



THE  
EUROPEAN  
LOTTERIES

FOR THE BENEFIT OF SOCIETY

# STATUTES

European State Lotteries and Toto Association

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## Article 1 Constitution, Registered Office:

- 1.1 The “European State Lotteries and Toto Association” is an association under Swiss law with its registered office in Lausanne.
- 1.2 The association can open branch offices whenever necessary in Europe.

## Article 2 Aims and Objectives:

- 2.1 The aims and objectives 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:
  - 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 providing stimuli and organisational assistance in the establishment of working groups seeking to form multi-jurisdictional lottery/games, national or international in scope;
- 2.1.9 creating opportunities for co-operation between member organisations, especially by organising European draws, and
- 2.1.10 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 authorised the Association to speak or act on their behalf;
- 2.1.11 applying for membership and participating in the activities of an association which pursues the same objectives at world level.
- 2.1.12 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.



- 2.1.13 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 four categories of members:

- Regular Members (Art. 4)
- Observer Members (Art. 4bis)
- Affiliate Members (Art. 4ter)
- 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:**

- 4.1.1 Any organisation within the European sphere is eligible for Regular membership 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

- 4.1.2 is licensed or authorised by a jurisdiction domiciled in a State recognised by the United Nations who, in accordance with prevailing national law, may issue a licence or authorisation to operate such games as defined in Article 4.1.1 where the annual sales volume of such games form the greater part of the organisation's total gross revenue and whose net revenues for the greater part are dedicated, by public decision, to good causes and/or the State exchequer and

- 4.1.3 whose business practices conform to the aims and objectives of the Association, and

- 4.1.4 executes its activity in respect of the legislation in force in any country within the European sphere and takes care that its staff as well as its contractual partners and shareholders likewise respect their legislation in the countries concerned.

- 4.1.5 An organisation affiliated to a Regular member, cannot become a Regular member on its own as long as it remains affiliated to a Regular member.

Organisations are considered to be affiliated if they are subject to a consolidation in accordance with the Seventh Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts



- 4.1.6 A Regular Member who becomes affiliated to another Regular Member will cease to be a Regular Member as long as the acquiring organisation is a Regular Member.
- 4.1.7 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 4.1.2 to 4.1.4, but is not located within Europe, as defined in its geographical sense, or does not fulfil one of the conditions stipulated under the Articles 4.1.2 to 4.1.4, 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.

#### **Article 4ter Affiliate Members:**

- 4ter.1.1. Any organisation within the European sphere, affiliated to a Regular Member, is eligible for Affiliate membership 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
- 4ter.1.2 is licensed or authorised by a jurisdiction domiciled in a State recognised by the United Nations who, in accordance with prevailing national law, may issue a licence or authorisation to operate such games as defined in Article 4.1.1 where the annual sales volume of such games form the greater part of the organisation's total gross revenue and whose net revenues for the greater part are dedicated, by public decision, to good causes and/or the State exchequer and
- 4ter.1.3 whose business practices conform to the aims and objectives of the Association, and
- 4ter.1.4 executes its activity in respect of the legislation in force in any country within the European sphere and takes care that its staff as well as its contractual partners and shareholders likewise respect their legislation in the countries concerned.
- 4ter.2 Affiliate Members shall exercise neither decision-taking nor voting rights.

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

- 5.1 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. They 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 directive or authorisation in pursuance of which the applicant operates.

6.1 bis Applications for admission can only be considered to the extent that the applicant confirms in writing 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.

6.1ter Applications for Affiliate membership shall be accompanied by the State-issued document indicating the directive or authorisation in pursuance of which the applicant operates and the evidence proving the affiliation to a Regular Member.

6.2 Applications for Associate membership shall be accompanied by a copy of the applicant's Articles of Association. All applications shall be accompanied by a copy of the applicant's accounts or financial report for the previous financial year.

6.3 The General Assembly shall decide on all applications for admission submitted to it by the Executive Committee. The admission of a Regular or Affiliate 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.

### **6.4 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 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.

## **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 31 March 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 the dues owing.

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:

12.2.1 amendments to the Statutes;

12.2.2 final admission and expulsion of Members;

12.2.3 selection of a Member to host the next ordinary General Assembly;

12.2.4 election of the President and the other Members of the Executive Committee;

12.2.5 appointment of two internal auditors and one external auditor;

12.2.6 exoneration of the Members of the other Association bodies from liability for the past period;

12.2.7 draft a budget forecast with regard to activities of the branch office(s);

12.2.8 approval of the minutes of the previous Assembly, the audited accounts of the Association as well as of possible branch offices of the previous period;

12.2.9 consideration of reports and recommendations by the Executive Committee;

12.2.10 consideration of such other business as may properly be brought before the Assembly;

12.2.11 all decision-making for the Association not otherwise delegated or specified in these Statutes.

## **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 Executive Committee 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 Executive Committee.

## 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;
- 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.





## 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 Nominations

The Executive Committee in function shall appoint a nominating committee of 5 persons, standing or former Presidents or Executive Committee members who are no longer eligible and/or will not stand for election for the next Presidency or Executive Committee.

The Nominating Committee shall propose a candidate for election as President and 10 candidates for members of the Executive Committee.

The Nominating Committee shall, without prejudice to any member willing to be a candidate, pay due consideration to, on one hand, the special contribution made by certain members and/or their staff to the activities of the association and, on the other hand, to the regional balance between members both inside the EEA and outside the EEA.

### 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.

The election of the Executive Committee shall take place before the election of the President. The President shall be elected afterwards among the candidates for president and insofar as such candidates are elected as members of the Executive Committee.

Any person fulfilling the criteria of eligibility can be a candidate for as President and/or member of the Executive Committee.

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.

### 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 cover the administration of the Association between General Assembly meetings and it shall, in this connection, take any decision conducive to the activity of the Association and the realization of its objectives.

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

17.2.1 the drafting of a set of standing orders;

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 preparation of annual accounts by no later than end-April of the period following the accounting period;

17.2.6 the preparation of the budget for the following period;

17.2.7 the submission of an activity report to the General Assembly;

17.2.8. deciding on the working procedures for sport monitoring;

17.2.9 the definition of employment conditions, including such conditions providing security of employment, of the Secretary General appointed by the Executive Committee;

17.2.10 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.



- 17.2.11 whenever a branch office has been opened, the Executive Committee has the power to appoint a General Delegate in order to promote the interests of such office. The General Delegate will execute his tasks with respect to the rules set out in article 20.
- 17.2.12 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.
- 17.2.13 appointment of the representative to an organization which pursues the same objectives at world level for such period as may be required.

## **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 at the place which will be notified by the President in the invitation, 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. 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 the head of staff and shall be subordinated and report to the Executive Committee and be responsible for the administration of the business of the Association and 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.
- 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.

## **Article 20 Working Committees & Staff of the Association**

- 20.1. The Executive Committee may set up any working committees. The Executive Committee or General Assembly shall determine their composition and function.

- 20.2 The Executive Committee can establish an Ethics Committee of high level personalities providing all guarantees for independency and integrity;

The Ethics Committee shall provide advice to the Members of the Association regarding questions of responsible sports betting, aiming at the protection of the integrity of sport.

Such committees 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:**

The Executive Committee shall have the power to appoint any 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 the Executive Committee.
- 24.3 The liquidation shall be approved by the General Assembly, which shall determine the fate of any net assets after liquidation. It may distribute these among Regular Members of the Association or donate them to a charitable organisation 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 language is English.
- 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.

## **Article 27 Application in time – grand fathering clause**

The articles 4.1.5 to 4.1.7 as well as article 4bis and 6.1bis are only entering into effect as from the date of adoption of these articles by the General Assembly in Barcelona on June 4, 2010 and will only apply to affiliations entered into and applications made after this date. It will therefore not affect the rights existing prior to this date.

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

## **Protocol to the minutes regarding the Statutes of the European State Lotteries and Toto Association**

### **re Article 16:**

#### **Non-executive member of the Executive Committee**

One member will be added by invitation to the Executive Committee as non executive member.

It concerns the President Director General of the hosting member of the Association.

He will only be added to the Executive Committee if he is not elected in the Executive Committee. As non executive member of the Board of Directors he will have a consultative vote.

Lausanne, April 1999  
Text article 16 modified according to resolution General Assembly June 2005

Lausanne, May 2012  
Text article 16 modified according to resolution General Assembly May 2012