



## **ARTICLES OF ASSOCIATION**

### **Name and corporate seat**

#### **Article 1**

1. The name of the association is: World Amputee Football Federation, hereinafter to be referred to as: "**WAFF**" or the "**Association**".
2. The seat of the Association is in the municipality of Amsterdam.

### **Purpose**

#### **Article 2**

1. The Association is the international umbrella organization to promote and govern amputee football worldwide.
2. The mission of the Association is to inspire, support, and enable individuals with amputee and limb deficits around the world to participate in amputee football activities and tournaments in order to reach their full potential.
3. The objects of the Association are:
  - (a) to promote, develop, govern and administer amputee football throughout the world;
  - (b) to formulate rules and policies and to monitor compliance with such rules and policies;
  - (c) to develop and administer amputee football tournaments, championships and events, including the registration and appointment of referees and other officials;
  - (d) to train and educate referees and coaches;
  - (e) to act as a binding advisory or arbitration body in all matters relating to the preservation and respect of amputee football, including the taking of disciplinary action;
  - (f) to promote mutual trust and confidence between WAFF and its member organisations in order to achieve the objectives of the Association;
  - (g) to levy and collect such fees or other contributions as may be necessary to make the objectives of the Association financially possible;

- (h) to cooperate and follow the principles of the International Paralympic Committee (IPC) and the Fédération Internationale de Football Association (FIFA) and to seek partnership;
- (i) to apply for and maintain membership of the International Paralympic Committee and such other organisations as are desirable for the attainment of the objects of the Association;
- (j) to engage in commercial activities including sponsorship, marketing and other potential commercial arrangements;
- (k) encouraging and promoting fair play, anti-doping and drug-free sport; and
- (l) to encourage and promote fair play, anti-doping and drug-free sport and comply with the World Anti Doping Code (WADA).

## **Duration**

### **Article 3**

The Association is indefinite and does not have a profit objective.

## **Membership**

### **Article 4**

1. The Association has members.
2. WAFF members are the national organisations recognised as being responsible for amputee football in their countries.
3. Any applicant Association wishing to be admitted to WAFF by the WAFF board must submit an application, a constitution, a formal registration and an optional letter of support from a national sports organisation.
4. Only one (1) WAFF member organization shall be recognized in each country.
5. Rights and Responsibilities of WAFF Members:
  - (a) Members shall adhere to the WAFF articles of association, regulations, and decisions.
  - (b) Members in good standing have the right to participate in WAFF sanctioned tournaments, the WAFF general meeting and any WAFF activity. They have the right to propose candidates for the election on the WAFF board and to propose motions to be discussed and decided at the WAFF general meeting. In addition to exercise all other right arising from these articles of association and other WAFF regulations and bylaws.
  - (c) Members shall contribute to the growth and development of amputee football in their respective countries.
  - (d) Members shall pay the required membership fees and fulfil financial obligations to WAFF.
6. Membership is personal and cannot be transferred. The board maintains a register containing the names and addresses of all members.

## **Termination and suspension of members**

### **Article 5**

1. Membership ends by:
  - (a) death/dissolution of the member;
  - (b) termination by the member;
  - (c) termination by the Association;
  - (d) removal.
2. Termination of the membership by the member can only occur at the end of a financial year. It shall be done in writing to the board with a notice period of at least four (4) weeks. If notice is not made in time, the membership will continue until the end of the next financial year.

The membership ends immediately:

- (a) if the member cannot reasonably be expected to let the membership continue;
  - (b) within one (1) month after a decision by which the rights of the members are restricted or their obligations are increased, it has become known to a member or communicated, unless it is a change in the financial rights and obligations;
  - (c) within one (1) month after a member is informed that it was decided that the Association change into another legal form or merge.
3. Termination of the membership on behalf of the Association can be done by the end of the current financial year by the board:
  - if a member, after repeatedly being requested in writing, on the first day of November has not fully met its financial obligations to the Association for the current year;
  - if the member has ceased to meet the requirements of the membership that are included in the articles of association at that time.

The termination term is at least four (4) weeks.

If the notice is not made in time, the membership will continue until the end of the next financial year.

The termination may, however, result in immediate termination of membership, if the Association cannot reasonably be expected to allow the membership to continue.

The notice shall always be in writing stating the reasons.

4. Removal from membership may only be ordered if a member acts contrary to the articles of association, regulations or decisions of the Association or if the member damages the Association in an unreasonable manner. It shall be done by the board, that will notify the member of the decision as soon as possible, stating the reasons. The member concerned is entitled to appeal to the general meeting within one month of receipt of the notification.

During the appeal and pending the appeal the member is suspended. A suspended member does not have the right to vote.

5. If the membership ends during the course of a financial year, the annual contribution for the whole remains payable by the member in full, unless the Board decides otherwise.

## **Honorary Member**

### **Article 6**

1. The general meeting may confer the title of Honorary Member for a given term on any person for services to amputee football.
2. Such nominations shall be made by the board and proposed to the general meeting.
3. A Honorary Member may attend the general meeting and other events. They may take part in debates but shall not be regarded as members or have the right to vote in general meetings.

## **Confederations**

### **Article 7**

1. WAFF members belonging to the same continental region or sub-region, as defined by the FIFA regions Asia, Africa, Europe, North and Central America and the Caribbean, South America and Oceania, shall belong to their respective confederations.
2. Each confederation shall have the following rights and obligations:
  - (a) to form and register a formal organisation with a Constitution, a board and such committees or councils as may be appropriate;
  - (b) to fix and levy a subscription and to raise the funds necessary to carry out its functions;
  - (c) to observe and enforce the Statutes, Regulations and Decisions of WAFF and to cooperate closely with WAFF in all matters in order to achieve the objectives set out in Article 2;
  - (d) to organise its own international competitions, especially youth competitions, in accordance with the international match calendar;
  - (e) to ensure that no international leagues or other such groupings of clubs or leagues are formed without its consent and the approval of WAFF;
  - (f) to submit to WAFF for approval the constitution and regulations of the Confederations;
  - (g) to actively and constructively maintain relations and cooperation with FIFA and FIFA Continental Confederations for the good of the game through consultative meetings and to discuss and resolve any problems affecting the interests of the Confederations and WAFF;
  - (h) to develop and promote amputee football in the respective region, increasing the number of countries, leagues, clubs, players (men, women, children), referees and fans;
  - (i) in mutual cooperation with WAFF, to take any action deemed necessary for the development of the game of amputee football in the region concerned, such as

the organisation of development programmes, courses, conferences, etcetera; and

- (j) to assist WAFF in resolving any disputes with member organisations or tournaments in their respective confederation.
3. Two representatives of each Confederation may attend the WAFF general meeting and representatives shall have speaking but no voting rights at the WAFF general meeting.

## **Funding and financial resources**

### **Article 8**

The income of WAFF shall consist of the following contributions:

- (a) levies and other income;
- (b) annual WAFF membership fees payable by each member association by the first day of March of each year;
- (c) competition entry fees;
- (d) income from the exploitation of the rights of the Association; and
- (e) donations, grants or income from partnerships and sponsorships.

## **Bodies**

### **Article 9**

1. The WAFF general meeting is the principle body of the Association.
2. The WAFF board is the executive and administrative body of the Association.

## **Board**

### **Article 10**

1. The board shall consist of the following officials: the WAFF President, two (2) Vice-Presidents, a General Secretary, a Treasurer and a maximum of three (3) additional board members, one of which shall be a players representative. All board members shall be elected/appointed by the general meeting and a board member may hold more than one position.
2. The board members may be appointed from non-members. An incompletely constituted board shall retain its powers.
3. The term of office for the elected and appointed board member is four (4) years. Re-election is possible and a person may serve as board member for no more than three (3) terms (consecutive or otherwise, and including any part terms served).
4. In deviation of article 10.3, the first term of office of the elected board shall run up until to the first general meeting to be held following incorporation of the Association.

5. The board members shall have the following roles and responsibilities:

#### President

The President shall preside at the general meeting and at meetings of the board. The President is the chair of the board and is a voting member of each of the Committees. He or she may chair one or more Committees. When votes are equal in in Committees on which the President serves, the President shall have a decisive vote.

#### First Vice President

In the absence of the President, the First Vice President shall preside over meetings of the general meeting and board and will represent the WAFF in other organizations.

#### Second Vice President

In the absence of the President and the First Vice President, the Second Vice President shall preside over meetings of the general meeting and board and will represent the WAFF in other organizations. In the absence of the President, the First Vice President and the Second Vice President, the Secretary General shall perform those duties.

#### Secretary General

Beside his duties as a member of the board, the Secretary General shall be the chief executive and chief operating officer of the Association's permanent staff. The Secretary General shall be responsible for the day-to-day operations of WAFF and for duties allocated to him or her by the general meeting and the board. In addition, the Secretary General shall also be responsible for the organization of meetings of the general meeting and board, the management of the production of the minutes of the general meeting and board, permanent and ad hoc committees and for the organization and operations of the permanent staff and for preparation of and stewardship over the permanent staff budget.

#### Treasurer

The Treasurer shall be a member of the board and the chair of the Finance Committee and shall: administer the Association's assets, manage, keep bank accounts and be responsible for the funds of the Association. The Treasurer shall report to the Finance Committee, board, and the general meeting on the Association's financial position.

6. Members of the board may at any time be suspended or dismissed by the general meeting without giving reasons. The general meeting may decide to suspend or dismiss a board member with a majority of two-thirds of the votes cast.
7. The suspension ends if the general meeting has not decided to dismiss the board member within three (3) months following the suspension. The suspended board member is given the opportunity to justify itself in the general meeting and may be assisted by counsel.
8. The board generally meets four (4) times a year. At the request of at least four (4) members of the board, addressed to the Secretary General, the President shall convene an extraordinary meeting to be held within thirty (30) calendar days after receipt of the request by the Secretary General, at a place to be determined by the President and the Secretary General.
9. In the meeting of the board each member has a right to cast one (1) vote. All decisions of the board shall be adopted by a simple majority of the votes validly cast. If there is a tie of votes the general meeting shall decide.

10. Meetings of the board can also be held by telephone, by videoconference or by other means of communication (whether or not electronic), that enable those present to communicate with each other simultaneously.
11. A member of the board, who thinks that it has or might have a conflict of interest within the meaning of section 2:44 paragraph 6 of the Dutch Civil Code, shall notify its co-members thereof as soon as possible. If the Association has a sole member of the board, the general meeting shall be authorised to adopt the resolution.
12. If the board consists of more than one member, the co-members of the board shall, upon receipt of the notification contemplated in article 10.11, decide whether the respective member of the board has a conflict of interest. In case it is decided that the respective member of the board has a conflict of interest, it may not participate in the consultation and decision-making of the board regarding such resolution. If as a consequence none of the members of the board may participate in the consultation and decision-making, the general meeting shall be authorised to adopt the resolution. Each time, when a resolution is adopted while one or more of the members had a conflict of interest, the board will afterwards inform the general meeting thereof and will indicate how they have dealt with such a conflict of interest.

## **Role and responsibility Board. Representation**

### **Article 11**

1. The board is responsible for managing WAFF's operations, implementing decisions, and representing the organization.

The board has full power and authority to manage the affairs of the WAFF. In particular, the power and responsibility to:

- implement the decisions of the WAFF general meeting in accordance with these articles of association;
- lead the development and approval of a strategic plan for WAFF, monitor progress against that strategic plan and report on that progress to each WAFF general meeting;
- initiate all activities to develop and promote amputee football, increase the number of members and tournaments, and develop new concepts and partnerships to develop the game;
- admission of new WAFF members who meet the WAFF membership requirements;
- develop, approve and monitor the annual WAFF budget and operational plan;
- establish the rules and regulations for the WAFF World Cup and Continental Qualifiers, as well as other WAFF-initiated tournaments that may be developed, including the supervision of these tournaments;
- define and approve the qualification system for the WAFF World Cup, including the number of teams and the number of slots per confederation;
- define the WAFF annual membership fee;

- receive and consider the annual financial reports and accounts, to recommend such reports and accounts to the WAFF general meeting for approval, and to request such other financial reports and accounts at such other times as may be required; and
  - appointing, monitoring the performance of and terminating the employment contract of the CEO (provided that the CEO must be consulted before any decision to terminate is taken) and providing advice to the CEO on senior executive appointments.
2. The board represents the Association.
  3. The President of WAFF is solely authorized to represent the Association or a Vice President together with the Secretary General or the Treasurer of the board are jointly authorized to represent the Association.
  4. Without the prior approval of the general meeting, the board is not authorised to resolve to enter into agreements for the acquisition, alienation or encumbrance of registered properties and to enter into agreements pursuant to which the Association commits as surety or joint and several co-debtor, to promote the interests of a third party or to undertake to provide security for the debts of another.
  5. In the event that a member of the board is absent or unable to act, the remaining member or members of the board shall be temporarily charged with the management of the Association. In the event that all members of the board are or the sole member of the board is/are absent or unable to act, the person or persons appointed thereto by the general meeting shall be temporarily charged with the management of the Association.

Inability to act in this article shall mean:

- (a) suspension;
- (b) illness;
- (c) inaccessibility,

in the cases as meant under sub (b) and (c) without the possibility of contact between the member of the board and the Association during a period of five (5) days, unless the general meeting has settled on a different period.

## **Standing Committees**

### **Article 12**

The board may establish committees for the purpose of obtaining advice on policy matters and any other relevant matters within their specific areas of responsibility. The Committees are appointed by and accountable to the WAFF board. Committees shall advise and assist the board in the fulfilment of its duties. The specific roles, responsibilities and duties of each committee are set out in its own bylaws.

The board may establish the following Committees:

- (a) Anti-Doping Committee;
- (b) Classification Committee;
- (c) Development Committee;



- (d) Finance and Audit Committee;
- (e) Legal and Ethics Committee;
- (f) Media and Communications Committee;
- (g) Players Committee;
- (h) Referees Committee;
- (i) Technical Committee; and
- (j) Ad Hoc Committees.

## **WAFF general meeting**

### **Article 13**

1. The general meeting of the Association has all the powers that are not assigned to other corporate bodies of the Association by the law or these articles of association.
2. The general meeting is held in the municipality where the Association has its registered office, unless another address is indicated in the convocation for the general meeting.
3. Only a duly convened general meeting shall have the power to take decisions.
4. The general meeting shall adopt Rules of Procedure for the procedures to be observed during general meetings.
5. The general meeting has the following authority.
  - (a) election of the scrutineers, i.e. the persons in charge of counting the votes;
  - (b) to receive and consider the report of the President and the board;
  - (c) acknowledgement of the financial report and approval of the accounts and discharge of the board;
  - (d) election/appointment of board members;
  - (e) amendment of the WAFF articles of association;
  - (f) amendment of the "World Amputee Football Federation Laws and Rules Governing Amputee Football Play and Players";
  - (g) decide on motions proposed to it in accordance with these articles of association and the regulations;
  - (h) decision on the lifting or continuation of the suspension of a Member association, a member of the board or a member of another Committee member of member of any other body;
  - (j) dismissal of a member of the board or a Committee;
6. WAFF general meetings shall be chaired by the President or, in his or her absence, by another board member appointed by the other members of the WAFF board present. If no member of the board is present, the meeting shall appoint its own chairman.
7. The general meeting shall be organised in accordance with the Rules of Procedure of the general meeting.

8. Minutes of the proceedings of the WAFF general meeting shall be drawn up by the General Secretary or by a person appointed by the President. These minutes shall be adopted at the same of the next general meeting and shall be signed by the President and the General Secretary.

## **Meetings of the general meeting**

### **Article 14**

1. A general meeting may be an ordinary or an extraordinary general meeting.
2. An ordinary general meeting shall be held once per year. The place and date shall be determined by the board. Written notice shall be given to the members at least one (1) month in advance. The invitation shall include the agenda. The detailed agenda, motions and reports shall be sent to the members two (2) weeks before the meeting.
3. The board may convene an extraordinary general meeting at any time.
4. The board shall convene an extraordinary general meeting if members entitled to exercise one/tenth of the votes at a general meeting so request in writing. The request shall specify the items on the agenda. An extraordinary general meeting shall be held within four (4) weeks of receipt of the request. The place, date and agenda of an extraordinary general meeting shall be notified to the members one (1) month before the date of the general meeting. The agenda of an extraordinary general meeting may not be amended.
5. Each member shall have one (1) vote in the general meeting and shall be represented by its authorized representative(s). A member may be represented by one of its fellow members or another person at general meetings pursuant to a written power of attorney. Such power of attorney may only relate to the one designated meeting specified therein.
6. All resolutions regarding which the law or these articles of association do not prescribe a greater majority are adopted by a simple majority of the votes cast. In the event of a tie on business matters, the motion is denied. In the event of a tie when electing persons, lots will be drawn. If, in an election between more than two (2) persons, no one obtains an absolute majority, a new vote will be held between the two (2) persons who received the largest number of votes, if necessary following an interim vote.
7. The board may resolve that votes may also be cast by electronic means of communication. This requires that the person with voting rights can be identified via the electronic means of communication, that they can directly take note of the business conducted at the meeting and that they may exercise the voting right. The board may impose conditions on the use of the electronic means of communication. These conditions will be announced in the convocation notice for the general meeting.
8. Authorized representative(s) shall belong to the Member association they represent and shall be appointed by the appropriate body of that association.
9. Authorized representative(s) from the confederations may attend the general meeting as observers.
10. During their term of office, members of the board may not be appointed as authorized representative(s) for their association.

## **Annual accounts and reporting**

### **Article 15**

1. The financial year of the Association shall be the calendar year.
2. Every year at least one WAFF general meeting shall be held within six (6) months of the end of the financial year unless this period is extended by the general meeting. At this general meeting the board shall present their annual report on the affairs of the Association and the policies pursued. It shall submit the balance sheet and the income and expenditure account, with explanatory notes, to the general meeting for approval. These documents shall be signed by the members of the board; if the signature of one or more of them is missing, this shall be stated, together with the reason. After the expiry of this period, any member may request the joint board to fulfil these obligations.
3. If a declaration by an accountant as referred to in section 2:393 paragraph 1 of the Dutch Civil Code is not submitted with respect to the accuracy of the documents referred to in the preceding paragraph, the general meeting shall appoint, annually, a committee of at least two (2) members who are not members of the board. The committee shall examine the documents referred to in paragraph 2 above.
4. The board shall provide this committee with all information necessary for its examination and, if required, shall provide insight in the cash and assets and open the books and records of the Association.
5. If this examination, in the opinion of the committee, requires special accounting knowledge, the committee herself may be assisted by an expert at the expense of the Association. The committee shall report her findings to the WAFF general meeting.

## **Amendment of the article of association**

### **Article 16**

1. The articles of association can only be amended by a decision of the general meeting, which is convened with the notification that an amendment of the articles of association will be proposed.
2. Those who have given a notice to convene a general meeting to discuss a proposal to amend the articles must submit a copy of the proposal, including the proposed amendment, at least three (3) months in advance to the day of the meeting and in a place suitable for public inspection by members until the end of the day on which the meeting was held.
3. The general meeting can only decide to amend the articles of association with a resolution with a majority of at least two / thirds of the votes cast.
4. The amendment shall only have effect after a notarial deed thereof has been executed. Each of the board members is authorized to execute the deed of amendment of the articles of association.
5. The provisions of paragraphs 1 and 2 shall not apply if all persons entitled to vote are present or represented at the general meeting and the decision to amend the articles of association is taken unanimously.
6. The board members are required to file a certified copy of the deed of amendment of the articles of association as well as a complete continuous text of the articles of

association, as they read after the amendment, at the office of the Dutch Commercial Register.

## **Dissolution and liquidation**

### **Article 17**

1. The provisions of article 16, paragraphs 1, 2, 3 and 5 shall apply mutatis mutandis to a decision of the general meeting to dissolve the Association.
2. The general meeting shall, in its decision referred to in the previous paragraph, decide on the application of the surplus, insofar as possible in accordance with the purpose of the Association.
3. The liquidation is executed by the board.
4. Following the liquidation, the Association will continue to exist in so far this is required for the liquidation of its assets. During the liquidation, the provisions of the articles of association remain in force as much as possible. In documents and announcements made by the Association the words "in liquidation" have to be added to its name.
5. The liquidation ends at the time when there are no remaining assets known to the liquidator(s).
6. The books and records of the dissolved Association must be kept for seven (7) years after the settlement. The custodian is the person appointed for that purpose by the liquidator(s).

## **Regulations**

### **Article 18**

1. The general meeting may determine and change one or more regulations, in which subjects are regulated not or not fully provided for in these articles of association.
2. Regulations may not contain provisions which are contrary to the law or these articles of association.
3. The provisions of Article 16, paragraphs 1, 2 and 5 shall apply mutatis mutandis to decisions adopting and amending regulations.

## **Final Provision**

### **Article 19**

The Association's first financial year ends on the thirty-first of December two thousand and twenty-four. This provision expires after the lapse of the first financial year.

*Registered 08 April 2024 at Business register of the Netherlands Chamber of Commerce as "Association with full legal capacity", company seat Dromerstraat 54, 1511CO Oostzaan, RISN 866436728*