

WORLD POOL BILLIARD ASSOCIATION

CONSTITUTION

of the

WORLD POOL BILLIARD ASSOCIATION

a

NON PROFIT COMPANY

with

REGISTRATION NUMBER 2016/428148/08

and

REGISTERED ADDRESS

At the corner of Heidelberg Road and Epson Road,  
New Market Park, Alberton, Gauteng, South Africa

(Adopted by special resolution passed on 15 January 2019)

1. DEFINED TERMS

- 1.1. "Board" means all of the active and current directors of the World Pool Billiard Association, acting from time to time and registered as a director of the World Pool Billiard Association at the South African Companies and Intellectual Property Commission.
- 1.2. "Chairperson" is one of the directors of the World Pool Billiard Association, chosen to fulfil the function of a chairperson at all meetings.
- 1.3. "Companies Act" means the South African Companies Act 71 of 2008.
- 1.4. "Constitution" means the constitution of the World Pool Billiard Association as amended and adopted from time to time, which terms and condition are contained herein.
- 1.5. "Council" means a maximum of fourteen people, two people chosen by each voting member from each continent, which is appointed by the voting members of the World Pool Billiard Association, alternatively by the President of the World Pool Billiard Association, acting from time to time.
- 1.6. "Director" means a director of the World Pool Billiard Association, as registered on the World Pool Billiard Association's registration documents, amended from time to time, which is also required to be a member of the council of the World Pool Billiard Association, or an

alternate director and it includes any person occupying the position of a director or alternate director, by whatever name designated.

- 1.7. "Document" includes, unless otherwise specified, any document sent or supplied in electronic form.
- 1.8. "Electronic Form" means the electronic representations of information in any form and / or data.
- 1.9. "Legal personas" means juridical persons including but not limited to co-operatives (co-ops), business organizations owned and democratically operated by a group of individuals for their mutual benefit, corporations that are corporately created by statute or charter, close corporations, municipal corporations such as municipalities, any creatures of statutes, incorporated companies and incorporated associations, unincorporated associations that is aggregate of two or more persons and treated as juridical persons in some jurisdictions but not others, partnerships where two or more persons carry on a business in common for profit and created by agreement, private companies, non-profit companies and organizations, business associations that carries on an industrial enterprise, trade unions, limited liability companies, unlimited companies, public companies, trusts, funds, sovereign states, clubs, sports associations, sports clubs, intergovernmental organizations, European union and other unions, courts, personas granted legal personalities by court orders, groups of people with common purpose.
- 1.10. "Member" means members of the World Pool Billiard Association who holds membership in, and specified rights in respect of, the World Pool Billiard Association, as contemplated in the Memorandum of Incorporation and it includes voting members and non-voting members of the World Pool Billiard Association.
- 1.11. "Rules and Regulations" means the rules and regulations of the World Pool Billiard Association made by the board, which shall include, but not be limited to the rules relating to tournaments, rules of the game and sport, rules of play, disciplinary rules, codes of conduct and standards set by the board for members' compliance.
- 1.12. "Memorandum" or "Memorandum of Incorporation", means the document, as amended from time to time, in terms whereof, the World Pool Billiard Association, non-profit company, was incorporated in terms of the Companies Act.

- 1.13. "Natural person" means a non-juristic and ordinary person in his or her personal capacity as a human being.
- 1.14. "Ordinary Resolution" means a resolution adopted with the support of more than 50% of the voting rights exercised on the resolution.
- 1.15. "Player" means any person who has at any time been ranked in the ranking lists produced by the World Pool Billiard Association, as amended from time to time.
- 1.16. "Present at a meeting" means to be present in person, or able to participate in the meeting by electronic communication, or to be represented by a proxy who is present in person or able to participate in the meeting by electronic communication.
- 1.17. "Proxy" is a person authorized to act for another, or the written authorization to act for another person.
- 1.18. "Ranking List" means the list, ranking players.
- 1.19. "Remuneration Committee" means a committee appointed by the board from time to time, to consider and determine the remuneration of directors.
- 1.20. "Season" means from 1 January to 31 December, the full calendar year of every year.
- 1.21. "Secretary" means the acting company secretary as chosen by the board from time to time.
- 1.22. "Special Resolution" means a resolution adopted with the support of at least 75% of the voting rights exercised on the resolution.
- 1.23. "The Game" means the game of pool billiards.
- 1.24. "The Sport" means the game of pool billiards.
- 1.25. "Tour" means the annual series of pool tournaments organised and/or endorsed by the World Pool Billiard Association.
- 1.26. "Voting Members" means members of the World Pool Billiard Association with the right to vote.

- 1.27. "World Pool Championship" means the present championship of that name or its successor in title as generally recognised and which is organised and controlled or sanctioned by the World Pool Billiard Association and which shall be sanctioned by the World Pool Billiard Association in each calendar year.
- 1.28. "WPA" means the World Pool Billiard Association, a non-profit company with registration number 2016/428148/08, incorporated in terms of the South African Companies Act 71 of 2008, with registered address at the corner of Heidelberg Road and Epson Road, New Market Park, Alberton, Gauteng, South Africa.

## 2. INTERPRETATION

- 2.1. Any reference made to the male gender herein will include neutral and the female gender and *vice versa*. References to "include" or "including" shall be construed without limitation.
- 2.2. The headings herein are for convenience only and shall not affect the interpretation of any contents hereof.
- 2.3. Unless the context otherwise requires, other words or expressions contained herein, bear the same meaning as in the Companies Act that is in force on the date when this Constitution becomes binding on the World Pool Billiard Association.
- 2.4. Words importing the singular only, will include the plural and *vice versa*.
- 2.5. In the interpretation of anything contained in this constitution, words must be given its ordinary meanings, unless such interpretation leads to an absurdity or impossibility.
- 2.6. In the event of ambiguity and uncertainty, the secretary's, alternatively the president of the WPA, interpretation of any item contained within this constitution that is vague, will be final.

## 3. NAME, SEAT, LANGUAGE

- 3.1. The name of the association is "World Pool Billiard Association" bearing the acronyms "WPA", a non-profit company with registration number 2016/428148/08, incorporated in terms of the South African Companies Act 71 of 2008.

- 3.2. The registered address of the WPA is at the corner of Heidelberg Road and Epsom Road, New Market Park, Alberton, Gauteng, South Africa or at such other address as designated by the WPA.
- 3.3. The correspondence of the WPA shall coincide with the address of the office of the secretary for the WPA.
- 3.4. The official and administrative language of the WPA is English.

#### 4. PURPOSE AND OBJECTIVES

- 4.1. The WPA is the world's governing body for Pool-Billiard, which includes, but which is not limited to, Black-Ball, Russian Pyramid, Chinese 8-Ball, 8-Ball, 9-Ball, 10-Ball and Artistic Pool. The WPA sets the rules, regulations and the guidelines for these games and is the sole authority worldwide with regards to Pool Billiards. The WPA is a founding divisional member of the World Confederation of Billiards Sports (WCBS) and recognises the WCBS as the World Confederation of Billiards Sports associated to the International Olympic Committee (IOC), Global Organisation of International Sport Federations Corporate (GAISF), Association of IOC Recognized International Sport Federation (ARISF) and Association of Summer Olympic International Federations (ASOIF).
- 4.2. The WPA will organise the sport of pool billiards under amateur and professional conditions worldwide, commercialise it and develop the sport.
- 4.3. The WPA will organise its own international competitions and promote, foster, sanction and promulgate the game of pool billiards. The WPA will obtain sponsors, promoters and organizers for the sport.
- 4.4. The WPA is the sole authorized body that creates and determines rules and regulations for the disciplines of Pool-Billiards. The WPA will draw up the rules and regulations and provisions governing the sport of pool billiards and related matters and amend it from time to time.
- 4.5. The WPA sports regulations and rules are ruling the sporting activities for:
  - 4.5.1. World Championships (WC);
  - 4.5.2. WPA Ranking Events;

#### 4.5.3. WPA Sanctioned events.

- 4.6. The WPA sports regulations and rules constitutes the complete set of rules in cases of sports regulations, ranking and qualifications, referees and tournament officials and disciplinary rules.
- 4.7. The WPA will ensure enforcement of the WPA's rules and regulations and prescribe procedures therefore.
- 4.8. The WPA will control every type of association with the disciplines of pool-billiards by taking appropriate steps to prevent infringements of its constitution, rules, regulations or decisions of the WPA or of the laws of the sport.
- 4.9. The WPA must cultivate mutual friendships with other types of international and national billiards organisations. The WPA will promote friendly relations between and amongst member associations, confederations, clubs, officials and players in a society for humanitarian objectives.
- 4.10. The WPA will prescribe and adopt sports policies that are not in conflict with the rules of the International Olympic Committee as published in the Olympic Charter.
- 4.11. As a founding divisional member of the World Confederation of Billiards Sports, the WPA recognises the World Confederation of Billiards Sports as the world's governing body of billiards sports with regards to their association with the International Olympic Committee, the Global Association of International Sports Federations, the Association of International Olympic Committee Recognised International Sports Federations, the Association of Summer Olympic International Federations and multiple sports events.
- 4.12. The WPA is a non-profit organisation and must constantly strive to improve the sport of pool billiard and promote it globally for the purpose of unifying educational, cultural and humanitarian values, particularly through development programmes.
- 4.13. The WPA through its voting members will use its best efforts to ensure that the game of pool billiards is available to and resourced for all who wish to participate, regardless of gender, level of ability or age.

- 4.14. The WPA through its voting members will strive to promote the development of the game of pool billiards especially amongst the disabled, women and children and allow for their full participation in the sports.
- 4.15. The WPA must promote integrity, ethics and fair play in the sport, with the object to prevent all contrary methods and practices, such as corruption, doping or match fixing and manipulation, which might jeopardise the integrity of the members, sport, competitions, players, officials and associations or give rise to the abuse of associated pool billiards.
- 4.16. The WPA will provide the necessary institutional means to prescribe procedures to resolve any dispute that may arise between or amongst members, member associations, confederations, clubs, officials and players by firstly instructing its voting member to resolve such disputes and thereafter if it is not resolved to the satisfaction of the council of the WPA the WPA reserves its rights to intervene through its disciplinary committee, subject to administrative charges that may be levied for the dispute resolution process.
- 4.17. The organisation, duties and responsibilities of the WPA are governed herein.
- 4.18. The WPA will ensure that its objectives are achieved and secured solely by using suitable material and human resources either of its own or by delegating to member associations or by working with the member associations in accordance with the WPA constitution.
- 4.19. The WPA will co-operate with its voting members and other international organisations of the billiards sports for the common promotion thereof.
- 4.20. The WPA will publish ranking lists, newsletters, journals, periodicals, or articles of common interest on the pool billiard sports.

## 5. LAWS OF THE GAME AND RULES OF PLAY

- 5.1. Each member association shall play pool billiard sports in compliance with the laws, rules and regulations of the sport issued by the WPA.
- 5.2. Only the WPA may lay down, alter, change and amend the laws, rules and regulations of the sport.

## 6. DURATION

- 6.1. The WPA is founded for an indefinite period.
- 6.2. On the death of a director or council member, such director and council member will be replaced and it will not affect the continuity of the WPA.

## 7. HUMAN RIGHTS

- 7.1. The WPA respects all internationally recognised and accepted human rights and will strive to promote the protection of these rights and will enforce non-discrimination, gender equality and stand against racism in all of its dealings with its members.
- 7.2. Members discrimination and hate speech of any kind against a country, private person, group of people on account of race, skin colour, ethnic, national or social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason is strictly prohibited and punishable by suspension or expulsion.

## 8. HIERARCY

- 8.1. The WPA and its board is the supreme legislative body.
- 8.2. The general secretariat is the executive, operational and administrative body.
- 8.3. The council is the strategic, management and oversight body.
- 8.4. Standing and ad-hoc committees shall advise and assist the council, the board and the general secretariat in fulfilling their duties.

## 9. MEMBERSHIP

- 9.1. The WPA has two types of memberships namely voting memberships and non-voting memberships.
- 9.2. The WPA has one voting membership per continent.
- 9.3. The WPA recognizes the following seven continents, namely Asia, Africa, Europe, North America, South America, Australia / Oceania

and Antarctica. Following the United Nations classification, Russia forms part of the European continent.

- 9.4. The board may also issue rules and / or regulations with regard to the admission process for members.

## 10. VOTING MEMBERS

- 10.1. The WPA's current voting members are:

- 10.1.1. The "All Africa Pool Billiard Association" with acronym "AAPA", representing the African Continent; and

- 10.1.2. The "Asian Pocket Billiard Union" with acronym "APBU" representing the Asian continent; and

- 10.1.3. The "Billiard Congress of America" with acronym "BCA" representing the North American continent; and

- 10.1.4. The "Confederacion Panamericana de Billar" with acronym "CPB" representing the South American continent; and

- 10.1.5. The "European Pocket Billiard Federation" with acronym "EPBF" representing the European continent, including Russia; and

- 10.1.6. The "Oceania Pocket Billiard Association" with acronym "OPBA" representing the Oceanic continent.

- 10.2. There is no current voting member for the Antarctic continent, but there is a voting membership kept open for the continent.

- 10.3. One pool billiard organisation, representing itself as a continental federation that are able to demonstrate to the satisfaction of the board that they are the only, alternatively the leading organisation for pool billiards within the boundaries of a continents' territories; may apply for one voting membership to the WPA.

- 10.4. If one leading continental pool billiard organization per continent does not apply for membership to the WPA, the WPA board, may (but does not have to) appoint a voting member for the continent that failed to apply for a voting membership.

- 10.5. New applications for voting membership and appointing a voting member by the board itself, for the continent that failed to apply for a voting membership, will be considered at a board meeting and applications must be approved with a vote of at least two-thirds majority of votes cast.
- 10.6. Newly approved voting members will have provisional membership status for the first two years. Full voting membership are automatically obtained after a two year period, provided that there are no objections raised to full voting membership being granted. Other voting members, non-voting members, the board and directors are entitled to object to full membership being granted. In the event of an objection, the board will consider such objection, the facts presented in support thereof and evidence submitted to the board. The objection must thereafter be upheld with a vote of at least two-thirds majority of votes cast, whereupon such provisional membership status may be extended for another year, alternatively it will be ended at the discretion of the board.
- 10.7. Voting members have equal votes with the exception of provisional members who are allocated with a lesser amount of votes. Except for voting rights, provisional members are entitled to all other benefits of a voting membership.
- 10.8. Recognition of each voting member by the WPA entails full mutual respect of each other's authority within their respective institutional areas of competence as set forth in this constitution.
- 10.9. The WPA, may, in exceptional circumstances, authorise a voting member to grant membership to an association that belongs geographically to another continent and that is not affiliated to the voting member of that continent. The opinion of the geographical voting member holding jurisdiction over the continent shall be obtained and considered.

## 11. OBLIGATIONS AND DUTIES OF VOTING MEMBERS

- 11.1. Each voting member must notify the board and council members of the WPA, about the voting member's annual assembly or annual general meeting and must extend a written invitation to all directors and council members of the WPA to attend the meeting. The written invitation must include the date, time, address and venue of the annual assembly or annual general meeting and must be delivered

to the board and council members of the WPA at least 30 days prior to such meeting.

- 11.2. Each voting member must present its financial statements at the voting member's annual assembly or annual general meeting and call for the acceptance thereof. Accepted and finalized financial records and financial statements must be lodged annually by each voting member at the WPA, within thirty days after acceptance and approval thereof.
- 11.3. Each voting member must provide the agenda and the minutes of such voting member's annual assembly or annual general meeting to the WPA within thirty days after the meeting, irrespective whether any of the directors or council members of the WPA attended the voting member's meeting.
- 11.4. Voting members are obliged to acknowledge the WPA as the world's sole governing body for pool billiard and other disciplines that the WPA may co-opt under its jurisdiction.
- 11.5. Voting members must lodge a copy of its Constitution to the WPA, and any amendments that they make thereto from time to time. The copy of its Constitution and amendments thereto must be lodged at the WPA by the 28<sup>th</sup> day of February of each and every year.
- 11.6. Voting members are required to submit a written annual report to the WPA. The written annual report must be submitted to the WPA by the 31<sup>st</sup> day of March of each and every year.
- 11.7. Voting members are obliged to comply with any reasonable written request or demand made by the WPA to the voting member. In the event of the voting member's non-compliance with such request and / or demand, the board will decide whether the request was reasonable and what the sanction for the member's non-compliance is.
- 11.8. Voting members are obliged to manage their affairs and to conduct their business in a manner that is not detrimental to the ideals of the WPA and / or of the sport.
- 11.9. Voting members may not initiate or cause any action that can bring the WPA or the sport into disrepute.

- 11.10. Voting members who fail to comply with rules, regulations and obligations may have their voting memberships suspended.
- 11.11. Voting member's subscription and membership fees will be determined by the board and is payable yearly by the voting member on or before the 31<sup>st</sup> day of January of every year.
- 11.12. Voting members agree to always comply with the WPA's constitution, rules and regulations and to comply with the laws of the game and sports.
- 11.13. All voting members declare that they recognize the disciplinary committee of the WPA, the laws of the Republic of South Africa, the Courts of the Republic of South Africa (if applicable) the Acts and Statutes of South Africa, specifically the and Arbitration Foundation of the Republic of South Africa to have jurisdiction over any dispute that may arise from their membership.
- 11.14. Every voting member is responsible to answer to the WPA for any and all acts of the members of their own bodies and organizations; caused by the gross negligence, negligence, conduct or wilful misconduct of their own members.
- 11.15. Every voting member is responsible to take disciplinary action against their own members, when requested to do so by the WPA, failing which the WPA may take such disciplinary steps against them in which instance the voting member shall be responsible for the payment of the administrative fees and costs associated with the disciplinary action process implemented by the WPA.
- 11.16. The statutes, constitution and/or charter of governance of every voting member of the WPA must comply with the principles of good governance, and shall in particular contain, at a minimum, provisions relating to the following matters:
  - 11.16.1. To be neutral in matters of politics and religion.
  - 11.16.2. To prohibit all forms of discrimination.
  - 11.16.3. To be independent and avoid any form of political interference.
  - 11.16.4. To ensure that legal personas and judicial bodies are independent (separation of powers).

- 11.16.5. To ensure that all relevant stakeholders agrees to respect the laws, regulations and rules of the game of pool billiard.
- 11.16.6. Principles of loyalty, integrity, sportsmanship and fair play.
- 11.16.7. Acknowledgement of the WPA's constitution, memorandum, rules and regulations associated with the sport.
- 11.16.8. Recognition of the WPA as the world's sole governing body for pool billiard and other disciplines that the WPA may co-opt under its jurisdiction.
- 11.16.9. Declarations that they recognize the WPA rules, regulations, disciplinary actions and the laws, courts and Arbitration Foundation of the Republic of South Africa, if and as it may be applicable to have jurisdiction over any dispute that may arise from their membership and further subject to the disciplinary processes described by the WPA.
- 11.16.10. Acknowledgement that the voting member has the first and primary responsibility over its own members to regulate matters relating to refereeing, anti-doping monitoring, club licensing, the imposition of disciplinary measures including for ethical misconduct, and measures required to protect the integrity of competitions.
- 11.16.11. Defining the roles and competences of the decision making bodies and measures to avoid conflict of interest in decision-making.
- 11.16.12. Acknowledgement that any legislative bodies must be constituted in accordance with the principles of representative democracy and taking into account the importance of equality amongst all people.
- 11.16.13. Yearly independent audits of accounts.

- 11.17. Voting member associations must participate in at least two of the WPA competitions over a period of two consecutive years.
- 11.18. All provisional and all full membership, voting members are liable to pay a yearly membership fee. Membership fees will be determined by the board and is payable yearly.
- 11.19. Voting members must organise all of its own competitions in compliance with the international match calendar.
- 11.20. Voting members must ensure that international leagues or any other such groups or clubs or associations are not formed without the consent and written approval thereof by the WPA.
- 11.21. Voting members must ensure that their representatives appointed to the board or as council or committee members must carry out their activities, responsibilities and obligations on these bodies with mutual respect, solidarity, recognition and fair play, and in accordance with this constitution, the rules, the regulations and the memorandum of the WPA.
- 11.22. Voting members must appoint and set up committees to work closely together with corresponding committees at the WPA.
- 11.23. Voting members must develop the game on its continent and must arrange development programmes, courses, conferences and create the necessary associations to fulfil their duties

## 12. RIGHTS OF VOTING MEMBERS

- 12.1. Voting members may attend annual general and other meetings.
- 12.2. Voting members may take part in the decision making processes.
- 12.3. Voting members may draw up proposals for inclusion in the agenda of the annual general meeting.
- 12.4. Voting members may nominate any candidates of their choice.
- 12.5. Voting members may cast their votes on any matters, including, but not limited to:
  - 12.5.1. Voting for directors;

- 12.5.2. Voting for a president;
- 12.5.3. Voting for a board; and
- 12.5.4. Voting for the removal and/or for the instatement of director/s and a president; and
- 12.5.5. Voting for the council.
- 12.6. Voting members may take part in competitions organised by the WPA.
- 12.7. Voting members may take part in the WPA's and development programmes.
- 12.8. Voting members may exercise all other rights arising from this constitution and from the rules and regulations of the WPA.

### 13. NON VOTING MEMBERS

- 13.1. Any organisation or individual may be considered for non-voting membership to the WPA.
- 13.2. Life and honorary memberships are included in the category of non-voting members. Life and honorary members are not required to pay subscription fees.
- 13.3. Non-voting members have no seat on the board or on the council and they have no decision making capability or votes.
- 13.4. Natural non-voting members; membership to the WPA are personal and not eligible to be ceded, or for transfer or transition thereof to any other natural person or to any other legal personas.
- 13.5. Any association or legal personas which is involved in the game of pool billiards may also apply to become a non-voting member.
- 13.6. The annual subscription and membership fees that are payable to the WPA shall be set at a higher amount for legal personas.
- 13.7. Any natural persons or legal personas associations, desirous to become a non-voting member of the WPA shall apply in writing to the WPA's secretary for membership.

- 13.8. In the event of a natural person applying, the application must be supported by identification of the natural person, proof of residence, proof of employment and an explanation of the natural person's interest in becoming a non-voting member of the WPA.
- 13.9. In the event of legal personas and associations applying, the application must be supported by its registration documents, agreements, contracts, documents of creation, its statutes, constitution, its' charter of governance, rules and regulations and identification and proof of addresses of its directors and also by any other documentary identification required by the WPA.

#### 14. OBLIGATIONS AND DUTIES OF NON-VOTING MEMBERS

- 14.1. Non-voting members subscription and membership fees will be determined by the board and is payable yearly by the non-voting member on or before the 31<sup>st</sup> day of January of every year.
- 14.2. Non-voting members may not initiate or cause any action that can bring the WPA or the sport into disrepute.
- 14.3. Non-voting members who fail to comply with rules, regulations and obligations may have their voting memberships suspended and / or terminated, alternatively fine/s may be imposed against such non-voting members for non-compliance.

#### 15. RIGHTS OF NON-VOTING MEMBERS

- 15.1. Non-voting members may attend annual general meetings.
- 15.2. Non-voting members may submit suggestions to the WPA.
- 15.3. Non-voting members are entitled to lodge written complaints at the WPA and request resolution thereof, in terms of the administrative process described therefore and subject to payment of administrative fees payable in respect of costs and expenses incurred in by the WPA in the resolution process.
- 15.4. Non-voting members may take part in competitions organised by the WPA.
- 15.5. Non-voting members may take part in the WPA's and development programmes.

- 15.6. Non-voting members may exercise all other rights arising from this constitution and other rules and regulations of the WPA.
16. HONORARY PRESIDENT, HONORARY VICE-PRESIDENT AND HONORARY MEMBER
    - 16.1. The board may bestow the title of honorary president, honorary vice-president and honorary member upon any former member of the council for his/her meritorious service to the WPA and the sport.
    - 16.2. The board, voting members, council members and committee members may propose these nominations.
    - 16.3. The honorary president, honorary vice-president and/or honorary member may take part at any meeting. They may join in debates, they may raise opinions and they may offer advice, but they may not vote.
  17. MEMBERSHIP FEES
    - 17.1. Annual membership fees are payable in the amounts as determined by the board.
    - 17.2. Membership fees are due, owing and payable on 1 January of each year.
    - 17.3. If a member fails or neglects or refuses to pay the prescribed membership fee within sixty days after 1 January, the member's rights, including the right to vote and/or to participate will automatically be suspended until all outstanding fees are paid, together with any fine/s levied for late payment and/or non-compliance, which is in the discretion of the council.
    - 17.4. If a member's fees remain outstanding for a period of twenty four months, such defaulting member's membership to the WPA shall automatically terminate, without notice given thereof to the defaulting member.
    - 17.5. Membership fees are strictly non-refundable.
    - 17.6. Voting members will pay a higher membership fee than non-voting members.
  18. LEVIES

- 18.1. The WPA may demand payment of a levy on matches played.
- 18.2. Voting members may demand their own payments of levies on matches played in their territory independently.

19. SUSPENSION, EXPULSION, TERMINATION

- 19.1. The board will decide which disciplinary measures are appropriate in respect of violations and whether to fine, suspend or expel a voting member or a non-voting member upon recommendation to do so as a result of non-compliance.
- 19.2. Disciplinary steps may be taken and disciplinary sanctions may be imposed by the WPA, including, suspensions, dismissals, termination of membership, fines and any other appropriate measures in the discretion of the board; when members, directors, the board, council members, committee members, sub-committee members and / or any other officials of the WPA violates their obligations and/or contravene the rules, regulations, terms of the constitution or memorandum of incorporation.
- 19.3. Suspension of memberships may be imposed when it is appropriate to do so in the discretion of the board.
  - 19.3.1. The WPA may suspend the membership of a voting member, a non-voting member, council members, committee members, sub-committee members, board members and directors on request and in appropriate circumstances.
  - 19.3.2. Notwithstanding the foregoing, the WPA may, without request or vote, temporarily suspend the membership, with immediate effect of a voting member, a non-voting member, council members, committee members, sub-committee members, board members and directors that seriously violates its obligations and contravenes the WPA rules, regulations, memorandum of incorporation and constitution.
  - 19.3.3. A suspension of membership approved by the WPA, shall be in effect for the time period as determined by the board.

- 19.3.4. Suspension of the membership of a voting member, committee member, director or council member requires a vote of at least two-thirds majority of votes cast of the voting members present and eligible to vote. Voting may also take place by way of electronic means.
- 19.3.5. Suspension of the membership of a non-voting member requires a vote of at least fifty percent majority of the votes cast of the voting members present and eligible to vote. Voting may also take place by way of electronic means.
- 19.3.6. Any suspension of membership may be uplifted, rescinded and / or set aside, upon good cause shown on application therefore brought by an interested party. The board may prescribe such application procedure.
- 19.3.7. When the membership of a voting member, a non-voting member, council members, committee members, sub-committee members, board members and directors is suspended, they may not exercise any of their former rights, which rights terminate with immediate effect on the date of termination of the membership to the WPA.
- 19.3.8. Other voting members and their members may not conclude a sporting contact with suspended voting members, suspended non-voting members, suspended council members, suspended committee members, suspended sub-committee members, suspended board members and suspended directors.
- 19.3.9. The board, alternatively a disciplinary committee may impose further sanctions at its discretion.
- 19.3.10. A voting member's associates, that do not participate in at least two of the WPA competitions over a period of two consecutive years, shall be suspended from voting until they have fulfilled their obligations to participate.
- 19.3.11. Suspension of a voting membership, must be done by the directors and the voting member must immediately be informed of the decision, including the reasons.

- 19.3.12. A voting member, a non-voting member, council members, committee members, sub-committee members, board members and directors whose membership was suspended, may appeal to the appeal committee, within thirty days after receipt of the notice of the suspension. An appeal must be supported by stating convincing facts and reasons in writing, why the suspension of the membership should be uplifted or set aside. The appeal committee must after receipt of such an appeal re-consider the imposed suspension of membership and either uplift the suspension of membership, prolong the suspension or proceed to terminate the membership or proceed with a dismissal or alternative sanction. A suspension of membership that is not uplifted, results in a prolonged suspension of the voting member, a non-voting member, council members, committee members, sub-committee members, board members and directors or it may result in the termination of the membership or in a dismissal.
- 19.3.13. The board may suspend the membership of any member, alternatively impose any sanction or a fine against such member, who acts in violation of the WPA constitution, memorandum of incorporation, rules, regulations and any decisions taken by the WPA, which violation creates an unreasonable disadvantage or embarrassment to the WPA.
- 19.3.14. The maximum suspension period that may be enforced against a member is a suspension period of one year that may be extended for another year, excluding any other sanctions that may be imposed.
- 19.3.15. Suspension may be from voting, from participating and/or from membership.
- 19.4. Membership may be terminated and directors, committee members and council members may be dismissed in the discretion of the board.
- 19.4.1. Membership to the WPA ends when the member dies, expires, dissolves, resigns, are excluded, is dismissed and / or when the membership terminated for other

reasons or when the member becomes insolvent and / or bankrupt.

- 19.4.2. Final expulsion, exclusion and termination of a voting membership must take place by virtue of a board decision taken by at least two-thirds majority of votes cast of the board members present and eligible to vote. Votes may be cast electronically.
- 19.4.3. The voting representative appointed for the continent of the council or board member who is nominated to be excluded as a member, is prohibited to vote in the decision regarding the voting member's, membership termination and / or suspension and / or dismissal.
- 19.4.4. Final termination of a voting membership can only take place in writing and after giving a notice period to the voting member affording the voting member opportunity to respond to the notice within a thirty day period, stating reasons why the voting membership must not be terminated.
- 19.4.5. Dismissed council members, committee members, directors and expelled voting members and non-voting members, may appeal to the appeal committee, within thirty days after receipt of the notice of termination. An appeal must be supported by stating convincing facts and reasons in writing, why the termination should be uplifted. The appeal committee must after receipt of such an appeal re-consider the termination and/or dismissal and must either uplift it or confirm the termination or the dismissal.
- 19.4.6. Termination of membership is also possible when a voting member cannot reasonably be demanded to continue with its membership, in which event membership must be terminated within thirty days after a decision, that limits the voting member's rights or that increases obligations which have become known or have been communicated to a member.
- 19.4.7. A voting member's membership will be terminated when it loses the status of being the leading association representing the game of pool billiards in its continent.

- 19.5. Members may be excluded in the discretion of the board.
- 19.5.1. A member may be excluded as a result of the member's failure to pay its annual contributions timeously or at all.
  - 19.5.2. A member may be excluded when the member creates an unreasonable disadvantage or embarrassment to the WPA.
  - 19.5.3. Any decision made to exclude membership to the WPA will be effective immediately.
  - 19.5.4. Final exclusion decisions must take place by virtue of a board decision taken by at least two-thirds majority of votes cast of the board members present and eligible to vote. Votes may be cast electronically.
  - 19.5.5. An appeal against the exclusion can be made to the council, provided that written notice of the appeal must be lodged with the WPA within thirty days from the date on which the member was informed of the board's decision to exclude the member. The appeal committee, alternatively the council may uphold an appeal or dismiss it.
- 19.6. During a pending appeal, the member/s remain dismissed, expelled, excluded, suspended or terminated, as the case may be until finalization of the appeal process and receipt of the final council decision.
- 19.7. When the voting membership ends or is terminated during the fiscal year or when the membership is suspended, the entire annual membership contribution remains due, owing and payable.

## 20. DISCIPLINARY MEASURES

- 20.1. Except for membership suspensions and terminations, the following disciplinary measures will primarily be imposed on natural persons and legal personas, but not limited thereto:
- 20.1.1. A warning;
  - 20.1.2. A reprimand;
  - 20.1.3. A fine;

- 20.1.4. The return of awards.
- 20.2. Except for membership suspensions and terminations, the disciplinary measures are primarily for natural persons, but not limited thereto:
  - 20.2.1. A caution;
  - 20.2.2. An expulsion;
  - 20.2.3. A match suspension;
  - 20.2.4. A ban;
  - 20.2.5. Social work.
- 20.3. Except for membership suspensions and terminations, the disciplinary measures are primarily for natural persons, but not limited thereto:
  - 20.3.1. A ban;
  - 20.3.2. Playing without spectators;
  - 20.3.3. Annulment of the result of a match;
  - 20.3.4. Expulsion;
  - 20.3.5. Forfeiture;
  - 20.3.6. Deduction of points;
  - 20.3.7. Relegation to a lower division;
  - 20.3.8. Replaying a match.

## 21. RESIGNATION

- 21.1. A member may resign from the WPA with effect from the last day of a calendar year.
- 21.2. A notice of resignation must reach the secretary of the WPA one hundred days before the end of the calendar year.
- 21.3. The notice of resignation must be in writing and it must state the reasons for the member's resignation.
- 21.4. A resignation is not valid until the member fulfilled all of its financial obligations towards the WPA, including obligations for payment of fines.
- 21.5. Notwithstanding the above, the WPA may at its sole discretion and election accept a resignation without having been given due notice in terms of the periods described above, in which event the resigning

member will be informed of the WPA's election to accept the resignation as being effective immediately.

## 22. MEETINGS

22.1. The WPA may call the following meetings, namely:

22.1.1. The annual general meeting which is the WPA's yearly assembly, to be attended by the directors and that may also be attended by the council members, voting members and non-voting members. This meeting must be called by the board.

22.1.2. The following directors' / management meetings, namely:

- a) Board meetings, to be attended by the directors and called by directors; and
- b) Committee meetings, to be attended by the committee members and called by committee members; and
- c) Sub-Committee meetings, to be attended by the sub-committee members and called by sub-committee members; and
- d) Council meetings, to be attended by the council members and called by council members.

22.1.3. The following members' meetings, namely:

- a) Voting members' meetings, to be attended by the voting members and called by voting members in conjunction with the board; and
- b) Non-voting member's meetings, to be attended by the non-voting members and called by non-voting members.

22.1.4. Special or extraordinary meetings called for special, extraordinary or urgent matters of the board, of the committee members or of the council members. The board may call special or extraordinary meetings.

22.2. Prior notice of meetings must be given in writing, to the invitees as follows:

- 22.2.1. Sixty days written notice for the annual general meeting.
  - 22.2.2. Thirty days written notice for any Directors / Board / Management meetings.
  - 22.2.3. Sixty days written notice for any members meetings.
  - 22.2.4. Three days written notice for any special or extraordinary meetings called for special, extraordinary or urgent matters.
  - 22.2.5. Thirty days written notice for any Committee or Sub-Committee meetings.
- 22.3. Meetings may be conducted by way of attendances in person, by way of electronic means, electronic mail communications, electronic conference, video conference or in a similar manner.

## 23. ANNUAL GENERAL MEETINGS

- 23.1. The annual general meetings will be held in a location and at a venue, as decided by the president.
- 23.2. A quorum of at least half of the voting members is required in attendance for the meeting to commence.
- 23.3. Members may attend and participate by way of electronic conference and members' proxies are considered as an attendance for such members that gave the proxies. In other words, if the member is not present, but the member's proxy is present at the meeting or by electronic means, the member must be counted as being in attendance at the meeting by way of the members' nominated representative.
- 23.4. At least one annual general meeting is held every year, which shall be held at least ten months after the previous annual general meeting, but before the end of twelve months calculated from the date of convening the previous annual general meeting.
- 23.5. A provisional agenda shall be sent to the members at least thirty days prior to the commencement of the annual general meeting.

- 23.6. Proposals from the board and/or members must be submitted no later than forty five days prior to the commencement of the annual general meeting.
- 23.7. Reports from directors, council members, committee members, sub-committee members, voting members, auditors, etcetera, must be submitted to the secretary of the WPA at least forty five days prior to the annual general meeting.
- 23.8. The final agenda for the annual general meeting will be sent to voting members, non-voting members, directors, council members, committee members and sub-committee members, no later than fourteen days prior to the commencement of the annual general meeting.
- 23.9. Access to the annual general meeting is granted to those holding memberships or positions that have not been terminated, as well as to those who have been invited by the board to attend the annual general meeting.
- 23.10. Voting members, non-voting members, directors, council members, committee members and sub-committee members, whose memberships are suspended, have access to the annual general meeting, if there is going to be a debate regarding the suspension decision and provided that it has been so placed on the agenda, in which instance such member that is in attendance will be authorised to speak with regard to the suspension of membership only.
- 23.11. The annual general meeting is led by the president, or by the chairperson, or in the absence of them both, then it is led by the vice-president or deputy chairperson and failing all of them by the longest serving director.
- 23.12. A judgement reached by the board that is announced by the president is decisive.
- 23.13. The decisions reached by the board that is announced by the president is decisive.
- 23.14. If immediately, after the president declared the judgement or decision, the correctness thereof is disputed, a new vote will take place but only in the event of the initial voting not having been done in writing. This new vote supersedes the legal consequences of the initial vote.

- 23.15. Adjournments at the annual general meeting may take place as follows:
- 23.15.1. If the persons attending the annual general meeting within half an hour of the time at which the meeting was due to start, do not constitute a quorum, the chairman of the meeting must adjourn it.
  - 23.15.2. A quorum of at least half of the voting members is required in attendance for the annual general meeting to commence. Members may attend and participate by way of electronic conference and members' proxies are considered as an attendance for such members that gave the proxies. In other words, if the member is not present, but the member's proxy is present at the meeting or by electronic means, the member must be counted as being in attendance at the meeting by way of the members' nominated representative.
  - 23.15.3. The chairman of the annual general meeting may adjourn a general meeting at which a quorum is present if those that are present at the meeting consents to an adjournment, for safety reasons or if directed to do so by the meeting.
  - 23.15.4. When adjourning the annual general meeting, the chairman of the meeting must, specify the time, date, place and venue to which it is adjourned or state that it is to continue at a date, time, place and venue to be fixed by the directors. The annual general meeting should not be adjourned to a date after twelve months calculated from the date that the previous annual general meeting commenced, unless there are extraordinary reasons and circumstances justifying the longer postponement of the meeting.
  - 23.15.5. No business may be transacted at an adjourned annual general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 23.16. The agenda of the annual general meeting may be amended, provided that at least two-thirds majority of the votes cast of those

eligible to vote, agreed to such a motion. Compulsory agenda topics may not be removed from the agenda.

- 23.17. The agenda of the annual general meeting shall include the following mandatory items, namely:
  - 23.17.1. A declaration that the board and meeting has been convened and composed in compliance with the constitution.
  - 23.17.2. Approval of the agenda and adding further matters to the agenda.
  - 23.17.3. An address by the president and chairperson.
  - 23.17.4. Confirmation that the WPA secretary will take and keep record of the minutes of the meeting.
  - 23.17.5. Appointment of a director to check the minutes of the meeting.
  - 23.17.6. Considering new applications for voting members and confirming provisional and full voting memberships and admission for memberships, if applicable.
  - 23.17.7. Suspension and/or expulsion of voting members.
  - 23.17.8. Approval of the minutes of the preceding annual general meeting.
  - 23.17.9. Activity reports submitted by each director.
  - 23.17.10. Report from the auditors, if any and compliance issues.
  - 23.17.11. Presentation of the audited annual financial statements and voting on the approval thereof.
  - 23.17.12. Approval of the annual budget.
  - 23.17.13. Proposals for adopting of and amending of the constitution, rules, regulations and memorandum of incorporation.
  - 23.17.14. Issuing of standing orders.

- 23.17.15. Discussion of proposals duly submitted by the voting members at least thirty days prior to the annual general meeting.
- 23.17.16. Appointment of auditors, if applicable.
- 23.17.17. Dismissal of any director, including the president, dismissal of committee members, sub-committee members and council members.
- 23.17.18. Elections and voting on the positions for president and chairperson, vice president and deputy chairperson, executive director, secretary, treasurer, tournament director and development director.
- 23.17.19. The appointment of any of the following committees, if applicable, namely:
  - a) Disciplinary committee;
  - b) Ethics committee;
  - c) Appeal committee;
  - d) Audit and compliance committee;
  - e) Governance committee;
  - f) Financial committee.
- 23.17.20. The designation of the host country for tournaments.
- 23.17.21. Appointing council members.

## 24. SPECIAL OR EXTRAORDINARY MEETINGS

- 24.1. Special or extraordinary meetings may be called for special, extraordinary or urgent matters of the board, the committee, council members or voting members to vote on special, extraordinary or urgent matters, such as motions of no confidence and/or suspension of directors, but not limited thereto.
- 24.2. The board may call special or extraordinary meetings at any time of the year as and when deemed necessary to do so, which decision is solely within the board's decision.
- 24.3. Decisions taken by the board at special or extraordinary meetings are valid and need not be ratified.

## 25. MINUTES AT MEETINGS

- 25.1. The secretary of the WPA shall be responsible for recording the minutes at annual general meetings.
- 25.2. The minutes shall be checked by a director designated to do so.
- 25.3. Decisions passed by the WPA shall come into effect immediately, unless the WPA fixes another date for a decision to take effect.
- 25.4. Approved minutes shall be signed by the secretary and by the president.

## 26. BOARD

- 26.1. Duties, responsibilities and functions allocated to the board may be delegated to the council or to committees.
- 26.2. Notwithstanding delegation of duties each board member remains liable for the fulfilment of his own responsibilities.
- 26.3. Board members rights may not be ceded.
- 26.4. Board members of the WPA, do not represent any member federations to which they are affiliated with.
- 26.5. Board members will serve the WPA in accordance with the WPA constitution and governing rules.

## 27. CHARTER OF GOVERNANCE

- 27.1. The WPA may adopt a charter of governance regulating:
    - 27.1.1. The director's functions, duties and responsibilities to the WPA; and
    - 27.1.2. The council's functions, duties and responsibilities to the WPA; and
    - 27.1.3. The committees' functions, duties and responsibilities to the WPA;
- therein.

- 27.2. The board, council and committees must observe all of its obligations as set out in such charter of governance upon its adoption.
- 27.3. The board may amend the charter of governance and must provide for the process therefore.

## 28. DIRECTORS

- 28.1. Each director is required to fulfil an eligibility check conducted by the board and to pass the set requirements.
- 28.2. The WPA will have a minimum of three directors, which positions will be filled by three natural persons.
- 28.3. The WPA will have a maximum of seven directors, each of which must be a natural person.
- 28.4. Any director may be a full-time salaried employee of the WPA, in accordance with the laws of the Republic of South Africa, in which event such director is required to conclude a written employment contract with the WPA, which employment contract must be in accordance with the applicable labour laws of the Republic of South Africa.
- 28.5. Every director must:
  - 28.5.1. Exercise his duties with the necessary care and skill that would be expected of a person in that position.
  - 28.5.2. Not use the WPA's property, information or opportunities for personal gain.
  - 28.5.3. Exercise independent judgment in decision making.
  - 28.5.4. Exercise a duty of unrestrained discretion.
  - 28.5.5. Exercise powers for their proper purpose for which they were conferred upon the director.
  - 28.5.6. Act only under available powers and refrain from exceeding powers or using it for personal advantage.

- 28.5.7. Act solely in the best interest of the WPA and in good faith.
  - 28.5.8. Prevent any conflict of interest and in the event of there being a conflict of interest, place the interests of the WPA above his own.
  - 28.5.9. Disclose any personal or business interest and conflict to the WPA and refrain from making secret profits which are prohibited.
  - 28.5.10. Not misappropriate corporate opportunities.
  - 28.5.11. Not improperly compete with the WPA.
  - 28.5.12. Exercise the director's duties as described in the Memorandum of Incorporation.
  - 28.5.13. Not use the position of director, or any information obtained while acting in the capacity of director to knowingly cause harm to the WPA.
  - 28.5.14. Not gain an advantage for himself or any person other to the WPA or a wholly owned subsidiary of the WPA.
  - 28.5.15. Communicate any information to the board that comes to the director's attention unless the information is immaterial or generally available to the public or known to the other directors.
  - 28.5.16. Ensure that the WPA does not enter into certain corporate actions if the WPA does not meet the solvency and liquidity test.
  - 28.5.17. A director must disclose any conflict of interest or potential conflict of interest prior to any decision being made on that subject. That director will then be excluded from that decision making process.
- 28.6. If the WPA is financially distressed, its directors may potentially be obliged to initiate business rescue proceedings or is obliged to furnish written notice to all affected persons of the fact, stating the reasons for not applying for business rescue.

- 28.7. If the WPA is not liquid it may be required to deregistered and terminate its existence and its directors have a duty to initiate such proceedings.
- 28.8. Every appointed director may:
- 28.8.1. Participate in the strategic management of the WPA and attend and vote at board meetings.
  - 28.8.2. Take independent professional advice at the expense of the WPA.
  - 28.8.3. Inspect the WPA's accounting records, assisted by an accountant or independently, provided that it is done at the place where the records are held at.
  - 28.8.4. Receive reasonable notice of all meetings.
  - 28.8.5. Claim reimbursement for expenses incurred, subject to availability of funds.
  - 28.8.6. Discharge director's duties without interference from co-directors.
- 28.9. For a decision to qualify as a valid directors or board decision, such decision of the directors must be taken collectively by either a majority decision or a unanimous decision.
- 28.10. The directors are responsible for the management of the WPA's business, for which purpose they may exercise all the powers of the WPA.

## 29. DIRECTORS MEETINGS

- 29.1. Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the secretary to give such notice.
- 29.2. Notice of any directors' meeting must indicate:
- 29.2.1. Its proposed date and time; and
  - 29.2.2. Where it is to take place; and

- 29.2.3. If it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 29.3. Notice of a directors' meeting must be given to each director, in writing.
- 29.4. Directors' may not subsequently object to notice of a meeting not having been given to them if they waive their entitlement to receive notice of that meeting or condone the non-giving of notice or of sufficient notice thereof.
- 29.5. The quorum for a directors' meeting is two present directors. Directors may be present by way of video conference or electronic means.
- 29.6. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 29.7. The president and / or vice-president, alternatively the chairperson and / or the deputy chairperson may chair a directors' meeting.
- 29.8. The directors must ensure that the WPA keeps a record, in writing, for at least seven years, from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## 30. DIRECTORS REMUNERATION AND EXPENSES

- 30.1. Directors may undertake any services for the WPA that the directors decide and are entitled to such remuneration as the board determines for:
  - 30.1.1. Their services to the WPA as directors, and
  - 30.1.2. Any other service which they undertake for the WPA.
- 30.2. A director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director, as decided by the board.
- 30.3. Directors' remuneration accrues from day to day.

- 30.4. Unless the board decides otherwise, directors are not accountable to the WPA for any remuneration which they receive as directors or other officers or employees of the WPA's subsidiaries or of any other body corporate in which the WPA is interested.
- 30.5. If sufficient funds are available therefore, the WPA may pay any reasonable expenses which the directors properly incur in connection with their duties including (without limitation):
- 30.5.1. Return travelling costs to attend meetings of directors, annual general meetings, meetings of committees or sub-committee and any other meetings; and
- 30.5.2. Subsistence costs including meals, accommodation, vehicle rental or payment for local travelling to attend meetings of directors, annual general meetings, meetings of committees or sub-committee and any other meetings.

## 31. VACANCIES

- 31.1. New candidates for appointment as directors of the WPA are nominated as follows:
- 31.1.1. Each voting member may propose a candidate from the continent that it represents to be appointed in the office as a director at the WPA, failing which the board will make a nomination, subject thereto that the board must always consist of a minimum of three directors.
- 31.1.2. Each voting member is entitled to submit only one proposal for a director to be appointed as representative of its continent, failing which the board will make a nomination.
- 31.1.3. The nominated person must be an individual affiliated to the voting member's affiliation to the sport pool billiards and may in exceptional circumstances be from a different continent.
- 31.1.4. The voting member must make such nomination in writing at least one hundred days prior to the WPA's annual general meeting, failing which the board may make such nomination on the failing member's behalf.

- 31.1.5. An eligibility check will be carried out by the existing board before the director's nomination is endorsed and voted on for official appointment to the board.
- 31.2. New candidates for appointment as council members of the WPA are nominated as follows:
  - 31.2.1. Each voting member may nominate two council members representing such voting member's continent and must do so at least one hundred days prior to the elections.
  - 31.2.2. The nominated person must be an individual affiliated to the voting member's affiliation to the sport pool billiards and may in exceptional circumstances be from a different continent.
  - 31.2.3. The voting member must make such nomination in writing at least one hundred days prior to the WPA's annual general meeting, failing which the board may make such nomination on the failing member's behalf.
  - 31.2.4. An eligibility check will be carried out by the existing board before the council members nomination are endorsed and voted on for official appointment to the council.
- 31.3. After elections of the council members, the council elects a president.
- 31.4. The president delegates the positions of chairperson, vice president and deputy chairperson, executive director, secretary, treasurer, tournament director and development director directly after or as soon as possible after the president's election.
- 31.5. WPA elections for directors, council members, committee members and sub-committee members will be held every four years, unless there were terminations experienced and positions opened to be filled, in which event a special meeting may be convened for the election and nominations of vacant positions. It is however recommended that alternate directors assume the powers and responsibilities of the vacant positions for the time being until a next annual general meeting is held when new elections may take place.

32. DISQUALIFICATION OF DIRECTORS AND COUNCIL MEMBERS AND TERMINATION OF OFFICE

32.1. The office of a Director and / or of a Council member shall be vacated if:

32.1.1. He ceases to be a director by virtue of any provision of the Companies Act or he becomes prohibited by law from being a director; or

32.1.2. He becomes bankrupt or makes any arrangement or compromise with his creditors generally; or

32.1.3. He becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

32.1.4. He resigns his office as director or council member by notice to the WPA; or

32.1.5. He failed to attend three consecutive meetings of the board, of the council or the annual general meetings, without just cause in the majority opinions of the other directors; or

32.1.6. He is suspended from taking part in pool or billiards competitions organised or endorsed by the WPA; or

32.1.7. The director shall have ceased to be a director; or

32.1.8. A vote of no confidence was taken against him by the majority of the remaining board members and his position terminated as a result thereof with a majority board members vote.

32.1.9. A vote of no confidence was taken against him by the majority of the voting members of the WPA and his position terminated as a result thereof with a majority of the voting members votes.

32.2. Any act done in good faith by a director or council member whose office is vacated as aforesaid shall be valid, unless, prior to the doing of such act, written notice was already served on the WPA, or an

entry made in the minute book stating that the director or council member has ceased to be a director or council member of the board.

### 33. ALTERNATE DIRECTORS

- 33.1. Every director of the company must choose his/her own alternate director and the board will endorse the choice, alternatively if the alternate director is not endorsed, another alternate director will be chosen until a suitable person is endorsed by the board to act as alternate director in the place and stead of an appointed director if the need arises therefore.
- 33.2. The alternate director is the person appointed to serve as director in substitution for an appointed director, in the event that the appointed director cannot act for a certain period or at a specific time or place.
- 33.3. This alternate director may act as a director only in the absence of his/her appointer.
- 33.4. The WPA's memorandum of incorporation does make provision for the appointment of an alternate director and all directors must comply with the provisions of the memorandum.
- 33.5. When the appointed director resigns or when his position terminates, the alternate director ceases to hold office, unless the board appoints the alternate director as a board member.

### 34. DIRECTORS POSITIONS / POSITIONS ON THE BOARD / COUNCIL POSITIONS / VACANCIES

- 34.1. The following director's positions / positions on the board, must be filled, namely:
  - 34.1.1. President;
  - 34.1.2. Vice-president;
  - 34.1.3. Executive director;
  - 34.1.4. Secretary;
  - 34.1.5. Treasurer;
  - 34.1.6. Tournament director;
  - 34.1.7. Development director;
- 34.2. Until there is a sufficient amount of directors appointed to fill each position, a director may hold office in one, two or more positions.

- 34.3. Directors may simultaneously be appointed to serve as council members, committee members and sub-committee members until there are sufficient nominations from all of the voting members to fill all of the available vacancies.
- 34.4. The candidate/s who receive/s the most votes in respect of the free seat/s shall be elected.
- 34.5. All council members, board members, directors, committee members and sub-committee members are required to hold membership in the WPA, but may be exempt from paying membership fees in the sole discretion of the board.

## 35. PRESIDENT OF THE WPA

- 35.1. One of the directors of the WPA must be elected as the president of the WPA.
- 35.2. The president shall be elected by the council members and shall serve for a period of four years.
- 35.3. The president's term of office shall begin on 1 January following the year of his election.
- 35.4. No person may serve as president for more than three consecutive terms of office, but may serve for more than three terms provided that it is not consecutive. Previous terms served as a vice-president or as a member of the council or as director in another position shall not be considered in determining the term limits of a president.
- 35.5. For the election of the President, where there are two or fewer candidates, a simple majority of more than fifty percent of the valid votes cast by the council members present, are necessary.
- 35.6. If there are more than two candidates for the election of the President, two-thirds of the votes of the council members present and eligible to vote are necessary in the first ballot. As from the second ballot, whomever obtains the lowest number of votes is eliminated until only two candidates for president is left.
- 35.7. The president of the WPA will attend formal tournament openings, sit as chairperson at meetings and be the public figure of the WPA.

- 35.8. If the president is permanently or temporarily prevented from performing his official function, the vice-president shall assume the powers and responsibilities of the president for the time being until the next annual general meeting when a new president will be elected, if necessary.
- 35.9. The president shall aim to foster a positive image of the WPA and ensure that the WPA's mission, strategic direction, policies and values are protected and advanced.
- 35.10. The president shall seek to maintain and develop good relations between and amongst member associations, political bodies and international organisations.
- 35.11. The president together with the general secretary, may sign records, contracts, cheques and documents in representation of the WPA.
- 35.12. The president may appropriate funds and pay expenses together with the treasurer.
- 35.13. The president is always authorized to represent the WPA in any dealings whatsoever, legal, financial or otherwise.
- 35.14. In the event of disputes arising from the interpretation of this constitution, the members of the WPA shall accept the president's interpretation, failing which the vice president's interpretation of the constitution.

## 36. VICE-PRESIDENT

- 36.1. A director will be appointed as the vice-president of the WPA.
- 36.2. The vice-president shall be elected by the president and shall serve for a period of four years.
- 36.3. The vice president of the WPA must ensure that the information laid before the board by other directors, by committees or by council is an accurate reflection of their understanding of the affairs of the WPA.
- 36.4. The vice-president will be the deputy president and the deputy chairperson and may exercise and perform the powers and duties of the president and chairperson whenever the president and

chairperson is unable to do so or while the office of president and chairperson is vacant.

### 37. EXECUTIVE DIRECTOR

- 37.1. A director will be appointed as the executive director of the WPA and be involved in the day-to-day management of the WPA.
- 37.2. The executive director is required to have thorough knowledge of the workings of the WPA.
- 37.3. The executive director, must organize competitions and handle all related matters.
- 37.4. The executive director, must attend to the negotiation, execution and performance of all commercial contracts, in accordance with the standards, policies and procedures established by the WPA.
- 37.5. The executive director will provide administrative support for the standing committees and council.
- 37.6. The executive director will attend to the management of the operations and day-to-day business of the WPA and all other administrative matters necessary for the efficient operation and organisation of the WPA.
- 37.7. The executive director will be elected by the president and shall serve for a period of four years.

### 38. SECRETARY

- 38.1. A director will be elected by the president and appointed as secretary of the WPA and required to attend to all secretarial work of the WPA.
- 38.2. The secretary of the WPA is accountable to the board.
- 38.3. The secretary of the WPA will be responsible to safeguard that the WPA complies with company laws, regulations, statutes, rules and do all that is necessary to ensure continued compliance.
- 38.4. The secretary of the WPA's duties include, but are not limited nor restricted to the following:

- 38.4.1. Providing the directors of the WPA collectively and individually with guidance as to their duties, responsibilities and powers.
- 38.4.2. Making the directors aware of any law relevant to or affecting the WPA.
- 38.4.3. Reporting any failure on the part of the company or a director, to the board, in compliance with the Memorandum of Incorporation or rules and regulations of the WPA and Companies Act.
- 38.4.4. Ensuring that minutes of all meetings are properly recorded in accordance with the provisions of the Companies Act.
- 38.4.5. Certifying in the WPA's annual financial statements whether the WPA has filed required returns and notices in terms of this the Companies Act, and whether all such returns and notices appear to be true, correct and up to date.
- 38.4.6. Ensuring that a copy of the WPA's annual financial statements is sent, in accordance with the Companies Act, to every person who is entitled to it.
- 38.4.7. Ensuring that the WPA's annual return is filed in the prescribed form with the prescribed fee, and within the prescribed period after the anniversary of the date on which the WPA was registered.
- 38.5. The secretary of the WPA may resign from office by giving the WPA one hundred days' written notice or less than one hundred days written notice only with the approval of the board.
- 38.6. If the secretary of the WPA is removed from office by the board, the secretary of the WPA may require the WPA to include a statement in its annual financial statements relating to that financial year, not exceeding a reasonable length, setting out the secretary's contention as to the circumstances that resulted in the removal.
- 38.7. If the secretary of the WPA wishes to exercise its power to include a statement in the WPA's annual financial statements, the secretary must give written notice to that effect to the WPA by no later than the

end of the financial year in which the removal took place and that notice must include the statement that the secretary wants published, which statement must then be included in the directors' report in the WPA's annual financial statements.

### 39. TREASURER

- 39.1. A director will be elected by the president and appointed as treasurer of the WPA.
- 39.2. The treasurer is required to attend to the drafting and holding of the financial records, bookkeeping, auditing, budgeting, financial planning, tax, related financial decision making and assessment of the WPA's liquidity and solvency.
- 39.3. The treasurer is obligated to maintain an administration of the financial activities and the current financial situation of the WPA, in such a manner, that the income and liabilities of the WPA, can be known, at any time.
- 39.4. The treasurer must present its annual report on the current status of the WPA and the financial policies at the annual general meeting.
- 39.5. The treasurer is responsible to submit the annual account and the profit and loss account with a clarification to the board for approval.
- 39.6. The treasurer must submit financial statements and a treasury report to the secretary forty five days before the date of the annual general meeting that will discuss these documents.
- 39.7. The treasury is obligated to provide the board with all of the information that it requires for its perusal of the statements, to show the finances and values where necessary and to grant access to the books and documents of the WPA.
- 39.8. If according to the board such a perusal requires specific accounting skills, it may request the help of a specialist at the expense of the WPA.
- 39.9. The treasurer is obligated to safeguard the books, financial records, supporting documents and other data for at least seven years calculated from the financial year end during which the books and records came into existence.

- 39.10. The treasurer will keep updated accounts and liabilities of the WPA and shall be the signatory to all outgoing remittances and payments thereof, which shall be countersigned by either the president or the secretary.
- 39.11. The treasurer and secretary will open a bank account for the WPA.
- 39.12. All out-going payments by the treasurer shall be based on receipts or on signed vouchers or VAT invoices or account statements in support thereof.
- 39.13. All expenses incurred by each board member shall be with the prior authority of the board and if expended under dire emergency, it shall immediately be reported to the treasurer.

#### 40. TOURNAMENT DIRECTOR

- 40.1. A director will be elected by the president and appointed as tournament director of the WPA.
- 40.2. The tournament director is responsible for arranging tournaments, attending tournaments, overseeing arrangements relating thereto and reporting to the board.
- 40.3. The tournament director is responsible for dictating tournament regulations.
- 40.4. The tournament director fixes the dates of the official championships.
- 40.5. The tournament director will keep record and publish results of the international events.

#### 41. DEVELOPMENT DIRECTOR

- 41.1. A director will be elected by the president and appointed as development director of the WPA.
- 41.2. The development director is responsible for the development of the sport, marketing, social media, duties related thereto and reporting to the board.
- 41.3. The development director must:

- 41.3.1. Organize courses on the development of methods of training in collaboration with the members.
- 41.3.2. Elaborate didactic documents that assist in teaching and training.
- 41.3.3. Reproduce movies and other material in attempts to learn therefrom.
- 41.3.4. Prepare the technical report of the development of the official championships.
- 41.3.5. Develop and host instructor courses.
- 41.3.6. Inspect the installations, kits, equipment and game elements, where competitions are disputed that the WPA organized.

## 42. COUNCIL

- 42.1. The board will establish a council.
- 42.2. The council will have a maximum of fourteen people appointed by the voting members of the World Pool Billiard Association to act as council members. Each voting member may nominate two candidates from each continent to be elected and appointed as council members.
- 42.3. The members of the council shall be elected by the voting members at an election meeting and serve for a term of four years. The council members' terms of office shall begin on 1 January following the year of their election. A member of the council may serve for no more than three terms of office, whether consecutive or not. A director may also serve as council member.
- 42.4. Each voting member may elect two members to the council and one of them must be a previously disadvantaged person, a disabled person or a female candidate. In the event that a previously disadvantaged person, a disabled person or a female candidate is not elected by such voting member, the seat may be deemed forfeited by such voting member and may remain vacant until the next election of members of the council; unless the voting member provides convincing reasons for its failure to nominate a previously

disadvantaged person, a disabled person or a female candidate, in which event another candidate may be nominated.

- 42.5. No more than two representatives from the same voting member association may serve on the council simultaneously, unless there were insufficient nominations received from the voting member to fill the position/s and in which event another person from another continent may fill such vacant position/s.
- 42.6. Directors may also act as council members.
- 42.7. Upon being elected to office, every member of the council undertakes, and accepts responsibility, to faithfully, loyally and independently act in the best interests of the WPA and the promotion and development of pool billiards at global level.
- 42.8. When the board establishes a council, the board shall simultaneously promulgate duties, obligations and responsibilities to council members.
- 42.9. The board may delegate any of the board's duties to the council.
- 42.6. The directors may make rules of procedure for the council.

#### 43. COMMITTEES

- 43.1. The board may establish various committees.
- 43.2. Directors may also serve as committee members.
- 43.3. The board, in conjunction with voting members may appoint committee members for each committee.
- 43.4. The board is empowered to appoint standing committees, sub-committees and ad hoc committees to act on specific functions so delegated thereto in its sole discretion. Any such committee may be dispensed off after having discharged its specified duties and functions or, in the alternative, be reinstated to function afresh, should the need arise. Each sub-committee is allowed to co-opt additional members therein as it deems fit.
- 43.5. The board may delegate any of the board's duties to the established committees.

43.6. The directors may make rules of procedure for all or any committees.

#### 44. CONDUCT OF OFFICIALS BODIES AND REPRESENTATIVES

44.1. All voting members, non-voting members, bodies and officials must observe the constitution, rules, regulations, memorandum of incorporation, decisions and code of ethics of the WPA in their activities.

44.2. Every person and organisation involved in the game of pool billiard is obliged to observe the constitution, rules and regulations of the WPA as well as the principles of fair play.

44.3. The representatives of the voting members chosen as council members may be removed from office by the council in consultation with the voting members if there is good reason to do so. The final right and decision to remove a council member is in the discretion of the board.

44.4. Committee members, chosen as such may be removed from office by the council in consultation with the voting members if there is good reason to do so. The final right and decision to remove a committee member is in the discretion of the board.

#### 45. STATUS OF INDIVIDUAL COUNTRY ORGANIZATIONS, CLUBS, LEAGUES

45.1. Organizations of each country belonging to a voting member is subordinate to and recognized as being subordinate, by the voting member.

45.2. Clubs, leagues or any other groups affiliated to a voting member association shall also be subordinate to and recognised as such by the voting member.

45.3. The voting member's statutes, constitution, charter of governance and/or memorandum or other official documents shall define the scope of authority and the rights and duties of all subordinate groups.

45.4. Every voting member shall ensure that its affiliated clubs, leagues, groups and subordinate members can take decisions on any matters regarding membership independently of any external body. This

obligation applies regardless of an affiliated club or group's corporate structure.

- 45.5. A voting member must ensure that neither a natural nor a legal person (including holding companies and subsidiaries) exercises control in any manner whatsoever (in particular through a majority shareholding, a majority of voting rights, a majority of seats on the board of directors or any other form of economic dependence or control, etcetera) over more than one club, whenever the integrity of any match or competition could be jeopardised.

#### 46. INDEPENDENCE

- 46.1. Each member shall manage its affairs independently and without undue influence from third parties.
- 46.2. A member's associates, officials, members and bodies shall be elected or appointed in its own association.
- 46.3. A member's statutes, charter of governance, constitution, incorporation documents and memorandum shall provide for a democratic procedure that guarantees the complete independence of elections and/or appointments.
- 46.4. Any member association's bodies that have not been elected or appointed in terms of a democratic procedure will not be recognised by the WPA and their decisions will also not be recognised by the WPA.

#### 47. AMENDMENT OF CONSTITUTION, RULES AND REGULATIONS

- 47.1. The board is responsible for adopting and amending the constitution, the memorandum of incorporation, rules and regulations, as needed and when required.
- 47.2. Any proposals for amendments to the constitution, the memorandum of incorporation, rules and regulations must be submitted in writing, with a brief explanation to the WPA at least thirty days prior to the annual general meeting.
- 47.3. Whomever is desirous to discuss a proposal to modify or amend the constitution, the memorandum of incorporation, rules and regulations must provide, at least thirty days prior to the meeting, a copy of that proposal, which includes the modification and proposed amendment

word for word and must make it available electronically and at a suitable place for the perusal thereof by members until the end of the day on which the meeting is held.

47.4. Only voting members may submit a proposal to amend. A proposal submitted by a voting member shall be a valid proposal provided that it is supported in writing by at least one other voting member. Any proposal to adopt or amend must be submitted in writing with a brief explanation and motivation for the amendment.

47.5. For a vote on an amendment to the memorandum of incorporation, the constitution, the rules or the regulations, more than fifty percent of the voting members of the WPA must be present and a proposal to adopt or amend the memorandum of incorporation, the constitution, the rules and/or the regulations shall be adopted if it is approved by three-quarters of the votes cast by those eligible to vote.

47.6. The modification and amendment of the constitution, the memorandum of incorporation, rules and/or regulations only comes into effect after it has been executed. The secretary of the WPA is authorised to have such document of modification executed.

47.7. After execution of the modified constitution, memorandum of incorporation, rules and/or regulations:

47.7.1. A complete copy thereof must be made available to all members, directors, council members and committee members, either electronically or by publishing it in the WPA website; and

47.7.2. The modified constitution, memorandum of incorporation, rules and/or regulations must be presented at the Companies and Intellectual Property Commission or at such other registry overseeing registrations from time to time, if so required.

#### 48. VOTES AND ELECTIONS

48.1. Elections may be conducted by secret ballot.

48.2. Other decision that requires a vote shall be reached by a show of hands or by means of an electronic count.

- 48.3. If a show of hands does not result in a clear majority in favour of a motion, the vote shall be taken by calling on each voting member's vote, being called to exercise it in English and alphabetical order.
- 48.4. Unless otherwise stipulated in the constitution, a simple majority of more than fifty percent of the valid votes cast is sufficient for elections, votes and other decisions to be valid.
- 48.5. Voting members and directors have the right to vote at the annual general meeting, unless suspended or expelled.
- 48.6. Every voting member with full membership has two votes, and every provisional member has one vote.
- 48.7. Anyone with the right to vote may grant anyone else with the right to vote with a written proxy to cast his vote.
- 48.8. Any person with the right to vote can act as an authorised representative of another person.
- 48.9. All proxy votes must be announced to the secretary prior to the commencement of the annual general meeting. The announcement must be in writing and signed by the voting member or director granting the proxy and it must contain the proxy's name, surname and identification card number thereon.
- 48.10. Abstentions, illegal or blank votes do not count as votes cast.
- 48.11. If a vote is tied on any matter that require a simple majority vote, the chairman of the meeting shall cast a vote to break the tie. Such vote shall be known as the "casting vote".
- 48.12. Only the voting members and directors, present, either in person or by way of electronic conference and those represented by their proxy that are present are entitled to vote.

## 49. FINANCE

- 49.1. The WPA, fiscal / financial year equals the calendar year and runs from 1 January until 31 December of every year.
- 49.2. The official currency of the WPA is the United States Dollar (\$) or (USD).

- 49.3. The treasurer and the president signs approved financial records.
- 49.4. The economic resources of the WPA, will be allocated towards:
  - 49.1.1. Development of the sports;
  - 49.1.2. Payment of rights, of organizing tournaments, championships or any international or special events and the granting of corresponding guarantees, if applicable.
  - 49.1.3. The manufacture of sport implements or establishment of sport patronage.
  - 49.1.4. Wages, expenses, disbursements and salaries.
  - 49.1.5. Donations, benefits and subsidies.
  - 49.1.6. Purchase of television rights and static publicity.
  - 49.1.7. Marketing.
  - 49.1.8. Expenses of directors.
  - 49.1.9. Payment to contractors and service providers.
  - 49.1.10. Statutory payments.

## 50. DISSOLUTION AND LIQUIDATION

- 50.1. The board may take a decision to dissolve the WPA if at least 75% of the board members and 75% of the voting members agree thereto.
- 50.2. The WPA will automatically dissolve if they only have two voting members.
- 50.3. The WPA will liquidate in the event that they are no longer solvent and will apply for liquidators to be appointed. The WPA will then only continue to exist insofar as such is necessary to liquidate its assets and to finalize the liquidation process.
- 50.4. During the liquidation the stipulations of the constitution remain in force where possible. All documents and notifications issued by the WPA, must include the suffix "in liquidation" to its name.

- 50.5. The WPA ceases to exist at the time when no assets are known either to the WPA or to its liquidator/s.
- 50.6. The liquidator/s notifies the Companies and Intellectual Property Commission of the WPA's termination as a result of liquidation.
- 50.7. The books and documents of the dissolved WPA must be kept for at least seven years after the WPA has been dissolved for any reason whatsoever. The keeper is whomever is appointed to this task by the liquidator/s.
- 50.8. If upon the winding-up or dissolution of the WPA there remains after the satisfaction of all debts and liabilities any property whatsoever, the property may not be paid to or distributed amongst the members or directors of the WPA in *specie* or in kind but shall be given or transferred to such institution or institutions carrying out functions wholly or partially similar to those of the WPA as shall be determined by special resolutions of the voting members at or before the time of dissolution.

## 51. RULES AND REGULATIONS

- 51.1. The WPA can determine and modify rules and regulations, which regulates matters not, or not entirely provided for in this constitution.
- 51.2. Regulations will contain the sports regulations, tournament regulations, player's regulations, codes of conduct, championship and ranking events, sanctioned events, world games, protest guidelines, codes on preventing manipulation of competitions, artistic guidelines, equipment specifications, ethics, disciplinary codes, steps and procedures, but not be limited to those topics.
- 51.3. Rules of Play will contain the rules of the sport and game.
- 51.4. General rules and/or the memorandum will contain formalities and general rules applicable to the WPA in terms of the Companies Act and as a registered non-profit company.
- 51.5. No rules and regulations may contain stipulations that violates or that contravenes the provisions of the constitution.

## 52. MEANS OF COMMUNICATION

- 52.1. Anything sent or supplied, by or to the WPA may be sent or supplied in any way in which the Companies Act provides for documents or information to be sent or supplied by, or to the WPA.
- 52.2. Any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by electronic means.

### 53. SEALS, FLAGS, TRADEMARKS, PATENTS

- 53.1. A chosen seal may only be used by the authority of the directors.
- 53.2. The directors may decide by what means and in what form a seal is to be used.
- 53.3. The directors must design and choose a flag for the WPA.
- 53.4. The WPA trademarks and patents must be registered in as many countries as is possible financially for the WPA to do and subject to having the financial resources to pay for the registrations and renewal fees.

### 54. LIMITED LIABILITY

- 54.1. Nothing herein shall constitute members and, council members, directors or committee members of the WPA as partners for any purpose.
- 54.2. No member, director, officer, council member, committee member, agent or employee of the WPA shall be personally liable for the acts or failure to act on the part of any other member, director, officer, council member, committee member, agent or employee of the WPA.
- 54.3. No director, officer, agent, council member, committee member, or employee of the WPA will be liable for their acts or failure to act under this constitution, except only acts or omissions to act arising out of their wilful misfeasance.
- 54.4. The members and directors shall not be financially liable for any business of the WPA.
- 54.5. The financial liability of the WPA must never exceed its resources.

### 55. INDEMNITY

55.1. A director of the WPA may be indemnified out of the WPA's assets against:

55.1.1. Any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the WPA; and

55.1.2. Any liability incurred by that director in connection with the activities of the WPA; and

55.2. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law.

## 56. INSURANCE

56.1. The Directors may purchase and maintain insurance, at the expense of the WPA for the benefit of any director in respect of any relevant loss.

56.2. A "relevant loss" means any loss or liability which has been or may be incurred by a director in connection with that director's duties or powers in relation to the WPA, any associated company or any pension fund of the WPA.