

European Seniors Basketball Association (ESBA)

(name of the Association)

STATUTES

I. GENERAL PROVISIONS

1. **European Seniors Basketball Association (ESBA)**

(name of the Association)

(hereinafter – the Association) is a public legal entity with limited liability, established in the legal for of an association.

2. Time of operation of the Association – unlimited
(unlimited; time limit)
3. Financial year of the Association – 1 January – 31 December
(beginning) (end)

II. PURPOSES, SPHERES, AND KINDS OF ACTIVITIES OF THE ASSOCIATION

4. To promote, develop, and organize competitions of seniors (veterans) within the European Union and in other states of the European continent.
5. To establish, promote, and develop cooperation between organizations, institutions, and private persons related to basketball seniors (veterans) and other sports in Europe.
6. To develop various forms of integration and cooperation among the members of the Association.
7. To coordinate activities of members of the Association in solving complex problems.
8. To represent and to defend interests of members of the Association.
9. Spheres of activity of the Association according to the Classification of Economic Activities (hereinafter – the CEA) of the Republic of Lithuania:
 - 9.1. Manufacture of sports gear (32.30);
 - 9.2. Publishing activity (58.00);
 - 9.3. Activity of advertising agencies (73.11);
 - 9.4. Activity of travel agencies and excursion organizers (79.11, 79.12);
 - 9.5. Activity of other pre-order and related services (79.90);
 - 9.6. Sports and relaxation education (85.51);
 - 9.7. Other, not otherwise classified education (85.59);
 - 9.8. Sports activity (93.1);
 - 9.9. Operation of sports facilities (93.11);
 - 9.10. Other sports activity (93.19);
 - 9.11. Entertainment and recreation organization activity (93.2);
 - 9.12. Other entertainment and recreation organization activity (93.29);
 - 9.13. Activity of other, not otherwise classified membership organizations (94.99).

III. MEMBERSHIP OF THE ASSOCIATION; RIGHTS AND DUTIES OF MEMBERS OF THE ASSOCIATION

10. Competent natural persons of at least 18 years of age and legal persons may be members of the Association, if they submit to the Director an application to join the association, undertake to comply with provisions of the Statutes, and pay the established entry fee in the manner provided for by the General Meeting of members.
11. The procedure for payment of entry fees and membership fees shall be approved by a decision of the General Meeting of members.
12. Rights of members of the Association does not differ from those provided under the Law on Associations of the Republic of Lithuania (hereinafter – the Law on Associations).
13. Duties of members of the Association:

- 13.1. To comply with the Statutes of the Association;
- 13.2. To implement decisions of the General Meeting of members, the Board, and the Director;
- 13.3. To participate in General Meetings of members.

IV. BODIES OF THE ASSOCIATION

14. Bodies of the Association:

- 14.1. The General Meeting of members;
- 14.2. The President;
- 14.3. Collegial managing body – the Board;
- 14.4. Single-person managing body – the Director;
- 14.5. The Auditor.

15. **The General Meeting of members** is the supreme managing body of the Association. It shall be convened at least once a year. The Board must inform each member of the Association about the General Meeting being convened following the procedure provided for under the Paragraph 38 of the Statutes, no later than 20 (twenty) days before the day of the Meeting. If the General Meeting has no quorum, a repeat General Meeting shall be called within 30 (thirty) days and this Meeting shall have a right to adopt decisions on the issues included in the agenda of the failed Meeting. The General Meeting may be convened without observing these terms, if at least 2/3 of members of the Association consent to it in writing.
16. Extraordinary General Meeting may be convened if requested by at least ½ of the Association members or by the Board. Organizers of the Extraordinary General Meeting (except for the Board) must present to the Board an application indicating causes, purposes and draft agenda of the General Meeting. The Board must make a decision concerning convening of the General Meeting within 10 (ten) days after the application is received.
17. The General Meeting may pass decisions if at least ½ of Association members participate in it. In case of decisions concerning changes in the Statutes of the Association, restructuring, reorganizing or liquidation of the Association, passing of decisions shall require at least 2/3 of votes of those Association members participating in the meeting.
18. The following belong to the competence of the General Meeting of members:
- 18.1. Changing the Statutes of the Association;
 - 18.2. Appointment (election) and dismissal of the President;
 - 18.3. Appointment (election) and dismissal of Board members;
 - 18.4. Appointment and dismissal of the Auditor;
 - 18.5. Approval of the annual activity report and annual financial reports;
 - 18.6. Determination of the size of and procedure for payment of entry fees and annual member fees;
 - 18.7. Decisions concerning restructuring or termination (reorganization or liquidation) of the Association;
 - 18.8. Decisions on other issues, which have not been assigned to the sphere of competence of the General meeting of members, if in their essence they do not constitute functions of managing bodies;
19. All members of the Association shall have decision votes at the General Meeting of members. One member shall have one vote at the Meeting. If the General Meeting of members consents, other persons may also participate in the Meeting without the right to vote.
20. **The President** shall be elected by the Meeting for 4 (four) years.
21. The President is not a member of the Board, but he shall have the advisory right.
22. The President shall have a right:
- 22.1. To participate in meetings of the Board;
 - 22.2. To present proposals to the General Meeting of members and to the Board;
 - 22.3. To be called as an expert to meetings of the Ethics and Discipline Commission of the Association;
 - 22.4. To represent the Association during competitions and other events;
 - 22.5. To resign at any time without indicating a reasons for resignation;

23. The procedure for election and removal of the President are established under the present Statutes.
24. **The Board** is elected by the General Meeting of members for 4 (four) years. The Board shall consist of 9 (nine) members, of which 3 (three) shall represent Lithuania and 6 (six) shall represent regions of Europe. If individual members of the Board are appointed (elected), they shall be appointed (elected) until the end of the term of the standing Board.
25. Activities of the Board are chaired by the Chairman of the Board (hereinafter – the Chairman). If the Chairman is absent or unable to perform his/her duties due to other reasons, activities of the Board shall be chaired by the Deputy Chairman of the Board (hereinafter – the Deputy).
26. During its first meeting the Board shall elect the Chairman and the Deputy by means of the majority vote. The Chairman or the Deputy may be dismissed by at least 2/3 of votes of members of the Board.
27. The Board may pass decisions, if at least ½ of all members are participating in the meeting. Each member of the Board shall have one vote. Decisions shall be passed by the majority of ½ of the Board members participating at the meeting. If votes of the Board members split even, the Chairman’s vote shall decide. If he is absent or unable to perform his/her duties for other reasons, the Deputy’s vote shall decide.
28. Competence of the Board shall cover the following:
 - 28.1. Determination of the time and place of the General Meeting of members of the Association, organization of the Meeting, drafting of Meeting resolutions and other documents;
 - 28.2. Appointment (election) and dismissal of the Chairman of the Board and the Deputy Chairman of the Board from among the members of the Board;
 - 28.3. Appointment (election) and dismissal of the Director of the Association (hereinafter – the Director), determination of his/her remuneration;
 - 28.4. Decisions concerning incorporation of other legal entities or becoming a member of other legal entities, save for the exception provided for under the Law on Associations of the Republic of Lithuania;
 - 28.5. Approval of organizational structure of and the list of positions in the Association, as well as procedure for calculation of remuneration, and principles of motivation drafted by the Director;
 - 28.6. Decisions concerning expulsion and dismissal of Association members following a proposal by the Director;
 - 28.7. Decisions concerning opening and closing of branches and representation offices of the Association as well as appointment and dismissal of heads of branches and representation offices, and approval of their regulations;
 - 28.8. Approval of rules and regulations, as well as time and place of the European Championship conducted by the Association;
 - 28.9. Appointment and dismissal of chairmen and members of the Technical Commission and the Appeals Commission of competitions conducted by the Association;
 - 28.10. Implementation of the activity program approved and decisions past by the General Meeting of members, organization of planned events, management of funds of the Association and their allocation;
 - 28.11. Preparation of the Annual Report and the Financial Reporting for the past year and submission for the ordinary General Meeting of members;
 - 28.12. Other decisions provided for under the Law on Association of the Republic of Lithuania, the present Statutes and belonging to the sphere of competence of the Board.
29. The right of initiative to convene the Board meeting shall be vested in 1/3 of Board members, the Chairman of the Board and, in his/her absence – his/her Deputy. The Board meeting shall be convened by the Chairman of the Board and, in his/her absence – his/her Deputy. Members of the Board shall be informed about the meeting being convened in writing or by e-mail at least 10 (ten) days before the intended date of the meeting. Board meetings may be conducted by electronic means of communication.
30. Competence of the Chairman and, in his/her absence, competence of the Deputy covers the following:
 - 30.1. Management of the Board and coordination of its activity;
 - 30.2. Signing of Board decisions and supervision of their implementation, except for the cases, when the Board makes a separate decision to authorize another Board member to sign;

31. **The Director** is a single-person managing body of the Association. The Board shall appoint (elect) and dismiss the Director, fix his/her remuneration, fix his/her bonuses, and impose penalties on him/her. Employment contract and complete material liability contracts shall be signed with the Director in the name of the Association by a person authorized by the Board.
32. In his/her activities the Director shall follow laws, other legislative acts, the present Statutes, and decisions of the General Meeting of members and the Board.
33. The Director performs the following functions:
 - 33.1. Organizes and manages operations of the Association, conducts running affairs of the Association, implements decisions of the General Meeting of members and the Board;
 - 33.2. Concludes transaction in the name of the Association and represents the Association in relation to other persons;
 - 33.3. Organizes daily operation of the Association, hires and discharges employees, concludes and terminates contracts with them, fixes their salaries and bonuses, and imposes fines on them. On the basis of the organizational structure and procedure for calculation of remuneration and bonuses approved by the Board, the Director shall establish the number of employees required for operation of the Association;
 - 33.4. Represents the Association in courts, Government institution and managing bodies, and has a right to sign all procedural documents in the manner provided for by laws; Manages assets of the Association, ensures management of accounting and financial reporting, supervises procedures for allocation of funds approved by the Board, draws the income and expenses estimate and submits it for approval by the Board, identifies directions for development of activity;
 - 33.5. Submits proposals to the Board concerning expulsion and dismissal of members of the Association;
 - 33.6. Submits proposals to the Board concerning chairmen and members of the Technical Commission and the Appeals Commission of the competitions organized by the Association;
 - 33.7. Draws rules of regional tournaments and competition regulations of the Association, as well as time and locations of such competitions;
 - 33.8. Is responsible for provision of information and documents to members of the Association in cases provided for by laws or following a request by the Board, for provision of documents and data of the Association to the Registry of Legal Entities, publication of information required to be published by the Law on Association of the Republic of Lithuania, for provision of information to members;
 - 33.9. Makes decisions on other issues assigned to competence of the Director by the Civil Code and the Law on Associations of the Republic of Lithuania and by the present Statutes;

V. PROCEDURE FOR USE OF FUNDS AND INCOME AND FOR CONTROL OF OPERATIONS OF THE ASSOCIATION

34. Funds and income shall be used for purposes of the Association.
35. Director must draw and prepare for consideration of the Board the Annual Report for the past financial year within 4 months.
36. **The Auditor** shall be elected by the General Meeting for 4 (four) years.
37. The Auditor shall perform the following functions:
 - 37.1. Audits annual financial reports and other financial accounting documents of the Association;
 - 37.2. Following a commission by the General Meeting of members or the Board, performs financial accounting audits of the Association;
 - 37.3. Informs the next General Meeting of members or the Board about any violations found during an audit;
 - 37.4. Presents to the General Meeting of members the annual report of audit of financial operations of the Association.

38. The Board and the President of the Association must provide the Auditor with financial accounting documents required by him/her.
39. The Auditor shall be liable for concealment of shortcomings in operations of the Association as provided for by laws.

VI. NOTICES AND ANNOUNCEMENTS OF THE ASSOCIATION

40. Those notices of the Associations, which shall be made public, shall be published in the following: in the electronic publication Public Notices of Legal Persons published by the State Enterprise Registry Center and/or in the Lietuvos Rytas daily.
41. Decisions and notices of the managing bodies of the Association as well as other necessary information shall be sent to members by electronic mail or regular mail. Members may familiarize themselves with all information at the headquarters of the Association.
42. The procedure for provision of documents and other information about operations of the Association to members shall be approved by the Director.
43. Documents of the Association, their copies and other information shall be provided to members free of charge.

VII. PROCEDURE FOR OPENING AND CLOSING OF BRANCHES AND REPRESENTATION OFFICES OF THE ASSOCIATION

44. Decisions to open and close branches and representation offices of the Association, to appoint and dismiss heads of branches and representation offices, and to approve regulations of branches and representation offices shall be made by the Board of the Association in accordance with legal acts.

VIII. PROCEDURE FOR AMMEDMENT OF THE STATUTES OF THE ASSOCIATION

45. The Statutes of the Association may be amended by a decision of the General Meeting of members.

IX. PROCEDURE FOR CHANGING THE HEAD OFFICE OF THE ASSOCIATION

46. The head office of the Association may be changed by a decision of the General Meeting of members.

X. RESTRUCTURING AND TERMINATION OF THE ASSOCIATION

47. If less than 3 (three) members remain in the Association, the Association must inform the Registry of Legal Persons about such decrease in the number of members within 30 (thirty) days.
48. The Association shall be restructured or terminated (reorganized or liquidated) in the manner provided for under the Civil Code.

The Statutes are executed in 3 (three) copies with equal legal effect.

(number (number in words) copies with equal legal effect; in electronic form).

The Statures have been signed and approved on 6 January, 2014 at the General Meeting of members, Meeting Minutes No. 2.

(Authorized person)

(Signature)

(Name, last name)

(Signature)