

Motion: Stuttgart August 16, 2014

# **Statutes of the WDSF Continental Association of Europe/DanceSport Europe**

## **Preamble**

The WDSF Continental Association of Europe/DanceSport Europe is a Continental Association within the meaning of Article 5 bis of the Statutes of the World DanceSport Federation (WDSF). The WDSF Continental Association of Europe/DanceSport Europe will seek to obtain and maintain the recognition of the WDSF, in particular by satisfying the conditions stated in Article 5 bis 4. of the Statutes of the WDSF.

## **I. General Provisions**

### **Art. 1 Legal Status, Name and Registered Address**

The WDSF Continental Association of Europe/DanceSport Europe is constituted as an association under articles 60-79 of the Swiss Civil Code.

The full name of the association is "WDSF Continental Association of Europe/DanceSport Europe". It may also appear and act under its short name "DanceSport Europe".

Its registered address shall be in Zug, or as otherwise determined by the managing committee. The managing committee may apply for registration of DanceSport Europe in the Register of Commerce of a Canton of Switzerland in which it has its registered address.

### **Art. 2 Purpose**

DanceSport Europe is a non-profit-making body. The purposes of DanceSport Europe are:

1. to obtain and maintain the status of a recognised Continental Association within the meaning of article 5 bis of the WDSF Statutes.
2. to develop and strengthen WDSF DanceSport in Europe in accordance with the Statutes, Rules and Regulations, strategy and policies of the WDSF
3. to reinforce strong and amicable relationships between the European Member bodies of WDSF
4. to enter into hosting agreements with the WDSF in order to organize DanceSport competitions and events in Europe under the authority of WDSF and in accordance with WDSF rules and regulations
5. to advise and assist its members with their work in their own countries.

DanceSport Europe shall respect and abide by the WDSF statutes, rules and regulations as well as the decisions of the WDSF General Meeting, Presidium and Professional Division. DanceSport Europe can decide on rules and regulations for its members as long as the rules and regulations are not in opposition to the rules and regulations of the WDSF.

### **Art. 3 Resources and financial year**

DanceSport Europe shall raise funds to finance its activities by levying membership fees and exploiting any commercial rights that it controls, in particular rights in connection with events that it hosts with the agreement of WDSF. The federation may also accept donations and contributions of all kind.

The financial year shall be the calendar year.

## **II. Membership**

### **Art. 4 Membership**

Members of DanceSport Europe shall fall into one of the following classifications:

1. Full members

Full members shall be DanceSport bodies of countries belonging to the continent of Europe, which are recognized as full members by the WDSF.

2. Associate Members

Associate members shall be bodies, which are recognized as associate members by the WDSF.

3. Provisional Members

Provisional members shall be bodies belonging to the continent of Europe, which are recognized as provisional members by the WDSF.

Members of DanceSport Europe shall not be affiliated to any other European DanceSport body with the same purpose or a similar purpose to DanceSport Europe.

### **Art. 5 Admission and Termination of Membership**

Application for membership must be submitted to the general secretary. Admission is decided by the managing committee and occurs immediately upon acceptance by such committee.

No reason need be given when refusing an application. If an application is rejected, the unsuccessful applicant is entitled to require the general secretary to present its application to the next general assembly, which may admit any applicant by a two-thirds (2/3) majority vote.

The application must include:

1. a copy of the applicant's constitution;
2. a list of the applicant's members;
3. the names and addresses of the applicant's executive committee; and
4. the following statements: "we agree to abide by DanceSport Europe's Statutes, Rules and Regulations, and to abide by decisions of DanceSport Europe's general assembly and presidium."

The managing committee may require the applicant to answer questions and provide further financial and other information, including proof to the satisfaction of the managing committee that it does not conflict with, or is not in rivalry with an existing member of DanceSport Europe or the WDSF.

A member may resign from DanceSport Europe at any time by registered letter or facsimile transmission addressed to the general secretary who may accept or decline to accept such resignation. Such resignation does not affect the member's financial obligations for the current calendar year.

A member may be expelled by a two-thirds (2/3) majority vote of the general assembly. A motion to expel a member is not in order unless the proposer has given the member at least one month's notice of the proposer's motion to expel, by registered letter or facsimile transmission. A decision by the general assembly to expel a member is final.

Where a Full Member, Provisional Member or Associate Member loses the equivalent status within the WDSF, that entity automatically and immediately loses its status as a Member of DanceSport Europe and may only be re-admitted to DanceSport Europe upon re-admission to the WDSF.

## Art. 6 Disputes

In view of the composition of DanceSport Europe and the resultant difficulties in settling disputes judicially where problems arise between members or between members and DanceSport Europe, members and other persons subject to these Statutes waive the right to take such disputes to before state courts.

Subject to any provision in the Statutes or rules and regulations of DanceSport Europe or WDSF which provides for a dispute to be submitted to an organ of the WDSF or DanceSport Europe, disputes between members or between members and DanceSport Europe shall be submitted to the Court of Arbitration for Sport (Lausanne, Switzerland) and resolved in accordance with the Code of Sports-related Arbitration. The language of the arbitration shall be English.

For the avoidance of doubt, where a dispute falls to be decided by an organ of the WDSF (for example, the Presidium or the Disciplinary Council) in accordance with a provision of the WDSF Statutes or rules and regulations, such provision shall apply in priority to anything contained within these Statutes or within the rules and regulations of DanceSport Europe.

## Art. 7 Membership Fees

Members are required to pay an annual membership fee.

The amount of the annual membership fee shall be decided or amended by simple majority of the general assembly.

The membership fee for any year is due on January 1<sup>st</sup> of that year.

Membership fees paid after March 31<sup>st</sup> of any year are overdue.

Membership fees may not be set off by a member against any other debt or claim.

### **III. Organs of DanceSport Europe**

#### **Art. 8 Organs**

The Organs are:

1. the general assembly
2. managing committee
3. the financial controller

#### **Art. 9 General assembly**

The general assembly is the highest, the principal and original organ of DanceSport Europe and consists of the members' delegates. Each full member and associate member is entitled to send two delegates to the general assembly.

##### **Convocation of the General assembly**

The general secretary shall convene an annual general assembly by notice in writing to all members by electronic mail ("e-mail") on or before January 15th every year.

The general secretary shall communicate the date and venue for the general assembly by notice in writing to all members by e-mail at least four (4) months before the meeting of the general assembly.

Motions for the agenda must be submitted to the general secretary in writing by mail, facsimile transmission ("fax") or e-mail not later than three (3) months before the meeting of the general assembly and accompanied by a brief background statement by the proposer explaining the reason for the proposed intended effect of the Motion.

The general secretary shall communicate the final agenda and motions on notice for the meeting of the general assembly by sending e-mail at least two (2) months before the meeting to notify all members of the internet address of an internet web site where the said agenda and motions have been posted.

##### **Participation at the General assembly**

Each member with an entitlement to vote must provide one of its delegates with written power of attorney, which constitutes the authority to vote. Only one delegate per member may vote.

A delegate must be a member of the body he or she represents as a delegate and must be a natural person of at least 18 years of age and legally capable of managing all of his or her personal and business affairs.

Assignment of votes by proxy is permitted, but only in the following written form:

<-- begin of form -->

FOR THE MEETING OF THE MEMBERS OF DANCESPORT EUROPE  
SCHEDULED TO BE HELD ON (DATE OF MEETING) AT (PLACE OF MEETING).

The undersigned signatory of (NAME OF THE MEMBER) hereby appoints (PROXY HOLDER'S NAME), or in his absence (ALTERNATE PROXY HOLDER'S NAME) as the proxy holder for and on behalf of (NAME OF EDSF MEMBER) to attend, act and vote for and on behalf of (NAME OF EDSF MEMBER) at the above meeting and at any adjournments thereof, to the same extent and with the same powers as if the authorized Delegate of (NAME OF EDSF MEMBER) were present at the said meeting, or any adjournment thereof.

\_\_\_\_\_  
Signature of Authorized Signatory

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date

<-- end of form -->

Proxies are not valid and may not be used unless they are assigned to a duly authorized delegate to the assembly, completed and signed in this form, and delivered to the general secretary or the fax number or address permitted by the general secretary at least twelve (12) hours before the scheduled time of the assembly, provided always that if the general secretary is not satisfied with any form of proxy submitted to him or her then the general secretary shall submit the proxy for the approval of the assembly as the first order of business of the assembly after ascertainment of members present, and the decision of the assembly on the question shall be final.

No delegate may represent more than two further members by proxy in addition to his or her own member body.

Honorary members may serve as delegates. Honorary members may receive and vote proxies.

**Organisation of the General assembly**

At the general assembly each full member and associate member has one vote. Provisional members are not entitled to vote.

An ordinary general assembly must be held in every financial year, not later than end of October.

Without limitation, the general assembly has the following indefeasible tasks:

1. Approval of the minutes of the last general assembly
2. Election of the Managing Committee

3. Appointment of the financial controller
4. Establishing and modifying the statutes.
5. Approval of the annual financial statements.
6. Approval of the financial budget.
7. Fixing and modifying the annual membership fee.
8. Discharge and release of the Managing Committee.
9. Liquidation of DanceSport Europe

The general assembly is chaired by the president, or alternatively the vice president, or alternatively a delegate elected by the meeting for the whole or any part of the assembly.

The general meeting is duly constituted if at least one quarter (1/4) of the voting members (in terms of number of votes) is represented by delegates or proxy. If the general meeting is not duly constituted then a new general meeting may be convened with the same agenda, and that general meeting will be duly constituted regardless of the number of the members represented.

In order to ensure a fair and democratic process and the efficient conduct of business, the proceedings of the General Meeting shall be governed by the following Rules of Order:

- a. motions may be made by any Delegate, Member of the Managing Committee, or Honorary Member;
- b. the following take precedence over all other matters before the Meeting, in the following order: Points of Order (i.e. questions or objections regarding the proper order to be followed in the Meeting, including motions to close debate on any question), Points of Privilege (i.e. questions or objections touching on the privileges of a Delegate or a Member), and Points of Information (i.e. questions seeking further and better information and explanation of any matter before the Meeting);
- c. every Member of the Managing Committee may speak at the General assembly, and in the event of a dispute, the following is the order of precedence for speaking and proposing motions:
  - i. the Chairman;
  - ii. Managing Committee Members;
  - iii. Delegates;
  - iv. Honorary Members; and
  - v. guests
- d. the Chair shall recognize Delegates in order of their request to speak;
- e. subject to the vote of the Meeting, the Chair may impose time limits on debate and on proposers making and speaking to motions, and may impose equal time limits on any speaker wishing to speak to any matter;
- f. motions may only be tabled, amended, withdrawn or otherwise disposed of by vote of the Meeting as required in these Statutes, called by asking "who is in favour of this motion?";
- g. debate may only be closed by majority vote of the General assembly on a Point of Order; and
- h. other Rules of Order adopted by the General assembly on Points of Order,

provided always that in the event of a dispute over any Rule of Order, the General assembly may submit the dispute to the ruling of the Chairman, whose decision shall be final.

Except as otherwise provided in these statutes, the decision is made by the simple majority (out of the sum of the given yes votes or no votes or in case of person elections with several candidates the most votes for one candidate).

Decisions to amend these statutes require three (3) months' written notice to the general secretary and a two-thirds (2/3) majority vote (the sum of the given yes votes is at least two times as high as the sum of no votes). Furthermore, any proposal to amend the Statutes of DanceSport Europe must be approved in advance by WDSF.

Voting is by a show of hands, unless one-third (1/3) of the delegates present request a secret ballot.

Minutes must be taken in writing at every general assembly and verified by two (2) members of the managing committee forthwith after any adjournment thereof. They must be transcribed within one (1) month and signed by the president and another member of the managing committee. A copy shall be sent to all members by ordinary mail, fax, or e-mail without delay and in any event within two (2) months of the end of the meeting.

Notwithstanding any other provision to the contrary in these statutes, the managing committee may submit urgent motions to the general meeting without prior notice, with the approval of a two-thirds (2/3) majority vote.

## Art. 10 Managing Committee

The managing committee consists of:

- the president
- the vice president
- the general secretary
- the treasurer
- one to three ordinary members

The managing committee administrates DanceSport Europe.

The term of the managing committee is four years. If a member of the managing committee leaves, the president may propose a successor, which has to be elected by the managing committee and approved by the next general assembly.

The members of the managing committee are not ordinarily remunerated in respect of their work for the managing committee. However, members of the managing committee are entitled to a reimbursement of expenses properly incurred in connection with their work for the managing committee. . Notwithstanding the foregoing, where a member of the managing committee invests significant effort in a particular project, the managing committee may decide to compensate such member in connection with such project.

The work of the managing committee may be conducted by correspondence by mail, fax and e-mail. Meetings of the managing committee shall only be held if more than half the members are able to attend. Such meetings may be held by using means of remote telecommunication (teleconference, video-conference etc). Travelling expenses for such meetings will be paid as far as possible from DanceSport Europe's funds.

Decisions of the managing committee require a simple majority. Each member of the managing committee has one vote. The president has the casting vote in the case where no majority is found. Decisions of the managing committee can be taken by circular.

The managing committee may adopt its own operating policies in order to ensure the more democratic, collegiate and efficient conduct of DanceSport Europe's affairs.

## Art. 11 Powers and duties of the managing committee

When the general assembly is not in session, the managing committee possesses all of the powers which are not specifically reserved to another organ by law or under these statutes, and is empowered to make any decision which is not specifically reserved to other organs under these statutes, including taking action against members, athletes or other persons who violate or may violate the statutes or the rules, or harm or may harm DanceSport Europe.

The managing committee has the duty and the authority to manage and conduct the affairs of DanceSport Europe according to modern sports principles and modern management principles.

The managing committee has the following powers and duties, in particular:

1. to keep accounts;
2. to prepare the budget;
3. to implement the Statutes and the decisions of the general assembly;
4. to conduct the management of DanceSport Europe and supervise the same to the extent delegated.

The managing committee represents DanceSport Europe towards third parties. DanceSport Europe is bound by the signature of the Chairman and another member of the managing committee or, in the absence of the Chairman, by the signature of two other members of the managing committee.

The managing committee shall coordinate its activities and closely cooperate with the WDSF Presidium. In particular, the managing committee shall report on its activities in writing twice per calendar year to the WDSF Presidium and on an annual basis to the WDSF General Meeting.

The president is the chief political representative of DanceSport Europe and has the duty and authority to lead and to try to build consensus within DanceSport Europe. The president is also the Chief Executive Officer of DanceSport Europe and has full authority to manage the day-to-day business and sport affairs of DanceSport Europe.

The vice president is the deputy chief political representative of DanceSport Europe and, subject to the President's directions, has the duty and authority to lead and to try to build consensus. The Vice President is also the Assistant Executive Officer of DanceSport Europe and, subject to the President's directions, has authority to manage the day-to-day business of DanceSport Europe. In the event of the resignation, termination, death or incapacity of the President, the Vice President has the duty and authority to fully assume the office, authority and title of the President until the next general assembly, when a new President shall be elected.

The General Secretary is in charge of DanceSport Europe's office and its World Wide Web site, and acts according to the President's instructions.

The Treasurer is the Chief Financial Officer of DanceSport Europe and has the duty and full authority to manage the day-to-day financial and accounting affairs of DanceSport Europe according to modern Management Principles. The Treasurer has the duty to report to the general assembly and the managing committee regarding the accounts and financial affairs of DanceSport Europe.

The ordinary members and the vice president are responsible to undertake various functional activities as directed by the managing committee or the president.



## **Art. 12 Controllers of the annual financial statement**

The general assembly appoints the financial controller of DanceSport Europe, which may be individuals or a company.

The financial controller has the following duties, in particular:

1. to review the annual financial statements
2. to present a report to the general assembly of the financial statements

The term of the financial controller is four years.

## **IV. Final provisions**

### **Art. 12 Liability**

Only the society funds are liable for payment the debts of the society. A personal liability of the members of DanceSport Europe is excluded.

### **Art. 13 Liquidation of DanceSport Europe**

The liquidation of DanceSport Europe can be decided with a majority of 75 percent at the general assembly, if the general assembly has been announced at least two months in advance and with the agenda point "Liquidation of DanceSport Europe".

After the liquidation of DanceSport Europe, the remaining assets (money) have to be given to WDSF. The distribution of the money among the members is prohibited.

Notwithstanding the foregoing provisions of this article, in the event that DanceSport Europe loses recognition by WDSF (within the meaning of art. 5 bis of the WDSF Statutes) after having obtained the same and does not recover such recognition within a period of twelve months, DanceSport Europe shall be automatically dissolved and the managing committee shall take all measures necessary in order to effect the liquidation.

### **Art. 14 Coming into effect**

The official language of DanceSport Europe is English.

In any question of interpretation of the Statutes and any of its Rules and Regulations, the English version shall be binding.

### **Art. 15 Coming into effect**

These statutes have been accepted at the founding general assembly of 16<sup>th</sup> of August 2014 and have come into effect with this date.

## **V. Temporary arrangement**

### **Art. 16 Term of the first managing committee**

The term of the first managing committee ends with the next ordinary general assembly.

The next general assembly following the founding general assembly shall take place at minimum one day and at maximum two days before the 2015 Annual General Meeting of the WDSF.

The particular task of the first managing committee is to make DanceSport Europe ready for recognition by the WDSF.