

Charter

WCBO – World Chess Boxing Organisation e.V. (registered association)

Preamble

The "WCBO - World Chess Boxing Organisation e.V." registered association (hereinafter also referred to as "Association" or "WCBO") is the international umbrella organization for all national and international amateur associations and federations of the sport of chessboxing, and globally represents the interests of its members.

Professional chessboxing is globally promoted by the "Chess Boxing Global Marketing – CBGM GmbH" limited liability corporation (hereinafter "CBGM"). The WCBO recognizes CBGM as the sole professional promoter of the sport of chessboxing and commits itself to close cooperation with the latter, pursuant to its objective.

The WCBO is politically and religiously neutral. It decidedly condemns racist, xenophobe, and other discriminatory or inhuman tendencies. Particularly, it denounces discrimination based on gender, race, color of skin, language, religion, political opinion, nationality, social background, or sexual orientation, and will meet such behavior of its members by no tolerance and by exclusion.

The WCBO feels committed to the Olympic Charter and stands for responsible top-class amateur sports as well as the lawful practice of amateur chessboxing. It advocates sports free of doping and manipulations, and avows itself to the Code of the World Anti-Doping Agency (WADA).

Every function is open to men and women alike. Charter and codes of the WCBO linguistically pertain equally to both, men and women.

Art. 1 Name, Registered Office, Accounting Year

1. The Association is named "WCBO – World Chess Boxing Organisation". It shall be registered in the Register of Associations and subsequently carry the adjunct "e.V." for registered associations.
2. The Association is domiciled in Berlin, Germany.
3. The accounting year corresponds to the calendar year.

Art. 2 Objective, Charitable Status

1. The WCBO directly and solely pursues not-for-profit objectives as defined by the chapter "Steuerbegünstigte Zwecke" [tax-privileged objectives] of the German Abgabenordnung [General Tax Code] in its appropriate applicable version.

2. The WCBO is an amateur sports federation. The aim of the WCBO is to support, improve and expand amateur chessboxing as well as its cultural and sportive values on a global level.
3. Aforementioned aim is achieved i.a. by the following tasks:
 - a. representing the interests of amateur chessboxing in national and international bodies as well as vis-à-vis the general public;
 - b. providing public relations and advertising for amateur chessboxing;
 - c. enacting standard WCBO competition rules for amateur chessboxing, as well as securing the compliance and enforcement thereof at all competitions hosted by WCBO or one of its members;
 - d. securing communication and unity between the WCBO, continental, national and regional federations and associations;
 - e. hosting international, continental, national and local amateur chessboxing competitions and amateur chessboxing championships according to the rules and regulations as well as the weight categories as laid down by the WCBO;
 - f. monitoring and ensuring quality and transparency by means of development and advanced training of trainers and point judges;
 - g. supporting, developing and protecting amateur chessboxing, including youth and women's amateur chessboxing;
 - h. developing, supporting and enforcing measures to guarantee security and protection of amateur chessboxers;
 - i. implementing other events and measures with regard to amateur chessboxing;
 - j. publicly spreading amateur chessboxing as an independent and internationally recognized sport, as well as developing concepts and measures for further development of amateur chessboxing towards becoming a popular sports.
4. The WCBO operates selflessly; it does not primarily pursue own economic interests.
5. Means at the disposal of the WCBO may only be used for the aims as laid down by its Charter. Members do not receive contributions from WCBO incompatible with aforementioned aims.
6. No person may be beneficiary of contributions incompatible with the aims of the WCBO, or of excessively high compensations.

Art. 3 Membership

1. Conditions of Membership

The WCBO has Ordinary and Provisional Members, as well as Sustaining Members and Honorary Members.

- a. All national and continental federations furthering the organization and spread of the sport of chessboxing in their respective country or on their respective continent may be Ordinary Members. On any one given continent (territory), only one continental federation can be recognized and become an Ordinary Member of the WCBO.
- b. All regional federations and associations in whose respective territories there not yet exists a national incorporation, i.e. there exists no national federation of the sport of

chessboxing, can become Provisional Members, though per country or territory, only one federation or association can become a Provisional Member of the WCBO.

- c. All natural and legal persons who, without fulfilling the membership requirements for Ordinary Members, wish to support the sport of chessboxing by means of personal or material commitment, can become Sustaining Members.
- d. Persons having rendered outstanding services to the sport of chessboxing and/or to the WCBO, can become Honorary Members.

2. Attaining Membership

- a. In order to attain membership, a written application is to be filed to the Executive Board.
- b. An application for membership requires -according to type of membership sought-:
 - the current charter of the association
 - a current statement from the register of associations or other equivalent attestation according to the laws of the respective country
 - a current list of all members
- c. The Executive Board decides preliminarily on the attainment of ordinary and Provisional Membership. The final decision is taken by the General Meeting. A refusal of membership does not require an explanatory statement to the applicant.
- d. The Executive Board decides finally at its own discretion on the attainment of Sustaining Membership. A refusal of membership does not require an explanatory statement to the applicant.
- e. The Executive Board appoints life membership to Honorary Members.
- f. Members receive written confirmation of their application; membership commences with the date noted on the confirmation.

3. Terminating Membership

- a. Membership of the WCBO is terminated by liquidation (juristic person) or death (natural person) of a member, by exit (termination) of the member, or by expulsion.
- b. The membership of a Provisional Member automatically terminates when a national association or national federation is founded on the territory of this member, and this association/federation attains membership of the WCBO.
- c. Membership is terminated by written cancellation thereof to the Executive Board. Termination is effective at the end of the calendar year, subject to a six-month period of cancellation.
- d. Upon the termination of membership, regardless the cause, all rights and duties pertaining to membership are terminated. Outstanding obligations to the WCBO remain unaffected.

4. Expulsion of a Member

- a. A member can be expelled from the WCBO on significant grounds by decision of the General Meeting. Significant grounds in this regard are constituted by -but not limited

to- a member grossly neglecting the rules and interests of the WCBO, a member culpably causing grave damage to the reputation or concerns of the WCBO, or, after a suspension of membership pursuant to Art.5, a member failing to honor its pecuniary obligations or a large part thereof regarding its admission fee, membership fee, or another obligation pursuant to the Financial Order for an additional six months, despite having received a written warning including a threat of expulsion.

- b. The decision to expel a member from the WCBO is taken by the General Meeting, the respective member not being entitled to vote on this issue.
- c. The respective member is to be heard in regards to the subject-matter before a decision on its expulsion is taken.
- d. The decision of the General Meeting on the expulsion of a member is to be communicated to that member in writing.
- e. With the expulsion of a member, this member loses all rights stemming from its membership. Outstanding obligations vis-à-vis the WCBO remain unaffected.

5. Suspension of Membership

- a. The membership of an Ordinary or Provisional Member may be temporarily suspended, if, at the time of the General Meeting, the respective member is failing to honor its pecuniary obligations or a large part thereof regarding its admission fee, membership fee, or another obligation pursuant to the Financial Order for more than six months, despite having received a written warning including a threat of suspension.
- b. With the suspension of a member, this member loses its rights according to Art.3 No.6 of this Charter, with the exception of the right to partake in WCBO events.
- c. The decision to suspend a member from the WCBO is taken by the General Meeting, the respective member not being entitled to vote on this issue.
- d. As soon as the WCBO has received the outstanding membership fee, the suspension is to be abolished and the respective member regains its full rights from membership.

6. Membership Rights

Members carry the rights granted to them by the Charter and the Orders of the WCBO. Except if otherwise stipulated by this Charter, these are in particular:

- a. active and passive suffrage in the General Meeting according to this Charter, and thus involvement in decision-making and co-design of the fortunes of the WCBO according to this Charter;
- b. the right to partake in events of the WCBO and of affiliated federations;
- c. the right to utilize WCBO services, such as information, consulting, and support as specified by the Charter and Orders;
- d. the right to utilize and resort to the WCBO institutions established according to the WCBO Charter and Orders.

7. Duties of Members

Members assume the duties bestowed upon them by the Charter and Orders of the WCBO. Subject to differing provisions in this Charter, these include in particular:

- a. the duty to adhere to the decisions taken by the General Meeting, to respect the Charter and Orders of the WCBO, -except for Honorary Members and Sustaining Members- to incorporate the Charter and Orders of the WCBO into their respective charter, and to support the aims of the WCBO as laid down by the preamble to this Charter;
- b. -except for Honorary Members and Sustaining Members- the duty to immediately inform the WCBO Executive Board about changes to the address, changes in executive board members authorized to represent the member, and changes to bank details;
- c. -except for Honorary Members and Sustaining Members- the duty to submit to the Executive Board by March 30 of every year the following data
 - name, address and email address of the association
 - name and email address of the director
 - name and email addresses of the delegates
 - names of national champions
 - current list of members;
- d. -except for Honorary Members- the duty to pay the membership fee as well as other fees laid down by the WCBO Financial Order;
- e. -except for Honorary Members and Sustaining Members- the duty to regularly attend WCBO events;
- f. the duty to previously inform the WCBO of own events planned;
- g. the duty to regularly host and hold events and competitions according to the rules of the WCBO.

Art. 4 Executive Board and Club Administration

1. Institutions of the Association are the Executive Board and the General Meeting.
2. The Executive Board can comprise up to three persons, while -with the exception of the Director- not every position needs to be manned: the Director, also referred to as President, the Deputy, and the Treasurer. Executive Board members must be of full age at the time of commencing their position. Within the Executive Board, no member may simultaneously hold two or more positions.
3. The President is singly authorized to represent the WCBO, the Deputy and the Treasurer -if applicable- only jointly, or separately together with the President.
4. The tenure for the Executive Board is four years; its members are elected separately by the General Meeting. After concluding its tenure, the Executive Board remains in office until a new election. In the event of a member of the Executive Board resigning during his tenure, the Executive Board may appoint a replacement person for the remainder of the tenure, such appointment needing confirmation by the following General Meeting. In case of changes to the

organizational structure brought about by amendments to the Charter, the General Meeting is empowered to respectively appoint or withdraw Executive Board Members in aberration of the Charter.

5. The Executive Board can be paid a compensation. The amount of such compensation is decided upon by the General Meeting.
6. The Executive Board is responsible for representing the WCBO according to Article 26 paragraph 1 of the German Civil Code [BGB], as well as for running its business. In particular, it is responsible for the following tasks:
 - a. consulting and deciding on general issues of the WCBO that do not require decision-making by the General Meeting;
 - b. appointing and withdrawing a General Manager;
 - c. convening and preparing a General Meeting, including establishing the order of business;
 - d. provisionally accepting new Ordinary Members until the next General Meeting;
 - e. temporarily appointing function owners until the next General Meeting, if a function becomes vacant during its tenure;
 - f. appointing Honorary Members;
 - g. accepting Sustaining Members;
 - h. deciding on imposition and adjournment of sanctions and suspensions;
 - i. ordering the suspension of membership pursuant to according decisions taken by the meeting of shareholders;
 - j. executing decisions made by the general assembly;
 - k. administering the assets of the WCBO and compiling the annual report.
7. The Executive Board may inaugurate commissions, commissioners and committees with specified tasks, and may appoint special representatives according to Article 30 of the German Civil Code [BGB]. The time duration must be stipulated upon inauguration. It terminates at the latest at the end of the tenure of the Executive Board and may be prolonged if necessary.
8. The Executive Board decides on its internal allocation of tasks and regulates the specifics in its Standing Orders. Particularly, it is to be regulated which tasks and issues fall within the realm of the General Management and which tasks are to be carried out singly by Executive Board Members (departmental principle).
9. The Executive Board convenes when required or upon request of at least two Executive Board members. Such meetings are convened by the Director, in his absence by the Deputy, with the topic of discussion to be named. A notice of one week shall be given.
10. The Executive Board is quorate if at least two members are present. In these conventions, every member has one vote. Decisions are taken by a majority of valid votes. In the event of a tie of votes, the vote of the Director prevails, in his absence the vote of the Deputy prevails.
11. Decisions of the Executive Board are to be recorded in writing. The protocol is to be signed by the Recording Clerk and -unless the Director serves as Recording Clerk- the Director, in the absence of the Director by the Deputy.
12. The Executive Board's power of representation vis-à-vis third parties is limited such that concerning the following issues the prior consent of the General Meeting is required:

- a. purchase, selling and incumbrance in rem of real estate assets of WCBO;
 - b. purchase of stakes and shares.
13. The Director and the Deputy coordinate the execution of decisions taken by the Executive Board and by the General Meeting, and carry the responsibility for the correct administration of business of the WCBO.
14. The Director acts solely:
 - a. in general matters of day-to-day administration that cannot be adjourned until the next meeting;
 - b. in matters falling in to the realm of responsibility of other members of the Executive Board or of commissions or committees, if the issue at hand is pressing and despite assertive attempts a decision by the respective responsible member of the Executive Board or Director of the respective commission or committee cannot be obtained in time; in this case, the person in charge is to be notified immediately.
15. For the execution of management tasks and for running the head office, the Executive Board, acting within the confinements of budgetary possibilities, may hire full-time employees, including a General Manager.

Art. 5 General Meeting

1. Aside from the federative responsibilities as laid down by this charter, the General Meeting is particularly responsible for the following tasks:
 - a. deciding on the general strategic course of the WCBO and on matters of general importance;
 - b. taking decisions, asserting annual financial statements and proof of reserve funds;
 - c. receiving reports from the Executive Board;
 - d. discharging the Executive Board;
 - e. electing and withdrawing members of the Executive Board;
 - f. determining the amount of membership fees and admission fees, and deciding on a Financial Order;
 - g. amending the Charter and deciding on a liquidation of the federation;
 - h. deciding on requests submitted, as well as Orders, as long as such power is not vested in another body of the WCBO;
2. The regular General Meeting is held on a yearly basis at the location the members have agreed on at the respective preceding regular General Meeting. The first General Meeting is held at the seat of the Association. The invitation to the regular General Meeting shall be furnished by the end of the first quarter of the respective year.
3. An extraordinary General Meeting must be convened if the interests of the Association so require or if at least 35% of all members request in writing the extraordinary convention, including the aim and the rationale. The extraordinary General Meeting is to be held at the seat of the Association, unless the preceding General Meeting has decided otherwise.
4. Every General Meeting is to be convened by the Executive Board in writing or in electronic form, including an order of business, with a delay of two weeks. An invitation is considered to have

been received, if it has been addressed to the latest address or email address communicated by the respective member. Until two weeks prior to the General Meeting, every member may request from the Executive Board in writing or by email an amendment of the order of business. Such requests are decided upon by the Executive Board. Requests for amendments of the order of business that have not been received by the Executive Board are decided upon by the General Meeting.

5. The General Meeting is chaired by the President, in his absence by the Deputy. Should neither be present, a chairperson is elected by the General Meeting. Additionally, a Recording Clerk is elected by the General Meeting.
6. At the beginning of the General Meeting, a provisional suspension of the membership of a Member according to Article 3 No. 5 of this Charter is voted upon, without such vote necessitating prior inclusion in the order of business.
7. Every properly convened General Meeting is quorate, regardless of the number of Members present.
8. Every Ordinary and every Provisional Member is represented by a delegate.
9. Every Ordinary Member has one vote.
10. Every Provisional Member has one vote.
11. Every Sustaining member has one vote
12. Honorary members have no vote and may merely participate in an advisory capacity.
13. A transfer of a vote to another Member, or to a person who by profession is under duty to keep confidentiality, is equally in order as is participation in the General Meeting, including voting, by means of Skype or a comparable video service that allows a Member live participation in the General Meeting.
14. Pursuant to Art. 3 No.5 lit. b of this Charter, the voting right of an Ordinary Member or of a Provisional Member is suspended whilst this respective member is more than six months in arrears with its complete or partial payment of fees, contributions or other claims vis-à-vis the WCBO.
15. Decisions in the General Meeting are taken by simple majority of valid votes cast, whilst a tie of votes is considered a refusal. To amend the Charter, a majority of $\frac{3}{4}$ of votes cast is needed. To amend the aims of the Association, a majority of $\frac{9}{10}$ of valid votes cast is needed. If in an election no candidate receives a majority of the votes of the members present, the candidate receiving most votes is elected; in the event of a tie of votes, a run-off vote is taken.
16. A protocol on the decisions taken by the General Meeting is to be made, requiring signatures of the Recording Clerk and the chairman, respectively.
17. Claims for determination of nullity or for rescission of decisions of the General Meeting can only be filed juridically within a time limit of one month as of their announcement.
18. Every member bears its own costs of participation in the General Meeting.

Art.6 Finances

1. The WCBO gives itself a Financial Order, which is determined by the General Meeting.

2. Members are obliged to pay the fees as laid down by the Financial Order. The Executive Board and the General Management must adhere to the basic principles of the Financial Order.
3. The General Meeting elects an Auditor and a deputy. The term of office of the Auditor as well as of his deputy is four years. Neither may hold another office within the WCBO, and both may only be re-elected once.
4. The Auditors are obliged to review the cash management and the accounting of the WCBO in due time before the General Meeting, regarding factual and calculative accuracy, correctness, and operating efficiency, and must report to the Executive Board and the General Meeting in this respect. Subject of the audit is not only the financial statements, but all activities of the WCBO, as far as these have had or could have financial implications. In case of impediment of the Auditor, the deputy takes his place.

Art. 7 Administration

1. The WCBO can maintain a head office under the direction of a General Manager. His tasks are to be laid down in a schedule of responsibilities. The General Manager is accountable vis-à-vis the Executive Board for executing current transactions within the framework of the Charter. He is to comply with the instructions of the Executive Board.
2. The General Manager may be appointed as a special representative according to Art. 30 of the German Civil Code [BGB]. In this capacity, the General Manager has, in particular, the following responsibilities:
 - directing and representing the head office of the federation;
 - bank mandate, acting jointly with a member of the Executive Board;
 - administrator for the preparation and execution of sports dealings;
 - administrator for the collaboration with service providers such as tax advisors, lawyers, data processing companies, and suppliers.
3. The General Manager is not permitted to enter into recurring contractual obligations and continuing obligations.
4. The General Manager cannot exercise an honorary function within the WCBO.
5. The General Manager does not have a vote in Executive Board sessions or within the General Meeting, unless he is a member of the Executive Board or of the WCBO entitled to vote.
6. The head office is the administrative center that executes all activities of the Federation and that is to be informed about all matters relevant to the Federation.

Art. 8 Liability Limitation for Honorary Functions

Persons performing honorary or volunteer functions for the WCBO are liable for damages caused to Members and to the WCBO only in case of intent or of gross negligence.

Art. 9 Liquidation

1. For a liquidation of the WCBO, a majority of 9/10 of the votes of all members is necessitated.
2. A motion for liquidation of the WCBO can only be dealt with if it has been included as an item in the order of business in the invitation to the General Meeting.
3. Unless the General Meeting decides otherwise, the members of the Executive Board are all appointed as liquidators.
4. In the event of a liquidation of the WCBO, of a withdrawal of legal capacity, or of an abolition of the tax-privileged aims, the assets of the WCBO go to a public juristic person or another tax-privileged corporate body, for the purpose of supporting the sports of chessboxing, chess, or boxing.

Art. 10 Validity of the Charter, Final Clauses

1. The Charter comes into effect with its registration in the register of associations.
2. The Charter is subject to German law. Place of jurisdiction for disputes stemming from this Charter or for claims to ascertainment of nullity, or to contestation of decisions of the General Meeting, is, if permissible, Berlin, otherwise the International court of Law (CAS) in Switzerland. If the CAS has jurisdiction, it should primarily apply the different provisions of the WCBO and of this Charter as well as of German law.

