



# Statutes

Adopted: February 21<sup>st</sup>, 2020, Brussels, Belgium

Amended: November 18<sup>th</sup>, 2021, Eilat, Israel

<b>I.</b>	<b>GENERAL PROVISIONS.....</b>	<b>3</b>
	<b>A.</b> NAME, HEADQUARTERS, LEGAL FORM AND BRANCHES .....	3
	<b>B.</b> PURPOSE AND OBJECT .....	3
<b>II.</b>	<b>MEMBERSHIP.....</b>	<b>5</b>
	<b>A.</b> GENERAL.....	5
	<b>B.</b> MEMBERSHIP APPLICATION & ADMISSION.....	5
	<b>C.</b> FULL MEMBERSHIP .....	6
	<b>D.</b> ASSOCIATE MEMBERSHIP .....	7
	<b>E.</b> OBSERVER MEMBERSHIP.....	8
	<b>F.</b> MEMBERSHIP SUBSCRIPTION .....	9
	<b>G.</b> END OF MEMBERSHIP.....	9
	<b>H.</b> HONORARY MEMBERSHIP .....	10
<b>III.</b>	<b>ORGANIZATIONAL STRUCTURE OF EEF .....</b>	<b>10</b>
	<b>A.</b> GOVERNING BODIES.....	10
	<b>B.</b> SECRETARIAT.....	10
<b>IV.</b>	<b>GENERAL ASSEMBLY .....</b>	<b>11</b>
	<b>A.</b> GENERAL.....	11
	<b>B.</b> ORDINARY GENERAL ASSEMBLY MEETING.....	11
	<b>C.</b> EXTRAORDINARY GENERAL ASSEMBLY MEETING .....	12
	<b>D.</b> POWERS OF THE GENERAL ASSEMBLY.....	12
	<b>E.</b> GENERAL ASSEMBLY MEETING PROCESS, VOTING AND QUORUM .....	13
<b>V.</b>	<b>PRESIDENT .....</b>	<b>14</b>
	<b>A.</b> NOMINATION.....	14
	<b>B.</b> RESPONSIBILITIES.....	14

C.	END OF OFFICE .....	15
<b>VI.</b>	<b>VICE PRESIDENT .....</b>	<b>15</b>
A.	NOMINATION, RESPONSIBILITIES AND END OF OFFICE .....	15
<b>VII.</b>	<b>BOARD.....</b>	<b>16</b>
A.	POWERS.....	16
B.	NOMINATION.....	16
C.	END OF OFFICE.....	17
D.	BOARD MEETING PROCESS, VOTING AND QUORUM .....	18
<b>VIII.</b>	<b>SECRETARIAT AND GENERAL SECRETARY.....</b>	<b>19</b>
A.	NOMINATION, RESPONSIBILITIES AND END OF OFFICE .....	19
<b>IX.</b>	<b>ADVISORY COMMITTEE.....</b>	<b>20</b>
A.	NOMINATION, RESPONSIBILITIES AND END OF OFFICE.....	20
<b>X.</b>	<b>REPRESENTATION .....</b>	<b>20</b>
A.	EXTERNAL REPRESENTATION .....	20
<b>XI.</b>	<b>FINANCES.....</b>	<b>21</b>
A.	FINANCIAL YEAR.....	21
B.	FINANCIAL RESOURCES.....	21
<b>XII.</b>	<b>AMENDMENT STATUTES - DISSOLUTION AND ALLOCATION OF NET ASSETS.....</b>	<b>21</b>
A.	AMENDMENTS STATUTES – DISSOLUTION .....	21
<b>XIII.</b>	<b>INTERNAL RULES .....</b>	<b>22</b>
A.	INTERNAL RULES .....	22
<b>XIV.</b>	<b>APPLICABLE LAW - JURISDICTION.....</b>	<b>23</b>
A.	APPLICABLE LAW .....	23
B.	JURISDICTION .....	23

## I. General Provisions

### A. Name, Headquarters, Legal Form and Branches

1. An independent association uniting national Esports federations and associations in Europe is incorporated under the name "Esports Europe – The European Esports Federation", in short "EEF" (hereinafter "**EEF**" or the "**Federation**").
2. The Federation is established on February 21<sup>st</sup> by 23 national esports federations at the Inaugural Congress held in the European Parliament, in Brussels, Belgium.
3. The registered office of EEF shall be based in the country proposed by the Board and approved by the General Assembly.
4. EEF may open branches in additional locations, by a decision of the Board.
5. The Federation is incorporated for an indefinite duration.
6. The official working language of the Federation shall be English (hereinafter: the "**Working Language**"). All documents, records, and communications shall be kept and published in English. Members may translate such documents, communications or records into their own language, for their own purposes, and at their own discretion.

The language used for the official documents and relations with the Belgian authorities shall be French (the "**Official Language**"). In case of disputes relating to the Statutes and Internal Rules, the official published French shall prevail. Toward third parties the official published French version is the only relevant version.

### B. Purpose and Objectives

1. The Federation is an international not-for-profit association and pursues the following disinterested purpose of international utility: (a) serving as a united public representation of its members and the Esports movement in Europe and of European esports interest in the world; (b) serve as a platform for its international members to develop and foster esports activities.
2. To achieve this disinterested purpose, EEF shall, amongst others, but not exclusively carry out the following activities:
  - a) *To deal with all issues relating to European esports and bring together its members in the spirit of European solidarity, understanding, freedom and peace;*
  - b) *To act as a representative voice for esports in Europe, inform and raise awareness among the public about esports;*
  - c) *To monitor the development of every type of esports in Europe;*

- d) *To promote a conscious, responsible, sustainable, healthy and value-based development of esports in Europe in the spirit of peace and fair play, without any discrimination, supporting esports communities and players;*
- e) *To ensure the open access to esports and promoting esports as a tool of inclusivity and integration;*
- f) *To connect all stakeholders in European esports to advance esports as a unified movement and make sure that their needs are taken into account;*
- g) *To organize and conduct esports competitions;*
- h) *To regulate, as a governing body, its own matters, structures and competitions independently;*
- i) *To respect the interests of members, settle disputes between members and assist them in any matter upon request;*
- j) *To promote and protect ethical standards and good governance in European esports, especially with respect to rights bound to intellectual property of the games;*
- k) *To ensure that sporting values of esports always prevail over commercial interests;*
- l) *To set standards for European esports including the adoption, formulation, issuance, interpretation, implementation, and amendment of codes, and guidelines;*
- m) *To prevent any methods or actions that could jeopardize the integrity and fairness of esports matches or competitions or lead to the abuse of esports, especially to prevent cheating, doping and match-fixing;*
- n) *To ensure equal opportunities, health, equality and safety for all participants in esports;*
- o) *To develop and promote a unified structure of esports in Europe and serve as a platform of transparent and democratic exchange;*
- p) *To support its members in their objectives of local structuration and exchange their knowledge in the spirit of European solidarity.*
- q) *To represent and defend the general interests of its Members;*
- r) *To maintain relationships and cooperate with European politics, administration, academics, economy and society, and promote a united approach within its memberships towards all stakeholders;*
- s) *To maintain relationships and cooperate with international organizations relevant to European esports and promote unity and solidarity among its members in international organizations, representing the interests of European esports;*
- t) *To redistribute revenue generated by esports in accordance with the principle of solidarity and to support reinvestment in favor of all levels and areas of esports, especially the grassroots area;*
- u) *To promote and further academic research about esports in order to advance the matters of health, education, economy and the status of esports in a digitized society;*
- v) *To set standards and ensure the education of referees, administrators, coaches and players;*

w) *To develop standards of sustainability in esports and take responsibility for the ecological impacts of esports.*

3. The Federation may undertake any other activity or take any other actions that are deemed directly or indirectly appropriate or useful in view of achieving its purpose, including the exercises of economic and profit making activities on an ancillary basis which proceeds shall at all times be allocated to the realization of the above mentioned disinterested purpose of international utility. In that respect, EEF shall seek to fulfill its purpose by amongst others implementing any legal measures it deems appropriate, such as producing rules, entering into agreements or conventions, making decisions, or adopting programs.

4. All EEF bodies shall uphold the values of democracy, transparency and non-discrimination; EEF shall not permit discrimination against a country, private person or group of people on account of race; skin color; ethnic, national or social origin; gender, language; religion; political associations; birth or another status; sexual orientation or any other reason.

5. EEF may recognize and involve as consultants for matters relating to European esports, groups representing the interests of the various stakeholders of European esports, including but not limited to esports leagues, clubs, players, game publishers and right holders, provided that they are acting in accordance with the principles and values adhered by EEF.

## II. Membership

### A. General

1. The Federation is composed of Full Members, Associate Members, Observer Members and Honorary Members (hereinafter all referred to as "**Members**")

2. Only legal entities which are legally constituted in accordance with the laws or customs of their country of origin and which are good-willing to promote and support the purpose of the Federation are eligible to membership.

3. Each Member shall designate a natural person to act as its permanent representative within the Federation (the "**Member Representative**"). A Member may change its Member Representative at any time by giving written notice to the Secretariat.

### B. Membership Application & Admission

1. An organization or legal entity that wishes to become a Member of EEF (hereinafter: the "**Applicant**") shall submit a written application for admission to the Board and pay an admission fee (hereinafter: the "**Admission Fee**"). The Admission Fee amount shall be determined by the General Assembly.

2. The Applicant's formal membership application for Full Membership must be submitted at least forty-five (45) calendar days ahead of the General Assembly meeting for it to be included in such meeting's agenda.

The Board shall review the Applicant's Full Membership application and may ask for additional information and/or documents to be included in the application, at its own discretion. The Board shall present its recommendation to accept or deny the membership application in the General Assembly meeting.

The General Assembly shall decide whether to accept or deny the Applicant's Full Membership application by simple majority vote, based on the criteria prescribed in these Statutes. The Applicant shall become a Full Member immediately upon acceptance of their membership application by the General Assembly. In such a case, the Applicant shall immediately bear the rights and obligations of Full Membership according to these Statutes.

3. The Applicant's formal membership application for Associate Membership or for Observer Membership must be submitted to the Board. The Board shall review the Applicant's Membership application and may ask for additional information and/or documents to be included in the application at its own discretion. The Board shall decide to accept or deny the Applicant's Associate Membership or Observer Membership application by simple majority vote, based on the criteria prescribed in these Statutes. It may deny Associate Membership or Observer Membership to any organization or legal entity that doesn't align with or contradict the purpose of EEF. The Applicant shall become Associate Member or Observer Member immediately upon acceptance of their membership application by the Board. In such a case, the Applicant shall immediately bear the rights and obligations of Associate Membership or Observer Membership according to these Statutes.

4. Each country can only be represented in EEF by one (1) Full Member or Associate Member.

5. Invitation, Notices or other communications of the EEF to Members shall be sent via Electronic Mail ("**Email**") to the Email address registered in the membership records of the EEF. Upon written request by the Member to the Secretariat, such Email address may be changed.

### C. Full Membership

1. Any national organization or legal entity fulfilling the following criteria may become a Full Member:

a) *Legally registered as a non-profit organization in their country;*

- b) *Have a democratic organizational structure;*
- c) *Makes reasonable effort to promote Esports ecosystem in their country;*
- d) *Have a written Statutes or Constitution;*
- e) *Allow any person ordinarily resident within the Full Member's country to participate in its structure and activities with no discrimination; Being evaluated as sufficiently developed by a decision of the Advisory Committee.*

2. A Full Member may participate and speak in the General Assembly meetings and shall have one (1) vote exercised on its behalf by its Member Representative.

Full Membership also includes the following rights:

- a) *to propose candidates for a position in the Board or any other body of the Federation;*
- b) *to call for a General Assembly upon request of at least one fifth (1/5) of the Full Members via the statutory auditor, if applicable;*
- c) *to propose motions for vote to the General Assembly;*
- d) *to propose amendments to these Statutes;*
- e) *to participate and vote in roundtables, workshops, expert groups, working groups or in the other activities of EEF and enjoy its services;*
- f) *to use the Federation as source of information and platform of contact with other Members.*

Full Members have the following duties:

- g) *to nominate and notify in writing the name of one (1) Full Member Representative to the Federation;*
- h) *to comply with the Statutes, Internal Rules, the policies of EEF and the decisions of its governing bodies;*
- i) *to act in the interests of the Federation to the best of their abilities and possibilities and to actively participate and contribute to the Federation's activities;*
- j) *to pay the Membership Subscription.*

3. Should a Full Member stop fulfilling one (1) or more of the criteria for Full Membership according to these Statutes, the Board may recommend the General Assembly to demote such Full Member into Associate Membership. The Board shall not make such recommendations to the General Assembly before officially warning the Full Member and allowing it a proper time to restore its compliance with the Full Membership criteria.

#### D. Associate Membership

1. Any organization or legal entity, which aims to fulfill the role of a Full Member but do not satisfy the criteria and requirements for Full Membership laid down in article II, (C), (1) of these Statutes, may apply for Associate Membership.

2. Should an Associate Member become fully compliant with the Full Membership criteria as determined by these Statutes, such Associate Member may apply for Full Membership. The process of such application shall be identical to the Full Membership admission process described in these Statutes under article II, (B).

3. Associate Membership shall be granted for a period of one (1) year. Associate Membership may be renewed by a decision of the Board.

4. An Associate Member may attend and speak, but not propose motions or cast a vote in the General Assembly meetings.

Associate Membership also includes the following rights:

- a) *to participate, but not vote, in, roundtables, workshops, expert groups, working groups or in the other activities of EEF and enjoy its services;*
- b) *to use the Federation as source of information and platform of contact with other Members.*

Associate Members have the following duties:

- c) *to nominate and notify in writing the name of one (1) Associate Member Representative to the Federation;*
- d) *to comply with the Statutes, Internal Rules, the policies of EEF and the decisions of its governing bodies;*
- e) *to act in the interests of the Federation to the best of their abilities and possibilities and to actively participate and contribute to the Federation's activities;*
- f) *to pay the Membership Subscription.*

## E. Observer Membership

1. Any organization or legal entity related to the Esports ecosystem that cannot be accepted into Full or Associate Membership may become an Observer Member.

2. An Observer Member may attend, but not cast a vote in the General Assembly meetings. The Observer Member may speak, if it is asked to do so by the General Assembly by a simple majority of votes of the Full Members present.

Observer Membership also includes the following rights:

- a) *to participate, but not vote, in roundtables, workshops, expert groups, working groups or in the other activities of EEF and enjoy its services;*
- b) *to use the Federation as source of information and platform of contact with other Members.*

Observer Members have the following duties:

- a) *to nominate and notify in writing the name of one (1) Observer Member Representative to the Federation;*



- b) *to comply with the Statutes, Internal Rules, the policies of EEF and the decisions of its governing bodies;*
- c) *to act in the interests of the Federation to the best of their abilities and possibilities and to actively participate and contribute to the Federation's activities;*
- d) *to pay the Membership Subscription.*

## F. Membership Subscription

1. The General Assembly may decide to set an annual Membership Subscription fee which shall be paid annually by each Member other than a Honorary Member (hereinafter: the "**Membership Subscription**"). If no new Membership Subscription is adopted by the General Assembly, the Membership Subscription of the previous year shall apply accordingly to each membership category.

## G. End of Membership

1. Membership in the various membership categories of EEF shall end (i) in accordance with article II, (G), (3) and (G), (4) of these Statutes, (ii) with immediate effect, upon occurrence of such event, by merger without any clear legal successor, by splitting, by nullity, by opening of bankruptcy, insolvency, judicial reorganization, liquidation proceeding, by final dissolution or by a similar event putting a stop to the activities of the concerned Member, (iii) or with immediate effect, by dissolution of the Federation.

In addition, Associate Membership ends by expiration of the term in accordance with article II, (D), (3) of these Statutes.

2. The end of membership during the course of the Federation's financial year shall not affect the Members' obligation to pay the respective Membership Subscription or any other sum due on the date of end of membership. The Member whose membership ended shall not be entitled to claim neither any of the Federation's assets nor any reimbursement of its Membership Subscriptions or any other compensation.

3. A Member may withdraw its membership by delivering a written notice of withdrawal of membership by official letter at least three (3) months in advance to the Board.

4. The General Assembly may, by recommendation from the Board, expel a Member from the EEF, based on one of the following reasons:

- a) *If the Member does not pay or provide a suitable payment plan for its duly owed Membership Subscription amounts in spite of a second final payment notification sent by registered letter or by email by the General Secretary giving an additional delay of thirty (30) calendar days to execute the payment*
- b) *The Member had violated a provision of these Statutes or a decision of the General Assembly;*

- c) *The Member had acted against the EEF's purpose;*
- d) *The Member had enacted an action which, due to its essence, severity or circumstances, renders it unfit to serve as a Member of EEF;*
- e) *A non-member organization successfully demonstrated, according to the provisions of these Statutes, that it better represents the Esports ecosystem in the Member's country.*

5. The Board may not recommend the General Assembly to expel a Member before giving such Member a proper and adequate chance to present its defense on the envisaged expulsion, either by oral or written statement. Additionally, the Board may not recommend expelling a Member before warning such Member and allowing it reasonable time to demonstrate it had corrected any wrongs.

#### H. Honorary Membership

1. The General Assembly may decide to bestow the title of "Honorary Member" to an individual or organization who significantly contributed to the EEF or to the advancement of European Esports. Honorary Members are not subject to Membership Subscription. They may attend, but not cast a vote in the General Assembly Meetings or other EEF bodies and shall not take any official position in the Federation.

### III. Organizational Structure of EEF

#### A. Governing Bodies

1. The governing bodies of the Federation shall be:
  - a) *The General Assembly*
  - b) *The Board*
  - c) *The Advisory Committee*
  - d) *The President*
  - e) *The General Secretary*
2. The Advisory Committee is established by the General Assembly and will provide strategic guidance to the General Assembly, the Board or the President.
3. The Board may establish and supervise additional EEF bodies not mentioned in these Statutes and may set rules, regulations, and codes for their purposes and conduct.

#### B. Secretariat

1. The Secretariat supports the General Assembly and the Board in the administration of the Federation and is headed by the General Secretary.

## IV. General Assembly

### A. General

1. The General Assembly is the supreme body of the EEF.
2. The agenda, date, time and place for the General Assembly meetings shall be determined by the Board.
3. The General Assembly is composed of the Full Members of the Association. Subject to the provisions and limitation stipulated in these Statutes, Members of the EEF may attend the General Assembly meetings. The General Assembly meetings shall be attended by the Board members, the General Secretary, and the President.
4. Additional delegates other than the Member Representatives, including EEF's secretariat staff members, and guests approved by the Board, may attend the General Assembly meetings in an unofficial capacity.
5. Names and positions of all attendees must be submitted to the Board in writing no later than thirty (30) calendar days before the opening of the General Assembly. Member Representatives can only be substituted thereafter with the approval of the President upon written confirmation from the respective Member that the substitute has binding authority for that Member.

### B. Ordinary General Assembly Meeting

1. The Ordinary General Assembly Meeting shall be held once per year in the first six (6) months after the closing of the financial year.
2. The official convening notice (invitation) to attend the Ordinary General Assembly Meeting shall be sent out by the President at least sixty (60) calendar days in advance and shall include the agenda, date, schedule, and location of such meeting.
3. A Member wishing to add an agenda item for an Ordinary General Assembly Meeting must submit such item in writing to the Board within fourteen (14) calendar days of receiving the agenda. The proposal must be clearly formulated and contain brief reasons for the proposal.
4. The Advisory Committee will review the submitted agenda items and will recommend following actions in regard to submitted items to the General Assembly:
  - a) *to be approved;*
  - b) *to be approved with corrections;*
  - c) *to be declined;*
  - d) *to group similar item as amendments.*

The Advisory Committees recommendation shall be presented and explained by a speaker of the Advisory Committee at the beginning of every General Assembly meeting.

5. The final agenda including the Advisory Committees recommendation and the supporting documents shall be sent to the Members no later than seven (7) calendar days before the Ordinary General Assembly Meeting by the Board.

### C. Extraordinary General Assembly Meeting

1. The Extraordinary General Assembly Meeting may be convened by decision of the Board and in the cases prescribed by law. The Board must convene the Extraordinary General Assembly Meeting upon receipt of a written request to do so by at least half (1/2) of the Full Members. Such request must include the items to be placed on the agenda of the Extraordinary General Assembly Meeting. If convened by the request of Full Members, an Extraordinary General Assembly Meeting shall be held within ninety (90) calendar days of the date of such request.

As the case may be, the statutory auditor(s) may convene the Extraordinary General Assembly Meeting. They must convene the Extraordinary General Assembly Meeting upon request of at least one-fifth (1/5) of the Full Members. The Extraordinary General Assembly Meeting has to be convened within two (2) months after the aforementioned request.

2. Notice of the Extraordinary General Assembly Meeting, including the agenda for such meeting, shall be sent out by the President at least sixty (60) calendar days before it is due to take place.

3. The agenda of the Extraordinary General Assembly Meeting shall be composed by the Board. The agenda shall include the purpose of the Extraordinary General Assembly Meeting, as indicated in the written request mentioned in article IV,(C),(1) of these Statutes. The Extraordinary General Assembly Meeting's agenda shall only include the items that were requested as mentioned in article IV, (C), (1) of these Statutes.

### D. Powers of the General Assembly

1. The General Assembly shall have the powers explicitly conferred to it by the laws of the Host Country or these Statutes. The General Assembly shall have the following exclusive powers:

- a) *To approve the minutes of the last General Assembly Meeting;*
- b) *To approve the agenda of the meeting; The General Assembly may decide to approve additional agenda items to be discussed if such a decision has the support of fifty (50) % of the attending Full Members votes cast;*
- c) *To examine and approve reports on the EEF activities;*
- d) *To elect and revoke the President of the EEF;*

- e) *To elect and revoke the Board members of the EEF and to determine the conditions, as the case may be, the financial conditions, under which their mandate is conferred, exercised and terminated;*
- f) *To elect and revoke the Advisory Committee members;*
- g) *To appoint and revoke the external auditors or statutory auditor(s) and to determine their remuneration, if allocated;*
- h) *To approve statements or resolutions;*
- i) *To examine and approve annual financial and activity reports;*
- j) *To approve the annual accounts of the preceding financial year and the budget of the following financial year, including any amendment to the budget, and, as the case may be, the annual report of the Board;*
- k) *To vote on the discharge of the Board members and of the external or statutory auditor(s), (if any);*
- l) *To admit or deny new Members, and to decide on expulsion of Members;*
- m) *To grant or revoke Honorary Memberships;*
- n) *To amend these Statutes;*
- o) *To decide on the dissolution of the EEF.*

#### E. General Assembly Meeting Process, Voting and Quorum

1. Unless otherwise stipulated in these Statutes or in the laws of the Host Country, a General Assembly Meeting is validly constituted irrespective of the number of Full Members present.

2. The President of EEF shall serve as the Chairman of the General Assembly Meeting. If the President is absent, the Vice-President shall serve as Chairman; if the Vice-President is also absent, the General Assembly shall elect one (1) of the Board Members to be the Chairman of the General Assembly Meeting.

3. The General Secretary of EEF shall be the General Assembly secretary. The General Assembly secretary shall produce the minutes of the General Assembly meeting. Should the General Secretary not be present, the President may appoint another member of the secretariat staff or of the Board, to serve as the General Assembly secretary. The General Assembly minutes shall be signed by the Chairman of the General Assembly meeting.

4. Each Full Member has one (1) vote. Decisions of the General Assembly Meetings shall require a simple majority of the votes of the Full Member present, unless the laws of the Host Country or these Statutes require a different majority for such decision to pass.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

If the votes of any decision are tied, the Chairman of the General Assembly Meeting may cast the deciding vote.

5. All votes shall be conducted as an open ballot, unless the laws of the Host Country or these Statutes require a different voting procedure for the proposal to pass. On request of a Full Member or the Chairman of the General Assembly, any vote may be conducted in a secret ballot.

6. The General Assembly Meeting minutes shall be sent to all Members no later than sixty (60) calendar days after such meeting.

7. Unless decided otherwise by the General Assembly, a General Assembly decision shall be in force immediately after the conclusion of the General Assembly meeting in which such decision passed.

## V. President

### A. Nomination

1. The General Assembly shall elect one person as the President of the EEF.

2. A person can be nominated as a Candidate for Presidency if she/he acquired the written support of at least three (3) Full Members. A Full Member may only support one (1) candidate for each election. A Candidate for the Presidency must fulfill the following criteria:

- a) *Must have had their 20<sup>th</sup> or later birthday in the appointment year;*
- b) *Have not been convicted of a crime, that is punished by the minimum of one-year imprisonment, or actively acts against the objectives of EEF.*

3. The election of the President shall be conducted by secret ballot.

4. A candidate shall be elected in the first ballot if supported by more than fifty (50) % of the votes cast by the Full Members present. Otherwise, there shall be a second ballot with the participation of the two (2) highest-scoring candidates, in which the candidate supported by the highest number of votes of the Full Members present shall be deemed elected. In the event of a tie in the second ballot, there shall be a third ballot, in which the candidate supported by the highest number of the votes shall be deemed elected. In the event of a tie in the third ballot, the General Assembly must continue with the election of Board Members; after the Board Members are elected, the latter shall decide between the tied candidates.

### B. Responsibilities

1. The President of the EEF serves as the chairman of the Board and shall have the powers of a Board member.

2. The President's responsibilities are:
  - a) *To determine the schedule of meetings and working procedures of the Board;*
  - b) *To chair the Board meetings and count votes in such meetings;*
  - c) *To generally supervise the work of EEF's Board and Secretariat;*
  - d) *Without prejudice to Section X of these Statutes, to represent EEF with political bodies, international administrations and other Esports organizations and to oversee the external relationships of EEF, as well as to delegate such representation duties to other members of the Board.*

### C. End of Office

1. The term of office of the President shall be two (2) years. The President may be re-elected.
2. The President term shall end (i) by death, (ii) by resignation, (iii) if she/he is declared legally incompetent or bankrupt, (iv) by the revocation of the General Assembly according to article IV, (D), (1),(d) of these Statutes, (v) if she/he is permanently unable to perform her/his duties, or (v) by expiration of his/her term.
3. The President may resign from her/his position at any time by a written notice of resignation to the Board.
4. The General Assembly may revoke the President with a (two-thirds) 2/3 majority (66.6%) of the votes of the Full Members present at the General Assembly Meeting. In such a case, the President shall remain in his position as a Board Member, unless the General Assembly also revoked her/his term as a Board Member with a simple majority of the votes of the Full Members present at the General Assembly meeting.
5. If the position of the President becomes vacant before the expiration of the term, the election of a new President shall be conducted in the upcoming General Assembly meeting. In the meantime the Vice President shall fulfill the President's duties pursuant to article VI. (A), (2) of these Statutes.
6. The President shall not be entitled to a salary or any financial remuneration for performing her/his duties, unless decided otherwise by the General Assembly. The President may, with the approval of the Board receive reimbursement of expenses directly required to perform her/his duties.

## VI. Vice President

### A. Nomination, responsibilities and end of office

1. For the purpose of fulfilling her/his responsibilities, the President may nominate one (1) member of the Board as the Vice President of EEF.
2. The Vice President shall fulfill the President's duties in her/his absence or if the position of the President becomes vacant before the expiration of the term and the new President has not yet been elected in accordance with article V, (C), 5 of these Statutes.
3. The Vice President term shall end upon the nomination of a new Vice President, or when the term of her/his Board Membership has ended pursuant to article VII, (C) of these Statutes.

## VII. Board

### A. Powers

1. The Board is the executive body of the EEF. The Board shall act as a collegial body and is vested with the overall management, administration and representation powers of the Federation, except for those reserved to the General Assembly, in accordance with the applicable laws of the Host Country and these Statutes. In particular, the Board is charged with planning and applying policies to fulfill the Federation's purpose, as well as the methods to implement such policies, all in accordance to the decisions of the General Assembly and the provisions of these Statutes.
2. Any authority or power not explicitly designated to another EEF governing body by these Statutes or the laws of the Host Country – shall be conferred to the Board.
3. The Board may delegate special management or representation powers of the Federation regarding legal actions or legal acts involving the Federation to one (1) or more Board Members, including the President, the General Secretary or to third parties. In this case, the scope of the delegates powers and the term of the mandate have to be specified.

Without prejudice to the foregoing, the Board delegates the day-to-day management powers of the Federation, including the authority to sign on behalf of the Federation and powers of representation related to such day-to-day management to the General Secretary or the President of the Federation.

### B. Nomination

1. The Board shall consist of at least and maximum seven (7) Board Members, including the President.
2. The General Assembly shall elect Board Members for two (2) years.



Two (2) Full Members or more may nominate a Candidate for Board Membership and shall submit their nominations in writing no less than six (6) weeks prior to the election. Each Full Member may nominate multiple candidates, up to the number of open Board Member positions excluding the President. There can be only one (1) Board Member per member organization.

Any person, fulfilling the following criteria, may be nominated as a Candidate for Board Membership:

- a) *Must have had their 20th or later birthday in the appointment year;*
- b) *Have not been convicted of a crime, that is punished by the minimum of one-year imprisonment, or actively acts against the objectives of EEF;*
- c) *Must be an active member of one of EEF's Full Members.*

Each Full Member shall have as many votes, as there are Board positions to be elected. Votes cannot be casted multiple times for the same candidate, but votes may remain not casted at all. The candidates with the highest number of votes shall be elected as Board Members.

3. Board Members shall not be entitled to a salary or any financial remuneration for performing their duties, unless decided otherwise by the General Assembly. A Board Member may, with the approval of the Board, receive reimbursement of expenses directly required to perform their duties.

## C. End of Office

1. The term of office is two (2) years.

2. The term of a Board Member other than the President shall end (i) by death, (ii) by resignation, (iii) if she/he is declared legally incompetent or bankrupt, (iv) by the revocation of the General Assembly according to article IV, (D), (1),(e) these Statutes, (v) if she/he is permanently unable to perform her/his duties, or (iv) by expiration of his/her term.

3. Any Board Member may resign from her/his position at any time by a written notice of resignation to the Board. However, the resigning Board Member must remain in service until her/his replacement can be reasonably ensured if her/his resignation implies that the number of Board Members falls under the minimum number stipulated in article VII, (B), (1) of these Statutes.

4. If a position becomes vacant before the expiration of its term, the remaining Board Members shall have the power to co-opt a new Board Member to fill the vacancy and to serve for the original term. If the Boards counts less than three (3) Board Members, a General Assembly meeting must be convened and new Board elections must be organized in compliance with article VII, (B), (2) of these Statutes. In this case, the new elected Board Member will serve for the original term.

#### D. Board Meeting Process, Voting and Quorum

1. The Board meets at least twice a year and as often as it deems necessary upon request of the President.

The President shall convene a Board Meeting if fifty (50) % of the Board Members had requested such meeting in writing to the President. In such case, the Board Meeting shall be convened within fourteen (14) calendar days of such request.

The calling notice shall be sent by the President to the Board Members by post or by e-mail at least ten (10) calendar days before the date of the meeting and includes the date, agenda as well as the time, and, unless the meeting is a virtual meeting provided for by article VII, (D), (3) of these Statutes, the place of the meeting.

Board Members are entitled to propose agenda items until at least seven (7) calendar days before the meeting. The draft agenda and the supporting documents shall be sent at least five (5) calendar days before the meeting. The agenda will be approved by the Board in the begin of each meeting.

2. When deemed necessary by the Board, Members, the General Secretary, experts or guests may attend the Board Meeting.

3. Board Meetings may be held with or without physical location designated as place of the meeting. Board Members, Members, the General Secretary and guests, may attend the meeting in person (via their respective Member Representative) or via conference call, video conference, web-conference, or any another electronic means which offers the possibility to them (i) to hear each other at the same time, (ii) to speak to each other and (iii) as far as the Board Members are concerned, to cast definitively although not simultaneously their vote on the agenda items. Any Board Member, Member, the General Secretary or guest participating by such means shall be deemed present at such meeting.

4. Each Board Member shall have one (1) vote.

5. A Board Member who is unable to attend may be represented by another Board Member by written proxy to be presented or sent by e-mail to the President before the meeting starts. One (1) Board Member may not represent more than one (1) other Board Member.

6. The meeting of the Board will be deemed validly constituted and has the quorum to take a decision if at least three (3) Board Members are present, represented or participating remotely in the meeting.

7. The Board shall take its decisions by a simple majority of the votes of the Board Members present, represented or participating remotely in the meeting. Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

8. In case of a tie in Board Meeting votes, the Chairman of the Board shall cast the deciding vote.

9. Voting can be done by show of hand, by secret ballot or by electronic means in real time. Voting by secret ballot takes place on sensitive matters and for any other purposes upon request of a minimum of fifty (50) % of the Board Members.

10. Upon request of the President or in cases approved by the Board, a written decision-making procedure may be launched in which the Board may vote in a ballot without personal meeting, i.e. by e-mail or by exchange of written letter.

The calling notice for written decision-making shall be sent together with the text of the proposal and all supporting documents as described in article VII, (D), (1) of these Statutes to all Board Members at least seven (7) calendar days before the deadline for voting. A Board Member giving no response or comment before the expiration of the deadline of voting to the General Secretary is deemed abstaining from voting. The majority and quorum requirements and any other voting rules as outlined in the present section of the Statutes shall apply accordingly.

11. The minutes of Board Meetings shall be recorded by the General Secretary. If the General Secretary is unable to perform this duty, the President may appoint one (1) Board Member to perform such duty.

## VIII. Secretariat and General Secretary

### A. Nomination, responsibilities and end of office

1. The EEF Secretariat shall consist of the EEF Staff, headed by the General Secretary. The Secretariat shall be responsible for conducting the administrative tasks of the EEF and fulfill the Board's instructions and vision.

2. The General Secretary is the chief executive officer (CEO) of EEF. The General Secretary shall attend the Board Meetings without voting right.

3. The General Secretary is a natural person shall be selected and appointed by the Board. The General Secretary must not have any presidential, executive or board position at any Member.

4. The mandate of the General Secretary shall end by (i) death, (ii) by resignation, (iii) if she/he is declared legally incompetent or bankrupt, (iv) by revocation of the Board and (iv) if she/he is permanently unable to perform her/his duties.

5. The General Secretary shall lead the Secretariat and ensure the operational implementation and execution of the decisions taken by the General Assembly and the Board. The General Secretary shall be responsible for the (i) day-to-day management of the Federation formally delegated to him by the Board according to article VII, (A), (3) Para 2 of these Statutes and (ii) for any other specific management or representation powers or tasks beyond said day-to-day management powers regarding legal actions or legal acts involving the Federation delegated to him according to article VII, (A), (3) Para. 1 of these Statutes.

## IX. Advisory Committee

### A. Nomination, Responsibilities and End of Office

1. The Advisory Committee shall supervise the work of the Board and shall present recommendations to the President, the Board and the General Assembly.

2. The Advisory Committee shall have the following powers:

*a) audit the financial statements of the Board before the General Assembly;*

*b) evaluate applications for Full Membership and recommend the acceptance or denial to the General Assembly;*

*c) review agenda items for the General Assembly and submit a recommendation to the General Assembly.*

3. The Board has to provide the Advisory Committee with all documents needed to perform their duties.

4. The Advisory Committee is not allowed to execute any other powers within the Federation. Its members are not allowed to perform any other duties or take any other official position in the Federation.

5. The Advisory Committee consists of five (5) members, that must be representatives of Full Members of the Federation.

6. The Advisory Committee may decide its own meeting and working procedures, including Advisory Committee invitation procedures, times, frequency, required quorum and decisions making process.

7. Articles VII, (C)(1) and (2) as well as articles VII, (B), (2) and (3) of these Statutes shall apply, mutatis mutandis, to the Advisory Committee.

## X. Representation

### A. External Representation

1. Unless otherwise stipulated in these Statutes and without prejudice to articles VI, (A), 2, VII, (A), (3) and VIII, (A), (5) of these Statutes, the Federation is validly represented with respect to all legal acts towards third parties (i) by the General Secretary alone, (ii) by the President alone, (iii) by the Vice President alone or (iv) by two (2) Board Members jointly who will not have to justify to third parties the powers conferred to this end.

2. The Federation shall be validly represented in all legal actions or arbitration, as plaintiff or defendant before courts, tribunals, or other jurisdictions by (i) the General Secretary alone or (ii) by the President alone.

## XI. Finances

### A. Financial year

1. The financial year of the Federation shall coincide with the calendar year.

### B. Financial resources

1. The financial resources of the Federation shall be composed of the following :

*a) Membership Subscriptions;*

*b) Financial resources derived from economic and profit-making activities exercised on an ancillary basis in compliance with article I, (B),(3) of these Statutes;*

*c) Donations, gifts, contracts, grants, subsidies, contributions, sponsoring's, assets inherited or received as bequests or legacy, capital proceed or any other legally allowed resources that might be paid or granted to the Federation.*

## XII. Amendment Statutes - Dissolution and Allocation of Net Assets

### A. Amendments Statutes – Dissolution

1. Without prejudice to articles 2:5, §4, 2:113 and 2:118, §4 of the BCCA, any proposal aimed at amending the Statutes, must emanate from the Board, or from one Full Member of the Federation.

2. Without prejudice to articles 2:5, §4, 2:113 and 2:118, §4 of the BCCA, any proposal aimed at dissolving the Federation must emanate from the Board or at least from one quarter (1/4) of the Full Members of the Federation.

3. The General Assembly shall be deemed validly constituted and has the quorum to resolve on the dissolution of the Federation when at least two-thirds (2/3) of the Full Members are present at the General Assembly Meeting.

4. If this quorum is not reached, a second General Assembly Meeting for the same purpose shall be convened which can definitively and validly resolve on the proposal, by the same majority of votes provided for in article XII, (A), (3), Para.2 of these Statutes, irrespective of the number of Full Members present at the earliest within fourteen (14) calendar days following the first General Assembly meeting.

5. Unless otherwise foreseen by the laws of the Host Country, a resolution regarding the amendment of the Statutes must be taken by a seventy percent (70%) majority of the votes of the Full Members present.

Unless otherwise foreseen by the laws of the Host Country, a resolution regarding the dissolution of the Federation must be taken by a eighty (80%) majority of the votes of the Full Members present.

Abstentions, blank or invalid votes do not count in the calculation of the majority, neither in the numerator nor in the denominator.

6. In case of deliberate dissolution, the General Assembly will determine in the resolution of dissolution the modalities of liquidation, appoint one (1) or several liquidator(s), determine their powers and indicate the allocation of the net assets of the Federation. In all cases of deliberate or judicial dissolutions, the assets available to EEF shall be used exclusively to legally dissolve the Federation and pay all its debts in full. In case any net assets of the dissolved Federation remain, they may not be paid out to the Members of the Federation or to the Board Members, but will be allocated to another European-based not-for-profit organisation having the same or similar disinterested purpose to that pursued by the Federation.

### XIII. Internal Rules

#### A. Internal Rules

1. Internal Rules may be drawn up by the Board in order to implement and further detail these Statutes, to facilitate the regulation and management of the Federation.

2. The Internal Rules may be amended by the Board by a simple majority of votes of the Board Members present, represented or participating remotely in the Board Meeting.

3. The Internal Rules complete the Statutes and subordinate the latter. In the case of any contradiction between the Internal Rules and the Statutes, the latter shall prevail.

The Internal Rules (version ...) are available to all Members and are communication to the latter in accordance with article 2:32 BCCA.

#### XIV. Applicable Law - Jurisdiction

##### A. Applicable Law

1. Anything not provided for in these Statutes and the publications to be made in the Annexes of the Belgian State Gazette, shall be regulated according to the Belgian Code on Companies and Associations of 23 March 2019.

##### B. Jurisdiction

1. Any dispute in connection with these Statutes, the Internal Rules, the policies of the Federation and/or any decision of one of the governing bodies of the Federation shall be governed by Belgian law and shall be brought to the competent Brussels Court.

2. Esports Europe recognizes the jurisdiction and authority of the Court of Arbitration for Sport in Lausanne as the supreme dispute resolution body for any disputes other than those mentioned under article XIV, (B), 1 of these Statutes arising from the activities of the EEF and its Members.