



**IFHEMA**

International Federation of Historical European Martial Arts

*Unification without standardisation*

IFHEMA Bye-Laws

**INTERNATIONAL FEDERATION  
FOR  
HISTORICAL EUROPEAN MARTIAL ARTS  
(IFHEMA)**

**BYE-LAWS**



**TABLE OF CONTENTS**

A. GENERAL..... 4

    Article 1 Name and Headquarters..... 4

    Article 2 Objectives..... 4

    Article 3 Non-Discrimination, Representation of Women ..... 5

    Article 4 Official Languages..... 5

B. MEMBERSHIP..... 5

    Article 5 Categories of Members..... 5

    Article 6 Conditions for Membership ..... 6

    Article 7 Application for Full Membership..... 7

    Article 8 Application for Provisional Membership ..... 7

    Article 9 Full Membership and Provisional Membership..... 8

    Article 10 Application Procedures..... 8

    Article 11 Honorary Members..... 9

    Article 12 Members' Rights..... 9

    Article 13 Members' Obligations..... 10

    Article 14 Resignation..... 10

    Article 15 Revision of Membership ..... 10

    Article 16 Suspension ..... 10

    Article 17 Expulsion..... 11

    Article 18 Notices ..... 11

    Article 19 Organs..... 11

C. GENERAL ASSEMBLY ..... 11

    Article 20 Definition, Organisation ..... 11

    Article 21 Powers of the General Assembly ..... 12

    Article 22 Delegates..... 12

    Article 23 Quorums..... 12

    Article 24 Voting..... 13

    Article 25 Elections ..... 13

    Article 27 Ordinary General Assembly ..... 14



Article 28 Agenda for Ordinary General Assembly.....	14
Article 29 Extraordinary General Assembly .....	15
Article 30 Conduct of Meetings .....	15
Article 31 Minutes.....	15
D. EXECUTIVE COMMITTEE.....	15
Article 32 Composition and Election.....	15
Article 33 Eligibility, Term of Office .....	15
Article 34 Presidential Election .....	16
Article 35 Meetings, Quorums.....	16
Article 36 Powers of the Executive Committee .....	17
Article 37 Specialist Committees .....	17
E. ADMINISTRATION .....	17
Article 38 Subscriptions .....	17
Article 39 Finances, Liability.....	17
Article 40 Auditors and Audits .....	18
F. FINAL PROVISIONS .....	18
Article 41 Dispute Resolution.....	18
Article 42 Interpretation.....	19
Article 43 Modification of the Bye-Laws .....	19
Article 44 Dissolution.....	19
Article 45 Independence of Members.....	19
Article 46 Enforcement.....	19

## **PREAMBLE**

The International Federation for Historical European Martial Arts (IFHEMA) is governed by (i) these Bye-Laws and (ii) by the regulations and directives issued by the Executive Committee.

The Historical European Martial Arts are practised as a martial art and/or as a martial sport. They are based on research and study of sources that recorded martial arts within European territories and European spheres of influence.

The traditions of these arts were either interrupted or have been alienated throughout the course of history. They are therefore to be considered separately from modern sports such as fencing, wrestling, boxing, etc., since most of the modern sports are based on regulations created from the late nineteenth century onward. The same is true for more “traditional” sports such as alpine wrestling, cane fighting, etc., which are also based on modern regulations, even if their practice reflects their original forms.

The Members of IFHEMA aim to practice Historical European Martial Arts in their original forms, as recorded in historical sources as can be reconstructed based on the study of historical or archaeological sources.

The revival, reconstruction and preservation of such arts in the forms practised by the Members of IFHEMA shall be differentiated from re-enactment, living history or other entertainment, cultural or ethnological approaches.

## **BYE - LAWS**

### **A. GENERAL**

#### **Article 1 Name and Headquarters**

1.1 The International Federation for Historical European Martial Arts (IFHEMA) is a non-profit association, composed of autonomous national federations contributing to the development of Historical European Martial Arts (HEMA), as a sport, as an art and/or as a research field.

1.2 IFHEMA is constituted according to articles 60ff of the Swiss Civil Code, is governed by Swiss law and is formed for an unlimited duration.

1.3 The headquarters of IFHEMA are located in Lausanne, Switzerland.

#### **Article 2 Objectives**

The objectives of IFHEMA are:

(a) to promote and to develop Historical European Martial Arts as a sport and as an art at all levels (reconstruction, revival, preservation);

- (b) to coordinate and to promote research and studies in the field of Historical European Martial Arts;
- (c) to support initiatives regarding the preservation and dissemination of the intangible cultural heritage-dimension of HEMA as an art and as a sport, in a spirit of enhancing international cultural cooperation and exchange with other related cultural and/or sports disciplines;
- (d) to develop specific services for its Members, and provide them with assistance and support, especially in terms of recognition by the National Olympic Committees (NOCs) or National Sport Authorities (NSAs), and/or the National Intangible Cultural Heritage Authorities in various countries;
- (e) to coordinate international congresses, cultural activities and competitions;
- (f) to compile the different national programmes toward: training and certification of judges, training and certification of trainers and regulations for safety issues; and
- (g) to promote closer links among its Members, and between its Members and other sports or cultural organisations.

### **Article 3 Non-Discrimination, Representation of Women**

3.1 IFHEMA and its Members reject all forms and means of discrimination against individuals, groups of people, organisations or countries on grounds of ethnic origin, gender, language, religion, politics and on any other grounds.

3.2 IFHEMA supports a fair representation of women.

### **Article 4 Official Languages**

The official language of IFHEMA is English. For purposes related to research or cultural heritage, the use of the members' national languages as working language is admissible.

## **B. MEMBERSHIP**

### **Article 5 Categories of Members**

5. The membership of IFHEMA is based on countries, except in the case of exceptional derogations authorized by the General Assembly. Each country has one vote.

5.1 Country membership can be fulfilled in two categories: as a full or as a provisional member:

- (a) the Full Members;
- (b) the Provisional Members,

in each case, whose admission has been approved by the General Assembly.

5.2 Unless the context otherwise indicates, the term “Member(s)” comprises both Full Members and Provisional Members.

## **Article 6 Conditions for Membership**

6.1 Full Members: Any National Federation which

- (i) is recognised by its NOC or NSA and/or its national Intangible Cultural Heritage Authority;
  - (ii) groups together the majority of the National organisations (associations, societies, coalitions) practising Historical European Martial Arts as a sport and as an art; and
  - (iii) regularly holds international and/or national competitions and/or congresses and/or cultural preservation activities,
- may be a Full Member.

6.2 Provisional Members: Any

(a) National Federation which

- (i) is not as yet recognised by a NOC or NSA and/or its national Intangible Cultural Heritage Authority;
  - (ii) groups together the majority of the National organisations (associations, societies, coalitions) practising Historical European Martial Arts as a sport and as an art; and
  - (iii) regularly holds international and/or national competitions and/or congresses and/or cultural preservation activities,
- as well as

(b) representative association

- i) which unites multiple federations and/or local organisations which each group together a substantial number of associations, societies, or coalitions practising Historical European Martial Arts as a sport and as an art; and
  - (ii) whose members have all signed a Memorandum of Understanding in which they have mutually agreed upon the manner in which their representatives in IFHEMA will be appointed and how their mandate will be determined;
  - (iii) regularly hold international and/or national competitions and/or congresses and/or cultural preservation activities;
- (c) any organisation having aims and objectives recognised by the General Assembly as being beneficial to those of the other Members of the Association,
- may be a Provisional Member.

## **Article 7 Application for Full Membership**

Any organisation willing to apply for Full Membership must submit its application at least 6 (six) months prior to the date of the General Assembly at which the application is to be considered, together with:

- (a) a recognition certification signed and stamped by the relevant NOC and/or NSA and/or Cultural Heritage Authority;
- (b) a written declaration certifying that the candidate is the only body governing national Historical European Martial Arts organisations (associations, societies, coalitions) in the relevant country, as well as provide, if any, the name of dissident organisations and explain how and which solutions were arranged;
- (c) a confirmation that the candidate is a not-for-profit organisation;
- (d) a copy of its constitution/bye-laws, regulations and directives;
- (e) a chart of its organisational structure (including staff), with detailed explanations;
- (f) the minutes of the last 2 (two) General Assemblies, including the list of their attendees;
- (g) copies of the organisation's financial statements reviewed by its auditors (external if applicable), together with a detailed description of sources of income and a transparent report on expenses;
- (h) a strategic plan approved by the candidate's board meeting, covering the mid/long term;
- (i) a document describing the main achievements of the candidate over the last three years, and its fields of priorities, among the following list:
  - (i) instructors' certification
  - (ii) competition
  - (iii) judges' certification
  - (iv) promotion of research
  - (v) other cultural activities relevant the preservation and dissemination of HEMA as intangible cultural heritage

## **Article 8 Application for Provisional Membership**

Any organisation willing to apply for provisional membership must submit its application at least 6 (six) months prior to the date of the General Assembly at which the application is to be considered, together with:

- (a) a written declaration explaining why the candidate is not yet recognised by its relevant NOC or NSA and/or Cultural Heritage Authority, including a description of the status of Historical European Martial Arts on a national level;
- (b) a written declaration certifying that the candidate is the only body governing national Historical European Martial Arts organisations (association, societies, coalitions) in the relevant

country, as well as provide, if any, the name of dissident organisations and explain how and which solutions were arranged;

(c) a confirmation that the candidate is a not-for-profit organisation;

(d) a copy of its constitution/bye-laws, regulations and directives;

(e) a chart of its organisational structure (including staff), with detailed explanations;

(f) the minutes of the last 2 (two) General Assemblies, including the list of their attendees;

(g) copies of the organisation's financial statements reviewed by its auditors (external if applicable), together with a detailed description of sources of income and a transparent report on expenses;

(h) a strategic plan approved by the candidate's board meeting, covering the mid/long term;

(i) a document describing the main achievements of the candidate over the last three years, and its fields of priorities, among the following list:

(i) instructors' certification

(ii) competition

(iii) judges' certification

(iv) promotion of research

(v) other cultural activities relevant the preservation and dissemination of HEMA as intangible cultural heritage

## **Article 9 Full Membership and Provisional Membership**

9.1 The Members are aware that initially and until NOC, NSA and/or Cultural Heritage Authority recognitions are received, the Members shall be Provisional Members. Members undertake in good faith to fulfil the conditions for Full Membership expeditiously.

9.2 As soon as Provisional Member believes it has fulfilled the conditions for Full Membership, it shall so inform the Executive Committee. The procedure of Article 10 shall apply *mutatis mutandis*.

9.3 The terms of these Bye-Laws referring to a differentiation between Full Members and Provisional Members shall have no effect, and Provisional Members shall be deemed to be Full Members, until a General Assembly validly convened resolves by ordinary majority to implement such differentiation. The rules applicable to Provisional Members (including, but not limited to, Provisional Members' exclusion from the right to vote in elections of officers and on issues in a General Assembly) shall apply from the next General Assembly onwards.

## **Article 10 Application Procedures**

10.1 Upon receipt of an application for membership pursuant to Article 7, Article 8 or Article 9.2, the Executive Committee shall appoint a committee (presided by a member of the Execu-





tive Committee but otherwise composed of such individuals as the Executive Committee may deem fit) to review such application.

10.2 The review committee shall within 30 days of its appointment and instruction recommend to the Executive Committee that the application should be (i) accepted or (ii) rejected.

10.3 In case the review committee recommends a rejection of the application, the review committee shall provide a written justification for its recommendation. The review committee shall recommend the rejection of an application if the applicant (i) does not fulfil the requirements for the category of membership applied for (provided that, if an application for Full Membership fulfils the requirements for Provisional Membership, the review committee may recommend approval of the application in that capacity) or (ii) the applicant's membership rules do not, in the review committee's reasonable opinion, assure that the HEMA community is broadly and fairly represented by the applicant.

10.4 Following receipt of the review committee's report, the Executive Committee may, at its sole discretion, (i) offer the applicant an opportunity to revise its application or provide further and better particulars or (ii) reject the application or (iii) notify the applicant that the Executive Committee proposes to recommend the application to the next ordinary General Assembly for approval.

## **Article 11 Honorary Members**

The General Assembly may, upon a proposal by the Executive Committee, grant the title of "Honorary President" or "Honorary Member" respectively to a retiring President or a retiring Executive Committee Member for their outstanding services to IFHEMA. They may attend the General Assembly, but do not have the right to vote.

## **Article 12 Members' Rights**

Members have the right:

- (a) to receive in advance the agenda of the General Assembly, to be called to the meeting within the prescribed time, to take part in the meeting and, if Full Members, to exercise their right to vote;
- (b) to be informed of the state of IFHEMA;
- (c) to participate in voting and in elections if a Full Member;
- (d) to draw up proposals regarding the Agenda of the General Assembly;
- (e) to nominate candidates to the Presidency and any other office of IFHEMA; and
- (f) to exercise any other right arising from the Bye-Laws, regulations, directives and decisions of IFHEMA.

## **Article 13 Members' Obligations**

Members have the obligation:

- (a) to comply at all times unreservedly with the Bye-Laws, regulations, directives and decisions of IFHEMA, subject to the limits imposed by Article 45;
- (b) to have their executive organs elected at all times by their respective General Assemblies;
- (c) to notify IFHEMA, in writing within the federation's year, of any modification in their constitution or bye-laws that potentially affects the conditions of admission, of the inclusion or hiving off of any sport discipline and of any other change that potentially affects the conditions of admission; and
- (d) to pay their membership subscription when due.

## **Article 14 Resignation**

14.1 A Member may resign at any time.

14.2 Such resignation shall take effect immediately upon receipt of a notice of resignation signed by the authorised person(s), and shall be reported to the next

General Assembly by the Executive Committee of IFHEMA. Paid membership subscriptions will not be refunded.

14.3 A Member that resigns remains liable for any outstanding obligations to IFHEMA.

## **Article 15 Revision of Membership**

15.1 Modifications of its constitution or bye-laws, regulations and directives by a Member affecting the conditions of admission, or ceasing to comply with the conditions of membership, may result in the revision by the General Assembly of its membership of IFHEMA.

15.2 As a result of such revision, the General Assembly may set a deadline within which the Member shall comply, subject to the limits imposed by art. 45, with any directions that the General Assembly may give, failing which the General Assembly may decide to suspend or expel the Member.

## **Article 16 Suspension**

16.1 The Executive Committee may, by a majority decision, suspend a Member until the next General Assembly:

- (a) if it fails to comply with a provision of the Bye-Laws, regulations, directives and decisions of IFHEMA; or
- (b) if it fails to fulfil its financial obligations and pay its liabilities due to IFHEMA; or
- (c) if it owes 1 (one) years of overdue annual membership fees to IFHEMA.

16.2 A final decision must be made by the next General Assembly, provided the suspension is still in force at that time.

### **Article 17 Expulsion**

A Member shall lose its membership to IFHEMA on a resolution passed by the IFHEMA General Assembly, notably for the following reasons:

- (a) refusal to pay any liabilities due to IFHEMA; or
- (b) non-payment of any membership fees due to IFHEMA for 2 (two) or more years; or
- (c) refusal to comply with the provisions of the Bye-Laws, regulations, directives and decisions of IFHEMA; or
- (d) loss of its status as representative of HEMA at the national level.

### **Article 18 Notices**

18.1 A notice or notification to a Member shall be deemed to have been properly received, provided it was sent to the last address indicated by the Member to the secretary of IFHEMA.

18.2 Notification regarding suspension or expulsion of the Member concerned or dissolution of IFHEMA shall always be sent by registered mail.

### **Article 19 Organs**

19.1 The General Assembly is the supreme organ of IFHEMA.

19.2 The Executive Committee is the executive body.

## **C. GENERAL ASSEMBLY**

### **Article 20 Definition, Organisation**

20.1 The General Assembly is the meeting of all IFHEMA Members. It is the supreme organ of IFHEMA.

20.2 Only a General Assembly properly convened has the authority to exercise its powers.

20.3 The General Assembly may be Ordinary or Extraordinary.

20.4 The meetings of the General Assembly are open to the public, except when decided otherwise by the General Assembly. When justified by the circumstances, the President may, under the authority of the General Assembly, request individual members of the public to leave the conference room.

## **Article 21 Powers of the General Assembly**

The General Assembly:

- (a) adopts or amends the Bye-Laws of IFHEMA;
- (b) may amend or revoke any regulation or directive of the Executive Committee which the General Assembly determines adversely affects any Member's rights provided or described in Article 12 or impinges on any power or other competence of the General Assembly provided or described in Article 21;
- (c) approves the minutes of the last meeting;
- (d) admits, suspends (subject to Article 16.1) or expels a Member (subject to Article 17);
- (e) elects the President;
- (f) appoints the auditors;
- (g) approves the budgets, financial statements and the activity report;
- (h) sets the amount of the subscription for Members;
- (i) bestows, on a proposal by the Executive Committee, the title of Honorary President or Honorary Member on a retiring President or retiring Executive Committee member who rendered outstanding services to IFHEMA; and
- (j) exercises any other competence specifically attributed to it by the Bye-Laws, regulations and directives of IFHEMA.

## **Article 22 Delegates**

Each Member is represented by one person. An IFHEMA Executive Committee member cannot be a Member delegate. The election of the delegate is not ruled by IFHEMA.

There is one exception to this rule. In the case of a membership by way of a representative association, the Memorandum of Understanding defining it (and accepted by IFHEMA's General Assembly) determines the number of representatives for this member, and how the mandate for the country vote is to be exercised.

## **Article 23 Quorums**

23.1 In order for the General Assembly to be validly convened, a majority (at least 50 % + 1) of the Members having voting rights must be represented. Absent the quorum, a second General Assembly shall be held 1 hour after the first was due to convene, with the same agenda.

23.2 Proxy representation is not permitted; each attendee entitled to vote shall represent only one Member.

23.3 Decisions regarding the dissolution of IFHEMA, the expulsion of a Member or amendments to the Bye-Laws passed by the General Assembly shall only be valid if 2/3 (two-thirds) of the Members having voting rights are present.

## **Article 24 Voting**

24.1 Each Full Member who has satisfied all its financial obligations toward IFHEMA at the time of the meeting is entitled to one vote.

24.2 Save any indication to the contrary in these Bye-Laws, all decisions shall be made by an ordinary majority, i.e. (50% + 1) of votes validly cast.

24.3 Illegible, void, blank votes, and abstentions shall not be included in the count of validly cast votes.

24.4 Except in the case of elections, voting shall be conducted by a show of hands, unless 2 (two) or more Members having voting rights should request a secret ballot.

24.5 Dissolution of IFHEMA and amendments to the Bye-Laws require(s) a 2/3 (two-thirds) majority of the votes validly cast.

24.6 Voting by correspondence is not allowed.

## **Article 25 Elections**

25.1 A candidate is elected if he or she obtains the ordinary majority of the votes validly cast.

25.2 If no candidate is elected in the first round, a second round shall take place between the two candidates having obtained the highest number of votes in the first round. In case of a tie, a third round shall take place. In case of a tie in the third round, the election is done by drawing lots.

25.3 Voting for elections shall always be carried out by secret ballot whenever there is more than 1 (one) candidate up for election.

25.4 In the event there is only one candidate for the position being filled, the election will be carried out by acclamation, unless an election by secret ballot is requested by at least 2 (two) Members with voting rights.

## **Article 26 Election of the President**

26.1 During the election of the President, the out-going President shall, if seeking re-election, surrender the chair to a "chair pro-tempore," elected by the Assembly, who will then conduct the election.

26.2 The out-going President, subject to the provision of Article 26.1, resumes his position after the election and continues to chair the General Assembly.

26.3 The newly elected President and Executive Committee members take office after the close of the General Assembly.



## **Article 27 Ordinary General Assembly**

27.1 The Ordinary General Assembly is convened by the Executive Committee once a year.

27.2 All proposals by Members to modify the IFHEMA Bye-Laws shall be communicated in writing to the secretary of IFHEMA at least 4 (four) months prior to the General Assembly.

27.3 At least 6 (six) months before the date of the opening of the General Assembly, the secretary of IFHEMA shall send a formal call to the meeting to all Members. The notice shall stipulate that any Member willing to add a new item on the agenda must submit it to the secretary of IFHEMA no later than 4 (four) months prior to the meeting.

27.4 At least 1 (one) month before the General Assembly meets, the Executive Committee shall circulate the agenda, together with the activity report and any other relevant document. The budget and the accounts will be circulated immediately after having been audited, but, in any case, before the General Assembly.

## **Article 28 Agenda for Ordinary General Assembly**

28.1 The agenda shall contain the following items:

- (a) opening of the meeting;
- (b) roll call;
- (c) adoption of the agenda subject to Article 28.2;
- (d) President's address;
- (e) appointment of vote-counters (if applicable);
- (f) suspension or expulsion of a Member (if applicable);
- (g) approval of the minutes of the previous General Assembly;
- (h) activity reports;
- (i) financial matters (balance sheet, accounts, auditing report, budget, auditor...);
- (j) modifications of the Bye-Laws (if applicable);
- (k) voting and elections (if applicable);
- (l) new membership applications;
- (m) items presented for information;
- (n) items brought forward from meetings among Members; and
- (o) date and place of next meeting.

28.2 The Executive Committee may add any urgent matter to the agenda of the General Assembly at any time. In any other case, the agenda may be modified by the General Assembly provided there is a 2/3 (two-thirds) majority of the votes validly cast.

## **Article 29 Extraordinary General Assembly**

29.1 An Extraordinary General Assembly may be convened at the request of the Executive Committee or shall be convened upon receipt of a written request from at least 1/5 (one-fifth) of the Members having the right to vote, no later than 2 (two) months following the request. Notification of the meeting will be sent out to the Members at least 30 (thirty) days in advance.

29.2 The notification shall detail the reasons for convening an Extraordinary General Assembly. No business other than that specified in the notification shall be conducted at such an Extraordinary General Assembly, unless all Members are present and vote unanimously in favour of it.

## **Article 30 Conduct of Meetings**

The President presides over every meeting of the General Assembly and of the Executive Committee. If the President is absent, unable or unwilling to preside, the Vice-President shall preside for the duration of the meeting as Chair.

## **Article 31 Minutes**

31.1 The minutes of the meetings are recorded in writing and submitted for approval by the Executive Committee within 2 (two) months of the meeting.

31.2 The minutes are submitted for approval at the next General Assembly.

## **D. EXECUTIVE COMMITTEE**

### **Article 32 Composition and Election**

32.1 The Executive Committee is the executive organ of IFHEMA. It consists of:

- (a) the President, elected by the General Assembly; and
- (b) 3 (three) to 5 (five) representatives elected by the General Assembly.

32.2 The names of the Executive Committee members designated according to Article 32.1 are communicated to the Members at the General Assembly at which the President has been elected.

32.3 The Executive Committee elects 1 (one) Vice-President, 1 (one) Secretary and 1 (one) Treasurer from among the members of the Executive Committee.

### **Article 33 Eligibility, Term of Office**

33.1 The Executive Committee members must have reached the age of 18 (eighteen) and be legally competent when taking office. A candidate shall as a rule be a member in good standing of an organisation that is represented by one of the Members.

33.2 Executive Committee members are appointed for a term of 2 (two) years corresponding to the term of the President. They may be reappointed.

33.3 The Executive Committee members who, during their term of office with IFHEMA, lose their position with the Member affiliated to the organisation which they represent shall continue to sit on the Executive Committee until the next General Assembly, unless the relevant Member objects. In this case, the organisation concerned, mentioned under Article 33.1, shall designate a substitute that will sit for the remainder of the term.

### **Article 34 Presidential Election**

34.1 Nominations for the Presidency must be notified in writing to the Executive Committee at the latest 30 (thirty) days before the beginning of the meeting at which the elections will take place. The President will issue a note indicating the deadline to be observed at least sixty (60) days before the meeting at which the elections will take place.

34.2 Candidates must be nominated by a fully paid-up Member. Candidates must, on the date of the election be, or must have been for at least one full term, a member of the executive committee or similar executive organ of a Member. They must be nominated by the Member concerned.

34.3 Candidates must have reached the age of 18 (eighteen) and be legally competent at the date of the election.

34.4 Nominations that arrive after the deadline shall not be taken into consideration. If no candidate has been nominated within the deadline or if a nominee is no longer a candidate on the day of the General Assembly, candidates may be nominated at

the General Assembly. If there is no candidate, the senior Vice-President elected by the Executive Committee shall act as Chair until the next General Assembly.

34.5 After the deadline for receiving nominations has been reached, the list of nominees for President will be distributed to the Members at least 15 (fifteen) days before the meeting at which the elections will take place.

34.6 The General Assembly elects the President for a two (2) year term. He/she is eligible for re-election, but cannot act as President more than 3 (three) consecutive terms.

### **Article 35 Meetings, Quorums**

35.1 The Executive Committee shall meet in principle twice during each year of its period of office.

35.2 The quorum for meetings of the Executive Committee is met when the President plus 3 (three) other Executive Committee members are present, except in exceptional circumstances where the President is unable to attend and does not wish or is unable to cancel the meeting, in which case the quorum shall be satisfied with 1 (one) Vice President and 3 (three) other Executive Committee members.

35.3 The President or the Chair of the meeting has a casting vote in case of a tie.





## **Article 36 Powers of the Executive Committee**

36.1 The Executive Committee is competent in all matters that are not reserved to other bodies by the Bye-Laws, regulations and directives of IFHEMA.

36.2 The Executive Committee lays down the regulations and directives of IFHEMA, subject to Article 21(b).

36.3 The Executive Committee represents and commits IFHEMA with regard to third parties. Subject to Article 41.1, the Executive Committee shall decide through which individuals IFHEMA shall be committed towards third parties.

36.4 The Executive Committee prepares and convenes Ordinary and Extraordinary General Assemblies.

## **Article 37 Specialist Committees**

37.1 The Executive Committee shall have the authority to appoint specialist committees for certain on-going tasks or limited projects. Each such committee shall have a clearly defined brief and reporting lines.

37.2 As a rule, a member of the Executive Committee shall sit on each such specialist committee. The remaining members of the committee shall be individuals deemed, in the Executive Committee's exclusive discretion, fit and proper for the assignment, provided that that majority of the members of any committee shall, as a rule, be members in good standing of an organisation that is represented by one of the Members

## **E. ADMINISTRATION**

### **Article 38 Subscriptions**

38.1 All Members of IFHEMA shall pay an annual subscription

38.2 The amount of the subscription shall be decided by each General Assembly on a proposal from the Executive Committee and shall be payable no later than the next 31st of January.

38.3 Should a General Assembly not be held in any one or more years, the same amount of subscription as the previous year shall become due on the 31st of January.

### **Article 39 Finances, Liability**

39.1 IFHEMA shall be financially bound, within the limits of the approved budget:

(a) For an amount less than 10% of the sum of the subscriptions of the Members, by the sole signature of either the President or the Treasurer; and

(b) For any amount equal to or exceeding such amount or for an expenditure not provided in the budget but approved by the Executive Committee, by the joint signatures of the President

and the Treasurer, provided that, in the event either the President or the Treasurer are not available, the Vice-President shall be authorised to sign in the respective individual's stead.

39.2 Members shall only be legally and financially liable, toward IFHEMA and third parties, up to the limit of their annual subscription to IFHEMA.

39.3 The financial year of IFHEMA shall run from the 1st January to the 31st of December annually.

#### **Article 40 Auditors and Audits**

40.1 Until IFHEMA is (i) required to have its accounts audited by external auditors pursuant to Art. 69b I of the Swiss Civil Code or (ii) the Members in a General Assembly validly convened elect to do so by ordinary majority, the accounts shall be reviewed by IFHEMA's internal auditors. Once IFHEMA has elected or is required to appoint external auditors, IFHEMA may dispense with internal auditors.

40.2 IFHEMA's internal auditors shall be two individuals appointed by the General Assembly, generally for a period of 2 (two) years. Each individual appointed to such office shall have the skill and competence required for such office, but it is not required that such individual should be a member of any Member organisation. The General Assembly may fix the remuneration of the internal auditors.

40.3 IFHEMA's external auditors must be appointed by the General Assembly, generally for a period of 2 (two) years. Their mandate may be renewed.

40.4 The accounts must be audited each year by IFHEMA's auditors. Their duty is to check the accounts and present their report to the General Assembly, with their

conclusions and recommendations, notably with regards to the approval of the financial statements by the General Assembly.

40.5 If the auditors recommend to the General Assembly that the accounts should be approved and the Executive Committee granted release from liability for their conduct in office, the auditors shall put such motion to the General Assembly and such motion shall be deemed passed if it is approved by an ordinary majority.

### **F. FINAL PROVISIONS**

#### **Article 41 Dispute Resolution**

41.1 Any dispute arising from, or related to the Bye-Laws, regulations, directives and decisions of IFHEMA, other than a dispute that can be resolved by a competent internal body of IFHEMA, that has been issued at last instance by a competent jurisprudential body will be submitted exclusively either to the Court of Arbitration for Sport (CAS), in Lausanne, Switzerland, or to the relevant dispute resolving bodies of the UNESCO, applying their own procedural rules. Where a dispute is so submitted to the CAS or the UNESCO, the decision of the CAS or UNESCO in that dispute will be final.

41.2 Any appeal against a final and binding decision from any IFHEMA organ shall exclusively be submitted to the CAS or the relevant dispute resolving bodies of the UNESCO, to the exclusion of any ordinary court of any country.

#### **Article 42 Interpretation**

The authority for settling any dispute arising out of the interpretation of these Bye-Laws shall reside with the President, or Chair pro tempore, who shall seek the advice of the Executive Committee or General Assembly before making a final decision.

#### **Article 43 Modification of the Bye-Laws**

43.1 These Bye-Laws may only be modified by the Ordinary General Assembly or by an Extraordinary General Assembly convened especially for that purpose.

43.2 Amendments to the Bye-Laws shall require the approval of 2/3 (two-thirds) of the votes validly cast pursuant to Article 23.3.

#### **Article 44 Dissolution**

44.1 The intended dissolution of IFHEMA shall require an Extraordinary General Assembly at which the proposed dissolution shall be the sole item on the agenda.

44.2 A motion for the dissolution of IFHEMA shall require the approval of 2/3 (two-thirds) of the votes validly cast pursuant to Article 23.3.

44.3 Any assets remaining after the dissolution of IFHEMA, shall, after satisfaction of all its debts and liabilities, be applied to the furtherance of any objective(s) of IFHEMA as determined by the General Assembly at, or before, the time of dissolution. If effect cannot be given to the foregoing provisions, they shall be given to a charitable organisation. Under no circumstances shall they be paid to, or distributed among the Members of the Association.

#### **Article 45 Independence of Members**

No discussion or voting by IFHEMA shall infringe in any way on the freedom and independence of any Member, who shall, at all times, retain complete independence and control over all matters falling within its field of activity.

#### **Article 46 Enforcement**

This version of the Bye-Laws has been adopted by the General Assembly in Athens, the 2nd December 2017 and came into force immediately.