



# PLAY FAIR CODE

FOR INTEGRITY IN SPORTS

STATUTES

VEREIN ZUR WAHRUNG DER INTEGRITÄT DES SPORT (VWIS)

Valid since 13.04.2012

## § 1. Name, Head Office and Scope of Activity

1. The Association bears the name "Verein zur Wahrung der Integrität im Sport", or „VWIS“.
2. The Association has its head office in Vienna, and its activities extend across the entire federal territory.
3. The orientation of the Association is that of a non-profit organization.
4. It is not intended to establish branch associations

## § 2. Purpose

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

1. Prevention of manipulation in sport,
2. Creation of broad social awareness of honest and fair sport,
3. Creation of an awareness of responsibility amongst all actors in the full range of professional and amateur sport,
4. Promotion and implementation of information, explanation, education and advice relating to honest sport in the public realm and the economy,
5. Representation of the concerns of honest sport in collaboration with national and international sporting organizations, sporting associations, sports betting providers, other sporting platforms and other specific specialist organizations,
6. Production of surveys and reports on the theme of honest sport,
7. Collaboration with authorities and the public administration.

## § 3. Means of Achieving the Purpose of the Association

The Purpose of the Association should be achieved by means of the ideal and material means described below.

1. The following are to serve as ideal means:



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- Supporting and instigation of measures for the prevention of manipulation in sport,
  - Promotion and implementation of information, explanation, education and advice about honest sport in the public realm and the economy,
  - Supporting and instigation of measures for the creation of a broad social awareness of honest and fair sport,
  - Representation of the concerns of honest sport at the 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, and any joining fees,
  - Funding from the Austrian Federal Ministry of Defense and Sport (Bundesministerium für Landesverteidigung und Sport or BMLV),
  - Sponsorship contributions,
  - Revenue from events, education or similar measures,
  - Income from interest, donations and other financial contributions.

## § 4. Types of Membership

1. The members of the Association are to be divided into ordinary, extraordinary and honorary members.
2. Ordinary members are those who participate fully in the work of the Association, and pay a one-off joining fee and an annual membership fee.
3. Extraordinary members are those who support the Association or the Purpose of the Association by means of a membership contribution or an appropriate ideal contribution. Extraordinary members have a place at member meetings, but do not have the right to vote.
4. Honorary members are natural persons who are appointed as such by the Association due to their special merits.

## § 5. Acquisition of Membership

1. Members of the Association can be natural or legal persons.



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2. Ordinary members must be legal persons in sport who meet at least the following conditions:
  - A. Handling of match operations via an EDV system
  - B. Management of a central and EDP-supported registration index
  - C. Employment of a full-time managing director
  - D. Establishment of a place of business
  - E. Central organization of the Referees' Committee, where responsible
  - F. Management of the highest class of performance in the country as a professional league, where responsible

The Executive Committee decides on the admittance of ordinary members after the above-mentioned criteria have been checked, a joining fee has been deposited where applicable, and the Statutes of the membership applicants, the basic principles of which must be in agreement with those of the Association or the Purpose of the Association have been approved by the responsible authorities. Admittance can be refused without the need to give reasons for doing so.

3. Political activity within the Association is incompatible with ordinary membership.
4. The Executive Committee's decision regarding admittance of extraordinary members is final.
5. Honorary members are appointed by the General Meeting at the request of the Executive Committee.
6. Until the formation of the Association, temporary admittance of ordinary and extraordinary members is by the Association founders, or in the event that an Executive Committee has already been founded, by this body. This membership only then becomes effective with the formation of the Association. If an Executive Committee is only appointed after the formation of the Association, then ordinary and extraordinary members are also (definitively) admitted by the founders of the Association until that time.

## § 6. Ending 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 in writing to the Executive Committee at least three



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months, that is by 30 September of the year in question at the latest, by recorded letter (the date of mailing is decisive regarding the punctuality), by fax, or by e-mail. If the notification is late, then it only becomes effective at the next withdrawal date.

3. The Executive Committee can exclude a member if this member, despite having been warned in writing on two occasions, falls behind with the payment of membership contributions for a period longer than six months. The obligation to pay membership contributions which have become due remains unaffected by this.
4. The exclusion of a member from the Association can be ordered by the Executive Committee due to gross breach of member duties, behavior damaging to the Association, or dishonest behavior.
5. The Executive Committee can decide to deny honorary membership for the reasons named in Clause 4.
6. The arbitration regulations of Section 17 apply to disputes in accordance with Clause 4 and Clause 5.

## § 7. Rights and Duties of Members

1. The members are entitled to take part in the events of the Association, and to use its facilities. Only ordinary members, or their authorized representative bodies, have the right to vote at the General Meeting and an active right to vote. Only Austrian citizens of legal voting age and without a criminal record have a passive right to vote.
2. Members have a duty to do the following:
  - A. To promote the interests of the Association to the best of their abilities, and to refrain from doing anything which could damage the reputation and Purpose of the Association,
  - B. To respect the Statutes, other implementing regulations (particularly the Rules of Procedure), resolutions and instructions of the Association and its bodies,
  - C. To punctually pay the joining fee and membership contributions (cf. Section 3, Clause 1) in the amount decided annually by the General Meeting.

## § 8. Association Bodies

The bodies of the Association are the General Meeting (Sections 9 and 10), the Executive Committee as a management body in the sense of Association Law (Sections 11 to 13),



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the Auditors (Section 15), the Advisory Committee (Section 16) and the Court of Arbitration (Section 17).

## § 9. The General Meeting

1. The Ordinary General Meeting is held once a year.
2. An Extraordinary General Meeting is held within four weeks on the resolution of the Executive Committee, the Ordinary General Meeting, or at the justified written request of at least one-tenth of the ordinary (Section 7, Clause 1 and Section 9, Clause 7) members, or on the demand of the Auditors.
3. All members are to be invited in writing (Section 6, Clause 2 applies accordingly) to both Ordinary and Extraordinary General Meetings at least eight weeks before the date of the meeting. The General Meeting must be organized by specifying an agenda. The General Meeting is convened by the Executive Committee.
4. Applications of members for the agenda of the General Meeting are to be submitted to the Executive Committee in writing at least six weeks before the date of the General Meeting (Section 6, Clause 2 applies accordingly).
5. Valid resolutions – with the exception of those relating to an application to convene an Extraordinary General Meeting – can only be proposed to the agenda. In justified exceptional cases, the agenda can be unanimously extended at the General Meeting by supplementary agenda points, and decisions adopted on these.
6. Where unanimity exists, a written resolution can be passed by circular resolution instead of a resolution passed at the General Meeting, which must then be confirmed at the following session.
7. All members are entitled to participate in the General Meeting. Only ordinary members are entitled to vote. Every member has one vote. Legal persons shall have an authorized representative. Transferal of the voting right to another ordinary member by means of written authorization is permissible.
8. The General Meeting is quorate in the presence of half of all the members entitled to vote, or their authorized representatives (Section 9, Clause 7). Should this figure not be reached, the General Meeting becomes quorate 30 minutes after the Meeting starts according to the agenda anyway.
9. As a rule, resolutions at the General Meeting are passed by simple majority. Resolutions with which the Statutes of the Association are altered or supplemented, or with which the Association is to be dissolved, shall require a qualified majority of two-thirds of the members entitled to vote.



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10. The General Meeting shall be chaired by the President, or in the event that he is unable to do so, the Vice-President. If the Vice-President is also unable to be present, then the oldest member of the Executive Committee in terms of years of service to the Association shall chair the General Meeting.
11. Written minutes are to be kept of any resolutions passed at the General Meeting.

## § 10. Tasks of the General Meeting

The following tasks are reserved for the General Meeting:

1. Receiving and approving the annual report and accounting for the past financial year,
2. The passing of resolutions on motions submitted,
3. The election, appointment and release of members of the Executive Committee and the Auditors, each for three years, and authorization of legal transactions between members of the Executive Committee and Auditors with the Association,
4. Discharging the Executive Committee,
5. Determining the amount of the admittance fee, joining fee and membership contributions for ordinary and extraordinary members,
6. Awarding and terminating honorary membership and passing resolutions relating to alteration of 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 of a President, a Secretary and a Financial Officer (Cashier).
2. The Executive Committee shall be elected by the General Meeting. In the event of the retirement of an elected member, the Executive Committee shall have the right to co-opt another electable member in his place, in which case retroactive authorization is to be gained at the next following General Meeting. Should the Executive Committee break down without suggesting replacements by means of co-opting, each of the Auditors is under a duty to immediately convene an Extraordinary General Meeting with the purpose of electing a new Committee. Should the Auditors also be incapable of acting or not be present, any ordinary member recognizing the emergency situation shall immediately



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call for a curator to be appointed at the competent court who shall immediately have to convene an Extraordinary General Meeting.

3. The term in office of the Executive Committee is three years. Members can be re-elected.
4. The Executive Committee is convened in writing by the President, or in the event that he is unable to fulfil this task, the Vice-President. If this person, too, is unable to be present for a period of at least six weeks, then any other member of the Executive Committee may convene the Executive Committee.
5. The Executive Committee is quorate if all its members have been invited and at least half of them are present.
6. The Executive Committee passes its resolutions by means of a simple majority of the votes cast; in the event of a tie, the President shall have the casting vote.
7. The President chairs the Executive Committee, and in the event that he is unable to be present, the Vice-President. If the Vice-President is also unable to attend, then the oldest member of the Executive Committee present in terms of years of service to the Association chairs the Executive Committee.
8. Other than when it is due to death or the expiry of the term of office (Clause 3), the office of a member of the Executive Office expires due to release (Clause 9) and resignation (Clause 10).
9. The General Meeting can release the entire Executive Committee or its individual members at any time. The release enters into force with the appointment of the new Executive Committee or member of the Executive Committee.
10. Members of the Executive Committee can declare their resignation in writing at any time. The declaration of resignation is to be sent to the Executive Committee, or in the event that the entire Executive Committee is resigning, to the General Meeting.

## § 12. Tasks of the Executive Committee

1. The Executive Committee is required to manage the Association. It is the managing body of the Association in the sense of the Vereinsgesetz, or Law on Associations. The Executive Committee is entrusted with any tasks not carried out by another body of the Association under the Statutes. The Executive Committee can transfer the handling of ongoing business to a Managing Director (Section 14).



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2. The Executive Committee must manage the Association with the prudence of a careful and conscientious body within the bounds of these Statutes and resolutions of the General Meeting.
3. An agenda for the regulation of internal organization can be decided by the Executive Committee, taking these Statutes into consideration.
4. The following matters in particular fall within the scope of responsibility of the Executive Committee:
  - A. Drafting the annual budget and formulating the annual report and accounting for the past financial year,
  - B. Preparing the General Meeting,
  - C. Convening Ordinary and Extraordinary General Meetings
  - D. Administering the assets of the Association,
  - E. Admitting and excluding Association members,
  - F. Admitting and terminating the employment of employees of the Association.

## **§ 13. Special Obligations of Individual Members of the Executive Committee**

1. The President represents the Association to non-members. Written counterparts of the Association require the signatures of the President and the Secretary in order to be valid, and in financial matters (i.e. the disposal of assets), those of the President and the Financial Officer (Cashier). Legal transactions between members of the Executive Committee and the Association also require the authorization of the General Meeting in order to be valid.
2. Powers of attorney to represent the Association in transactions or to sign for the Association can only be granted by the functionaries named in Clause 1.
3. In the event of a risk of default, the President is entitled, even in matters falling within the scope of responsibility of the General Meeting or Executive Committee, to take independent measures under his own responsibility; such actions shall subsequently require authorization by the competent organ of the Association, however.
4. The President chairs the General Meeting and Executive Committee.
5. The Secretary has to support the President in his management of the business of the Association. The Secretary is required to manage the minutes of General Meetings and the Executive Committee. The Secretary can transfer the taking of the minutes to a third party.



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6. The Financial Officer (Cashier) is responsible for the proper management of the finances of the Association.
7. In the event that the President is unable to be present, the Vice-President takes his place. If the Vice-President is also unable to attend, then the oldest member of the Executive Committee present in terms of years of service to the Association takes his place.

## § 14. The Managing Director

1. The Managing Director is appointed by the Executive Committee. He manages ongoing business within the bounds of the Rules of Procedure. The employees of the Association are subject to his instructions.
2. The Managing Director is under an obligation to organize and manage the administration, employment, leadership and termination of employment or dismissal of employees, where this is not reserved for the Executive Committee. The Managing Director is responsible for its activities to the General Meeting and the Executive Committee.
3. Written documents in ongoing administrative matters are only to be produced by the Managing Director.
4. The Managing Director is under an obligation to render an account at the request of the President or the Auditors at all times. He must report on the financial situation of the Association at the sessions of the Executive Committee.

## § 15. The Auditors

1. The two Auditors are elected by the General Meeting for a period of three years. They may be re-elected.
2. The tasks of the Auditors are to control ongoing business and carry out an audit of the statement of accounts. They must then report to the General Meeting on the result of the audit.
3. In addition to this, the regulations of Section 11, Clauses 3, 8, 9 and 10 and Section 13, Clause 1, final sentence, apply accordingly to the Auditors.

## § 16. Advisory Committee

The Executive Committee is entitled to appoint up to eight Advisory Committees at any time for consultation on specialist questions in Association matters.

## § 17. The Court of Arbitration



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1. The Association's internal Court of Arbitration is convened to arbitrate on any disputes arising out of the association relationship.
2. The Court of Arbitration consists of three ordinary Association members. It is formed in such a way that one disputing party designates one member by name as an Arbiter to the Executive Committee. At the invitation of the Executive Committee within seven days, the other disputing party, for its part, designates one member of the Court of Arbitration within 14 days. Following agreement by the Executive Committee within seven days, the Arbiters named choose a third ordinary member to be the Chair of the Court of Arbitration within another 14 days. In the event of a tie, the decision between the proposed members is reached by a draw.
3. The Court of Arbitration reaches its decision by simple majority, in the presence of all its members. It decides to the best of its knowledge and belief. Its decisions are final within the Association.

## § 18. Dissolution of the Association

1. The voluntary dissolution of the Association can only be decided at an Extraordinary General Meeting convened for this purpose and only with a two-thirds majority of the voted cast.
2. This General Meeting – where the assets of the Association are involved – must also decide on liquidation of the Association. In particular, it must appoint a Liquidator and pass a resolution as to whom he should transfer the remaining assets of the Association after covering the liabilities.
3. In the event of the dissolution of the Association or the lapse of the previous favored purposes of the Association, the remaining assets of the Association are to be used for the same or similar purposes as those of the Association (Section 2), or otherwise for non-profit, charitable or church purposes in the sense of Section 34ff of the Federal Fiscal Code (Bundesabgabenordnung).
4. The final Association Executive Committee must notify the responsible association authority of the voluntary dissolution in writing within four weeks after the passing of the resolution.



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