

CMAS EUROPE aisbl



**ARTICLES OF
ASSOCIATION**

SECTION I
NAME – HEAD OFFICE – AIM – DURATION

1.1. NAME

The name of the association is “**CMAS EUROPE Association internationale sans but lucratif**”, shortened “**CMAS Europe aisbl**”

1.2. FOUNDERS

The following federations from the countries of the European Union, members of the World Underwater Federation C.M.A.S. (Confédération Mondiale des Activités Subaquatiques) - Viale Tiziano 74 – 00196 Rome – Italy, are the founding members of CMAS EUROPE aisbl.

VDST	Verband Deutscher Sporttaucher e.V.	Germany
TSVÖ	Tauchsportverband Österreichs	Austria
FEBRAS-BEFOS	Fédération Belge de Recherches et d'Activités Sous-Marines Belgische Federatie voor Onderwateronderzoek en –sport	Belgium
CFUA	Cyprus Federation of Underwater Activities	Cyprus
DSF	Dansk Sportdykker Forbund	Denmark
FEDAS	Federacion Española de Actividades Subacuáticas	Spain
FFESSM	Fédération Française d'Etudes et de Sports Sous-marins	France
SAA	Sub-Aqua Association	Great Britain
HFUA	Hellenic Federation for Underwater Activities	Greece
MBSZ	Magyar Búvá Szakszövetség	Hungary
CFI	Comhairle Fo-Thuinn - Irish Underwater Council	Ireland
FIPSAS	Federazione Italiana Pesca Sportiva e Attivita Subacquee	Italy
ADK BSAT	Akademiskais Dainvings Klub	Latvia
FLASSA	Fédération Luxembourgeoise des Activités et Sports Subaquatiques	Luxembourg
FUAM	Federation of Underwater Activities Malta	Malta
NOB	Nederlandse Onderwatersportbond	The Netherlands
KDP-PTTK	Komisja Działalności Podwodnej - Polskie Towarzystwo Turystyczno-Krajoznawcze	Poland
FPAS	Federação Portuguesa de Actividades Subaquáticas	Portugal
SPCR	Svaz Potápěčů České Republiky	Czech Republic

1.3. HEAD OFFICE

1.3.1 The Head Office of the CMAS EUROPE is established in Brussels, in the Head Office of the Belgian Federation:

FEBRAS-BEFOS
Rue Jules Broeren 38
B1070 Brussels
Belgium.

CMAS EUROPE falls under the judicial court of Brussels.

1.3.2 It may be transferred to any other location in Belgium or to another country member of the European Union by a two-thirds majority of the votes cast at the Extraordinary General Meeting.

1.4. AIM

1.4.1 CMAS EUROPE is a strictly civil non-profit making organisation.

1.4.2 The aim of CMAS EUROPE is to use all appropriate means to develop and encourage the understanding and conservation of the underwater world as well as the practice of aquatic and underwater sports and activities in the countries members of the European Union.

1.4.3 CMAS EUROPE will represent and defend C.M.A.S. as well as its aims in all the structures of the European Union.

1.4.4 In general CMAS EUROPE aims:

- to promote and defend the application of the C.M.A.S. standards in all the countries of the European Union
- to promote the C.M.A.S. sports in the Countries of the European Union
- to support and promote all relevant events in relation with the C.M.A.S. aims.
- to support, develop and promote the actions of the C.M.A.S. Scientific Committee for what concerns the environmental protection and the protection of the cultural and archaeological patrimony of the countries members of the European Union.

1.4.5 To reach these objectives, CMAS EUROPE and the affiliated federations will organise the following activities:

- training sessions for divers according to the CMAS Standards
- training sessions for diving instructors according to the CMAS Standards
- the organising of work groups
- the organising of seminars

The above list is not exhaustive.

1.4.6 In order to accomplish its aims CMAS Europe may undertake all financial operations (stock and shares and real estate) provided they do not change the strictly civil and voluntary nature of its activity.

1.5. DURATION

The duration of CMAS EUROPE is unlimited.

SECTION II

COMPOSITION - ADMISSIONS AND EXPULSIONS – MEMBERSHIP FEES

2.1 REAL MEMBERS

2.1.1 The real members of CMAS EUROPE are the National Federations, Associations and Organisations that may be public-sector or private and which have the status of a non profit making organisation and which are at the same time

- a) affiliated to one or more C.M.A.S. Committees
- b) and the national representatives of the Underwater activities in a European country member of the European Union.

2.1.2 These National Federations, Associations and Organisations will have the same affiliation status, and the right to vote or not to vote in CMAS EUROPE as the one they have in C.M.A.S.

2.1.3 CMAS EUROPE cannot

- a) refuse a Federation affiliated to C.M.A.S.
- b) accept a Federation not affiliated to C.M.A.S.

2.2 JOINING MEMBERS

- 2.2.1 The joining members of CMAS EUROPE are the National Federations, Associations and Organisations that may be public-sector or private and which have the status of a non profit making organisation and which are affiliated to C.M.A.S. and they are
- a) the national representatives of the Underwater activities in an European country that is not a member of the European Union.
 - b) the national federations and the associations from the countries of the European Union who are members of C.M.A.S. but without the right to vote.
- 2.2.2 The joining members have the same rights and prerogatives as the real members, with the exception of the right to vote at the General Meeting and the right of a seat as a function of the Board of Directors and the Committees.
- 2.2.3 The admission of a new country to the European Union brings ipso facto with it that the federation of that country receives the status of a real member if the federation fulfils all other criteria

2.3 NUMBER

The number of real and joining members is unlimited, but the number of real members can never be less than three.

2.4 ADMISSIONS

- 2.4.1 The Board of Directors gives admissions.
All admission requests
- a. must be drafted on the official form
 - b. must be signed by the candidate body's legal representative
 - c. must be addressed to the CMAS EUROPE Secretariat
- 2.4.2 By asking its affiliation to CMAS EUROPE, each Federation, Association and Organisation accept the relevant Articles of Association.

2.5 RESIGNATION – EXPULSION – SUSPENSION

- 2.5.1 In the case of a resignation of a real or joining member the subscription fee for the current year is still due.
- 2.5.2 The expulsion of a real member or a joining member can only be pronounced by the General Meeting by majority of two thirds of the votes cast by the members present or represented.
- 2.5.3 Any status modification, expulsion or suspension pronounced by C.M.A.S. against one of its affiliated federations member that is a member of an European country, member or not member of the European Union, European Union will be automatically apply for what concerns its affiliation in CMAS EUROPE.
- 2.5.4 Suspension of voting rights for non-payment of membership fees is the exclusive prerogative of the Board of Directors against which there can be no appeal.

2.6 MEMBERSHIP FEES

- 2.6.1 Member organisations pay an annual membership based on their affiliation to the three Committees of C.M.A.S..
- 2.6.2 The amount of the said fees is proposed by the Board of Directors for ratification by the General Meeting and is fixed to a maximum amount of 500 EUR.
- 2.6.3 For the first time the membership fee for the real members is fixed at 100 EUR per Committee of C.M.A.S. of which the federation is a member
- 2.6.4 For the first time the membership fee for the joining members is fixed at 50 EUR per Committee of C.M.A.S. of which the federation is a member.

SECTION III GENERAL MEETINGS - CONDUCT

3.1 MEETINGS

- 3.1.1 A General Meeting is composed of the delegates of the real and joining members who have paid their current fees at least 60 days before the General Meeting.

- 3.1.2 For each General Meeting the Secretary General will draft a list of the real members holding one or more votes, which have paid their current year's membership fee. The delegates of each organisation sent to the General Meeting must sign the list when they collect their ballot papers.
- 3.1.3 Any real member unable to attend a General Meeting may appoint a proxy as provided for in article 5.2 of the present articles of association.
- 3.1.4 Postal votes are prohibited.
- 3.1.5 Only fully paid-up real members who have fulfilled their C.M.A.S. and CMAS EUROPE obligations are entitled to participate in the different votes.
- 3.1.6 The joining members may only take part in the debate through the official delegates of their own organisation.

3.2 Powers and Status of the General Meetings

3.2.1 Group decisions are taken at the General Meetings, which may be designated Ordinary or Extraordinary, according to the nature of the decisions they are to take.

3.2.2 Such decisions apply to all CMAS EUROPE members located in EU countries including those absent, abstaining or dissenting.

The federations are not bound to accept the decisions of CMAS EUROPE if by doing so would be contradictory to the laws and legal procedures of their own country.

3.3 Provisions applying to all General Meetings

3.3.1 Venue

Meetings take place in Belgium or in any other country proposed by the Board of Directors.

3.3.2 Agenda

The Agenda of General Meetings is drafted by the Board of Directors and is included in the circular and notification letters.

However, any group representing at least 15% of the votes may demand the inclusion of any draft resolutions with the exception of those concerning the introduction of candidates to the Board of Directors.

Such requests must reach the CMAS EUROPE Head Office at least 75 days before the General Meeting.

These draft resolutions are then automatically added to the Agenda of the General Meeting.

The revised Agenda has to be circulated together with the convocation to all member organisations at least 45 days before the General Meeting.

The General Meeting cannot deliberate on items that are not on the Agenda – nor, on second summons, deliberate on an Agenda that differs from the original Meeting's Agenda.

3.3.3 Votes, Number of Votes

1) Each real member has one, two or three votes, depending on whether he/she is member of one, two or three C.M.A.S. Committees.

2) The voting takes place and votes are expressed by a show of hands, except when the Chairman or the Board of Directors demand a secret ballot.

In addition, any delegate representing at least 5% of the votes may also call for a secret ballot.

3) All elections are by secret ballot.

3.3.4 Minutes –Copies – Abstracts

1) The General Meeting decisions are recorded in the minutes for inclusion in a special classified and initialled register.

These minutes are signed by the Board of Directors.

The omission of this formality does not invalidate the resolution.

2) Copies or abstracts of the minutes of the General Meeting deliberations for production in Court or elsewhere are valid if signed by the CMAS EUROPE President and Secretary General.

3) A copy of the official report is to be sent to the Head Office of the members.

3.4 Special provisions for Ordinary General Meetings

Terms of reference, Powers, Quorum, Majority

3.4.1 An Ordinary General Meeting is empowered to take any decision that does not modify the articles of association:

- it hears the report of the CMAS EUROPE President and decides on its approval.
- it examines the accounts, balance sheet, and annexes of the civil year following the last General Meeting and hears the Auditor's report.
- it gives quietus to the Treasurer and the Board of Directors.
- it debates and votes on the organisation's Master Plan for the following year including proposed budget for the same period.

This Master Plan defines the projects and missions as well as the targets and actions to be taken.

- it establishes subscription fees
- it debates and votes on expulsion proposals as per Art. 2.5.2.
- it elects a Board of auditors
- it elects the President and the 6 members of the Board of Directors

Generally speaking, it hears reports of all structures.

3.4.2 It is convened at least once a year in the first six months of the year.

3.4.3 A General Meeting is only considered validly constituted to take resolutions on first summons if at least one half of all CMAS EUROPE votes is represented by those attending.

3.4.4 No such quorum is required on second summons after a delay of at least a month.

Its resolutions are passed by a majority of the votes of the real members present or represented at the meeting.

3.5 Special provisions for Extraordinary General Meetings

Terms of reference and Powers of the Extraordinary General Meeting.

3.5.1 Only an Extraordinary General Meeting is enabled to modify all or any of the articles of association and to pronounce the dissolution of the Confederation.

3.5.2 An Extraordinary General Meeting called to modify the above articles of association may be convened by the Board of Directors or by the real members representing at least 50% of all CMAS EUROPE votes.

3.5.3 In both cases amendment proposals must be included in the Meeting Agenda that must be sent out at least three months beforehand.

3.5.4 Should the quorum of the two-thirds of the present and represented members not be reached, the Meeting is convened again after a period of at least a month. and on second summons the Meeting may pass valid resolutions irrespective of the numbers of members present or represented.

3.5.5 In all cases, any amendments will require at least two thirds of the votes cast, with the exception of an amendment concerning the aim, which requires a four fifths majority.

3.5.6 An ad hoc General Meeting has to be called specifically to pronounce on the dissolution of the Confederation.

3.5.7 The dissolution may pronounced only by a four-fifth majority of the votes cast by the real members present or represented, and only if these represent at least two thirds of the total votes of CMAS EUROPE in its entirety.

3.5.8 In case of dissolution, the Meeting will designate one or more commissioners to handle the liquidation of the CMAS EUROPE's to C.M.A.S.

SECTION IV ADMINISTRATION

4.1 Board of Directors

- 4.1.1 C.M.A.S. EUROPE is run by a 7 member Board of Directors, (men and women), which includes
- a) the President of CMAS EUROPE
 - b) 6 members of the Board of Directors
- All elected by CMAS EUROPE General Meeting
Members of the Board of Directors are elected by secret ballot by the General Ordinary Meeting for a four year term.
They may be elected again for one term.
- 4.1.2 A Vice President, a Secretary and a Treasurer will be elected by the Board of Directors within the 6 elected members.
- 4.1.3 Should any member of the Board of Directors resign or being excluded, the position will be given to the runner-up in the relevant election to the Board.
- 4.1.4 The Board of Directors meets at least twice a year, convened by the President or at the written and signed request of at least half of its members
- 4.1.5 Its resolutions are validated by the presence of at least 4 members of the Board of Directors.
- 4.1.6 Decisions are taken by a simple majority of votes present. The representation of the members is not possible. If no majority emerges, the President casts the deciding vote.
- 4.1.7 The minutes of the deliberations of the Board of Directors are signed by the President and the Secretary.
- 4.1.8 Board members cannot be remunerated for duties they have been entrusted with.
- 4.1.9 The Treasurer checks expense accounts presented with requests for reimbursement.
The Board of Directors evaluates the applications in the absence of the applicant.
- 4.1.10 The Duties of the Board of Directors
- 4.1.10.1 The Board runs the Confederation.
It has the widest powers to undertake or authorise any action that is not reserved for the General Meeting and is not contrary to the law or the CMAS EUROPE articles of association.
In particular the Board
- a) studies all statutory amendments before they are submitted to the Extraordinary General Meeting for approval.
 - b) drafts and adapts the Internal Regulations according to Statutes alterations, puts them in force and submits them to the Ordinary General Meeting for approval.
 - c) safeguards the strict observation of the CMAS EUROPE regulations.
 - d) controls the Treasurer's financial management.
 - e) maintains all useful relations with sports organisations, government bodies and European organisations, in particular the European Union.
 - f) drafts and adapts the Master Plan and the Budget and submits them to the Ordinary General Meeting for approval.
- The above list is not exhaustive.
- 4.1.10.2 The Board of Directors takes all operational decisions required for the organisation's functioning, in particular:
- it approves agreements between CMAS EUROPE and other organisations
 - in general terms it takes all decision which is not recognised by the law or the articles of association at the General Assembly.
- 4.1.11 The Board of Directors can delegate the daily management to one or more members of the Board.
The daily management consists of the carrying out of administrative tasks necessary for the daily functioning of the association.
- 4.1.12 All members may ask to be heard by the Board of Directors.

SECTION V CANDIDATURES, PROXIES & ELECTIONS

5.1 CANDIDATURES

5.1.1 Both men and women are eligible for nomination to the positions of :

- CMAS EUROPE President
- Board of Directors

The candidatures must arrive at CMAS EUROPE HQ, at least 60 days before de General Meeting.

5.1.2 Eligibility

Candidates will only be eligible if :

- a) the fees due for the current and previous years have been paid by the real member to which the candidate belongs, before the deadline for submitting candidacies
- b) a summary of the candidate's activities is attached
- c) candidacies are signed by the President of the organisation to which the candidate belongs
- d) candidates have to be physically present at the General Meeting unless exceptional circumstance accepted by the General Meeting by 2/3 majority of votes, present or proxies.

5.1.3 The Organisation of each country member of the European Union may present a maximum of one nomination only for election as members of the Board of Directors.

5.1.4 45 days before the General Meeting the nominations received will be circulated at the same time as the General Meeting Agenda.

5.2 PROXIES

5.2.1 Any real member unable to attend the Meeting may give a proxy to another real member.

5.2.2 Validity

To be valid, it is mandatory that the proxy be

- written on the relevant official form
- drafted in the name of the bearer or his/her organisation on the understanding that this proxy is strictly non-transferable.
- signed by the Chairman of the issuing affiliated organisation and bearing the hand-written words « PROXY VOUCHER » written in one of the official CMAS EUROPE languages.

5.2.3 Number

No federation may represent more than two countries in addition to themselves.

5.3 ELECTIONS

5.3.1 For the election of the president and the members of the Board of Directors, the candidates having obtained most votes, present or proxies, are elected.

SECTION VI

DISSOLUTION, OFFICAL LANGUAGE, COMPETENT JURISDICTION

6.1 DISSOLUTION

6.1.1 The dissolution of CMAS EUROPE may only be decided by an Extraordinary General Meeting convened specifically for this purpose.

6.1.2 A majority of four-fifths of the votes, representing at least two-thirds of total CMAS EUROPE votes, is required.

6.1.3 In the event of dissolution, the General Meeting must appoint one or more commissioners to handle the liquidation.

6.1.4 Any net assets will be donated to an association without a profit motive, i.e. C.M.A.S.

6.2 OFFICIAL LANGUAGE

The official languages of the Confederation are French and English which have equal status.

Nevertheless, in case of difficulty in the interpretation of the articles of association, rules of every type and official documents, the French text will be decisive.

6.3 COMPETENT JURISDICTION

- 6.3.1 The law applied in the country where CMAS EUROPE has its Head Quarters will prevail in all matters not covered by the present articles of association without prejudice of jurisdiction *ratione materiae* of the Sports Arbitrate Court.
- 6.3.2 Any litigation arising from the interpretation or implementation of the present articles of association or the Internal Regulations will be under the jurisdiction of the competent courts of the country in which the CMAS EUROPE registered offices are located.

List of founders and signatures:

VDST	Germany	Jürgen Warnecke
TSVÖ	Austria	Wolfgang Würz
FEBRAS-BEFOS	Belgium	Robert Henry
CFUA	Cyprus	Christakis Eelftheriou
DSF	Denmark	Michael Hansen
FEDAS	Spain	Ñaco Aguirre Presa
FFESSM	France	Alain Foret
SAA	Great Britain	Colin Bryan
HFUA	Greece	Xiarchos Ilias
MBSZ	Hungary	Laszlo Magyari
FIPSAS	Italy	Ugo Matteoli
CFI-IUC	Ireland	Don McGlinchey
ADK-BSAT	Latvia	Elmar Frings
FLASSA	Luxembourg	Robert Henry (proxy to Belgium)
FUAM	Malta	Ugo Matteoli (proxy to Italy)
NOB	The Netherlands	Dick Trap
KDP-PTTK	Poland	Wieslaw Wachowski
FPAS	Portugal	João Gomes Pedro
SPCR	Czech Republic	Oldřich Lukš

