



# **THE ECA STATUTES**

**ADOPTED BY  
ECA EXTRAORDINARY CONGRESS  
Antalya - Türkiye  
9 NOVEMBER 2024**

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## DEFINITIONS

In these Statutes, the following words have the following meanings, unless the context otherwise requires:

<b>Defined Words</b>	<b>Meanings</b>
<b>Athlete Representative</b>	means the member of the Board of Directors approved by Congress with specific board responsibility to share an athlete view in line with statute 11.22 – 11.25.
<b>Annual Plan</b>	means the annual business plan, which is approved and reviewed by the Board and identifies key actions for the year.
<b>Auditors</b>	means the Auditors appointed by the ECA to externally review the accounts of the ECA.
<b>Board or Board of Directors</b>	means the Board of Directors of the ECA who are elected in accordance with these Statutes.
<b>Board Meeting</b>	means a Board Meeting or meeting of the members of the Board of Directors of the ECA, which is conducted in person, or partially or entirely via an electronic communications platform, provided the platform allows every person participating to hear and speak to one another throughout such meeting.
<b>Budget</b>	means the Budget of the ECA, which is managed by the Board for the 2 years between Congresses.
<b>CEO</b>	means such person as the Board appoints from time to time as the Chief Executive Officer of the ECA (or their delegate) in accordance with Statute 11.28 - 11.29.
<b>Chair</b>	Means the President or their delegate who is responsible for chairing meetings of the board and chairing the Congress. Chair also means the person appointed to act as Chair for Committees of the ECA.
<b>Congress</b>	means the Congress of the ECA held every two years in accordance with Statute 10.
<b>Committee</b>	means any Committee of the ECA, appointed by the ECA in accordance with Statute 11.9 - 11.11.
<b>Continental Federation</b>	means a Continental Federation of ICF as determined by the ICF Statutes 2021, including Europe (ECA), Africa, Asia, Australasia, Pan American Canoe Federation.
<b>Members of the Board of Directors</b>	means the members of the Board of Directors of the ECA, elected by Congress in accordance with these Statutes to manage the business of the ECA.

<b>ECA</b>	means the European Canoe Association, recognised by the ICF.
<b>Europe</b>	means the continent of Europe as recognised by the ICF.
<b>Extraordinary Congress</b>	means a Congress called by the Board or the Members to consider Extraordinary Business of the ECA in accordance with Statute 10.34 - 10.38.
<b>Executive Officers</b>	means any paid members of staff who are employed or contracted by ECA.
<b>ICF</b>	means the International Canoe Federation, recognised by the IOC as the international governing body for paddle sport.
<b>Member or Member NF</b>	means National Federations in membership of the ICF and approved as Members of the ECA in accordance with Statute 8.1 – 8.6.
<b>Membership Fee</b>	means the annual fee proposed by the Board and approved by the Congress, payable by each Member NF as a condition of membership.
<b>Motions</b>	Means proposals properly presented to Congress by the Board or Member NFs in accordance with Statute 10.4.
<b>National Federation (NF)</b>	means a national organisation in each European country recognised as the body responsible for the development and administration of paddle sport in that country who are also in membership of ICF.
<b>Notice(s)</b>	means official communication in Writing from the ECA in advance of the Congress and Board meetings which provides the details and regulations of the meeting.
<b>Ordinary Business</b>	means the business of the Congress as defined in Statutes 10.10 to 10.11. Ordinary Business requires a Simple Majority of greater than 50% to be decided.
<b>President</b>	means the person elected from time to time as President of the ECA and Chair of the Board in accordance with these Statutes.
<b>Provisional Budget</b>	Means the two (2) year Budget of the ECA, prepared by the Board and presented for approval at Congress, but subject to change by the Board during its implementation, in the best interests of the ECA.
<b>Realised Budget</b>	Means the final Budget of the ECA for the past period of two (2) years which is presented by the Board for approval to Congress.

<b>Regulations</b>	means the Regulations and Policies of the ECA made by the Board in accordance with Statute 11.2 & 11.3.
<b>Secret Ballot</b>	means a vote at Congress or within a Board Meeting which takes place by casting votes confidentially on paper, rather than by a show of hands.
<b>Simple Majority</b>	means a majority of greater than 50% of the available votes cast.
<b>Special Business</b>	means the business of the Congress (other than the Ordinary Business) as identified in Statute 10.10.1 – 10.10.3 and requiring a majority of at least two thirds of the available votes to be decided.
<b>Statutes</b>	means these Statutes of the ECA which are the governing document approved the Members at Congress.
<b>Strategic Plan</b>	means the medium term business plan of ECA, which is approved by Congress. This shall provide clarity on the purpose and vision, the strategic goals, key actions and key performance measures of the ECA.
<b>Technical Committees</b>	means those Committees established by the Board in accordance with Statute 15, responsible for the technical matters within each discipline including the running of ECA Championships.
<b>Two Thirds Majority</b>	means a majority of at least two thirds of the available votes cast.
<b>World Anti-Doping Agency</b>	means the World Anti-Doping Agency (WADA), established in 1999 as an international independent agency which established the World Anti-Doping Code, adopted by ICF and other international and national federations of sport.
<b>Writing</b>	means written, digital, printed and other modes of representing or reproducing words in a visible form.

## **1. NAME AND RECOGNITION**

- 1.1. The name of the organisation shall be the European Canoe Association (ECA).
- 1.2. The ECA was established at the first ECA Congress in Rome on 11 December 1993 and was formally recognised by the International Canoe Federation (ICF) in accordance with the Resolution C.19.94. taken at the ICF Congress in Acapulco in 1994.
- 1.3. The ECA was established to promote and develop canoeing and paddle sport activities throughout Europe, in line with the ideals and plans of the ICF.
- 1.4. The ECA has the powers to operate as a Continental Federation of the ICF according to the ICF Statutes.

## **2. ORGANISATION STATUS**

- 2.1. The ECA is an international, non-governmental, not for profit organisation.

## **3. LOCATION**

- 3.1. The registered office of the ECA shall be in Europe and determined by the Board of the ECA.

## **4. OFFICIAL LANGUAGES**

- 4.1. The official languages of the ECA are English and French, with English as the primary language. All official documents of the ECA shall be written in English.

## **5. OBJECTIVES**

- 5.1. The Objectives for which the ECA is established are to:
  - 5.1.1. act as the internationally recognised governing body for canoeing and paddle sport in Europe;
  - 5.1.2. hold and maintain the membership for Europe within the ICF in accordance with the ICF Resolution C.19.94;
  - 5.1.3. understand and express the views of Member National Federations (NF) in Europe within ICF decision making; organise ECA Championships and competitions for recognised disciplines of paddle sport in Europe;
  - 5.1.4. develop and promote all aspects of paddle sport in Europe, including competition, recreational paddling and educational activities;
  - 5.1.5. take steps to positively manage the environmental and social impact of the activities of the ECA;
  - 5.1.6. ensure the health and well-being of the athletes and Members and protect the integrity of the sport;
  - 5.1.7. engage with the European Games and other such multi-sport competitions in ways that benefit the ECA and its Members;
  - 5.1.8. encourage and support Members to exchange knowledge and information, to strengthen paddle sport throughout Europe;
  - 5.1.9. develop and nurture relationships with any European bodies which can support the growth and delivery of paddle sport in Europe;
  - 5.1.10. operate as an effective Continental Federation of the ICF, with good governance and strong financial management;
  - 5.1.11. develop commercial and financial projects which directly or indirectly may benefit achieving the objectives of the ECA;
  - 5.1.12. increase the media coverage of ECA Championships and activities and generate commercial revenue for the development of the paddle sport throughout Europe.

## **6. POWERS**

- 6.1. The ECA shall have the powers to do all such lawful things that are consistent with its Objectives.
- 6.2. Subject to these Statutes, the powers shall be exercised by the ECA Board of Directors. The National Federations (NFs) shall delegate the responsibility for managing the affairs of the ECA to the Board, other than for those matters which are defined as the responsibilities of Congress in Statute 10.3.
- 6.3. The income and property of the ECA shall only be used to meet the Objectives. No portion of this shall be paid or transferred, directly or indirectly to the ECA Board of Directors or Members, other than in the payment of expenses as detailed in Statute 6.4.
- 6.4. Nothing in Article 6.3 shall prevent the proper payment in by the ECA to any member of the Board of Directors or Committee member of reasonable and proper out of pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the ECA.

## **7. RESPONSIBILITIES TO THE ICF AND OTHER ASSOCIATED ORGANISATIONS**

- 7.1. The ECA accepts the final and binding authority and jurisdiction of the ICF in relation to all international matters and shall ensure that the ECA complies with the necessary ICF membership obligations, including:
  - 7.1.1. recognising the jurisdiction and authority of the Court of Arbitration for Sport (CAS) where the arbitration rules of the CAS are mandated by ICF;
  - 7.1.2. meeting minimum ICF standards, as advised by ICF from time to time;
  - 7.1.3. agreeing to be bound by the WADA Anti-Doping Code and regulations.

## **8. MEMBERSHIP**

### **Eligibility for Membership**

- 8.1. All National Federations (NF) in Europe affiliated to the ICF, shall be eligible to become Members of the ECA.
- 8.2. Members of the ECA shall be those National Federations (NFs), which have been approved by the Congress and who remain in membership of ICF.
- 8.3. All Members shall be bound by and subject to these Statutes and the Regulations.

### **Applications for Membership**

- 8.4. An NF wishing to become a Member, shall make a formal application to the ECA Board which must be signed by its President and one other member of their board. This must be submitted to the Chief Executive Officer (CEO) of the ECA with the following:
  - 8.4.1. a copy of its Statutes in English;
  - 8.4.2. contact details of its President and/or General Secretary;
  - 8.4.3. evidence of its membership of ICF.
- 8.5. The Board shall consider the application and if agreed, shall submit its recommendation to the next Congress for acceptance.



8.6. Applications for Membership shall be considered at the next Congress as a Special Resolution.

### **Membership Fee**

8.7. The Congress shall fix the annual Membership Fee payable to the ECA, for the period between two meetings of the Congress.

8.8. The annual Membership Fee shall be paid on request by each Member to the ECA. In order to retain its membership of the ECA, a Member shall pay the annual Membership Fee during the first quarter of each year and by no later than the 31<sup>st</sup> March each year.

8.9. If a Member has not paid its fees by the due date, they shall not be eligible to attend and vote at the Congress and athletes from that National Federation shall be ineligible to take part in any European championships or in any other European international competitions or activities organised under the jurisdiction of the ECA, until all outstanding fees have been paid.

### **Resignation of Membership**

8.10. A Member wishing to withdraw from the membership of the ECA shall give notice of resignation in Writing to the ECA Board.

8.11. A Member cannot be regarded as having resigned its membership of the ECA until all outstanding dues have been paid.

### **Suspension of Membership**

8.12. The Board shall have the power to suspend a Member in accordance with the Regulations.

### **Expulsion from Membership**

8.13. If there are any justified reasons such as the violation of agreements with the ECA, the Congress has the power to expel a Member by Special Resolution.

## **9. THE STRUCTURE OF THE ECA**

9.1. The governance structure of the ECA shall consist of the:

- 9.1.1. Congress
- 9.1.2. ECA Board of Directors
- 9.1.3. ECA Committee structure

## **10. THE CONGRESS**

### **Congress Powers**

10.1. The ECA shall hold a Congress every two years (in the year ending in an 'odd' number e.g. 2023, 2025).

10.2. The Congress shall be held at the time and place determined by the Board, provided that every Congress shall be held not more than thirty (30) months after the preceding Congress.

10.3. The Congress shall be held for the following purposes:

- 10.3.1. to conduct elections as required;
- 10.3.2. to receive and approve the audited accounts of the ECA;
- 10.3.3. to receive and approve the ECA Budget principles and Provisional Budget for the forthcoming two years, and to approve the Realised Budget of the past period;
- 10.3.4. to approve the Membership Fee for the following two years;
- 10.3.5. to receive from the Board a report on the delivery of the ECA strategy since the previous Congress and to approve the ECA's Strategic Plan for the next two years;
- 10.3.6. to transact such other business as may be brought before it by the Board or its members in accordance with Statute 10.4.

10.4. Any Motions for discussion at the Congress originating from the Members rather than the Board in accordance with Statute 10.3.6, must be signed by at least two Members entitled to vote in accordance with these Statutes and lodged with the CEO at least 12 weeks prior to the date of the Congress.

### **Notice of and Calling Congress**

10.5. Congress shall be called on at least 26 weeks by written Notice to the Members.

10.6. The Notice shall be sent to all Members, the Board of Directors and the ICF and shall:

- 10.6.1. specify the date, time and place of the Congress;
- 10.6.2. set out the business identified by the Board to be transacted at the Congress;
- 10.6.3. call for any nominations for positions which will become vacant;
- 10.6.4. call for any business to be presented by Members;
- 10.6.5. confirm the date when these must be received by the CEO.

10.7. The accidental omission to give Notice of a meeting to, or the non-receipt of such Notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting.

### **Deadline for Motions from Members**

10.8. Motions for amendments to the Statutes or any other Motions submitted by Members or the Board, must also be submitted to the CEO of the ECA at least 12 weeks before the opening day of the Congress.

### **Final Notices for Congress**

10.9. At least forty five (45) days before the Congress, the final Notice shall be sent to the Members, the Board of Directors and the ICF and shall include the following;

- 10.9.1. confirmation of the date, time and venue of the Congress;
- 10.9.2. the agenda;
- 10.9.3. a report from the Board of Directors;
- 10.9.4. the financial report and auditors report;
- 10.9.5. the Provisional Budget for next two years and the Realised Budget from the past period;
- 10.9.6. details of the candidates being nominated for the vacant positions;
- 10.9.7. an update on the delivery of the strategy and the strategic plan for the next two years;
- 10.9.8. any special business presented by the Board or the Members.

## **The Ordinary and Special Business at the Congress**

- 10.10. All business transacted at a Congress shall be Ordinary Business, with the exception of the following which shall be transacted as Special Business;
- 10.10.1. to accept or expel a Member,
  - 10.10.2. any proposals originating from the Board or the Members to amend the Statutes
  - 10.10.3. any other business presented by the Members.
- 10.11. Ordinary Business shall require a Simple Majority of votes cast in order to be passed. Special Business shall require a Two Thirds Majority of votes to be passed.
- 10.12. If it is proposed that the ECA should be dissolved or wound up, this must be considered within an Extraordinary Congress as set out within Statutes 10.34-10.38.
- 10.13. At any Congress, only the business notified in the agenda accompanying the Notice shall be transacted. Amendments must be kept within the terms of the motion and the chair of the meeting shall have power to refuse any amendment which substantially alters the intention of the motion.

## **Attendance and Voting at Congress**

- 10.14. The Board may make whatever arrangements they consider appropriate to enable those attending a Congress to exercise their rights to speak and vote. The Congress may be conducted in person, or partially or entirely via an electronic communications platform, provided the platform allows every person participating to hear and speak to one another throughout the Congress and to vote by a show of hands or by secret ballot.
- 10.15. Each Member may participate in the Congress with a maximum of three (3) delegates, duly authorised by the Member, so long as more than one gender is represented, otherwise the maximum number of delegates will be two (2).
- 10.16. Only Members have the right to vote at the Congress.
- 10.17. Each Member present is entitled to only one (1) vote.
- 10.18. The chair of the meeting may permit other persons who are not Members to attend and speak at a Congress, but not to vote on any matter.
- 10.19. Members of the Board of Directors and Technical Committees may attend the Congress but are ineligible to vote unless they are holding the vote for their Member NF.
- 10.20. The ICF President or their delegate may attend the Congress but is ineligible to vote.
- 10.21. A resolution put to the vote of a Congress must be decided on a show of hands unless a Secret Ballot is determined by the Board or duly demanded in accordance with Statute 10.31-10.34.
- 10.22. All elections at Congress shall be conducted by Secret Ballot.
- 10.23. The resolutions of the Congress are final and may only be altered by the Congress itself.

## **Quorum for Congress**

- 10.24. More than fifty per cent (50%) of the Members must be present to form a quorum. No business may be transacted at a Congress if the persons attending the Congress do not constitute a quorum.

## **Chairing Congress**

- 10.25. The President shall chair the Congress. If the President is absent or is not present within fifteen (15) minutes after the time appointed for holding the meeting, a Vice President shall chair the meeting or the ECA Board of Directors present at the meeting shall appoint another Member of the Board of Directors to chair the meeting. The appointment of the Chair of the meeting, must then be the first business of the meeting.

## **Adjournment**

- 10.26. If within thirty (30) minutes of the time at which the meeting was due to start, the persons attending a Congress do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 10.27. The Chair of the meeting may also adjourn a Congress at which a quorum is present if:
- 10.27.1. the meeting consents to an adjournment; or
  - 10.27.2. it appears to the Chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 10.28. The Chair of the meeting must adjourn a Congress if directed to do so by the meeting.
- 10.29. When adjourning a Congress, the Chair of the meeting must:
- 10.29.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
  - 10.29.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 10.30. No business may be transacted at an adjourned Congress which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **Secret Ballots**

- 10.31. A Secret Ballot may be demanded on any resolution by any Member of the ECA:
- 10.31.1. in advance of the Congress where it is to be put to the vote; or
  - 10.31.2. at a Congress, before a show of hands on that resolution.
- 10.32. A demand for a Secret Ballot may be withdrawn if the Secret Ballot has not yet been taken, and the Chair of the meeting consents to the withdrawal.
- 10.33. Secret Ballots shall be taken as the Chair of the meeting directs and s/he may appoint scrutineers from amongst the non-voting attendees. The scrutineers must include at least one male and one female and they shall not be from the same National Federation.
- 10.34. The Chair of the meeting shall determine when the result of the Secret Ballot may be declared. The result of the Secret Ballot shall be deemed to be the resolution of the meeting at which the Secret Ballot was demanded.

## **Extraordinary Congress**

- 10.35. An Extraordinary Congress must be called when at least the Simple Majority of the Members submit a request in Writing to the ECA CEO giving reasons thereof; or when

- the ECA Board considers that circumstances have arisen warranting an Extraordinary Congress.
- 10.36. On receipt of a written request made in accordance with 10.34 the Board must call an Extraordinary Congress within 12 weeks of having received or made the request for the Congress.
- 10.37. At least forty five (45) days before the Extraordinary Congress, the CEO shall inform the Members and the Board of Directors with the following;
- 10.37.1. The date, time and venue of the Extraordinary Congress
- 10.37.2. Details of the matters to be discussed
- 10.38. An Extraordinary Congress shall only deal with such matters, which have caused the meeting to be convened.
- 10.39. The Extraordinary Congress will be conducted in accordance with the applicable guidelines for the Congress in Statute 10.

## **11. THE BOARD**

### **Board Powers**

- 11.1. The business of the ECA shall be managed by the Board, who may exercise all Powers and take any actions on behalf of the ECA, which are not required to be undertaken by the Congress.

### **Board of Directors' Discretion to Make Regulations**

- 11.2. Subject to its overall responsibilities the Board shall set the strategic direction of the ECA, including matters such as governance, finance, remuneration, nominations, stakeholder relations, insurance and other relevant assurance arrangements.
- 11.3. The Board shall have the power to make, vary and revoke Regulations for the better administration of the ECA including (without limitation):
- 11.3.1. Developing and monitoring the Strategic Plan;
- 11.3.2. Developing, approving and reviewing progress of the Annual Plan;
- 11.3.3. Formalising the delegated powers of the Executive Officers and Committees;
- 11.3.4. Drafting and proposing the Provisional Budget, managing the Budget with the powers to make amendments in the best interest of the ECA and reporting the Realised Budget to Congress;
- 11.3.5. Establishing, monitoring, reviewing and implementing all policies required for the ECA to properly operate including but not limited to: Championships Policy, Anti-Doping Policy, Disciplinary and Disputes Policy, HR Policies for employees;
- 11.3.6. Supervising risk management and safety matters;
- 11.3.7. Maintaining the integrity of the ECA's brand;
- 11.3.8. Appointing Board Advisors;
- 11.3.9. Managing all Board review processes;
- 11.3.10. Making recommendations for ECA honours.
- 11.4. No valid act carried out by the Board, shall be invalidated by a subsequent resolution passed by the ECA in a Congress.
- 11.5. The Board may delegate any of the Powers
- 11.5.1. to such person, Committee, Member, or other such person or organisation;

- 11.5.2. by such means and to such an extent and on such terms and conditions, as it thinks fit.
- 11.6. All acts and proceedings delegated under Article 11.5 shall be reported back to the Board in due course.
- 11.7. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 11.8. The Board may withdraw any delegation in whole or part or alter its terms and conditions.

### **Committees of the Board**

- 11.9. The Board shall have the Powers to form Committees of the Board to support the proper functioning of the Board and the ECA as a whole.
- 11.10. All ECA Committees are accountable to the Board of the ECA. The composition, function, and powers of these Committees shall be in accordance with the terms of reference for each Committee which shall be approved by the Board.
- 11.11. The ECA must establish Technical Committees, in accordance with Statute 16 for each competition discipline in which the ECA holds or plans to hold championships.

### **Appointment of Board Directors**

- 11.12. Each member of the Board must be at least eighteen (18) years of age, but membership of the Board shall not be subject to a maximum age limit.
- 11.13. The ECA shall seek to create a Board with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that will further the Objectives.
- 11.14. The Board will consist of;
  - 11.14.1. The President
  - 11.14.2. Two (2) Vice Presidents
  - 11.14.3. The Athlete Representative
  - 11.14.4. Seven (7) elected members of the Board of Directors
- 11.15. The number of the members of the Board of Directors shall be no less than seven (7) and no more than eleven (11).
- 11.16. All of the members of the Board of Directors including the President, shall be appointed on a voluntary basis and shall not receive any remuneration.

### **President**

- 11.17. The President shall be elected by the Congress.
- 11.18. The responsibilities of the President shall be detailed within a role description but shall include;
  - 11.18.1. to guide and oversee the strategy and direction of the ECA as agreed by the ECA Congress;
  - 11.18.2. to chair the meetings of the Congress and the Board of Directors;
  - 11.18.3. to represent the ECA within the ICF Executive Committee and the ICF Board;
  - 11.18.4. to represent the ECA within international sports authorities and other partners;
  - 11.18.5. to represent the ECA at ECA events and championships;
  - 11.18.6. to manage the review processes of the Board;
  - 11.18.7. to act as the manager of the CEO;
  - 11.18.8. to propose to the Board ad-hoc working groups as may be required.

- 11.19. The reasonable and approved expenses of the President, incurred in carrying out their duties, shall be reimbursed in full by the ECA.

### **Vice-Presidents**

- 11.20. Two (2) Vice Presidents shall be elected by the Congress. The two (2) Vice-Presidents must be of a different gender.

- 11.21. The responsibilities of the Vice Presidents shall be detailed within a role description but shall include;

- 11.21.1. to assist the President and to represent the ECA at ECA events, championships and on other occasions as requested by the President;

- 11.21.2. to serve as a member of the Board of Directors.

### **Athlete Representative**

- 11.22. The Athlete Representative shall be approved by the Congress.

- 11.23. S/he will be nominated by the athletes, in processes which shall be determined and agreed by the Board.

- 11.24. The Athlete Representative shall serve for a maximum term of one four (4) year period.

- 11.25. The responsibilities of the Athlete Representative shall be detailed within a role description but shall include;

- 11.25.1. to liaise with athletes involved in each discipline and share views within the ECA as required;

- 11.25.2. to serve as a member of the Board of Directors

- 11.25.3. to assist the President and to represent the ECA at ECA events, championships and on other occasions as requested by the President.

### **Elected Members of the Board of Directors**

- 11.26. The Seven (7) Elected members of the Board of Directors shall be elected by the Congress with a minimum of two (2) from each of the male and female gender.

- 11.27. The responsibilities of the Elected members of the Board of Directors shall be detailed within a role description but shall include;

- 11.27.1. to serve as a member of the Board of Directors

- 11.27.2. to assist the President and to represent the ECA at ECA events, championships and on other occasions as requested by the President.

### **Chief Executive Officer**

- 11.28. The Board may appoint a Chief Executive Officer (CEO) for such term, at such remuneration and upon such conditions as it thinks fit and any CEO so appointed may be removed by the Board.

- 11.29. The CEO shall not be a member of the Board of Directors of the ECA, but shall attend Congress, Board Meetings and other Committee Meetings of the ECA. The responsibilities of the CEO shall be contained within a detailed role description but shall include;

- 11.29.1. to manage the day to day running of the ECA including communications with Members and the members of the Board of Directors;
- 11.29.2. to be responsible for the day to day financial management of the ECA;
- 11.29.3. to work with the President to establish the agendas and all matters of administration of the Congress and the meetings of the Board of Directors of the ECA;
- 11.29.4. to work with the Technical Committees to support the administration of Championships of the ECA;
- 11.29.5. to manage the work of other employees of the ECA and manage any contractors of the ECA;
- 11.29.6. to represent the ECA as required.

### **Board Advisors**

- 11.30. The Board when it deems necessary, may appoint up to three (3) people to be Board Advisors in specialist areas which are set out in the Strategic Plan and may need specialist skills or additional focus in areas such as but not limited to: legal matters, broadcast and streaming, sponsorship and commercial, digital strategy and communications.
- 11.31. The Board shall set out the requirements in a role description and recruit these roles, through an open and transparent recruitment process.
- 11.32. The term of the appointment will be determined by the Board.
- 11.33. The Board Advisors will be invited to attend Meetings of the Board and Congress but shall not be entitled to a vote.

### **Nominations for Board positions**

- 11.34. The Members shall submit candidates for the Board positions to be elected at Congress, to the CEO. Candidates shall be presented through the National Federation where the nominees are a member. Candidatures must be signed by the President or Secretary General of that Federation.
- 11.35. Nominations for the positions shall be submitted at least 12 weeks before the opening day of the Congress.
- 11.36. The candidature must be submitted in Writing by the nominating Member and this should include a profile of the candidate.
- 11.37. Each Member may only nominate one person for each vacant Director position.
- 11.38. In the case where there have been no candidates for a position submitted in accordance with these statutes in advance of Congress, candidates will be accepted at the opening of the Congress.

### **Elections**

- 11.39. Elections for those positions appointed by Congress shall take place by Secret Ballot.
- 11.40. In order to be elected by Congress to any ECA position, a Simple Majority of votes is required. If none of candidates obtains the majority, the ballot shall be repeated. The candidate obtaining the lowest number of votes in each ballot shall be eliminated until a Simple Majority is achieved for the place or places available. If a Simple Majority is not achieved, then the vote will take place again and should that fail to elect a candidate then no appointment will be made and new candidates will be invited for nomination at the next Congress.

### **Board of Directors' Terms of Office**



- 11.41. Notwithstanding any other provision of these Statutes, a member of the Board of Directors shall hold office for up to four (4) years from the date of his or her appointment or until (if earlier) he or she ceases to be a member of the Board of Directors in accordance with Article 11.73.
- 11.42. The terms of the members of the Board of Directors will be staggered, so that all of the members of the Board of Directors do not retire at the same time. This Board succession plan will be managed by the Board and be in accordance with the terms of the member of the Board of Directors as set out in these Statutes.
- 11.43. A member of the Board of Directors shall not serve more than three (3) consecutive four (4) year terms of office on the Board.
- 11.44. Exceptionally, a member of the Board of Directors, who at the date of adoption of these Statutes, was elected to the Board (or the Board of the ECA under the previous Statutes) prior to 2019, shall be eligible to stand for election to the Board for three (3) consecutive four (4) year terms of office from 2019.
- 11.45. A member of the Board of Directors who ceases to be a member of the Board having completed their maximum term of office shall not be eligible to stand for re-election to the Board for a period of at least four (4) consecutive years, except as provided for in 11.43.
- 11.46. A member of the Board of Directors who has completed their maximum term of office may stand for election as President for a further maximum two (2) consecutive terms of four (4) years. For the avoidance of doubt this provision does not apply to The President who shall be eligible to serve no more than three (3) consecutive four (4) year terms of office as President.

### **Casual Vacancies**

- 11.47. A casual vacancy arising among the offices of President, Vice-President, or other members of the Board of Directors shall be filled by the Board until the following Congress.

### **Calling a Meeting of the Board**

- 11.48. The Board may meet, adjourn and otherwise regulate their Meetings as they deem fit.
- 11.49. A Board Meeting or committee meeting may be conducted in person, or partially or entirely via an electronic communications platform provided the platform allows every person participating to hear and speak to one another throughout such meeting and to vote.
- 11.50. Meetings of the Board shall usually take place at least four (4) times in each calendar year. The calendar of meeting dates shall usually be set twelve (12) months in advance and the details of each meeting including the date and location, shall be shared with the Board of Directors at least 30 days in advance of each meeting.
- 11.51. Any member of the Board of Directors may call a Meeting of the Board if circumstances require an urgent meeting, by giving at least seven (7) days' notice of the Meeting to the members of the Board of Directors or by directing the CEO to give such notice.
- 11.52. Notice of any Meeting of the Board shall be given to each member of the Board of Directors in writing and must indicate:
- 11.52.1. the proposed date and time;
- 11.52.2. whether the meeting is to take place in person or online and details of the Meeting arrangements;

11.52.3. the agenda and papers for the Meeting.

### **Participation in Meetings of the Board**

11.53. Subject to these Statutes, members of the Board of Directors participate in a Meeting of the Board, or part of a Meeting of the Board, when:

11.53.1. the Meeting has been called and takes place in accordance with these Statutes; and

11.53.2. they can each communicate to the others by any method (virtual or otherwise) any information or opinions they have on any particular item of the business of the meeting.

11.54. Any member of the Board of Directors participating via an electronic communications platform shall be deemed to be present in person at the Meeting and shall accordingly be counted in the quorum and be entitled to vote.

### **Composition of the Board and Quorum**

11.55. The quorum for Meetings of the Board shall be a Simple Majority of the number of the members of the Board of Directors who are at that time elected members of the Board.

11.56. The Board may act notwithstanding any vacancy in its body, provided that if the number of the members of the Board of Directors shall at any time be less than the minimum set out in these Statutes, it shall be lawful for them to act as the Board for the purpose of filling a casual vacancy arising among the members of the Board of Directors in accordance with Statute 11.46, calling another meeting of the Board or calling a Congress, but not for any other purpose.

### **Chairing of Meetings of the Board**

11.57. The President shall chair all Meetings of the Board at which s/he shall be present. If a meeting is scheduled and it is known in advance that the President will not be present, they shall nominate another member of the Board of Directors to act as chair of the meeting.

11.58. If at any meeting the President is unexpectedly absent, within fifteen (15) minutes (either in person or by any permitted method) after the time appointed for holding the meeting, the members of the Board of Directors present shall choose one (1) of their members to be Chair of the meeting. The person so appointed for the time being is known as the Chair of the meeting.

### **Decision making by the Board of Directors**

11.59. Within a Board Meeting, decisions of the Board shall usually be agreed by consensus, but where a vote is required, a decision will require a Simple Majority of the available votes at that meeting.

11.60. Voting on any issue at a Meeting of the Board shall usually be by a show of hands and each member of the Board shall be entitled to one (1) vote.

11.61. At the request of the President or more than 50% of the members of the Board of Directors present, a vote can be taken by Secret Ballot.

- 11.62. There may be occasions where at the discretion of the President, the Board may take a decision between Meetings on an issue or issues, by a digital vote via email. These decisions will be recorded in the minutes of the next Board Meeting.

### **Casting Vote**

- 11.63. If the numbers of votes for and against a proposal at a meeting of the Board are equal, the Chair of the meeting shall have a casting vote.

### **Records of Decisions**

- 11.64. The Board must ensure that the ECA keeps Minutes, for at least six (6) years from the date of the decision recorded, of every appointment by the Board and of every Majority decision taken by the Board (and all Committees of the Board) and by the ECA at a Congress.
- 11.65. Any minutes signed by the Chair of the meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **Conflicts of interest**

- 11.66. Members of the Board of Directors are required to formally declare all interests that conflict or have the potential to conflict with the interests of the ECA, through completion and return of the ECA Conflict of Interest Declaration Form. This shall be completed initially on taking up their position as a member of the Board of Directors and refreshed annually thereafter or on further occasions when an additional interest needs to be declared.
- 11.67. A member of the Board of Directors who believes that a potential conflict of interest exists, should in the first instance raise the matter with the President at the point when a conflict or potential conflict of interest arises and should not wait for the annual renewal to do so.
- 11.68. Once an actual, potential or perceived conflict of interest is identified, it must be entered into the Register of Interests, as well as being notified to the other members of the Board of Directors. The Register of Interests must be maintained by the CEO and will record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).
- 11.69. Once a conflict of interest has been appropriately disclosed, the remaining members of the Board of Directors should decide by Simple Majority, whether an actual, potential or perceived conflict of interest exists. This should be done at the start of the next meeting of the Board of Directors and prior to any business of the meeting taking place.
- 11.70. The result of this decision should be recorded on the Register of Interests. Where it is decided that a conflict does exist, the individual member of the Board of Directors may not:
- 11.70.1. vote on any relevant matter;
  - 11.70.2. be included in the quorum in respect to the voting on any relevant matter; or
  - 11.70.3. participate in any discussions in respect of any relevant matter unless this is considered allowable by the Chair.

### **Board of Directors' Indemnity and Insurance**

- 11.71. Each member of the Board of Directors shall be indemnified against all costs, charges, losses, expenses and liabilities incurred when acting as a member of the Board of Directors of the ECA.
- 11.72. The members of the Board of Directors may decide to purchase and maintain insurance, at the expense of the ECA , for the benefit of any relevant officer in respect of any relevant loss.

### **Code of Conduct for Directors**

- 11.73. Members of the Board of Directors shall;
- 11.73.1. act honestly and in good faith at all times, in the interest of the ECA and its owners/stakeholders, ensuring that all stakeholders are treated fairly according to their rights;
- 11.73.2. carry out their duties in a lawful manner and ensure that the ECA carries out its business in accordance with the law;
- 11.73.3. avoid conflicts of interest in as far as this is possible. Where such conflicts arise, the member(s) of the Board of Directors concerned will act within the terms of the Board's Conflict of Interest Policy;
- 11.73.4. be diligent, attend Board meetings, and allow sufficient time to prepare for Board meetings to allow for full and appropriate participation in the Board's decision making;
- 11.73.5. observe the confidentiality of non-public information acquired by them in their role as members of the Board of Directors and not disclose to any other person such information;
- 11.73.6. act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;
- 11.73.7. be loyal and supportive to the Board, abiding by Board decisions once reached;
- 11.73.8. monitor the management and performance of the ECA;
- 11.73.9. ensure that the independent views of the members of the Board of Directors are given due consideration and weight;
- 11.73.10. regularly review their own performance as the basis for their own development.

### **Termination of a Member of the Board of Directors' Appointment**

- 11.74. A person shall cease to be a member of the Board of Directors of the ECA as soon as:
- 11.74.1. that person has been declared bankrupt; or
- 11.74.2. notification is received by the ECA from the member of the Board of Directors that the member of the Board of Directors is resigning from office, and such resignation has taken effect in accordance with its terms; or
- 11.74.3. that person shall have been absent for more than three (3) consecutive Board meetings without permission of the Board; or
- 11.74.4. at least seventy five per cent (75%) of the other members of the Board acting together resolve that his or her office be vacated; or
- 11.74.5. the period for which s/he was elected has ended and s/he has not been re-elected.

## **12. DISCIPLINARY AND DISPUTE PROCEDURES**

- 12.1. The ECA has the powers to investigate disputes and disciplinary matters and take disciplinary measures in accordance with the ECA Disciplinary and Disputes Policy, which is approved by the Board.

### **13. FINANCIAL MANAGEMENT**

- 13.1. The Board shall ensure that accounting records of the ECA are kept in accordance with the company laws of the country which is hosting the office of the ECA.
- 13.2. Accounting records shall be kept according to the requirements of the Board and shall always be open to the inspection of the Board of Directors.
- 13.3. The Board will usually appoint a Finance Committee from within its members of the Board of Directors to review the financial policies and procedures of ECA and review the income and expenditure accounts, balance sheet, cash flow and reserves of the ECA.
- 13.4. Once in every year the accounts of the ECA shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified external Auditors.
- 13.5. The Board will provide a finance report to each Congress. The report will include at least an income and expenditure account for the period since the last Congress, a report of the Board and the Auditors, and a balance sheet, all of which shall be framed in accordance with any statutory requirements for the time being in force and shall be issued with the papers of the Congress.

### **14. ELECTION PROCEDURE FOR ECA REPRESENTATIVES TO THE ICF**

- 14.1. Four (4) members of the Board of Directors of the ECA shall be elected at the ECA Congress as ECA representatives to the ICF Board of Directors and must include members of the Board of Directors from each of the male and female gender.
- 14.2. Only members of the Board of the Directors of the ECA can hold this position.
- 14.3. The President is automatically elected among the 4 ECA representatives to the ICF Board of Directors and his/her mandate is for 4 years.
- 14.4. The CEO of the ECA will advise Members of vacancies for the ICF Board of Directors and invite nominations within the Congress Notices.
- 14.5. To be eligible for election to the other three (3) ECA representatives to the ICF Board of Directors roles, the Member NF of a currently elected member of the Board of Directors of the ECA, must write to the CEO of the ECA confirming the nomination of their candidate for the role as an ECA representative to the Board of Directors of ICF.
- 14.6. For new candidates seeking election to the ECA Board and a nomination to the ICF Board, the Member NF nominating them must make it clear in Writing within their nomination that they support the candidate for the role of the member of the ECA Board of Directors and ECA representative to the ICF Board of Directors.
- 14.7. These roles will be elected at a Congress of the ECA, with a term of four (4) years, or less to match their remaining term as a member of the Board of Directors of the ECA, if this is less than four (4) years. A person cannot remain a member of the Board of Directors of the ICF if they are not a member of the Board of Directors of the ECA.

## **15. THE TECHNICAL COMMITTEES**

- 15.1. The Board of the ECA shall determine the number of Technical Committees but must establish a Technical Committee in each of the competition disciplines in which it hosts or intends to host championships.
- 15.2. The Technical Committees are responsible for the technical matters within the sport and shall ensure that ECA championships are run in line with the contracts signed with ECA and the rules of the sport as determined by the ICF and the ECA.
- 15.3. The Chair of each Technical Committee must be nominated by their Member NF and shall be appointed by the Board.
- 15.4. All ECA Technical Committees are accountable to the Board of the ECA. The Board of the ECA will approve the terms of reference and membership of each Technical Committee.
- 15.5. The Technical Committees shall usually consist of five (5) members and it is preferable that more than one gender should be represented.
- 15.6. The Chair shall serve for a term of four (4) years and shall be eligible for reappointment for further terms.
- 15.7. Members of the Technical Committees shall be nominated by their NF and shall be approved by the ECA Board in accordance with the ECA policies.
- 15.8. The members of the Technical Committee are appointed for four (4) year period and shall be eligible for reappointment for further terms.

## **16. ECA CHAMPIONSHIPS**

- 16.1. All ECA Championships, with the exception of those which are held as part of a multisport games/championships, must be bid for, awarded and conducted under the guidance of the Board of Directors of the ECA and in accordance with the ECA Championships Policy.
- 16.2. The ECA will usually follow the ICF Statutes and technical rules, but may have different competition rules, subject to the consultation with the Chair of the appropriate ICF Standing Committee.

## **17. DISSOLUTION**

- 17.1. A motion for the dissolution of the ECA shall require to be considered at an Extraordinary Congress convened for that purpose and shall be treated as Special Business.
- 17.2. An Extraordinary Congress convened for this purpose shall be run in accordance with the statutes outlines in 10.34 – 10.38.
- 17.3. If upon the winding up or dissolution of the ECA there remains, after the satisfaction of all its debts and liabilities, any property of the ECA, this shall be distributed among the Members of the ECA in proportion to the fees paid by each of the members in the year preceding the wind up of the company.

## **18. MATTERS NOT COVERED BY THE STATUTES**

- 18.1. All matters not specifically covered by these ECA Statutes shall be determined by the Board.

**END**