

INTERNATIONAL WHEELCHAIR RUGBY FEDERATION

Statutes

19 September 2010

The International Wheelchair Rugby Federation is the international federation governing all aspects of the sport of wheelchair rugby worldwide, either directly or through its member organizations. The purpose of these statutes is to detail the conduct of the affairs of the International Wheelchair Rugby Federation.

Be It Enacted as statutes of the International Wheelchair Rugby Federation the following:

1. Name, Constitution, and Registered Address

- 1.1. The name of the federation shall be the "International Wheelchair Rugby Federation" or the "IWRF".
- 1.2. The IWRF is constituted as a separate legal person in Switzerland, with limited liability under Articles 52-59 and 60-79 of the Swiss Civil Code. Its registered address shall be in Lausanne, Switzerland, or as determined by the Board of Directors. The Board of Directors may apply for registration of the IWRF in the Register of Commerce of a Canton of Switzerland in which it has its registered address.

2. Objectives

- 2.1. The IWRF is the international governing body for the sport of wheelchair rugby. It is a non-partisan and non-profit-making body.
- 2.2. The objective of the IWRF is to inspire and support individuals throughout the world to participate in wheelchair rugby. To achieve this objective, the IWRF shall:
 - a) promote, advance, control, and administer the sport of wheelchair rugby throughout the world;
 - b) establish rules, regulations and by-laws for the management, control and conduct of wheelchair rugby competitions;
 - c) train, educate, certify, and appoint classifiers, referees, and other officials necessary for the management, control and conduct of wheelchair rugby competitions;
 - d) foster, promote, regulate, control, and sanction international wheelchair rugby competitions, championships and events;
 - e) review and decide on any matters relating to wheelchair rugby which may arise or be referred to it by a member and act as the final arbiter on all matters pertaining to the conduct of the sport including disciplinary matters;

- f) operate with and promote at all times mutual trust and confidence between the IWRF and its members in pursuit of these aims;
- g) undertake and do all things or activities which are necessary, incidental or conducive to the achievement of these aims;
- h) apply the property and resources of the IWRF towards the achievement of these aims;
- i) charge such fees and levies, including membership fees, capitation fees, sanction fees, and other fees, as are considered necessary for the appropriate financial management of the sport and for furthering the aims of the IWRF;
- j) affiliate with the International Paralympic Committee and such other organisations as may be appropriate;
- k) pursue such commercial arrangements including sponsorship, marketing and service opportunities as are appropriate;
- l) promote wheelchair rugby without favour or discrimination due to racial, gender, religious, political, economic or disability reasons; and
- m) encourage and promote fair play, anti-doping, and drug-free sport.

3. Corporate seal

3.1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the IWRF.

4. Membership

4.1. Membership in the IWRF shall be limited to persons interested in furthering the objectives of the IWRF, and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors

4.2. There shall be three classes of membership in the IWRF:

- a) Full members – Full members are national organizations recognized as having the responsibility to govern the sport of wheelchair rugby within their countries. Full members must be active participants in international wheelchair rugby competition or be actively working towards competition. Full members are expected to maintain affiliation with their countries' National Paralympic Committees. Full members have nominating and voting rights. Only one organization per country may become a Full member.
- b) Affiliate members – Affiliate members are national organizations recognized as having the responsibility to govern the sport of wheelchair rugby or wheelchair sport within their countries. Affiliate members are developing the sport of wheelchair

rugby, but are not yet competing internationally. Affiliate members do not have nominating or voting rights.

- c) Associate members – Associate members are organizations or individuals with an interest in the promotion and development of the sport of wheelchair rugby worldwide. Associate Members do not have nominating or voting rights.

4.3. Membership fees for each class of member shall be set by the Board of Directors, subject to ratification by the membership during a General or Special Assembly.

4.4. Any member may withdraw from the IWRF by delivering to the IWRF written notification of their withdrawal and lodging a copy of the same with the Secretary General of the IWRF.

4.5. Any member may be removed from the IWRF by a vote of three-quarters (3/4) of the voting members at a General or Special Assembly.

5. **Members' meetings**

5.1. The meetings of the members of the IWRF are the General Assembly and Special Assemblies.

5.2. The General Assembly of the IWRF shall be held at least once in every two calendar years. The General Assembly shall be held at a place and on such a day to be determined by the Board of Directors.

5.3. At every General Assembly, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.

5.4. The Board of Directors, the President, or the Vice-President shall have power to call, at any time, a Special Assembly of the members of the IWRF. The Board of Directors shall call a special general meeting of members on written request of not less than fifty percent of the Full members of the IWRF.

5.5. The members may consider and transact any business, either special or general, at any meeting of the members.

5.6. Fifty percent plus one of the Full members of the IWRF present at a meeting will constitute a quorum. Members voting by proxy shall not be counted towards quorum.

5.7. At least six (6) weeks written notice shall be given to each member of any meeting. This notice shall contain sufficient information regarding the business to be transacted to permit members to form a reasoned judgment on the decisions to be taken. This notice must remind the member if the member has the right to vote by proxy.

5.8. Each voting member present at a meeting shall have the right to exercise one vote. A member may, in writing, appoint a proxy to attend and act at a specific meeting, in the

manner and to the extent authorized by the member. A proxy must be a member of the IWRF.

- 5.9. A majority of the votes cast by the Full members present shall determine the questions in meetings, except where the vote or consent of a greater number of members is required by these statutes.
- 5.10. No error or omission in giving notice of any meeting or any adjourned meeting of the members of the IWRF shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the IWRF.

6. Written resolutions

- 6.1. The Board of Directors shall have the power to put forward, at any time when a meeting of the members is not in session, a written resolution to the members. A written resolution may deal with any matter with the exception of the following:
 - a) amendments to the statutes of the IWRF;
 - b) a request by a director for indemnification by the IWRF;
 - c) conflict of interest issues;
 - d) the confirmation of a contract by members despite conflict of interest;
 - e) the holding of annual meetings;
 - f) the removal of a Director; or
 - g) the appointment of an auditor.
- 6.2. The Board shall distribute written resolutions by mail. The written resolution shall specify a deadline date by which votes on the resolution must be received by the IWRF and the address to which votes must be sent. The deadline date shall be at least sixty (60) days following distribution of the resolution.
- 6.3. The equivalent of quorum for a written resolution is the receipt of valid votes from at least fifty percent plus one of the Full members of the IWRF.
- 6.4. If the equivalent of quorum is reached, the written resolution shall pass by a simple majority of votes cast in favour of the resolution.

7. Board of Directors

7.1. The property and business of the IWRF shall be managed by a Board of Directors comprised of a minimum of three (3) directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board and ratified by an affirmative vote of at least two-thirds (2/3) of the votes at a meeting of members. Directors must be individuals, at least 18 years of age, with power under law to contract.

7.2. The founding Directors of the IWRF shall serve as such until the dissolution or adjournment of the first General Assembly. The founding Directors may at their sole discretion appoint additional Directors. Following the first General Assembly, the Directors then elected shall replace the founding Directors and any Directors subsequently appointed .

7.3. Directors shall be elected for a term of four (4) years by the members at a General Assembly.

7.4. The office of Director shall be automatically vacated:

- a) if at a meeting of members, a resolution is passed by two-thirds (2/3) of the votes cast in favour of the removal of the Director;
- b) if a Director has resigned his office by delivering a written resignation to the Secretary General of the IWRF;
- c) if he is found by a court to be of unsound mind;
- d) if he becomes bankrupt or suspends payment or compounds with his creditors; or
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may, by appointment, fill the vacancy.

7.5. Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such. Directors may be paid reasonable expenses incurred by them in the performance of their duties.

7.6. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

8. Powers of the Board of Directors

8.1. The Board of Directors has the power to administer the affairs of the IWRF in all things; to make or cause to be made, in the name of the IWRF, any kind of contract which the IWRF may lawfully enter into; and, save as hereinafter provided, may exercise all other

powers and do all other acts and things as the IWRF is, by these statutes or otherwise, authorized to exercise and do.

8.2. The Board of Directors shall have power to authorize expenditures on behalf of the IWRF from time to time and may delegate by resolution to an Officer or Officers of the IWRF the right to employ and pay salaries to employees. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the IWRF in accordance with such terms as the Board of Directors may prescribe.

8.3. The Board of Directors is hereby authorized, from time to time

- a) to borrow money upon the credit of the IWRF, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;
- c) to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors; and
- d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

8.4. The Board of Directors shall take such steps as they may deem requisite to enable the IWRF to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the IWRF.

8.5. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

8.6. Remuneration for all agents, employees and committee members shall be fixed by the Board of Directors by resolution.

9. **Board of Directors meetings**

9.1. Meetings of the Board of Directors may be held at any time and place to be determined by the directors, provided that seven (7) days notice of such meeting shall be given, other than by mail, to each Director. If notice of any such meeting is given by mail, such notice

must be sent at least twenty-eight (28) days prior to the meeting. No notice of meeting shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or of any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The Board of Directors may determine that a particular meeting be held by teleconference or other electronic means. There shall be at least four (4) meetings of the Board of Directors per calendar year.

9.2. Each elected Director is authorized to exercise one (1) vote.

9.3. A majority of the Directors in office, but no less than two, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the IWRF.

9.4. A majority of the votes cast by the Directors present shall determine the questions in meetings, except where the vote or consent of a greater number of Directors is required by these statutes.

10. Indemnities to Directors

10.1. Every Director of the IWRF and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the IWRF, from and against;

- a) all costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

11. Officers

11.1. The Officers of the IWRF shall be the President, the Vice-President, the Treasurer, and the Secretary General.

11.2. The President, Vice-President, and Treasurer shall be Directors of the IWRF and shall be elected by the members at a General Assembly in the same manner and for the same term as all other Directors.

11.3. The Secretary General shall be an *ex officio* member of the Board of Directors. The Secretary General shall be appointed by resolution of the Board of Directors for a term

to be determined. The Secretary General may be removed by resolution of the Board of Directors.

12. Duties of Officers

- 12.1. The President shall preside at all meetings of the IWRF and the Board of Directors. He shall have the general and active management of the affairs of the IWRF. He shall see that all orders and resolutions of the Board are carried into effect.
- 12.2. The Vice-President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.
- 12.3. The Treasurer shall have the custody of the funds and securities of the IWRF, he shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the IWRF in the books belonging to the IWRF, and he shall deposit all monies, securities and other valuable effects in the name and to the credit of the IWRF in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He shall disburse the funds of the IWRF as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the IWRF. He shall perform such other duties as may from time to time be directed by the Board of Directors.
- 12.4. The Secretary General shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary General shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary General shall be. The Secretary General shall be the custodian of the seal of the IWRF.
- 12.5. The duties of all other Officers of the IWRF shall be such as the terms of their engagement call for or the Board of Directors requires of them.

13. Committees and Councils

- 13.1. The Board of Directors may appoint Committees whose members will hold their offices at the will of the Board of Directors. The Board of Directors shall determine the terms of reference of such Committees and may fix by resolution, any remuneration to be paid.
- 13.2. The Board of Directors may recognize Councils whose members are elected to represent the views and interests of specific groups within the IWRF. The Board of Directors shall determine the terms of reference of such Councils.

14. Execution of documents

14.1. Contracts, documents, and any other instruments in writing requiring the signature of the IWRF, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the IWRF without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the IWRF to sign specific contracts, documents and instruments in writing. The Board of Directors may give the IWRF's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the IWRF. The seal of the IWRF when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

15. Financial year

15.1. The financial year of the IWRF shall be determined by the Board of Directors.

16. Amendment of statutes

16.1. The statutes of the IWRF may be repealed or amended by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour at a meeting of members.

17. Auditors

17.1. The members shall, at each General Assembly, appoint an auditor to audit the accounts and financial statements of the IWRF for report to the members at the next General Assembly. The auditor shall hold office until the next General Assembly provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

18. Books and records

18.1. The Board of Directors shall see that all necessary books and records of the IWRF required by the statutes of the IWRF or by any applicable statute or law are regularly and properly kept.

19. Rules and regulations

19.1. The Board may prescribe such rules and regulations not inconsistent with these statutes relating to the management and operation of the IWRF as they deem expedient, provided that such rules and regulations shall have force and effect only until the next General Assembly of the IWRF when they shall be confirmed or, failing such confirmation, they shall at and from that time cease to have any force and effect.

20. Disputes

- 20.1. In view of the international composition of the IWRF and the resultant difficulties in settling disputes judicially where problems arise between members or between members and the IWRF, members waive the right to take such disputes to law, and agree that such disputes shall be subject to the binding decision of the Board of Directors, the General Assembly, or the Court of Arbitration for Sport in Lausanne, Switzerland.

21. Dissolution

- 21.1. The dissolution of the IWRF may be decided only by a General Assembly called specifically for the purpose and requires a two-thirds (2/3) majority, subject to at least two-third (2/3) of the Members being present or represented.
- 21.2. In the event of the IWRF being dissolved or of its objectives becoming invalid, its assets will be assigned to the International Wheelchair and Amputee Sports Federation, or to another internationally recognized sport body for persons with a disability. No monies will be paid to Members of the IWRF.

22. Language and interpretation

- 22.1. The official language of the IWRF is English.
- 22.2. In any question of interpretation of the statutes, rules, and regulations, the English version shall be binding.
- 22.3. In these statutes and in the rules, and regulations of the IWRF hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms, corporations, and organizations.