



PLAY FAIR CODE

INTEGRITY WINS

STATUTES

Association for Protecting the Integrity in Sport

Assoc. Reg.: 141462079

Gertrude-Froehlich-Sandner-Strasse 13/6

1100 Vienna

Valid since 8. 11.2022

§ 1 Name, registered office and scope of activity

1. The Association bears the name "Verein zur Wahrung der Integrität im Sport", or „VWIS“.
2. The Association is based in Vienna and extends its activities throughout the entire federal territory.
3. The orientation of the Association is that of a non-profit organization.
4. The establishment of branch associations is not intended.

§ 2 Purpose

The purpose of the Association, the activities of which are not profit-oriented, is as follows:

1. Promotion of integrity in sport by means of prevention of manipulation in sport,
2. Creation of broad, social awareness for integrity and fair sport
3. Creation of an awareness of responsibility amongst all stakeholders in the entire professional and amateur sports sector,
4. Representing the interests of integrity in sports in cooperation with national and international sports organizations, sports associations,

sports betting providers, other sports platforms and other specialist organizations,
cooperation with authorities and public administration.

§ 3 Means of Achieving the purpose of the Association

The purpose of the Association is to be achieved by means of the ideal and material means described below.

1) The following are to serve as ideal means:

- Supporting and instigation of measures for the prevention of manipulation in sport,
- Promotion and implementation of information, education, training and advice on sport integrity in the public realm and the economy,
- Supporting and instigation of measures to create broad, social awareness of integrity and fair sport,
- Representation of the concerns of honest sport at national and international level

2) The following are to serve as material means:

- Membership contributions, which are to become due by 30 June of the year in question, as well as any joining fees,
- Funding from the relevant Federal Ministry for Sport
- Sponsorship contributions,
- Revenue from events, education or similar measures,
- Income from interest, donations and other contributions

§ 4 Types of membership

1. The members of the Association are to be divided into ordinary, extraordinary and honorary members (including honorary presidents).
2. Ordinary members are those who fully participate in the work of the association, pay a one-time joining fee and an annual membership fee.
3. Extraordinary members are those who support the association or the purpose of the Association through a membership contribution

or an appropriate ideal contribution. Extraordinary members have the right attend the general meetings, but do not have the right to vote.

4. Honorary members (also honorary presidents) are natural persons who are appointed as such due to their special merits.

§ 5 Acquisition of membership

1. Members of the Association can be natural and legal persons.
2. Ordinary members must be legal entities of sport that meet at least the following conditions:
 - a. Handling of match operations via an EDP system
 - b. Management of a central and EDP-supported registration index
 - c. Employment of a full-time managing director
 - d. Establishment of an office
 - e. Central organization of arbitration, to the extent that it is competent
 - f. Management of the nationwide highest performance level as a professional league, as far as responsible

The Executive Committee decides on the admission of ordinary members after the above-mentioned criteria have been checked, a joining fee has been deposited and after submission of the statutes of the membership applicants approved by the competent authorities, which must be in accordance with those of the association in their principles or with the purpose of the association. Admission may be refused without the need to give any reason for doing so.

3. Political activity within the association is incompatible with ordinary membership.
4. The Executive Committee makes a final decision on the admission of extraordinary members. Admission may be refused without the need to give any reason for doing so.
5. Honorary members (including honorary presidents) are appointed by the General Assembly at the request of the Executive Committee.
6. Until the formation of the Association, the provisional admission of ordinary and extraordinary members is carried out by the founders of the Association, in the case of an already appointed Executive Committee by the latter. This membership only becomes effective when the association is formed. If an Executive Committee is only appointed after the Association has been established, the (definitive) admission of ordinary and extraordinary members will also be

carried out by the founders of the Association until that time.

§ 6 Termination of Membership

1. Membership expires due to loss of legal personality, voluntary withdrawal, exclusion, or in the case of natural persons, due to death.
2. Voluntary withdrawal can take place at 31 December of the year in question. It must be communicated to the Executive Committee in writing by registered letter (the date of posting is decisive for timeliness), fax or e-mail for at least three months, i.e. no later than 30 September of the year in question. If the notification is made late, it will only be effective at the next withdrawal date.
3. The Executive Committee may exclude a member if he or she is in arrears with the payment of membership fees for more than six months despite two written reminders. The obligation to pay the membership fees that have become due remains unaffected.
4. The exclusion of a member from the Association can be ordered by the Executive Committee for gross violation of membership obligations, behavior harmful to the Association or for dishonorable behavior.
5. The revocation of honorary membership (also honorary presidency) can be decided by the Executive Committee for the reasons mentioned in no. 4.
6. For disputes pursuant to nos. 4 and 5, the arbitral provisions of § 17 shall apply.

§ 7 Rights and Duties of Members

1. Members are entitled to participate in events of the association and to use its facilities. The right to vote in the General Assembly as well as the active right to vote is only available to ordinary members or their bodies authorized to represent them. Only Austrian citizens of legal voting age and in good standing are entitled to stand for election.
2. Members have a duty to do the following:
 - a. To promote the interests of the Association to the best of their ability and to refrain from doing anything that could damage the reputation and purpose of the Association,
 - b. To observe the statutes, other implementing provisions (in particular the rules of procedure), resolutions and instructions of the association or its bodies,

- c. To pay the joining fee and membership fees (cf. § 3 Z 1) punctually in the amount decided annually by the General Assembly.

§ 8 Bodies of the Association

The bodies of the Association are the General Assembly (§§ 9 and 10), the Executive Committee as a governing body within the meaning of the Association Act (§§ 11 to 13), the Auditors (§ 15), the Advisory Board (§ 16) and the Arbitration Court (§ 17).

§ 9 The General Assembly

1. The ordinary General Assembly takes place once a year.
2. An extraordinary General Assembly shall take place within four weeks by resolution of the Executive Committee, the ordinary General Assembly or at the written justified request of at least one tenth of the ordinary members (§ 7 no. 1 and § 9 no. 7) or at the request of the Auditors.
3. All members must be invited in writing to both the ordinary and extraordinary General Assembly at least eight weeks before the date (§ 6 no. 2 applies mutatis mutandis). The General Assembly must be convened with an agenda. The Assembly is convened by the Executive Committee.
4. Motions of the members on the agenda of the General Assembly must be submitted in writing to the Executive Committee at least six weeks before the date of the General Assembly (§ 6 no. 2 applies mutatis mutandis).
5. Valid resolutions - with the exception of those on a motion to convene an extraordinary General Assembly - can only be passed on the agenda. In justified exceptional cases, the agenda may be unanimously extended by supplementary agenda points at the General Assembly and a resolution may be passed on them.
6. Outside of meetings of the General Assembly, written resolutions may be passed at any time in the case of matters that fall within the competence of the General Assembly, whereby each member must agree to the adoption of resolutions by circulation. The quorums provided for in the Articles of Association are required for the adoption of resolutions. Circular resolutions and votes by e-mail are permitted. The respective resolutions passed by circulation are to be confirmed in the following General Assembly.
7. In the event of unanimity, the resolution may be passed by a written

resolution in circulation, which must be confirmed at the following General Assembly.

8. All members are eligible to participate in the General Assembly. Only ordinary members are entitled to vote. Each member has one vote. Legal entities are represented by an authorized representative. The transfer of voting rights to another ordinary member by means of a written proxy is permissible.
9. The General Assembly has a quorum in the presence of half of all voting members or their representatives (§ 9 Z 7). If this number is not reached, the General Assembly shall in any case constitute a quorum 30 minutes after the start scheduled for on the agenda.
10. As a rule, resolutions in the General Assembly are passed by a simple majority of votes. Resolutions to amend or supplement the statutes of the Association or to dissolve the Association require a qualified majority of two-thirds of the voting members.
11. The General Assembly shall be chaired by the President or, if he is unable to attend, by the Vice-President. If the Vice-President is also unable to attend, the oldest member of the Executive Committee present in terms of years of service to the Association shall precede.
12. Written minutes are to be kept of any resolutions passed at the General Assembly.

§ 10 Tasks of the General Assembly

The General Assembly is responsible for the following tasks:

1. Receipt and approval of the annual report and accounting for the past financial year,
2. Decision-making on the estimate,
3. Election, appointment and dismissal of the members of the Executive Committee and the Auditors for a maximum of 3 years each as well as approval of legal transactions between Executive Committee members and Auditors with the Association,
4. Discharge of the Executive Committee,
5. Determination of the amount of the joining fees and the membership fees for ordinary and extraordinary members,
6. Awarding and revocation of honorary membership (also honorary presidency) as well as passing resolutions on amendments to the statutes and the voluntary dissolution of the Association,
7. Advising and passing resolutions on other items on the agenda.

§ 11 The Executive Committee

1. The Executive Committee consists of up to eight members, but at least the President, Secretary and Financial Officer (treasurer).
2. The Executive Committee is elected by the General Assembly. In the event of the resignation of an elected member, the Executive Committee has the right to co-opt another eligible member in his place, for which subsequent approval must be obtained at the next General Assembly. If the Executive Committee fails at all or for an unforeseeably long period of time without self-supplementation by co-optation, each Auditor is obliged to immediately convene an extraordinary General Assembly for the purpose of electing a new Executive Committee. If the Auditors are also incapacitated or absent, any ordinary member who recognizes the emergency situation must immediately apply to the competent court for the appointment of a curator, who must immediately convene an extraordinary General Assembly.
3. The term of office of the Executive Committee is a maximum of three years. Re-election is possible.
4. The Executive Committee shall be convened in writing by the President or, in his absence, by the Vice-President. If the Vice-President is also prevented for a period of at least 6 weeks, any other member of the Executive Committee may convene the board.
5. The Executive Committee has a quorum if all its members have been invited and at least half of them are present.
6. The Executive Committee passes its resolutions by a simple majority of votes; in the event of a tie, the President's vote shall be decisive.
7. The Executive Committee is chaired by the President or, if he is unable to attend, by the Vice-President. If the Vice-President is also prevented, the oldest member of the Executive Committee present in terms of years of service to the Association shall precede.
8. In addition to the death and expiry of the term of office (no. 3), the function of a member of the Executive Committee expires by dismissal (no. 9) and resignation (no. 10).
9. The General Assembly may dismiss the entire Executive Committee or individual members at any time. The dismissal comes into force with the appointment of the new Executive Committee or Executive Committee member.
10. The members of the Executive Committee may declare their resignation in writing at any time. The declaration of resignation is to be addressed to the Executive Committee, in the event of the resignation of the entire Executive Committee to the General

Assembly.

§ 12 Tasks of the Executive Committee

1. The Executive Committee is responsible for the management of the association. It is the governing body of the Association within the meaning of the Association Act (VerG). The Executive Committee is responsible for all tasks that are not assigned to another body of the association by the statutes. The Executive Committee may delegate the handling of current business to a Managing Director (§ 14).
2. The Executive Committee shall manage the association with the diligence of an ordinary and conscientious body within the framework of these statutes and the resolutions of the General Assembly.
3. In order to regulate the internal organization, the Executive Committee may adopt rules of procedure taking into account these statutes.
4. In particular, the Executive Committee is responsible for the following matters:
 - a) Preparation of the annual budget as well as drafting of the annual report and the financial statements,
 - b) Preparation of the General Assembly,
 - c) Convocation of the Ordinary and Extraordinary General Assemblies
 - d) Management of the Association's assets,
 - e) Admission and exclusion of members of the Association,
 - f) Admission and dismissal of employees of the Association.

§ 13 Special obligations of individual members of the Executive Committee

1. The President represents the association externally. Written copies of the association require the signatures of the President and the Secretary in order to be valid, in monetary matters (= asset dispositions) of the President and the Financial Officer (treasurer). Legal transactions between members of the Executive Committee and the Association also require the approval of the General Assembly in order to be valid.
2. Legal authorizations to represent the Association externally or to sign for it can only be granted by the functionaries mentioned in no. 1.
3. In the event of imminent danger, the President shall be entitled to

independently issue orders under his own responsibility, even in matters that fall within the sphere of competence of the General Assembly or the Executive Committee; however, these require subsequent approval by the responsible body of the Association.

4. The President presides over the General Assembly and the Executive Committee.
5. The Secretary has to support the President in the management of the Association's business. He is responsible for keeping the minutes of the General Assembly and the Executive Committee. The Secretary may delegate the keeping of minutes to a third party.
6. The Financial Officer (treasurer) is responsible for the proper management of the Association's money.
7. In case of inability to attend, the Vice-President shall take the place of the President. If the Vice-President is also prevented, the oldest member of the Executive Committee present in terms of years of service to the Association shall precede.

§ 14 The Managing Director

1. The Managing Director is appointed by the Executive Committee. He conducts day-to-day business within the framework of the Rules of Procedure. The employees of the association are subject to his instructions.
2. The Managing Director is responsible for the organization and management of the administration, the hiring, management and termination or dismissal of employees, unless reserved by the Executive Committee. The Managing Director is responsible to the General Assembly and the Executive Committee for his activities.
3. Documents in current administrative matters are only produced by the Managing Director.
4. The Managing Director is obliged to submit invoices at any time at the request of the President or the Auditors. He has to report on the financial situation of the Association in the meetings of the Executive Committee.

§ 15 The Auditors

1. The two Auditors are elected by the General Assembly for a maximum period of three years. Re-election is possible.
2. The Auditors are responsible for the day-to-day control of the business and the verification of the financial statements. They shall report to the General Assembly on the result of the review.

3. In all other respects, the provisions of § 11 nos. 3, 8, 9 and 10 as well as § 13 no. 1 last sentence shall apply mutatis mutandis to the Auditors.

§ 16 The Advisory Board

The Executive Committee is entitled to appoint up to eight Advisory Board Members at any time for consultations on special Association matters.

§ 17 The Court of Arbitration

1. The Association's internal Court of Arbitration is called upon to arbitrate all disputes arising from the Association relationship.
2. The Court of Arbitration is composed of three ordinary members of the association. It is formed in such a way that a party to the dispute names a member as arbitrator in writing to the Executive Committee. Upon request by the Executive Committee within seven days, the other party to the dispute shall in turn nominate a member of the Court of Arbitration within 14 days. After notification by the Executive Committee within seven days, the nominated arbitrators shall elect a third full member as chairman of the Court of Arbitration within a further 14 days. In the event of a tie, the decision shall be made by drawing lots among the nominees.
3. The Court of Arbitration shall make its decision by a simple majority of votes in the presence of all its members. It decides to the best of its knowledge and belief. His decisions are final within the Association.

§ 18 Dissolution of the Association

1. The voluntary dissolution of the Association can only be decided in an extraordinary General Assembly convened for this purpose and only with a two-thirds majority of the valid votes cast.
2. This General Assembly also has to decide - if the Association's assets are available - on the liquidation/liquidation. In particular, it has to appoint a liquidator and decide to whom he has to transfer the assets of the Association remaining after the liabilities have been covered.

3. The last Executive Committee of the Association must notify the competent association authority in writing of the voluntary dissolution within four weeks of the resolution.

§ 19 Use of the Association's assets in the event of dissolution of the association or in the event of the discontinuation of the beneficiary purpose

In the event of dissolution/dissolution of the Association or in the event of the discontinuation of the previous beneficiary purpose of the Association, the remaining assets of the association shall otherwise be used for the same or similar purposes as those of the Association (§ 2) for non-profit, charitable or ecclesiastical purposes within the meaning of §§ 34ff BAO. As far as possible and permitted, it should fall to institutions that pursue the same or similar purposes as this Association.