

Coordinated text of the statutes of the international non-profit association

"Internationale Vereniging voor Zeilwagensport"

in short "FISLY" -

2022

with its registered office at 8660 De Panne, Dynastielaan 20 .

Established by deed executed before notary Lauranne Rooman in Leuven, on 25 January 2007, published in the Annexes to the Belgian Official Gazette on 14 February 2007 under number 07026700, rectification published in the Annexes to the Belgian Official Gazette on 25 April 2007 under number 07060927.

The statutes were amended by deed executed before civil-law notary Lauranne Rooman, in Leuven, on the 17th of May 2022, filed for publication with the commercial court of Ghent, department Veurne.

The association has company number 0887.041.838.

STATUTES

1. Text of the statutes

ARTICLE 1. NAME

- 1.1 An international non-profit association is founded, called "Internationale Vereniging voor Zeilwagensport", in French "Fédération Internationale du Char à Voile", in English "Fédération Internationale de Sand and Landyachting", abbreviated "FISLY".
- 1.2 FISLY is an international, humanitarian, non-political, non-profit, non-discriminatory association
- 1.3 The association is established for an indefinite duration. It can be dissolved by its members.

ARTICLE 2. MISSION STATEMENT

The purpose of the association is to promote sand & land yachting in a safe environment through as follows :

- coordination and support of the national sand & land yachting associations

- promotion and development of the exchange of data, of the research and of the diffusion of best practice in sand & land yachting
- cooperation with the members, so as to establish new sand & land yachting organisations and support them in areas where they do not yet exist
- development of sand & land yachting by acting as an international federation for sand & land yachting sport
- cooperation with other international organisations and the integration of national organisations with shared goals;

ARTICLE 3. ACTIVITIES

The association's intended activities are:

- to promote sand & land yachting by means of the development and improvement of regulations in practice of sand & land yachting, both in the context of competition as in a recreational context
- to exchange practical experience, medical and scientific information in the context of sand & land yachting
- to promote the running of schools for training and practice in sand & land yachting
- to extend FISLY to other countries and regions of the world, to communicate and act in cooperation with other international bodies
- to promote and impose uniform equipment, information, symbols and rules for the control and regulation of the sand & land yachting sport
- to promote and organise sand & land yachting events and sand & land yachting competitions, so as to stimulate the interest in sand & land yachting
- to take any other steps that FISLY might consider relevant to reach its goals.

ARTICLE 4. REGULATIONS

4.1 The following regulations apply to FISLY:

- the statutes representing the principles, fundamental aspects and other matters defined by the General Assembly
- the by-laws , still to be drafted, containing explanation and procedures concerning the articles of the foundation charter and which are necessary for the management of FISLY
- the rules concerning sand & land yachting, more specifically concerning the requirements and procedures to organise events and competitions
- the anti-doping rules
- the specific regulations (rules & procedures) approved by the Council controlling the management of FISLY

4.2 In case of inconsistency between a regulation and the statutes, the oldest rule prevails.

ARTICLE 5. REGISTERED OFFICE

The registered office of the association is in the Flemish Region.

ARTICLE 6. MEMBERS

6.1 The association consists of members accepted by the Council.

There are three categories of members:

1) FULL MEMBERS

Full members have a right to vote in the General Assembly, one vote per representative in the General Assembly, they have the right to introduce candidates for the Council and appoint three representatives for the General Assembly. The full members are the founders of FISLY, the national federations consisting of a minimum of two clubs and the federations that are the sole representatives of sand & land yachting sport in their respective countries.

The founders are the representatives of Belgium, Germany, France, The Netherlands and Great Britain.

A club can be a full member provided that this club is the only one in its country. However, such a club will not be entitled to present a candidate for the Council and will be entitled to appoint only one single representative in the General Assembly.

Full members pay a full membership fee.

2) ASSOCIATE MEMBERS

Associate members are entitled to attend the General Assembly and have one vote.

They are entitled to introduce candidates for the Council. However, not more than one single candidate of theirs can be appointed a Council member.

The associate members can be sand & land yachting federations, sand & land yachting clubs (two per country) and federations that are the sole representative of sand & land yachting in their country.

Associate members pay an associate member fee.

3) AFFILIATE MEMBERS

Affiliate members have the right to attend the General Assembly but have no deliberating vote and no right to vote.

They appoint one single representative.

The affiliate members can be classified in associations per sort, such as structured land & sand yachting class associations.

The affiliate members pay an affiliate member fee.

4) INDIVIDUAL MEMBERS WHO SAIL WITHOUT AN ORGANISATION

This type of membership is only possible if there is no club or landsailing organisation in his country which is already a member of FISLY.

They have the right to attend the General Assembly but without a deliberative vote and without the right to vote.

They shall designate one representative who can represent these members at the General Assembly.

The individual members who sail without an organisation shall pay a membership fee of individual member.

The conditions for membership and the qualifications of the various categories of members are set-out by the General Assembly.

6.2 Members are to resign in written form. The modalities of resignation can be set-out in a regulation.

A member who has resigned shall not be entitled to claim part of the FISLY assets.

6.3 The expulsion of a member for any other reason than non-payment of fees shall be decided upon by the valid General Assembly by a two third majority of votes. Any member who is about to be expelled has the right to be heard first.

ARTICLE 7

7.1 The General Assembly is the supreme body of FISLY

It consists of the representatives of the members with a right to vote. The General Assembly shall exercise the powers provided for in the Companies Code and the Associations Code and the Articles of Association.

7.2 The General Assembly is presided over by the president of the Council. In case of absence the president an ad hoc president is appointed by the Council.

7.3 The General Assembly is held at least once a year.

7.4 At the request of the Council or on written request to the Council of at least fifty percent of the full members, an extraordinary General Assembly is to be held within a term of three months.

7.5 The place and date of the annual General Assembly and extraordinary General Assembly will be set and communicated to the members in accordance with the procedures and within the terms stipulated in regulations on the procedure of calling an assembly.

7.6 The general meeting has the following powers, in addition to those granted to it by the Companies Code and the Associations Code:

appoint, suspend and expel Council members

- approve regulations proposed by the Council
- organise statutory elections
- approve the conditions and criteria for the appointment of honorary members
- accept new members, suspend or expel as a consequence of non-payment of fees on the proposal of the Council
- expel members for other reasons than non-payment of member fees
- approve the principles of the regional structures and of the procedures, in as far as these structures and procedures affect the FISLY statutes and regulations
- approve the annual account of the past year and the budget for the coming year on the proposal of the Council
- approve the annual report and the future projects on the proposal of the Council
- appoint external auditors, receive the audited financial statements, approve the amount of membership fees on the proposal of the Council
- decide upon the proposals of the Council
- approve of modifications in the International Sailing and Racing Rules (ISRR) as proposed by the Council
- dissolve FISLY by own free will

7.7 In order to deliberate on the dissolution of FISLY, the destination of FISLY assets, the modification of the statutes and the regulations, a minimum of seventy five per cent of the members with a voting right need to be present at the annual General Assembly or the extraordinary General Assembly.

For other matters the minimum presence quorum is fifty per cent of the members with voting right.

The required quorum is to be reached at opening of the General Assembly and this prevails for the entire duration of the meeting. If the quorum is not reached a second General Assembly will be held after a term of at least three days after the first meeting. For the latter meeting no quorum is required.

7.8 Resolutions of the annual or extraordinary general assembly for the dissolution and destination of the property of FISLY shall require three-fourths of the votes of the validly convened voting members (not including abstentions).

Amendments to the Statutes and Rules and Regulations shall be adopted by a two-thirds majority of the votes cast by the validly convened voting members.

Other matters shall be decided by a simple majority of the votes cast by the validly convened voting members.

7.9 Written decision making :in accordance with Article 10:6/1 of the Companies and Associations Code, the General Meeting may pass resolutions in writing by a unanimous vote.

The council may offer the members the possibility to remotely participate in the general meeting in accordance with Article 10:7/1 of the Companies Code.

A more detailed procedure for this can be worked out in the by-laws.

7.10 The agenda of the General Assembly is determined by the procedure set-out in the by-laws.

7.11 The decisions of the General Assembly are registered in the record and are signed by the president and by one member of the Council. This register is at all times kept at the registered office, where any member is allowed to read them. All members or third parties giving evidence of an interest are entitled to require extracts, which will be signed by the president of the Council and by one Council member.

ARTICLE 8 : COUNCIL

8.1 The Council consists of

- a president
- a secretary-general
- a treasurer
- a maximum of four vice-presidents, proposed by the regions (the regions being defined in the regulations)
- a maximum of twenty four council members as set-out in the regulations
- a minimum of three council members

8.2 The council members are elected for a term of four years, and can be re-elected. The candidate council members are introduced by the full members or by the associate members, in accordance with article 6.1. A maximum of two of the candidates introduced by a full member can be nominated member of the council, unless one of the council members has been elected president, vice-president, secretary-general or treasurer, in which case a third council member can be elected at the proposal of that same full member.

The functions of president, vice-president, secretary-general or treasurer cannot be combined.

The president of FISLY, its treasurer and secretary-general are appointed by the members with voting right at the General Assembly of FISLY, in accordance with the procedure provided in the regulations. The vice-presidents representing a region are equally appointed by the members with voting right. The General Assembly may assign special tasks to the vice-presidents.

8.3 Each member with voting right introducing a candidate-member of council is supposed to provide the financial means for the candidate-member to take part in the meeting of the General Assembly and the council, and to provide for the candidate-member the financial means to carry out his day-to-day duties and assume the responsibilities his function entails.

The council can reimburse the current costs of the president and the secretary, within the approved budget.

The council may also assign a reimbursement of costs to the members of council so as to attend a General Assembly and the council.

8.4 The Council meets at least twice a year. Date and venue will be defined according to the procedure set-out in the regulations.

The president presides over the council. In case of his absence the Council will appoint an ad hoc-president. In case of absence of the secretary-general an ad hoc-secretary will be appointed upon opening of the meeting.

8.5 The Council acting as a board, is qualified to:

- execute the decisions of the General Assembly
- establish and dissolve commissions, set-out their competences and procedures
- appoint and dismiss members of the commissions, according to the rules as set-out in the regulations
- establish and dissolve work-groups

- put forward proposals to the General Assembly concerning the adoption or modification of the International Sailing and Racing Rules (ISRR)
- approve the organisation and rules for the competitions organised under FISLY supervision
- approve the criteria and conditions concerning trophies
- set-out, follow-up, publish and distribute the FISLY events-calendar
- propose the annual financial report and budget to the General Assembly
- introduce the annual report and future projects to the General Assembly
- submit all proposals to the General Assembly that have previously been approved by the Council
- introduce new members to the General Assembly and demand their suspension or expulsion in case of non-payment of membership fees
- define the price of publications, prize money, participation in competitions and -if any- other activities
- propose the appointment of honorary members to the General Assembly
- engage and dismiss staff of FISLY that the Council considers necessary, in order to observe day-to-day management of FISLY
- propose regulations to the General Assembly concerning the organisation of FISLY
- define the competences of the vice-presidents
- propose the delineation of the regions to the General Assembly
- take all decisions concerning competences not reserved to the General Assembly in the statutes or in the regulations
- draft and approve a by-law concerning the internal functioning of FISLY.

Within its competences the Council is entitled to delegate the day-to-day management to the president, secretary-general or to one or more members of the Council or of staff.

8.6 The council acts as a college. Decisions of the council are taken by a simple majority of the council members present or represented.

Each council member can, on his own responsibility, give a written power of attorney to another member and grant the powers he deems appropriate, but only for special and certain purposes. Each member may only act with one proxy.

Written decision-making is allowed within the limits determined by the rules.

8.7 Within the confines of their competence the president and the secretary-general are entitled to enter - jointly or separately- into legally binding transactions on behalf of FISLY , as long as the financial impact does not exceed 12.500 €, to open bank-accounts on behalf of the association and appoint mandators for financial transactions, among which those of the treasurer.

8.8 Legal proceedings shall be conducted by the Council, represented by the president, the secretary-general and a member of Council appointed for that purpose

8.9 The decisions of the Council are registered in the report and are signed by the president and a member of the Council. This register is kept at the registered office, where all members are free to read it.

All members or third parties giving evidence of an interest are entitled to require extracts, which will be signed by the president of the Council and by one Council member;

ARTICLE 9 : COMMISSIONS

9.1 The Council is entitled to create commissions and sub-commissions. It is the Council that defines their composition, competences and functioning. The nomination of commission members, their competences, duties, responsibilities and right to vote are stipulated by the Council.

9.2 A Council member appointing a commission member is supposed to provide to the latter sufficient financial means and support in order to allow him to pursue the normal work and assume the responsibilities linked with his function.

9.3 The president of the commission can be invited by the Council to attend a meeting, if such is thought necessary. However this does not entitle him to a voting right in the Council.

9.4 The president, secretary-general and the vice-presidents of FISLY and the treasurer are allowed to attend commission meetings.

ARTICLE 10 : REGIONS

10.1 In order to improve cooperation and activities within one single region, continent or other area of the world, the national associations or clubs (in case there is only one club in one particular country) shall work together within the frame of regional branches that have been approved of by the General Assembly.

10.2 Regional branches are subject to the statutes and rules stipulated by FISLY.

ARTICLE 11 : COMPETITIONS

FISLY presents the titles of world-champion, as well as continental and international titles, in compliance with the regulations set-out by the Council.

ARTICLE 12 :ACCOUNTS AND BUDGETS

12.1 The financial year begins on 1st of January and ends on the thirty first of December of the same year.

12.2 The Council presents the audited financial statements and proposed budgets to the General Assembly in accordance with the procedures set-out in the by-laws.

The account and budget auditing procedures shall be set-out in the by-laws

ARTICLE 13 : LANGUAGE

The official language of the FISLY shall be English.

The interpretation and translation procedures will be laid down in Rules and Regulations.

A translation of the statutes will be available in English and Dutch. Translations into other languages must be approved by the council in order to be valid.

ARTICLE 14 : POLITICS, RELIGION AND RACISM

Given the nature and mission of FISLY the members are to refrain from raising political, religious or racist matters.

ARTICLE 15: DISSOLUTION

In the case of dissolution of FISLY its assets will be distributed according to the stipulations of the decision by the General Assembly to dissolve FISLY and in accordance with article 7 of the statutes. The assets can only be used for a non-profit purpose.

ARTICLE 16

Anything not provided for in these statutes shall be regulated in accordance with the provisions of the Companies Code.

CERTIFIED
Lauranne Rooman
Notary