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# Statutes

Twenty sixth (26) November 2022

# World Wheelchair Rugby Statutes

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**Amendments**

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Date	Subject	Changes / summary
17 July 2021	Approved	Major review, Board composition, name change
26 Nov 2022	Amended	14.1 – clarification of language

# Preamble

Whereas World Wheelchair Rugby is the international Federation governing all aspects of the sport of Wheelchair Rugby worldwide, either directly or through its member organizations.

Whereas the purpose of these Statutes is to detail the conduct of the affairs of World Wheelchair Rugby.

Whereas these Statutes supersede and repeal the Statutes of the International Wheelchair Rugby Federation previously approved by the General Assembly of the Full Members of the Federation on 19<sup>th</sup> September 2010;

Now be it enacted as Statutes of World Wheelchair Rugby the following:

# Definitions

The definitions of the following words apply throughout these Statutes, unless the context clearly requires otherwise:

- words importing the singular number shall include the plural number and vice versa.
- 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.
- “disability” means any disability as defined in the UN Convention on the Rights of Persons with Disabilities (i.e. Convention Article 1 – “Persons with disabilities include those who have long-term physical, mental, intellectual or sensory impairments which in interaction with various barriers may hinder their full and effective participation in society on an equal basis with others”).
- “gender” means the gender to which a person identifies, which may not be that person’s biological sex.
- “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/she is 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 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.
- “Member” means an organisation that has been approved by the WWR Board and General Assembly in one of the three classes of Membership: Full, Affiliate or Associate.
  - “WWR”, “the Association” and “the Federation” mean World Wheelchair Rugby.
  - “Wheelchair Rugby” means the sport governed by WWR and described in Article 2.2.a of these Statutes.

# 1. Name, Constitution, and Registration

## 1.1. Name

The name of the Federation shall be "World Wheelchair Rugby" or "WWR" as an acronym.

## 1.2. Legal Constitution

WWR is constituted as a separate legal person under the laws of Switzerland, with limited liability as an association under Articles 52-59 and 60-79 of the Swiss Civil Code.

## 1.3. Governing Bodies

The governing bodies of WWR are:

- a) the Members' Meeting; and
- b) the Board of Directors.

## 1.4. Registration

WWR's registered address shall be in the Canton of Vaud, or elsewhere in Switzerland, as determined by the Board of Directors. The Board of Directors may apply for registration of WWR in the Register of Commerce of the Canton of Switzerland in which it has its registered address.

# 2. Role and Objectives

## 2.1. Role

WWR is the international governing body for the sport of Wheelchair Rugby and its disciplines. It is a non-partisan and non-profit-making body.

## 2.2. Objectives

The principal objective of WWR is to inspire and support individuals throughout the world to participate in Wheelchair Rugby. To achieve this objective, WWR shall:

- a) promote, advance, control, and administer the sport of Wheelchair Rugby throughout the world, including:
  - i. the discipline of Paralympic Wheelchair Rugby; and
  - ii. such other disciplines of the sport of Wheelchair Rugby as may be developed and/or authorised by WWR from time to time;
- 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 WWR 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 objectives;

- h) apply the property and resources of WWR towards the achievement of these objectives;
- i) charge such fees and levies, including membership fees, capitation fees, authorisation fees, and other fees, as are considered necessary for the appropriate financial management of the sport and for furthering the aims of WWR;
- 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. Resources

### 3.1. Description of Resources

WWR shall principally derive its resources from:

- a) revenues generated from membership fees or services provided to its Members or third parties, including events and/or activities organised by IWRF; and/or
- b) public and private donations from sponsors, third parties, and/or grant-makers; and/or
- c) revenues generated from broadcasting and sponsorship rights and all other commercial rights relating to competitions.

## 4. Membership

### 4.1. Admission to Membership

Membership in WWR shall be limited to organisations interested in furthering the objectives of WWR and whose application for admission as a Member has received the approval of the Board of Directors. Memberships approved by WWR Board shall remain provisional unless and until confirmed by a simple majority vote of the Full Members at a General or Special Assembly.

### 4.2. Classes of Membership

There shall be three classes of Membership in WWR:

- a) Full Members – Full Members are national organizations recognized as having the responsibility to govern the sport of Wheelchair Rugby and its disciplines within their countries. Full Members must be active participants in international Wheelchair Rugby competition, or be actively working towards competition, in the Paralympic discipline of the sport. 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 and its disciplines either separately, or as part of wheelchair sport, within their countries. Affiliate Members are developing the sport of Wheelchair Rugby but are not yet competing internationally in the Paralympic discipline of the sport. Affiliate members do not have nominating or voting rights.
- c) Associate Members – Associate Members are organizations with an interest in the promotion and development of the sport of Wheelchair Rugby and its disciplines worldwide. Associate Members do not have nominating or voting rights.

#### 4.3. Responsibilities of Membership

All Members of WWR are required to:

- a) abide by all relevant Statutes, Bylaws, Rules, Regulations, Policies, and decisions of WWR, and, wherever applicable, of the Court of Arbitration for Sport, in force from time to time; and
- b) to place such requirements on their own members as may be necessary for the Members to meet such requirements of WWR Membership.

#### 4.4. Membership Fees

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

#### 4.5. Withdrawal from Membership

Any Member may withdraw from WWR by delivering to the WWR Board three months' advance written notification of their withdrawal and lodging a copy of the notification with the Secretary General of WWR.

#### 4.6. Suspension of Membership

Any Member may be suspended from Membership of WWR for justifiable reasons by a resolution of the WWR Board of Directors.

Such suspension shall end when either:

- a) WWR Board is satisfied that the reasons for the suspension have been rectified; or
- b) an appeal against the suspension has been upheld under WWR Appeals Policy and procedures; or
- c) the suspended Member is subject to a vote for removal from WWR Membership.

#### 4.7. Removal from Membership

Any Member may be removed from WWR for justifiable reasons by a vote of two-thirds (2/3) of the Full Members at a General or Special Assembly.

#### 4.8. Justifiable Reasons

Suspension and/or removal are deemed to occur for justifiable reasons if a Member has:

- a) failed to pay the relevant Membership fees within the deadlines set out in the relevant WWR Bylaw; and/or
- b) failed to meet the responsibilities of Membership set out in Article 4.3 of these Statutes and in the relevant WWR Bylaws; and/or
- c) brought the sport of Wheelchair Rugby into disrepute.

## 5. Members' Meetings

#### 5.1. Assemblies

The meetings of the Members of WWR are the General Assemblies and Special Assemblies.

#### 5.2. Participation in Members' Meetings

Such Members' meetings shall usually take place in person but, in exceptional or urgent circumstances, the Board of Directors may determine that a General Assembly or a Special Assembly be held by telephone



conference or video conference, provided that all meeting participants can take a full part and exercise their respective rights in the meeting.

### **5.3. Frequency of General Assemblies**

The General Assembly of WWR 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.

### **5.4. Business at Members' Meetings**

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

5.4.2. No business item can be added to the agenda during a Members' meeting, unless it is approved by fifty percent plus one of the Members forming a quorum for the meeting.

5.4.3. The business of WWR General Assembly shall, as and when required, include:

- a) determining the Strategic Plans of WWR towards achieving its aims and objectives;
- b) voting to receive and note the reports of the Board, Secretary General, Committees, and Working Groups;
- c) voting to receive and note the long term budget forecasts for the Association's financial resources;
- d) appointing the auditors for the ensuing period;
- e) determining the amount of WWR Membership fees;
- f) deciding upon recommendations and motions submitted by the Board and Full Members;
- g) deciding upon applications for Membership and/or, if necessary, the expulsion of Members;
- h) where necessary, deciding upon the removal (which does not need to be for specific justifiable reasons) of a Director of WWR;
- i) voting to adopt WWR Statutes or any amendments thereto;
- j) voting to adopt WWR Bylaws or any amendments thereto;
- k) electing Elected Directors to the Board of Directors for up to four year terms of office;
- l) confirming the number of Director positions on WWR Board from time to time; and/or
- m) any other business as decided by the Full Members or the Board.

In addition to any other business that may be transacted, the business of every General Assembly shall include:

- n) voting to receive and note the annual financial statements of WWR and the reports of the auditors ; and
- o) voting to grant discharge to WWR Board and to the auditors with regard to such financial statements and reports.

### **5.5. Special Assemblies**

The Board of Directors, the President, or (in the absence of the President) the Vice-President shall have power to call, at any time, a Special Assembly of the Members of WWR. The Board of Directors shall call a Special Assembly of Members on the written request of not less than twenty percent of the Full Members of WWR.

### **5.6. Quorum for Members' Meetings**

Fifty percent plus one of the Full Members of WWR being present at a meeting, in person or by telephone or video conference, will constitute a quorum. Full Members voting by proxy shall not be counted towards the quorum.

### **5.7. Notification of Members' Meetings**

At least six (6) weeks written notice shall be given to each Member of any meeting. This notice shall contain specific motions due to be voted on and sufficient information, regarding the agenda items to be transacted, to permit Full Members to form a reasoned judgment on the decisions to be taken. This notice must remind the Member whether the organisation is a paid-up Full Member and has the right to vote by proxy.

### **5.8. Appointment of Proxies**

A Full 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 Full Member. A proxy must be a Full Member of WWR and may only hold a proxy for one other Full Member.

### **5.9. Rights of Full Members**

Each Full Member, or their appointed proxy, present at a meeting shall have the right to speak and to exercise one vote. A simple majority of fifty percent plus one of the votes cast by the Full Members present, in person or by proxy, shall determine the questions in meetings, except where the vote or consent of a greater number of Full Members is required by these Statutes.

### **5.10. Rights of Affiliate and Associate Members**

Affiliate Members and Associate Members may speak, but not vote, at Members' meetings.

### **5.11. Validity of Notification**

No superficial error or omission in giving notice of any Members' meeting, or any adjourned Members' meeting, of WWR shall invalidate such meeting or make void any proceedings taken thereat, provided that a majority of fifty percent plus one of the Full Members, forming the quorum for the Members' meeting concerned, so agree. Any Member may at any time waive notice of any such meeting and any Full Member may ratify, approve, and confirm any or all proceedings taken or had thereat.

### **5.12. Addresses for Notifications**

For the purpose of sending notice to any Member, Director, or officeholder for any meeting or otherwise, the address of the Member, Director or officeholder shall be their last postal or email address recorded on the books of WWR.

## **6. Written Resolutions**

### **6.1. Proposal of Written Resolutions**

The Board of Directors shall have the power to propose, at any time when a meeting of the Members is not in session, a written resolution to the Members.

### **6.2. Business of Written Resolutions**

A written resolution may deal with any matter of business with the exception of the following:

- a) amendments to the Statutes of WWR;

- b) a request by a Director for indemnification by WWR;
- c) conflict of interest issues;
- d) the confirmation, by Members, of a contract despite any conflict of interest;
- e) the removal of a Director; or
- f) the appointment of an auditor.

### **6.3. Distribution of Written Resolutions**

The Board shall distribute written resolutions by mail or by electronic means. The written resolution shall specify a deadline date by which votes on the resolution must be received by WWR and the address to which votes must be sent. The deadline date shall be at least twenty-one (21) days following distribution of the resolution.

### **6.4. Consent for Written Resolutions**

A written resolution will only pass with the consent of a two-thirds majority of all Full Members.

## **7. Board of Directors**

### **7.1. Board Role & Size**

- 7.1.1. The property and business of WWR shall be managed by a Board of Directors composed of a minimum of five (5), and a maximum of nine (9), Directors.
- 7.1.2. 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 of Full Members at the next Members' meeting.
- 7.1.3. Directors must be individuals, at least 18 years of age, with power under law to contract.
- 7.1.4. All Director positions on WWR Board shall have a skills and experience based role description.

### **7.2. Board Composition**

- 7.2.1. The Board of Directors of WWR shall comprise at least the following Elected Director positions:
  - a) the President;
  - b) the Vice-President; and
  - c) the Athlete Representative;

and the following Appointed Director positions:

- d) the Appointed Director for financial and risk management affairs; and
- e) the Appointed Director for legal and governance affairs;

The Board of Directors of WWR may also include the following Elected Director positions:

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

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).

7.2.2. 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 in these Statutes.

7.2.3. At the discretion of WWR Board, from time to time additional Appointed Director positions may be designated as independent positions and accordingly held by appointees who meet the independence definition in these Statutes.

7.2.4. At all times, there shall be a majority of Elected Directors and at least one (1) Independent Appointed Director on the Board.

7.2.5. 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.

### **7.3. Board Terms of Office**

7.3.1. Elected Directors shall be elected for a term of up to four (4) years by the Full Members at a General Assembly.

7.3.2. Appointed Directors shall be recruited via an openly-advertised recruitment process and appointed by the Board of WWR for a term of up to four (4) years.

7.3.3. A Director's period of service on the Board of WWR, including full terms and any periods of co-option to fill any interim or casual vacancies, shall not exceed a maximum of twelve (12) years.

7.3.4. If, on reaching the maximum of twelve (12) years, a serving Director already holds, or is elected to, the position of WWR President, such Director may continue to serve in the position of President, up to a maximum of four (4) additional years on the Board of WWR.

7.3.5. 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. A retiring Elected Director shall remain in office, at the end of their term, until the dissolution or adjournment of the meeting, at which their retirement is accepted, and their successor is elected.

7.3.6. A serving Appointed Director may be appointed for a further term of office by the WWR Board, provided that such term does not exceed the twelve year maximum. A retiring Appointed Director shall remain in office, at the end of their term, until the completion of the Board meeting at which their retirement is accepted.

7.3.7. After completing the maximum period of service on the WWR Board, a Director must stand down for at least four (4) years before becoming eligible again for election, appointment, or co-option as the case may be.

7.3.8. The provisions of these Statutes, regarding maximum terms of office, shall apply to those Directors who are serving on WWR Board at the date of adoption of these Statutes and shall include such Directors' service to date.

#### 7.4. Board Vacancies

The office of Director shall be automatically vacated:

- a) if at a meeting of Members, a resolution (which does not need to specify justifiable reasons) 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 their office by delivering a written resignation to the Secretary General of WWR;
- c) if they are found by a court to be of unsound mind;
- d) if they become bankrupt or suspends payment or compounds with their creditors;
- e) if they are disqualified from acting as a company director and/or as a charity trustee by a competent legal or regulatory authority in Switzerland or in the individual's home country; or
- f) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may, by appointment, co-opt an individual to fill the vacancy, in the case of an Elected Director position for the period until the next General Assembly at which elections are due to be held, and in the case of an Appointed Director position for up to two (2) years.

#### 7.5. Responsibilities of the Board

The WWR Board has the responsibilities to:

- a) formulate WWR Strategic Plan, which is subject to approval by the General Assembly;
- 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:
- n) Policies and Regulations for the operational management of WWR and WWR-authorized events; and
- o) Rules for the governance and management of the sport of Wheelchair Rugby and its disciplines;
- p) review and make recommendation to the General Assembly on motions received from Full Members;
- q) appoint the Chairs of WWR Standing Committees, Working Groups, and such other Committees and/or Panels established by the Board as may be appropriate;
- r) 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;
- s) grant the award of WWR World and Zone Championships; and
- t) grant authorisation to approved WWR competitions.

### 7.6. Board Expenses

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

## 8. Powers of the Board of Directors

### 8.1. General Management Powers

The Board of Directors has the power to:

- a) administer the affairs of WWR in all things;
- b) to make or cause to be made, in the name of WWR, any kind of contract which WWR may lawfully enter into; and,
- c) save as hereinafter provided, the Board may exercise all other powers and do all other acts and things as WWR is, by these Statutes or otherwise, authorized to exercise and do.

### 8.2. Authorisation and Delegation Powers

The Board of Directors shall have power to authorize expenditures on behalf of WWR from time to time and may delegate by resolution to the Secretary General, or other officeholder of WWR, the right to employ and pay salaries to employees. The Board shall have the power to form (in conformity with the provisions of Swiss law regarding associations) a subsidiary company, and/or 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 WWR in accordance with such terms as the Board of Directors may prescribe.

### 8.3. Financial Powers

The Board of Directors is hereby authorized, from time to time:

- a) to borrow money upon the credit of WWR, 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 Association 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 Association, and the undertaking and rights of the Association.

### 8.4. Fundraising Powers

The Board of Directors shall take such steps as they may deem requisite to enable WWR 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 WWR.

### **8.5. Employment and Contracting Powers**

The Board of Directors may appoint such agents and/or contractors 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 Powers**

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

## **9. Board of Directors Meetings**

### **9.1. Notification of Board Meetings**

- 9.1.1. 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.
- 9.1.2. No superficial 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, provided that a majority of fifty percent plus one of the Directors, forming the quorum for the Board meeting concerned, so agree. 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.

### **9.2. Frequency and Form of Board Meetings**

There shall be at least four (4) meetings of the Board of Directors per calendar year. The Board of Directors may determine that a particular meeting be held in person, by telephone conference or by videoconference.

### **9.3. Voting at Board Meetings**

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

### **9.4. Quorum for Board Meetings**

A majority of the Directors in office, but no fewer than three, 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 WWR.

### **9.5. Voting Majority for Board Meetings**

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. In the event of an equality of votes, the President, or in their absence, the Director chairing the meeting, shall have a casting vote.

## 10. Indemnities to Directors

### 10.1. Range of Indemnities

Every Director of WWR 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 WWR, from and against:

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

## 11. Secretary General

### 11.1. Appointment of the Secretary General

The Secretary General shall be appointed by a resolution of the Board of Directors for a term determined by the Board. The Secretary General shall be the principal executive officer of WWR.

### 11.2. Termination of Appointment

The appointment of a Secretary General may be terminated as a result of:

- a) completion of their contract;
- b) their earlier resignation; or
- c) their earlier removal by a resolution of the Board of Directors.

## 12. Duties

### 12.1. The President

The President shall preside at meetings of WWR Members and of the Board of Directors. In collaboration with their fellow Directors on WWR Board, they shall have the general and active oversight and management of the affairs of WWR. They shall see that all decisions and resolutions of the Board are carried into effect.

### 12.2. The Vice-President

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 placed upon them by the Board of Directors.

### 12.3. The Appointed Director for finance and risk management affairs

The holder of this Appointed Director position shall have oversight of the finances and risk management of WWR and of the arrangements for the submission of WWR's financial statements to the General Assembly. They shall serve as a member of the WWR Audit & Risk Management Committee. They shall perform such other duties as may from time to time be directed by the Board of Directors.



#### **12.4. The Appointed Director for legal and governance affairs**

The holder of this Appointed Director position shall have oversight of the management of WWR's legal and governance obligations. They shall serve as a member of the WWR Audit & Risk Management Committee. They shall perform such other duties as may from time to time be directed by the Board of Directors.

#### **12.5. The Athlete Representative**

The Athlete Representative shall represent the interests of Wheelchair Rugby athletes as a Director on the WWR Board. They shall chair the WWR Athletes Council. They shall perform such other duties as may from time to time be directed by the Board of Directors.

#### **12.6. The Secretary General**

- 12.6.1. The Secretary General shall manage the day-to-day affairs of WWR in accordance with the strategies, policies, plans, and budgets set by the WWR Board of Directors and/or voted for by the Full Members of the WWR General Assembly.
- 12.6.2. They shall attend all Board and Members' meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books and/or electronic records 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.
- 12.6.3. The Secretary General shall make appropriate arrangements (which may include contracting a suitably qualified service provider external to WWR):
  - a) to keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of WWR in the books and/or electronic records belonging to WWR;
  - b) to 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;
- 12.6.4. to disburse the funds of WWR as may be directed by proper authority taking proper vouchers for such disbursements; and
- 12.6.5. to 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.
- 12.6.6. They 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.

#### **12.7. Duties of all other Directors or staff**

The duties of all other Directors or staff of WWR shall be such as the role descriptions or the terms of their engagement respectively call for or the Board of Directors requires of them.

## **13. Committees and Councils**

#### **13.1. Establishment of Committees**

The Board of Directors may establish 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 set them out in relevant Bylaws of WWR.

### 13.2. Types of Committees

Such Committees shall include, but shall not be limited to:

- a) an Audit & Risk Management Committee and a Nominations & Remuneration Committee as Committees of the Board;
- b) such Committees and/or Panels, with such levels of independent membership, as may be required by WWR's Complaints, Disciplinary and/or Appeals Policies and procedures; and
- c) such Working Groups as may be required for the effective operational management of the Association and/or of the technical management of WWR as the International Federation governing the sport of Wheelchair Rugby and its disciplines.

### 13.3. Establishment of Councils

The Board of Directors may establish and/or recognize Councils whose members are elected to represent the views and interests of specific groups within WWR. The Board of Directors shall determine the terms of reference of such Councils and set them out in relevant Bylaws of WWR.

## 14. Execution of Documents

### 14.1. Authorisation of Documents

Contracts, documents and any other instruments in writing requiring the signature of WWR, shall be signed in principle by two directors (the WWR Board of Directors may delegate powers or grant a proxy to any other person or company) and all contracts, documents and instruments in writing so signed shall be binding upon WWR without any further authorization or formality.

### 14.2. Delegation of Authorisation Powers

The Board of Directors shall have power by resolution from time to time to delegate relevant authorisation and signing powers to:

- a) permit the relevant Directors and/or members of WWR staff (and/or to appoint a suitably qualified individual or firm to have power of attorney) to sign specific contracts, documents, and instruments in writing on behalf of WWR;
- b) give WWR'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 WWR.

## 15. Financial Year

### 15.1. Determination of the Financial Year

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

## 16. Amendment of Statutes

### 16.1. Repeal or Amendment of the Statutes

The Statutes of WWR may be repealed or amended by an affirmative majority of at least two-thirds (2/3) of the votes cast in favour by the Full Members at a meeting of Members of WWR.

## 17. Auditors

### 17.1. Appointment of Auditors

The Board of Directors shall propose, and the Full Members shall, at each General Assembly, appoint an auditor to audit the accounts and financial statements of WWR for report to the Members at the next General Assembly.

### 17.2. Term and Remuneration of Auditors

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. Keeping of Books and Records

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

## 19. Bylaws, Rules, Regulations and Policies

### 19.1. Prescription and Confirmation of Bylaws

WWR Board of Directors may prescribe such Bylaws for WWR, not inconsistent with these Statutes, relating to the corporate governance of the Association as they deem expedient, provided that such Bylaws shall have force and effect only until the next General Assembly of WWR, when such Bylaws shall be confirmed by a vote of the Full Members or, failing such confirmation, they shall at and from that time cease to have any force and effect.

In the event of any questions of interpretation between WWR Bylaws and WWR Statutes, the wording in the Statutes shall take precedence.

### 19.2. Issuance and Confirmation of Rules

WWR Board of Directors may issue and confirm such Rules for WWR, not inconsistent with these Statutes, relating to the governance and management of the sport of Wheelchair Rugby and its disciplines, as they deem expedient.

### 19.3. Issuance and Confirmation of Regulations and Policies

The WWR Board of Directors may issue and confirm such Regulations and/or Policies for WWR, not inconsistent with these Statutes, relating to the operational management of WWR and/or WWR-authorized activities, as they deem expedient.

## 20. Disputes

### 20.1. Disputes and Appeals Policies

In view of the international composition of WWR and the resultant difficulties in settling disputes through legal jurisdictions when problems arise between Members or between Members and WWR as an Association, Members waive the right to take such disputes to law and agree that such disputes shall be subject to the Complaints, Disciplinary and Appeals Policies and procedures of WWR.

## 20.2. Arbitration by Court of Arbitration for Sport

If and when all WWR internal processes have been exhausted, any disputes which remain unresolved, and in particular any such disputes relating to the World Anti-Doping Authority (WADA) Code and/or to the Paralympic Charter, shall be subject to arbitration by, and to the binding decision of, the Court of Arbitration for Sport (CAS) in Lausanne, Switzerland.

# 21. Dissolution of the Association

## 21.1. Decisions on Dissolution

The dissolution of WWR may be decided only by a General Assembly called specifically for the purpose and requires both:

- a) a quorum of two-thirds (2/3) of the Full Members of WWR to be present; and
- b) approval by a majority of at least two-thirds (2/3) of the Full Members participating in such a General Assembly.

## 21.2. Assignment of Assets

In the event of WWR being dissolved or of its objectives becoming invalid, its remaining funds and assets will be assigned to another internationally recognized sport body for persons with a disability that, in the opinion of WWR voting members, has a similar mission and/or values. No monies will be paid to Members of WWR.

# 22. Language and Interpretation

## 22.1. Official Language

The official language of WWR is English.

## 22.2. Interpretation of the Statutes

In any question of interpretation of the Statutes, the English language version of WWR Statutes lodged with the relevant Cantonal Authorities in Switzerland shall be binding.

## 22.3. Interpretation of Bylaws, Rules, Regulations and Policies

In any question of interpretation of the Bylaws, Rules, Regulations and/or Policies of WWR, the English language version shall be binding.

## 22.4. Precedence of the Statutes

In the event of any questions of interpretation between the relevant Articles of WWR Statutes and WWR Bylaws, Rules, Regulations and/or Policies, the wording in the Statutes shall take precedence.

## 22.5. Date of Adoption

These Statutes of WWR were adopted by the Members' Meeting held on 17 July 2021.

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END OF STATUTES