



**THE EUROPEAN  
LOTTERIES**

FOR THE BENEFIT OF SOCIETY

# STATUTES

European State Lotteries and Toto Association

The European Lotteries

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**Article 1 Legal Form, Name, Registered Office:**

- 1.1 The “European State Lotteries and Toto Association” is an international association without lucrative goal under Belgian law with its registered office in the Brussels Capital Region.
- 1.2 The association can open branch offices whenever necessary in Europe.

**Article 2 Aims, Objectives and Activities:**

- 2.1 The aims, objectives and activities of the Association are to advance the collective interests of its Members, especially with regard to the European institutions and national and international authorities, and to enhance the capability, common knowledge and status of individual Members by inter alia:
- 2.1.1 promoting the interests of its Members in conducting its business as defined in Article 4.1.1;
- 2.1.2 promoting the interests of its Members with the institutions of the European Union and any other governmental or intergovernmental institution based in Europe;
- 2.1.3 providing a forum for the exchange of experience and information;
- 2.1.4 establishing programmes to assist in technical and educational areas, to be made available to member organisations who request such assistance;
- 2.1.5 establishing services in educational, statistical, informational or administrative matters;
- 2.1.6 providing a forum for exchange of information on new technologies;
- 2.1.7 convening seminars, Conventions, Conferences, Congresses, General Assemblies, Special Assemblies and working groups to further the aims of the Association including;
- 2.1.8 representing several or all Members in conveying common positions or opinions to authorities, private or public, including representation in any court as party or third party wherever such Members have authorized the Association to speak or act on their behalf;



- 2.1.9 applying for membership and participating in the activities of an association which pursues the same objectives at world level.
- 2.1.10 providing sport monitoring services including data collection and reporting to be used for the purposes of sports betting, hereby aiming at the preservation of the integrity of sport and public order.
- 2.1.11 Promoting its members' interests with national and European sport organisations and associations, in particular in the field of football, and promoting sporting activities in general. Collaborate with WLA in the sport related activities at the worldwide level.

### **Article 3 Members:**

There shall be three categories of members:

- Regular Members (Art. 4)
- Observer Members (Art. 4bis)
- Associate Members (Art. 5)

Until admitted as Members by the General Assembly, applicants may be accepted as provisional members (Art.6).

### **Article 4 Regular Members:**

- 4.1 Any organisation that conducts games of chance and/or skill such as Lotto, Toto, class lotteries, classic lotteries, sports betting, sports lotteries, instant games, and lotteries generally, whatever the technical and/or commercial means used for operating them, and does so within a Member State of the Council of Europe, is eligible for Regular membership, provided that:
- 4.1.1 it is licensed or authorised in that jurisdiction by the competent authorities to operate such games as defined in Article 4.1.; and
- 4.1.2 given that the annual sales volume of its lottery-type games form the substantial part of the organisation's total gross revenue and that its net revenues for a substantial part are dedicated to good causes and/or the State exchequer; and
- 4.1.3 its business practices conform to the aims, objectives and values of the Association; and



- 4.1.4 it executes its activity in respect of applicable legislation in any jurisdiction and takes care that its staff as well as its contractual partners and shareholders likewise respect legislation in the countries concerned; and
- 4.1.5 it is compliant with the association's Responsible Gaming Certification Framework and connected policies.
- 4.2 In case two or more Regular Members enter into a merger, the concerned Regular Members will cease to be Regular Members and be replaced as Regular Member by the newly constituted organisation resulting from the merger.

#### **Article 4bis Observer Members:**

- 4bis.1 Any organisation that fulfils the terms and conditions stipulated in Articles 4.1.1, 4.1.3 and 4.1.4, but is not located in a Member State of the Council of Europe, or has not been accepted by the General Assembly as a Regular Member for whichever reason, may, at the discretion of the General Assembly, be eligible to be accorded the status of Observer Member.
- 4bis .2 Observer Members shall exercise neither decision-taking nor voting rights.
- 4bis.3 An organization that falls under the conditions of Article 4bis.1 but which has been accorded the status of Regular Member in the past, may nevertheless maintain its Regular Membership status if so decided by the General Assembly.

#### **Article 5 Associate Members:**

- 5.1 Associate membership is open to any person or organisation that is supplying or intending to supply goods or services to Regulars Members or to other Associate Members. Associate Members shall have access to certain events organised by the Association, especially as exhibitors during Association meetings.
- 5.2 Associate Members shall exercise neither decision-taking nor voting rights.



## **Article 6 Acquisition of Member Status:**

- 6.1 Applications for admission shall be sent, in writing, to the Secretary General of the Association. Applications for Regular membership shall be accompanied by the State-issued document indicating the license, directive or authorisation under which the applicant operates, and any other document demonstrating that the applicant meets the membership criteria set out in Article 4 as may be requested by the Secretary General. Applications for Associate Members shall be accompanied by an explanatory document regarding the goods or services referred to in Article 5.
- 6.2 Applications for admission can only be considered to the extent that the applicant confirms in writing that it does and at all times will continue to abide by the laws of each jurisdiction where consumers are located to which the applicant offers its games as defined in Article 4.1.1.
- 6.3 Applications for Observer membership shall be accompanied by the State-issued document indicating the license, directive or authorisation under which the applicant operates and any other document demonstrating that the applicant meets the Observer membership criteria set out in Article 4bis as may be requested by the Secretary General.
- 6.4 The General Assembly shall decide on all applications for admission submitted to it by the Executive Committee. The admission of a Regular, Observer, or Associate Member shall become effective only if it has, by the signature of the person or persons authorised to commit it appended hereto, agreed to abide by these Statutes.
- 6.5 Provisional Member  
Upon receipt of an application for admission as a Member, the Executive Committee may approve the applicant, upon such conditions as the Executive Committee may establish, as a Provisional Member until accepted as a Member at the General Assembly or Special Assembly. Failing such acceptance, the applicant ceases to be a Provisional Member.

## **Article 7 Loss of Member Status:**

- 7.1 Resignation  
Any Member may resign from the Association upon written notice of at least six (6) months, but shall remain liable for all of its existing dues and obligations as well as for any new dues and obligations up to the date that the resignation becomes effective.



**7.2**            Suspension and Expulsion of Members

The Executive Committee may suspend or recommend for expulsion, for a final decision by the next General Assembly, any Member who:

7.2.1           fails to pay the appropriate membership dues;

7.2.2           fails to abide by the Statutes or acts in any way prejudicial to the interests of the Association or its members and is therefore found no longer to qualify for Membership.

The Member that shall be expelled or suspended is not entitled to participate in the relevant voting procedure.

7.2.3           fails to comply with the Responsible Gaming Certification Framework and policies.

**Article 8**    **Members' Dues & Resources:**

8.1            The basis for the calculation, the different levels, and the applicable amounts of Members' annual dues is decided by the General Assembly on the proposal of the Executive Committee. The annual dues are to be paid by 1 May of each year to the account of the Association. No refund can take place. Those resigning shall remain liable for all dues and obligations up to the date that the resignation becomes effective. Those who are expelled shall continue to be committed for their dues for the entire current year.

8.2            Should special circumstances so justify, the Executive Committee may grant a Member payment facilities and may, by way of exception, waive all or part of its outstanding dues.

8.3            The Association may supplement its resources with donations or subsidies received from members or third parties and from proceeds derived from activities related to its corporate objectives. Such donations or subsidies shall be mentioned in the annual accounts.

**Article 9**    **Accounting Period:**

The accounting period of the Association shall be the calendar year.



## **Article 10 The Bodies:**

- 10.1 The Association has the following Bodies:
- the General Assembly
  - the Executive Committee, which includes the President and the First and Second Vice-President
  - the Secretary General
  - the Auditors
- 10.2 Any person or Member belonging to a Body shall not participate in any deliberations and/or voting regarding an issue on the agenda whereby he/she and/or his/her organisation has a conflict of interest. Such person shall have the right to be heard by the relevant body before such deliberations take place and leave the meeting during such deliberations.

## **Article 11 The General Assembly:**

- 11.1 Composition  
The General Assembly is composed of all Regular Members who shall be represented by one delegate at every ordinary and/or extraordinary meeting.

## **Article 12 Powers and prerogatives:**

- 12.1 The General Assembly shall be the supreme organ of the Association. Its decisions shall be binding on all Members of the Association.
- 12.2 The General Assembly shall exercise the following functions and powers as well as any other power expressly or by implication assigned to it under these statutes:
- 12.2.1 amendments to the Statutes;
  - 12.2.2 final admission and expulsion of Members;
  - 12.2.3 election of the President and the other Members of the Executive Committee;
  - 12.2.4 appointment of two internal auditors and one external auditor;
  - 12.2.5 exoneration of the Members of the other Association bodies from liability for the past period;



- 12.2.6 approval of the minutes of the previous Assembly, of the audited accounts of the Association as well as of possible branch offices of the previous period, and of budget forecasts of the Association as well as of possible branch offices;
- 12.2.7 consideration of reports and recommendations by the Executive Committee;
- 12.2.8 consideration of such other business as may properly be brought before the Assembly;

### **Article 13 Meetings:**

- 13.1 Ordinary Meeting  
The General Assembly will meet once a year during the second quarter at the latest.
- 13.2 Extraordinary Meetings  
Extraordinary meetings may be convened on a decision of the Executive Committee or on a written request by at least one-fifth of the Regular Members, addressed to the President of the Association.
- 13.3 The Secretary General shall be responsible for convening the Assembly and shall send Members notice of the Assembly, accompanied by the agenda, at least 30 days in advance.
- 13.4 The Assembly shall be chaired by the President of the Association, but the President may delegate that function. Should this not be possible, the Executive Committee shall designate an Assembly Chairman.

### **Article 14 Agenda:**

- 14.1 The Secretary General shall prepare the agenda for the General Assembly.
- 14.2 Should at least five Regular Members send a joint letter to the Secretary General requesting that an item be discussed and provided that the item is presented at the latest 60 days before the General Assembly to the Secretary General of the Association in writing, such an item will be on the agenda.
- 14.3 Once notice has been dispatched, the agenda shall be final unless the General Assembly, by a simple majority vote and to the extent that all Regular Members are present, accepts a proposed amendment from the Secretary General.





## **Article 15 Decisions:**

### 15.1 Quorum and Voting Rights

15.1.1 The normal quorum is constituted by the Members who are present at a General Assembly or a Special Assembly.

15.1.2 For the application of Art. 15.2.1 and 15.2.3, a quorum shall be 25% of all Regular Members, while, for the application of Art. 15.2.4, the quorum shall be 75% of all Regular Members.

15.2 Only Members who have fulfilled their financial contributions towards the Association and are not suspended shall be entitled to vote. Each Member shall have one vote. The following decisions shall require the affirmative vote of no less than seventy-five percent (75%) of all the votes cast at a General Assembly or a Special Assembly:

15.2.1 the change of the Association's offices;

15.2.2 the admission, suspension and expulsion of Members of the Association;

15.2.3 the amendment or modification of these Statutes, while respecting article 2:5, §4 of the Belgian Company Code;

15.2.4 the dissolution of the Association.

15.3 All other decisions shall require a majority of all the votes cast at such a meeting.

15.4 Each Member may participate remotely in the General Assembly through an electronic means of communication made available by the Association.

Members who participate in the General Assembly by this means shall be deemed to be present at the place where the meeting is held for the purposes of quorum and majority requirements.

15.5 Each Member may also vote by letter or electronically by means of a form established by the Executive Committee, which shall contain the following information

(i) the identification of the Member and

(ii) for each decision to be taken by the meeting in accordance with the agenda, the words "in favour" or "against" or "abstention"

The form must be sent to the Association and must reach the headquarters at least one day before the meeting.



15.6 The Members may unanimously take in writing, all decisions which fall within the power of the General Assembly, except those which must be recorded in a notary deed.

15.7 The decisions of the General Assembly shall be communicated to the Members by letter, fax, e-mail or any other means of communication or by a newsletter.

Copies and/or extracts of the minutes of the General Meetings to be issued to third parties shall be signed by the President of the Executive Committee and the Secretary General.

## **Article 16 Executive Committee:**

### 16.1 Composition of Executive Committee

The committee shall, besides the President, comprise ten Executive Members elected for two years, each of them from a different country, except where of the General Assembly accepts two Members from the same country, but from two different Regular Members, by a majority of 75% of the voters.

The President and members of the Executive Committee are elected in their personal capacity.

### 16.2 Candidates and election of President

Any person that is eligible to serve can submit his or her candidacy as member of the Executive Committee and/or President to the Secretary General. This must be done in due time in order to facilitate the organization of elections as the case may be.

The Secretary General shall notify the membership, at the latest 90 days in advance of a General Assembly at which an election is scheduled, of the names of the persons who have been nominated and/or candidate for election as President and/or member of the Executive Committee.

After the election of the Executive Committee, the President shall be elected among the candidates for president that have been elected as members of the Executive Committee.

### 16.3 Eligibility to serve

Only persons who are the Chief Executive Officer or a Member of the Management Body of a Regular Member of the Association shall be eligible or can be appointed to serve on the Executive Committee. In the event of a person becoming ineligible, such a person immediately ceases to be a member of the Executive Committee.



Two persons from Regular Members that are affiliated cannot be members of the Executive Committee at the same time. Regular Members are considered to be affiliated if one is directly or indirectly controlled by another or if they are both directly or indirectly controlled by a common shareholder.

**16.4**      Term of Office

The term of office for all persons who are elected or appointed to the Executive Committee shall be two (2) years. There shall be no limit on the number of terms a person on the Executive Committee may serve.

**16.5**      Vacancy/President/Vice-President

In the event of the office of the President becoming vacant, the First Vice-President will assume the duties of the President for the remainder of the term. The Executive Committee shall, subject to approval by the General Assembly and taking into account the conditions for eligibility, appoint a person selected from among the Members of the Association to fill the vacancy on the Executive Committee and appoint a Second Vice-President.

**16.6**      Vacancy/Executive Committee

In the event of any vacancy on the Executive Committee, for the remainder of the term of office, the vacancy shall be filled by the Executive Committee by a person selected from among the Members of the Association.

In this selection process the Executive Committee shall strive to maintain balance and continuity.

**Article 17**    **Authority/Function/Powers of the Executive Committee:**

**17.1**      Powers and Prerogatives

In general, the competence of the Executive Committee shall be to oversee the activities of the Secretary General with regard to the administration of the Association between General Assembly meetings.

**17.2**      The following powers and prerogatives shall also be vested in it:

**17.2.1**      the approval of standing orders or expenses that would amount to more than 50.000 EUR per year;



- 17.2.2 the replacement, until the next General Assembly, of the Secretary General or any Auditor who may resign or become permanently incapacitated.
- 17.2.3 the provisional admission, suspension and recommendations for expulsion of Members of the Association;
- 17.2.4 the approval of the minutes of the previous Executive Committee meetings, proposed budgets and financial statements submitted by the Secretary General;
- 17.2.5 the submission of an activity report to the General Assembly;
- 17.2.6 deciding on the working procedures for sport monitoring;
- 17.2.7 the definition of employment conditions, including such conditions providing security of employment, of the Secretary General appointed by the Executive Committee;
- 17.2.8 the contracting of external advisers, subject to approval by the General Assembly each time such approval proves to be necessary by virtue of these Statutes;
- 17.2.9 establish or dissolve committees as it considers convenient in the light of his statutory mission, as well as determine their composition, missions and methods of work. These committees report to the Executive committee. They have a consultative function;
- 17.2.10 appointment of the representative to an organization which pursues the same objectives at world level for such period as may be required;
- 17.2.11 all decision-making for the Association not otherwise delegated or specified in these Statutes.

## **Article 18 Meetings and Decisions:**

- 18.1 The Executive Committee shall meet at least once a year or as often as the business of the Association may necessitate.
- 18.2 Meetings are in general held where the Secretary General holds the Brussels office, except if the Executive Committee has already decided another place.



- 18.3 Such meetings shall be convened by the President. Three Members of the Executive Committee may demand an extraordinary meeting.
- 18.4 The Executive Committee shall adopt decisions by a simple majority of Members present, however no decision can be taken by the Executive Committee unless 6 Executive members at least are present. In the case of a tied vote, the President shall have the casting vote. The Executive Committee shall take a stand only on the items on the agenda included with the notice of the meeting. They may deviate from this rule if all members present unanimously agree to do so or if the situation at issue is deemed an emergency by a simple majority vote.
- 18.5 The Executive Committee may take a decision by mail or remote consultation unless at least two Members raise an objection.
- 18.6 Each member of the Executive Committee may, by any means of telecommunication or video, participate in the deliberations of the Executive Committee and vote in order to organize meetings between different participants who are geographically distant from each other to enable them to communicate simultaneously.
- 18.7 The minutes of Executive Committee meetings shall be drafted by the Secretary General and signed by the President and the Secretary General.

## **Article 19 Secretary General:**

- 19.1 The Secretary General shall be appointed for an indefinite period by the Executive Committee.
- 19.2 The Secretary General is responsible for the daily management and the administration of the business of the Association and is the head of staff. The Secretary General is responsible for the performance of all functions and duties assigned by these Statutes, by the Members at a General Assembly, the Executive Committee or by the President. The Secretary General may take any decision in the name of the Association within the ambit of his functions, including the contracting of external advisers. He or she shall be subordinated and report to the Executive Committee.
- 19.3 The Secretary General shall attend all meetings of the Executive Committee.



- 19.4 The Secretary General shall take care of and defend the interests of the Association and enhance its image. The Secretary General shall, assisted by the staff mentioned in article 20.3, also keep such contacts with national, European and international authorities as necessary for the defense of the interests of the Members and provide information to any person interested in the Association's work and purposes.
- 19.5 The Secretary General shall be responsible for the administration of the Association between General Assembly meetings and, in this connection, take any decision conducive to the activity of the Association and the realization of its objectives.
- 19.6 The Secretary General may approve standing orders or expenses that would amount to less than 50.000 EUR per year.
- 19.7 The Secretary General shall be responsible for the preparation of annual accounts by no later than end-April of the period following the accounting period.
- 19.8 The Secretary General shall be responsible for the preparation of the budget for the following period.
- 19.9 The Secretary General shall submit an activity report to the Executive Committee.

## **Article 20 Working Groups & staff of the association**

- 20.1. The Executive Committee may set up an advisory committee of high level persons and/or any working group.  
The Executive Committee shall determine their composition and function.
- 20.2 Such committees/working groups may make recommendations. They shall have no decision-making powers.
- 20.3 The Executive Committee shall take care and guarantee that at all times there is the necessary and adequate staff for executing and supporting the following tasks as defined by the Executive Committee in accordance with article 2:
- Administration & finance
  - Public affairs representation
  - Sport representation, and
  - Seminar & conference management.

All staff is subordinated to the Secretary General.



## **Article 21 Financial Year and Audit:**

### 21.1 The Accounting Period

The accounting period of the Association shall be the calendar year.

### 21.2 Audit

The books and accounts of the Association shall be audited every year as soon as possible after the end of the accounting period by an independent external certified auditor designated for this purpose by the General Assembly.

In addition, the two internal auditors elected by the General Assembly are responsible for auditing the books on an annual basis. They have to be eligible for the Executive Committee, but shall not be Members of the Committee while serving as internal auditor.

21.3 The internal auditors are elected by the General Assembly for a renewable mandate of two years. They shall issue their reports within a period of six months after the end of the accounting year and make them available to the Executive Committee and the General Assembly.

## **Article 22 Signing Authority:**

22.1 The Secretary General shall have the power to sign on behalf of the Association within the ambit of his functions as laid out in these Statutes.

22.2 The Executive Committee shall have the power to appoint any other person(s) to sign contracts, documents or other instruments on behalf of the Association.

## **Article 23 Representation:**

23.1 The President, the Secretary General or any person, member of a Body of the association, appointed by the General Assembly to represent the Association, represents the Association subject to his/her duties and the policy laid down by the General Assembly.

23.2 The functions of the President

The President shall further act as the Chairman of the Executive Committee. It shall be the duty of the President to preside over all meetings of the Association.



**23.3 Functions of the Vice-Presidents**

In the absence of the President, the duties shall be discharged by the First Vice-President and, in his absence, by the Second Vice-President.

**Article 24 Dissolution of the Association:**

24.1 The Association may be dissolved at any time at any General Assembly.

24.2 The liquidation of the Association, once dissolved, shall be conducted by one or more liquidators, appointed by the General Assembly by a simple majority.

24.3 The liquidation shall be approved by the General Assembly, which shall determine the fate of any net assets after liquidation. They will be distributed to a charitable organization or any other non-profit associations having objectives similar to those of the Association.

**Article 25 Languages of the Statutes:**

25.1 These Statutes have been issued in English, French, German and Spanish. The original languages of the statutes are French and Dutch.

25.2 The official languages at any General Assembly shall be English, French, German and Spanish.

25.3 In the event of any dispute, all minutes and other records expressed in the English language shall be the determining text.

**Article 26 Indemnity of the President and the Members of the Executive Committee and Liability of the Members:**

26.1 The President and the Members of the Executive Committee are not personally liable for the debts and obligations of the Association and shall be indemnified for any costs incurred in proceedings taken against them in the execution of their duties, provided they have not deliberately violated their obligations or duties.

26.2 Personal or joint liability of the Members for the liabilities of the Association is excluded.





Lausanne, April 1999:

Text article 16.6 modified according to resolution of the General Assembly in June 2005

Lausanne, May 2007:

Articles 12, 13, 17 and 20 modified according to resolutions of the General Assembly in May 2007

Lausanne, June 2008:

Articles 2, 17 and 20 modified according to resolutions of the General Assembly in June 2008

Lausanne, June 2010:

Adjunction Article 28 (re: new Members) according to resolutions of the General Assembly in June 2010

Lausanne, May 2012:

Adjunction Articles 2.1.13, 4bis, 4ter, 8.2 and 17.2.12 / Modification Article 3, according to resolutions of the General Assembly in May 2012

Lausanne, June 2014:

Articles 16.1, 16.2, 16.3 and 16.6 modified according to resolution of the General Assembly in June 2014

Lausanne, June 2015:

Adjunction Articles 1.2, 6.1bis and 17.2.13 / Modification Articles 2.1, 10.1, 12.2.4, 16.3, 19, 20 and 23, according to resolutions of the General Assembly in June 2015.

Lausanne, June 2018

Adjunction Articles 4bis3, 17.2.11, 17.2.12, 17.2.13, 19.5, 19-6, 19.7, 19.8, 19.9 and 22.1 / Modification Articles 3, 4, 4bis1, 5, 6.1, 6.2, 6.3, 6.4, 7.1, 8.2, 12.2, 12.2.6, 14.16.2, 16.3, 17, 18.2, 19.2 and 20.1, according to the resolutions of the General Assembly in June 2018.

Brussels/Lausanne, June 2021

Adjunction Articles 4.1.5, 7.2.3, 15.4, 15.5, 15.6, 15.7 and 18.6 / Modifications Articles 1.1, 2.1, 4bis3, 8.1, 15.2.3, 17.2.11, 20.1, 20.2, 24.2, 24.3 and 25.1 according to the resolutions of the General Assembly in June 2021.