

# **WORLD POOL-BILLIARD ASSOCIATION**



## **CONSTITUTION**

(REVISED: March 2016)

*Registered: Chamber of Commerce, Maastricht, Netherlands No. 14088437*

NB: Any reference made to the male gender in these Statutes will also include the female gender and/or vice versa.

### **Article 1 Name, Seat and Language**

The name of the association is World Pool-Billiard Association (hereinafter referred to as the Association) and is located in Brunssum, Netherlands. It is registered in Maastricht, Netherlands, registration number 14088437.

The official and administrative language of the Association is English.

### **Article 2 Limitation on Liabilities**

Nothing herein shall constitute members and directors of the Association as partners for any purpose. No member, director, officer, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other member, director, officer, agent or employee of the Association. Nor shall any director, officer, agent or employee be liable for their acts or failure to act under this Article of Association, except only acts or omissions to act arising out of their wilful misfeasance. The members and directors shall not be financially liable for any Association business. The financial liability of the Association shall not exceed its resources.

### **Article 3 Purpose**

- i) To organise the sport of pool-billiards under amateur and professional conditions worldwide, to commercialise it and further develop the sport.
- ii) To create and determine Rules and Regulations for the disciplines of pool-billiards.
- iii) To cultivate mutual friendships with other types of international and national billiards organisations.
- iv) To adopt a sports policy that is not in conflict with the IOC's rules as set forth in the Olympic Charter.
- v) As a founding divisional member of the WCBS, the WPA recognises the WCBS as the world governing body of billiard sports with regards to their association to the IOC, GAISF, ARISF, ASOIF and multiple sports events.
- vi) The association is a non-profit organisation.

### **Article 4 Duration**

The WPA is founded for an indefinite period.

## **Article 5      Membership**

The WPA has two types of membership, voting and non-voting. The WPA accepts only one voting member per continent.

### **A.      Voting Members**

Only pool-billiard organisations representing themselves as a continental federation, and are able to demonstrate to the satisfaction of management that they are the only or leading organisation residing in a WPA territory can be considered for voting membership. A General Assembly or Extraordinary General Assembly must approve their application with a vote of two-thirds majority of votes cast.

Voting members have equal votes with the exception of provisional members, and all pay an equal membership fee.

New members will have provisional status for the first three years. They shall be entitled to all benefits with the exception of voting as explained in Article 11.i. Full membership shall be automatic after three years providing there is no objection. In the event of an objection, the General Assembly will take the decision.

### **B.      Non-Voting members**

Any organisation or individual can be considered for non-voting membership. This category will include Life and Honorary membership. They have no seat on the Board and have no decision-making capability. Such members may attend General Assemblies.

Membership is personal and therefore not eligible for transfer or transition.

## **Article 6      Membership Obligations**

Members are obliged to acknowledge the World Pool-Billiard Association as the world governing body for pocket-billiards and other disciplines it may co-opt under its jurisdiction.

Members are required to lodge a copy of its Constitution to the WPA, and of any amendments that may be made from time to time.

Members are required to submit a written annual report to the WPA that will include a financial statement of the member.

Members are required to submit a copy of the minutes from their last General Assembly within sixty days of the meeting being held.

Members are obliged to conform to any reasonable request asked of it by WPA management. Management will consider what is deemed to be reasonable.

Members are obliged to manage their affairs and conduct their business in a manner that is not detrimental to the ideals of the WPA and/or of the sport or cause any action that can bring the WPA or the sport into disrepute.

Members who fail to meet any or all of the points in Article 5 may have their membership suspended.

#### **Article 7 End of Membership**

- i) Membership ends when the member:
  - a) expires;
  - b) resigns;
  - c) is excluded by general assembly;
  - d) becomes insolvent;
  - e) is dismissed based on Article 2:298 of the civil code;
- ii) Exclusion of membership must take place by virtue of a management decision taken by a majority of votes cast. The Board member nominated by the member being excluded is not permitted to vote.
- iii) Suspension of the membership by the member can only take place towards the end of the fiscal year, in writing and respecting a notice period of at least four weeks.

Nonetheless immediate termination of membership is possible;

- a) if it cannot be reasonably demanded to continue membership;
- b) within a month after a decision that limits member's rights or increases their obligations, has become known or has been communicated to a member (except where modifications of financial rights and obligations are concerned);
- c) within a month after a member has been informed of a decision to transform the association to a different legal form or to merger.

If a suspension did not take place in due time, membership will continue to the end of the next year.

- iv) Suspension must be done by Management, which must immediately inform the member of the decision, including its reasons. The member concerned has the right to appeal to the General Assembly within one month after receiving the notification.

Membership suspension by the Association can also only take place towards the end of the financial year.

Suspension must be done by Management, in writing and respecting a notice period of at least four weeks.

Membership suspension by the Association can only occur when it cannot be required to continue membership.

If a suspension did not take place in due time, membership will continue until the end of the next year.

- vi) When the membership ends in the course of the fiscal year, the entire annual contribution remains due nonetheless.

Management can suspend a member who acts in violation of the Articles of Association, regulations or decisions of the Association, or who creates an unreasonable disadvantage to the association, for a period to be determined by management with a maximum of six months.

The decision can be appealed to the General Assembly. What was determined in paragraph iv concerning “appeal” likewise applies.

- v) Exclusion of membership can only be pronounced when a member acts in violation of the Articles of Association, regulations or decisions of the Association, such as in case of, in spite of payment reminders, the annual contribution was not, or not timely paid or when the member creates an unreasonable disadvantage to the Association.

During the appeal and with the appeal pending, the member is suspended.

The General Assembly can only decide to exclude a member by a decision to that end, taken by at least a two-third majority of the votes cast.

### **Article 8 Right of Appeal**

Any decision made to exclude membership of the WPA will be effective immediately. An appeal against the exclusion can be made to a General Assembly, but notice of an appeal must be lodged with the WPA within one month of the decision taken to exclude. A General Assembly will decide with a two-thirds majority of those members eligible to vote.

### **Article 9 Management**

- i) Management is the Board of Directors, which consists of at least four natural persons.
- ii) Directors are elected by the General Assembly among the members of the Association. The General Assembly determines the number of Directors.
- iii) Management elects the president and all other positions, which must include a secretary and treasurer.
- iv) Directors are appointed for a term of four years. They are entitled to hold office for the full term subject to an exception as listed in 9.v. Directors

step down according to a schedule drafted by management; a Director stepping down can immediately be reappointed.

Members cannot replace Directors before their full term has expired without valid reason. Members wanting to withdraw a Director before their full term expires require a decision by a General Assembly with a two-thirds majority.

Persons replacing Directors mid term will start their full term from the date of their commencement.

- v) Directors can at any time and listing a reason be suspended or dismissed by Management.

Any Director who is suspended or dismissed can appeal to a General Assembly who will decide with a two-thirds majority vote.

- vi) Vacancies must be filled as soon as possible. An incomplete management remains authorised to manage the Association.

- vii) Management is charged with managing the Association. Management can, until revoked, delegate tasks and authority to a daily management.

- viii) Management is, save what has been determined in paragraph ix of this Article, jointly authorised to decide to enter into agreements to acquire, alienate or encumber registered goods and to enter into agreements whereby the Association commits itself as guarantee or joint debtor, provides guarantees toward third parties or guarantees a debt of a third party and for entering into financial obligations of more than fifteen thousand dollars (US \$15,000).

- ix) Management requires the approval of the General Assembly for decisions to enter into agreements as described above in paragraph viii. Without said approval, the Association cannot be legally represented for these legal acts.

- x) Management represents the Association.

- xi) The representation authority falls to the president, or to his deputy together with one other Director.

- xii) Every Director is entitled to one vote. All decisions for which by law or by these Articles of Association no greater majority is required are taken by simple majority of votes cast. Abstentions, illegal or blank votes do not count. The president or his representative will use a casting vote to break any tie.

## **Article 10 General Assembly**

- i) General Assemblies are held in a location as decided by the president.
- ii) A quorum of at least half the members is required in attendance.
- iii) At least one General Assembly is held every two years to be known as the “Annual General Assembly” or simply “General Assembly, which shall be held within twenty four months after the end of the previous General Assembly, save extension of this period by the General Assembly.
- iv) Members shall be notified in writing at least eight weeks prior to the commencement of the General Assembly.

A provisional agenda shall be sent to the members at least six weeks prior to the commencement of the General Assembly.

Proposals from the Board and/or members must be submitted no later than four weeks prior to the commencement of the General Assembly. This includes reports from directors and members.

The final agenda will be sent to members no later than two weeks prior to the commencement of the General Assembly.

- v) Access to the General Assembly is granted to those members who have not been suspended, as well as to those who have been invited by management and/or the General Assembly.

A suspended member has access to the General Assembly that will debate the suspension decision and is authorised to speak in that regard.

## **Article 11 Voting**

- i) The members as described above have the right to vote in the General Assembly.

Every normal member has two votes, and every provisional member has one vote.

Anyone with the right to vote can grant anyone else with the right to vote a proxy to cast his vote. Any one person with the right to vote can act as an authorised representative for a maximum of one other. All proxy votes must be announced to the Secretary prior to the commencement of the meeting.

- ii) A unanimous decision by all those entitled to vote in the General Assembly, even if they are not together in the Assembly, has, if taken

with prior knowledge of the management, the same power as a decision by the General Assembly.

- iii) The Chairman of the meeting determines the way votes are cast in the General Assembly. The Chairman of the meeting does not vote at a General Assembly with the exception as explained in paragraph iv).
- iv) All decisions for which by law or by these Articles of Association no greater majority is required are taken by simple majority of votes cast. Abstentions, illegal or blank votes do not count.

If a vote is tied on any matter(s) that require a simple majority, the Chairman of the meeting shall cast a vote to break the tie.

If in an election to the position of President the vote is equal, the person holding the position prior to the ballot will retain the position, the challenger must have a clear majority.

If an election to a vacated position of President is tied, there will be a second ballot, and a third if necessary. If there is no majority after the third ballot, the Vice-President will lead the association until another election is called.

If in an election between more than two persons no one has reached a majority, a second vote is held between the two persons who obtained the largest number of votes, where necessary using an intermediary vote.

## **Article 12 Procedure**

- i) Notice of a General Assembly
- ii) The General Assemblies are led by the president, or his appointee, or in his absence, the longest serving Director present.

If no Directors are present, the General Assembly will appoint its own leadership.

- iii) The judgement reached by the General Assembly that is announced by the president is decisive.

The same is true for the content of a decision taken, insofar as votes were cast for a proposal not fixed in writing.

However, if immediately after declaring the president's judgement the correctness thereof is disputed, a new vote will take place if the majority of the Assembly or, if the original vote was not done jointly or in writing, any person present with the right to vote should so demand.

This new vote supersedes the legal consequences of the original vote.



- iv) What is discussed at the General Assembly is taken down in minutes by the secretary or any person appointed by the secretary.

These minutes are determined in the same or the very next General Assembly and as a proof thereof signed by that General Assembly's president and secretary.

## **Article 13 Finance**

### **13.1 Accounting**

- i) The Association's fiscal year equals the calendar year.
- ii) The official currency of the Association is the US dollar.
- iii) The Treasurer is obligated to maintain such an administration of the activities and the financial situation of the Association that the rights and obligations of the Association can at any time be known.
- iv) In the General Assembly, the Treasurer presents its annual report on the current status of the Association and the financial policy.

He submits the annual account and the profit and loss account with a clarification to the Assembly for approval. The Treasurer and President signs these documents.

- v) If regarding the correctness of the documents described in the previous paragraph no declaration is provided to the General Assembly stemming from an accountant as described in article 2:393 paragraph 1 of the civil code, then the General Assembly must, annually, appoint a committee of at least two persons who cannot be part of the management.
- vi) The Treasurer must submit to management those documents as described in paragraph iv at least one month before the day when the General Assembly will be held that will discuss these documents. Management peruses these documents and reports its findings to the General Assembly.
- vii) Treasury is obligated to provide management with all the information it requires for its perusal, to show the finances and values where necessary and to grant access to the books and documents of the Association.
- viii) If according to management such a perusal requires specific accounting skills, then it can request the help of a specialist at the expense of the Association.
- ix) Treasury is obligated to safeguard the books, documents and other data carriers described in this article for at least seven years.

### **13.2 Membership Fees**

Member Federations will pay an annual membership fee, the level of which is determined by the General Assembly.

- i) Membership fees are due on 1st January of each year.
- ii) If a Member has not paid the membership fee by 31st March of that year, or by the first day of a General Assembly, whichever comes first, that Member's rights under Article 6, including the right to vote at and/or participate in General Assemblies will be suspended until all outstanding fees have been paid.
- iii) If the Member's fees remain outstanding for 24 months after they are due and after two reminders, then that Member's Federation shall automatically be terminated.

### **Article 14 Extraordinary General Assemblies**

- i) In addition to the General Assembly as described in Article 10, Extraordinary General Assemblies are convened by management as often as it deems necessary to do so.
- ii) At the discretion of the president, an Extraordinary General Assembly may be conducted via electronic means; email, facsimile or similar.
- iii) At the written request of at least such a number of members as is authorised to cast one-half of the votes in a complete Assembly, management is obligated to convene a General Assembly within a period of no more than four weeks after the request is submitted. If the request has not been answered within fourteen days, the requesters may proceed to convene the General Assembly themselves. The requesters may in that case appoint other persons than directors with leadership over the Assembly and the taking of minutes.
- iv) Convocation of the General Assembly occurs by written notification to those who have the right to vote respecting a term of at least seven days. The convocation must mention the topics to be discussed.
- v) If no written convocation of the general assembly has taken place, the general assembly can nonetheless validly decide, if at least such a number of persons having a right to vote is present at the assembly as that is authorised to cast half the number of votes that can be cast in a complete assembly and none of them, nor the management, oppose the decision taking.

If convocation of the general assembly occurred at a shorter term than prescribed, the General Assembly can nonetheless validly decide, unless such a number of those present as is authorised to cast one-half of the votes in a complete assembly is opposed thereto.

What has been determined in the first paragraph of this article likewise applies to decision making by the general assembly regarding matters not mentioned on the agenda.

### **Article 15 Modifying the Articles of Association**

- i) Modification of the articles of association can only take place by a decision of the General Assembly or Extraordinary General Assembly, which was convened with the notification that a proposal to modify the Articles of Association will be submitted.
- ii) Those who have made the convocation to the general assembly to discuss a proposal to modify the Articles of Association, must provide, at least thirty days prior to the day of the Assembly, a copy of that proposal, which includes the modification word for word, at a suitable place for perusal by the members until the end of the day on which the Assembly is held.
- iii) A modification of the Articles of Association can only be decided upon by the General Assembly or Extraordinary General Assembly with a majority of at least two-thirds of the number of votes cast.
- iv) The modification of the Articles of Association only comes into effect after a notary document has been executed. Any director is authorised to have the document of modification executed.
- v) What is determined in paragraphs i and ii of this article shall not apply if the General Assembly for all holders of a right to vote are present or represented and if the decision to modify the Articles of Association is taken by a unanimous vote.
- vi) The directors are obligated to submit an authentic copy of the document to modify the Articles of Association as well as a complete running text of those Articles of Association as they are set after the modification, to the offices of the trade register.

### **Article 16 Dissolution and Liquidation**

- i) That which has been determined in article 15 paragraphs i, ii, iii and v equally applies to a decision by the General Assembly to dissolve the Association.
- ii) Dissolution is automatic if two-thirds of the voting memberships terminate their membership.
- iii) The General Assembly determines in its decision as described in the previous paragraph what will be the destination of the positive balance, where possible in accordance with the purpose of the Association.

- iv) Liquidators will be decided by the General Assembly.
- v) After the dissolution the Association will continue to exist insofar as such is necessary to liquidate its assets. During the liquidation the stipulations of the Articles of Association remain in force where possible. All documents and notifications issued by the Association, must include the suffix "in liquidation" to its name.
- vi) The Association ceases to exist at the time when no assets are known either to the Association or to its liquidator(s). The liquidator notifies the termination to the registry as mentioned in paragraph vi of article 15
- vii) The books and documents of the dissolved Association must be kept for at least seven years after the Association has been dissolved. The keeper is whoever who was appointed to this task by the liquidators.

#### **Article 17 Regulations**

- i) The General Assembly can determine and modify one or more regulations, which describe topics not or not entirely provided for in these Articles of Association.
- ii) No regulations may contain stipulations that violate the law or these Articles.
- iii) That which was determined in Article 15 paragraphs i, ii and v equally applies to decisions to determine and modify regulations.
- iv) Management's interpretation of any item contained within this constitution that is ambiguous or vague will be final.