

# **DRAFT REVISED CONSTITUTION**

**(as at 17 August 2018)**  
**for EASM Annual General Meeting**  
**7 September 2018**

## **TRACKED CHANGES** **AND COMMENTS**

### **European Association for Sport Management**

#### **The Charter**

##### **Preamble:**

The European Association for Sport Management was founded in Groningen (Netherlands) to conform with the Dutch law and was registered with the Groningen Chamber of Commerce under number 40026383 on 19<sup>th</sup> May 1993.

##### **Statute 1. Name and Formation**

- 1.1 The Association bears the name 'European Association for Sport Management', whose abbreviation is 'EASM'.
- 1.2 EASM is an international, non-political, not-for-profit, non-discriminatory Members Association.
- 1.3 EASM is established for an indefinite duration. It may be dissolved by the Members.

##### **Statute 2. Seat**

- 2.1 Legally EASM has its seat in Groningen (Netherlands) and acts under Dutch law.
- 2.2 ~~These Statutes are~~ EASM legislation is to be interpreted in accordance with the law of the country in which EASM is legally registered.
- 2.3 EASM can maintain an office in any European country. ~~Every three years, the General Assembly can appoint a new office location, and it can also decide to renew the last-chosen office location. The Board may appoint a new office location when deemed appropriate.~~

**Kommentar [P1]:** This change ensures ALL of EASM's rules and policies are covered by the same law – see Statute 5 below.

**Kommentar [P2]:** This change creates more flexibility.

##### **Statute 3. Mission Statement**

- 3.1 The mission statement of EASM is to enhance the development of sport management in its widest sense, especially in Europe.

[3.2 The association pursues exclusively and directly charitable purposes in the sense of the section "tax-justified purposes" of the German tax code.](#)

3.3 The association is selflessly active and does not primarily pursue self-economic purposes.

**Kommentar [PJ3]:** The addition of clauses 3.2-3.6 are based on legal requirements as a not-for-profit organisation and to ensure non-liability for tax under German law

3.4 Funds of the association may only be used for statutory purposes. The members do not receive any grants from the body.

3.5 No person may be favoured by expenses that are foreign to the purpose of the association or by disproportionately high remuneration.

3.6 In the case of the dissolution or annulment of the association or the abolition of tax-privileged purposes, the property of the association falls to the World Association for Sport Management (WASM) who must use it directly and exclusively for charitable, benevolent or ecclesiastical purposes.

#### Statute 4. Aims, Objectives and Properties

4.1 The purpose of the association is the promotion of education, science and research in the field of sport management. The purpose of the statutes is realized in particular by the following aims and objectives of EASM shall be to:

**Kommentar [PJ4]:** These changes are for legal reasons so as to ensure the non-liability for Tax.

- a)- Promote and encourage study, scientific research and scholarly writing on sport management.
- b)- Facilitate and develop exchange of information and dissemination of best sport management practices.
- c)- Work with member organisations to support sport management associations and organisations.
- d)- Develop sport management by acting as the European Association.
- e)- Co-operate with other international bodies with shared goals.
- f)- Organise the European Sport Management Conference and encourage the convening of other international congresses and seminars.
- g)- Teach sport management and establish educational exchanges of sport management techniques.
- h)- Facilitate the Eexchange of practical and scientific experiences in the field of sport management.
- ij)- Extend the teachings and activities of EASM to all places throughout Europe and the rest of the world and to communicate and act in co-operation with other international bodies
- jk)- Stimulate the interest of Members to improve their ability and willingness to learn more on sport management.
- km)- Publish journals, Statutesnewsletters, magazines or other reference material in printed, electronic or other forms of media.
- ln)- Maintain and develop databases, websites and other informative material and data on sport management.
- m) e- Work with the sport industry, including Clubs, Athlete Unions and Sport Federations to enhance the practice of sport management.
- n) p- Take such other actions as EASM considers will advance its mission statement.

**Kommentar [P5]:** The following changes are proposed to make the Constitution accord with the EASM website.  
Note: the numbering in this sub-clause will be amended according to the decisions of the GA.

4.2 All products and services developed or established by or for EASM including, but without any limitation. The European Sport Management Conference, the European Sport Management Student Seminar, and the European Sport Management Quarterly Journal (ESMQ) and European Sport Management seminars and schools are, subject to any law or legal right to the contrary, the exclusive property of EASM, which owns all rights and data thereto, in particular, and without limitation, all rights relating to the organisation, exploitation, broadcasting, recording, representation, reproduction, access and dissemination in any form and by any means or mechanism whatsoever,

**Kommentar [P6]:** Added in response to members' comments in Survey

whether now existing or developed in the future. EASM shall determine the conditions of access to and the conditions of any use of data related to these properties.

## Statute 5. Legislation

5.1 The legislation of EASM consists of:

- a) The Statutes, which describes all principles and fundamental aspects and other matters which are under the exclusive control of the General Assembly and conform with the Dutch law and are registered with the Groningen Chamber of Commerce under number 40026383 on 19<sup>th</sup> May 1993.
- b) The Bye-Laws, adopted by the General Assembly which give explanations of and procedures with regard to the Statutes.
- c) The Policies and Procedures, approved and adopted by the Board to guide the management of EASM.

5.2 If any Bye-Law or other Policy or Procedure appears to be contradictory to the Statutes, the latter will prevail.

## Statute 6. Members

6.1 EASM shall be composed of Members admitted by the Board. There shall be two categories of membership of EASM, namely:

- **Individual Members**
- **Institutional Members**

Conditions for membership and the meaning of the different categories of membership shall be set out in the Bye-Laws.

6.2 All Members have voting rights at the General Assembly. Certain other persons, as set out in the Bye-Laws, may be present at the General Assembly, but without voting rights.

6.3 A Member may resign by sending written notice to the EASM ~~Headquarters or to any member of the Board~~ President and/or Secretary-General. Conditions for resignation of Members may be set out in the Bye-Laws. Any Member who has resigned may not claim ~~neany~~ part of the assets of EASM.

**Kommentar [P7]:** It is unusual and too vague to say "Headquarters".

**Kommentar [P8]:** This is a matter of syntax.

6.4 The exclusion of a Member by reason other than non-payment of the membership fee shall be decided upon by a vote requiring the approval of at least two-thirds of the Members present and voting at a validly constituted meeting of the General Assembly. The Member must have been given the opportunity to present their defence before the decision is taken.

## Statute 7. General Assembly

7.1 The General Assembly shall be the supreme governing body of EASM. It is composed of the Members. The General Assembly is fully empowered as set out in the Statutes and Bye-Laws.

7.2 The General Assembly shall meet at least once per calendar year and this meeting shall be called the 'Annual General Meeting'.

7.3 If so requested by the Board or if a written request is submitted to the Board President and/or Secretary by at least 10% of the Members, an Extraordinary

General Assembly must be convened to take place within ~~90~~60 days of the date of the submission of the request.

**Kommentar [P9]:** This is to avoid any confusion as to the date from which the 60 days commence. The time period is to maintain consistency with Bye – law 7.2.3 and the requirement that at least 60 days' Notice for a General Meeting is required under Bye-law 7.2.1(i).

7.4 The place and date of the Annual General Meeting or an Extraordinary Meeting of the General Assembly and the method by which it is called and members are to be notified shall be determined in accordance with the procedures and timetables set out ~~herein or in~~ the Bye-Laws.

**Kommentar [P10]:** There are procedures in both the Charter (see for example 7.3 above) and the Bye-laws.

7.5 The General Assembly shall be empowered to:

- a) Approve and modify the Statutes.
- b) Approve and modify the Bye-Laws.
- c) Conduct statutory elections.
- d) Approve the conditions and criteria for the appointment of Members.
- e) Expel Members in accordance with Article 6.4 of these Statutes.
- ~~\*new f) Approve the annual EASM financial report; the budget for the forthcoming year; and determine membership fees.~~
- ~~fg) Appoint external auditors, receive audited financial statements and determine membership fees if legally required and/or demanded by the General Assembly.~~
- gh) Receive a report on the programme of activities.
- hi) Decide upon proposals submitted by the Board and/or Members.
- ij) Voluntarily dissolve the European Association for Sport Management in accordance with Article 12 of these Statutes.

**Kommentar [P11]:** This is inserted because the Board has the power to set the Budget and approve payments which should be scrutinised by the GA- see Clauses 8.4 and 8.6 c) and Bye-Laws 7.3.1(i) and (iii)

**Kommentar [P12]:** The phrase "if legally required" is added to cover the requirement should it arise under the relevant law governing EASM. Otherwise an audit can be avoided unless required by the GA

7.6 A meeting of the General Assembly requires the presence of a minimum quorum of ten percent (10%) of Members with voting rights. The respective quorum shall be reached at the opening session of the General Assembly and ~~is then valid~~ must be maintained for the whole meeting of that General Assembly, subject to Bye-Law 7.2.5. If a quorum is not reached then the meeting shall proceed as set out in the Bye-Laws.

**Kommentar [P13]:** It is inappropriate to continue a meeting when there is no quorum except in special circumstances as outlined in Bye-laws 7.2.5 which allows a meeting to proceed at an adjourned meeting even if a quorum is not present.

7.7 Voting on amendments to the Statutes or the Bye-Laws requires the approval of at least ~~two thirds~~ sixty-seven per cent (67%) of the Members present and voting. Voting on all other matters except the dissolution of EASM (see Article 12 of these Statutes) requires a simple majority decision of the Members present and voting.

**Kommentar [P14]:** The change to a percentage is to create consistency in the document.

## Statute 8. The Board

8.1 The ~~governance, strategic direction, formulation of policy, management~~ and administration of EASM is vested in the Board, subject to any limitations which may have been imposed by the General Assembly. The Board shall be responsible for implementing the decisions of the General Assembly and for ensuring the observance and implementation of the Statutes and Bye-Laws. The Board shall determine any matter not covered by these Rules or by relevant law, or by a resolution of the General Assembly

**Kommentar [P15]:** These roles of the Board are added to better reflect it's role.

8.2 The Board of EASM shall comprise ~~at least 6 (six) persons and no more than 15 (fifteen) persons~~ eleven (11) persons being:

- ~~a) Eight (8) persons elected by the members of EASM;~~
- ~~b) A student member appointed by the elected Board members;~~
- ~~c) The ESMQ Editor appointed by the ESMQ Editorial Board; and~~
- ~~d) The Secretary General who shall be appointed by the Board.~~

The Board shall be constituted as set out in the Bye-Laws, but not more than 75% of the elected Board Members may be male and not more than 75% may be female. No one country may ever have the majority of the ~~elected~~ members of the Board.

**Kommentar [P16]:** This Clause needs to be read in conjunction with Bye-law 8.2. The change is to essentially ensure the Board has the best skills mix to allow it to fulfil its role but also to ensure that the Members of EASM still control the majority of the Board through the democratic election process.

8.3 Pursuant to the procedures set out in the Bye-Laws.

a) The eight (8) elected members of the Board shall be elected by the Members of EASM prior to or during the Annual General Meeting of the General Assembly according to the procedures set out in the Bye-Laws.

~~b) The student member shall be appointed by the Board;~~

~~c) The Scientific Chair shall be appointed by the Board from amongst the elected members; if there is no-one available from the Board then the Board may co-opt a Scientific Chair to the Board but they will not have voting rights on the Board.~~

~~d) The ESMQ Editor shall be appointed by the ESMQ Editorial Board in consultation with the EASM Board. For abundant clarity, the final determination of appointment shall rest with the ESMQ Editorial Board.~~

**Kommentar [P17]:** These changes are to reflect the new structure of the Board and the processes by which the come to be on the Board

8.4 The Board may approve reimbursement of reasonable expenses for the members of the Board provided that said expenses are within approved budget limits.

8.5 The Board shall meet at least twice a year and the place and date shall be determined by procedures set out in the Bye-Laws.

8.6 The Board shall be empowered to:

a) Implement the decisions of the General Assembly

b) Create and dissolve Commissions and approve their terms of reference procedures and delegated authority

c) Adopt the annual financial report and budgets subject to approval by the General Assembly.

d) Accept new Members and suspend or expel Members for non-payment of fees.

e) Appoint and dismiss such Officers and employees of EASM, as the Board considers necessary to carry on the day-to-day business of EASM including the Secretary General.

f) Adopt regulations (policies and procedures) to guide the management of EASM.

g) Propose modifications to the Charter and the Bye-Laws for approval by the General Assembly.

h) Develop and implement strategy to ensure effective governance and management of the Association for its members and stakeholders.

i) Do all such other things as the Board deems necessary to ensure the good governance, organisation and management of EASM.

**Kommentar [P18]:** See Clause 7.5 new f) above

**Kommentar [P19]:** This is to make clear that the S-G is appointed by the Board and accordingly may be dismissed by the Board.

**Kommentar [PJ20]:** This is to specify the governance role of the Board in regard to strategy and reinforces 8.1 above as does the addition to i) below.

The Board may delegate its day-to-day affairs to one or several of the members of the Board or to agents, in accordance with the procedures set out in the Bye-Laws.

8.7 The quorum of the Board is attained when at least 50% of the Board members are present (including Board members present by alternative means). The resolutions of the Board shall be decided by a simple majority of Board members present.

**Kommentar [P21]:** This allows participation by electronic etc means.

8.8 The President ~~and/or the Secretary General with at least one other Officer~~ are empowered, within the limits of their responsibility as determined by the Board or General Assembly or under the EASM legislation, to enter ~~jointly or severally~~ into legally binding transactions on behalf of EASM. In addition, legal proceedings may be conducted on behalf of EASM by a Board Member appointed by the Board for this specific purpose.

**Kommentar [P22]:** These changes create greater flexibility by increasing the possible signatories and clarifies who can empower. Because they will enter any agreements on behalf of and in the name of the Association (which is a separate legal entity) rather than as individuals, it is not appropriate to have "joint and several" responsibility as this arises only where two or more persons are involved together.

## Statute 9. Finance

9.1 The financial year shall be determined in accordance with the Bye-Laws.

9.2 The Board shall present the ~~audited~~ financial statements (as legally required) to the Annual General Meeting and in accordance with the procedures as set out in the Bye-Laws. The account ~~auditing~~reporting procedures are also set out in the Bye-Laws.

**Kommentar [P23]:** These changes are consistent with changes proposed regarding the auditing of the accounts.

## Statute 10. Political, Gender, Religious and Racial

10.1 EASM shall maintain absolute political, gender and religious neutrality and shall not tolerate any form of discrimination, racial or otherwise.

## Statute 11. Amendments to the Statutes and Bye-Laws

11.1 The Statutes and Bye-Laws may be amended in accordance with Article 7.7 of these Statutes by a meeting of the General Assembly convened on the initiative of the Board or at the request of 10% of the members of EASM. The date of the General Assembly that will decide on the proposed amendment(s) must be notified to members at least ~~42~~60 days in advance.

**Kommentar [P24]:** This is changed to ensure consistency. See Clause 7.3 above.

## Statute 12. Dissolution

12.1 EASM may be dissolved by a resolution passed at an extraordinary meeting of the General Assembly, properly called for that purpose. The date of the Extraordinary General Assembly that will decide on dissolution must be notified to members at least ~~42~~60 days in advance.

**Kommentar [P25]:** As above

12.2 Under the understanding that abstentions will not be calculated in the ballot, voting on the dissolution ~~and distribution of assets~~ of EASM requires the approval of at least three-quarters of the Members with voting rights.

**Kommentar [PJ26]:** These changes are legally required as part of the protection of the not-for-profit status of EASM

~~12.3 In the case of EASM being dissolved, its assets shall be distributed to one or more other not for profit organisations in accordance with the decisions taken at the Extraordinary General Assembly in which it was decided to dissolve EASM. Under no circumstances may individual members of EASM personally benefit in any material way by this distribution of assets.~~

*This Charter was adopted by the General Assembly at Nicosia on 8<sup>th</sup> September 2006.*

## European Association for Sport Management

### Bye-Laws

#### Bye-Laws related to Statutes: Article 1. Name and Formation

§1.1 There are no Bye-Laws related to Article 1 of the Statutes.

#### Bye-Laws related to Statutes: Article 2. Seat

~~§2.1 There are no Bye-Laws related to Article 2 of the Statutes.~~

§2.1.1 The Seat for EASM shall, for all legal purposes, remain in Groningen, The Netherlands and the association shall operate under European and Dutch law. The office of the Association shall be located at such place as determined by the Board from time to time. The office shall observe local, Dutch and European law as appropriate.

**Kommentar [P27]:** This is inserted for abundant clarity as to the "seat" of EASM as distinct from EASM's actual location and the laws under which it must operate.

#### Bye-Laws related to Statutes: Article 3. Mission Statement

§3.1 There are no Bye-Laws related to Article 3 of the Statutes.

#### Bye-Laws related to Statutes: Article 4. Aims, Objectives and Properties

~~§34.1~~ There are no Bye-Laws related to Article 4 of the Statutes.

#### Bye-Laws related to Statutes: Article 5. Legislation

§5.1 The working language of EASM shall be English

#### Bye-Laws related to Statutes: Article 6. Members

##### §6.1 MEMBERSHIP CATEGORIES

§6.1.1 Members shall be expected to uphold the principles and ethos of the European Association for Sport Management as contained in its Statutes and agree to abide by the EASM Statutes, Bye-Laws, Policies and Procedures.

§6.1.2 **Individual Members** are persons who have been accepted into membership by the Board. Individual members may be:

\_\_\_\_\_(i) **Honorary Members** - appointed from time to time by the General Assembly on the recommendation of the Board. Honorary members are appointed in recognition of their exceptional merit or service to EASM. Honorary members shall have the same rights as Full Members, unless otherwise stated in these Bye-Laws.

\_\_\_\_\_(ii) **Full Members** - natural persons, who are interested in sport management.

\_\_\_\_\_(iii) **Student Members** - natural persons who are at some part of the membership year studying some aspect of sport management at a recognised educational institution.

§6.1.3 **Institutional members** are such organisations as the Board of EASM may from time to time recognise. They may include International, National or Regional Sport Management Associations, Federations or Organisations; Universities; Sports Organisations, Federations or Councils; Olympic Committees; Local Government sports departments; commercial sport entities; and suitable other properly constituted bodies.

**Kommentar [P28]:** Broadens the possible membership base to include practitioners in private enterprise,

##### §6.2 APPLICATION FOR MEMBERSHIP



§6.2.1 All applications for membership shall be subject to approval or rejection by the Board. The Board shall cause a response to be given within 60 days of receipt of an application, to indicate whether the application has been accepted.

**Kommentar [P29]:** This is for abundant clarity that the Board has the right to reject an application.

§6.2.2 A person or institution does not become a member until the application has been accepted and the membership fee for the current year has been paid in full.

§6.2.3 The Board shall maintain a register of names and addresses of all Members at all times.

### §6.3 RESIGNATION AND EXCLUSION OF MEMBERS

§6.3.1 Membership shall be deemed to have lapsed if the requisite fee has not been paid by prior to the date of the next Annual General Meeting of the General Assembly in the relevant year.

**Kommentar [P30]:** This ensures no one can make the technical argument that they can pay after the AGM as long as they do so on the Day of the AGM

§6.3.2 Members may resign by giving at least 30 days notice in writing to the Board, but shall not be entitled to any refund of membership fee for the current membership period.

§6.3.3 EASM may cancel membership in the following ways:

(i) If the membership fee has not been paid within the period specified in Bye-Law §6.3.1.

(ii) If the Board is of the view that for the member to continue in membership of EASM would not be in the best interests of EASM, in which case the Board shall give notice that the membership will be terminated with effect from a stipulated date, which shall be at least 15 days from the date on which the notice is received by the member.

§6.3.4 Any member whose case for exclusion from membership is to be heard by the Board shall be entitled to appear in person (or in the case of an institutional member, to be represented) at the appropriate meeting of the Board, to hear the evidence given to justify the exclusion, and to present reasons why such exclusion should not be enacted. The right of defence have has to be respected. The final decision about exclusion is proposed by the Board and is subject to approval by the General Assembly.

§6.3.5 The General Assembly is the Appeal Body if the Board rejects an application for membership or excludes a member. The Appeal must be lodged with the Secretary-General not less than 42 days before the General Assembly meeting.

**Kommentar [P31]:** Good governance will provide the right of Appeal to an aggrieved member and prospective member. This clause effectively expands on the last sentence of the previous clause.

### §6.4 MEMBERSHIP FEES

§6.4.1 All members, except honorary members, shall pay an annual membership fee.

§6.4.2 Membership fees shall be determined from time to time by the General Assembly, on the recommendation of the Board. If a recommendation is not approved, or no recommendation is presented, then the existing fees shall continue to apply.

§6.4.3 The membership year shall be from the end of one Annual General Meeting of the General Assembly to the end of the next Annual General Meeting. The membership year shall be from 1<sup>st</sup> August until 31 July the following year. Should a person commence (as opposed to renew) their membership in the period 1 June to 31 July, their membership will be deemed to commence on the date on which they join and terminate on 31 July the following year.

**Kommentar [P32]:** This change is to rectify an anomaly that was identified in the Survey comments that the existing rule prevented new members from voting at the AGM or that their membership only lasted for a matter of days. Any ambiguity is removed.

§6.4.4 The Board is authorised to grant full or partial exemption from the obligation to pay the fee in exceptional circumstances.

## Bye-Laws related to Statutes: Article 7. General Assembly

### §7.1 VOTING AT GENERAL ASSEMBLIES



§7.1.1 ~~a~~ The General Assembly is comprised of current members. However, only the following persons may exercise a vote, and they may each exercise only one vote ~~in their capacity as either~~:

- (i) ~~Each~~A member of the Board ~~(excepting the ESMQ Editor and the Secretary General); or~~
- (ii) ~~All~~n Honorary Members; ~~or~~
- (iii) ~~All~~ Full Members; ~~or~~
- (iv) ~~Each~~An Institutional Member ~~(represented by a designated representative)~~.

~~b~~ The person chairing the General Assembly may not exercise a deliberative vote, however, ~~in~~ in the event of a tie, the person chairing the meeting (see Bye-Law §7.3.4) may then exercise a casting vote.

§7.1.2 Other persons may attend meetings of the General Assembly at the discretion of the ~~Chairman~~Chairperson but without the right ~~to make representation or~~ to vote.

§7.1.3 No person may vote ~~in relation to or~~ at a meeting of the General Assembly in more than one capacity.

§7.1.4 Voting by proxy ~~or by post~~ is not permitted, ~~but postal or electronic voting is permitted~~.

~~§7.1.5 In relation to the Election of the Board, Members may lodge a vote electronically or deliver by post up to 24 hours prior to the General Assembly at which the relevant election is determined. In the event that not all positions are filled through electronic or postal voting, elections for those unfilled positions shall take place in person at the General Assembly by all those who are in attendance and entitled to vote irrespective of whether they have lodged electronic votes.~~

**Kommentar [P33]:** These changes to make it abundantly clear that no person may exercise more than one vote (except the Chairperson when a casting vote is required in the case of a tie).

**Kommentar [P34]:** This is for abundant clarity that the Chair of the GA may ONLY vote if there is a tie. By not giving them a deliberative vote it ensures their impartiality and de-politicises their election to be the Chair.

**Kommentar [P35]:** It should be within the discretion of the Chairperson to allow a non-member to speak at a GA. This includes Student members.

**Kommentar [P36]:** This process shall commence for the 2019 Elections.

## §7.2 CONVENING MEETINGS

§7.2.1 The Board may call a meeting of the General Assembly as often as it thinks fit.

- (i) ~~The Notice for a General Meeting (including the Annual General Meeting) shall be given to the members not less than 60 days before the date of the meeting.~~
- (ii) ~~The Notice for the General Meeting shall set out the purpose of the meeting and the business proposed.~~
- (iii) ~~The Notice for the Annual General Meeting shall set out the items business in accordance with provisions of the Charter and Bye-Laws.~~
- (iv) ~~Any items for business including Nominations for elections and Notices of Motion must be submitted to the Secretary-General not less than 42 days before the date of the meeting.~~
- (v) ~~All papers and reports (where reasonably available), Notices of Motion, Nominations for Elections and any other items of business must be distributed to the members not less than 14 days before the meeting.~~

§7.2.2 The Annual General Meeting of the General Assembly shall be held each year during the period September - November, and at this meeting the necessary elections to the Board shall take place and the statement of accounts for the period up to 31st July that year shall be presented for approval.

§7.2.3 If the Board fails to ~~give notice to~~ convene a meeting, requested in accordance with Article 7.3 of the Statutes, within 30 days of receiving such a request, then the requestors may themselves call a meeting in accordance with the Bye-Laws, or by advertisement in one or more publications read by the majority of members, and may

**Kommentar [P37]:** This process was absent from the Charter and needs to be included to reflect current and proposed practice. As indicated above there was no consistency in time lines for meetings for giving Notice, responding and distributing papers.

**Kommentar [P38]:** This change is for abundant clarity as to what had to occur within the thirty days. It is ambiguous without the change as to whether the *meeting* itself must be convened within thirty days (which would be unusual given that the notice for a General Meeting is 90 days) or whether the *notice* of the meeting has to be given within 30 days of receiving the request. The logical and proposed process is the latter.

put persons others than Board members in charge of the meeting, notwithstanding the Bye-Laws.

§7.2.4 Notice of the contents for every meeting of the General Assembly, including notice of any resolutions together with the names of all persons who are candidates for election at that meeting as an Officer or Board member shall be sent at least 24-14 days before the meeting to all members of EASM but any accidental omission to give such notice shall not invalidate the proceedings at any meeting, and shall be rectified before or at the meeting.

**Kommentar [P39]:** These changes are for abundant clarity

§7.2.5 If a quorum as defined in Article 7.6 of the Statutes is not present at a Meeting then the General Assembly will be adjourned and a new meeting shall be convened in not less than 14 days and not more than 28 days with the same agenda and this new meeting may decide on the proposals even if a quorum is not present.

**Kommentar [P40]:** Without these changes the meeting could be adjourned indefinitely or for just one minute!!!

### §7.3 BUSINESS AT GENERAL ASSEMBLIES

§7.3.1 The business of the Annual General Meeting shall be:

~~(i\*) To elect the Chairperson for the General Meeting.~~

**Kommentar [P41]:** Numbering of the sub-clauses will be amended once the proposed changes are adopted

~~(ii\*) To appoint two scrutineers (if required).~~

**Kommentar [P42]:** This is necessary so as to reinforce and clarify current practice

(iii) To consider the Annual Report and Annual Accounts for the year ending on the preceding 31 July.

**Kommentar [P43]:** This is in keeping with normal practice.

~~(iv\*) To consider the annual EASM financial report; the budget for the forthcoming year; and determine membership fees.~~

**Kommentar [P44]:** This is inserted because the Board has the power to set the Budget and approve payments which should be scrutinised by the GA- see Clauses 8.4 and 8.6 c) and Bye-Laws 7.3.1(i) and (iii)

~~(#v) To conduct the elections for the Honorary Members, Officers, and Board Members, and the Chairman of the General Assembly.~~

~~(vi\*) To elect two persons to the Nominations Committee pursuant to Appendix A~~

**Kommentar [P45]:** This is necessary IF the Nominations Committee is adopted

(#vii) To appoint an Auditor if legally required and/or Finance Committee.

~~(#viii) To consider any alterations to the Statutes.~~

~~(#ix) To consider any alterations to the Bye-Laws.~~

~~(#x) To consider any resolution of which written notice has been received by the Secretary ~~Secretary-General~~ on or before 31 July and 42 days prior to the date of the Meeting which has been proposed and seconded by at least two members of EASM who are eligible to vote at the Annual General Meeting in question.~~

~~(xi\*) To consider any items of General Business received by the Secretary-General or from the floor of the Meeting.~~

**Kommentar [P46]:** This is requested by a number of responses to the Survey.

~~(xii\*) To deal with any other matters as provided under Statute 7.5.~~

**Kommentar [P47]:** Abundant clarity

§7.3.2 Meetings of the General Assembly may, by special resolution adopt or amend Bye-Laws, which shall be binding on the Board and the members, provided that the provision is not in conflict with the Statutes or the law.

§7.3.3 All Meetings of the General Assembly shall be conducted in accordance with the standing orders for EASM meetings as set out in Bye-Law §7.5.

§7.3.4 A ~~Chairman~~ Chairperson of the General Assembly shall be elected by the members at the commencement of each Annual General Meeting. This ~~Chairman~~ Chairperson shall chair meetings of the General Assembly up to and including the election of the Chairperson at the next Annual General Meeting. The ~~Chairman~~ Chairperson shall not be a Member of the Board, nor a candidate for election or appointment to the Board during any meeting at which they take the chair. In the absence of the

**Kommentar [P48]:** This is to clarify normal practice.

~~Chairman~~Chairperson, the General Assembly may appoint another Member to take the chair.

## §7.4 ELECTIONS

§7.4.1 Elections to the positions of Officers, Board members and ~~Chairman~~Chairperson of the General Assembly shall be conducted by secret ballot. ~~if asked by at least one member.~~ Nominations for election to these positions shall be submitted in accordance with Bye-Law §8.6.

§7.4.2 In the case of election of Officers and ~~Chairman~~Chairperson of the General Assembly, if no candidate has obtained an absolute majority in the first ballot, then a second ballot shall take place at the Annual General Meeting between the two persons who obtained the most votes in the first ballot.

§7.4.3 If any ballot results in a tie or partial tie then a supplementary ballot shall take place at the Annual General Meeting to resolve the tie; and if this is indecisive then it shall be decided by drawing of lots.

§7.4.4 Election of individual members of the Board (*i.e. non-Officers*) shall be carried out by a single ballot, and those candidates receiving the highest numbers of votes shall be deemed to have been elected. The provisions of Bye-Laws §8.1 & §8.2 shall first be taken into account when determining those deemed to have been elected.

§7.4.5 In the case where there is the same number or fewer candidates than vacancies, the meeting may deem that these candidates are elected by consent.

§7.4.6 ~~Postal Proxy votes~~ are not permitted. Postal and Electronic votes are permitted.

§7.4.7 If there are no or insufficient nominations for a position submitted in advance of the meeting, then the General Assembly may receive and act on nominations duly proposed and seconded by full members at the meeting.

**Kommentar [P49]:** IF electronic votes are allowed then it makes no sense to exclude postal votes.

**Kommentar [P50]:** It is considered that proxy votes can be abused and are not privy to matters that may arise at the Meeting. This is also consistent with Bye-Laws 7.1.4 and 8.1.4

**Kommentar [P51]:** For abundant clarity and precaution.

## §7.5 CONDUCT OF MEETINGS OF THE GENERAL ASSEMBLY

### §7.5.1 ~~Chairman~~Chairperson

(i) The ~~Chairman~~Chairperson shall preside at all meetings of the General Assembly, except that if the ~~Chairman~~Chairperson is unable to do so then the meeting shall appoint a full member, who is not a member of the Board, to preside.

(ii) The ~~Chairman~~Chairperson shall have the power to rule on any matter set out in section §7.5 of these Bye-Laws, or on other points or procedure. This ruling may not be questioned, except as provided for in the Bye-Laws.

(iii) The ~~Chairman~~Chairperson may not propose or second a resolution or stand for election to the Board. If they wish to do so they must vacate the chair for the duration of the relevant debate. Bye-Law §7.5.1(i) shall then apply.

(iv) If any person deputises for the ~~Chairman~~Chairperson in accordance with Bye-Law §7.5.1(i), they shall assume in full all the rights and responsibilities of the ~~Chairman~~Chairperson.

### §7.5.2 Business

(i) ~~Business shall follow the order of the agenda and no business that is not on the agenda shall be considered, except for procedural motions~~Only business that follows the order of the Agenda shall be considered, except for procedural motions.

(ii) Amendments to a resolution may only be introduced so as to modify and not to negate the original ('substantive') motion, nor to introduce new business.

**Kommentar [P52]:** This change is for greater clarity

(iii) The ~~Chairman~~Chairperson may rule on whether an amendment is permitted for debate.

(iv) If an amendment is to be considered, then it shall be debated and determined before consideration of the substantive motion. If the amendment is carried, it replaces the original motion and becomes the new substantive motion.

(v) If more than one amendment is proposed, the last one to be presented shall be considered first.

### §7.5.3 Speeches

(i) Only persons eligible to vote shall be entitled to speak, unless invited to do so by the ~~Chairman~~Chairperson.

(ii) Speakers shall always address themselves to the chair.

(iii) Any Member desiring to speak shall indicate this to the ~~Chairman~~Chairperson, who shall normally call upon the person ~~he/she~~they first observed.

(iv) A Member or Observer shall remain quiet if instructed to do so by the ~~Chairman~~Chairperson. If the person disregards this ruling, the ~~Chairman~~Chairperson may instruct them to leave the meeting.

(v) Speeches are only permitted if they are relevant to the current business, or to a point of order or information.

(vi) Candidates for election shall not be permitted to speak to their candidacy at the Annual General Meeting however they are permitted to submit a video presentation not exceeding 3 minutes and/or a written statement not exceeding 400 words with their nomination. These submissions shall be posted on the EASM Website not less than 14 days prior to the Annual General Meeting.

**Kommentar [P53]:** This is to allow candidates for election to present on themselves and their reasons for seeking election.

### §7.5.4 Order and information

(i) Points of information may be raised at any time if the speaker holding the floor will accept them.

(ii) Points of order may be raised only to question the procedure of the meeting, and shall be attended to immediately by the ~~Chairman~~Chairperson.

(iii) If in the opinion of the ~~Chairman~~Chairperson, points of order or of information are being raised to prevent a speaker from stating their arguments, or to obstruct the course of the meeting, the ~~Chairman~~Chairperson may refuse to permit any further requests for information or points of order.

### §7.5.5 Procedural motions

(i) Procedural motions may be presented at any time and once a procedural motion has been proposed and seconded, discussion on the resolution under consideration is suspended until the procedural motion has been determined.

(ii) Only the following procedural motions may be put:

(a) That the meeting sets aside the ruling of the ~~Chairman~~Chairperson ~~as to .....~~ (In this instance, the ~~Chairman~~Chairperson shall vacate the chair until the outcome is determined).

(b) That the question be put immediately without further debate

(c) That the meeting proceeds to the next business

- (d) That the meeting adjourn until a nominated date
- (e) On a Point of Order

**Bye-Laws related to Statutes: Article 8. The Board**

§8.1 ~~The Board shall comprise the President, the Vice President, the Secretary, the Treasurer, and seven other members, all of whom shall be elected by the membership at the Annual General Meeting.~~

a) ~~The Board shall comprise:~~

~~(i) The President; Vice President; and Treasurer; (“the Officers”) - all of whom shall be elected by the EASM members;~~

~~(ii) Five (5) General Directors – all of whom shall be elected by the EASM members;~~

~~(iii) One (1) Student Member – who shall be appointed by the Officers and General Directors within 14 days after the Annual General Meeting and after consultation with the student community of EASM;~~

~~(iv) The Editor of ESMQ - who shall be appointed by the ESMQ Editorial Board after Consultation with the Board; and~~

~~(v) The Secretary General who shall be appointed by the incoming Board.~~

~~b) The Scientific Chair shall be appointed by the Board from amongst the elected Board members within 14 days after the Annual General Meeting.~~

~~The General Assembly should strive for gender equity on the Board and at least 3 members of the Board shall be male and at least 3 members shall be female.~~

~~c) The ESMQ Editor and the Secretary General are members ex-officio of the Board but have no voting rights.~~

§8.2 a) The General Assembly ~~(and Nominations Committee in seeking candidates)~~ should strive for geographical, national and gender equity and –balance in the membership of the Board and

~~(i) at least 34 members of the Board shall be male and at least 34 members shall be female;~~

~~(ii) not more than two half the members of the Board may be from any one country/nation.~~

~~b) In determining this Bye-Law, a person’s Nationality shall be determined by their Passport or National Identity Card. In the event they hold two or more Passports or National Identity Cards, their nationality shall be deemed to be that of their place of birth and if no longer a nation then the place in which they are permanently domiciled. This definition of Nationality applies throughout this Charter. –may opt to be regarded as being from the country of their nationality or the country in which they live or work.~~

~~c) This Bye-Law does not apply to members co-opted in accordance with Bye-Law §8.5.~~

§8.3 In order to be elected or appointed as the Student member ~~as a Member of to~~ the Board, a person must be a member of EASM and be a citizen of a country in membership of the Council of Europe or live or work in a country in membership of the Council of Europe.

§8.4 ~~All members of the Board are appointed for a 3 year period in accordance with the following:~~

**Kommentar [P54]:** This is the Board structure proposed after consideration of the Survey and to support a diverse and skills based Board

**Kommentar [P55]:** As above and is consistent with Statute 8.2

**Kommentar [PJ56]:** This is to further ensure gender equity on the Board.

**Kommentar [P57]:** This is consistent with earlier provisions

**Kommentar [P58]:** See Comments above in relation to Clause 8.2

**Kommentar [P59]:** This excludes the Editor of ESMQ

**Kommentar [P60]:** These changes are made in response to the Survey of members

- ~~(i) The President shall be elected in 2006 and every third year thereafter (2009 etc).~~
- ~~(ii) The Secretary shall be elected in 2007 and every third year thereafter (2010 etc).~~
- ~~(iii) The Vice-President and the Treasurer shall be elected in 2008 and every third year thereafter (2011 etc).~~
- ~~(iv) Election of other Members of the Board shall be as required, so that 2 members be elected in 2006 and every third year thereafter (2009 etc); 3 members be elected in 2007 and every third year thereafter (2010 etc); and 2 members be elected in 2008 and every third year thereafter (2011 etc).~~
- ~~(v) An Officer or Board Member may only be re-elected to the same position on one occasion.~~

(i) All members of the Board (excluding Casual Vacancies) are elected or appointed for a 3-year period.

(ii) Members of the Board may be elected (including re-election) or appointed (including re-appointment) for up to two terms in the same position.

(iii) Members of the Board may be elected or appointed for a maximum of three terms.

(iv) The Officers of EASM and the Board are the President, Vice-President and Treasurer.

(v) The Student Member shall be a student who, at the time of their appointment, is enrolled at a University in Europe preferably in a Masters or PhD program.

§8.5 The Board is authorised to co-opt non-voting members at its discretion. However, the number of ~~elect~~ed voting members must always be greater than the number of co-opted members'

§8.6 Nomination of candidates for election to the Board may be submitted by any two full or institutional members of EASM, who must be eligible to vote at the Annual General Meeting, provided that such nomination is deposited with the ~~Secretary~~Secretary-General in writing ~~by 31<sup>st</sup> July~~ not less than 42 days prior to the Annual General Meeting. The nomination should specify ~~whether the candidate has been nominated as an Officer (President, Vice-President, Secretary or Treasurer as appropriate) or as an individual member of the Board; for which position on the Board the candidate has been nominated. A candidate may nominate for any number of positions on the Board but may only hold one position and must accept the first position to which they are elected.~~

**Kommentar [P61]:** This is to ensure a democratic and representative balance in the board meetings in the context of the proposed changes to the composition and election/nomination to the Board.

§8.7 The General Assembly may dismiss any Board Member, prior to the completion of their term of office, if the Meeting is satisfied that the Board Member has acted in a way such as to cause damage or disrepute to EASM. Any such dismissal shall take place at a properly convened meeting of the ~~Board~~General Assembly and shall require a ~~two thirds~~67% or greater majority of those present and voting.

§8.8 Should a Board Member cease to hold office before the completion of their term of office, then the Board may make an interim appointment until the next meeting of the General Assembly, at which time an election ~~shall~~ take place in the normal manner for Board membership. ~~and this replacement shall serve only until the conclusion of the legitimate term of office of the person they replaced~~This interim term shall not count in regard to term of office limitations under §8.4.

**Kommentar [P62]:** This last sentence is for abundant clarity.

§8.9 Should the President cease to hold office before the expiry of their term, or be temporarily unable to carry out their functions, then the Vice-President shall undertake the functions of President pro tem. If the Vice-President is not available or



unwilling then the Board shall select a suitable person from amongst their membership. If it is clear that the President will be unable to return to office then Bye-Law §8.8 shall apply.

§8.10 A Board Member who wishes to retire from office may do so by notifying the ~~Secretary~~Secretary-General in writing. The procedure in Bye-Law §8.8 shall apply.

§8.11 The Board is authorised to act provided that its present membership does not fall below ~~sevensix~~ members, and provided that at least one half of its present membership is in attendance at a duly convened meeting of which all Board Members have received adequate notice.

**Kommentar [P63]:** This change is to maintain consistency with Clause 8.2 of the Charter.

§8.12 The Board shall meet at least twice each year, at the call of the President or of four or more Board Members. At least 14 days notice of the meeting, including the agenda of matters to be discussed, shall be given to all Board Members. Meetings of the Board shall be chaired by the President. In ~~his~~the absence ~~of the President~~, Bye-Law §8.9 shall apply.

**Kommentar [P64]:** Removal of gender specific language

§8.13 All decisions of the Board are taken by simple majority ~~except in respect of Bye-Law §8.7~~. Each Board Member ~~or their replacement, but not the Editor of ESMQ, the Secretary General or a co-opted member~~, shall have one vote and in the event of a tie, the ~~chairman~~Chairperson of the meeting may also exercise a casting vote in addition to their deliberative vote.

**Kommentar [P65]:** Bye-law 8.7 relates to the actions of GA not the Board.

**Kommentar [P66]:** This is for abundant clarity as to who may vote at a Board meeting.

§8.14 Board Members may ~~only~~ vote in person which includes telephonic, digital or on-line. Proxy votes are not permitted.

**Kommentar [P67]:** In keeping with technology

§8.15 Except where specified otherwise, all actions, agreements or contracts entered into on behalf of EASM ~~shall~~are required to be pre-approved by a resolution of The Board and be signed by ~~the President and~~ any ~~two~~one of the Officers.

**Kommentar [P68]:** This is to reflect good governance practice.

§8.16 ~~The Board may establish an Executive Committee comprising the Officers and such other members as the Board may decide, to undertake such functions between meetings of the Board as the Board may from time to time determine.~~  
The Executive Committee, consisting of the EASM President, Vice-President, Treasurer and Secretary-General, shall be responsible for the day-to-day duties of EASM and such other functions as determined by the Board or the General Assembly. The Executive Committee reports to the Board.

**Kommentar [P69]:** This is to reflect current and proposed practice.

§8.17 The Board shall appoint a Secretary-General within 42 days after the Annual General Meeting Election and the term of appointment shall be for no more than 3 years. The Secretary-General may be re-appointed by the Board at their discretion.

**Kommentar [P70]:** Note, this should be sufficient time as the NC must appoint the rest of the Board within 14 days of the AGM, hence the full board must make its decision within 28 days after being constituted].

### Bye-Laws related to Statutes: Article 9. Finance

§9.1 The financial year of EASM runs from 1st August - 31st July.

§9.2 The Board is required to maintain accurate financial records at all times, and to make appropriate arrangements for the safeguard and investment of any funds.

§9.3 The Annual General Meeting shall each year appoint a Finance Committee consisting of at least two full members who are not members of the Board. This committee shall examine the statement of accounts ~~referred to in Article 9.2 of the Statutes~~ prior to its submission to the General Assembly and report to the General Assembly on its findings. The Board is obliged to give all requested information to the Finance Committee for the purpose of the examination, and to permit the Finance Committee to inspect the books and documents of EASM and to provide such evidence as may be required.

**Kommentar [P71]:** This removes any restriction on the Finance Committee to inspect the accounts records.



§9.4 The Annual General Meeting may, if it chooses, appoint an approved accountant instead of a Finance Committee to inspect the books and documents of EASM, and to report to the General Assembly. The Board must then provide this accountant with all the necessary information to conduct an audit and shall present to the General Assembly the report from the accountant concerning the accuracy of the accounts.

**Bye-Laws related to Statutes: Article 10. Political, Gender, Religious & and Racial**

§10.1 There are no Bye-Laws related to Article 10 of the Statutes.

**Bye-Laws related to Statutes: Article 11. Amendments to the Statutes and Bye-Laws**

§11.1 There are no Bye-Laws related to Article 11 of the Statutes.

**Bye-Laws related to Statutes: Article 12. Dissolution**

§12.1 In case of dissolution, a liquidator shall be appointed by the Board, unless the Extraordinary General Assembly appoints a liquidator at the time of passing the resolution for dissolution.

§12.2 Any net assets remaining after dissolution shall be ~~used as far as possible in furtherance of such aim or aims of EASM as the Extraordinary General Assembly may set down at the time of passing the resolution for dissolution, and in the absence of any such resolution these assets should be passed to the Olympic Solidarity Fund-World Association for Sport Management (WASM).~~

**Kommentar [PJ72]:** This change is part of the legal requirements for EASM to maintain its no-for-profit status and non-tax liability. See above for changes to Charter Statute Clauses 3.2-3.5, 4.1 and 12.

*These Bye-Laws were adopted by the General Assembly at Nicosia on 8<sup>th</sup> September 2006 and amended at the General Assembly at Malmo on September 2018..*

## **Appendix A to EASM Constitution (Charter and Bye-Laws)**

### **Nominations Committee**

#### **1. Formation of Committee:**

The Nominations Committee:

(a) must be constituted at the Annual General Meeting at which elections shall be held;

(b) holds office for up to three (3) years (non-renewable); and

(c) shall rotate at least one member annually either by consensus or lot.

#### **2. Composition:**

2.1 The Nominations Committee shall consist of three (3) persons as follows:

(a) A former President or Board Member of high standing appointed by the Board (and who will Chair the Committee).

(b) Two EASM Members who are not seeking election or appointment (as the case may be) who shall be elected at the Annual General Meeting.

(c) EASM Secretary-General (non-voting).

2.2 When nominating candidates for the Nominations Committee, nominators should consider the skills and experience that will be needed in order to fulfil the role;

2.3 There must be at least one woman and one man on the Nominations Committee.

2.4 All members of the Nominations Committee must be of different Nationalities and reside in different countries.

2.5 Appointment to the Nominations Committee is not renewable.

### **3. Role / Consideration:**

3.1 The Nominations Committee shall seek and encourage suitable candidates to stand for election to the EASM Board.

3.2 In seeking and encouraging prospective Board Members, the Nominations Committee will endeavour to “balance the Board” by having regard to:

(a) ~~T~~he desirability of achieving an appropriate geographical and Nationality spread on the Board to reflect the whole of the European Community generally;

(b) ~~G~~gender; and,

(c) ~~T~~he skills, competencies, knowledge and experience needed to enhance the decision making of the EASM Board. In this regard, the Nominations Committee should pursue at least one person who is currently from the Sport Industry.

**Kommentar [P73]:** This is in response to comments in the Survey

**4. Procedures:** Except as otherwise provided in this The Charter, the Nominations Committee will regulate its own procedure.