



STATUTES

October 2020

Ratified and passed
members meeting 29 October 2020

Table of Contents

Chapter I - General Provision	3
Article 1 Name and Seat	3
Article 2 Goals	3
Chapter II - Membership	4
Article 3 Categories of Members	4
Article 4 Matters relative to Membership.....	4
Chapter III Administration	6
Article 5 Terms:.....	6
Article 6 Structure:	6
Article 7 General Assembly	6
Article 8 The Executive Council and Officers.....	8
Article 9 Notice.....	12
Chapter IV Finances	13
Article 10 Membership Dues	13
Article 11 Finances and Liability	13
Article 12 Audit.....	13
Chapter V Final Provisions	14
Article 13 Dispute Resolution	14
Article 14 Interpretation	14
Article 15 Modification of the Statutes	14
Article 16 Dissolution.....	14
Article 17 Waiver of Time Limits	15
Article 18 Enforcement	15

Chapter I - General Provision

Article 1 Name and Seat

The International Federation of Sports Chiropractic is a non-profit association under Article 60 of the Swiss Civil Code (**CCS**), composed of autonomous and independent international sports chiropractic councils /federations and other international organizations contributing to sport in various fields.

1. The name of this corporation shall be the Federation Internationale de Chiropratique du Sport (hereinafter called **FICS**).
2. The official languages of FICS shall be English and French.
3. FICS is politically and constitutionally neutral and abides by the rules of Swiss law, as well as the rules against discrimination as adopted by the International Olympic Committee (**IOC**).
4. The FICS logo and name are the exclusive property of FICS and, without the prior written approval of the Executive Council (**ExCo**), shall not be used for any purposes other than those related to the ongoing administration and activities of FICS.
5. The General Assembly determines the location of the headquarters of FICS, currently located in Lausanne, Switzerland.
6. Members of the committee who shall be volunteers, compensated only for their out of pocket costs, in accordance with **Chapter III Article 8.4**.
7. In case of termination and dissolution of the association, assets will be assigned to a Swiss tax exempt charitable (but d'utilité ou service public) institution or service, or to a Canton or to the Swiss confederation or to a municipality or to their affiliated entities in accordance with **Chapter V Article 16**.

Article 2 Goals

The goals of FICS include, but are not limited to:

1. ensure that all athletes in all sports have access, when needed, to the specialized skills of chiropractors as part of their sport health care;
2. promote excellence in postgraduate education and practice in sports chiropractic around the world;
3. promote research in sports science and sports chiropractic;
4. represent the chiropractic profession in sport internationally;
5. support the establishment of national chiropractic sports councils throughout the world;
6. establish and maintain relationships with international sports organizations throughout the world; and
7. ensure that the highest levels of professionalism are displayed by its members

Chapter II - Membership

Article 3 Categories of Members

FICS shall be composed of ordinary , associate, and honorary members as follows and with these voting rights:

1. **Ordinary Members:** National sports chiropractic councils or associations (NCSC's). Each NCSC shall appoint one vote-carrying delegate to attend the General Assembly. This delegate shall have voting rights according to the following classification:
 - NCSC's with 1 to 50 individual members 5 votes
 - NCSC's with 51 to 100 individual members 8 votes
 - NCSC's with 101 or more individual members 10 votes

2. **Associate Members:** Any association, organization, institution, or individual that supports the goals of FICS. These may include, but are not limited to:
 - a. Voting members:
 - National Associations of Chiropractors that is representing a country that is not in conflict with **Article 4.1** 2 votes
 - Chiropractic teaching institutions 2 votes
 - Student chiropractic sports councils 1 vote
 - b. Non-voting members:
 - Other associations, organizations, and institutions
 - Individual members

3. **Honorary Members:** Any individual who has worked in the interest of public health, particularly in the area of sports chiropractic, may be approved as an honorary member by the General Assembly upon the recommendation of the Executive Council. Honorary members may participate in the activities of FICS, are exempt from having to pay annual membership dues and shall have no vote

Article 4 Matters relative to Membership

4.1 Application:

Applications for admission to ordinary membership shall be submitted in writing, at least three (3) months prior to the commencement date of the next General Assembly if the application is to be considered at that Assembly and shall be accompanied by a complete list of the applicant's members. There shall be no more than one (1) ordinary member per country. The Executive Council shall review and make proposals to the General Assembly concerning applications for membership, but final admission to membership shall be approved by the General Assembly.

4.2 Members' Obligations

The obligations of members shall include:

1. punctual payment of annual dues;
2. to comply with, and ensure that their members comply with, the Statutes, codes of ethics and conduct, and all other policies adopted by FICS;
3. to promote knowledge of and active interest in the goals and activities of FICS, including the dissemination of information about FICS' activities to their membership;
4. to inform FICS of any events or developments in the member's country that may be of significance to FICS; and
5. to reply to all communications from FICS in a timely manner.

4.3 Resignation, Discipline or Exclusion

1. Notice of resignation from membership shall be given in writing at least one (1) month prior to the General Assembly. It can only be accepted if the resigning member has fulfilled all its financial obligations.

2. Any member whose conduct has been determined by the Executive Council to be unprofessional or detrimental to the interests of FICS or sports chiropractic or the chiropractic profession, or who has committed a breach of the Statutes or the FICS Code of Ethics, may:
 - i. be reprimanded by the Executive Council;
 - ii. have membership suspended for an indeterminate or determinate term by the Executive Council with conditions for reinstatement;
 - iii. be deregistered and excluded as a member by the General Assembly on two thirds ($\frac{2}{3}$) or more majority vote of those in attendance conducted by secret ballot. A member so deregistered and excluded shall still be responsible for outstanding financial obligations.

The member shall be notified of the charge or complaint and be given an opportunity to be heard prior to disciplinary action being taken.

Chapter III Administration

Article 5 Terms:

The administrative year shall commence at the close of the General Assembly. The financial year shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December.

Article 6 Structure:

FICS consists of the following groups:

1. The General Assembly of Members (the General Assembly), which shall have final authority on all matters.
2. The Executive Council (referred to in this **Article 6** as the Board of Directors or Board), which shall be responsible for the overall governance, management, and strategic direction of FICS in accordance with its goals and objectives.
3. The Executive Management Team (also referred to as the EMT), shall provide day to day management and administration of the daily affairs of FICS under the direction of the Board.
4. The Administration shall provide administration under the direction of the EMT.

Article 7 General Assembly

7.1 Definition:

A General Assembly is a meeting open to attendance by all the members of FICS, and only a regularly convened General Assembly has the authority to exercise its powers.

1. A General Assembly may be Ordinary or Extraordinary.
2. A General Assembly may delegate such authority as it deems fit to the Executive Council.

7.2 Powers of the General Assembly

The powers of the General Assembly shall include:

1. adopting or amending the Statutes, regulations, and directives of FICS;
2. approving the minutes of the previous meeting;
3. all matters related to membership, including admitting and excluding members;
4. approving an independent auditor recommended by the Executive Council;
5. setting and /or approving membership dues, budgets, financial statements, and activity reports;
6. approving the reports of NCSC's;
7. any other functions mutually agreed; and/or
8. appointing the location and time for the next Ordinary General Assembly.

7.3 Voting

Each member who has satisfied all its financial obligations towards FICS and who is granted voting rights by **Article 3** is entitled to vote on the following basis:

1. Subject to the proxy rights given in **paragraphs 2 and 3** below, a delegate may not represent more than one (1) member.
2. Ordinary members have voting rights as defined in **Article 3.1** together with the right to carry and exercise proxy votes for up to two (2) other ordinary or associate members.
3. Associate members have voting rights as defined in **Article 3.2** together with the right to carry and exercise proxy votes for up to two (2) other associate members.

Voting may be performed by show of hand, by ballot or in extraordinary circumstances as approved by the executive council, through electronic means and shall be open unless the statutes require, or the general assembly agrees, otherwise.

All decisions shall be made by a simple majority of votes cast unless otherwise required by these Statutes.

7.4 Ordinary General Assembly

An Ordinary General Assembly shall be convened by the Executive Council at least once every two (2) years, and:

1. Notice of the meeting shall be sent to all members at least sixty (60) days before the date of the meeting.
2. Any modifications to the Statutes or other agenda items suggested by a member shall be made by a formal written proposal received at least ninety (90) days prior to the meeting unless otherwise agreed by the Executive Council.
3. Emergency business not included in the call to the annual meeting may be considered if submitted by the EMT, Executive Council, or the chairperson of a standing commission of FICS and approved by a majority vote of the General Assembly.
4. Meetings shall be conducted in accordance with Roberts Rules of Order, or such other parliamentary procedures deemed appropriate by the General Assembly.
5. The presiding officer of the General Assembly shall be the President or, in the absence of the President, the First Vice-President. In the event neither are available, the person elected under **Article 7 (clause 7.7)** of these Statutes will be the presiding officer for this meeting.
6. A quorum at a general assembly will be one-third ($\frac{1}{3}$) of all total votes held by ordinary members.

7.5 Agenda for Ordinary General Assembly

The agenda shall contain the following items:

1. Opening of the meeting
2. List of voting members, special guests present and apologies of members.
3. Adoption of agenda
4. Presidents address
5. Secretary General report
6. Membership reports
7. Approval of the minutes of the previous meeting
8. Executive Council and Commission reports
9. Financial reports and approval of auditor;
10. Statutes modifications(if applicable);
11. Elections(if applicable);
12. Proposals validly submitted by members(if applicable)
13. NCSC reports;
14. Date and place of the next meeting
15. Varia(for discussion but no vote).

7.6 Extraordinary General Assembly

An Extraordinary General Assembly may be summoned at the written request of one third ($\frac{1}{3}$) of the ordinary members, on two (2) months' notice, or at any time under exceptional circumstances by the Executive Council, and:

1. any such meeting-shall not replace the Ordinary General Assembly;
2. the notice of the meeting shall detail the reasons for convening an Extraordinary General Assembly; and
3. no business other than that specified in the notice shall be conducted at the meeting.

7.7 Conduct of Meetings

The President shall preside over each General Assembly, whether ordinary or extraordinary, unless he or she is absent, unable, or unwilling to preside, in which case the 1st Vice President will preside over the meetings. Should neither be available the Executive Council shall elect one of the members of the Executive Council to preside as Chairperson.

Article 8 The Executive Council and Officers

8.1 Composition

1. The Executive Council shall be comprised of nine (9) representatives of NCSC ordinary members in good standing elected by and representing world regions as follows:
 - Africa one (1)
 - Asia one (1)
 - Eastern Mediterranean one (1)
 - Europe two (2)

- Latin America one (1)
- North America two (2)
- Pacific one (1)

The number of members of the Executive Council representing NCSC ordinary members and world regions may be extended depending on the needs of FICS.

At its first meeting after a General Assembly, the Executive Council shall elect from its number a President, a 1st Vice President and a 2nd Vice President.

2. The FICS Executive Management Team (EMT) will comprise the following seven (7) people:
 1. President (Member of ExCo)
 2. First Vice President (Member of ExCo)
 3. Secretary General
 4. Head of Finance/Treasurer
 5. Head of Operations
 6. Head of Marketing
 7. Head of International games (member of FICS ISF Commission)

The Company Secretary will sit on the EMT however will be a non-voting member. The Secretary General, Head of Operations, Head of Marketing, and Head of Finance may be recruited by the EMT from wherever and in any way the EMT deems appropriate. However, the Executive Council must approve the appointments. The Head of International games position shall be filled by a member within the sports chiropractic community in accordance with **clause 8.2.2.**

8.2 Eligibility and Term

1. To be eligible to serve on the Executive Council as a regional representative a candidate must be an individual member in good standing of an NCSC ordinary member. It is highly desirable that they have had previous experience in serving FICS in some capacity or similar experience in a comparable organization. Previous experience means:
 - i. having been a member of the EMT for at least one (1) year;
 - ii. a Commission Chair for at least two (2) years; or
 - iii. a member of a FICS Commission for a total of three (3) years.

If a region is unable to provide a representative that meets the selection criteria or previous experience requirements then the current regional representative is to document and submit to the Executive Council the selection process followed by the region and nominate the most suitable representative from the regional candidate pool.

2. In accordance with **clause 8.1.2**, the Head of International games position shall be filled by a member within the sports chiropractic community. To be eligible for this position the candidate must hold previous experience in serving FICS or have the necessary industry experience to discharge the duties effectively. Previous experience means having been or acted as a Commission Chair, or Games liaison for at least two (2) years. Necessary industry experience means having at least served as Chief de mission at two (2) international games for FICS.
3. Members of the FICS Executive Council are elected for a four (4) year term at the General Assembly held with members, every two (2) years. A rolling period of divided or staggered terms providing for either four (4) or five (5) of the nine (9) members to be elected every two (2) years for a four (4) year term, with a regular term of office for an Executive Council member being four (4) years. A member is eligible for one (1) consecutive re- election at the end of their first term. Members who have served on the Executive council and served two (2) terms will not be eligible for election until after a four (4) year absence from the Executive Council. Members of the Executive Council must be members in good standing within their NCSC.
4. A member of the Executive Management Team may be appointed for a four (4) year term. He or she is eligible for re-election, provided an EMT member may only be elected to a position for a maximum of two (2) consecutive terms. Except, the Secretary General who is under an individual contract with the executive council.
5. Executive council members filling the positions of President, Vice President, and Second Vice president are eligible elected to the position via a vote of the Executive Council for a two (2) year term. Members may apply for re-election to these positions, provided each may only be elected to the position for a maximum of two (2) consecutive terms. An immediate Past President shall not be eligible to serve on the Executive Management Team, however, will remain on the Executive Council for the remainder of their term.
6. The FICS Secretary General has a renewable contract based on a three-year term. Their roles and responsibilities are defined by the terms of their contract.

8.3 Meetings and Quorum

The Executive Council shall meet in person at least once annually at the call of the President and shall meet at such other times in such manner as the President deems necessary. A quorum shall be at least five (5) members.

8.4 Duties

The duties of the Executive Council, and the Executive Management Team acting on its behalf, shall include:

1. Realizing the Strategic Plan and goals of FICS.

2. Managing the affairs and activities of FICS in good faith in accordance with these Statutes, Strategic Plan, established policies, and the directions provided by the members in General Assembly.
3. Proposing and acting in accordance with an annual budget. This is a volunteer position for the benefit of Sports Chiropractic members globally. Any expenses incurred for planned budgeted activities, such as travel and other services provided for FICS, will be reimbursed in line with the FICS financial management process.
4. Retaining the services of a Secretary-General, who may or may not be a member of an NCSC ordinary member of FICS on such terms of employment as may be deemed appropriate by the Executive Council. The Secretary-General shall be a non-voting participant of the ExCo meetings.
5. The President and one other Executive Council member shall be the two (2) persons with signing authority for FICS, unless decided otherwise by the Executive Council.

8.5 Voting Rights

Only directors in attendance at meetings of the Executive Council may vote, and proxies shall not be accepted.

8.6 Vacancies and Resignations

If a vacancy occurs on the Executive Council by reason of death, resignation, unfitness to serve or otherwise, the position shall be filled for the balance of the term by an individual elected from the relevant region.

1. Vacancy of the office of President is filled by the Vice President who serves the vacated term and the term originally elected to fulfill.
2. Vacancy of the office of First Vice President is filled by the second Vice President who serves the vacated term and the term originally elected to fulfill.
3. In the event of a vacancy of the office of second Vice President the President shall appoint a replacement from members within the Executive Council, to serve until the next general assembly.

8.7 Indemnification

Each director and his/her estate, executors and administrators shall, at all times, be indemnified by FICS for any and all costs that may arise from or be related to any proceedings for actions or claim made against him or her for actions taken or not taken in the execution of the duties of his/her office except those occasioned by his/her own wilful neglect or fraud.

8.8 Duties of Officers

1. The President shall:
 - convene Ordinary and Extraordinary General Assemblies;
 - preside as Chair at meetings of the Executive Council, EMT and members in General Assembly; and

- on the basis of the structures set out in **Article 6**, be responsible for the general management and supervision of the activities of FICS.
2. The First Vice President and the Second Vice President shall:
- perform all specific duties assigned by the President or, should the President so decide, the Executive Council; and
 - fulfil the duties of the President as may be occasioned by temporary absences of the President.

8.9 Commissions

The Executive Council may establish such commissions and other bodies as may be necessary and appropriate to carry out the work of FICS. The President shall appoint the members of such commissions and other bodies after considering the advice of the commission selection committee. Appointee must be ratified by the Executive Management Team. The Executive council shall also establish rules and regulations for the operations of commissions, committees, or task forces which may be reviewed as needed.

The following shall be the FICS standing commissions/committee:

1. Nominating Committee
2. Finance Commission
3. Education Commission
4. International Games Commission
5. Membership Commission
6. Research Commission

A nominating committee, via an appointment by the President, will be one member drawn from the ExCo, EMT, Chairperson of a FICS standing commission, or member.

Article 9 Notice

In all matters in which these Statutes require notice to be given to members such notice shall be deemed to be duly given when sent by electronic mail, fax or traditional mail to the last addresses given in writing to FICS by members.

Chapter IV Finances

Article 10 Membership Dues

Members shall pay annual membership dues as recommended by the Executive Council and approved by the General Assembly. Notice of any proposed increase by more than ten (10) per cent per annum shall be given to voting members at least sixty (60) days before the General Assembly.

Article 11 Finances and Liability

1. FICS shall be financially bound, within the limits of the approved budget, by the joint signatories.
2. Ordinary members and associate members shall only be legally and financially liable towards FICS, and towards third parties making a claim against them with respect to the activities of FICS, up to the limit of their annual membership dues.
3. Deposit of funds will follow the following requirements:
 - i. All monies belonging to FICS shall be deposited in such bank or other financial institution as the Executive Council may decide.
 - ii. All monies belonging to FICS that, in the opinion of the Executive Council, are surplus funds not required for the day-to-day administration of FICS may be invested with such financial institution as it deems reasonable. The members of the Executive Council shall not be responsible for any loss or damage that may be occasioned by reason of such investments made by them in good faith and without wilful neglect.
4. Members position serving on the FICS ExCo, EMT and Commission as a nominated representative of the association work on a voluntary basis, and not that of an employee or agent.
 - i. Any expenses incurred for planned budgeted activities, such as travel and other services provided for FICS, are subject for reimbursement of their actual expenses only.
 - ii. A payment for a reimbursement will be a precise compensation, for any per approved expense.
 - iii. Volunteers are responsible for their own personal asset, incurring expenses related to phone and internet use.
 - iv. Members are solely responsible for remitting such amounts as may be required by law from any remuneration received from FICS ***under this clause*** and all claims whatsoever which may be made with respect to such remittances are a reimbursement of approved expenses only.

Article 12 Audit

There shall be a duly qualified auditor approved by FICS at each Ordinary General Assembly to audit the accounts and report to the membership on the financial status of the organization. The Executive Council shall recommend a duly qualified auditor to each Ordinary General Assembly for its approval.

Chapter V Final Provisions

Article 13 Dispute Resolution

1. In all agreements concluded between FICS and third parties relating to sports events and other activities the Executive Council shall endeavour to include a provision referring all disputes to the Court of Arbitration for Sport in Switzerland, unless the Executive Council deems this inappropriate for special reasons in any particular case.
2. Any dispute arising from, or related to, the Statutes, regulations, directives and decisions of FICS and for which there is no competent internal decision-making body, will be submitted exclusively to the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, applying its own procedural rules. Its decisions shall be final.
3. Any appeal against a final and binding decision from any FICS decision making body shall be submitted only to the CAS, to the exclusion of any ordinary court of any country or other tribunal.

Article 14 Interpretation

1. In construing these Statutes all necessary changes of gender and number shall be made as required by each case, and references to individuals or persons shall include organizations and corporations and vice versa.
2. The Executive Council shall have authority for settling any dispute concerning the interpretation and meaning of these Statutes, and in its discretion may decide to seek the advice of the General Assembly before taking the final decision.

Article 15 Modification of the Statutes

1. These Statutes may only be modified by an Ordinary General Assembly or by an Extraordinary General Assembly convened especially for that purpose.
2. Any amendment to the Statutes shall require a majority vote of two thirds ($\frac{2}{3}$) of the votes cast by voting members present at the meeting.

Article 16 Dissolution

1. The dissolution of FICS shall not be pronounced as long as there are ten (10) ordinary members committed to ensure its continuation.
2. Any assets remaining after dissolution shall, after satisfaction of all debts and liabilities, be applied to the furtherance of any of the goals of FICS as determined by the General Assembly at or before the time of dissolution. If effect cannot be given to the foregoing provisions any remaining assets shall be given to a charitable organization. Under no circumstances shall they be paid to, or distributed amongst, any of the members.
3. In the event of dissolution/departure abroad, any remaining contingent assets will be remitted to a Switzerland Foundation Pierre de Coubertin or in the event that

organization is no longer, another Swiss institution which is exempt from tax on account of its charitable or public service purpose.

4. The intended dissolution of FICS shall require an Extraordinary General Assembly at which the proposed dissolution shall be the sole item on the agenda.
5. Dissolution shall require two thirds ($\frac{2}{3}$) of the votes cast by voting members in attendance.

Article 17 Waiver of Time Limits

All time limits set forth in these Statutes may be waived by the Executive Council or General Assembly where either of them deems this appropriate because of special circumstances, provided that this right of waiver shall not apply to any term limit for EMT members and Executive Council members.

Article 18 Enforcement

1. These Statutes supersede all previous Statutes. They shall take effect from the end of the General Assembly or Extraordinary General Assembly at which they are passed.
2. The French and English versions represent the true legal Statutes of FICS.



Mustafa H Agaoglu
President
29 October 2020