

EUROLEAGUE PLAYERS ASSOCIATION

Statutes

CHAPTER I – Name, seat and organizational area

SECTION 1 – Name and organizational area

1. This organization shall be known as the “EuroLeague Players Association” (hereinafter referred to as “ELPA” or “Association”). Within a legal context and communication the name may be abbreviated to “ELPA”.
2. After registration in the register of associations the name of the Association shall bear the suffix “e.V.”
3. The organizational area shall comprise Europe and the Middle East, specified by the geographic origin of the professional basketball clubs admitted to play in the EuroLeague by the competition organizer EuroLeague Commercial Assets S.A. (Luxembourg) (“ECA”).

SECTION 2 – Seat and business year

1. The registered seat of ELPA shall be in Frankfurt, Germany.
2. The business year of the Association commences on July 1st and ends on June 30th of every year. The first year of business shall be a short fiscal year.

CHAPTER II – Tasks and objectives

SECTION 3 - Objectives

1. ELPA pursues its objects as an association of professional Basketball players (in German: “Berufsverband”).
2. The tasks and objectives of ELPA are in particular:
 - a. Co-determination in the definition of working conditions within the EuroLeague, in particular by pursuing collective bargaining agreements with the relevant stakeholders of the EuroLeague;
 - b. representing the members towards ECA, or any potential legal successor, and towards the individual clubs who are participating in the EuroLeague;
 - c. influencing legislation, in particular in the field of labor and social law, as well as of the regulatory framework of the EuroLeague or any other institution relating to international professional basketball;
 - d. obtaining and securing the right of co-determination of basketball players in competitions and clubs;
 - e. improving health care and occupational safety measures to enhance player protection;
 - f. improving insurance coverage and pensions;
 - g. promoting educational, civic, and social welfare as well as other activities with respect to the economic security and general social welfare of basketball players (both during and after their playing careers);
 - h. representation of the members and their interests towards the media and the public;
 - i. maintaining international relations, in particular cooperating with other international and national players 'unions and players' associations.
3. ELPA is independent from ECA, from national and international basketball associations, including but not limited to the International Basketball Federation (“FIBA”) and FIBA Europe, from individual basketball clubs, state authorities, and other institutions outside ELPA. At the same time, ELPA will strive to cooperate with other labor organizations in the best interests of its members.

SECTION 4 – Charitable cause

1. ELPA selflessly pursues charitable tax-privileged purposes under applicable German tax regulations.
2. ELPA does not primarily pursue self-economic purposes. The funds of ELPA may only be used for statutory purposes. The members receive no profit shares or in their capacity as members other benefits from the funds of the ELPA. No person may be favored by expenses that are foreign to the purpose of ELPA or by a disproportionately high remuneration.
3. If ELPA is dissolved or if its previous purpose ceases to exist, the assets may only be used for a tax-privileged purpose.

CHAPTER III – Membership

SECTION 5 – Types of membership and eligibility

1. Membership in ELPA is distinguished in:
 - a. full members; and
 - b. associated members.
2. All persons who are employed as players by clubs which participate in the EuroLeague shall be eligible for membership in ELPA as full members.
3. Full members formerly employed for at least one year by a club which played EuroLeague at the time of the player's employment or players that retired from such employment after participating in EuroLeague competition will become associated members, unless they terminate their membership pursuant to SECTION 9.

SECTION 6 – Rights and obligations of members

1. Members have the following rights in particular:
 - a. to have their interests represented by ELPA in accordance with SECTION 2,
 - b. to benefit from the activities and services provided by ELPA; and
 - c. to participate in the General Assembly and exercise their membership rights through the player representatives pursuant to SECTIONS 11 and 12.
2. Members have the following obligations in particular:
 - a. to observe the statutes, regulations and decisions of ELPA,
 - b. to inform the Management of ELPA of any changes of their employment affiliation to a respective club (e.g. in case of a player transfer or retirement) or a change of address
 - c. to pay the membership fee in accordance with SECTION 8.

SECTION 7 – Membership application

1. Any person eligible for membership in ELPA may execute an application form and pay the annual membership fees in order to become a member.
2. The application for admission must be submitted to the Management. The request of a player who is a minor requires the written consent of his legal representatives. By signing the application for admission, the Statutes and regulations of ELPA are recognized in their valid versions.
3. If there is just cause, the admission may be refused upon a respective decision by the Players' Board.

SECTION 8 - Membership fees

1. The financial resources necessary to carry out the tasks of ELPA shall be covered by membership fees. Members are required to pay membership fees in different amounts, depending on a player's income. Further details are regulated in the Membership Fee Regulations.
2. The Membership Fee Regulations shall be adopted by the Players' Board, subject to confirmation by the General Assembly. The same applies to changes in the Membership Fee Regulations. In exceptional cases, the collection of special fees may be adopted by decision of the General Assembly.
3. The Membership Fee Regulations can be viewed by each member.
4. ELPA services and benefits are only granted if the membership fee has been duly paid.

SECTION 9 – End of membership, suspension and expulsion

1. A membership ends with a member's death, resignation or expulsion.
2. Resignation must be declared in writing, addressed to the Management. The resignation of a member who is a minor requires the written consent of his legal representatives. Resignation is subject to a 30 days notice period and must be declared prior to 30 September of each year. Upon receipt of the resignation, all services and benefits of the Association towards the resigning player shall end, unless certain entitlements (e.g. pension or health insurance benefits) are vested at the time the resignation becomes effective.
3. Membership may be suspended by a decision of the Management if the member concerned, despite a written notice, refrains from paying the membership fees. The notice is only permitted one month after the due date. The suspension of membership may not be decided unless after the expiration of another month after sending the notice the outstanding membership fees have not been fully paid. In the case of settlement of the outstanding membership fees after this date, the suspension may be lifted by the Players' Board.
4. A member who, by his conduct, infringes the interests or reputation of ELPA, violates its purpose, violates the Statutes or regulations based thereon, refuses to comply with the decision of the association bodies, or has obtained membership through false statements, is or becomes a member of a competitor labor organization, as well as members on whose entry as a member substantial facts had been present which would have resulted in the refusal of their admission, may be expelled. An expulsion is possible if there is a substantial default in the payment of membership fees for over one year. The Management decides on the expulsion. If any member is expelled, membership fees already paid are not refunded; fees due at the time of expulsion are still to be paid.
5. An appeal against the expulsion may be lodged with the Players' Board within a period of one month from the notification of the expulsion. The appeal must be substantiated. An appeal has suspensive effect only if substantiated. If the person concerned does not object, the expulsion will take effect on the expiry of the time-limit to appeal. The General Assembly decides over the appeal definitively.

CHAPTER IV – Organizational structure

SECTION 10 – Association bodies

1. The bodies of the Association are:
 - a. the **General Assembly** (in German: "Mitgliederversammlung");
 - b. the **Players' Board** (in German: "Spielerausschuss"); and
 - c. the **Management** (in German: "Vorstand").
2. According to the provisions herein other bodies may be established. In particular and subject to approval of the Players' Board as stipulated herein, the Management is entitled to appoint a Secretary General as "Special Representative" according to Sec. 30 of the German Civil Code (BGB).

SECTION 11 – General Assembly

1. The General Assembly is the highest body of the Association.
2. The General Assembly consists of all player representatives (the "Delegates "). It exercises its functions through the Delegates. All members are entitled to attend the General Assembly, whereby voting rights are reserved to the Delegates. The Delegates are elected by the members employed by the individual clubs participating in the EuroLeague pursuant to SECTION 12.

3. The General Assembly is not public, unless decided otherwise by a majority vote in the General Assembly.

SECTION 12 – Election of Delegates

1. Each team admitted to participating in the EuroLeague competition and regardless of the total number of teams shall have one (1) Delegate and one (1) Alternate Delegate. At the time of the foundation of ELPA the number of teams regularly admitted to the EuroLeague competition is 16. The General Assembly therefore consists of 16 Delegates, each of whom may be substituted by the Alternate Delegate of his team.
2. The Delegates shall be elected for a one (1) year term. The elective body is formed by those players of each club, who are members of ELPA. In the election each member shall have one (1) vote for the Delegate and one (1) vote for the Alternate Delegate.
3. The election takes place at a meeting convened each year before October 1. The meeting shall be convened at the invitation of the Management sent to the members of each club. An invitation shall be sent out to the members before August 31 of each year. The election is made by a simple majority of votes.
4. Until a Delegate and an Alternate Delegate are elected, the predecessor Delegates (so long as they remain on the same team) shall continue to serve. In the event that neither the respective Delegate nor the Alternate Delegate is available, the members of ELPA of that respective club shall elect another player of that club as an Interim Delegate at their earliest convenience. The election is made by a simple majority of votes.

SECTION 13 – Ordinary and extraordinary General Assembly

1. An ordinary General Assembly must take place once every year between June 1 and September 30.
2. The General Assembly is formed by one Delegate per club participating in the EuroLeague. All members may attend the General Assembly.
3. If in the future the number of teams or clubs admitted to the EuroLeague competition increases or decreases the number of Delegates changes accordingly.
4. Members of the Players´ Board are considered regular guests.
5. The sessions of the General Assembly can take the format of either:
 - a. a physical meeting of the Delegates; or
 - b. a virtual meeting of the Delegates, i.e. a remote correspondence and discussion amongst the members (by using email, a website, video-conferencing, or any other appropriate means of communication as decided by the Management). If the General Assembly is held in form of a virtual meeting the chairmen of the Assembly shall ensure that all members are able to follow the meeting and dispose of the necessary technical means to exercise their voting rights and right to speak.
6. The General Assembly is convened at the invitation of the Management via email. An invitation is considered formally submitted, if the Management has received an email receipt that the invitation has been delivered to the recipient's mailbox (delivery receipt).. Accordingly, time and place are determined by the Management. Notice of the General Assembly shall be provided to the Delegates at least fourteen (14) days before the date of the General Assembly.
7. The agenda shall be provided to the Delegates latest five (5) days before the date of the General Assembly. Members shall also receive the agenda in order for them to decide whether they want to attend the General Assembly.
8. Proposals for the agenda may be made by the Players´ Board or a Delegate. Proposals made by a Delegate shall be provided to the Management in writing latest ten (10) days before the date of the General Assembly.
9. The Management may convene an extraordinary General Assembly. The Management is obliged to convene an extraordinary General Assembly if:
 - a. the fate of the Association requires it to submit to the highest body of the Association particularly urgent matters of advice and decision-making;
 - b. a majority of the Delegates request the convocation in writing to the Management, stating the purpose and reasons for an extraordinary General Assembly.

10. An extraordinary General Assembly is to be convened no later than sixty (60) days after submission of the request.
11. The rules governing the ordinary General Assembly defined by these Statutes shall also govern an extraordinary General Assembly.

SECTION 14 – Competence of the General Assembly

The General Assembly is competent to deal with the following matters:

- a. elect the Players' Board;
- b. adopt the Annual Report and the Annual Accounts;
- c. grant discharge to the Management;
- d. decide on the appeal against the expulsion of a member from the Association;
- e. decide on amendments to or modifications of the Statutes;
- f. take action on any matters referred by the Players' Board;
- g. take action on any matters otherwise vested in it by these Statutes; and
- h. approve the minutes of the last General Assembly;
- i. decide on the dissolution of the Association.

SECTION 15 – Organization and Decision-Making in the General Assembly

1. The General Assembly takes decisions by the majority of votes of the Delegates present. Each Delegate has one vote.
2. The President of the Players' Board chairs the General Assembly, in his absence the First Vice President. If the deliberations and decision-making concern a matter personally affecting the President, or the First Vice President, or in their absence, the Management chairs the General Assembly; if the Management is formed of more than one person, the eldest member of the Management shall be the chairperson.
3. The General Assembly can take a decision when a simple majority of the votes validly cast is reached, except when a qualified majority is required by these Statutes or by law.
4. Abstentions are not counted. Decisions are taken by an open vote, unless otherwise decided by the chairman or by a majority vote of the Delegates present. The election of the Players' Board is conducted pursuant to SECTION 18.
5. Amendments to the Statutes require a majority of two-thirds (2/3), the dissolution of the Association a majority of four-fifths (4/5) of the valid votes cast.
6. The Management is responsible for recording the minutes of the General Assembly. The minutes shall be sent to all members within sixty (60) days of the General Assembly. The minutes shall be regarded as approved if, within thirty (30) days of their dispatch, if no objections are raised. In the event that any objections are received, the minutes shall be placed on the agenda of the next General Assembly for consideration.
7. Decisions passed by the General Assembly shall come into effect immediately after the close of the General Assembly, unless the General Assembly or these Statutes fix another date for a decision to take effect.

SECTION 16 – Players' Board

1. The Players' Board is the advisory body to the Management of ELPA. Its members are also (non-legal) representatives of ELPA in public. The Players' Board shall be composed of:
 - a. the President;
 - b. the First Vice-President; and

- c. three Vice Presidents.
2. The President, the First Vice-President and the three Vice Presidents are active professional basketball players participating in the EuroLeague.
3. The term of office for the members of the Players' Board shall be as follows:
 - a. the President – 3 years;
 - b. the First Vice President – 2 years; and
 - c. three Vice Presidents – 2 years;
4. The term of any member of the Players' Board ends, if he ceases to actively play for a club in the EuroLeague. If the President ceases to actively play for a club in the EuroLeague, he will be substituted by the First Vice President. If any Vice President ceases to play, he will not be substituted until the next regular General Assembly is held. If only two members remain on the Players' Board an immediate re-election has to be convened by the Management.
5. The members of the Players' Board may be re-elected twice.

SECTION 17 – Roles in the Players' Board

1. The President shall attend and preside at all the meetings of the Players' Board and the General Assembly.
2. The President shall convene, in consultation with the Management, periodic meetings of the Players' Board, at least once per year. The President shall convene extraordinary meetings of the Players' Board if deemed necessary and, in addition, whenever requested by a majority of the members of the Players' Board.
3. The President has full authority to speak on behalf ELPA in public.
4. In case of a split vote in the Players' Board the President shall have the casting vote.
5. If a vacancy in the Presidency occurs at a time when a Vice President is in office, the Vice President shall immediately assume the Presidency and continue in that office for the remainder of his predecessor's term.
6. The Vice President shall be the second highest officer in the Players' Board. He shall serve in the President's stead if the President is unavailable to preside over any Association meeting. He shall also succeed to the Presidency if for any reason the President is unable to carry out the responsibility of his office for a period longer than six consecutive months.
7. The three (3) Vice Presidents shall assist the Association in the performance of its activities and shall work under the direction of the President.

SECTION 18 - Election of the Players' Board

1. The Players' Board is elected by the General Assembly.
2. Any member who is an active player for a club participating in the EuroLeague is eligible to be elected to the Players' Board. Candidates must submit their interest to Management before the next regular General Assembly at which the election of the Players' Board is held.
3. The nomination of candidates for each of the offices to be filled shall take place at the beginning of the General Assembly. Any member shall be eligible to be nominated and to hold office.
4. After the nominations have been concluded, a secret ballot election among the Delegates shall be conducted as follows:

The preparation of the ballots, the process of the election and certifying the tally of ballots shall be the responsibility of a three (3) member Election Committee. The Election Committee shall provide for and implement safeguards necessary to insure a fair election.

In a first round of voting, the ballot shall contain the names of all nominees for the Players' Board. Each Delegate shall be permitted to vote for a maximum of five candidates with one vote per candidate. The candidates receiving the five

highest numbers of votes shall be elected to constitute the Players' Board. If there is a tie vote for the fifth spot or a tie vote which makes it impossible to determine the five candidates elected for office, a rerun secret ballot election shall be promptly conducted among the candidates who were tied. Once the Players' Board is elected, the Delegates shall among the elected members of the Players' Board elect the President and the First Vice President. In regard to the election of the President and the First Vice President each Delegate shall have one vote per candidate. The candidate receiving the highest number of valid votes shall be elected President; the candidate receiving the second highest number of votes shall be elected First Vice President. If there is a tie vote, a rerun secret ballot election promptly shall be conducted. Those candidates who were tied shall be placed on the ballot.

5. After the tallying of ballots has been completed and the Election Committee has certified the results of the election for each office, the Election Committee shall announce the official results of the election for each office.

SECTION 19 – Competence of the Players' Board

1. The Players' Board is an advisory body to the management of ELPA.
2. The Players' Board shall ensure the Management takes all measures necessary to fulfill the tasks and objectives set out in CHAPTER II.
3. The Player's Board shall carry out all tasks which are not assigned by the Statute to another organ of the Association (i.e. the Management or General Assembly).
4. The tasks of the Players' Board are in particular:
 - a. appoint the Management and determine the number of persons that shall form the Management;
 - b. establish rules of procedure for the Management once consisting of more than one person;
 - c. control of the use of the assets of ELPA;
 - d. determine the salary of the Managing Director;
 - e. approval of collective agreements negotiated by the Management;
 - f. monitoring compliance with the Statutes;
 - g. support the Management in the implementation of the decisions of the General Assembly;
 - h. in any other cases stipulated in these Statutes.

SECTION 20 – Organization and Decision-Making in the Players' Board

1. The President, with the help of the Management, shall convene a regular meeting of the Players' Board at least once a year, upon at least seven days notice of the time and place of the meeting. A special meeting of the Players' Board shall be convened, if requested by a majority of the members of the Players' Board.
2. The President shall attend and preside at all the meetings of the Players' Board. In his absence, the role is taken over by the First Vice President.
3. At any meeting of the Players' Board, the participation of a majority of the voting members shall constitute a quorum, with at least the President or the First Vice President being present. The Players' Board may act by a majority vote of those participating.
4. Each member of the Players' Board shall have one (1) vote. A decision shall require a majority of the votes cast. In case of deadlock, the President shall have the deciding vote. In the absence of the President, the First Vice President shall have the deciding vote.
5. In carrying out its activities, the Players' Board may establish subcommittees which, in its judgment, would serve the Association's interests. The number and composition of any such subcommittee shall be determined by the Players' Board.

SECTION 21 – Management

1. The Management is the only legal representative of ELPA.

2. The Management shall consist of one person at the time of the foundation of ELPA.
3. In following years the Management may upon decision by the Players´ Board be enlarged up to a maximum of five (5) persons. Persons who serve in the Management do not have to be members of ELPA.
4. The head of the Management is the Managing Director. If the Management will be formed of more than one person the Players´ Board decides by simple majority who shall be the Managing Director.
5. The Managing Director has the sole power to legally represent ELPA.
6. The Management shall carry out the policies of ELPA and direct all affairs of ELPA on a day-to-day basis.
7. The Management shall have full authority, subject to an annual budget approval by the Players´ Board to hire, discharge or lay-off and establish salaries, benefits and terms and conditions of employment for the Secretary General and the entire administrative and legal staff of ELPA. The Management may also engage any outside counsel and technical assistance as necessary to carry out ELPA's programs.
8. Furthermore, the Management shall:
 - a. be ELPA's representative towards ECA and the individual clubs playing in the EuroLeague (including, but not limited to, representing ELPA in meetings with ECA or the individual clubs);
 - b. serve as ELPA's representative on committees and forums;
 - c. be entitled to appoint a Secretary General and conclude the respective employment or independent service contract;
 - d. convene meetings of the General Assembly;
 - e. represent ELPA in public, in particular in the media; and
 - f. engage in all other activities to serve the interests of ELPA consistent with these Statutes.
9. The Management in particular instructs the Secretary General and may delegate tasks to the Secretary General with respect to administrative functions and may authorize the Secretary General to legally represent ELPA within the tasks assigned to him.

SECTION 22 – Secretary General

1. The Secretary General shall be appointed by the Managing Director.
2. The Secretary General shall be the chief administrative officer of ELPA and thus responsible for the organization, management and direction of the administration.
3. The Secretary General shall perform tasks under the direction of the Managing Director, in particular, as regards the maintenance of files, documents, financial books and records, the receipt and deposit of all funds as approved by the Players´ Board. The Secretary General shall arrange to have ELPA's books audited annually by an outside auditing firm after the close of the fiscal year.
4. Furthermore, the Secretary-General has the following tasks, in particular:
 - a. maintaining custody of all files, records, books and documents of the Association; and handling the ELPA's day-to-day financial transaction consistent with the provisions of these Statutes;
 - b. preparing the annual report and the balance sheet with profit and loss account;
 - c. preparing the General Assembly and by drawing up the agenda and, if necessary, supplementing them;
 - d. convocation of the General Assembly, if this task is delegated by the Management.

CHAPTER V – Final provisions

SECTION 23 - Indemnification

The Delegates and members of the Players´ Board shall not carry the expenses incurred in attending a meeting convened pursuant to these Statutes.

SECTION 24 - Dissolution of ELPA

A voluntary dissolution of ELPA can only take place in accordance with SECTIONS 14 and 15. The use of existing assets is decided by the General Assembly in line with the charitable cause of the Association pursuant to SECTION 4.

SECTION 25 - Arbitration

All disputes relating to the Statutes and Regulations of ELPA, in particular regarding the validity and application of its rules, which cannot be resolved amicably or by a final decision of the General Assembly according to SECTION 9, shall, under the exclusion of ordinary courts, be decided by the German Sports Arbitration Court of the German Institution of Arbitration eV (DIS) in accordance with the Sports Arbitration Rules of DIS (DIS-SportSchO).

SECTION 26 – Governing Law

These Statutes and any dispute hereunder shall be governed by the laws of Germany.

SECTION 27 - Severability

In the event that a clause or provision of these Statutes is determined to be unlawful or unenforceable, in whole or in part, such clause or provision shall be deemed to be severable from all other clauses or provisions of these Statutes, which shall remain in full force and effect.

SECTION 28 - Miscellaneous

1. Any notice required to be given by these Statutes may be given in writing (i.e. electronic mail, land mail, courier service).
2. These Statutes shall become effective upon their adoption on 26 June 2018.

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