

## **STATUTES OF EUROPEAN MASTERS ATHLETICS**

**Approved by EMA Extraordinary General Assembly  
Ancona (Italy), 31 March 2016**

### **TABLE OF CONTENTS**

#### **PART A - DEFINITIONS**

Article 1: Definitions

#### **PART B - NAME, REGISTERED OFFICE, PURPOSE**

Article 2 : Name

Article 3 : Registered Office

Article 4 : Purpose

Article 5 : Languages

#### **PART C : MEMBERS OF THE ASSOCIATION**

Article 6 : Membership

Article 7 : New Members

Article 8 : Termination of Membership

Article 9 : Membership fees

Article 10 : Members' rights and obligations

#### **PART D: ADMINISTRATION – GENERAL ASSEMBLIES**

Article 11 : General Assemblies

Article 12 : General Assemblies' Procedure

Article 13 : Delegates

Article 14 : Ordinary General Assemblies

Article 15 : Extraordinary General Assemblies

#### **PART E: ADMINISTRATION – COUNCIL**

Article 16 : Council

Article 17 : Power and duties of Council

Article 18 : Elections

Article 19 : Vacancies and Removal of Executive Members

Article 20 : Council's Meetings

Article 21 : Duties of the Council Members

#### **PART F : FINANCIAL MATTERS**

Article 22 : Finances

Article 23 : Accounting

Article 24 : Auditors

#### **PART G : GENERAL**

Article 25 : Liability

Article 26 : EMA responsibility  
Article 27 : Dissolution  
Article 28 : Discipline  
Article 29 : Arbitration  
Article 30 : By laws and formal policies

## PART A – DEFINITIONS

### 1. DEFINITIONS

In these Statutes of the European Masters Athletics Association (and in any By-Laws eventually made under it), the definitions set out below have the meanings given in this clause, except where a different meaning is clearly intended.

<b>Absolute Majority</b>	Means at least half the valid votes cast plus 1.
<b>Act</b>	Means the Swiss law in particular Art. 60-79 of the Swiss Civil Code (ZGB).
<b>Alternate</b>	Means the name of an individual who may take the place of an eligible delegate at a General Assembly.
<b>By-Laws</b>	Means the legal text that details how the intent of these Statutes is to be carried out.
<b>Casting vote</b>	Means an additional vote given to the President or chair of meeting to resolve a tie in a decision and which may be exercised only when such a tie exists.
<b>Committee</b>	Means a standing or ad hoc Committee of EMA that has been established under the terms of these Statutes.
<b>Council</b>	Means the body responsible for the administration of EMA consisting of elected members.
<b>Country</b>	Means a self-governing geographical area recognised as an independent state by international law and international governmental bodies.
<b>Delegate</b>	Means a representative of an EMA Member eligible to speak and vote at a General Assembly.
<b>EAA</b>	Means the “European Athletics Association”, the European governing body for dealing with matters related to the sport of Athletics
<b>Extraordinary General Assembly</b>	Means a special General Assembly convened to consider passing a matter which requires a special majority.
<b>IAAF</b>	Means the “International Association of Athletics Federation”, the world governing body for dealing with matters related to the sport of Athletics
<b>IAAF Member</b>	Any National Governing Body affiliated to the IAAF.
<b>Member</b> (with capital “M”)	Means an athletic organisation that is responsible for representing Masters athletes of a country or territory which is affiliated to WMA.

<b>member</b> (with a small “m”)	Means an individual person member of the EMA Council or an EMA Honorary member
<b>National Governing Body (NGB)</b>	Means the organisation in a specific Country or Territory which is responsible for the sport of athletics and is affiliated with the IAAF.
<b>Ordinary General Assembly</b>	Means a biennial meeting held in conjunction with the outdoor European Stadia Championships, and comprising delegates of EMA Members and the EMA Council.
<b>Quorum</b>	Means the minimum number of persons who need to be present to constitute a valid formal meeting.
<b>Rules</b>	Means the EMA Rules of Competition and Championships.
<b>Simple majority</b>	Means the highest number of valid votes cast for a candidate, subject or motion in a specific vote.
<b>Special majority</b>	Means two-thirds of valid votes cast of those Members present voting at a General Assembly or Extraordinary General Assembly, such two-thirds to represent at least one half of the total voting power of all Members of the EMA
<b>Territory</b>	Means any semi-autonomous territory or dependency.
<b>Valid Votes</b>	The following shall not be counted as valid votes: (a) abstentions; (b) blank votes; (c) votes for more or fewer candidates than the number required; (d) votes declared void by the scrutineers whose decision shall be final, e.g., unintelligible votes.
<b>Masters athlete</b>	Means any male or female athlete of an organisation affiliated to EMA or the WMA who has attained the age of 35 years.
<b>WADA</b>	Means the World Anti-Doping Agency.
<b>WMA</b>	Means the association called World Masters Athletics, the world governing body for dealing with matters related to the sport of Athletics for Masters Athletes.

## **PART B - NAME, REGISTERED OFFICE, PURPOSE**

### **2. NAME**

- 2.1 The name of the Association which is the governing body for the sport of Masters Athletics in Europe shall be “European Masters Athletics” (EMA).
- 2.2 EMA operates in coordination with the International Association of Athletics Federations (IAAF), the European Athletics Association (EAA) and the World Masters Association (WMA).

- 2.3 EMA is a not-for-profit organisation that is neutral regarding politics, religion, ethnicity and gender.
- 2.4 EMA is registered in the Canton de Vaud (Switzerland) as an Association under the Art. 60-79 of the Swiss Civil Code (ZGB).
- 2.5 Throughout these Statutes and their eventual By-laws, the masculine gender shall include the feminine.
- 2.6 Any reference to masters shall include the word “veterans”.

### **3. REGISTERED OFFICE**

- 3.1 The EMA headquarters are located at EAA. HQ located in Lausanne, 18 rue Ruchonnet, but may be transferred to any other place in the Canton de Vaud by resolution of the Council.

### **4. PURPOSE**

The purpose of the Association is to:

- 4.1 develop, regulate, promote, and manage all aspects of the sport of Masters Athletics in Europe;
- 4.2 sanction, promote and ensure the conduct of European Masters Athletics championships.
- 4.3 advance sports, health, and education related topics by its Academy;
- 4.4 co-operate with the IAAF, WMA, EAA and WMRA;
- 4.5 ratify of the IAAF, WMA, EAA and WMRA regulations as well as all directives and sanctions of these bodies;
- 4.6 implement WADA/IAAF anti-doping regulations as they apply to Masters Athletics;
- 4.7 ratify and register European Masters Athletics records and best performances;
- 4.8 work in co-operation with other organisations that are engaged in the sport of Masters Athletics.

### **5. LANGUAGES**

- 5.1 The official language of EMA shall be English.
- 5.2 All documents shall be in English; in special cases, (e.g. brochures, speeches) the sequence of languages used will be German, French and the respective national language.
- 5.3 In case of discrepancies in the wording of the Statutes and By-laws, the French version shall prevail.

## **PART C – MEMBERS OF THE ASSOCIATION**

### **6. MEMBERSHIP**

- 6.1 The Members of EMA are the National Associations of Masters Athletics who are WMA Members.
- 6.2 Only one legally constituted Association or organisation that represents Masters' Athletes for each country, nation or independent territory is eligible for membership of EMA.
- 6.3 These Members will be:
  - 6.3.1 preferably, the IAAF Member in any country; this body shall take precedence for EMA Membership in this country;
  - OR
  - 6.3.2 if the IAAF Member is either, not involved, or not interested in Masters activities, a specific national Masters organisation.
- 6.4 Membership of EMA shall not be available to any prospective Member whose Statutes is inconsistent with the purpose of the EMA and the spirit of these Statutes.

### **7. NEW MEMBERS**

- 7.1 When WMA accepts a new European Member, he becomes automatically Member of the EMA.

### **8. TERMINATION OF MEMBERSHIP**

Membership of the Association shall be lost:

- 8.1 If the EMA Member stops, for any reason to be a EMA or WMA Member.

- 8.2 The Council may decide the suspension of a Member if it is of the opinion that the Member has:
- 8.2.1 persistently refused or neglected to comply with the provisions of these EMA Statutes and its By-Laws, Rules or other valid EMA resolutions and directives, or
  - 8.2.2 persistently and wilfully acted in a manner prejudicial to the interests or reputation of EMA and the sport of Masters athletics, or
  - 8.2.3 become inactive or is no longer a properly constituted national Association or an organisation that represents Masters Athletes.
- 8.3 The Council may also decide the suspension of a Member for non-payment of dues and/or annual fees
- 8.4 Members leaving the Association or being disqualified from the membership have no right to the assets of the Association. They are liable to pay the membership fees for the term of their membership.

## **9. MEMBERSHIP FEES**

- 9.1 EMA may charge membership fees to the Members and the amount of this fee shall be proposed by Council and approved by Absolute Majority at the General Assembly.
- 9.2 EMA Members shall also ensure the payment of any other fees such as EMA championship fees or competitor levies collected on behalf of EMA by a championship organised under their jurisdiction.

## **10. MEMBERS' RIGHTS AND OBLIGATIONS**

- 10.1 EMA Members are entitled to propose motions and vote at the General Assembly meetings.
- 10.2 EMA Members are entitled to nominate eligible individuals for EMA Council offices and EMA Committees where appropriate.
- 10.3 EMA Members are entitled to nominate host cities for EMA Championships.
- 10.4 EMA Members shall regulate, administer and support Masters Athletics in their jurisdiction and otherwise operate in a manner that is consistent with the objects of the EMA Statutes.
- 10.5 EMA Members shall promptly provide to the EMA General Secretary information about their organisation and subsequently any changes or updates to that information and should respond in a timely manner to any

reasonable request from the General Secretary for information relating to the Member's organisation and activities relating to Masters Athletics under their authority.

## **PART D: ADMINISTRATION – GENERAL ASSEMBLIES**

### **11. GENERAL ASSEMBLIES**

- 11.1 The General Assemblies are the supreme body of the Association. They have the powers which have been granted to it by law or by the Statutes and which are not forcibly granted to another body of the Association.
- 11.2 EMA recognizes two kinds of General Assemblies: Ordinary and Extraordinary.
- 11.3 They are classified as Extraordinary when their decisions relate to
- . a change of the Statutes,
  - . the dissolution of the Association,
  - . a request to release the Council, or a member of the Council,
  - . an extraordinary situation which leads to convene a special session of the General Assembly.
- 11.4 They are classified as Ordinary in all other cases.

### **12. GENERAL ASSEMBLIES PROCEDURE**

- 12.1 A General Assembly shall be chaired by the EMA President; if he is absent, by the Vice-President. In the absence of the President and the Vice-President, the General Assembly will be chaired by a Council member nominated by the President.
- 12.2 The chairman designates a secretary of the meeting; he will be in charge to record the discussions and resolutions in proper minutes.
- 12.3 The minutes of the General Assembly shall be held in English language and in writing or in electronic form and must be signed by the President and the General Secretary together with the two (2) delegates designated by the General Assembly.
- 12.4 These minutes will be distributed, to those having received invitation to attend, within 60 days after the end of the General Assembly. Any request for correction must be received within 30 days of the distribution of the minutes. Any query arising from the minutes will be decided by the Council at its next meeting.



- 12.5 The General Assembly of the EMA shall consist of the Delegates of EMA Members which are EMA Members for more than 120 days before the date of the General Assembly, as defined in Article 13.
- 12.6 Elected EMA Council members are also members of the General Assembly, with voting power.
- 12.7 Each delegate present and each EMA Council member present is entitled to only one vote on any issue before the General Assembly.
- 12.8 There are members of the General Assembly, without voting power
- the Chairpersons of the EMA Committees and Working Groups
  - the EMA Honorary members
- 12.9 Voting by proxy is not allowed.
- 12.10 In the case of a tie vote, the chair may use his right to have a “casting vote”
- 12.11 Non-voting observers, including Honorary Life Members and Honorary Life Presidents, bidding delegations, members of the press, athletes and members of the public may be permitted to attend a General Assembly and may not participate in any manner unless specifically requested to do so by the Chair.
- 12.12 Resolutions shall take place openly. However, upon request of two fifths of those present and eligible to vote, the General Assembly may decide on secret ballot on particular items.

### 13. **DELEGATES**

- 13.1 The number of Delegates from Members at a General Assembly shall be determined on the following basis:
- 13.1.1 each Member shall be entitled to one Delegate
- 13.1.2 each Member shall be entitled to more than one Delegate according to a ratio formula based upon the average number of competitors at the last three (3) European Stadia-Championships, as follows:
- 50 participants and more: 2 Delegates,
  - 75 participants and more: 3 Delegates,
  - 100 participants and more: 4 Delegates,
  - 150 participants and more: 5 Delegates,
- 13.2 The competitors referred to in the above clause shall mean eligible competitors registered as entered and fully paid up regardless of whether they start their events or not.



- 13.3 The names of Delegates including any alternates shall be provided in writing by Members to the General Secretary not later than 30 days prior to the General Assembly.
- 13.4 Alternates for nominated Delegates shall be permitted upon written documentation from the Member on official letterhead, provided this is submitted to the General Secretary at least 24 hours in advance of the opening of the General Assembly.

#### **14. ORDINARY GENERAL ASSEMBLIES**

- 14.1 An Ordinary General Assembly shall take place every two years, on the occasion of the European Masters' Athletic Championship "Stadia". Its date and venue shall be confirmed at the preceding meeting of the General Assembly, if known.
- 14.2 The meeting shall be convened in English. Delegates may speak in their own language, but must organise a translator where one is not already provided.
- 14.3 The General Secretary shall confirm Members of the opening date of the General Assembly not later than 120 days in advance of the meeting.
- 14.4 Proposals of the Members may be notified to the General Secretary in writing 90 days prior to the General Assembly.
- 14.5 The General Assembly shall be convened at least 45 days prior to the meeting, in writing with the General Assembly agenda, standing orders and meeting procedure.
- 14.6 Council can add any item to the General Assembly agenda at any time.
- 14.7 The agenda of the General Assembly shall include the following items:
1. Opening of the General Assembly by the President;
  2. Approval of the agenda;
  3. Confirmation that the General Assembly has been properly convened and the number of the entitled voters has been properly recorded;
  4. Appointment of two (2) delegates for the certification of the minutes;
  5. Appointment of two (2) scrutineers for the ballots;
  6. Minutes of the previous General Assembly (see Article 14.12);
  7. Approval of the reports from each member of the Council;
  8. Report by the Treasurer on the accounts of the two previous years;
  9. Report by the Auditor(s);
  10. Approval of the Accounts;
  11. Release of the Council;
  12. Decision regarding any eventual change in the amount of the annual fee;

13. Approval of the budget for the two next years;
  14. Proposals by the Council;
  15. Proposals by the Members (see Article 14.4);
  16. Election of the Council members, if needed;
  17. (eventually) Appointment of EMA Honorary Members;
  18. Appointment of two auditors
  19. Presentation by the organisers of the next championships;
  20. Closing of the General Assembly.
- 14.8 Honorary Members
- 14.8.1 Upon recommendation by the Council the General Assembly may elect EMA Honorary Members.
  - 14.8.2 These Honorary Members can be
    - . Honorary President: this honour can be given only to past EMA Presidents.
    - . Honorary Members of the EMA: this honour can be given to persons who have given distinguished service in the cause of European Masters activities.
- 14.9 For resolutions to be valid, the General Assembly must be composed of at least half of the Members eligible to vote. If this condition is not fulfilled, the General Assembly may be convened immediately and, during this second meeting, resolutions shall be valid whatever the number of Members present, but only on issues on the agenda of the first meeting.
- 14.10 The General Assembly shall pass its resolutions and carry-out its elections with an Absolute Majority of the voting people present (see Definitions)
- 14.11 The votes are cast by show of hands unless a secret ballot is requested by a one third of the Members of the Assembly or by the President.
- 14.12 The minutes have to be finalized within 60 days after the end of the General Assemblies; checked by the two delegates (see Article 14.7.4), they will be sent to all attending Members who will have 30 days to make any comment. Without any reply, the Minutes will be considered as approved. This will be reported to the next General Assembly (see Article 14.7.6)
- 15. EXTRAORDINARY GENERAL ASSEMBLIES**
- 15.1 An Extraordinary General Assembly will be called to deal with the matters listed under Article 11.3.
  - 15.2 An Extraordinary General Assembly is called by a decision of the Council taken at the Absolute Majority.

- 15.3 An Extraordinary General Assembly may also be convened when requested in writing by one fifth of the EMA Members stating that they desire such a meeting and the reasons therefore. In this case, the General Secretary shall give formal notice of an Extraordinary General Assembly meeting to all Members. The notice shall be sent within three months of the General Secretary receiving the requisition.
- 15.4 For resolutions to be valid, the Extraordinary General Assembly must be composed of at least half of the total votes of the Members eligible to vote. If this condition is not fulfilled, the Extraordinary General Assembly may be convened immediately and, during this second meeting, resolutions shall be valid whatever the number of Members present, but only on issues on the agenda of the first meeting.
- 15.5 The resolutions of the Extraordinary General Assemblies are taken by the Special Majority as defined in "Definitions".
- 15.6 In the case of resolutions concerning the release of the Council, the members of the Council have no voting right.
- 15.7 Where a notice of motion concerns the release of one (or more) elected member(s) of the Council, this (those) member(s) being considered shall have no voting rights. Where the President or chair is involved, a temporary chair may be appointed for the duration of that election.
- 15.8 Any subsequent amendments that may be necessary to the wording of Articles of the Statutes which have been passed by General Assembly can only be made by the President (or by any person or persons nominated by him for such purpose) or by the General Secretary, and this provided no material change to the decision of General Assembly is made.

## **PART E: ADMINISTRATION – COUNCIL**

### **16. COMPOSITION OF THE COUNCIL**

The Council consists of the following five (5) members:

- a President,
- a Vice-President,
- a Treasurer,
- a Technical Director,
- a General Secretary.

### **17. POWERS AND DUTIES OF COUNCIL**

- 17.1 The Council shall address all matters which are not reserved for the General Assembly.
- 17.2 In particular, the Council will manage the Administration of EMA and all of its concerning matters. Those include especially the following:
  - 17.2.1 undertake the day-to-day management of EMA;
  - 17.2.2 act in the interests of Masters Athletics consistent with these Statutes;
  - 17.2.3 develop strategic directions for EMA;
  - 17.2.4 make formal policies relating to administrative and other matters in undertaking its responsibilities in implementing EMA's purpose;
  - 17.2.5 represent EMA interests to the WMA and EAA and other external organisations;
  - 17.2.6 execute the decisions taken by the General Assembly;
  - 17.2.7 is consulted on matters relating to the Statutes;
  - 17.2.8 is consulted on decision taking regarding By-laws and Financial Planning, provided no decision by the General Assembly will be nullified thereby;
  - 17.2.9 discuss the structure of the Association;
  - 17.2.10 decide eventually the creation of ad hoc Committees and Working Groups for which the Council appoints the members, determine their competence, duration, rights and duties; the President (or the person appointed by him) is ex officio member of all Working Groups;
  - 17.2.11 review items referred to it by EMA Committees;
  - 17.2.12 decide (if deemed necessary) on the set up of an Arbitration Panel;
  - 17.2.13 suspend a Member (see Article 8.2 & 8.3);
  - 17.2.14 update the list of Members;
  - 17.2.15 take disciplinary or legal actions in relation to alleged offences by masters athletes/officials and deal with un-sportsman-like conduct during EMA activities;
  - 17.2.16 prepare the General Assembly: make proposals (including proposals to change to the Statutes, create or amend By-Laws and Competition and Championship Rules...), examine and make recommendations on all proposals to be brought before the EMA General Assembly;
  - 17.2.17 report to the General Assembly on its management;
  - 17.2.18 implement and supervise the execution of General Assemblies' resolutions;
  - 17.2.19 decide on the determination for sites of organising European Championships;
  - 17.2.20 nominate an organisational delegate to each of the championships,
  - 17.2.21 is consulted and decides on technical issues, particularly for European Championships, that previously have been discussed at

- the Technical Board of Managers and which have been recommended by the Technical Director to the Council;
  - 17.2.22 decide on European Masters Records, task which can be delegated to a specific committee or person
  - 17.2.23 deal with anti-doping related matters under IAAF regulations;
  - 17.2.24 acquire by purchase, lease, exchange, gift or donation property of any kind that in the opinion of the Council may be necessary or useful for the carrying out of the purpose of EMA, and to dispose of such property
  - 17.2.25 seek donations, sponsorship, grants or financial loans or engage in commercial activity by or on behalf of EMA;
  - 17.2.26 invest and deal with the funds of EMA in such a manner as is thought fit in the interests of EMA
  - 17.2.27 eventually appoint and dismiss all employees, fix their remuneration;
  - 17.2.28 propose to the General Assembly the recognition of honorary members;
  - 17.2.29 appoint an independent professional auditor.
- 17.3 As soon as practicable upon conclusion of the meeting of the General Assembly that included the election of the Council, the Council shall appoint (in accordance with the WMA Statutes) the European Representative to the WMA Council and the European representatives to the WMA committees.

## **18. ELECTIONS**

- 18.1 The Council shall normally be elected in four years' intervals for a four years' term, beginning in 2017.
- 18.2 If for any reason there shall be no meeting scheduled for the General Assembly in an election year, the duly elected Council shall continue in office until the next meeting of the General Assembly.
- 18.3 The elections shall be held in the order defined in Article 16.
- 18.4 A maximum of two representatives from any given Member can serve at the same time on the Council.
- 18.5 Only those persons may be appointed a member of the Council who have been proposed in writing by the national Association of which they are member, and who are domiciled in a country whose national Association is a member of IAAF.
- 18.6 Proposals for re-election of Council members for the same office may also be made by the Council.

- 18.7 A candidate can be nominated for several positions but elected to only one.
- 18.8 Candidatures must be received by the General Secretary 50 days before the date of the General Assembly; nomination shall be accompanied by curriculum vitae.
- 18.9 To be eligible, a candidate must be 35 year old at the date of the General Assembly with full civil rights.
- 18.10 No Council member is permitted to hold the same office for more than two (2) consecutive terms (8 years). No person may serve more than a total of 16 years in any capacity on Council or on any other Committee.
- 18.11 Elected Council members shall take office at the close of the Championships at which they were elected by the General Assembly.
- 18.12 EMA Council members may lose their position by resignation, death or deprivation of his civil rights.
- 18.13 When electing the Council, the General Assembly is chaired by the official EAA or WMA representative.
- 18.14 Voting for Council candidates will be by secret ballot. If used during the General Assembly, Electronic voting is considered as a secret ballot.
- 18.15 By exception to the above Article, when there is only one candidate for one position, this candidate is considered as elected.
- 18.16 Where there are more than two candidates for an office and none gains the Absolute Majority of the valid votes, the candidate with the lowest number of votes shall be excluded and a further vote taken. The voting continues until one candidate receives the Absolute Majority of the valid votes.
- 18.17 In the event of a tie between two persons persisting after second ballot, there will be a draw of lots.

## **19. VACANCIES AND REMOVAL OF EXECUTIVE MEMBERS**

- 19.1 A casual vacancy on the elected Council shall occur if a member:
  - 19.1.1 dies;
  - 19.1.2 ceases to be a member in good standing of the Member Association that nominated them;
  - 19.1.3 resigns from office;
  - 19.1.4 is removed from office by acting contrary to the purpose of the EMA;
  - 19.1.5 becomes an un-discharged bankrupt;



- 19.1.6 suffers from mental or physical incapacity that prevents the member performing their duties;
  - 19.1.7 has been convicted of an indictable offence;
  - 19.1.8 has been removed from his duty by a specific General Assembly resolution;
  - 19.1.9 is removed from office by his national association.
- 19.2 No Council member is permitted to hold more than one office at the Council at the same time.
- 19.3 If, however, should a casual vacancy occur in any elected office of Council, the President, in consultation with the Council shall first seek to fill the position by an appointee from Council until a new election will take place at the next scheduled General Assembly. The daily duties can be delegated to an appointed person chosen by EMA Council.
- 19.4 Any Council member appointed under Article 19.3 shall hold office until the end of the next General Assembly.
- 19.5 On ceasing to be an EMA Council member, the individual must within 30 days promptly hand over all material directly relevant to their former role to the new incumbent or to the General Secretary consistent with any signed agreement on the adoption of their office.

## **20. COUNCIL'S MEETINGS**

- 20.1 EMA Council will meet, either at headquarters or at any other place, at least once each year, or more frequently if considered necessary by the President or if one third of its members requests it.
- 20.2 The President shall chair all meetings of the Council. In the President's absence, the Vice-President shall take the chair. Where both are unavoidably absent, those present and eligible to vote shall elect a chair.
- 20.3 Meetings shall be convened by the General Secretary by giving formal notice and stating the agenda at least 30 days prior to the meeting.
- 20.4 In urgent matters, the President may call for additional Council meetings as deemed necessary, even on short term notice.
- 20.5 Meetings of the EMA Council shall be attended only by members of the Council. The Chairman may however invite to the meetings working party members in a consulting capacity without the right to vote.
- 20.6 For the validity of the proceedings, a quorum of at least three (3) officers is needed.



- 20.7 The Council shall pass its resolutions with a Simple Majority of the members present.
- 20.8 In case of a tie in the voting, the presiding officer shall have a second or casting vote.
- 20.9 No proxy will be allowed.
- 20.10 Resolutions of the Council may be passed by circular letter.
- 20.11 Proper minutes of the discussions and the resolutions shall be taken and provided to all Council members within 30 days of the meeting. The Council members will then have 14 days to comment; after this deadline, the minutes will be considered as accepted.

## 21. DUTIES OF THE COUNCIL MEMBERS

### 21.1 The **President**

- . is the Chief Executive Officer of the Council of EMA
- . represents the EMA in all aspects of EMA's life;
- . presides at the General Assembly and at all meetings of the Council as well as other meetings as Council may decide;
- . ensures that the decisions taken by General Assembly and Council are implemented;
- . develops contacts and promotes the sport;
- . liaises with EAA, WMA and WMRA
- . signs jointly with the Treasurer all contractual agreements pertaining to the EMA;
- . takes all necessary decisions with regard to unforeseen or urgent matters (after taking advice from relevant members of Council) arising between Council meetings and such decisions will be reported during the next Council meeting;
- . is responsible for the co-operation between the Committees and the Council and has to be informed of their activities.
- . can exercise his privilege to delegate to other members of the Council the execution of any of his duties on his behalf.

Should any problems arise, the President has the right to make a final decision.

For special projects beyond the Association's routine activities, the President, upon approval by the Council, is authorised to engage additional associates.

### 21.2 The **Vice-President**

The Vice President shall assist the President in the execution of his duties, particularly in matters relating to legal and contractual issues. He is the deputy of the President.

#### 21.3 The **Treasurer**

- . ensures that the EMA finances are conducted in a prudent manner which will assure the continuation of EMA activities and programs;
- . administers the assets of the Association, the maintenance of the EMA's bank accounts, and the collection of fees from championships and other events;
- . operates the bank account opened in the name of EMA and is responsible for the settlement of payments;
- . reports on the financial affairs of EMA to all meetings;
- . submits to the General Assembly a financial report for the past two years together with the audit report of the Auditors for the same period.
- . submits a financial budget for the ensuing two years.
- . liaises with and helps the Auditors in order to prepare the Audited Accounts of the accounting period, to be submitted to General Assembly;

#### 21.4 The **General Secretary**

He is in charge of the general administration of the EMA. As such, he

- . is responsible for administering and registering any and all formal correspondence, internal and external, directed to the Council.
- . conducts the correspondence with the Members/members.
- . compiles the report of the Council's activities that will be presented at the General Assembly.
- . is responsible for dispatching timely invitations to all meetings and prepares the minutes of all meetings of the General Assembly and the Council.
- . shall organise the execution of the General Assemblies and the meetings of the Council.
- . shall maintain a register of all Members.
- . maintains an International calendar of events.

#### 21.5 The **Technical Director**

The Technical Director is responsible for the execution of all technical matters and for the cooperation between the Council and the organisers (LOC) of EMA championships; especially, he:

- . is the chair of the Technical Board of Managers and nominates additional members subject to confirmation by the Council;
- . shall conduct a technical inspection and analysis of prospective organisers. This evaluation shall be prepared by him in co-operation with the Technical Board of Managers by way of his own written analysis. He shall prepare a synopsis of this analysis at his own discretion in a format that has been pre-approved by the President;
- . assures that championships will be conducted in accordance with IAAF and WMA rules as well as other special recommendations by the Council;

- is responsible for a perfect conduct of the championships;
- ensures the orderly conduct of doping controls.

## 21.6 Technical Board of Managers

To support the Technical Director, a Technical Board of Managers will be instituted consisting of the following members who shall support the TD within their areas of responsibility:

- One Manager responsible for Stadia Championships,
- One Manager responsible for Indoor Championships,
- One Manager responsible for Road (up to Marathon), Cross and Walking Championships,
- One Manager responsible for Mountain-Running and Ultra-Running Championships competitions,
- One Manager responsible for Statistics,
- One Manager responsible for athletes, coaches and team managers
- One Manager responsible for Projects.

Especially they are in charge of:

- Execution of those assignments that have been delegated to them by the TD,
- Competition management at those events to which they were appointed,
- Report preparation about the respective events and recommendations for further developments or improvements of the respective championship,
- Consultation about motions for technical rule changes of WMA,
- Nominations of athletes, male and female, for election by the Council as «European Best Master» (EBM),
- Ascertainment of records and best performances of European athletes and establishment of statistics of the championship records.

## 22. FINANCES

22.1 EMA's financial resources shall be derived from:

- 22.1.1 annual membership fees; the amount of this annual fee is determined by the General Assembly; it has to be paid by January 1<sup>st</sup> each year (and at latest by 31 December); the non-payment of the annual fee could lead to the exclusion of the Member (see Article 8.4)
- 22.1.2 rights fees of EMA championships and organisations
- 22.1.3 Interests and income generated by the assets of the Association
- 22.1.4 entry fees levies on competitors at EMA championships and other masters competitions organised under EMA's authority
- 22.1.5 contributions of other Associations, public institutions or commercial entities;
- 22.1.6 donations of sponsors and others
- 22.1.7 any commercial activity consistent with and in support of the purpose of EMA,

- 22.1.8 other exceptional sources of income such as collections, raffles, subject to the approval of the Council;
- 22.1.9 and generally, all receipts that are not prohibited by law and regulations.
- 22.2 The financial means of the Association shall be used according to the Association's purpose only; the assets of the Association shall not be used to make financial contributions to its members.
- 22.3 No Council or Committee member shall derive any income, benefit or advantage from EMA except where the income, benefit or advantage is derived from professional services to EMA rendered in the course of business; these charges cannot be greater than current market rates.

### **23. ACCOUNTING**

- 23.1 EMA's accounting period shall normally be of two years duration and shall commence on the first day of January of the Stadia Championships at which the General Assembly met.
- 23.2 The accounts shall be closed on the last day of December before the year at which the following General Assembly will meet.
- 23.3 The Council, through the Treasurer shall be responsible for the management of EMA's finances, accounts, receipts and payments during the Council's four-year term.
- 23.4 All funds received by EMA shall be deposited in approved bank instruments and accounts in the name of EMA.
- 23.5 The Treasurer and the President shall be the registered signatories to EMA's accounts and shall independently have access to the accounts.
- 23.6 The Association shall be obligated by the signatory power jointly at two by the President jointly together with the Vice President or the Treasurer.
- 23.7 EMA's accounts shall be recorded in Euros regardless of the currency in which the funds are held.
- 23.8 The Treasurer in consultation with the President and General Secretary shall prepare an annual income and expenditure statement for consideration by the Council and circulated to the members;
- 23.9 Audited financial statements prepared by the Treasurer, shall be presented to Council and shall be approved by the General Assembly.

- 23.10 The Treasurer in consultation with the President and General Secretary shall prepare and present to Council an annotated biennial budget in accordance with current EMA policies relating to expenditure, liabilities, funds and anticipated income.
- 23.11 The General Assembly shall approve a biennial budget with any required amendments.

## **24. AUDITORS**

- 24.1 The audit of the financial accounts will be conducted by an Independent Professional Auditor appointed by the Council and by two auditors nominated by the Congress amongst the Members of the association.
- 24.2 The auditors shall be appointed for the EMA's accounting period as defined by article 23.1. The auditors may be reappointed.
- 24.3 The financial statements shall be audited prior to each General Assembly in compliance with this Statutes and the By-laws, and the laws of the jurisdiction in which EMA is registered, and the result of such audit shall be reported in writing to the General Assembly.
- 24.4 To enable them to perform their task, the Auditors shall be given all necessary access to the accounts, financial reports and bookkeeping, including if they request it, to have access to the Minutes of the Council Meetings, and shall also be given the opportunity to obtain clarifications and explanations from the Treasurer or other Officer.
- 24.5 The audits shall be the subject of written audit reports provided to the Council prior to presentation to the General Assembly.
- 24.6 The extent of the audit work performed shall be summarised and detailed in the report, which shall provide an opinion as to the financial statements.

## **PART G: GENERAL**

### **25. LIABILITY**

- 25.1 The liability of EMA shall be limited to EMA's assets.
- 25.2 The liability of a Member to contribute towards the payment of debts and liabilities of EMA, or the costs, charges and expenses in the dissolution of

EMA is solely limited to the amount of outstanding membership fees or other monies payable.

- 25.3 EMA shall maintain professional indemnity insurance to protect EMA and its office bearers against any claims as a result of the organisation and administration of its activities.

## **26. EMA RESPONSIBILITY**

- 26.1 The General Secretary shall promptly notify Members of any changes to the EMA Statutes, By-Laws, Competition and Championship Rules or Formal Policies and any new editions of EMA documents and Council membership.

- 26.2 The General Secretary shall provide timely administrative information as required by these Statutes and the EMA By-Laws.

## **27. DISSOLUTION**

- 27.1 Only an Extraordinary General Assembly convened on this matter may decide upon the dissolution of the Association.

- 27.2 This decision must be taken by the Special Majority.

- 27.3 In case of voluntary, statutory or forcible dissolution of the Association, the Extraordinary General Assembly shall appoint one or more liquidators, who shall have full powers to realize the assets and pay the liabilities after the eventual collection of monies from existing contributors or their heirs or eligible known parties.

- 27.4 The dissolution of the Association shall be carried out by the Council to the extent that the General Assembly, upon proposal of the Council, has not entrusted the same to special liquidators.

- 27.5 In the event of EMA being dissolved, any eventual net proceeds of liquidation assets remaining shall be transferred to the WMA or other world organisation for use in support of Masters Athletics.

- 27.6 In case of a transformation of the Association into another legal form or of a merger with another organisation, the General Assembly, upon proposal of the Council determines the modalities.

## **28. DISCIPLINE**



- 28.1 Any accusation against a member of the Council shall be adjudicated upon by an ad hoc Discipline Committee comprising three members from Council and/or from the Committee dealing with legal matters.
- 28.2 The accused individual shall not be a member of the Discipline Committee considering their case.
- 28.3 Where more than one individual is accused, and each is a member of the Council, and the Discipline Committee is hearing the charges consecutively during the same meeting of the Committee, none of the accused persons shall be members of the Discipline Committee whether cleared of the charges or not.

## **29 ARBITRATION**

- 29.1 For decisions in matters of dispute which arise between persons who perform duties within EMA on an honorary basis, a Panel of Arbitration is the sole competent authority. Such Panel of Arbitration is not a part of the executive body of EMA. Its members are independent and are not bound by any instructions.
- 29.2 The Panel of Arbitration consists of three (3) arbitrators, one (1) of whom acts as chairperson. Each party designates one (1) arbitrator, a third one will be designated by the Council, or, if the Council itself is party to the dispute, by the Council of EAA.
- 29.3 The Panel of Arbitration rules on the basis of the Statutes and the By-laws of EMA, inasmuch as those include provisions relating to the factual issues of the dispute. At any time during the ongoing proceedings the Panel should strive for reaching an amicable agreement.
- 29.4 Minutes shall be taken about the results of the Panel's proceedings.
- 29.5 Can an agreement not be reached during the first meeting; a second meeting shall be scheduled. If still no agreement can be reached thereafter, the matter will be referred to the Council which may decide upon the issue under dispute or, in case it is itself party to the dispute, the decision will be deferred to the next scheduled General Assembly.
- 29.6 In case the dispute involves a procedure for removal of an EMA Council member, the dispute has to be submitted in writing and with sufficient descriptive support, and must be initiated by at least three (3) members of the Council or by six (6) Members. In such case the final decision will be taken directly by the General Assembly provided arbitration proceedings did not result in an agreement.



**30. BY LAWS - FORMAL POLICIES**

- 30.1 The By-Laws are part of these Statutes.
- 30.2 Council may also make Formal Policy decisions in relation to administrative matters and in undertaking its responsibilities in implementing the purpose of EMA. These Formal Policies are subordinate to and are not part of these Statutes.
- 30.3 If any question arises as to the meaning of any provisions in these Statutes, the Council shall rule on the matter.