



# **B Y L A W S**

# BYLAWS

of the Swiss Pickleball Association

based in Zurich, ZH

# Table of Contents

<b>I. BASICS</b> .....	<b>4</b>
ART. 1. NAME AND REGISTERED OFFICE.....	4
ART. 2. PURPOSE.....	4
ART. 3. INDEPENDENCE.....	4
ART. 4. LANGUAGE.....	4
ART. 5. LIABILITY.....	4
ART. 6. ASSOCIATION YEAR/FISCAL YEAR.....	4
<b>II. MEMBERSHIP</b> .....	<b>5</b>
ART. 7. MEMBER CATEGORIES.....	5
ART. 8. COMMENCEMENT OF MEMBERSHIP.....	5
ART. 9. ADMISSION CONDITIONS FOR REGIONAL ASSOCIATIONS.....	5
ART. 10. ADMISSION CONDITIONS FOR CLUBS.....	5
ART. 11. ADMISSION CONDITIONS FOR INTERESTED NATURAL AND LEGAL PERSONS WITHOUT VOTING RIGHTS	6
ART. 12. RIGHTS OF THE MEMBERS.....	6
ART. 13. DUTIES OF THE MEMBERS.....	6
ART. 14. END OF MEMBERSHIP.....	7
ART. 15. EXCLUSION.....	7
ART. 16. HONORARY MEMBERS.....	8
<b>III. ASSOCIATION STRUCTURE / ASSOCIATION ORGANIZATION</b> .....	<b>8</b>
ART. 17. REGIONAL ASSOCIATIONS.....	8
ART. 18. BODIES OF THE ASSOCIATION.....	8
ART. 19. COMPOSITION AND VOTING RIGHTS OF THE ASSEMBLY OF DELEGATES.....	8
ART. 20. ART. 20 TASKS AND COMPETENCES OF THE ASSEMBLY OF DELEGATES.....	9
ART. 21. ART. 21 CONVENING, CHAIRMANSHIP AND MINUTES.....	9
ART. 22. PROPOSALS TO THE ASSEMBLY OF DELEGATES.....	10
ART. 23. QUORUM.....	10
ART. 24. ELECTION AND VOTING PROCEDURES.....	11
ART. 25. EXTRAORDINARY ASSEMBLY OF DELEGATES.....	11
ART. 26. THE BOARD OF DIRECTORS: COMPOSITION AND CONSTITUTION.....	12
ART. 27. TASKS AND COMPETENCES OF THE BOARD OF DIRECTORS.....	12
ART. 28. TERM OF OFFICE.....	12
ART. 29. REPRESENTATION AND SIGNING AUTHORITY.....	13
ART. 30. MEETING, RESOLUTIONS, ELECTIONS, MINUTES.....	13
ART. 31. THE AUDITORS.....	13
<b>IV. FINANCES</b> .....	<b>14</b>
ART. 32. FINANCIAL MEANS.....	14
ART. 33. MEMBERSHIP FEES.....	14
<b>V. DATA PROTECTION</b> .....	<b>14</b>
ART. 34. DATA PROTECTION.....	14
<b>VI. DISSOLUTION AND LIQUIDATION</b> .....	<b>15</b>
ART. 35. MERGER, DISSOLUTION AND LIQUIDATION.....	15
<b>VII. FINAL PROVISIONS</b> .....	<b>15</b>
ART. 36. AMENDMENT OF THE ARTICLES OF ASSOCIATION.....	15
ART. 37. EFFECTIVE DATE.....	15

## **I. Basics**

### **Art. 1. Name and registered office**

Under the name **Swiss Pickleball Association**, (Swiss Pickleball Association), (Association Suisse de Pickleball), (Associazione Svizzera di Pickleball)

exists with its registered office in Zurich ZH as an association in the sense of Art. 60 ff. of the Swiss Civil Code.

### **Art. 2. Purpose**

Swiss Pickleball Association, as the supreme professional association for pickleball, aims to promote the sport of pickleball in Switzerland and the Principality of Liechtenstein. Swiss Pickleball Association may join other national and international organizations.

### **Art. 3. Independence**

Swiss Pickleball Association is a politically and denominationally neutral and non-profit organisation.

### **Art. 4. Language**

The official language of Swiss Pickleball Association is German. The bylaws are provided in German and English, all other documents and contents may also be provided in French, Italian and English. In case of differences, the German version shall prevail.

### **Art. 5. Liability**

Only the association's assets are liable for the liabilities of Swiss Pickleball Association. Any personal liability of its members is expressly excluded.

### **Art. 6. Association Year/Fiscal Year**

An association year corresponds to the calendar year.

## **II. Membership**

### **Art. 7. Member categories**

Members of Swiss Pickleball Association can be:

1. regional associations
2. clubs with the purpose of dedicating themselves to the sport of pickleball
3. interested natural and legal persons willing to support the sport of pickleball, without the right to vote, as follows:
  - a. Tennis and/or badminton centers and other sports facility operators
  - b. Single members
  - c. other organizations of systemic importance to Swiss Pickleball Association.

### **Art. 8. Commencement of membership**

Membership begins with the confirmation of admission by the Executive Board and for regional associations with the decision of the Assembly of Delegates.

### **Art. 9. Admission conditions for regional associations**

The application for the admission of a new regional association must be submitted in writing to Swiss Pickleball Association. The Executive Committee will review the application and make its recommendation to the Assembly of Delegates. The Assembly of Delegates shall make the final decision.

### **Art. 10. Admission conditions for clubs**

If a regional association exists, membership for clubs in Swiss Pickleball Association is only possible with simultaneous membership in the responsible regional association.

The application for membership must be submitted in writing to Swiss Pickleball Association. If a Regional Association exists, the application must be submitted in writing to Swiss Pickleball Association through the Regional Association. Admission is decided by the Board of Directors.

Membership can be granted at any time.

**Art. 11. admission conditions for interested natural and legal persons without voting rights**

**a) *Tennis and/or badminton centers and other sports facility operators.***

The application for membership must be submitted in writing to Swiss Pickleball Association. The admission will be decided by the Board of Directors.

Membership can be granted at any time. Membership is without voting rights.

**b) *Single members***

The application for individual membership must be submitted in writing to Swiss Pickleball Association. The admission will be decided by the Board of Directors.

Joining can be done at any time. Membership is without voting rights.

**c) *Other organizations of systemic relevance to the association***

The application for membership must be submitted in writing to Swiss Pickleball Association. The admission will be decided by the Board of Directors.

Membership can be granted at any time. Membership is without voting rights.

**Art. 12. Rights of the members**

Members shall enjoy the protection of the statutes and regulations of Swiss Pickleball Association and shall be entitled to use its services and participate in its interclub championship/tournaments with official ranking, courses and other events within the framework of the regulations. They are also entitled to organize and conduct tournaments and other competitions themselves, subject to the applicable regulations.

Members with voting rights (regional associations and clubs) have the right to submit applications to Swiss Pickleball Association.

**Art. 13. Duties of the members**

The members are obliged to follow the statutes and regulations as well as the decisions of the Assembly of Delegates and the Board of Directors of Swiss Pickleball Association.

Members actively support the goals of Swiss Pickleball Association.

Members are required to report all tournaments and their participants and results to Swiss Pickleball Association. The Board of Directors shall regulate the procedure in a separate set of regulations.

The members have the duty to update their membership lists once a year until the end of January and to inform Swiss Pickleball Association. The executive committee regulates the procedure in a separate regulation.

Violation of the duties can be punished with fines or other sanctions. The executive committee regulates the sanctions in a separate regulation.

#### **Art. 14. End of membership**

Membership ends with the resignation of the member, by exclusion or as a result of the loss of the legal personality of the member. Resignation, exclusion and loss of legal personality of the member shall result in the simultaneous termination of membership in Swiss Pickleball Association and the competent regional association. The same applies to the resignation or exclusion of a member from the responsible regional association.

Resignation is only possible for clubs and regional associations at the end of the association year. It must be declared in writing to the Executive Board by 31 October at the latest. In case of a late declaration of resignation, the resignation will be accepted at the end of the next association year and the full membership fee is owed for the association year. The Board of Directors shall regulate the procedure for resignation.

The resignation of tennis and/or badminton centers, other sports facility operators as well as individual members or other organizations relevant to the Association system is possible at any time. Membership fees for the year in progress are owed in full.

The membership of individual members (natural persons) expires if they do not pay the annual membership fee.

#### **Art. 15. Exclusion**

The exclusion of members can be decided by the board or the responsible commission for important reasons, especially if a member:

- a) has repeatedly disregarded the statutes, regulations, Spirit of Pickleball/Guiding Principles of Swiss Pickleball Association, resolutions or directives of the bodies of Swiss Pickleball Association, or in individual cases has violated them intentionally or through gross negligence in a serious manner.
- b) continually fails to meet its financial and administrative obligations to Swiss Pickleball Association despite reminders.
- c) does not comply with the legally valid decisions of Swiss Pickleball Association or the responsible commission or damages the reputation or interests of Swiss Pickleball Association through his behavior.
- d) The exclusion does not release the member concerned from the fulfillment of his previous and current obligations.

Before an exclusion, the member concerned must be heard in any case. In the case of exclusion of clubs, the relevant regional association, if any, shall also be heard in advance. The executive committee decides definitively with a majority of one vote more than half of the members present. In the event of a tie, the chairperson shall have the casting vote.

The excluded member may lodge an objection against an exclusion decision of the Executive Board within 30 days of the written notification of the same to the competent commission or the Assembly of Delegates. The objection must be submitted to the Executive Board.

#### **Art. 16. Honorary members**

Natural persons who have rendered outstanding services to the Swiss Pickleball Association may be awarded honorary membership. Proposals for honorary membership must be submitted to the Executive Board in writing and justified as an application according to **Error! Reference source not found.** in due time. The Board shall submit the proposal to the Assembly of Delegates. Honorary membership does not confer voting rights at the Assembly of Delegates.

### **III. Association structure / association organization**

#### **Art. 17. Regional associations**

Swiss Pickleball Association may incorporate regional associations as sub-associations. Statutes and regulations are binding for the regional associations.

#### **Art. 18. Bodies of the Association**

The organs of Swiss Pickleball Association are:

- a) the Assembly of Delegates
- b) the Board of Directors
- c) the AuditorsDie Organe von Swiss Pickleball Association sind:

#### **Art. 19. Composition and voting rights of the Assembly of Delegates**

The Assembly of Delegates is the supreme body of Swiss Pickleball Association. It was composed as follows:

- a) One delegate or one delegate per regional association.
- b) One delegate or one delegate per club
- c) Delegates with more than one function may only cast one vote. Substitution is not possible.
- d) Voting by proxy by other delegates is permitted, provided it is communicated to Swiss Pickleball Association in advance (at least 10 days prior to the meeting).



## **Art. 20. Art. 20 Tasks and competences of the Assembly of Delegates**

The Assembly of Delegates has the following powers:

1. approval of the minutes of the last Assembly of Delegates;
2. approval of the annual report of the organs;
3. approval of the annual accounts;
4. discharge (Décharge) of the organs;
5. resolution on the fixing of the membership fees according to the proposal of the Board;
6. approval of the budget;
7. elections (presidency, vice-presidency and other members of the board, audit);
8. resolutions on the adoption and amendment of the Articles of Association;
9. resolutions in case of objections according to Art. 15;
10. passing of resolutions on motions of the Board of Directors and the members;
11. appointment of honorary members;
12. passing of resolutions on the dissolution of the Association;
13. passing of resolutions on all matters reserved for the Assembly of Delegates by law or by the Articles of Association or assigned by the Board.

## **Art. 21. Art. 21 Convening, chairmanship and minutes**

The ordinary Assembly of Delegates shall be held annually within six months after the end of the Association year. The date is usually set at the Delegates Assembly of the previous year.

An extraordinary Assembly of Delegates shall be held upon resolution of the Executive Board or upon request of one fifth of all delegates or one fifth of all members (with voting rights).

The invitation to the ordinary Assembly of Delegates shall be sent out by the Executive Board at least 30 days in advance, in the case of extraordinary assemblies at least 10 days in advance. The invitation must contain the business to be transacted (agenda items). The members or their delegates may be informed and invited to the delegates' meetings by e-mail.

The meeting shall be chaired by the President or, if the President is unable to do so, by the Vice-President or another member of the Executive Board.

Minutes shall be kept of the Assembly of Delegates.

The Assembly of Delegates shall in principle be held physically. In justified cases, the Executive Board may conduct the Delegates Assembly additionally or exclusively digitally (via a communication platform such as Google meets, Microsoft Teams, Webex or similar) or by means of a written resolution. In the case of digital execution, the statutory requirements shall apply in the same way as in the case of physical execution.

The Board of Directors may order a resolution to be passed in writing. In this case, the same provisions of the Articles of Incorporation apply as for physical meetings, in particular the provisions on the required majorities.

## **Art. 22. Proposals to the Assembly of Delegates**

Motions for the attention of the Assembly of Delegates must be submitted in writing to the Board of Directors at least 60 days before the Assembly of Delegates. The motions will be included in the agenda by the Executive Board.

Countermotions or amendments to the existing motions may be submitted at the Assembly of Delegates. They may also be formulated orally by the proposer.

The Assembly of Delegates decides by a vote whether the motion already on the agenda is to be supplemented with the newly submitted motion or whether the amendment is to be approved.

Motions may be withdrawn at any time.

## **Art. 23. Quorum**

The Assembly of Delegates has a quorum regardless of the number of delegates present.

Elections and votes shall be open.

Secret elections and votes shall be held if one fifth of the participating delegates so request.

#### **Art. 24. Election and voting procedures**

Each person entitled to vote has one vote.

For the calculation of the absolute majority, all votes without abstentions of the persons entitled to vote present are counted.

For the calculation of the 2/3 and 3/4 majorities, all votes without abstentions of those eligible to vote present shall be counted.

In the event of a tie, the President shall have the casting vote.

<b>Subject</b>	<b>Necessary Majority</b>
General reconciliations	Absolute majority
Changes to the bylaws	2/3-Majority
Change in membership fees	2/3-Majority
Counter motions or amendments to the motions on the agenda	2/3-Majority
Dissolution of the association	3/4-More
Elections	Decisive in elections: - In the first ballot, the absolute majority - From the second ballot onwards, a simple majority is required. - In the event of a tie, a further ballot shall be held.
Items not on the agenda	Resolutions on items not included in the agenda may only be adopted with the consent of two-thirds of the delegates present; resolutions shall be adopted by an absolute majority in accordance with para. 2.

#### **Art. 25. Extraordinary Assembly of Delegates**

An extraordinary Assembly of Delegates may be called by the Executive Board at its discretion at any time or must be called at the request of one fifth of the Delegates.

The Board of Directors shall determine the place and date of the extraordinary meeting, which shall be held within four weeks at the earliest but not later than six weeks after receipt of the request. The invitation shall be sent at least three weeks before the extraordinary meeting of delegates and may be sent by e-mail.

The extraordinary meeting may be held physically and/or digitally (cf. **Error! Reference source not found.**).

## **Art. 26. The Board of Directors: composition and constitution**

The Board of Directors consists of at least three members and is elected by the Assembly of Delegates. It is composed as follows:

- a) President
- b) Vice President
- c) At least one other member of the board

The board of directors is basically honorary; it is entitled to reimbursement of effective expenses.

All board members undergo a background check upon election to the board and every four years thereafter.

## **Art. 27. Tasks and competences of the board of directors**

The Board of Directors is responsible for:

1. all business not assigned by law or the Articles of Association to another body of the Association. In addition to the strategic authority, it shall have the following powers:
2. to determine the organization of the Association
3. issuance of regulations and guidelines;
4. election of commission members, unless this is assigned to the Assembly of Delegates;
5. to determine the events organized by the Association and to issue the necessary regulations;
6. preparation of the Assembly of Delegates, including counterproposals or amendments to the motions on the agenda in accordance with **Error! Reference source not found.**;
7. execution of the resolutions of the Assembly of Delegates;
8. resolutions on the admission and possible exclusion of members of the Association;
9. handling of suggestions, applications and complaints from members of the Association;
10. preparation of the budget and annual accounts;
11. determination of the amount of membership fees;
12. passing resolutions on joining national and international organizations;
13. management of the Association's assets;
14. activity in relation to the fulfillment of the purpose of the Association.
15. the Board of Directors is authorized to enact regulations in the field of ethics that Swiss Pickleball Association, as a member of Swiss Olympic or other national or international organizations, must adopt in its own rules and regulations and to amend the Statutes accordingly. If the Executive Board makes use of this authorization, it shall inform its members in an appropriate form about the validity of new regulations and the adaptation of the Statutes.

The members of the Executive Board, apart from the President or the deputy (Vice-President), have no voting rights in the Assembly of Delegates.

#### **Art. 28. Term of office**

The term of office of all board members is 2 years. The year of office is counted from one Assembly of Delegates to the next.

Re-election is possible.

Vacancies occurring during an Association year may be filled by the Board itself until confirmed by the General Assembly.

Should the President resign during the term of office, the Vice-President shall assume the Presidency until a successor is elected.

#### **Art. 29. Representation and signing authority**

Externally, the association is represented by the board of directors. The board of directors determines who is authorized to sign and how the signature is to be made.

#### **Art. 30. Meeting, Resolutions, Elections, Minutes**

The Board of Directors meets as often as business requires. The members of the Board of Directors shall determine the dates of meetings by mutual agreement. Any member of the Board of Directors may request that a meeting be convened, stating the reasons.

Meetings and resolutions may be held both virtually and physically. Provided that no member of the Board of Directors requests oral deliberation, the passing of resolutions by circular letter (also by e-mail) is valid.

The board of directors has a quorum if at least half of all members participate. Resolutions are passed by an absolute majority of the valid votes. Resolutions passed by circular letter require the consent of the majority of all members.

Minutes shall be kept of the proceedings and resolutions.

#### **Art. 31. The Auditors**

The Assembly of Delegates shall elect one or two natural persons as auditors for a term of two years, the term of office being calculated from one Assembly of Delegates to the next. The audit can also be entrusted to a legal person alone (e.g. trust company, etc.).

The accounts of the Association must be closed annually. The auditors are obliged to audit the annual accounts of the Association and to report the results of their audit to the ordinary Assembly of Delegates.

## **IV. Finances**

### **Art. 32. Financial means**

The funds of the Association for the pursuit of the purpose of the Association shall consist of:

1. membership fees, which are determined by the Assembly of Delegates at the request of the Board of Directors
2. income from events and the association's assets
3. income from advertising and from sponsors
4. proceeds from the sale or brokerage of sporting goods
5. subsidies and support contributions
6. voluntary donations (gifts, patronage, legacies, etc.)
7. fines
8. loans

### **Art. 33. Membership fees**

The membership fees to be paid annually are determined by the Board of Directors and decided by the Assembly of Delegates. Different membership fees are charged for the different categories of members. Honorary members and acting members of the Board of Directors are exempt from the membership fee.

As a rule, membership fees are levied in the first quarter of the association year.

In the case of new members joining during the current association year, subsequent registrations by members or if Swiss Pickleball Association learns of a change in a calculation basis, an invoice may be issued at any time.

## **V. Data protection**

### **Art. 34. Data protection**

Swiss Pickleball Association commits itself to a data protection compliant handling of member data. Member data is personal data received from individual members or players, in particular surname, first name, date of birth, telephone number, postal and email address.

The disclosure of personal data to third parties by Swiss Pickleball Association is limited to the following stakeholders:

- a) To Clubs/Centers and Regional Associations for tournament purposes.
- b) To the respective advertising and sponsoring partners for advertising and marketing purposes.

The data protection regulations of Swiss Pickleball Association apply.

## **VI. Dissolution and Liquidation**

### **Art. 35. Merger, Dissolution and Liquidation**

The merger or dissolution of Swiss Pickleball Association can be decided by the ordinary or extraordinary Assembly of Delegates with a 3/4 majority.

If dissolution is decided, the liquidation shall be carried out by the Board of Directors unless special liquidators are appointed by the Assembly of Delegates.

In the event of dissolution of the Association, the assets of the Association shall go to a tax-exempt non-profit organization in Switzerland which pursues the same or a similar purpose. The distribution of the assets of the Association among the members is excluded.

## **VII. Final Provisions**

### **Art. 36. Amendment of the Articles of Association**

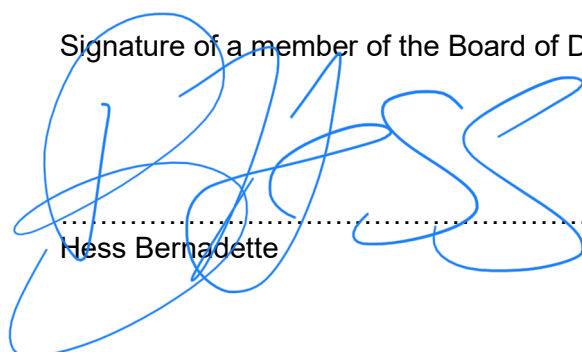
These Articles of Association may be amended by the Assembly of Delegates with a majority of two thirds of the valid votes.

A resolution may only be passed on an amendment to the Articles of Association if the amendment has been duly announced in advance as an agenda item and with a formulated proposal.

### **Art. 37. Effective Date**

These Statutes were adopted at the Assembly of Delegates on July 31, 2023, and entered into force on that date. They replace all previous versions.

Signature of a member of the Board of Directors:



Hess Bernadette

## Change History

<b>Version</b>	<b>Date</b>	<b>Change</b>
V3	July 31, 2023	Total revision with insertion of provisions on membership, finances, ....
V2	May 15 2023	Art. 1: Addition club name D, F, I