

The Companies Acts 1985 (as amended)
Company Limited by Guarantee and not having a Share Capital

**Memorandum of Association Of
EUROPEAN SURFING FEDERATION
(amended 9 December 2017)**

1. The company's name is the European Surfing Federation (and in this document it is called "ESF").

2. ESF's registered office is to be situated in England and Wales.

3. DEFINITIONS: Surfing is defined as follows:

- Any sport in which the primary force that moves the participant's surfing equipment, is a wave either of natural or artificial source.
- An activity on the waves on any type of equipment used for surfing.
- An activity in calm waters on any type of equipment used for surfing.
- All StandUp Paddle (SUP) activities in all bodies of water in any format.

4. ESF's objects ("the Objects") are:

To establish and maintain a European federation to promote the interests of surfing in all its forms throughout all countries of Europe to which all recognised national surfing associations/bodies concerned with the sport of surf riding, surfing or its related activities may gain affiliation;

To encourage the formation of national surfing associations/bodies in the individual countries to promote, co-ordinate and control the activities of organised surfing within their own countries;

To make and amend rules as appropriate for the conducting of surfing contests and other surfing events, programmes and commissioners in Europe;

To promote uniformity of laws of control and regulation of surfing and surf riding throughout Europe, by encouraging national surfing institutions, organisations and associations to adopt the ESF's established laws, rules and standards;

To co-ordinate the international activities of national surfing associations and bodies providing a forum for arranging international contests and organising the European surfing calendar within the international rules and calendar;

To organise surfing championships in Europe;

To organise surfing programmes, events and commissions in order to benefit the ESF, national federations, individual surfers and the environment both in Europe and elsewhere;

To ensure that ESF is represented at the World Surfing Games and other International Championships and events when requested by the International Surfing Association; and

To maintain all useful relations with other international surfing organisations;

5. In furtherance of the Objects but not otherwise the ESF may exercise the following powers:

a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the ESF;

b. to raise funds and to invite and receive contributions: provided that in raising funds the ESF shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

c. to borrow money;

d. subject to clause 5 below to employ such staff, who may or may not be directors of the ESF as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

e. to establish or support any associations or institutions formed for all or any of the Objects;

f. to co-operate with other sporting or surfing organisations operating in furtherance of the Objects or similar purposes and to exchange information and advice with them;

g. to pay out of the funds of the ESF the costs, charges and expenses of and incidental to the formation and registration of the ESF;

h. to do all such other lawful things as are necessary for the achievement of the Objects;

6. The income and property of the ESF shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the ESF: Provided that nothing in this document shall prevent any payment in good faith by the ESF:

- a. of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the ESF to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - b. of reasonable and proper remuneration for any services rendered to the ESF by any member, officer or servant of the ESF who is not a trustee;
 - c. of interest on money lent by any member of the ESF or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - d. of reasonable and proper rent for premises demised or let by any member of the ESF or a trustee;
 - e. to any trustee of reasonable out-of-pocket expenses.
7. The liability of the members is limited.
 8. Every member of the ESF undertakes to contribute such amount as may be required (not exceeding Euros 10) to the ESF's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the ESF's debts and liabilities contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
 9. If the ESF is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the ESF, but shall be given or transferred to some other institution, organisation or association having objects similar to the Objects and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the ESF by Clause 5 hereof, chosen by the members of the ESF at or before the time of dissolution and if that cannot be done then to some other charitable or sporting institution organisation or association.

THE COMPANIES ACT 1985 AS AMENDED

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF EUROPEAN SURFING FEDERATION

INTERPRETATION

In these Articles:-

the "Act" means the Companies Act 1985 including any statutory modification or re-enactment of that Act for the time being in force.

"Table A" means Table A as prescribed by regulations made under Section 8 of the Act in force as at the date of adoption of these Articles.

PRELIMINARY

The European Surfing Federation is a private company and the regulations contained or incorporated in Table A shall apply to the European Surfing Federation except to the extent that they are varied by or are inconsistent with these Articles which together with the said regulations shall constitute the Articles of Association of the European Surfing Federation.

The following regulations of Table A shall not apply to ESF: 2 to 35 inclusive, 54, 55, 57, 59, 102-108 inclusive, 110, 114, 116 and 117.

NAME

The company is called the "European Surfing Federation" (hereinafter referred to as "ESF").

The geographical area of ESF is Europe, plus any country the application of which has been approved at the annual general meeting.

MEMBERSHIP

10.1 There shall be no maximum number of members of ESF but it shall be a condition of membership that all members are:

10.1.1 Recognised national surfing associations or surfing organisations which have been accepted as such by the Executive Committee of the ESF and which are representative of their country or

10.1.2 Such other persons as the Executive Committee shall, in its absolute discretion, decide, provided that person is a member of an association or organisation that is a member of the ESF (an "Honorary Member").

10.2 An Honorary Member shall have no right to vote or be heard at the annual general meeting or any extraordinary general meeting of the ESF.

10.3 Any organisation which fulfils the requirements of article 10.1.1, may apply to the Executive Committee of the ESF for membership but the Executive Committee shall not be obliged to consider any new membership unless that organisation provides the following:

10.3.1 A copy of its charter or constitution with particulars of its colour badge and/or emblem;

10.3.2 Proof that the applicant organisation has been recognised by their government as the national governing body for the sport of surf riding in that country;

10.3.3 An undertaking from the applicant organisation that they will conform to and accept the ESF rules and decisions;

10.3.4 An undertaking from the applicant organisation that they shall pay the annual fee levied by the Executive Committee of the ESF from time to time; and

10.3.5 Such other information as the Executive Committee of the ESF may require from time to time.

10.4 All documentation submitted under article 10.3.1 – 10.3.5 must be translated into English.

10.5 Any application for affiliation to the ESF shall be submitted in writing for approval at the next meeting of the Executive Committee at which such application may be dealt with by the Executive Committee in whatever manner they deem fit.

10.6 The Executive Committee shall not be obliged to call an extraordinary meeting to consider any application for membership unless it so decides.

10.7 The applicant organisation has the right to appeal the decision of the ESF executive. Following appeal the Executive Committees decision is final.

10.8 A Voting Member shall cease to be a member of the ESF if:

10.8.1 it gives notice in writing to the ESF that it resigns its membership;

10.8.2 Non-payment of the fees will result in that federation being provisionally suspended by the Executive Committee of the ESF.

10.8.3 it acts in contravention of the Objects of the ESF. Whether or not a Voting Member commits such an act or omission will be determined solely by the Executive Committee who shall be at liberty to summon the Voting Member to explain its actions first;

10.8.4 it commits a material breach of any of the rules or regulations established by the ESF from time to time;

10.8.5 it ceases to be the recognised national body of its country; or

10.8.6 it fails to pay any other liability due to the ESF within two months of the due date.

10.9 An Honorary Member shall cease to be a member of the ESF if:

10.9.1 it gives notice in writing to the ESF that it resigns its membership;

10.9.2 it commits an act in contravention of the Objects of the ESF. Whether or not an Honorary Member commits such an act will be determined solely by the Executive Committee who shall be at liberty to summon the Honorary Member to explain its actions first.

ANNUAL GENERAL MEETING

11.1 The annual general meeting of the ESF shall be held no later than 31st December in each year.

11.2 All Voting Members shall have a right to attend the annual general meeting.

11.3 The president (or similar office holder) of each Voting Member shall represent the Voting Member at the annual general meeting, or, in the alternative, a Voting Member may be represented by an elected member of that association provided the identity of that individual shall be made known to the ESF in writing prior to the date of the annual general meeting (the "Valid Representative"). The Valid Representative of a Voting Member can be accompanied by up to two other persons who must also be members of that Voting Member.

11.4 Each Voting Member shall have one vote only.

11.5 In the event of an equality of votes, the President of the ESF for the time being shall have the casting vote.

11.6 A notice convening the annual general meeting of the ESF shall be validly given by the Secretary General to the Voting Members if sent by e-mail, fax or airmail post at least 45 days before the meeting.

11.7 The annual general meeting of the ESF shall not be quorate unless the Valid Representatives of at least 50% of the Voting Members are present.

11.8 The minutes of the annual general meeting will be registered in the statutory book of registers of the ESF, and will be sent with the accounts of the ESF, to all Voting Members within 30 days following the annual general meeting.

EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the ESF may be convened by the President of the ESF when required to do so by the Executive Committee of the ESF or on receipt of a written request by 50% of Voting Members.

THE EXECUTIVE COMMITTEE

12.1 The ESF shall be governed and managed by the directors who shall form the Executive Committee.

12.2 There shall be no less than 4 directors and no more than 10 directors from whose number shall be appointed (in accordance with article 8.3 below):

- a. The President
- b. The Vice President
- c. The Secretary General
- d. The Technical Director

(the "Officers")

12.3 Directors of the Executive Committee shall be elected by majority vote at the Annual General Meeting of the ESF and shall hold office for a period of two years.

12.4 At each Annual General Meeting, one half of the Executive Committee shall retire by rotation. Any retiring director may offer himself for re-election.

12.5 The President, Vice President and Secretary General shall remain in office for four years. The Technical Director and other directors shall be elected for two years. The President and the Technical Officer shall retire in alternate years to the Vice President and Secretary General.

12.6 Any of the Officers other than the President may offer himself for re-election.

12.7 A President may only offer himself for re-election as President once.

12.8 Members of the ESF Executive Committee will resign their position if they stand for another position on the Executive Committee within their term of office.

12.9 An individual shall be eligible for election to the executive committee, provided that, at the AGM their application is supported to go forward to election by at least two member nations.

12.10 Not more than two representatives from any Voting Member shall be eligible for election to the Executive Committee.

12.11 Should a vacancy occur in the membership of the Executive Committee between elections, such vacancy may be filled by the Executive Committee (except when the member has retired through non-attendance of meetings), acting by simple majority and the director so appointed shall remain in office until the following annual general meeting of the ESF

MEETINGS OF THE EXECUTIVE COMMITTEE

13.1 Every director shall within 10 days of being elected notify the ESF in writing of the address nominated by him as the address to which all communications relevant to the affairs of the ESF shall be sent.

13.2 Meetings of the Executive Committee shall be convened at least once a year at the request of the President of the ESF or 50% of committee members and notice thereof shall be sent by the Secretary General of the ESF to all directors. Notice may be validly sent to all directors by e-mail, fax or airmail post. Notice shall also be sent to each member inviting them to attend the meeting as observers. Voting Members wishing to observe shall notify the ESF of their chosen representative prior to the meeting. Voting Members observing the meeting shall have no right to speak or to vote.

13.3 The Secretary General of the ESF shall keep a true and accurate record of the proceedings of all meetings of the Executive Committee and shall prepare and circulate by e-mail, fax or airmail post a minute of the meeting to all directors within 30 days following the meeting in question.

13.4 The President of the ESF or any director nominated by him in writing shall act as Chairman of any meeting of the Executive Committee.

13.5 In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.

13.6 At least 50% of the directors then appointed must be present at any meeting of the Executive Committee for the meeting to be quorate.

13.7 Directors who are unable to attend any meeting of the Executive Committee may appoint an alternative, in writing, to vote at such meeting. The appointment of an alternative director shall not be valid unless notification of such an appointment is given in writing to the Secretary General of the ESF prior to the holding of the said meeting.

13.8 It is permissible for a director to be present at a meeting and count towards a quorum if that director is present by telephone, video conference link or a similar means of communication. In such event, the meeting of the Executive Committee shall be deemed to take place at the location of the Chairman of the meeting.

13.9 Any committee member who does not attend 3 consecutive meetings, without excuse will be retired.

POWERS OF THE EXECUTIVE COMMITTEE

14.1 The Executive Committee shall have the power to do or cause to be done, all things as may be necessary for the proper implementation of the objects of the ESF and including but not limited to:

14.2 appointing sub committees to examine specific issues and to make recommendations.

14.3 establishing the conduct of the European Championships including:-

- a. The financial and organisational responsibilities of the host country;
- b. The maximum number of competitors that shall compete;
- c. Team sizes and member bodies;
- d. Entry fees for competitors and how, when and to whom such fees if any, shall be payable.
- e. Rules of competition and judging procedures; and
- f. Any other conditions which in its sole discretion the Executive Committee may deem fit

RECORDS AND INFORMATION

Proper books of accounts will be maintained by the ESF and annual accounts will be prepared and distributed.

Members of the Executive Committee will not be paid for their work but their expenses will be reimbursed. Such expenses will be approved by the Executive Committee, with receipts and statement necessary for a claim to be considered. Travel expenses to the ESF meetings for the Officers shall be reimbursed. All other directors shall be expected to fund their own travel costs PROVIDED THAT if the Voting Member to which a director belongs is unable to fund that director's travel costs to the ESF meetings, the ESF may fund those costs if it is approved by the Executive Committee acting by a majority vote.

All books, documents and records of the ESF shall be made available for inspection by all Voting Members of the ESF or any person delegated thereto by the Executive Committee at such reasonable time and placed as the Executive Committee may specify in writing.