisation dedicated to the education, training and development of recreational and technical divers, the provision of equipment, services and/or facilities to recreational and technical divers; the manufacture of equipment for recreational and technical divers, the development, teaching and promotion of scientific diving, the investigation of and/or the protection of the environment, the provision of insurance to recreational and technical divers or underwater sportsmen, the provision of medical insurance and the treatment of injured recreational and technical divers or underwater sportsmen, the investigation of and/or the research and promotion of a better understanding of the medical aspects of diving, Organisations whose aim is the development, teaching and promoting of scientific diving and/or scientific investigation and/or the protection of the environment.

10.3.2 There shall be no limit to the number of Recognised Organisational Members that may be affiliated to CMAS EUROPE.

10.4 Honorary Members

10.4.1 Honorary membership may for distinguished service to CMAS EUROPE be conferred upon the recommendation of the Board of Directors or any member body, on any person by a two-thirds ($\frac{2}{3}$) majority vote of those present and eligible to vote at a General Assembly.

ARTICLE 11 RIGHTS OF MEMBERS

11.1 The Voting Members of CMAS EUROPE shall have the following rights:

11.1.1 To be provided with a copy of these Articles of Association as well as a copy of the Internal Rules of CMAS EUROPE.

11.1.2 To be informed timely of the activities within CMAS EUROPE.

11.1.3 To receive a notice, agenda and supporting documentation for all General Assemblies in accordance with the timelines provided therefore in these Articles of Association.

11.1.4 To take the floor and participate in the General Assemblies of CMAS EUROPE.

11.1.5 To participate in the voting process at General Assemblies as provided for in these Articles of Association.

11.1.6 To submit nominations for any position of office within CMAS EUROPE when called for by CMAS EUROPE.

11.2 The Associate Members of CMAS EUROPE shall have the following rights:

11.2.1 To be provided with a copy of these Articles of Association as well as a copy of the Internal Rules of CMAS EUROPE.

11.2.2 To be informed timely of the activities within CMAS EUROPE.

11.2.3 To receive a notice, agenda and supporting documentation for all General Assemblies in accordance with the timelines provided therefore in these Articles of Association.

11.2.4 To take the floor and participate in the General Assemblies of CMAS EUROPE.

11.2.5 To submit nominations for any position of office within the specific committee(s) and commission(s) to which they are affiliated to in the CMAS EUROPE when called for by CMAS EUROPE.

11.3 The Recognised Organisational Members of CMAS EUROPE shall have the following rights:

11.3.1 To be provided with a copy of these Articles of Association as well as a copy of the Internal Rules of CMAS EUROPE.

11.3.2 To be informed timely of the activities within CMAS EUROPE.

11.3.3 To receive a notice, agenda and supporting documentation for all General Assemblies in accordance with the timelines provided therefore in these Articles of Association.

11.3.4 To take the floor and participate in the General Assemblies of CMAS EUROPE.

- 11.4 The Honorary Life Members of CMAS EUROPE shall have the following rights:
 - 11.4.1 To be provided with a copy of these Articles of Association as well as a copy of the Internal Rules of CMAS EUROPE.
 - 11.4.2 To be informed timely of the activities within CMAS EUROPE.
 - 11.4.3 To receive a notice, agenda and supporting documentation for all General Assemblies in accordance with the timelines provided therefore in these Articles of Association.
 - 11.4.4 To take the floor and participate in the General Assemblies of CMAS EUROPE.

ARTICLE 12 OBLIGATIONS OF MEMBERS

- 12.1 Each member of CMAS EUROPE shall have the following obligations:
 - 12.1.1 To comply with these Articles of Association, the Internal Rules of CMAS EUROPE as well as with any guidelines, directives and decisions issued by CMAS EUROPE.
 - 12.1.2 To submit its Articles of Association to the Board of Directors for approval upon application for membership, and thereafter, every time that it is amended or when the affiliate is requested to submit it to CMAS EUROPE again.
 - 12.1.3 To pay the prescribed annual affiliation fee for membership, as determined by the Board of Directors, to CMAS EUROPE's Committees and Commissions that it is a member of.
 - 12.1.4 To inform CMAS EUROPE about CMAS EUROPE activities in the member's Federation, Association or Organisation.
 - 12.1.5 No Voting Member may affiliate to any other body whose aims and objectives are in conflict with those of CMAS EUROPE or who subscribes to standards or rules which are in conflict to the standards and rules prescribed by the CMAS EUROPE.
 - 12.1.6 CMAS EUROPE BOD is responsible for the quality control, using all the necessary mechanisms to achieve this control, besides the voting members - within the limits of their country – which are enabled and obliged to ensure the quality standards established by CMAS Europe. It is up to the voting member, how to organise the form of control to ensure the quality of standards.

ARTICLE 13 REVISION OF THE POSITION OF MEMBERS

- 13.1 Any amendments to the Articles of Association or the rules and regulations of a Member may lead to a revision of its status, by the Board of Directors, as a member of CMAS EUROPE.
- 13.2 A Voting Member may lose its status as a Voting Member if it fails to remain the representative of the majority of the members in a specific country. The rules with regard to the representatively of a voting member shall be included in the Internal Rules of CMAS EUROPE.

- 13.3 Any elected member of the Board of Directors that is a member of an affiliated body that has lost its status as a Voting Member shall automatically cease to be a member of the Board of Directors. In such cases, the cessation of his status as a member of the Board of Directors shall be confirmed by a decision of the Board of Directors.
- 13.4 Any member of a Committee that fails to issue the minimum number of licenses, as decided by the Board of Directors and included in the Internal Rules of CMAS EUROPE, during the period of any financial year shall automatically forfeit its right of negative opinion. If the member should fail to issue the minimum number of licenses during the next financial year, the member shall automatically forfeit its right to vote on all matters pertaining to the Committee(s) of which it has failed to issue the minimum number of licenses.

ARTICLE 14 RESIGNATION

- 14.1 Any member may terminate its membership to any one or more of CMAS EUROPE's committees or commissions to which it is affiliated, provided it has paid its affiliation fee to the committees or commissions it is resigning from for the financial year in which it is resigning, by delivering its written letter of resignation to the General Secretary by registered mail.
- 14.2 The resignation of the member referred to in Article 15.1 shall come into effect upon receipt of the written notification by the Secretary General. The resignation shall be formally announced at the next General Assembly.

ARTICLE 15 SUSPENSION

- 15.1 Any member who has acted to the detriment of CMAS EUROPE or who has failed to adhere to these Articles of Association, the Internal Rules of CMAS EUROPE or any decision or directive of CMAS EUROPE can be suspended from CMAS EUROPE by the Board of Directors or, in the case of serious or urgent matters, by the President, in terms of the procedures provided therefore in the Disciplinary Code as included in the Internal Rules of CMAS EUROPE.
- 15.2 A serious matter is the definitive detected violation of the statutes and rules of CMAS
- 15.3 The decision of the Board of Directors or the President, as the case may be, to suspend a member shall be final until such time that a decision has been taken by the Disciplinary Commission with regard to the alleged misconduct of the member.
- 15.4 Any suspended member shall, although still recognised by the CMAS EUROPE, forfeit all voting rights at any of CMAS EUROPE's meetings as well as any rights it may have for the purchasing and issuing of CMAS EUROPE licenses, as provided for in these Articles of Association or the Internal Rules of CMAS EUROPE; until such time that the suspension has been lifted.

ARTICLE 16 EXPULSION

- 16.1 Any member can be expelled from CMAS EUROPE by the Board of Directors after such a member has been found guilty of misconduct by the Disciplinary Commission in terms of the procedures provided therefore in terms of the Disciplinary Code as included in the Internal Rules of CMAS EUROPE.
- 16.2 Any member is automatically expelled from CMAS EUROPE after such a member has been found guilty of misconduct by the Disciplinary Commission of CMAS in terms of the procedures provided therefore in terms of the Disciplinary Code of CMAS.
- 16.3 Any member can be expelled by conclusion of the Board of Directors from CMAS EUROPE who fails to pay the annual membership fee for more than two (2) years.
- 16.4 The member shall upon expulsion automatically cease to be recognised by CMAS EUROPE.

CHAPTER 3

GOVERNING BODIES

ARTICLE 17 THE GENERAL ASSEMBLY

- 17.1 The collective membership of CMAS EUROPE assembled in a duly constituted General Assembly shall be the supreme authority of CMAS EUROPE.
- 17.2 The meetings of the General Assembly may be any of the following:
 - 17.2.1 The Ordinary General Assembly, which shall be convened annually to provide feedback to members on the activities of CMAS EUROPE and to deal with any other matter of which proper notice was given.
 - 17.2.2 The Elective General Assembly, which shall be convened every four years or whenever needed to elect the office bearers of CMAS EUROPE, to provide feedback to members on the activities of CMAS EUROPE and to deal with any other matter of which proper notice was given.
 - 17.2.3 The Extraordinary General Assembly, which shall be convened to amend these Articles of Association, for the dissolution of CMAS EUROPE or for any other urgent or extraordinary matter of which proper notice was given.
- 17.3 The General Assembly shall be composed of the Voting members that are in good standing with the CMAS EUROPE. The other member bodies that are in good standing with the CMAS EUROPE but who do not enjoy any voting rights shall also be allowed to attend the General Assembly.

- 17.4 An Ordinary General Assembly or an Elective General Assembly shall be convened by the Board of Directors. At least sixty (60) days notice shall be forwarded to all members of CMAS EUROPE together with the agenda and related documentation.
- 17.5 In order to place an item on the agenda of the Ordinary General Assembly or the Elective General Assembly a written request supported by at least four (4) Voting Members who are entitled to vote at the meeting must be submitted to the Secretary General at least seventy five (75) days before the date of the meeting. The voting members supporting the motion shall sign the written request.
- 17.6 An Extraordinary General Assembly shall be convened by the Board of Directors as and when it may be deemed expedient or, within sixty (60) days of receipt of a written request by at least 40% Voting Members who are entitled to vote at the meeting. The individual members supporting the motion shall sign the written request. The venue shall be proposed and approved by the Board of Directors.
- 17.7 The Secretary General shall, for every General Assembly, draft a list of the member bodies that are in good standing with CMAS EUROPE. The list shall indicate the number of votes a Voting Member has at the General Assembly. The appointed delegate of the Voting Member who will vote at the meeting shall, upon registration for the meeting or when collecting their ballot papers, endorse the list to the effect that they have seen it and that the information applicable to the affiliate or affiliates he is representing, is correct.
- 17.8 The President/Chairperson of a Voting Member shall by right be the head of the delegation of his affiliated body to the General Assembly and as such is entitled to vote on behalf of his affiliated body at the General Assembly. If the President/Chairperson is unable to lead the Voting Member's delegation, for whatever reason, the Voting Member shall appoint a person to lead its delegation who shall, upon registration for the meeting, submit a letter bearing the words «POWER OF ATTORNEY» written in the official CMAS EUROPE language, signed by the President/Chairperson, containing the authorisation of his affiliated body to vote on its behalf at the meeting.
- 17.9 The quorum at the General Assembly shall be fifty (50) percent (%) of the number of votes of the Voting Members present or represented in the General Assembly. Should a quorum not be present at the General Assembly, the meeting shall be postponed to a fixed date. The delegates present at the postponed meeting shall form a quorum and proceed with the business of the meeting as if a quorum was present and all decisions taken by such meeting shall, irrespective of the number of delegates present, be regarded as valid and binding on all members.
- 17.10 All the General Assemblies are chaired by the President of CMAS EUROPE, by right, or in his absence, by the Deputy President.
- 17.11 The General Assembly shall only be allowed to consider business that proper notice was given of and that is included on the agenda of the General Assembly.
- 17.12 The decisions of a duly constituted General Assembly shall be binding on all members of CMAS EUROPE, including those absent from the meeting or those who voted against the motion.
- 17.13 The resolutions of the General Assembly shall be recorded in the minutes of the meeting that must be signed by any three (3) members of the Board of Directors.

ARTICLE 18 THE ELECTIVE GENERAL ASSEMBLY

- 18.1 The Voting Members of CMAS EUROPE shall, every four (4) years at the Elective General Assembly, elect (at least 5 persons) as members of the Board of Directors:
 - 18.1.1 The President
 - 18.1.2 The Secretary
 - 18.1.3 The Treasurer
 - 18.1.4 Two to six other ordinary members
 - 18.1.5 The Board of Directors will consist of a minimum of 5 members including President, Secretary General and Treasurer and maximum of 9 members.
 - 18.1.6 The president is to appoint a Deputy-President from one of the other ordinary members.

- 18.2 It is a specific requirement for election as the Treasurer that the candidate who is nominated shall be familiar with the general recognised accounting practices applicable to a non-profit, non-governmental organisation in the country where the CMAS EUROPE's Head Office is located and that he is a qualified accountant or that he has sufficient and relevant accounting experience. Furthermore, as the independence of the position of Treasurer is essential, candidates for the position do not have to be nominated by their own affiliated body.
- 18.3 Each Voting Member may nominate a maximum of two (2) candidates for any of the elected positions on the Board of Directors.
- 18.4 All candidates are elected for a four (4) year period. Upon completion of their term of office they are eligible for re-election.
- 18.5 It is a specific requirement for election that the candidate is present at the Elective General Assembly and available to answer any questions about himself, any documents submitted in support of his nomination or the contributions that he could make to CMAS EUROPE should he be elected, prior to the election of the office bearers.
- 18.6 The election of the members of the Board of Directors shall be done by secret ballot.
- 18.7 All the members of the Board of Directors shall be elected by a simple majority vote of those Voting Members present or represented and eligible to vote at the Elective General Assembly.
- 18.8 Any position not filled on the Board of Directors during the Elective General Assembly or any vacant position from amongst the directly elected positions on the Board of Directors, which may arise for any reason, may be filled by co-option by the Board of Directors until the next General Assembly which will be automatically an Elective General Assembly limited to the election of the vacant positions for the time left until the next regular Elective General Assembly

ARTICLE 19

VOTING STRENGTH AND VOTING AT THE GENERAL ASSEMBLY

- 19.1 Each member with voting rights is entitled to one vote within the scope of his membership.
- 19.2 Voting at General Assemblies shall proceed as follows:
 - 19.2.1 Decisions by consensus should first be sought before a vote is called for.
 - 19.2.2 Only delegates eligible to vote at the specific General Assembly, who are personally present, shall be allowed to vote.
 - 19.2.3 Postal votes shall not be allowed.
 - 19.2.4 Proxy votes shall not be allowed.
 - 19.2.5 All business except where otherwise stipulated in the Articles of Association shall be decided upon by a simple majority vote of those present and eligible to vote.
 - 19.2.6 Decisions shall normally be ascertained by a show of hands unless a delegate of an affiliated body that is entitled to vote requests a secret ballot.
 - 19.2.7 The President shall declare the results of the vote to the General Assembly.
 - 19.2.8 Only those members are enabled to vote, which have paid the yearly membership-fee.
 - 19.2.9 In the event of a deadlock voting situation, the president shall have the casting vote.

ARTICLE 20

THE BOARD OF DIRECTORS

- 20.1 The Board of Directors shall have both the authority and the responsibility for the effective and efficient functioning of CMAS EUROPE.
- 20.2 The authority of the Board of Directors shall only be subordinate to that of the General Assembly. As such the Board of Directors is responsible for the execution of the resolutions and directives of the General Assembly.
- 20.3 The Board of Directors shall have the authority to perform the following functions:
 - 20.3.1 To manage the affairs and transact the business of CMAS EUROPE, on behalf of CMAS EUROPE, in between General Assemblies in such a manner as it may deem fit and expedient, provided that the administration shall not be in conflict with these Articles of Association, the Internal Rules of CMAS EUROPE or any legislation applicable in the country where CMAS EUROPE's Head Office is located.
 - 20.3.2 To annually draft or update and adopt the master plan of CMAS EUROPE for the next financial year that shall be submitted to the General Assembly for approval.
 - 20.3.3 To annually draft and adopt a budget for the next financial year for CMAS EUROPE, which supports the master plan as contemplated by Article 21.3.2 that shall be submitted to the General Assembly for approval.
 - 20.3.4 To facilitate the process whereby the Board of Auditors gain access to all financial and supporting documents as well as the individual members of the Board of Directors and the employees of CMAS EUROPE in order to ensure that the financial affairs of CMAS EUROPE can be audited and that the audited financial statements of CMAS EUROPE can be submitted, for approval, to the General Assembly.

- 20.3.5 To determine the annual affiliation fee that the affiliates are required to pay annually for membership to CMAS.
- 20.3.6 To co-ordinate the activities of the different Committees and Commissions.
- 20.3.7 To act as the spokesperson of CMAS EUROPE with respect to interactions with member bodies, different governments as well as other international, scientific, medical, and sport and recreational bodies.
- 20.3.8 To call and make the necessary arrangements for all General Assemblies.
- 20.3.9 To prepare and make recommendations regarding amendments or changes to the Articles of Association to the General Assembly.
- 20.3.10 To make, amend, modify or amplify the Internal Rules of CMAS EUROPE.
- 20.3.11 To approve all contracts entered into between CMAS EUROPE and any other party.
- 20.3.12 To delegate any one or more of its powers in writing to any member of the Board of Directors in order to facilitate the effective and efficient day-to-day running of CMAS EUROPE.

- 20.4 The President shall convene an ordinary meeting of the Board of Directors as and when he may deem it to be expedient but must meet on at least three different occasions in between General Assemblies.
- 20.5 An Extraordinary Board of Directors Meeting shall be convened by the President as and when he may deem it to be expedient or within fourteen (14) days of receipt of a written request by at least fifty (50) percent (%) of the total number of members of the Board of Directors. The individual members of the Board of Directors who support the motion shall sign the written request.
- 20.6 The quorum at Board of Directors meetings shall be fifty (50) percent (%) of the number of members of the Board of Directors.
- 20.7 The President has the right to include all or some of the Directors of the Independent Commissions, the Board of Auditors or Honorary Members in a Board of Directors meeting. The Directors of the Independent Commissions, the Board of Auditors or Honorary Members shall however have no voting rights at a Board of Directors meeting.
- 20.8 Each member of the Board of Directors shall be allocated one (1) vote. The President shall have both a deliberate and a casting vote in order to resolve a deadlock and which can be exercised only when such a deadlock exists.

- 20.9 Voting at a Board of Directors meeting shall proceed as follows:
 - 20.9.1 Decisions by consensus should first be sought before a vote is called for.
 - 20.9.2 Only members of the Board of Directors, who are personally present, shall be allowed to vote.
 - 20.9.3 Proxy votes shall not be allowed.
 - 20.9.4 Postal votes shall not be allowed.
 - 20.9.5 All business except where otherwise stipulated in the Articles of Association shall be decided upon by a simple majority vote of those present and eligible to vote, and in case of equality of votes the President may use his casting vote.
 - 20.9.6 Decisions shall normally be ascertained by a show of hands unless a member of the Board present requests a secret ballot.

- 20.9.7 The President shall declare the result of the vote and the decision shall be recorded in the minutes of the meeting.
- 20.10 The minutes of the meetings of the Board of Directors shall be signed by both the President and the Secretary General.
- 20.11 Any member of the Board of Directors ceases to be a member of the Board of Directors if such member fails to attend two (2) consecutive General Assemblies without a valid reason. In such cases, the cessation of his status as a member of the Board of Directors shall be established by a decision of the General Assembly upon the recommendation of the Board of Directors.
- 20.12 Any member of the Board of Directors automatically ceases to be a member of the Board of Directors if such member fails to participate in the work of the Board of Directors or to attend three (3) consecutive meetings of the Board of Directors or any other governing body on which he serves as an office bearer of CMAS EUROPE. In such cases, the cessation of his status as a member of the Board of Directors shall be confirmed by a decision of the Board of Directors.
- 20.13 All members of the Board of Directors shall submit an annual written report on their activities and give account of their financial expenses during the preceding year to the General Assembly. Any member of the Board of Directors that fails to submit such a report ceases to be a member of the Board of Directors. In such cases, the cessation of his status as a member of the Board of Directors shall be established by a decision of the General Assembly upon the recommendation of the Board of Directors.

ARTICLE 21

COMPOSITION AND DUTIES OF THE MEMBERS OF THE BOARD OF DIRECTORS

- 21.1 The members of the Board of Directors shall perform such duties as per custom pertaining to their office and be particularly responsible for the duties as may be allocated to them from time to time by the General Assembly or a Board of Directors Meeting.
- 21.2 The President of CMAS EUROPE shall:
- 21.2.1 Be the official representative of CMAS EUROPE with the authority to act whenever necessary, but always within the limitations of the provisions of these Articles of Association, the Internal Rules of the CMAS EUROPE, the decisions of the General Assembly and the decisions of the Board of Directors. He will choose the Deputy-President from one of the elected members of the Board.
- 21.2.2 In the case of an emergency or when circumstances prevent a decision from being taken by the appropriate governing body, as provided for in these Articles of Association, have the authority to take any action or decision on behalf of CMAS EUROPE; provided that such action or decision shall be submitted, within fourteen (14) days to the competent governing body for ratification.
- 21.2.3 In co-operation with the Secretary General, compile the agenda for all General Assembly Meetings and Board of Directors Meetings.
- 21.2.4 In co-operation with the Secretary General, call all General Assembly and Board of Directors meetings.

- 21.2.5 When present, act as the chairperson of all CMAS EUROPE's meetings as provided for in these Articles of Association.
- 21.2.6 Be responsible for the general management of CMAS EUROPE.
- 21.2.7 Have the authority to delegate any of his duties and functions, in writing, to the Deputy-President.
- 21.2.8 Have the authority to allocate specific duties, tasks, assignments and/or projects to the ex officio elected members of the Board of Directors, who do not hold a specific portfolio, in order to ensure the achievement of the aim and objectives of CMAS EUROPE.
- 21.2.9 Be empowered to direct and discipline the staff permanently or temporarily employed by the CMAS EUROPE.

- 21.3 The Deputy-President of CMAS EUROPE shall:
 - 21.3.1 Exercise the powers and perform the duties of the President, when the latter is not available for whatever reason.
 - 21.3.2 Perform all such duties and functions as delegated to him in writing by the President.
 - 21.3.3 Perform all such duties attached to a special portfolio that may be allocated to him by the Board of Directors.
 - 21.3.4 Assist the President with the general management of CMAS EUROPE as well as with specific duties, tasks, assignments and/or projects as requested by the President.
 - 21.3.5 Be empowered to direct and discipline the staff permanently or temporarily employed by CMAS EUROPE.

- 21.4 The Secretary General of the CMAS EUROPE shall:
 - 21.4.1 Assist the President and the Deputy-President with the general management of the CMAS EUROPE.
 - 21.4.2 Ensure the effective and efficient functioning of the CMAS EUROPE's Office and the day-to-day activities of CMAS EUROPE.
 - 21.4.3 In co-operation with the President, compile the agenda for all General Assembly Meetings and Board Meetings.
 - 21.4.4 In co-operation with the President, call all General Assembly and Board Meetings.
 - 21.4.5 Send notices, agendas and supporting documentation for all meetings to members of CMAS EUROPE.
 - 21.4.6 Ensure minutes are taken at all General Assemblies that shall be distributed to all affiliated bodies and published on the CMAS EUROPE(s) website, as soon as possible, but always within thirty (30) days of the date of such meeting.
 - 21.4.7 Ensure minutes are taken at all Board of Directors meetings. The decisions of the Board of Directors shall be published on the CMAS EUROPE website, as soon as possible, but always within thirty (30) days of the date of such meeting.
 - 21.4.8 Ensures that all decisions of the General Assembly and Board meetings are executed within the prescribed timelines.
 - 21.4.9 Timely distribute information, as applicable to them, to all affiliates, committees, independent commissions and the Board of Auditors.
 - 21.4.10 Maintain a register of members in good standing with CMAS EUROPE or ensure that a register of members in good standing with CMAS EUROPE is maintained.

- 21.4.11 Handle all correspondence of CMAS EUROPE as directed by the President and/or other Board of Directors members.
 - 21.4.12 File or ensure that all documentation of CMAS EUROPE is properly filed.
 - 21.4.13 Be empowered to direct and discipline the staff permanently or temporarily employed by the CMAS EUROPE.
 - 21.4.14 Exercise the powers and perform the duties of the Deputy-President, when the latter is not available for whatever reason.
- 21.5 The Treasurer of the CMAS EUROPE shall:
- 21.5.1 Be responsible for the financial management of CMAS EUROPE.
 - 21.5.2 Keep true and proper accounts of the finances of CMAS EUROPE.
 - 21.5.3 Table an income and expenditure statement to the Board of Directors at every Board of Directors Meeting.
 - 21.5.4 Guide and lead the Board of Directors in the compilation of the annual budget that shall be submitted to the General Assembly for approval.
 - 21.5.5 Ensure that expenditure incurred is in accordance with the approved budget.
 - 21.5.6 Report any deviations from the approved budget to the Board of Directors.
 - 21.5.7 Prepare the financial statements of CMAS EUROPE at the end of the financial year for examination by the Board of Auditors as appointed by the General Assembly.
 - 21.5.8 Table the examined and certified annual financial statements of CMAS EUROPE at every General Assembly as contemplated by these Articles of Association.
 - 21.5.9 Ensure that CMAS EUROPE complies with any financial legislation as prescribed by the country where the Head Office is located.
 - 21.5.10 Ensure that all financial transactions of CMAS EUROPE are concluded in terms of the provisions provided therefore in these Articles of Association and the Financial Rules as included in the Internal Rules of CMAS EUROPE.
- 21.6 Ordinary Members of BOD
- 21.6.1 The Board of Directors is be completed by 2 to 6 more members, advising CMAS Europe in all specific tasks.

ARTICLE 22 THE BOARD OF AUDITORS

- 22.1 A professional auditor, appointed by the Board of Directors, who is not member of a national federation has to be engaged to audit the financial statements.
- 22.2 During the audit of CMAS EUROPE's financial affairs the professional auditor is required:
 - 22.2.1 To ascertain the accuracy of CMAS EUROPE's accounts and balance sheet.
 - 22.2.2 To examine the correctness and authenticity of the documents justifying the income and expenditure of CMAS EUROPE.
 - 22.2.3 To determine whether the income and expenditure of CMAS EUROPE was in accordance with the master plan and the budget as approved by the General Assembly.

- 22.2.4 To check that the income and expenditure of CMAS EUROPE is in accordance with the requirements of any contract entered into between CMAS EUROPE and any other party.
- 22.3 The professional auditor shall have the right:
- 22.3.1 To question any member of the Board of Directors with regard to the financial affairs of CMAS EUROPE who shall be obliged to answer such questions honestly upon questioning.
- 22.3.2 To question any employee of CMAS EUROPE with regard to the financial affairs of CMAS EUROPE who shall be obliged to answer such questions honestly upon questioning.
- 22.3.3 To be provided with all such financial and related documents as they may require to conclude their audit of CMAS EUROPE's financial affairs.
- 22.4 The professional auditor shall:
- 22.4.1 Upon completion of their audit, draft an audit report which shall contain the findings of their audit of the annual financial statements of CMAS EUROPE, together with recommendations to the General Assembly as to the financial performance of CMAS EUROPE, the Board of Directors, with specific reference to the performance of the Treasurer, and whether the General Assembly should approve the annual financial statements of CMAS EUROPE or not.
- 22.4.2 Send a copy of the audit report, together with the annual financial statements which are to be submitted to the General Assembly for approval to be sent, not less than twenty one (21) days before the date of the General Assembly, by registered post, facsimile or by e-mail to every affiliated member of the CMAS EUROPE. The provisions of this Article shall not apply to any member body who has failed to provide its postal or e-mail address to CMAS EUROPE.
- 22.4.3 Submit the audit report to the General Assembly for approval before the tabling of the annual financial statements by the Treasurer.

ARTICLE 23 THE DISCIPLINARY COMMISSION AND THE APPEALS COMMISSION OUTSOURCED BY BOD AS REQUIRED

- 23.1 The Disciplinary Commission and the Appeal Commission shall be an independent commission of CMAS EUROPE and shall be convened by the Board of Directors if required.

ARTICLE 24 INTERNAL RULES

- 24.1 The Board of Directors shall have the authority to draft and adopt the Internal Rules of CMAS EUROPE which may not be in conflict with these Articles of Association.
- 24.2 The Secretary General shall ensure that the Internal Rules of CMAS EUROPE are made available to all affiliated members by posting them on the CMAS EUROPE website.
- 24.3 The Board of Directors can draft and adopt Internal Rules as required:

- 24.3.1 Financial Rules
- 24.3.2 Anti-Doping Rules
- 24.3.3 Disciplinary Rules
- 24.3.4 Appeal Rules
- 24.3.5 Committee Rules
- 24.3.6 Commission Rules
- 24.3.7 General Assembly Rules
- 24.3.8 Minutes of Meeting Rules of the BOD.

ARTICLE 25 SOURCES OF REVENUE

- 25.1 CMAS EUROPE collects revenues from the following:
 - 25.1.1 The annual affiliation fees paid by its affiliates.
 - 25.1.2 The entrance fees for the different competitions and events organised by CMAS EUROPE.
 - 25.1.3 Any income generated from any of CMAS EUROPE's assets.
 - 25.1.4 The selling of scientific, sport and technical licenses as far, as these licenses do not go in any conflict with the licenses of CMAS World.
 - 25.1.5 The selling of CMAS EUROPE branded merchandise.
 - 25.1.6 The exploitation of any of its rights, including but not limited to television rights, licenses and CMAS EUROPE properties as well as from the celebration of CMAS EUROPE Championships of the sport disciplines under the control of the CMAS EUROPE.
 - 25.1.7 In addition to the sources of income contemplated by Article 29.1, above, CMAS EUROPE may also accept gifts, donations, sponsorships, subsidies, bequests and seek all other resources that will enable it to achieve CMAS EUROPE's aims and objectives as provided for in these Articles of Association.
 - 25.1.8 The Board of Directors may grant part of its revenues to any affiliated body In order to achieve the aims and objectives of CMAS EUROPE as contained in these Articles of Association.

ARTICLE 26 MINUTES, RELATED DOCUMENTS AND INSPECTION

- 26.1 The General Secretary shall cause the following documents to be kept for a period of ten (10) years at the Head Office of CMAS EUROPE:
 - 26.1.1 The members of the Board of Directors' reports as submitted to the General Assembly.
 - 26.1.2 The annual financial statements, together with any attachments, as submitted to the General Assembly.
 - 26.1.3 The Annual Audit Report of the Board of Auditors on the financial affairs of CMAS EUROPE.
 - 26.1.4 The approved minutes of any General Assembly together with any reports submitted to the General Assembly by an office bearer or a member.
 - 26.1.5 The minutes of Board of Directors meetings.
 - 26.1.6 The register of members in good standing with CMAS EUROPE.

- 26.1.7 The General Secretary shall cause minutes to be kept of all General Assemblies and Board of Directors meetings.
- 26.1.8 The approved minutes kept (or any extract therefrom) shall be prima facie evidence of the matters therein stated.
- 26.1.9 Any contract entered into between CMAS EUROPE and any other party.
- 26.2 The documents as contemplated in Article 26.1. Shall be open for inspection at CMAS EUROPE's Head Office, during normal office hours, to any member in good standing with CMAS EUROPE.

ARTICLE 27 AMENDMENTS

- 27.1 Additions or amendments to these Articles of Association may be proposed for inclusion on the agenda of an Extraordinary General Assembly, provided that the motion is supported by the BOD or at least ten (10) affiliated voting members of CMAS EUROPE and that notice of such motion is received in writing by the General Secretary of CMAS EUROPE. Such motion shall be received at least thirty (30) days prior to the prescribed notice period of that General Assembly, failing which the motion shall be processed for a subsequent General Assembly Meeting.
- 27.2 In order for the addition or amendment to be successful it shall be supported by a two-thirds ($\frac{2}{3}$) majority of the votes of the delegates present and entitled to vote at an Extraordinary General Assembly.

ARTICLE 28 DISSOLUTION

- 28.1 CMAS EUROPE retains the right to dissolve itself of its own resolution taken at a duly constituted Extraordinary General Assembly specifically convened for this purpose, provided:
- 28.1.1 That the motion to dissolve CMAS EUROPE is supported by a two third majority ($\frac{2}{3}$) vote of the Board of Directors present at a Board of Directors Meeting prior to giving notice of such motion for dissolution at an Extraordinary General Assembly.
- 28.1.2 That ninety (90) days notice is given to all members of CMAS EUROPE of such Extraordinary General Assembly where the motion for dissolution will be tabled.
- 28.1.3 That the motion for dissolution can only be tabled if three quarters ($\frac{3}{4}$) of the voting members of CMAS EUROPE are present or represented at the Extraordinary General Assembly.
- 28.1.4 That the motion for dissolution is adopted by a two third ($\frac{2}{3}$) majority vote of the votes of the delegates present and entitled to vote at such an Extraordinary General Assembly.
- 28.2 Upon adoption of the resolution to dissolve, CMAS EUROPE shall appoint a liquidator to take the necessary steps to immediately wind up the matters of CMAS EUROPE, in terms

of the relevant legislation, as applicable in the country where the CMAS EUROPE Headquarters is located.

- 28.3 In the event of dissolution of CMAS EUROPE, any remaining assets shall, after discharge of its debts and legal obligations, be transferred, by the appointed liquidator, to an organisation with similar aims and objectives as CMAS EUROPE.

ARTICLE 29 INDEMNITY

- 29.1 The Board of Directors, the other office-bearers and the employees of CMAS EUROPE are indemnified against all losses, charges, costs, damages and all other expense and liability, covered by a Directors and Officers Liability Insurance, they may incur or be put to concerning the bona-fide execution of their duties as either office-bearers or employees of CMAS EUROPE.