



# WWR Bylaw 1 – Board of Directors

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## Board of Directors - Bylaw 1

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# Board of Directors - Bylaw 1

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Adopted by the Members' meeting held on 17<sup>th</sup> July 2021.

## 1. Interpretation

- 1.1. In the event of any questions of interpretation between this Bylaw and the relevant Articles of the WWR Statutes, the wording in the Statutes shall take precedence.
- 1.2. In this Bylaw, unless the context otherwise requires, words importing the singular number shall include the plural number; and words importing the neutral gender shall include the feminine gender, the masculine gender, and any other gender to which an individual identifies; as the case may be, and vice versa.
- 1.3. In this Bylaw "independent" means a person who is free from any close connection to the Association and who, from the perspective of an objective outsider, would be viewed as independent. A person may, therefore, still be deemed to be 'independent' even if they are a member of the association and/or plays the sport.

Examples of a 'close connection' include:

- a) a person who is, or has been within the last four years, actively involved in the organisation's affairs (for example as a representative of a specific interest group within the association such as a sporting discipline, a region, a zone, or an NMO);
- b) a person who is, or has been within the last four years, an employee of the association; or
- c) a person who has close family ties with any of the association's directors or senior employees.

## 2. Board of Directors' Structure

- 2.1. The Board of Directors (Board) of World Wheelchair Rugby (WWR) are the:
  - 2.1.1. Elected Directors voted by the Full Members of WWR; and the
  - 2.1.2. Appointed Directors recruited, by an openly advertised process, and appointed by the Board.
- 2.2. The Board is responsible to oversee the affairs of WWR in accordance with the powers of the Board set out in Article 8 of WWR Statutes.
- 2.3. The WWR Board comprises a minimum of five (5) and a maximum of nine (9) Directors. The number of Directors at any time is determined by the Board, subject to ratification by at least two-thirds (2/3) of the votes of Full Members at the next Members' meeting.
- 2.4. All Director positions on WWR Board shall have a skills and experience based role description.
- 2.5. At all times, there shall be a majority of Elected Directors and at least one Independent Director on the Board.
- 2.6. The Board shall designate at least one Appointed Director position to be held by an appointee who meets the independence criteria; and may, at the Board's discretion, designate more of the Appointed Director positions to be held by independent appointees.
- 2.7. The Board of Directors shall make reasonable endeavours to achieve:
  - a) an equality between genders; and
  - b) an equality between disability and able-bodied individuals;in the number of Directors on the Board at any time.

### 3. Board Director Positions

3.1. The Board shall consist of at least the following Elected Director positions:

- a) President;
- b) Vice President;
- c) Athlete Representative;

and the following Appointed Director positions:

- d) Director for legal and governance affairs;
- e) Director for finance and risk management affairs.

The Board may also include the following Elected Director positions:

- f) up to three (3) Elected Directors-at-Large; and

and the following Appointed Director positions:

- g) up to two (2) additional Appointed Directors.

provided that the total number of Directors does not exceed the maximum of nine (9).

3.2. As the principal executive officer of WWR, the Secretary General shall attend WWR Board meetings, but shall not be a Board Director. In case of their absence, the Secretary General may delegate another WWR Working Group chair to attend an WWR Board meeting in their place.

### 4. Responsibilities of the Board

4.1. The WWR Board has the responsibility to:

- a) Formulate WWR Strategic Plan, which is subject to approval by the General Assembly (GA);
- b) Oversee the implementation of WWR Strategic Plan;
- c) Approve and oversee the implementation of operational plans and budgets, formulated by the Secretary General, and designed to achieve the goals of WWR Strategic Plan;
- d) Act as directors and trustees of the Federation on behalf of the Membership;
- e) Comply with relevant WWR Codes of Conduct, "fit and proper persons" requirements and conflicts of interest management procedures.
- f) Monitor the performance of WWR in meeting the goals of WWR Strategic Plan and the directives of the General Assembly;
- g) Assess, and provisionally admit, Members into WWR;
- h) Where necessary, assess, suspend, and (where the justifiable reasons for suspension have been rectified or a suspension or removal has been successfully appealed) reinstate Members of WWR;
- i) Make any necessary recommendations on admission to, or removal from, WWR Membership to the General Assembly;
- j) Consider and approve WWR annual budget and the long-term financial forecast;
- k) Recommend an appropriately qualified firm to act as auditors to WWR;
- l) Develop, review, and make recommendations to the General Assembly for the adoption of the Statutes, Bylaws, and Strategic Plans of WWR;
- m) Consider and approve WWR's:
  - i. Policies and Regulations for the operational management of WWR and WWR-authorized events; and
  - ii. Rules for the governance and management of the sport of Wheelchair Rugby and its disciplines;

- n) Review and make recommendation to the General Assembly on motions received from Full Members;
- o) Appoint the Chairs and confirm the members of WWR Standing Committees, Working Groups, and such other Committees and/or Panels established by the Board as may be appropriate;
- p) Provide direction to, and set the terms of reference of, WWR Standing Committees, Working Groups, Councils, and any other Committees and/or Panels established by the Board;
- q) Grant the award of WWR World and Zone Championships;
- r) Grant authorisation to approved WWR competitions.

## 5. Board Directors' Terms of Office

- 5.1. The term of office for the Directors on the Board shall be up to 4 years.
- 5.2. No individual Director shall serve on the Board for more than 12 consecutive years.
- 5.3. However, if an individual's election as President follows one or more terms on the Board in some other capacity, that individual will be entitled, if re-elected, to remain as President for up to 4 additional years.
- 5.4. An individual must stand down from the Board for a period of at least four (4) years before becoming eligible for election, appointment, or co-option to the Board again.
- 5.5. Board positions that become vacant will be filled by appointment of the Board. These co-opted interim appointments will have effect:
  - a) in the case of an Elected Director position, until the next General Assembly, when an election is due to be held, to fill the vacant position in accordance with the procedures adopted by the GA; and
  - b) in the case of an Appointed Director position, for a maximum of two (2) years.
- 5.6. Individuals elected in interim elections, to fill Elected Director positions that were vacated prior to the end of their term, will hold those positions only until the expiry of the original term.
- 5.7. Director positions held on a co-opted basis or an interim basis will count against the maximum number of consecutive years in office permitted.

## 6. Board Elections and Appointments

- 6.1. Elections to the Board will be held every two years at the General Assembly of WWR.
- 6.2. Elections of Elected Director positions will be held as follows:
  - 6.2.1. General Assembly in the even year between Paralympic Summer Games:
    - a) President
    - b) up to one (1) Director-at-Large
    - c) Athlete Representative
  - 6.2.2. General Assembly in Paralympic Summer Games year:
    - a) Vice President
    - b) up to two (2) Directors-at-Large
- 6.3. A serving Elected Director may be nominated as a candidate for a further term of office, provided that such term does not exceed the twelve year maximum.
- 6.4. The Board shall appoint the following Appointed Directors:

- a) the Appointed Director for financial and risk management affairs; and
  - b) the Appointed Director for legal and governance affairs;
- 6.5. The Board may appoint up to two (2) additional Appointed Directors.
- 6.6. At all times at least one Appointed Director position shall be designated as an independent position and held by an appointee who meets the independence definition.
- 6.7. At the discretion of the Board, further Appointed Director positions may be designated as independent positions and accordingly held by appointees who meet the independence definition.
- 6.8. Appointed Director positions will be recruited via an openly-advertised recruitment process and appointed for their term of office by the Board.
- 6.9. A serving Appointed Director may be appointed for a further term of office by WWR Board, provided that such term does not exceed the twelve year maximum.

## 7. Meetings of Board Directors

- 7.1. The Board shall meet at least four times in each calendar year, usually once every three months. These meetings shall be conducted by whatever means is deemed appropriate by the President, in consultation with the Board, and is permitted by WWR Statutes (e.g. in person, by conference call, by video conference). The Board shall meet in person at least once per year unless exceptional circumstances prevent this.
- 7.2. The quorum for a Board Meeting shall be three (3) Directors, at least one of whom shall usually be an Appointed Director.
- 7.3. Each Board Director has the right to exercise one (1) vote. Board decisions shall usually be reached by a simple majority consensus. Where WWR Statutes or Bylaws require the outcome shall be determined by the relevant qualified majority of votes. In the event of a tied vote, the President or the Director chairing the meeting shall have a casting vote.
- 7.4. Board Directors are expected to attend WWR General Assembly, usually held every two years.
- 7.5. Between meetings, Board Directors may be asked to review documents, consider recommendations, participate in e-mail votes, and/or to carry out other relevant tasks.
- 7.6. Board Directors may be required to serve as members of one or more WWR Board Committees.

## 8. Language

- 8.1. All meetings of WWR Board are conducted in English. No translation services are provided during meetings.

## 9. Expenses of Board Directors

- 9.1. WWR covers travel, meals, accommodation costs, and incidental expenses for Board members to attend meetings in accordance with the policies of WWR. Other expenses incurred by Board Directors in fulfilment of their duties will be reimbursed in accordance with the policies of WWR.

## 10. ROLE DESCRIPTIONS

### 10.1. President (Elected Director)

The President has the following responsibilities:

- a) Provide leadership and direction to WWR;
- b) Be responsible, in collaboration with their fellow Directors on WWR Board, for the oversight of the affairs of WWR, seeing that all decisions and resolutions of the Board are carried out;
- c) Convene and chair all meetings of WWR General Assembly and WWR Board;
- d) Chair WWR Nominations & Remuneration Committee;
- e) Act as line manager for WWR Secretary General;
- f) Represent WWR to other international organizations of which it is a member;
- g) Represent WWR at international meetings;
- h) Represent WWR at the Paralympic Games and World Championships; and
- i) Perform such other duties as shall from time to time be placed upon them by the Board.

### 10.2. Vice-President (Elected Director)

The Vice-President has the following duties:

- a) In the absence or incapacity of the President, perform the duties and exercise the powers of the President;
- b) Attend all meetings of the Board;
- c) Attend the General Assembly of WWR;
- d) Serve as a member of WWR Board Committees at the direction of the Board;
- e) Represent WWR to other organizations or at specific events at the direction of the Board; and
- f) Perform such other duties as shall from time to time be placed upon them by the Board.

### 10.3. Secretary General

The Secretary General is the principal executive officer of WWR and has the following responsibilities:

- a) Provide day-to-day management of the business of WWR;
- b) In consultation with the President, prepare the agenda for all meetings of the Board and of the General Assembly of WWR;
- c) Give notice of all meetings of the Board and of the General Assembly of WWR;
- d) Attend all meetings of the Board and of the General Assembly of WWR and act as clerk and recorder;
- e) Manage any employees and/or contractors of WWR;
- f) Coordinate the activities of volunteer members of Working Groups and operational committees within WWR;
- g) Manage the handling of all incoming and outgoing correspondence of WWR;
- h) Maintain regular communications between WWR, its Members, and its international partner organizations;
- i) Formulate, for approval by the Board, and then monitor the annual budget and longer term financial forecasts for WWR;
- j) Make appropriate arrangements for the management of WWR's financial affairs (which may include contracting a suitably qualified service provider external to WWR) to:
- k) ensure the collection and recording of all membership dues, authorisation fees, capitation fees, donations, and any other monies due to WWR;
- l) keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of WWR in the books and/or electronic records belonging to WWR;
- m) deposit all monies, securities, and other valuable effects in the name and to the credit of WWR in such chartered bank or 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;

- n) disburse the funds of WWR, as may be directed by proper authority, ensure proper records for such disbursements; and
- o) 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 WWR;
- p) Furnish the General Assembly with an audited financial statement for WWR, which shall have been audited by a chartered accountant, or accounting firm, appointed by the members at the previous annual meeting;
- q) Make appropriate arrangements for the day-to-day management of WWR's legal and governance obligations; and
- r) Perform such other duties as shall from time to time be placed upon them by the Board.

#### **10.4. Director for financial and risk management affairs (Appointed Director)**

The Director for financial and risk management affairs has the following responsibilities:

- a) Provide relevant financial and risk management expertise to the deliberations and decision-taking of the Board;
- b) Oversee the arrangements made by the Secretary General for the management of WWR's financial affairs;
- c) Oversee the arrangements for the submission of WWR's financial statements to the General Assembly;
- d) Serve as a member of WWR Audit & Risk Management Committee;
- e) Serve as a member of other WWR Board Committees at the direction of the Board;
- f) Attend all meetings of the Audit & Risk Management Committee;
- g) Attend all meetings of the Board;
- h) Attend the General Assembly of WWR; and
- i) Perform such other duties as shall from time to time be placed upon them by the Board.

#### **10.5. Director-at-Large (Elected Director)**

A Director-at-Large of the Board has the following general responsibilities:

- a) Provide relevant sport-related expertise to the deliberations and decision-taking of the Board from a Membership perspective;
- b) Attend all meetings of the Board;
- c) Attend the General Assembly of WWR;
- d) Serve as a member of WWR Board Committees at the direction of the Board;
- e) Represent WWR to other organizations or at specific events at the direction of the Board; and
- f) Perform such other duties as shall from time to time be placed upon them by the Board.

#### **10.6. Athlete Representative (Elected Director)**

10.6.1. The Athlete Representative must be a currently active player in the Paralympic discipline of the sport of Wheelchair Rugby. The criteria for an active player are defined under the terms of reference for the Athletes' Council.

10.6.2. The Athlete Representative has the following responsibilities:

- a) Chair WWR Athletes Council;
- b) Represent the interests of Wheelchair Rugby athletes as a Director on the Board;
- c) Attend all meetings of the Board;
- d) Attend the General Assembly of WWR;
- e) Serve as a member of WWR Board Committees at the direction of the Board;
- f) Represent WWR to other organizations or at specific events at the direction of the Board; and
- g) Perform such other duties as shall from time to time be placed upon them by the Board.

**10.7. Director for legal and governance affairs (Appointed Director)**

The Director for legal and governance affairs has the following responsibilities:

- a) Provide relevant legal and governance expertise to the deliberations and decision-taking of the Board;
- b) Oversee the arrangements made by the Secretary General for the management of WWR's legal and governance obligations;
- c) Serve as a member of WWR Audit & Risk Management Committee;
- d) Serve as a member of other WWR Board Committees at the direction of the Board;
- e) Attend all meetings of the Board;
- f) Attend the General Assembly of WWR;
- g) Attend all meetings of the Audit & Risk Management Committee; and
- h) Perform such other duties as shall from time to time be placed upon them by the Board.

**10.8. Additional Director (Independent Appointed Director)**

An additional independent Appointed Director of the Board has the following general responsibilities:

- a) Provide relevant expertise to the deliberations and decision-taking of the Board from an independent perspective;
- b) Attend all meetings of the Board;
- c) Attend the General Assembly of WWR;
- d) Serve as a member of WWR Audit & Risk Management Committee;
- e) Serve as a member of other WWR Board Committees at the direction of the Board;
- f) Represent WWR to other organizations or at specific events at the direction of the Board; and
- g) Perform such other duties as shall from time to time be placed upon them by the Board.

**10.9. Additional Director (Non-Independent Appointed Director)**

An additional Appointed Director of the Board has the following general responsibilities:

- a) Provide relevant expertise to the deliberations and decision-taking of the Board;
- b) Attend all meetings of the Board;
- c) Attend the General Assembly of WWR;
- d) Serve as a member of WWR Board Committees at the direction of the Board;
- e) Represent WWR to other organizations or at specific events at the direction of the Board; and
- f) Perform such other duties as shall from time to time be placed upon them by the Board.

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