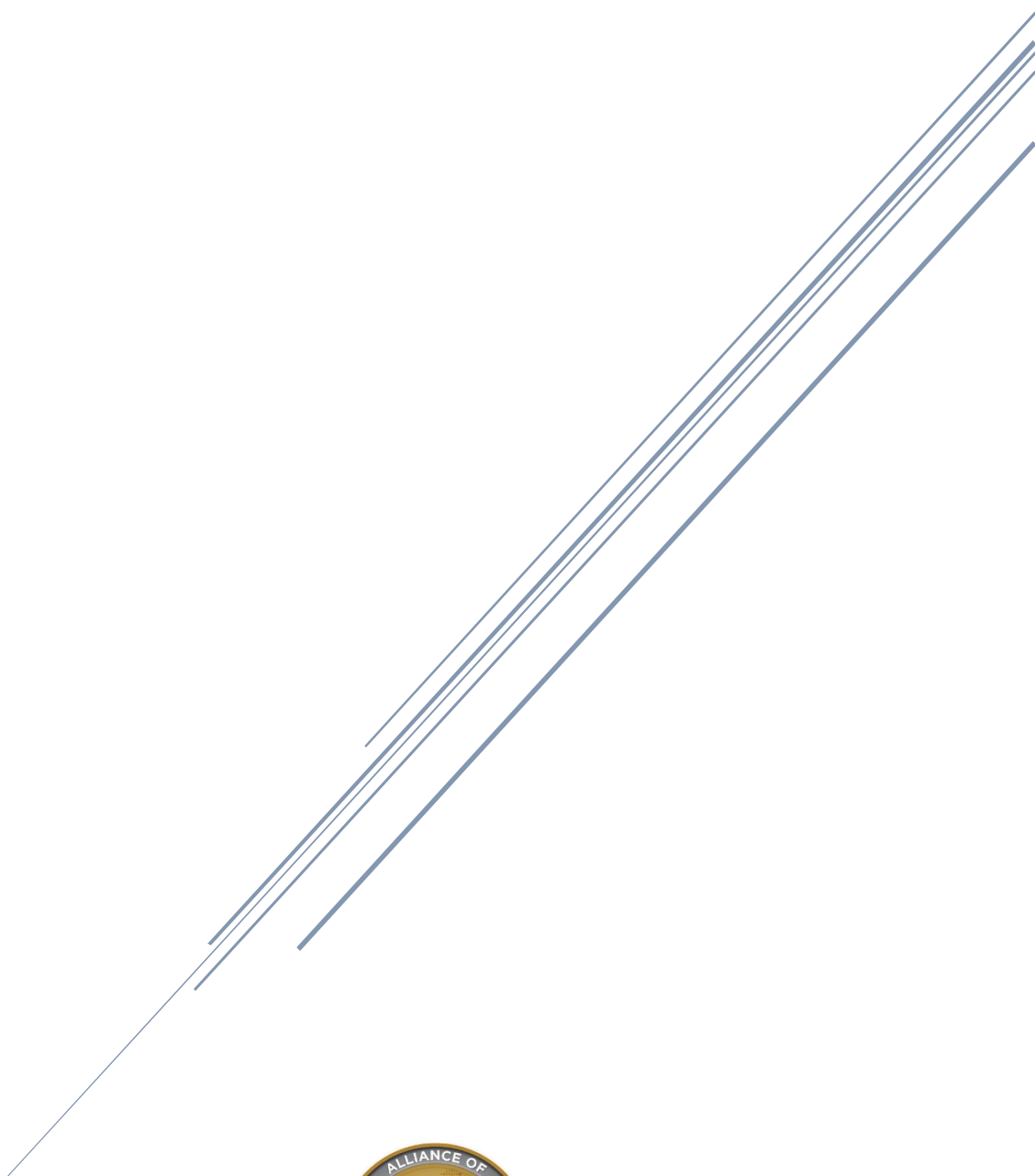


# STATUTES

Alliance of European Hockey Clubs



EDITION  
2016

[Skriv här]

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## Alliance of European Hockey Clubs E.H.C.

### Statutes

#### I. GENERAL PROVISIONS

- I.1. E.H.C. is an association of European Ice Hockey Clubs (as defined below) constituted as a non-profit organization (SWE: *Ideell förening*) under Swedish law.
- I.2. E.H.C. has its seat in Göteborg (Pixbo), Sweden.
  
- I.3. Purpose and principles**
  - I.3.1. E.H.C. is an alliance for the professional ice hockey clubs in Europe. It shall be fully owned and run by the clubs, for the clubs and with the purpose to represent its Member Clubs in all areas determined by its Member Clubs with the mandate to look after and safeguard their interests.
  - I.3.2. E.H.C. is an alliance where the power lies with the Member Clubs. It is the Member Clubs which empower the board to act on their behalf.
  - I.3.3. The General Meeting of the Member Clubs is the supreme legislative body, the Board is the executive body, while the Administration is the operational body.
  - I.3.4. E.H.C. does not aim at financial profit and has no own economic interests.
  - I.3.5. E.H.C. funds shall only be used for the benefit of their Member Clubs and shall be allocated only as authorized by the Member Clubs with complete transparency towards their Member Clubs.
  - I.3.6. Any European club which considers itself professional, and plays in first or second tier of his league or national system, can seek membership in E.H.C. A club is considered professional when it employs players through legally binding contracts.
  - I.3.7. An E.H.C. Member Club must act in the spirit of the E.H.C. and in compliance with its statutes, unless hindered by mandatory law or the respective members' statutes, by-laws or decisions by organs in the respective members' organizational structure that bind the member.
  - I.3.8. E.H.C. shall promote the interests of its Member Clubs vis-à-vis other ice hockey bodies, such as the International Ice Hockey Federation (IIHF) and third parties in the sporting field and, to the extent so specifically decided upon by the General Meeting, represent the Member Clubs in discussions with such organizations.
  
- I.4. The objectives of E.H.C. are mainly these:**
  - a) To improve the quality of the European professional ice hockey clubs, mainly in the areas of economy and sports.
  - b) To promote and improve the professional ice hockey competition in all its aspects and safeguard the overall interests of its Member Clubs and European ice hockey as a whole.
  - c) To support and encourage the exchange of knowledge and information between the Member Clubs of the E.H.C. alliance.

- d) To promote the interests of its Member Clubs as employers of players and always listen to and consider their concerns.
- e) To promote cooperation and good relations with the IIHF, the national federations and other ice hockey bodies as well as with other sport institutions.
- f) To contribute to the healthy development of European club competitions by taking active part in the relevant decision making process.
- g) To contribute to the good governance of European and world-wide ice hockey, in particular by participating in the appropriate bodies established within the IIHF, including providing input to the international match and event calendar.
- h) To exploit the commercial attractiveness and value of the Member Clubs collectively for the sole benefit of the Member Clubs.
- i) To support any activities which create value for the Member Clubs.

## **II. MEMBERSHIP**

- II.1. Any professional ice hockey club in accordance with I.3.6 may become a member of the E.H.C. A member club must be active in any of the recognized European ice hockey leagues.
- II.2. Each member who fulfills the requirements as set forth under II.1 and has paid the membership fees as set forth under II.5. shall have a voting right in the General Meeting. The voting rights shall cease if the requirements are no longer met.
- II.3. An application to join the E.H.C. must be made in writing, to be reviewed by the office and approved by the Board.

### **II.4. Rights of Member Clubs**

The E.H.C. Member Clubs shall have the following rights:

- a) To participate in the activities of E.H.C. and thus taking part and responsibility in shaping the future of European club hockey;
- b) To take advantage of the opportunities and benefits that E.H.C. may obtain;
- c) To make suggestions to the Board to improve the implementation of the objectives of the E.H.C.;
- d) To attend the General Meeting, with the right to speak and vote;
- e) To propose candidates for the Board;
- f) To be informed of the state of the E.H.C. accounts;
- g) To be informed of the decisions adopted by the General Meeting and by the Board;
- h) To be regularly informed about the activities of E.H.C.

### **II.5. Obligations of Member Clubs**

The E.H.C. Member Clubs shall have the following obligations:

- a) To pay the annual membership fees;
- b) To notify the E.H.C. Office of their address and their appointed representatives;
- c) To comply with these statutes, and in particular with the Objectives set out in I.4. of the Statutes;
- d) To comply with any regulation and/or decision taken by the General Meeting and/or the Board;
- e) To actively contribute to the work of E.H.C. in trying to reach its objectives;
- f) To reflect and promote the positions adopted by E.H.C.;
- g) To act in good faith at all times towards E.H.C. and other Members;

## **II.6. Suspension of Membership**

- II.6.1. A Member Club may be suspended by the General Meeting if it breaches these Statutes, or does not comply with the obligations as set forth under II.5 or does in any way bring the sport and the E.H.C. into disrepute.
- II.6.2. The decision of suspension shall be taken by the General Meeting by simple majority of the Member Clubs present and it shall specify the reason and duration of the suspension imposed on the Member Club.
- II.6.3. The Board may suspend a Member Club at any time with immediate effect and it shall specify the reasons and the duration of the suspension imposed on the Member Club. In such case, the decision shall stay in full force and effect until the next General Meeting, unless it expires before.
- II.6.4. A suspended Member Club shall lose its membership rights for the duration of the suspension, but shall retain the rights to be informed about the activities of the E.H.C.
- II.6.5. The club can appeal a suspension to the General Meeting.

## **II.7. Termination of Membership**

- II.7.1. A Member Club may withdraw its membership of E.H.C. at any time by giving a formal notice in writing to the Board. The termination will be effective upon the E.H.C. office receiving the formal notice in writing. A membership fee already paid will not be reimbursed.
- II.7.2. A member may be expelled from E.H.C. if it:
  - a) Fails to settle its financial obligations towards E.H.C.
  - b) Seriously breaches these Statutes or any regulation or decision made by the General Meeting or who acts against the interests of the E.H.C. by willful intent or due to gross negligence. Exclusion from the E.H.C. can only be decided by the General Meeting with a 70 percent majority of votes.
  - c) Fails to attend two consecutive General Meetings.

## **III. ORGANS**

The Organs through which E.H.C. may act shall be:

- a) The General Meeting
- b) The Board

### **III.1. General Meeting**

#### **Composition:**

- III.1.1. The General Meeting is the supreme body of the E.H.C. and shall consist of every Member Club of E.H.C.
- III.1.2. Each Member Club shall appoint a voting representative to attend the General Meeting.
- III.1.3. The Board Members and the Managing Director participate in the General Meeting without voting rights, except when a Board Member is appointed as representative of his/her Member Club.
- III.1.4. The President may invite interested third parties to attend meetings.

#### **Powers:**

- III.1.5. The General Meeting has the following powers:
  - a) To modify these statutes
  - b) To hold elections in accordance with the rules set out in (III.1.9 – III.1.13)

- c) To approve the annual membership fees and the annual budget proposed by the board
- d) To approve the accounts
- e) To appoint an auditor
- f) To discharge any Board Member or the full Board
- g) To suspend or expel any Member Club upon a proposal of the Board
- h) To dissolve E.H.C.
- i) To approve or reject proposals brought forward by the Board

**Meetings:**

- III.1.6. The General Meeting shall be chaired by the E.H.C. President
- III.1.7. The General Meeting will be held in principle once a financial year, at a time decided by the Board, but ideally in June.
- III.1.8. Extraordinary General Meetings may be held if requested by at least 25 percent of the members.
- III.1.9. The Managing Director will notify Member Clubs about the date and place of the meeting at least 40 days before the day of the General Meeting. The official notification call for the General Meeting, including all items on the agenda, must be issued at least 20 days before the day of the General Meeting. Any Member Club may, at least 15 days before the day of the General Meeting, request additional items to be placed on the agenda. Such request must be supported by at least two additional Member Clubs. The Managing Director shall notify Member Clubs of the final agenda, including all additional items at least 10 days before the day of the General Meeting.

**Quorum:**

- III.1.10. The General Meeting shall be validly convened if the number of attendees represents at least two thirds of the Member Clubs.
- III.1.11. Decisions of the General Meeting shall be adopted by simple majority of the present Member Clubs ('one-club-one-vote'), except for any decision to i) transfer the seat of E.H.C. ii) to amend the statutes of E.H.C. iii) to dissolve E.H.C. iv) to expel a Member Club from E.H.C. or v) to discharge a Board Member or the full Board, which must be adopted by 70 percent of the Member Clubs present.

**Voting Rights and procedures:**

- III.1.12. Each Member Club shall have one vote, which shall be exercised on its behalf by its appointed representative.
- III.1.13. Votes by proxy shall be permitted, votes by letter shall not be permitted.
- III.1.14. Votes shall be open (i.e. 'show of hands'), unless at least one third of the Member Clubs present request a secret ballot.

**Minutes:**

- III.1.15. Minutes of the General Meeting shall be sent to all Member Clubs within 30 days of the meeting.
- III.1.16. Minutes shall be signed by the President and the Managing Director, and two scrutineers named by the General Meeting prior to its opening.

### **III.2. Board**

#### **Composition:**

- III.2.1. The Board is the executive body of E.H.C. and shall as of financial year 2017-2018 be composed of 7 members elected by the General Meeting. These 7 Members must come from different countries.
- III.2.2. Candidates shall be proposed by Member Clubs to the Managing Director in writing at least one month before the date set for the elections.
- III.2.3. The Board appoints from among its members:
  - a) A President, who shall act as E.H.C. President and chair board meetings.
  - b) Two vice-presidents.

The President and the two vice-presidents form the Executive Committee ('Exco') within the Board. The main role of the 'Exco' is to, together with the Managing Director, prepare board meetings and to be a practical body for the Managing Director when he needs approval for decisions which do not need board approval. [Internal Board guidelines will set forth specifications]. Ultimately, it is the 'Exco' that decides about which issues must be referred to the board for approval.

#### **Eligibility Requirements**

- III.2.4. All Board Members must hold active office with a Member Club for the entire period of their term of office. All Board Members must be from different Member Clubs and from different countries. 'Active office' means that the Board Member is actively involved in the day-to-day management of a Member Club and/or holds an executive or ownership position in that club, such as member of its board.
- III.2.5. All Board Members must be independent, which means that a Board Member cannot hold a position with any third party which is of such nature that it compromises a Board Member's independence towards the E.H.C. and/or constitutes a possible conflict of interest. Any circumstance which may either compromise independence or which may constitute a conflict of interest, must be disclosed to the Managing Director, who shall inform the other Board Members of such disclosure. If the other Board Members find that such conflict of interest exists, then the Board Member who holds such a conflicting position with a third party will be given an option to give up the conflicting position or reconsider his position as E.H.C. Board Member.

#### **Obligations of the Board Members**

- III.2.6. Board Members shall:
  - a) Be present at the meetings of the Board with a minimum presence of 50 percent of the meetings per financial year / sporting season.
  - b) Actively contribute to the meetings and work of the Board in advancement of its objectives.
  - c) Reflect and promote consistently the positions adopted by E.H.C. and the Board, and
  - d) Act in good faith towards E.H.C., the Member Clubs and the Board.

#### **III.2.7. Powers**

The Board has the following powers:

- a) To direct the activities of E.H.C. and its economic and administrative management, for which purpose it may perform all such acts and sign all such contracts as it may

find appropriate, as long as they are aligned with the will and directions of the General Meeting, as listed under III.1.4.;

- b) To implement the decisions adopted by the General Meeting;
- c) To submit proposals to the General Meeting, including proposals for suspension or expulsion of any Member Club;
- d) To decide on any membership issue, except for the powers attributed to the General Meeting under III.1.5. f) and g);
- e) To prepare the annual budget and submit it to the General Meeting;
- f) To adopt such regulations and take such decisions as necessary to implement these Statutes;
- g) To appoint the representatives of E.H.C. in any other appropriate bodies established within the IIHF, or any other relevant body;
- h) To appoint the Managing Director;
- i) To create committees, expert and/or working groups it deems necessary for the advancement of E.H.C. and to appoint members of such committees or groups;
- j) To ensure that any relevant information from the IIHF, or any established bodies within the IIHF, or any other relevant body is communicated to the E.H.C. Board.
- k) To present proposals to the appropriate bodies established within the IIHF and any other relevant ice hockey related organizations.
- l) To engage in discussions and enter into agreements with the IIHF and any other relevant ice hockey related organizations; and
- m) To take decisions on all necessary matters which do not fall under the listed powers of the General Meeting.

#### **Term of Office**

- III.2.8. The members of the Board shall serve a term of one year with the possibility of renewal. Their term of office runs from the first General Meeting in a one-year E.H.C. cycle till the next General Meeting.
- III.2.9. If a Board Member elected by the General Meeting withdraws or becomes no longer eligible to serve on the Board during his term of office, a replacement will be elected by Member Clubs of the relevant country, or league or region, for the remaining period of his term.

#### **Meetings**

- III.2.10. The E.H.C. President shall chair the Board meetings. In his absence, one of the Vice-Presidents, shall chair the meeting.
- III.2.11. The Board shall meet as often as determined by the E.H.C. President, or when requested by the Board Members, but as a rule no less than three times per year.
- III.2.12. Board Members shall, in principle, be notified at least 30 days in advance of any Board Meeting. The Managing Director will notify Board Members of all items on the agenda together with the date and place of the meeting. Board Members may, latest 25 days before the day of the Board Meeting, request additional items to be put on the agenda. The Managing Director shall notify Board Members of the final agenda, including additional items, latest 22 days before the day of the Board Meeting.
- III.2.13. The Managing Director participates in the Board meetings without voting rights.
- III.2.14. The President may invite interested third parties to attend meetings.

#### **Decisions**

- III.2.15. The Board shall be validly convened if a minimum of five Board Members attend the meeting.



- III.2.16. Decisions of the Board shall be adopted by simple majority of the Board Members present. In the event of a tie, the President shall have the casting vote.
- III.2.17. A decision in writing (including by fax) signed by all Board Members shall be valid and effective as if it had been adopted at a Board meeting.

#### **Voting Rights and Procedures**

- III.2.18. Each Board Member shall have one vote.
- III.2.19. A Board Member who is unable to attend a Board meeting cannot be replaced by a substitute but has the obligation to appoint another Board Member for any vote. That Board Member must produce a proxy in writing. Such proxies shall be delivered to the Managing Director. Any given Board Member cannot have more than three votes at a Board Meeting.
- III.2.20. Votes shall be open (i.e. 'show of hands'), unless at least half of the Board Members present request a secret ballot.

#### **Minutes:**

- III.2.21. Minutes of the Board meetings shall be sent to all Board Members within 20 days of the meeting.
- III.2.22. Minutes shall be signed by the President and the Managing Director.

### **IV. ADMINISTRATION**

#### **Functions**

- IV.1. The E.H.C. Administration shall be headed by the Managing Director who has the following functions:
- a) To organize and prepare the General Meetings and the Board Meetings, as instructed by the latter;
  - b) To attend, without voting rights, the General Meetings and the Board Meetings, and to write minutes of each such meeting;
  - c) To prepare the annual budget;
  - d) To supervise the accounts of E.H.C.; and
  - e) To perform all tasks that are entrusted to him by the Board.

#### **Appointments and Remuneration**

- IV.2. The Managing Director is appointed by the Board. He/she shall receive the remuneration as determined by the Board

### **V. REPRESENTATION AND FINANCES**

#### **V.1. Representation**

- V.1.1. The E.H.C. President shall represent E.H.C. vis-à-vis third parties.
- V.1.2. The Board shall determine the signatory powers within E.H.C. and the limits within which such powers may be exercised.

#### **V.2. Membership Fees**

- V.2.1. The economic resources of E.H.C. shall consist of membership fees.
- V.2.2. The annual membership fee shall be proposed by the Board in reasonable manner, having regard to the composition of E.H.C. and shall be approved by the General Meeting.
- V.2.3. The membership fee shall be paid at the beginning of the financial year, or as determined by the General Meeting.

V.2.4. Only the assets of E.H.C. shall be liable for the debts of E.H.C. There is no liability of the Member Clubs for liabilities of E.H.C.

**V.3. Accounts and Financial Year**

V.3.1. Each year, the Board shall draw up the accounts for the previous financial year and submit them to the General Meeting for approval.

V.3.2. The financial year shall run from 1 July to 30 June of the following year.

**V.4. Financial Audit**

V.4.1. E.H.C. shall have its accounts audited by an independent auditor to be appointed by the Board and approved by the General Meeting.

**VI. FINAL PROVISIONS**

**VI.1. Dissolution of the E.H.C.**

VI.1.1. In the event of dissolution of the E.H.C., the Board shall act as the liquidating committee and settle all debts. Any remaining assets of the E.H.C. shall be divided between the clubs who were members at the time of the dissolution, or according to the decision taken at the General Meeting which has been called for that purpose.

**VI.2. Official Language and Communication**

VI.2.1. The official language of E.H.C. is English. This refers to all E.H.C. meetings and written communication.

VI.2.2. If official documents of E.H.C. are published in several languages, the English version shall be authoritative.

VI.2.3. Communication to the Member Clubs and/or the Board shall be by regular mail, fax or email.

**VI.3. Governing Law and Dispute Resolution**

VI.3.1. These Statutes shall be governed by the laws of Sweden, for as long as the seat of E.H.C. remains in Sweden.

VI.3.2. In the event of any dispute or difference relating to or arising out of these statutes, including its validity, implementation, enforcement, execution, interpretation, termination or cancellation, then the respective parties' leaders shall meet upon written or verbal request of either party and shall in good faith attempt to resolve the dispute.

VI.3.3. Should a dispute not be solved in good faith, it shall be settled by public courts with the District Court in Gothenburg, Sweden as first court of instance.

**VI.4. Matters Not Covered For**

VI.4.1. The Board shall have the power to decide on matters not covered in these Statutes, provided that such matter falls within the scope of E.H.C.'s purpose and objectives under these Statutes. Further provided that if any such matter which, in light of the scope and nature of the E.H.C.'s operations, is of an unusual nature or of great significance, it shall be referred to the General Meeting.

## **VI.5. Exceptional Provisions**

At the occasion of the 1<sup>st</sup> E.H.C. General Meeting on 13 June in Berlin, the General Meeting decided/approved to the following:

- a) To re-elect in full the nine-man Interim Board to serve the first financial year 1 July 2016 – 30 June 2017 to maintain continuity and momentum during the initial period of establishment and rapid development of the E.H.C.
- b) Starting with the second financial year 1 July 2017 – 30 June 2018, the E.H.C. Board will be composed of seven Board Members, as written in these Statutes, with new Board elections to take place at the General Meeting in June 2017.
- c) Due to the situation with the Swedish SHL-clubs who needed time to clarify whether there are any conflicts between the E.H.C. Statutes and the SHL clubs' shareholder agreement, it was decided to postpone the payment of the 2016 Membership Fees (€2000) with a due-date of 31 August 2016.
- d) That these Statutes – which are an updated version of the preliminary statutes sent to the clubs prior to the 13 June 2016 meeting – shall be approved and adopted by the Member Clubs at the autumn meeting on 3 November 2016.