



CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION OF THE EUROPEAN DISABLED GOLF ASSOCIATION AS OF 6 APRIL 2012

DEFINITIONS

ARTICLE 1

<u>Annualaccounts:</u>	the annual accounts comprising a balance sheet and a statement of income and expenditure;
<u>Annualreportandannualaccounts:</u>	the annual accounts and the annual report;
<u>Annualreport:</u>	the annual report drawn up by the Executive Committee on the course of events;
<u>ChiefDelegate:</u>	the natural person representing a Delegate in the actual general assembly;
<u>Delegate:</u>	a member organisation representing a division in the Board of Delegates;
<u>Division:</u>	all Members of the Association who reside in the same country;
<u>Divisionalmeeting:</u>	a meeting of all Members of the Association who reside in the same country;
<u>ExecutiveCommittee:</u>	the body charged with the management of the Association;
<u>Officer:</u>	a Member of the Executive Committee;
<u>BW:</u>	the Dutch Civil Code;
<u>EDGA:</u>	European Disabled Golf Association;
<u>e-mail:</u>	a legible and reproducible electronic message;
<u>GeneralAssembly:</u>	the meeting at which the Board of Delegates assembles, and the body on which certain powers are conferred by law and these Articles of Association
<u>Member:</u>	a member of the Association;
<u>Inwriting:</u>	a message communicated by means of a bailiff's notification, a letter, either registered or otherwise, a fax, or an e-mail;
<u>Association:</u>	the Association whose organisation is regulated in these

Articles of Association.

President: the president of EDGA and the chairman of both the General Assembly and the Executive Committee.

Chairman: chairman of the General Assembly.

Officers: the President, Vice-President, Secretary and Treasurer, both individually as jointly.

NAME AND REGISTERED OFFICE OF THE ASSOCIATION

ARTICLE 2

1. The name of the Association is: **EUROPEANDISABLEDGOLFASSOCIATION**. The abbreviated name of the Association is: 'EDGA'.
2. The Association has its registered office in The Hague.
3. EDGA is an international association of national golf unions/federations, golf associations or organisations for disabled golfers.
4. EDGA is an association formed under Dutch law and is listed as such in the Dutch Commercial Register, which means that EDGA's activities are governed by Dutch law.
5. The official language of EDGA is English.
6. The Association has an emblem.

OBJECTIVES

ARTICLE 3

1. The Association's objectives are as follows:
 - promoting and defending the shared interests of disabled golfers, without discriminating on political or religious grounds, or on the basis of their disability, gender or ethnic background, and integrating disabled European golfers into the international golfing world for golfers without a disability;
 - coordinating, promoting and allocating golf tournaments for disabled persons;
 - cooperating in and promoting training and rehabilitation by means of golf training courses and demonstration programmes, and facilitating the devising of golf programmes for disabled persons;
 - performing and promoting everything connected with the foregoing in the most comprehensive sense, or everything that is necessary or advisable in the interests of the Members, all of which in the broadest possible sense.

ARTICLE 4

1. The Association endeavours to achieve these objectives by *inter alia* the following:

- a. establishing contact with organisations and institutions, including but not limited to the European Golf Association (EGA), Professional Golf Association (PGA), R&A, the European Paralympic Committee, institutions of the European Union including the particularly its Committee for Sports for Persons with Disabilities (ECSPD);
 - b. taking the Rules of Golf and Amateur Status as laid down by the Royal and Ancient Golf Club of St. Andrews as its starting point, including the Modification of the Rules for Golfers with Disabilities;
 - c. obtaining the necessary support from all national golfing organisations for the official EDGA championships and/or challenge cup and/or cup and/or golf league competitions;
 - d. exclusively concerning itself with international aspects and refraining from involving itself in national matters, unless EDGA is brought into disrepute;
 - e. performing and promoting everything connected with the foregoing which could serve the objectives, in the most comprehensive sense, or everything that is necessary or advisable in the interests of the Members.
2. When endeavouring to achieve the Association's objectives, the lasting interests of all those involved in the Association are taken into consideration.
 3. After obtaining consent thereto from the relevant Members, the Association is authorised to stipulate rights and to take legal action to uphold stipulated rights on behalf of the Members, including the claiming of compensation.
 4. After obtaining consent thereto from the General Assembly, with due observance of the provisions of these Articles of Association regarding the Association's adopting of resolutions, the Executive Committee is authorised to add new obligations to membership.

MEMBERS

ARTICLE 5

Only legal entities, i.e. national golf unions/federations, golf associations, or organisations for disabled golfers may be Members of the Association. Organisations must be Members of the EGA or fulfil the following criteria:

- a. the organisation's objective must be to promote and support golf for disabled persons in the country in question.
- b. the organisation must represent a considerable percentage of the disabled golfers in that country.
- c. the organisation is recognised by the National Sports Federation or the National Golf Federation or the National Paralympic Committee or the Ministry of Sport.

APPLYING FOR MEMBERSHIP

ARTICLE 6

1. Potential Members must apply to the Executive Committee in writing for membership. Applicants must provide the Executive Committee with all the information that the Executive Committee deems necessary.
2. All applications for membership must include the following documents:
 - a. a written statement to the effect that the applicant endorses and accepts the principles and the policy as defined in these Articles of Association.
 - b. a copy of the applicant's Articles of Association, in English.
 - c. a statement evidencing that the applicant is recognised by the National Sports Federation or the National Golf Federation or the National Paralympic Committee or the Ministry of Sport.

The document referred to under b. is not required for national golf unions/federations applying.

3. If a Member of EDGA, as a private legal entity, is converted or merges into the governing national golf federation, the entity last mentioned must explicitly agree in writing with EDGA's articles of association and rules and regulations.
4. The General Assembly must pass a resolution on the admission of the applicant in the next General Assembly after the date of application, and must notify the applicant of its decision in writing. The General Assembly is not obliged to give any reasons for its decision.
5. No appeal may be made against the decision of the General Assembly.
6. In the event of admission, the new Member will receive a copy of the Association's Articles of Association and regulations.
7. All Members are obliged to furnish the Executive Committee with their addresses and any changes of address in writing.
8. If and as long as the General Assembly has not yet given its decision, provisional membership shall be granted by the Executive Committee. After ratification of membership by the General Assembly at the first general assembly following the commence of the provisional membership, full membership will be confirmed including voting rights.
9. On condition of payment of the annual contribution, conditional membership entitles the applicant to participate in all EDGA's activities, although it does not confer voting rights on the applicant. The applicant is entitled to send monitors to the General Assembly.

TRANSFERABILITY OF MEMBERSHIP

ARTICLE 7

Membership is non-transferable, nor can it be acquired by hereditary succession.

TERMINATION OF MEMBERSHIP

ARTICLE 8

The membership of a Member shall be terminated:

- a. if the Member ceases to exist;
- b. if the Member gives notice to terminate membership;
- c. if the Association gives notice to terminate membership;
- d. in the event of disqualification (expulsion) on the part of the Association.

TERMINATION OF MEMBERSHIP BY A MEMBER

ARTICLE 9

1. A Member may only terminate its membership towards the end of a financial year, provided that notice of termination is given to the Executive Committee in writing, subject to a period of notice of at least three (3) months. Nevertheless, a Member may terminate its membership with immediate effect in the following cases:
 - a. if continuation of the membership cannot reasonably be required;
 - b. no later than one (1) month after a Member has become aware of or has been informed of a resolution in which the Members' rights have been limited or their obligations have been increased, unless this concerns an amendment to their financial rights and obligations;
 - c. no later than one (1) month after a Member has become aware of or has been informed of a resolution for a legal merger and/or demerger or for converting the Association into another legal form.
2. If notice of termination has not been given within the specified time, membership will continue until the end of the next financial year.
3. Termination does not entitle the Member to a refund of any money paid or outstanding.

TERMINATION OF MEMBERSHIP BY THE ASSOCIATION

ARTICLE 10

1. The Association may only terminate membership of a Member towards the end of the financial year. Termination shall be effected by the Executive Committee in writing, subject to a period of notice of at least one (1) month.
2. The Association may only terminate membership of a Member if the Association cannot reasonably be required to allow such membership to continue. A resolution to terminate membership may only be passed by the Executive Committee. If notice of termination has not been given within the specified time, membership will continue until the end of the next financial year.
3. Termination does not entitle the Member to a refund of any money paid or outstanding.

DISQUALIFICATION OF A MEMBER BY THE ASSOCIATION

ARTICLE 11

1. Members may only be disqualified if they contravene the Association's regulations, resolutions or Articles of Association, if they harm the Association in an unreasonable manner, or for other serious reasons. Members will be disqualified by the Executive Committee. Resolutions to disqualify a Member may only be passed by at least three-quarters (3/4) of the votes validly cast by the Executive Committee Members.
2. The Executive Committee will notify the Member in question by registered letter of the resolution to disqualify it, thereby stating the facts on which the resolution is based.

The Member in question is entitled to submit an appeal to the General Assembly in the manner specified below, no later than one (1) month after receipt of the notification. The Member will remain suspended during the appeal period and pending the appeal. If the Member does not submit an appeal, its membership will be terminated one (1) month after the date on which the notification referred to in the foregoing was sent. If the General Assembly dismisses an appeal, membership will terminate on the day on which this resolution was passed.

SUSPENSION OF A MEMBER

ARTICLE 12

The Executive Committee may suspend Members if they contravene the Association's regulations, resolutions or Articles of Association, if they harm the Association in an unreasonable manner, or for other serious reasons, for a period to be determined by the Executive Committee which may not exceed six (6) months. Suspended Members are entitled to submit an appeal to the General Assembly in the manner specified below.

OBLIGATION TO HEAR A MEMBER

ARTICLE 13

Before a resolution to terminate membership or to disqualify or suspend a Member can be passed, the Member in question must be given the opportunity to defend itself during a meeting of the Executive Committee.

APPEAL AGAINST SUSPENSION, TERMINATION OR DISQUALIFICATION

ARTICLE 14

1. A Member who is disqualified, terminated or suspended may appeal to the General Assembly. The provisions set out in Article 13 shall apply *mutatis mutandis*.
2. The General Assembly can ratify or annul the resolution passed by the Executive Committee. In the latter case, the General Assembly also determines what other measures shall be applied to the Member or if measures shall not be forthcoming. Further, the General Assembly can determine that anyone filing an appeal with the General Assembly must reimburse the costs related to handling the appeal.
3. The General Assembly can delegate the handling of the appeal to a Disputes Committee.

4. During the handling of the appeal, the Member is suspended.
5. If no appeal is filed against a resolution to terminate, membership ends on the date stated in the resolution and in the event of disqualification on the date of the resolution. In the event of ratification after a filed appeal, membership ends on the date of the resolution of the General Assembly.
6. The suspended Member may not exercise rights ensuing from membership during the suspension period; obligations ensuing from the membership remain fully in force.
7. Suspension as a Member, termination of membership by the Association, disqualification and appeal can be further regulated by regulations.

CONTRIBUTION

ARTICLE 15

1. Everyone is required to pay the annual contribution, determined by the General Assembly at the Executive Committee's proposal.
If membership ends during the course of a financial year, then payment of the entire contribution over that year is owed.
2. The contribution should be paid on the first day of the financial year.
3. If the contribution has not been paid within ninety (90) days, the Member shall be suspended.
4. If the contribution has not been paid at the end of the financial year, a Member shall be considered for expulsion.
5. Expulsion does not entitle the Member to a refund of any money outstanding or paid.
6. A request from a Member for a reduction or full exemption from the obligation to pay contribution due to special circumstances shall only be considered by the Executive Committee after a written and signed statement with explanation has been submitted. The Executive Committee can decide to agree to the request, to reject the request or to refer the request to the General Assembly for handling at the next possible opportunity.
7. The Association is entitled, with regard to the amounts referred to in this article, to apply debt comparison to claims, which the Member may have on the Association.

OBLIGATIONS OF THE MEMBERS

ARTICLE 16

The Members are required:

- a. to observe the Articles of Association and/or any regulations and resolutions of the bodies;
- b. to keep to the instructions and indications of the Executive Committee;

- c. to provide all information requested by the Association that is needed to realise the Association's objectives and to assess whether the Member is a rightful Member.

The Member in question indemnifies the Association for any consequences ensuing from not complying with the provisions of this article.

RIGHTS OF MEMBERS

ARTICLE 17

The Members who have joined the Association as Members are entitled:

1. to exercise the voting rights attached to their membership in the divisional meeting;
2. to use all services and facilities offered by the Association;
3. to participate in activities and projects that are organised and developed by the Association. These activities and/or projects may be incorporated into a separate legal form, set up by the Association to this end, whether or not together with other parties;
4. In exercising the rights in paragraphs 2 and 3 of this article, a Member must tolerate the right of co-use and co-enjoyment of other Members and third parties.
5. to file motions with the General Assembly and the Executive Committee.
6. to nominate persons for committees of the EDGA.
7. to present bids to organise official EDGA championships, competitions, cup competitions, tournaments, conferences, seminars and any other event.
8. to receive EDGA newsletters, circulars and other relevant information.

GENERAL ASSEMBLY - BOARD OF DELEGATES – DIVISIONS

ARTICLE 18

1. The General Assembly of the Association consists of Delegates who together form the Board of Delegates.
2. Each division of the Association is entitled to appoint one (1) Delegate.
3. A division is formed by all Members of the Association based in the same country.
4. Each Delegate shall in the Board of Delegates be represented by a Chief Delegate, which shall cast the actual vote on behalf of the Delegate representing its Division. Each Delegate shall appoint its Chief Delegate annually and inform EDGA hereon until the thirtieth day of June each year.
5. Delegates are appointed by and from the Members residing in the country representing that division.
6. A divisional meeting may appoint a replacement for its appointed Delegate, who takes the place of the Delegate due to absence or inability to act, and on whom the same rights and obligations are conferred as those of the Delegate being replaced.

7. If the division only has one (1) Member that Member shall be the Delegate for that division.
8. The Executive Committee may invite other Members than the Delegates for a General Assembly. These Members are not entitled to cast a vote in a General Assembly.

GENERAL ASSEMBLY – RESOLUTIONS

ARTICLE 19

1. The General Assembly is awarded all powers in the Association that are not charged to other bodies by law or the Articles of Association.
2. The call up to a General Assembly takes place by way of convocation notices sent to every Delegate. The convocation period is at least thirty (30) days, not counting the date of the notice and of the meeting. The convocation notice states the place and time, established by the Executive Committee, as well as the meeting agenda. Matters that are not included on the agenda may not be decided on at a General Assembly unless all Delegates are present or represented at the meeting.
3. The General Assembly meets at least once (1) per year, which must take place within six (6) months after the end of the financial year, in order to discuss the following matters:
 - i. the written annual report of the Executive Committee on the course of affairs of the Association;
 - ii. adopting the annual accounts;
 - iii. discharging the Executive Committee for its policy;
 - iv. other matters that are put on the agenda.Further, General Assemblies shall be held as often as the Executive Committee deems necessary.
Moreover, the Executive Committee is required to put those matters on the agenda contained in a written request stating reasons made by one third (1/3) of the Delegates no later than thirty (30) days before the day of the meeting to the Executive Committee.
4. The Executive Committee is required to convene the General Assembly if at least one third (1/3) of the Delegates request so in writing, stating the business to be dealt with. If the Executive Committee does not comply with a request from the Delegates as meant here above within fourteen (14) days, such that the Executive Committee meeting is held within four (4) weeks of this request, the applicants are authorised to organise the meeting themselves, taking the provisions of these Articles of Association into account. The applicants can then charge others than the Executive Committee with leading the meeting and drawing up the minutes.
The costs of a meeting as meant in this paragraph and convening it are charged to the Association.
5. The President leads general assemblies. If the President is not present then another Executive Committee Member, appointed by the Executive Committee, shall act as Chairman. If none of the Executive Committee Members is present, the meeting itself shall designate the chair. The Chairman decides with regard to the admission of persons to the meeting as well as all matters with regard to meeting order. He is entitled to order a person to sit down

- and deny him access to the meeting or to have someone removed from the meeting.
6. A unanimous resolution of all those who are entitled to vote at the meeting, even if they are not at the meeting, provided passed with the prior knowledge of the Executive Committee, has the same effect as a resolution of the General Assembly.
 7. For a valid vote at least one third (1/3) of the Delegates entitled to vote at the General Assembly must be present or represented.
 8. All resolutions of the General Assembly with regard to which the law or these Articles of Association do not prescribe a greater majority shall be adopted by absolute majority of the votes cast.
 9. Each Delegate casts one (1) vote at the General Assembly via its Chief Delegate. Blank and invalid votes are considered not to have been cast. Voting takes place by a show of hands. The Executive Committee may allow electronic voting and set conditions for it. If a Delegate so requests there shall be a secret ballot. These conditions must be announced in the convocation to the meeting to the Delegates.
If votes tie on business the motion is rejected. If there is a tie vote in an election between persons, lots shall be drawn to decide.
If, in an election between more than two (2) persons, no one receives an absolute majority, a revote shall be held between the two (2) persons receiving the largest number of votes, if necessary after an interim vote.
 10. Everyone entitled to vote may grant written power of attorney to another person entitled to vote to cast his vote. Any person entitled to vote may only act for one (1) other person as representative.
 11. Executive Committee Members do not have voting rights in this capacity at the General Assembly.
If desired, the Executive Committee provides information about the actions it has taken and other matters, which are being dealt with, examined or studied by the Executive Committee, unless a serious interest of the Association prevents this.
 12. The judgement expressed by the Chairman at the meeting with regard to the result of a vote is decisive.
The same shall hold true for the substance of a resolution passed, insofar as the vote concerned a proposal not recorded in writing. However, if the correctness of the judgement expressed by the Chairman is disputed immediately after it is pronounced, then a new vote shall take place if the majority of the meeting request such, or in the event that the original vote did not take place by roll call or by ballot and a person entitled to vote at the meeting requests such.
The legal consequences of the original vote shall no longer have effect as a result of this new vote.
 13. The Secretary or one of the other persons present, requested by the Chairman, shall keep minutes of the matters dealt with in the meetings.
These minutes shall be adopted in the same or following meeting and then signed by the Chairman and Secretary of that meeting.

EXECUTIVE COMMITTEE

ARTICLE 20

1. Members of the Executive Committee are elected from the representatives of the Members by the General Assembly by way of a secret ballot.
The Executive Committee consists of **at least** five (5) Members; the President, a Vice-President, a Secretary, a Treasurer and one or more general Executive Committee Members. The President, Vice-President, Secretary and Treasurer are elected to their office by the General Assembly. Only natural persons may be officers.
2. The Executive Committee may use the possibility of making a binding nomination with regard to the appointment of the former President of the Association, all this taking the provisions of paragraphs 2 and 3 of this article into account.
The binding character of the binding nomination can be taken away by a resolution of the General Assembly passed with at least two thirds (2/3) of the votes cast in a meeting where at least two thirds (2/3) of the Delegates are present or represented.
3. If no nomination has been drawn up for the former President or the General Assembly decides in accordance with the previous paragraph to withdraw the binding character of the nomination made, then the General Assembly is free in the choice of who shall be appointed as an officer, subject to the proviso that the motion to appoint the Executive Committee Member must be included on the agenda of the meeting in the event that the nomination does not produce effect.
4. The Members of the Executive Committee are appointed for a time period of no more than four (4) years and resign according to a rotation schedule to be established by the Executive Committee.
A resigning Member can always be reappointed. Members appointed to interim vacancies of the Executive Committee take the place of their predecessor in the rotation schedule.
5. The General Assembly may suspend and dismiss Executive Committee Members at any time. In respect to suspension or dismissal, the General Assembly decides with a majority of two thirds (2/3) of the votes cast.
6. If, after suspending a Member of the Executive Committee, the General Assembly does not resolve within three (3) months to dismiss him, the suspension shall end. The suspended Executive Committee Member shall be given the opportunity to justify his actions in the General Assembly and may be represented in that meeting by counsel.
7.
 - a. In the event of absence or inability to act of an officer the remaining officers or the sole remaining officer are temporarily charged with the entire management of the Association, whereas in the event of absence or inability to act of all officers the Association shall be temporarily governed by the person, appointed to do so for an indefinite time period by the General Assembly, subject to the obligation for the Executive Committee to convene a General Assembly as soon as possible, in order to fill the vacancy or vacancies in a definitive manner.
 - b. In the event of suspension of an officer the General Assembly is authorised to

appoint a temporary officer.

8. A Executive Committee lacking one or more Members retains its powers. Vacancies shall be filled as soon as possible.
9. Each Member of the Executive Committee is required of his own accord to provide the other Members of the Executive Committee with all information with regard to the possibility of conflicts of interest between him and the Association.
10. An officer ceases to be an officer:
 - a. on his decease;
 - b. on his retirement;
 - c. by resigning in writing;
 - d. by resignation according to the rotation schedule;
 - e. by dismissal as referred to in paragraph 6 of this article;
 - f. on loss of Membership of the Association by the legal entity or the alliance that he represented;
 - g. if he resigns as the representative of a legal entity Member.
11. The General Assembly establishes the employment conditions for the Officers.

ADMINISTRATIVE AUTHORITY AND REPRESENTATIONAL AUTHORITY

ARTICLE 21

1. The Executive Committee shall represent the Association.
The authorisation to represent moreover accrues to the President acting jointly with one other Executive Committee Member.
2. If one or more officers have a conflict of interest with the Association, then the Association shall be represented by the other Executive Committee Members together, unless the General Assembly appoints another representative.
3. The Executive Committee may grant one or more third parties power of attorney to represent the Association within the limits of that power of attorney.
4. The Executive Committee is required to manage the Association, which also includes:
 - a. planning and carrying out official EDGA championships, competitions, cup competitions and other events.
 - b. acting as custodian of all assets and the capital.
 - c. determining the location of the main office and the registered office.
 - d. granting consent to set up committees and appointing chairmen for these committees.
5. The Executive Committee is authorised to carry out all acts of management and disposition in the broadest sense, including entering into and providing monetary loans and credit, insofar as not related to the direct business operations, to conclude agreements to acquire, alienate or encumber property subject to registration and to conclude agreements under which the association commits itself as surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party, provided that these acts having

legal effect fall within the budget established by the General Assembly and the plan of approach.

6. The Executive Committee is not authorised to enter into any financial obligations for which adequate funding has not been secured.
7. The following resolutions of the Executive Committee are subject to prior approval of the General Assembly:
 - a. acquiring, encumbering, alienating, hiring and letting of property subject to registration;
 - b. encumbering movable property and property rights;
 - c. taking out monetary loans for the Association, with the exception of withdrawing money for which the Association is in debt to a banker appointed after approval of the General Assembly to an amount not exceeding the amount established by the General Assembly and reported to the Executive Committee;
 - d. lending monies;
 - e. binding the Association for the debts of others either by surety, or in any other way;
 - f. making a proposal for legal merger or demerger.

CONVOCATION, MANAGEMENT, DECISION MAKING

ARTICLE 22

1. The Executive Committee meets as often as the President or two (2) other Members of the Executive Committee deem necessary but at least two (2) times a year.
2. The call up to a meeting is made by the President or two (2) other Members of the Executive Committee and in writing, stating the matters to be dealt with and within a period of at least seven (7) days. If the convocation does not take place in writing or matters are dealt with which were not stated in the convocation notice or convocation took place less than seven (7) days beforehand, decision making is nonetheless possible provided that at least three-quarters (3/4) of the Members of the Executive Committee are present or represented and none of them object towards the decision making.
3. The Members of the Executive Committee have access to the meetings of the Executive Committee as well as those admitted by the Executive Committee.
The Player's Representative may be invited to each meeting of the Executive Board, but has no voting right.
4. A Member of the Executive Committee can be represented at the meeting by another Member of the Executive Committee authorised to do so in writing. A Executive Committee Member cannot act as representative for more than one (1) other Member of the Executive Committee.
5. Each Member of the Executive Committee has one (1) vote. An officer does not take part in the deliberation and decision making if he has a direct or indirect personal interest that is in conflict with the interests of the Association and its affiliated company.
More than half of all officers must be present or represented for a resolution to be valid.
To the extent that these Articles of Association do not provide for otherwise, resolutions shall be passed by an absolute majority of votes cast.

Blank votes are considered not to have been cast.

If the votes tie, a second meeting shall be convened with regard to the same motion, to be held no earlier than two (2) weeks and no later than four (4) weeks after the first meeting. A resolution should be adopted at this meeting in the same manner as determined in the second sentence of this paragraph. If the votes tie again in the second meeting, the motion is rejected.

All votes take place by a show of hands unless the President, or, if it concerns the election of persons, a person present entitled to vote, requests a written ballot, in which case written anonymous ballots shall be used.

6. The meetings are led by the President and in his absence each meeting provides in its leadership.

The President decides with regard to all matters concerning meeting order. He is entitled to order someone to sit down and deny him access to the meeting.

7. The Secretary, or in his absence, a person appointed to do so by the President, shall draw up the minutes which shall be confirmed in the same or following meeting and signed by way of confirmation by the President.

8. The Executive Committee can also pass resolutions outside of meetings provided all Members of the Executive Committee are enabled to cast their vote and none of the Executive Committee Members object to this manner of decision making. A resolution is

passed thus as soon as the required majority of the Members of the Executive Committee have cast their vote in favour of the motion in writing.

NOMINATION COMMITTEE

ARTICLE 23

1. The Association has a Nomination Committee, which draws up a report on candidates for the positions of Officer.
2. The Nomination Committee must inquire of each Member about any candidates for one of the offices referred to in paragraph 1.
3. The report concerning candidates for the position of officer shall be sent to all Members at least **one(1)month** prior to the General Assembly.
4. The Nomination Committee consists of three (3) Delegates and is chosen by the Delegates who did not stand as candidates for the Nomination Committee.
The chairman of the Nomination Committee is also elected by the Delegates who did not stand as candidates for the Nomination Committee.
5. The Members of the Nomination Committee cannot stand as candidates for one of the offices referred to in paragraph 1.
6. The Members of the Executive Committee cannot stand as candidates for the Nomination Committee.
7. The Members of the Nomination Committee must be chosen at least one (1) year prior to the elections for the offices referred to in paragraph 1.
8. The job description of the Nominations Committee shall be included in the rules and regulations of the association.

FINANCIAL YEAR, ANNUAL REPORT, ANNUAL ACCOUNTS, BUDGET AND PLAN OF APPROACH

ARTICLE 24

1. The Association's financial year corresponds to the calendar year.
2.
 - a. The General Assembly engages an accountant to audit the annual accounts. If the General Assembly does not give the engagement, then the Executive Committee is authorised to do so. The engagement of an accountant is not limited by any nomination; the engagement may be cancelled at any time by the General Assembly and by the Executive Committee if it granted it.
 - b. The Accountant reports to the Executive Committee on his audit in a report.
3. Annually, within six (6) months of the end of the financial year of the Association, without prejudice to extension of this period by a maximum of five (5) months by the General Assembly pursuant to special circumstances, the Executive Committee draws up the annual accounts, which are deposited at the offices of the Association for inspection by the

Members. Within this time period, the Executive Committee shall also deposit the annual report for inspection. The annual accounts shall be signed by all Executive Committee Members. If anyone's signature is missing, the reason for this shall be reported.

4. The Association shall ensure that the Annual Accounts and the Annual Report are available for inspection at its office from the time of convocation of the General Assembly intended for dealing with them. The Members may view the documents there and obtain a copy free of charge.
5. The Annual Accounts shall be adopted by the General Assembly.

FINANCES

ARTICLE 25

The assets of the EDGA consist of:

- a. the annual contributions paid by the Members;
- b. statutory subsidies and other income received in the scope of the EDGA objectives;
- c. equipment for the administration and/or technical management; and
- d. rights to intellectual property or publication rights of manuals and books, written documents and photos produced by the EDGA whether or not for media reporting.

AMENDMENT TO THE ARTICLES OF ASSOCIATION, LEGAL MERGER AND LEGAL DEMERGER

ARTICLE 26

1. Amendment to the Articles of Association can only take place by resolution of the General Assembly, convened with the notification that amendment to the Articles of Association shall be proposed.
The proposed amendment to the Articles of Association must be sent at least one (1) month prior to the General Assembly and to all Members.
2. Whoever convenes the General Assembly to deal with a motion to amend the Articles of Association must file a copy of the motion, including the proposed change in verbatim, at least five (5) days before the meeting is held at a suitable place for the Members to inspect it until after the end of the day on which the meeting is held. The motion shall also be sent to Members.
3. The General Assembly may only decide on amendment to the Articles of Association with a majority of at least two thirds (2/3) of the number of validly cast votes at a meeting where at least half of the number of Delegates are present or represented.
If the required number of Delegates is not represented at the meeting, a new meeting shall be convened, to be held no earlier than two (2) and no later than four (4) weeks after the aforesaid meeting, in which the resolution can be adopted with a majority of two thirds (2/3) of the validly cast votes, irrespective of the number of represented Delegates.
4. An amendment to the Articles of Association first takes effect once a notarial deed has been drawn up.

5. The provisions of paragraphs 1, 2 and 3 of this article do not apply if all Delegates are represented at the meeting and the resolution for amendment to the Articles of Association is adopted unanimously.
6. The Executive Committee is required to file an authentic copy of the deed of amendment to the Articles of Association and the full continuous text of the Articles of Association as it reads after the amendment at the office of the Commercial Register.
7. The provisions here above in this article apply *mutatis mutandis* to a resolution on legal merger or legal demerger.

DISSOLUTION AND LIQUIDATION

ARTICLE 27

1. The provisions of article 23, paragraphs 1, 2 and 5 apply *mutatis mutandis* to a resolution of the General Assembly to dissolve the Association.
2. The General Assembly may only decide on amendment to the Articles of Association with a majority of at least two thirds (2/3) of the number of validly cast votes at a meeting where at least three-quarters (3/4) of the number of Delegates are present or represented. If the required number of Delegates is not represented at the meeting, a new meeting shall be convened, to be held no earlier than two (2) and no later than four (4) weeks after the aforesaid meeting, in which the resolution can be adopted with a majority of two thirds (2/3) of the validly cast votes irrespective of the number of represented Delegates.
3. Any excess liquidation balance shall be given a destination to be determined by the General Assembly, insofar as possible in accordance with the EDGA objectives. It shall then be paid out accordingly by the liquidators.
4. Liquidation is carried out by the Executive Committee or by a liquidator or by liquidators appointed by the Executive Committee unless the General Assembly decides otherwise.
5. The Association shall continue to exist after dissolution to the extent necessary to liquidate its assets. The provisions of these Articles of Association shall remain in effect to the greatest extent possible during the liquidation process. Documents and notifications, which are sent out by the Association, must have "in liquidation" added to its name.
6. The Association shall cease to exist at the time there are no more assets of which the liquidator is or the liquidators are aware. The liquidator reports or the liquidators report the termination to the Commercial Register.
7. The books, documents and other data carriers of the dissolved Association must be kept for seven (7) years after the end of the liquidation. The person appointed by the General Assembly in the dissolution resolution is the custodian.

REGULATIONS

ARTICLE 28

1. The Executive Committee may establish and amend one or more regulations to regulate matters, which are not provided for or not fully provided for in these Articles of Association.
2. A regulation may not contain provisions, which are in conflict with the law or these Articles of Association.

DISPUTES COMMITTEE

ARTICLE 29

1. The Executive Committee may set up a Disputes Committee with the approval of the General Assembly. Its duty is to decide all cases in which pursuant to the Articles of Association and/or regulations appeal can be lodged with the Executive Committee or in cases in which the law, the Articles of Association or the Regulations do not provide.
2. If the Disputes Committee is set up, it shall comprise three (3) Members and three (3) replacement Members. Except for the first appointment, they are chosen at the Executive Committee's nomination by the General Assembly for three (3) years.

PLAYER'S REPRESENTATIVE

ARTICLE 30

The players of EDGA shall appoint the Player's Representative. The Player's Representative shall attend to the EDGA player's interests.