

## **Statutes**

### of the International Sports Travel Agencies Association (ISTAA)

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#### **NAME, HEADQUARTERS AND LANGUAGE**

##### **Article 1**

ISTAA (International Sports Travel Agencies Association) is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

##### **Article 2**

The Association's headquarters are located in Lausanne, Canton of Vaud.  
The Association shall be of unlimited duration.

##### **Article 3**

The official language of the ISTAA is English.

#### **AIMS AND KEY OBJECTIVES**

##### **Article 4**

The scope of the Association is international and its operation worldwide.  
It shall pursue the following aims:

- To develop and secure Sports travel, promoting a positive image of sports events;
- To promote Sports events and its destinations;
- To support and promote ISTAA members' business and cooperation;
- To support and promote group synergies;
- To share best practices; and
- To build relations with the relevant organisations and bodies in the Sports, hospitality and travel fields.

The key objectives of the Association are notably the following:

- To develop strong relations among ISTAA members internationally;
- To build a „niche” sector of travellers by promoting sporting events as exclusive trips for the corporate market, change the social structure of travelling sports fans (versus low cost traveller traffic); to promote development of „high class” segments of sports travel traffic (corporate incentives & VIP groups);

- To facilitate networking as a day to day tool, and enhance educational and communications opportunities;
- To promote sporting events and host cities as attractive travel destinations;
- To promote, implement and give publicity to safety solutions on stadiums;
- To enhance the image and profile of the sports tourism industry;
- To develop and facilitate access to industry tools;
- To encourage investment in sports tourism in the public and private sectors;
- To coordinate research and data collection on activity within the sport tourism industry; and
- To assess the economic impact of sporting events.

## DEFINITIONS

### Article 5

Unless the context requires otherwise, when used in these Statutes, with an initial capital letter, the following terms shall have the following meaning:

- 'Association' shall mean International Sports Travel Agents Association ISTAA;
- 'Member' shall mean and include any firm or company admitted to the membership of the association in accordance with the Statutes of ISTAA.
- 'Board of Directors' or 'Board' shall mean the Managing Committee of ISTAA constituted in the manner prescribed by this Statutes.
- 'Board Member' shall mean an individual elected to the Board of Directors in the manner prescribed by this Statute.
- 'General Assembly' means the ordinary or extraordinary General Meeting of the Members.

## MEMBERSHIP

### Article 6

To become a member of the Association, companies have to comply with the membership criteria, agree with the aims and key objectives of ISTAA and accept its code of conduct.

#### 6.1. MEMBERSHIP CATEGORIES

The Association comprises the following categories of members:

##### A / ACTIVE MEMBER

An Active Member is a professional and licensed travel agency that meets all the following criteria:

- Is specialised in Sports Travel.
- Is an IATA accredited agent or is fully licensed as travel agency in its respective country with a solid insurance guarantee.

- Is dynamic, financially sound and of solid reputation.
- Is known and recommended by at least three other Active Members.

Further, an Active Members has to meet at least one of the following additional criteria:

- Has proved experience in handling travel and/or hospitality at Olympic Games, World Cups, European Championships, Champions League or similar major sport events and/or,
- Holds a service contract with National Sports Team and/or International or National Federation and/or major Sports Club and/or
- Holds an exclusive contract with a National Olympic Committee, FIFA, UEFA or an Organising Committee for a major event.

An Active Member can change its status to Associate Member if due to changes; it ceases to meet the basic criteria for Active membership.

#### **B / ASSOCIATE MEMBER**

An Associate Member is a professional travel agency that does not meet the criteria to be an Active Member but:

- Is focused on Sports Travel.
- Is an IATA accredited agent or is fully licensed as travel agency in its respective country with a solid insurance guarantee.
- Is dynamic, financially sound and of solid reputation.
- Has carried out a minimum of 5 years continuous sports travel agency activity.
- Is known and recommended by at least three Active Member.

An Associate Member can change its status to Active Member if the basic criteria corresponding to this status are met.

#### **C / PARTNER MEMBER**

A Partner Member is company, organisation or entity, which is not a professional travel agency, but is willing to be an ISTAA Member and support the Association, carrying out activities supporting or related to the members activities such as:

- Sports Clubs;
- Tourism offices, governmental institutions;
- Satellite services as hotel chains, accommodation providers, airlines, travel systems and organisations, technology providers;
- PR & Marketing companies;
- Media companies;
- Event management for corporations;
- Training facilities and complexes;
- Tournament organisers;
- Other sponsors;

## 6.2 RIGHTS OF MEMBERS

Each Member has the right:

- to be informed of and take part in all activities of the Association;
- to be invited and participate in the General Assembly (without having a right to vote for Associate Member and Partner Member);
- to be informed of the constitution of working committees or project teams and to propose individuals as member of such committees or teams;
- to be named as a Member and to mention its affiliation with ISTAA;
- to make proposals to the Board of Directors and the General Assembly.

In addition to the abovementioned rights, each Active Member has the right:

- to vote at the General Assembly of ISTAA;
- to appoint candidates to be elected during the General Assembly of ISTAA for the Board of Directors or as President
- to issue recommendations in favour of candidates applying to become an Active Member or an Associate.

Partner Members have also the right present special offers exclusive for the Member, with the prior approval of the Board of Directors, and according to the Board of Director's recommendations or instructions.

## 6.3 DUTIES OF MEMBERS

Each Member shall:

- comply at all time with the Statutes of ISTAA, as well as any regulation or code of conduct to be adopted by the Association;
- comply at all time with any resolution or decision to be issued by the organs of the Association;
- pay the membership fees as mentioned below;
- comply with all legal obligations and ethical standards;
- respect each other's mutual autonomy and shall in no way harm the development of other Members.

## 6.4. MEMBERSHIP FEES

Members shall pay an initial one-time Admission fee and an Annual subscription fee. These fees are non-refundable.

Companies with branch offices at different countries pay an additional fee as multi-location companies.

The amounts of the Admission and Annual fees for Active Members and Associate Members are set by the General Assembly.

The fees of Partner Members are to be determined by the Board of Directors in each case.

## **6.5. TERMINATION OF MEMBERSHIP**

Membership will cease due to any of the following reasons:

A / By written resignation thereby notifying the Committee at least six months before the end of the financial year;

B / By exclusion ordered by the Board of Directors for any serious infringement of these Statutes or the ISTAA Rules and Regulations or any decision taken by ISTAA or any other reason considered as a just cause for exclusion, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified;

C / for non-payment of Membership fees for more than one year;

D / for changes in the status of the Member affecting its compliance with the criteria for membership, subject however to a change of status.

The Association does not need to indicate the reasons for any possible exclusion.

In all cases the membership fees for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

## **6.6 SUSPENSION OF MEMBERSHIP**

Any Member may be suspended from the ISTAA for a defined period of time, upon decision by the Board of Directors for any infringement of these Statutes or the ISTAA Rules and Regulations or any decision taken by ISTAA.

The concerned Member has a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified. In such case, the decision of suspension issued by the Board of Directors shall stay in full force and effect until the next General Assembly, unless it expires before.

A suspended Member shall lose its membership rights for the duration of the suspension.

## **ORGANS**

### **Article 7**

The Association shall include the following organs:

A / the General Assembly,

B / the Board of Directors,

C / the Auditor

## **GENERAL ASSEMBLY**

### **Article 8**

The General Assembly is the Association's supreme authority.

It shall hold an Ordinary Meeting once each year. The place and the date are chosen by

the Board of Directors. It may also hold an extraordinary session whenever necessary, at the request of the Board of Directors or at least of one-fifth of its members.

The General Assembly shall be considered valid regardless of the number of Members present.

The Board of Directors may decide that a meeting of the General Assembly be held by tele- or videoconference without a physical meeting of the delegates. The Board of Directors may also authorize that some Members, Associate Members or Partner Members assist to the General Assembly by tele- or videoconference. In such a case, appropriate measures shall be taken in order to (i) ensure that the debates can be followed by all delegates and to (ii) validate the votes by delegates participating by tele- or videoconference. Decisions of the General Assembly may also be taken without any meeting or tele-/videoconference of the delegates, possibly by electronic vote through a web based platform or any other technological mean, provided that no active Member objects within the deadline to be set by the Board of Directors.

The Board of Directors shall inform the members in writing of the date of the General Assembly or extraordinary session at least 30 days in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

## **Article 9**

The General Assembly:

A / confirms records and transcripts of the previous Annual General Meeting;

B / decides on the admission of new Active Members or Associate Members, on the recommendation of the Board of Directors.

C / elects the Members of the Board and the President;

D / notes the contents of the reports and financial statements for the year and votes on their adoption;

E / approves the annual budget;

F / supervises the activity of other organs, which it may dismiss, stating the grounds therefore;

G / appoints an auditor for the Association's accounts, on the recommendation of the Board of Directors;

H / decides on any modification of Statutes;

I / decides on the dissolution of the Association;

J / approves the annual membership fees for Active Member and Associate Member on the recommendation of the Board of Directors.

K / act as appeal body in case of exclusion or suspension of a Member;

L / considers any other matter which has been brought forward by any Member, in due notice of fifteen days prior to the General Meeting or with the previous permission of the President.

### **Article 10**

The General Assembly is presided over by the President and in his/her absence by the Vice President or any Board Member.

### **Article 11**

At General Assembly meeting of the Association or of the Board of Director meetings, each Active Member present shall have only one vote.

Votes are by a show of hands or by electronic voting systems.

Votes for the Board of Directors or President's election are by secret ballot, unless there is only one candidate for a position.

In order to be elected, a candidate needs to obtain the absolute majority of all votes on the first turn, and the relative majority on the 2<sup>nd</sup> turn.

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

Decisions concerning the amendment of the Statutes must be approved by a two-third majority of the members present.

The ballots are counted by the Ballot Counting Committee. This committee members are allowed to vote and be voted.

The Board of Directors may issue additional procedural rules for the General Assembly.

### **Article 12**

The agenda of the ordinary annual session of the General Assembly must include:

- approval of the Minutes of the previous General Assembly
- the Board of Directors' annual Activity Report, including the President's report and the report on the accounts
- the report of the Auditor
- approval of the budget
- approval of reports and accounts
- the setting of membership fees
- election of Board Members, President and Auditor
- miscellaneous business

## **BOARD OF DIRECTORS**

### **Article 13**

The Board of Directors is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.

#### **Article 14**

The Board of Directors is composed of up to 9 individuals (including the President). Each Board Member has to be appointed by an Active Member and elected by the General Assembly. Each Board Member's term of office shall last for 4 years. Board Members may be re-elected for additional mandates.

The Board meets as often as the Association's business requires. Meetings can be in person or conducted by electronic means when necessary.

Unless otherwise specified in the statutes, the Board decides on its organisation: authority to sign, allocation of functions, number of meetings, adoption of resolutions, creation of committees, selection of service providers, contracts and staff, place of the secretariat, etc.

Board Members can be appointed and replaced by the Board of Directors between the Annual General Meetings in case of resignation or death of an elected Board Member.

#### **Article 15**

The Board Members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs.

Compensation to Board Members for activities beyond the usual function shall be decided by the Board of Directors.

#### **Article 16**

The functions of the Board of Directors are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to decide on the admission of new Partner Members;
- to review applications for membership and decide on the provisional admission of new Active Members or Associate Members between the General Assemblies;
- to issue recommendations to the General Assemblies on the admission of new Active Members or Associate Members;
- to establish working committees or project teams and appoint their members, who may be proposed by a Member;
- to take decisions with regard to the suspension and expulsion of Members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.
- to issue any regulations, code of conducts or decisions, as necessary for the conduct of the Association.
- to appoint and remove the Secretary General.
- to accept sponsorships, donations in cash or in kind on defined conditions and/or without conditions.
- to prepare the statement of accounts every year and recommend the membership fees to be decided by the General Assembly.



- to decide on all matters for which no other body is competent to decide upon and which do not fall under the mandatory or statutory competence of the General Assembly.

## **THE PRESIDENT**

### **Article 17**

The President shall preside over all meetings of the Board of Directors and in his/her absence, the Vice President or any Board Member.

## **THE SECRETARY GENERAL**

### **Article 18**

The Secretary General is appointed by the Board of Directors for an indefinite time to assist and carry out tasks in the implementation of the decisions, plans and strategies of the Board and General Assembly, record the proceedings of the meetings of Board of Directors, and channel the information to and from Members.

The Secretary General also is responsible for:

- maintaining and preserving any records and documents connected with the Association
- managing email and mail correspondence
- update the Association's website
- creating the monthly ISTAA newsletter

The compensation and conditions are defined by the Board of Directors. Proved expenses related to the carrying out of the tasks are not included and are refunded accordingly.

## **ASSOCIATION LIABILITY**

### **Article 19**

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability for the debts and obligations of the Association.

## **FINANCES AND RESOURCES**

### **Article 20**

The Association's resources are derived from:

- membership fees;
- sponsorships;
- contributions, donations and legacies in cash, barter or in kind;
- public subsidies;

- any other resources authorized by the law.

The funds shall be used in accordance with the Association's social aims and key objectives. No funds or other property of the Association shall be paid to, or distributed among, the Members

#### **Article 21**

The accounting year of the Association shall be fixed by Board of Directors. Balance Sheet must be prepared in English or French every year and sent to the taxation office in Switzerland.

#### **Article 22**

The General Assembly shall appoint an Auditor upon recommendation of the Board of Directors who will audit the Association's accounts every year. The Auditor may be one or several individuals affiliated with a Member or an external auditor.

#### **Article 23**

Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

### **REPRESENTATION**

#### **Article 24**

The Board of Directors shall grant powers of signature to individuals and shall decide the limits within which such powers may be exercised.

### **DISSOLUTION**

#### **Article 25**

The majority of the Active Members or the Board of Directors may propose the dissolution of the ISTAA.

The dissolution becomes effective on approval of the proposal by a three quarter majority at the General Assembly, providing that at least two thirds of the Active Members are present or represented at the General Assembly.

The disposal of the assets of the ISTAA shall be decided by the General Assembly dissolving the ISTAA and shall be in keeping with the aims of the ISTAA and transferred to a tax-exempt Swiss legal entity.

## DISPUTE RESOLUTION

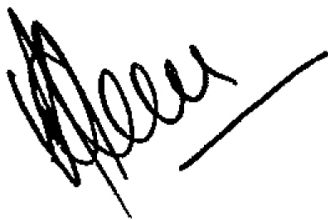
### Article 26

Disputes arising under the ISTAA Statutes or otherwise, disputes between the Association and a Member, as well as disputes between the Association and any official of the Association shall be exclusively settled by the competent courts at the registered seat of the Association.

The present Statutes have been approved by the General Assembly of 29 December 2016 in Barcelona, Spain and amended on September 1, 2018 (Article 14).

For the Association:

President



Secretary

