

Articles of Association

Downhill International Federation (IDF)



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Section I - Introduction

Definitions

Board means the Executive and Non-Executive directors, in a collective sense, of the Federation.

Board Members means any member of the Board.

Disciplines means downhill skateboard, streetluge and classic luge.

Executive Directors means the President, the Treasurer and the Secretary.

Non-Executive Directors means those members of the Board who are not Executive Directors.

Federation means the International Downhill Federation.

Honorary Member means someone who is a Member of the Federation whom, the Board has exempted from the requirement to pay an annual membership fee, generally due to their significant contribution to the sport.

Member means any person who has become a member of the Federation pursuant to Article 8 and satisfies the conditions of Article 9.

Article 1 - Name

An association called The International Downhill Federation is hereby created. The Federation is governed by Articles 21 to 79 of the local Civil Code and is registered in the register of associations of the District Court in Strasbourg.

Article 2 - Registered Office

It has its registered office at 18, rue de Strasbourg, Soleire, France. It can be transferred to any other place in the same town or in another town in France by decision of the Board.

Article 3 - Time Limit

The Federation's duration is unlimited.

Article 4 - Purpose

Its purpose is to organize and promote all downhill disciplines, namely, Skateboard, Streetluge and Classic Luge.

As such, its aims are to:

1. Coordinate and supervise the activities of actors (such as associations, individuals,

clubs) that organise events for the disciplines mentioned above.

2. Establish and maintain useful relations with public authorities.
3. Issue licenses, such as sanctioning licenses.
4. Establish and disseminate the rules of the various disciplines.
5. Provide training and development for relevant individuals and organisations.
6. Defend the material and moral interests of the sport.

The Federation will focus on these issues, in accordance with the Code of Ethics established by the International Olympic Committee, excluding itself from of any other activity. In particular, it will not involve itself in political or religious issues.

In delivering the above the Federation aims to encourage open and universal access to the sport, encourage ongoing education and training, as well as participation in social and civic life.

Article 5 - Means of action

The Federation's means of action are as follows:

1. Establish organizational rules and technical and sporting regulations for all Disciplines governed by the Federation.
2. Issue of licenses for event organisation to associations affiliated to the Federation, as well as individual membership to competitors.
3. Sanction the organization of events for the Disciplines, directly or through actors (associations, individuals, clubs, etc.). The events will be organized in accordance with legal and regulatory provisions in force.
4. Assist in the organization of international events.
5. Establish disciplinary powers appropriate to the Federation, monitor these powers and exercise them as required.
6. Organize any other event likely to promote the sport.
7. Organize training and educational courses to improve and disseminate knowledge and

skills of the areas specific to the Disciplines.

8. Keep records, compile information, and retain relevant documentation relating to the organization and development of sport.

Section II - Composition of the Federation

Article 6 - Members

The Federation consists of Members, of whom some are Honorary Members.

Article 7 - Adherence to Rules

Admission to membership implies that all members must abide by the Federation's statutes and rules of procedure.

Article 8 - Membership Fee

The membership fee and any other financial contributions are set by the Board. An individual cannot be a Member of the Federation if they have not paid their current membership fee, with exception of Honorary Members.

Article 9 - Members

- Must have paid the annual membership fee.
- The number of full members shall not be less than 8.
- The duration of membership lasts from the date of payment of the membership fee until the date 364 days after the date the Member joined.
- In case of failure to fulfill their obligations as a member, the Federation may withdraw a member's status.

Article 10 - Full members who are aged below 18 years

The membership application for a minor must be accompanied by authorization of one of his/her legal guardians.

Article 11 - Termination of Membership

A person ceases to be a Member if the person:

1. resigns (by written notice to the Federation);

2. fails to pay their membership fee or any other dues owed;
3. is expelled from the Federation;
4. dies.

Article 12 - Membership fee of terminated Member

The membership fee of resigning or expelled Members will not be refunded.

Article 13 - Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

1. is not capable of being transferred or transmitted to another person, and
2. terminates on cessation of the person's membership.

Article 14 - Membership at discretion of Board

Membership of the IDF is at the discretion of the Board and the Board reserves the right to deny an individual membership in the IDF due to any concerns about the individual's identity, behavior or moral character, or any other relevant consideration that may be brought to the attention of the Board.

Article 15 - Register of members

The Federation must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

Article 16 - Disciplining of members

1. A complaint may be made to the Board by any person that a member of the Federation :
 - a. has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - b. has persistently and wilfully acted in a manner prejudicial to the interests of the Federation.
2. On receiving such a complaint, the Board:
 - a. must cause notice of the complaint to be served on the member concerned; and
 - b. must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - c. must take into consideration any submissions made by the member in connection with the complaint.

3. The Board may, by resolution, expel the member from the Federation or suspend the member from membership of the Federation if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
4. If the Board expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action.
5. The expulsion or suspension does not take effect:
 - a. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b. if within that period the member exercises the right of appeal, unless and until the Federation confirms the resolution, whichever is the later.

Article 17 - Right of appeal of disciplined member

1. A member may appeal to the Federation in general meeting against a resolution of the Board under Article 16, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under clause (1), the secretary must notify the Board which is to convene a general meeting of the Federation to be held within 28 days after the date on which the secretary received the notice.
4. At a general meeting of the Federation convened under clause (3):
 - a. no business other than the question of the appeal is to be transacted, and
 - b. the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. If at the general meeting the Federation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Section III - Federation Resources

Article 18 - The Federation's resources

The resources of the Federation include, but are not limited to, any of the following:

1. dues and fees paid by its Members;
2. product demonstrations organized by the federation;
3. public subsidies;
4. resources created as an exception;
5. Product of payments for services rendered;
6. income property and securities belonging to the Federation;
7. donations and legacies; and
8. grants or other resources which are not contrary to law.

Article 19 - Accounting

The accounts of the Association are held in accordance with relevant laws and regulations. This will include an annual income and expenditure statement, and a balance sheet.

Section IV - Administration

Article 20 - The Executive

Pursuant to Decree 2002-488, The Board's must make every effort to reflect the composition of the membership, to ensure equal access for women and men.

The Federation is administered by the Board which will consist of:

- A President
- A Treasurer
- A Secretary
- at least 4 non executive directors

These officers are elected at the annual general meeting by a majority vote of the Board Members present or represented, for a period of 2 years.

In the event of a casual vacancy occurring in the membership of the Board, the Board may

appoint a member of the Federation to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

The Board may decide that other people participate in its meetings in an advisory capacity.

Only Members who have been a member of the Federation for at least 12 months are eligible for nomination to a position on the Board.

Article 21 - The Board's Powers

The Board:

1. controls and manages the affairs of the Federation;
2. may exercise all such functions as may be exercised by the Federation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Federation;
3. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Federation;
and
4. meets as often as is necessary for the proper management of the association and at least once a year.

Article 22 - The President

The President oversees the conduct of the affairs of the Federation, and enforces decisions of management. The President ensures compliance with all applicable rules and is charged with safeguarding the moral interests of the Federation.

The President may delegate his/her functions to other Directors of the Federation.

Article 23 - The Treasurer

The Treasurer must ensure:

1. that all money due to the Federation is collected and received and that all payments authorised by the Federation are made, and
2. that correct books and accounts are kept showing the financial affairs of the Federation,

including full details of all receipts and expenditure connected with the activities of the Federation

Article 24 - The Secretary

It is the duty of the Secretary to keep minutes of:

1. all appointments of office-bearers and members of the Board,
2. the names of members of the Board present at a Board meeting or a general meeting, and
3. all proceedings at Board meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting of the Federation.

Article 25 - Non-Executive Directors

The Non-Executive Directors consist of at least four Members at any given time.

Article 26 - Election of the Board

1. Candidates that wish to nominate themselves for election as Executive Directors or Non-Executive Directors must:
 - a. have been valid Members of the Federation for at least 12 months,
 - b. nominate themselves in writing or via electronic communication,
 - c. have their nomination clearly endorsed by two other members of the Federation, and
 - d. deliver the nomination to the secretary of the Federation at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
3. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
6. The ballot for the election of Executive Directors or Non-Executive Directors is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

Article 27 - Timing of Election

The duration of the term for Board Members is two years. The first election of the Federation shall take place in 2015.

Article 28 - Meetings and quorum of the Board

1. The Board may hold meetings from time to time at such place and time as the Board may determine.
2. Additional meetings of the Board may be convened by the president or by any member of the Board.
3. Oral or written notice of a meeting of the Board must be given by the secretary to each member of the Board at least 48 hours (or such other period as many be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
4. Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
5. A quorum is constituted by at least 3 members of the Board, one of whom must be an executive director.
6. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, those present may unanimously decide to adjourn the meeting to another time and place within

2 weeks, to be communicated to all Board Members.

7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, those present may unanimously decide to dissolve the meeting.
8. At a meeting of the Board:
 - a. the president or, in the president's absence, the secretary, or the treasurer or
 - b. if the president and the secretary are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

Article 29 - Delegation by Board to a committee

1. The Board may, by instrument in writing, delegate to one or more committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - a. this power of delegation, and
 - b. a function which is a duty imposed on the Board by any relevant law.
2. A function the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this rule, the Board may continue to exercise any function delegated.
5. Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A committee may meet and adjourn, as it thinks proper.

Article 30 - Voting and decisions

1. Questions arising at a meeting of the Board or of any committee appointed by the committee are to be determined by a majority of the votes of members of the Board or committee present at the meeting.
2. Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

Section V - Meetings

Article 31 - Annual general meetings – holding of

1. With the exception of the first annual general meeting of the Federation, the Federation must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Federation, convene an annual general meeting of its members.
2. The Federation must hold its first annual general meeting:
 - a. within the period of 18 months after its incorporation, and
 - b. within the period of 6 months after the expiration of the first financial year of the Federation.

Article 32 - Annual general meetings – calling of and business at

1. The Annual General Meeting is held once a year and at the call of the President, in consultation with the Board.
2. The annual general meeting of the Federation is to be convened on such date and at such place and time as the Board thinks fit.
3. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - b. to receive from the Board reports on the activities of the association during the last preceding financial year,
 - c. to elect Executive Directors and Non-Executive Directors of the Board,

- d. to receive and consider the Federation's annual financial report.
4. The Annual General Meeting is chaired by the President or another Executive Director if the President is unavailable.
5. An attendance sheet is signed by the members of the Assembly and certified by the president and secretary. For online meetings attendance is automatically recorded via the meeting software.

Article 33 - Special general meetings

Any meeting of an association that is not an AGM is called a special general meeting. These meetings can be held when necessary during the year (eg. to change, cancel or make by-laws, or change the management statement).

Article 34 - Notice

1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
2. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting.
4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

Article 35 - How to put a motion on the agenda

1. Any person entitled to vote at a general meeting can ask for a motion to be put on the agenda for a general meeting.
2. Written notice must be given to the secretary.

3. The secretary must put the motion on the agenda for the next general meeting.

Article 36 - Voting

1. On any question arising at a general meeting of the Federation a member has one vote only.
2. Voting on agenda items at general meetings will be conducted electronically for a period of 48 hours prior to the closure of the meeting. Members may vote wherever in the world they are located.
3. Proxies are not permitted.
4. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
5. A member is not entitled to vote at any general meeting unless all money due to the Federation has been paid.
6. Votes on issues relating to individuals will be by secret ballot, all other votes will be open.

Article 37 - Procedure

1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
2. Ten members present in person (being members entitled under these rules to vote at a general meeting and person being either physical presence or internet/phone presence) constitute a quorum for the transaction of the business of a general meeting.

Article 38 - Special general meetings – calling of

1. The Board may, whenever it thinks fit, convene a special general meeting of the association.
2. The Board must, on the requisition in writing of at least 20 per cent of the total number of members, convene a special general meeting of the Federation.
3. A requisition of members for a special general meeting:
 - a. must state the purpose or purposes of the meeting, and

- b. must be signed by the members making the requisition, and
 - c. must be lodged with the secretary, and
 - d. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
4. If the Board fails to convene a special general meeting to be held within 3 months after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

Article 39 - Minutes

The deliberations of the ordinary or special general meetings shall be recorded in the minutes, recorded in a special register and signed by the chairman of the meeting or by two officers.

Article 40 - Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Federation.

Article 41 - Reporting

In order to conform with relevant French law, the President is required to report to the District Court of Strasbourg and the Departmental Directorate of Youth and Sports any of the following events within three months of their occurrence:

1. any change to the Federation's articles of association;
2. any change to the title of the Federation;
3. any transfer of the registered office; or
4. any changes in the office.