

Chapter I: General provisions

1 Article 1

The association is called “FEDERATION WADOKAI EUROPE”, a non-profit association, abbreviated to FWE, (hereinafter, the “FWE”).

- 1.1 It is governed by the law of August 7, 2023 on non-profit associations and foundations as well as by these statutes.
- 1.2 The registered office is established in the Municipality of Schifflange. The registered office may be transferred to any other location in the Municipality by simple decision of the Board of Directors. The registered office may be transferred to any other location in the Grand Duchy of Luxembourg or another European country by decision of the General Meeting.
- 1.3 The FWE is established for an unlimited period.

2 Article 2 .

The FWE aims and carries out the following activities:

- To serve as a link between the different European associations whose aim and activities are the practice of Wadokai Karate;
- To promote the establishment of friendly relations between these associations and the development of a sporting and fair-play spirit, thereby contributing to the development of people practicing or interested in Wadokai Karate;
- The representation of said European associations within the international Wadokai Karate federations;
- The promotion and maintenance of international contacts between the said European associations and the international federations, respectively the associations affiliated to them;
- The application and/or transposition of the regulations proposed, developed and/or issued by international federations as well as the development, establishment, application and transposition of the regulations applicable to Wadokai Karate.
- Representation of FWE Member Associations with public authorities and wherever necessary.
- The propagation of Wadokai Karate and the defense of its cause in all circumstances deemed useful;
- The organization of international tournaments;
- Technical, financial and moral assistance to the Member Associations grouped within it, as well as its support and assistance in the teaching, training and coaching of its elites;
- The issuing and approval of grades in Wadokai Karate according to the applicable regulations ;

- In its field of action, the FWE promotes equality between women and men.

3 Article 3 .

- 3.1 At General Meetings, each Member Association is entitled to one vote.
- 3.2 In these statutes, a vote taken in favour of a resolution by a majority of 50%, hereinafter ("50% Majority"), means a vote in favour of the resolution by more than 50% of the votes cast.
- 3.3 In these statutes, a vote taken in favour of a resolution by a majority of 75%, hereinafter ("75% Majority"), means a vote in favour of the resolution by at least 75% of the votes cast.

4 Article 4

Abstentions and invalid ballots are not counted in determining majorities.

Chapter II: Members

5 Article 5

- 5.1 The Federation includes:
 - Member Associations,
 - Members (Honorary Members, Protective Members or Donor Members)
- 5.2 Member Associations are European associations with legal personality and whose purpose and activities are the practice of Wadokai Karate. Member Associations and the individuals affiliated to them adhere unreservedly to the statutes, internal regulations and all regulatory texts of the FWE and undertake to observe them. They are criminally and civilly liable in accordance with common law. Member Associations undertake to assist the FWE in achieving its goals and activities.
- 5.3 The Federation is composed of at least three (3) Member Associations.
- 5.4 The conditions of admission of Members are set by the General Assembly.

6 Article 6

Any association wishing to affiliate with the FWE must submit a written request to the Board of Directors. The latter will decide provisionally by a two-thirds majority of the votes cast on the application for affiliation, and will bring this request to the first following General Assembly which will decide on the provisional affiliation and decide whether or not to grant definitive membership.

The provisional decision of the Board of Directors is communicated to the applicant Association by registered letter without giving reasons for the decision. To be admitted, candidate Associations must provide proof of being in compliance with the provisions of the law on non-profit associations and foundations of their countries and of being affiliated with a recognized official Federation.

7 Article 7

7.1 The status of Member Association or Member is lost either:

- a) by dissolution or resignation, written and notified to the Board of Directors;
- b) for non-payment of the annual fee
- c) if a member association does not actively participate in FWE activities.
- d) for serious reasons.

The following are considered serious reasons:

- a) Serious moral or material harm or damage in the process of being caused, either to the FWE, or to one or more Member Associations, and/or to the cause and/or prestige of Wadokai Karate;
 - b) Serious and/or repeated violation of the statutes of the FWE and/or the regulations issued or transposed by it, or binding on it;
 - c) Non-payment of any amount due to the FWE other than the annual contribution and remaining unpaid one (1) month after formal notice by registered letter;
 - d) Serious breaches of the laws of honor.
- 7.2 The Board of Directors shall decide provisionally, by a majority of two-thirds of the votes cast , on the exclusion of a Member Association or a Member, pending the final decision which shall be taken at the next General Meeting. The provisional decision shall be communicated to the Member Association concerned or to the Member concerned by registered letter without giving reasons for the decision. The next General Meeting shall decide on the exclusion with a required quorum of two-thirds (2/3) of the affiliated Member Associations deciding by a Majority of 75%. If the attendance quorum is not reached at this General Meeting, a second Meeting must be convened at least eight days before the meeting is held in the statutory forms. This second General Meeting may validly deliberate, regardless of the number of Member Associations represented and shall decide by a Majority of 75%. At this Meeting, the member concerned may defend his or her interests. He must be represented by a member of his association and may not be represented by a third party or by a letter of proxy.
- 7.3 No resignation will be accepted until the resigning Member Association/Resigning Member has honoured his/her commitment to the FWE.
- 7.4 The dissolution of a Member Association is governed by its own statutes. The dissolution decision must be notified by registered letter to the FWE. Dissolution entails automatic resignation as a Member Association of the FWE. No validation of this resignation is required either by the Board of Directors or by the General Assembly of the FWE.
- 7.5 The resigning, excluded or dissolved Member Association/the resigning or excluded Member has no rights to the social funds of the FWE.
- 7.6 The Member Association cannot claim reimbursement of the contributions it has paid.

8 Article 8

The annual fee to be paid by Member Associations is set each year by the Ordinary General Meeting, on the proposal of the Board of Directors. The latter

determines the terms and date of payment. The annual fee may not exceed five hundred (500) EUROS.

Chapter III: Of the general assembly

9 Article 9

- 9.1 The general assembly of Member Associations (hereinafter, “the General Assembly”) has the broadest powers to make or ratify all acts which concern the FWE.
- 9.2 A deliberation of the General Assembly is required for:
- The amendment of the statutes as well as for the approval or amendment of the internal regulations of the FWE;
 - The appointment and dismissal of members of the Board of Directors, auditors or, where applicable, an approved company auditor;
 - The discharge to be granted to the members of the Board of Directors;
 - Approval of the budget and annual accounts drawn up by the Board of Directors;
 - The admission and exclusion of Member Associations or Members;
 - Approval of the minutes of the General Meetings;
 - The dissolution of the FWE,
 - All cases where the law or the statutes require it.

10 Article 10

- 10.1 The Ordinary General Meeting meets at least one (1) time per year no later than six months after the closing date of the financial year.

Member Associations are convened by the Board of Directors at least 30 days before the date set for the General Assembly. The notices for the General Assemblies contain the agenda and are sent to the Member Associations by simple mail or email. When they join, Member Associations notify their email address to the FWE Secretariat and keep it informed of any possible changes.

Any proposal signed by a number of Member Associations at least equal to one twentieth of the affiliated Member Associations and notified at least eight (8) days before the date set for the General Assembly to the President of the FWE is placed on the agenda of the General Meeting.

General Meetings may be held by videoconference. Members who participate in the General Meeting by videoconference or by means of telecommunications allowing their identification are deemed to be present. These means must meet technical characteristics guaranteeing effective participation in the General Meeting, the deliberations of which are broadcast continuously. The meeting held by such means of remote communication is deemed to take place at the association's headquarters.

- 10.2 The Board of Directors may convene an extraordinary General Meeting whenever the interests of the FWE so require.

An Extraordinary General Meeting must be convened by the Board of Directors within a period of two (2) months, if one fifth (1/5) of the Member Associations so request in writing. The request must be accompanied by a written note specifying the reasons for the request.

- 10.3 Only Member Associations have the right to vote at General Meetings, subject to having paid the annual subscription for the financial year in which the General Meeting takes place. Associations subject to an admission procedure do not have the right to vote.
- 10.4 Each Member Association is represented at the General Assembly by one (1) to three (3) delegates appointed in writing; among these delegates is appointed, also in writing, the one who has the right to vote of the Member Association he represents. The letters of appointment, signed by the President and the Secretary of the Member Association must be sent to the FWE Secretariat at least three working days before the date of the General Assembly.

The Full and Substitute Members of the Board of Directors may not exercise the functions of delegate during a General Meeting. Member Associations may be represented at the General Assembly by another Member Association.

11 Article 11

- 11.1 A roll call of the Member Associations shall be taken at the beginning of the General Meetings. If a delegate holding the voting rights of a Member Association must leave the General Meeting before the end, he shall inform the President. In this case, he may transfer his voting rights to another delegate from the same Member Association as himself, if such a delegate is present. This change shall be noted in the minutes of the meeting.
- 11.2 The General Assembly is chaired by the President of the FWE or his replacement, an Effective Member of the Board of Directors. The Executive Board acts as the bureau of the General Assembly except during elections to the Board of Directors or when voting on the revocation of a Member of the Board of Directors, on which occasion a special committee of three members, appointed at the beginning of the General Assembly, acts as the bureau to direct and monitor these voting operations.

12 Article 12

The vote is public and is done by show of hands. If three (3) Member Associations request it for one or other item on the agenda, the vote will be secret for this or these items. For the modification of the statutes or the purpose and activities of the FWE, the vote will always be public. For the election of the Board of Directors, for the revocation of a Member of the Board of Directors or for the exclusion of a Member Association or a Member, the vote will always be secret.

13 Article 13

Except for matters governed by specific provisions of the law or these statutes, the General Meeting decides without a quorum by a 50% Majority.

14 Article 14

- 14.1 The General Meeting may validly deliberate on amendments to the statutes only if the text of the amendments is indicated in the notice of meeting and if at least two thirds (2/3) of the Member Associations are represented at the Meeting. An amendment is adopted if at least two thirds (2/3) of the Member Associations represented agree to it and if the 75% Majority is achieved.
- 14.2 However, the modification of the purpose and activities for which the FWE is constituted can only be adopted if it finds the agreement of the majority of three quarters (3/4) of the Member Associations represented and if the Majority 75% is acquired.
- 14.3 If two-thirds (2/3) of the Member Associations are not represented at the first General Meeting, a second Meeting must be convened at least eight days before the meeting is held in the statutory forms. This second General Meeting may validly deliberate, regardless of the number of Member Associations represented, and adopt the amendments in accordance with the procedures set out in paragraphs 14.1. and 14.2.
- 14.4 The second General Meeting may not be held less than fifteen days after the first Meeting. The notice of the second Meeting shall reproduce the agenda, which must be identical to that of the first General Meeting, indicating the date and the result of the first Meeting.
- 14.5 Member Associations may also participate in the General Meeting by videoconference or by means of telecommunications allowing their identification, and are deemed to be present. These means must meet technical characteristics guaranteeing effective participation in the general meeting, the deliberations of which are broadcast continuously. The meeting held by such means of remote communication is deemed to take place at the association's headquarters.

15 Article 15

At a General Meeting, resolutions outside the agenda may only be passed if they are adopted unanimously by the Member Associations represented. Resolutions outside the agenda may not be passed if they concern the amendment of the statutes or the purpose and activities of the FWE, the exclusion of a Member Association or a Member of the FWE or the revocation of a Member of the Board of Directors.

16 Article 16

The resolutions adopted by the General Assembly are recorded in a register of minutes, signed by the President and the Secretary and sent by email to all Member Associations within thirty days after the General Assembly. This register is available to Member Associations who may consult it, but without having to travel. of the register. Any person with an interest may request, in writing, extracts signed by the President and a member of the Board of Directors.

Chapter VI: Of the board of directors

17 Article 17 .

17.1 The FWE is administered by a board of directors (the “Board of Directors”) elected in accordance with the provisions of Chapter VII.

The Board of Directors is composed of:

The following Full Members:

- The President,
- The Vice President,
- The Secretary,
- The Treasurer,
- Five (5) Members.

17.2 The Board of Directors has the power to perform all acts necessary or useful for the achievement of the purpose and activities for which the FWE is constituted, with the exception of those which the law or the statutes reserve for the General Meeting.

17.3 The Board of Directors represents the FWE with respect to third parties and in court, either as plaintiff or defendant. Actions for or against the FWE are validly made in the name of the FWE alone.

17.4 The members of the Board of Directors exercise their functions collegially. Their mandates are exercised free of charge.

18 Article 18

18.1 The members of the Board of Directors shall be summoned to any meeting of the Board of Directors at least eight days before the meeting. The agenda shall be attached to this summons. Resolutions may be taken outside the agenda provided that they are adopted unanimously by the Full Members present or represented at the meeting of the Board of Directors.

18.2 The Board of Directors meets when necessary, upon convocation by the President. It must also meet at the request of half of its Effective Members.

18.3 Full Members may be represented at any meeting of the Board of Directors by another Full Member of the Board of Directors.

18.4 The Board of Directors shall only validly deliberate if at least half of its effective members are present or represented. However, if this quorum is not reached during a meeting, the Board may, at a second meeting convened on the same agenda, validly deliberate regardless of the number of its Effective Members present or represented. Directors who participate in the meeting of the Board of Directors by videoconference or by means of telecommunications allowing their identification are also deemed to be present for the calculation of the quorum and the required majority. These means must meet technical characteristics guaranteeing effective participation in the meeting of the Board of Directors, the deliberations of which are broadcast continuously. The meeting held by such means of remote communication is deemed to take place at the registered office of the association.

- 18.5 The President or, in his absence, the Vice-President shall chair the meetings of the Board of Directors.
- 18.6 The decisions of the Board of Directors are taken by a majority of the votes of the members present or represented. In the event of a tie, the vote of the President or, failing that, that of the acting President shall be decisive.
- 18.7 The number of Effective Members of the Board of Directors must be at least seven (7). From the moment this condition is no longer met, the Members remaining in office continue to ensure the day-to-day management of the affairs of the FWE and convene, within sixty (60) days, a General Meeting responsible for electing a new Board of Directors, all Members remaining in office being deemed to have resigned upon the election and installation of the new Board of Directors.
- 18.8 Each of the Members of the Board of Directors may be dismissed at any time by decision of a General Meeting deliberating in accordance with the terms of paragraphs 14.1, 14.2, 14.3 and 14.4 of Article 14.
- 18.9 Board meetings may be held by videoconference.
- 18.10 The Board of Directors is required to submit each year for approval to the General Meeting the activity report as well as the financial statements for the past financial year as well as the budget for the next financial year.

Chapter VII: Election of the Board of Directors

19 Article 19

- 19.1 The Board of Directors is elected for a period of four (4) years, without quorum, by the General Assembly. The vote is secret.
- 19.2 The Board of Directors is composed of:
- From a President
 - From a Vice President
 - From a Secretary General
 - From a Treasurer
 - Of 5 elected members and a minimum of 2 women represented.
- 19.3 To be eligible for the Board of Directors, any member must:
- Be at least 18 years of age on election day
 - Possess the 1st DAN Black Belt in Wadokai karate.
 - Be up to date with your contributions
 - Have been a member of the FWE for one Olympiad (four years) prior to his candidacy
 - Members of the Board of Directors may stand for election in subsequent elections.

20 Article 20

Candidates must be morally irreproachable in all respects. Candidates may not be persons who have been sentenced to a penalty which resulted in the loss

of all or part of the civil and civic rights of the person concerned, for a period or for life.

21 Article 21

The Full Members of the Board of Directors elect from among themselves the President, the Vice-President, the Secretary and the Treasurer, who form the Executive Board of the FWE. The Executive Board is responsible, under the authority and responsibility of the Board of Directors, for the management of the day-to-day affairs of the FWE.

Both the President and Vice-President, the Secretary and the Treasurer must be affiliated in separate Member Associations.

Chapter VIII: On the administration of the FWE

22 Article 22

The Board of Directors may, under its responsibility, delegate its powers to one or other of its Members or even to a third party.

Any conclusion of a contract or issuing of notices, any legal proceedings, any correspondence, announcement, publication or any internal or external communication, including with Member Associations or the press, or more generally any decision which is likely to commit the FWE to any measure, is the responsibility of the Board of Directors and must be signed jointly by the President or by a Vice-President, responsible for representing him, as well as by the Secretary.

Correspondence between the FWE and the Member Associations on the one hand, as well as that between the FWE and all other civil and legal persons on the other hand, is signed jointly by the President or by a Vice-President, responsible for representing him, as well as by the Secretary .

23 Article 23

For the processing of all other questions, the Board of Directors may be assisted by special committees, the composition and operation of which it will determine.

Chapter IX: Of the social year and regulatory power

24 Article 24

24.1 The financial year begins on the first of January and ends on the thirty-first of December of each year.

24.2 The general rules and regulations issued and/or transposed by the FWE for all Member Associations must be applied and observed by all Member Associations, whatever their position was at the time of drafting and voting.

24.3 The statutes or internal regulations adopted by the various Member Associations may not be contrary to the statutes, rules and regulations of the FWE. The FWE, for its part, will endeavour to reconcile its rules and regulations with those of the international federations, where appropriate.

The regulations provided for in these statutes as well as all other regulations concerning the operation of the FWE are drawn up and issued by the Board of Directors. They shall provisionally enter into force upon their electronic notification to the Member Associations and shall be submitted for ratification to the nearest General Assembly. They shall be published on the FWE INTERNET website.

Upon affiliation, Member Associations shall notify the FWE Secretariat of their email address and keep it informed of any changes.

24.4 The FWE keeps accounts appropriate to the nature and scope of its activities.

This accounting is kept according to a system of books and accounts in accordance with the usual rules of double-entry accounting. The company accounts are audited by the auditors or, where applicable, by the approved company auditor. They report their audit annually to the General Meeting.

Chapter XI: Miscellaneous provisions

25 Article 28

25.1 The General Assembly may only decide on the dissolution of the FWE in accordance with the provisions of the law of August 7, 2023 on non-profit associations and foundations.

25.2 In the event of the dissolution of the FWE, the corporate assets will be allocated in a manner that is, as far as possible, related to the purpose of the FWE.

This allocation will be determined by the General Meeting deciding on the dissolution or, where applicable, by the liquidator appointed by this General Meeting.

26 Article 29

All matters not expressly provided for in these statutes are governed by the provisions of the law of August 7, 2023 on non-profit associations and foundations.

Resolution of a transitional measure:

Immediately after the acceptance of the new statutes to comply with the new law on ASBL of August 7, 2023, the members adopt the resolution to carry out a separate count of social activities for the period from October 15 to December 31, 2024. Indeed with the new statutes, the social year must begin on January 1 and end on December 31.

