



**WORLD POOL ASSOCIATION**

# CONSTITUTION

ADOPTED BY THE EXTRAORDINARY GENERAL MEETING  
25 March 2024



# WORLD POOL ASSOCIATION

## CONSTITUTION

of the

## WORLD POOL ASSOCIATION

(Adopted by a special resolution passed on 25 March 2024)

### 1. DEFINED TERMS

- 1.1 WPA** means the World Pool Association (formerly known as 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 (**Companies Act**), with its registered address at the corner of Heidelberg Road and Epton Road, New Market Park, Alberton, Gauteng, South Africa.
- 1.2 Advisory Council** means a council appointed by the Board to assist in the governance of a Discipline in accordance with clause 36.
- 1.3 Affiliated International Federation** means a legally registered International Federation which administers a Discipline, and which has been recognised by the Board and granted the Status of an Affiliated International Federation of the WPA.
- 1.4 Athlete** means any Player who has at any time been ranked in the Ranking Lists produced by the WPA.
- 1.5 Board** means all of the current Directors of the WPA, acting from time to time and registered as a Director of the WPA at the South African Companies and Intellectual Property Commission (**SACIPC**).
- 1.6 Chairperson** is the President of the WPA or if he is not present or not willing to fulfil that function, then one of the Directors of the WPA chosen by the Board from time to time to fulfil the function of the chairperson at a meeting.
- 1.7 Constitution** means this document.
- 1.8 Continental Member** means a legally registered Association / Confederation / Federation recognised by the WPA from time to time as representing Pool in a continental region and comprises:
- the All Africa Pool Association with the initialism **AAPA**, representing the African continent;
  - the Asian Confederation of Billiard Sports with the initialism **ACBS** representing the Asian continent on a provisional basis;
  - the Billiard Congress of America with the initialism **BCA** representing the North American continent;
  - the Confederacion Panamericana de Billar with the initialism **CPB** representing the South American continent;



- e) the European Pocket Billiard Federation with the initialism **EPBF** representing the European continent,; and
  - f) the Oceania Pocket Billiard Association with the initialism **OPBA** representing the Oceanic continent.
- 1.9 Director** means a director of the WPA, as registered on the WPA's registration documents, amended from time to time at the SACIPC.
- 1.10 Discipline** means a form of Pool recognised by the Board from time to time and includes, but is not limited to, 8-Ball, 9-Ball, 10-Ball, 14.1 Straight Pool, Artistic Pool, Blackball, Heyball and Pyramid.
- 1.11 Division** means a classification of Athletes and Players of all genders as defined from time to time by the Board and which applies to each Discipline.
- 1.12 Document** includes, unless otherwise specified, any document sent or supplied in Electronic Form.
- 1.13 Electronic Form** means an electronic representation or record of information.
- 1.14 General Secretary** means the company secretary for the WPA as elected from time to time.
- 1.15 Legal Persona** means all legal entities recognised by the law of South Africa other than an individual natural person.
- 1.16 Meeting** includes a General Meeting of the Members and meetings of the Board, an Advisory Council and a Committee and includes meetings conducted wholly or partly by electronic means.
- 1.17 Member or Members** means members of the WPA and includes Continental Members and Non-Voting Members and, where the context requires, their constituent members including National Governing Bodies.
- 1.18 Memorandum or Memorandum of Incorporation**, means the document, as amended from time to time, by which the WPA was incorporated under the Companies Act.
- 1.19 National Governing Body** also known as **NGB** means an organisation that governs and administers Pool on a national basis and is recognised as such by a nation's relevant federal authority.
- 1.20 Non-Voting Members** means the Members of the WPA with no right to vote at Meetings.
- 1.21 Official** means a person who acts in an official capacity for the WPA and includes Directors, members of Advisory Councils, members of Committees, tournament officials, employees, contractors engaged by the WPA and any person who the Board determines (prospectively or retrospectively) to be an official.
- 1.22 Ordinary Resolution** means a resolution adopted with the support of more than 50% of the voting rights exercised at a Meeting dealing with the resolution.
- 1.23 Player** means any person who plays one of the Disciplines of Pool who has not achieved the status of Athlete.

- 1.24 **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.
- 1.25 **President** means the person elected by a General Meeting from time to time.
- 1.26 **Proxy** is a person authorised in writing under this Constitution to act for another person or legal persona at a Meeting.
- 1.27 **Policy** means any policy published by the Board from time to time.
- 1.28 **Pool** means the sport of Pool (formerly known as Pocket Billiards or Pool-Billiards) and all its Disciplines as recognised from time to time by the Board.
- 1.29 **Rules & Regulations of Pool** means the various discrete Rules, Policies and Regulations of the WPA, made and amended by the Board from time to time, which are binding upon the Members, Officials, Referees, Athletes and Players.
- 1.30 **Ranking List** means the WPA's lists which rank Athletes on the basis of criteria determined by the Board from time to time.
- 1.31 **Season** means each calendar year from 1 January to 31 December.
- 1.32 **Special Resolution** means a resolution adopted with the support of at least 75% of the voting rights exercised at a Meeting dealing with the resolution.
- 1.33 **Tours** include any series of Pool tournaments declared by the Board to be a series endorsed by the WPA.
- 1.34 **Voting Members** means the Continental Members with the right to vote at Meetings.
- 1.35 **World Championship** and **World Pool Championship** means any Pool championship of that name or its successor which is organised and controlled or sanctioned (or which ought to be sanctioned) by the WPA.

## 2. INTERPRETATION

- 2.1 Any reference made to the male gender will include the neutral and the female genders and vice versa.
- 2.2 References to include or including shall be construed without limitation.
- 2.3 The headings are for convenience only and shall not affect the interpretation of any contents.
- 2.4 Unless the context otherwise requires, other words or expressions contained bear the same meaning as in the Companies Act that is in force on the date when this Constitution becomes binding on the WPA.
- 2.5 Words importing the singular only will include the plural and vice versa.
- 2.6 In the interpretation of anything contained in this Constitution, words must be given their ordinary meanings, unless such interpretation leads to an absurdity or impossibility.

- 2.7 In the event of ambiguity or uncertainty, in any term or phrase in this Constitution, the Rules & Regulations of Pool or a Policy, the Board's interpretation shall be final and binding upon the Members, Officials, Referees, Athletes and Players.

### 3. NAME, SEAT, LANGUAGE

- 3.1 The name of the association is the World Pool Association, and it adopts the initialism WPA. It is a non-profit company with registration number 2016/428148/08, incorporated under the Companies Act.
- 3.2 The registered address and Seat 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 Board.
- 3.3 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, which includes, but which is not limited to, the Disciplines. The WPA sets the rules, regulations and the guidelines for the Disciplines and is the sole authority worldwide with regards to Pool.
- 4.2 The WPA is a founding member of the World Confederation of Billiards Sports (**WCBS**) and recognises the WCBS as the body associated to the International Olympic Committee (**IOC**), the Association of the IOC Recognised International Sports Federations (**ARISF**), the International World Games Association (**IWGA**), and is entitled to participate in SportAccord (**SA**).
- 4.3 The WPA will, on a global basis, organise Pool under amateur and professional conditions, commercialise it and develop it.
- 4.4 The WPA will organize its own international competitions and promote, foster, sanction and promulgate the sport of Pool. The WPA will obtain and may sanction sponsors, promoters and organisers for Pool.
- 4.5 The WPA is the sole authorized body that creates and determines rules and regulations for the Disciplines. The WPA will draw up and amend as needs be the Rules & Regulations of Pool.
- 4.6 The Rules & Regulations of Pool shall be read in conjunction with the Policies which together constitute the complete set of rules for Pool, ranking and qualifications, referees and tournament officials and any disciplinary matters.
- 4.7 The Board will ensure the enforcement of the Rules & Regulations of Pool and prescribe procedures for that enforcement.
- 4.8 The WPA will control directly, or indirectly through its Continental Members, every type of association within the Disciplines by taking appropriate steps to prevent infringements of this Constitution, the Rules & Regulations of Pool, and the Policies and resolutions of the WPA and its Board.
- 4.9 The WPA shall cultivate mutual friendships with other types of international and national cue sport organisations. The WPA will promote friendly relations between and amongst Members, confederations, associations, clubs, officials, Athletes and Players

- 4.10 The WPA will prescribe and adopt Policies that are not in conflict with the rules of the International Olympic Committee as published in the Olympic Charter.
- 4.11 The WPA is a non-profit organisation and must constantly strive to develop the sport of Pool and promote it globally for the purpose of unifying educational, cultural and humanitarian values, particularly through development programs.
- 4.12 The WPA must be constituted and conducted in accordance with the principles of representative democracy.
- 4.13 The WPA will, through its Continental Members, use its best efforts to ensure that the sport of Pool is available to, and resourced for, all who wish to participate, regardless of gender, level of ability or age.
- 4.14 The WPA will, through its Continental Members, strive to promote the development of the sport of Pool for all, and especially amongst the disabled, women and children and allow for their full participation.
- 4.15 The WPA must promote integrity, ethics and fair play in Pool, with the object of preventing all contrary methods and practices, such as corruption, doping or match fixing and manipulation, which might jeopardise the integrity of the sport of Pool.
- 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, Athletes and Players by firstly instructing its Continental Member to resolve such disputes. Thereafter if it is not resolved to the satisfaction of the WPA, the WPA reserves the right to intervene through its disciplinary committee, subject to administrative charges that may be levied for the dispute resolution process.
- 4.17 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 or working with Members.
- 4.18 The WPA will co-operate with its Members and other international organisations of cue sports for the common promotion thereof.
- 4.19 The WPA will publish Ranking Lists, newsletters, journals, periodicals, or articles of common interest on Pool.

## **5. LAWS OF POOL AND RULES OF PLAY**

- 5.1 The WPA is the sole and ultimate authority on the Rules of Pool.
- 5.2 Each Member and its constituent members (including NGBs) must play Pool in compliance with the Rules & Regulations of Pool.
- 5.3 Only the WPA by the Board may prescribe, alter and amend the Rules & Regulations of Pool.

## **6. DURATION**

- 6.1 The WPA is founded for an indefinite period.
- 6.2 The death or resignation of a Director does 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 and by its Members, Officials, Referees, Athletes and Players.
- 7.2 Members discrimination or hate speech of any kind against a country, private person or 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. HIERARCHY**

- 8.1 The WPA is the supreme legislative body for Pool.
- 8.2 The Board is the executive, operational and administrative entity which gives effect to the resolutions of the WPA made in General Meetings and to the requirements of this Constitution.
- 8.3 In relation to each Discipline the Board may appoint an Advisory Council to assist it in the governance of that Discipline.
- 8.4 The Board may appoint standing and ad-hoc committees to advise and assist it in fulfilling its duties.
- 8.5 The Board may recognise international federations as Affiliated International Federations in respect of particular Disciplines.
- 8.6 If the Board has appointed an Advisory Council for a Discipline, then it cannot recognise an international federation as an Affiliated International Federation for the same Discipline.
- 8.7 The Board may create Divisions from time to time which are intended to facilitate Pool for the classification and development of Athletes and Players across all Disciplines. The initial Divisions will be the Paraspport Division and the Youth Division.

## **9. MEMBERSHIP**

- 9.1 The WPA has two types of memberships, namely Voting Memberships and Non-Voting Memberships.
- 9.2 The WPA has one Continental Membership per continent and the Continental Member is also called a Voting Member.
- 9.3 The WPA recognises the following six continents, namely Africa, Asia, Europe, North America, South America and Oceania. The countries recognised by the WPA in each continent are listed in the Rules & Regulations of Pool.
- 9.4 The Board may also issue rules and/or regulations with regard to the admission process for potential Members.
- 9.5 The WPA and the Members must each respect the authority and autonomy of the others within their respective institutional areas of responsibility as identified in this

Constitution and as clarified by the Board from time to time.

- 9.6** An Affiliated International Federation may resolve to relinquish its status and to have its discipline governed as a Discipline of the WPA with an Advisory Council. If this occurs the WPA, its Members and their constituent regional bodies and NGBs will cooperate to ensure the transition to becoming a recognised Discipline occurs as quickly as possible.

## **10. CONTINENTAL MEMBERS**

- 10.1** The WPA's current Voting Members are the Continental Members defined in clause 1.
- 10.2** If there is no Continental Member, the Board may (but is not required to) appoint a provisional Continental Member for that continent.
- 10.3** A Pool organisation, representing itself as a continental federation that is able to demonstrate to the satisfaction of the Board that they are the only, or alternatively the leading, organisation for Pool within the boundaries of a continents' territories, may apply for Continental Membership.
- 10.4** The grant of Continental Membership will be considered by the Board and must be approved by a vote of at least a two-thirds majority of votes cast.
- 10.5** A newly approved Continental Member will have provisional membership status for the first two years from the date of their appointment.
- 10.6** Full Continental Membership is automatically granted after a two-year period, provided that the General Secretary has given 60 days written notice to the other Continental Members, the Non-Voting Members and the Board. After notice has been given, if there are no objections the provisional Continental Member becomes a full Continental Member then full Continental Membership occurs automatically.
- 10.7** In the event of an objection to full Continental Membership, the Board will consider each objection and the facts and evidence submitted in support. The Board may seek a response from the provisional Continental Member. The objection will be considered by the Board and must be approved with a vote of at least two-thirds majority of votes cast. If the objection is carried, the Board may resolve by a simple majority to:
- a) extend the provisional membership status for another year (at which time the provisions in this clause apply again), or
  - b) it may terminate the provisional membership.
- 10.8** If the objection is not carried, then the provisional Continental Member becomes a full Continental Member forthwith.
- 10.9** Continental Members are entitled to two votes each with those votes cast as a block. Provisional Continental Members are entitled to one vote. Provisional Continental Members are entitled to all other benefits of a Continental Member.
- 10.10** The Board may, in exceptional circumstances, authorise a Continental Member to grant membership in the Continental Member to an NGB that belongs geographically to another continent and that is not affiliated to the Continental Member of that continent. The opinion of the geographical Continental Member holding jurisdiction over the NGB shall be obtained and considered by the Board.



## **11. OBLIGATIONS AND DUTIES OF CONTINENTAL MEMBERS**

- 11.1** Continental Members are obliged to acknowledge the WPA as the world's sole governing body for Pool.
- 11.2** Continental Members agree to always comply with the Rules & Regulations of Pool and the Board's Policies.
- 11.3** Continental Members who fail to comply with this Constitution, the Rules & Regulations of Pool or the Board's Policies, may have their Continental Membership suspended.
- 11.4** Continental Members are obliged to manage their affairs and to conduct their business in a manner that is not detrimental to the ideals and interests of Pool and of the WPA.
- 11.5** Continental Members may not initiate or cause any action that could bring Pool or the WPA into disrepute.
- 11.6** Continental Members must provide a copy of their constitutions to the WPA, and any amendments that they make thereto from time to time.
- 11.7** Continental Members are required to submit a written annual report to the WPA. The written annual report must be submitted to the WPA by 31 March of each year in respect of the previous calendar year.
- 11.8** Each Continental Member must notify the Board about the Continental Members' annual assembly or annual general meeting and must extend a written invitation to 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, the papers distributed in respect of the meeting and must be delivered to the Board at least 30 days prior to such meeting.
- 11.9** Each Continental Member must present its financial statements at the Continental Members' annual assembly or annual general meeting and call for the acceptance thereof. Accepted and finalised financial records and financial statements must be lodged annually by each Continental Member at the WPA, within thirty days after acceptance and approval thereof.
- 11.10** Each Continental Member must provide the agenda and the minutes of such Continental Members' annual assembly or annual general meeting to the WPA within thirty days after the meeting, irrespective whether any of the Directors attended the Continental Members' meeting.
- 11.11** Continental Members are obliged to comply with any reasonable written request or demand made by the Board to the Continental Member. In the event of the Continental Members' non-compliance with such request and/or demand, the Board will decide how to sanction the Continental Member's non-compliance.
- 11.12** All Continental Members declare that they recognise 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, and specifically the Arbitration Foundation of the Republic of South Africa to have jurisdiction over any dispute that may arise of or incidental to their membership.

- 11.13** Every Continental Member is responsible to answer to the WPA for any and all acts of the Member's constituent bodies and organisations (including NGBs), caused by the negligence or misconduct of those legal personas which has or may have the consequence of bringing Pool or the WPA into disrepute.
- 11.14** Every Continental Member is responsible to take disciplinary action against its constituent bodies and organisations (including NGBs), when requested to do so by the Board, failing which the Board may take such disciplinary steps against those legal personas. In this instance the Continental Member shall be responsible for the payment of the administrative fees and costs associated with the disciplinary action implemented by the Board.
- 11.15** The Statutes, Constitution and/or charter of governance of every Continental Member must be consistent with this Constitution and comply with the principles of good governance, and shall in particular contain provisions relating to and consistent with the following matters, namely to:
- a) be neutral in matters of politics and religion;
  - b) prohibit all forms of discrimination;
  - c) be independent and avoid any form of external interference;
  - d) ensure that legal personas and its disciplinary bodies are independent;
  - e) ensure that its constituent bodies and organisations (including NGBs), and other relevant stakeholders agree to respect and comply with the Rules & Regulations of Pool;
  - f) ensure that principles of loyalty, integrity, sportsmanship and fair play are included in all its activities;
  - g) acknowledge this Constitution and the Rules & Regulations of Pool;
  - h) recognise and acknowledge the WPA as the world's sole governing body for Pool;
  - i) declare and confirm that they recognise the WPA Rules & Regulations of Pool and the matters in clause 11.14 above;
  - j) acknowledge that they have the first and primary responsibility over its constituent bodies and organisations (including NGBs), and other relevant stakeholders 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;
  - k) define the roles and competences of its decision-making bodies and to take measures to avoid conflicts of interest in decision-making;
  - l) acknowledge that any of its legislative bodies must be constituted in accordance with the principles of representative democracy and must consider and implement the principle of equality amongst all people; and
  - m) have yearly independent audits of its accounts.

- 11.16 Continental Members must participate in at least two of the WPA competitions, the World Championships or WPA Sanctioned Events over a period of two consecutive years.
- 11.17 Continental Members must organise all of their own competitions in compliance with the WPA international tournament calendar.
- 11.18 Continental Members must ensure that international leagues or any other similar groups or competitions are only formed or supported with the prior written consent of the Board.
- 11.19 Continental Members must ensure that their representatives appointed to the Board, Advisory Councils and Committees 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 & Regulations of Pool and the Policies.
- 11.20 Continental Members must set up and appoint committees to work closely with corresponding committees of the WPA.
- 11.21 Continental Members must develop and foster the sport of Pool on their continents and must arrange development programs, courses, conferences and create the necessary associations to fulfil this obligation.

## **12. RIGHTS OF CONTINENTAL MEMBERS**

- 12.1 Continental Members may attend Annual General Meetings and other meetings.
- 12.2 Continental Members may take part in the decision-making processes at those meetings as permitted by this Constitution.
- 12.3 Continental Members may draw up proposals for inclusion in the agenda of the Annual General Meeting and other General Meetings.
- 12.4 Continental Members may nominate any candidates of their choice for election to the Board as Elected Directors referred to in clause 26.5 below.
- 12.5 Continental Members may cast their votes on any matters, including, but not limited to:
  - a) Voting for additional Directors as specified in clause 26.5 below;
  - b) Voting for a President, Vice-President, General Secretary and Executive Director; and
  - c) Voting for the removal and/or for the instatement of Director/s and the President, Vice-President, General Secretary and Executive Director.
- 12.6 Continental Members may take part in competitions organised by the WPA.
- 12.7 Continental Members may take part in the WPA's development programs.
- 12.8 Continental Members may exercise all other rights arising from this Constitution and from the Rules & Regulations of Pool.

### **13. NON-VOTING MEMBERS**

- 13.1** Any organisation or individual may be considered for Non-Voting Membership of the WPA.
- 13.2** The Board may resolve to create different categories of Non-Voting Membership including, but not limited to, the following:
- a) Not for Profit bodies;
  - b) Life and Honorary Members;
  - c) Businesses;
  - d) Individuals; and
  - e) WPA Individuals.
- 13.3** Other than as a Director, a Non-Voting Member is not entitled to a seat on the Board and has no decision-making capability or votes other than as specified below.
- 13.4** Life and Honorary Members and WPA Individual Members are not required to pay subscription fees.
- 13.5** An Honorary Member includes any Honorary President, Honorary Vice-President or Honorary Member recognised by the Board under clause 16 below.
- 13.6** A WPA Individual Member includes any current Director, Advisory Council member or Committee member who are each automatically a Non-Voting Member.
- 13.7** Any association or legal personas which are involved in the sport of Pool may apply to become a Non-Voting Member.
- 13.8** The annual membership fees that are payable to the WPA shall be set by the Board.
- 13.9** An application for Non-Voting Membership must be in writing to the General Secretary and must be accompanied by an application fee and supporting documentation as determined by the Board from time to time and published in the Rules & Regulations of Pool.
- 13.10** Non-Voting Member status cannot be ceded or transferred.
- 13.11** The Board may at any time revoke Non-Voting Member status.

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

- 14.1** The Non-Voting Member application and membership fees will be determined by the Board and are payable by the Non-Voting Member on or before the 31<sup>st</sup> day of January of every year.
- 14.2** Non-Voting Member shall not initiate or cause any action that could bring Pool or the WPA into disrepute.
- 14.3** A Non-Voting Member is subject to the WPA's Rules & Regulations of Pool.

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

### **15.1 Non-Voting Members:**

- a) may attend Annual General Meetings at their own expense (save for Directors);
- b) may submit resolutions to the Board;
- c) are entitled to lodge written complaints to the Board in accordance with the Rules & Regulations of Pool;
- d) may take part in competitions organised by the WPA;
- e) may take part in the WPA's development programs; and
- f) may exercise all other rights arising from this Constitution and the Rules & Regulations of Pool.

## **16. HONORARY PRESIDENT, HONORARY VICE-PRESIDENT AND HONORARY MEMBER**

**16.1** The WPA may at a General Meeting bestow the title of Honorary President, Honorary Vice-President or Honorary Member upon any former Director, Advisory Council member or Committee member for their meritorious service to Pool and to the WPA.

**16.2** The Board and Continental Members may propose these nominations.

**16.3** The Honorary Presidents, Honorary Vice-Presidents or Honorary Members may attend at any General Meeting. Subject to any instruction from the Chairman, they may join in debates, provide their opinions and offer advice, but they may not vote.

## **17. MEMBERSHIP FEES**

**17.1** Annual Members fees are payable in the amounts as recommended by the Board and approved at a General Assembly.

**17.2** Members fees are due, owing and payable by 31 January of each year.

**17.3** If a Member fails or neglects or refuses to pay the prescribed membership fee within thirty days after 31 March, 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.

**17.4** If a Member's fees remain outstanding for a period of twelve months from 31 March, such defaulting Member's membership to the WPA shall automatically terminate without notice.

**17.5** Membership fees are strictly non-refundable.

**17.6** Continental Members will pay a higher membership fee than Non-Voting Members.

## **18. DISCIPLINARY SANCTIONS**

**18.1** Disciplinary sanctions may be imposed by the WPA as specified in the Rules & Regulations of Pool in respect of Members, Officials, Referees, Athletes and Players

and may include suspensions, dismissals, termination of Membership, fines and any other appropriate measures.

## **19. RESIGNATION**

- 19.1** A Member may resign from the WPA with effect from the last day of a calendar year. The Board may in its sole discretion elect to treat a resignation as effective on a date earlier than the last day of a calendar year.
- 19.2** A notice of resignation must reach the General Secretary of the WPA one hundred days before the end of the calendar year.
- 19.3** The notice of resignation must be in writing, and it must state the reasons for the Member's resignation.
- 19.4** A resignation is not valid until the Member has fulfilled all of its financial obligations towards the WPA, including the payment of outstanding fees and fines.
- 19.5** The Board may in its sole discretion accept a resignation without having been given due notice, in which case the resigning Member will be informed of the decision to accept the resignation as being effective immediately.

## **20. MEETINGS**

The following meetings may be called:

- 20.1** The Annual General Meeting, which is the WPA's yearly assembly to be attended by the Directors, the Continental Members and the Non-Voting Members. This meeting must be called by the Board and occur every year.
- 20.2** The following Directors' and management meetings, namely:
- a) Board meetings, to be attended by the Directors and called by the Directors;
  - b) Advisory Council meetings to be attended by the Advisory Council members and called by the members of the Advisory Council or by the Board;
  - c) Division meetings to be attended by the Division members and called by the members of the Division or by the Board; and
  - d) Committee meetings, to be attended by the Committee members and called by Committee members or by the Board.
- 20.3** The following Members' meetings, namely:
- a) Continental Members' meetings, to be attended by the Continental Members at their own expense and called by Continental Members; and
  - b) Non-Voting Members' meetings, to be attended by the Non-Voting Members at their own expense and called by Non-Voting Members with the approval of the Board.
- 20.4** Extraordinary General Meetings may be called for extraordinary or urgent matters.
- 20.5** Prior notice of meetings must be given in writing to the invitees as follows:

- a) sixty days written notice for Annual General Meetings;
- b) three days written notice for any Extraordinary General Meetings;
- c) such written notice for any Board Meetings as the Board may resolve from time to time; and
- d) thirty days' written notice for any other meetings save that the Board may abridge or extend the period of notice if it considers that it is appropriate to do so.

**20.6** Meetings may be conducted by way of any combination of:

- a) attendance in person,
- b) by telephone, and
- c) by video conferences.

**20.7** The Chairman of any meeting will have both a deliberative and casting vote. The casting vote may only be used in instances where a majority resolution is required. The Chairman is not obliged to use a casting vote.

## **21. ANNUAL GENERAL MEETINGS**

**21.1** The Annual General Meeting will be held by video conference.

**21.2** A quorum of at least half of the Continental Members are required in attendance for the meeting to commence.

**21.3** Members shall attend and participate by way of electronic conference and Members' proxies are considered as an attendance for such Members that gave the proxies in writing to the General Secretary.

**21.4** An annual General Meeting shall be held every calendar year on a date between ten months and twelve months after the previous Annual General Meeting.

**21.5** A provisional agenda shall be sent to the Members with the notice of the Annual General Meeting.

**21.6** Proposals from the Board and/or Members must be submitted to the General Secretary no later than forty-five days prior to the date of the Annual General Meeting.

**21.7** Reports from Directors, Advisory Councils, Affiliated International Federations, Division, Committees, Continental Members and auditors, must be submitted to the General Secretary no later than forty-five days prior to the date of the Annual General Meeting.

**21.8** The final agenda for the Annual General Meeting and copies of all Reports shall be sent to Continental Members, Non-Voting Members, Directors, Advisory Council members and Committee members no later than fourteen days prior to the date of the Annual General Meeting.

**21.9** Access to the Annual General Meeting is granted to those entitled to attend under the Constitution and those who have been invited by the Board.

- 21.10** Any Continental Member, Non-Voting Member, Director or Advisory Council member may attend the Annual General Meeting. Any Member who has been suspended (the **Suspended Person**) may attend the Annual General Meeting, if there is an item on the agenda relating to the suspension. In this instance the Suspended Person will only be authorised to be present at the meeting during the relevant item and speak about the suspension.
- 21.11** The Annual General Meeting is chaired by the President, or in the absence of the President, then by the Vice-President and failing both of them by the longest serving Director.
- 21.12** The resolutions reached by the Annual General Meeting that are announced by the Chairperson are decisive.
- 21.13** If immediately after the Chairperson has declared that a resolution has been passed, its correctness is disputed, a new vote will take place. This new vote will stand in lieu of the initial vote.
- 21.14** The agenda of the Annual General Meeting shall include the following mandatory items, namely:
- a) a declaration that the meeting has been convened and composed in compliance with the Constitution;
  - b) approval of the Agenda;
  - c) an address by the President;
  - d) confirmation that the General Secretary will take and keep the minutes of the meeting;
  - e) appointment of a Director and a representative of a Continental Member to check the minutes of the meeting;
  - f) approval of the minutes of the preceding Annual General Meeting;
  - g) matters arising from the preceding Annual General Meeting not otherwise dealt with in the Agenda;
  - h) approval of the minutes of any preceding Extraordinary General Meeting;
  - i) matters arising from the preceding Extraordinary General Meeting not otherwise dealt with in the Agenda;
  - j) consideration of new applications for Continental Members and confirming provisional and full Continental Memberships and admission for memberships, if applicable;
  - k) suspension and/or expulsion of Continental Members, if applicable;
  - l) activity reports submitted by each Director;
  - m) report from the auditors, and compliance issues if any;



- n) presentation of the audited annual financial statements and voting on the approval thereof;
- o) approval of the annual budget;
- p) appointment of auditors, if applicable;
- q) proposals for adopting of and amending of the Constitution and Memorandum of Incorporation;
- r) ratification of the Charter of Governance;
- s) consideration of motions submitted by the Board and/or the Continental Members at least forty-five days prior to the Annual General Meeting;
- t) dismissal of any Director including the President; and
- u) the designation of the host countries for tournaments.

After the meeting has closed there will be an opportunity to discuss general business.

**21.15** Adjournments at the Annual General Meeting shall occur as follows:

- a) a quorum of at least half of the Continental Members is required in attendance for the Annual General Meeting to commence. Members shall attend by way of electronic conference or by proxies;
- b) if within half an hour of the time at which the Annual General Meeting was due to start, there is not a quorum, the Chairperson must adjourn it;
- c) the Chairperson may adjourn the meeting where a quorum is present if those that are present at the meeting consent to an adjournment;
- d) when adjourning the Annual General Meeting, the Chairperson must specify the time and date to which it is adjourned, or state that it is to continue at a date and time to be fixed by the Board;
- e) 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; and
- f) 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 occurred.

## **22. EXTRAORDINARY GENERAL MEETINGS**

**22.1** Extraordinary General Meetings may be called for a special, extraordinary or urgent matter by the Board, or at the request of at least three Continental Members to vote on a special, extraordinary or urgent motion, including motions of no confidence and/or suspension of Directors.

**22.2** The Agenda of an Extraordinary General Meeting shall include the following mandatory items, namely:

- a) a declaration the meeting has been convened in compliance with the Constitution;
- b) an address by the President;
- c) confirmation that the General Secretary will take and keep the minutes of the meeting;
- d) appointment of a Director and a representative of a Continental Member to check the minutes of the meeting;
- e) the approval of the minutes of the preceding Annual General Meeting will be deferred to the next Annual General Meeting; and
- f) consideration of motions notified by the Board at the time that Notice of the meeting was given.

**22.3** No other business shall be transacted at an Extraordinary General Meeting other than motions notified by the Board at the time that notice of the meeting was given.

## **23. MINUTES AT MEETINGS**

**23.1** The General Secretary of the WPA shall be responsible for recording the minutes at General Meetings.

**23.2** The minutes shall be checked by a Director and a representative of a Continental Member (**the scrutineers**) designated to do so.

**23.3** Resolutions passed by the WPA shall come into effect immediately, unless the WPA fixes another date for the resolution to take effect.

**23.4** Approved minutes shall be signed by the General Secretary, the President, and by the scrutineers.

## **24. BOARD**

**24.1** Duties, responsibilities and functions allocated to the Board may be delegated to Committees.

**24.2** The Board may appoint members of any of the following Committees, if applicable, namely:

- a) Disciplinary Committee;
- b) Ethics Committee;
- c) Disciplinary Appeal Committee;
- d) Audit and Compliance Committee;
- e) Governance Committee; and
- f) Financial Committee.

**24.3** There will be at least one Director as a member of each Committee.

- 24.4 The President is an ex officio member of each Committee.
- 24.5 Notwithstanding any delegation of duties, each Director remains liable for the fulfilment of his responsibilities.
- 24.6 Director's rights may not be ceded.
- 24.7 Directors do not represent any Continental Members.
- 24.8 Directors will serve the WPA in accordance with this Constitution, the Rules & Regulations of Pool, the Policies and the Charter of Governance.

## 25. CHARTER OF GOVERNANCE

- 25.1 The Board shall publish a Charter of Governance to be included in the Rules & Regulations of Pool regulating:
- a) The Director's functions, duties and responsibilities to the WPA;
  - b) The Advisory Councils' functions, duties and responsibilities to the Disciplines and to the WPA; and
  - c) The Committees' functions, duties and responsibilities to the WPA.
- 25.2 The Board, the Advisory Councils, Divisions and Committees must observe all of their respective obligations set out in the Charter of Governance.
- 25.3 The Board may amend the Charter of Governance and must consult with the Advisory Councils and Committees before doing so.
- 25.4 The Charter of Governance must be ratified or amended by the WPA at each Annual General Meeting.

## 26. DIRECTORS

- 26.1 Each Director is required to fulfil an eligibility check conducted by the Board and to pass the stated requirements as set out in the Rules & Regulations of Pool.
- 26.2 The Board will comprise the President and have a minimum of five and a maximum of twelve other Directors.
- 26.3 Each Continental Member shall be entitled to nominate one Director to the Board. In the event of a casual vacancy of the nominated member the relevant Continental Member shall be entitled to nominate a replacement Director.
- 26.4 A person nominated by a Continental Member must be a citizen of a country within the Continental Members' continent.
- 26.5 A further six additional Directors may be nominated by Continental Members and elected at the Annual General Meeting (**Elected Directors**) or appointed by the Board in the case of a casual vacancy. A Continental Member may nominate one or more additional Directors to be Elected Directors from any Continent. The Elected Directors shall be appointed for a term of two years unless they are elected to a role of Vice-President, General Secretary and Executive Director in which case they will be elected for four years.

- 26.6** There shall be no more than four Directors in total from countries within any Continental Members' continent.
- 26.7** A Director may be a full-time salaried employee of the WPA, in accordance with the laws of the Republic of South Africa. If so, the Director is required to execute a written employment contract with the WPA, in accordance with the applicable labour laws of the Republic of South Africa.
- 26.8** Every Director must:
- a) Exercise his duties with the necessary care and skill that would be expected of a person in that position;
  - b) not use the WPA's property, information or opportunities for personal gain;
  - c) disclose any conflict of interest or potential conflict of interest prior to any decision being made on that subject, upon which that Director will then be excluded from that decision-making process. If subsequently a conflict of interest arises then place the interests of the WPA above his own;
  - d) exercise independent judgment in decision making;
  - e) exercise a duty of unrestrained discretion;
  - f) exercise powers for their proper purpose for which they were conferred upon the Director;
  - g) act only under available powers and refrain from exceeding powers or using them for personal advantage;
  - h) act solely in the best interest of the WPA and in good faith;
  - i) disclose any personal or business interests that are in conflict with the interests of the WPA;
  - j) refrain from making secret profits which are prohibited;
  - k) not misappropriate corporate opportunities;
  - l) not compete with the WPA;
  - m) exercise the Director's duties as described in the Memorandum of Incorporation;
  - n) not use the position of Director, or any information obtained while acting in the capacity of Director to knowingly cause harm to the WPA;
  - o) not gain an advantage for himself or any person other than an advantage for the WPA or a wholly owned subsidiary of the WPA;
  - p) communicate any information that comes to the Director's attention which is relevant to the interests of the WPA to the Board unless the information is generally available to the public or known to the other Directors;
  - q) ensure that the WPA does not continue to incur liabilities if the WPA is not solvent; and

- r) only incur expenses that have the prior authority of the Board.
- s) If it is necessary to incur an expense in an emergency and without prior approval, then report the expenditure to the Executive Director as soon as possible.

**26.9** Every Director:

- a) shall participate in the strategic management of the WPA and attend and vote at Board meetings;
- b) may take independent professional advice at the expense of the WPA;
- c) may 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;
- d) shall receive reasonable notice of all meetings;
- e) shall claim reimbursement for expenses incurred, subject to availability of funds and compliance with clause 26.8 s); and
- f) shall not interfere with any other Director in that Director's discharge of their duties.

**26.10** Any Board resolution that requires a vote be taken shall be carried if by a majority vote in favour of the resolution. In voting on a resolution there shall, unless the vote is a tie, be only six votes cast with each Continental Member being entitled to cast one vote by a Director nominated by the Continental Member from time to time. A Director can only be nominated by one Continental Member at any time.

**26.11** In the event of a tied vote in the circumstances identified in clause 26.10 the President will have a casting vote. The casting vote may only be used in instances where a majority resolution is required. The President is not obliged to use a casting vote. If the President was nominated to cast a deliberative vote on behalf of a Continental Member under clause 26.10, then his casting vote will be in addition to the deliberative vote.

**26.12** The Directors are responsible for the management of the WPA's business, for which purpose they may exercise all the powers of the WPA.

**26.13** There shall be an Executive Committee of the Board which comprises the President, Vice-President, General Secretary and Executive Director.

**26.14** The election of the positions of Vice-President, General Secretary and Executive Director for four years shall occur at the General Meeting which occurs at the end of the second year of a President's four year term.

## **27. DIRECTORS MEETINGS**

**27.1** Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the General Secretary to give such notice.

**27.2** Notice of any Directors' meeting must indicate:

- a) the proposed date and time;

- b) where it will place; and
  - c) if it is anticipated that Directors participating in the meeting will not be in the same place, then how it is proposed that they should communicate with each other during the meeting.
- 27.3** Written notice of a Directors' meeting must be given to each Director.
- 27.4** 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.
- 27.5** The quorum for a Directors' meeting is 50% of the Directors (which includes the President) who may attend in person, by video conference or by telephone.
- 27.6** At a Directors' meeting, unless a quorum is participating, no resolution may be passed other than a resolution to adjourn the meeting to another date and time not less than 48 hours later. At any adjourned meeting the number of Directors present (in person, by video conference or by telephone) will constitute a quorum for that meeting.
- 27.7** The President or in his absence, the Vice-President, shall chair the Directors' meetings.
- 27.8** The Directors must ensure that the WPA keeps a record, in writing, for at least seven years, from the date of the resolution recorded, of every resolution passed by the Directors and also resolutions that are proposed but not passed.
- 27.9** The Executive Committee of the Board shall consider matters which the President, in his absolute discretion, shall determine to be commercially sensitive or confidential. In relation to these matters the Executive Committee will consider and make recommendations to the Board.
- 27.10** The documents which are the subject of consideration by the Executive Committee shall remain confidential. The President, in his absolute discretion shall determine the nature and extent of the disclosure, if any, to the Board of documents and information in relation to the commercially sensitive or confidential matters referred to in clause 27.9.

## **28. DIRECTORS REMUNERATION AND EXPENSES**

- 28.1** The Board may resolve that Directors shall be paid for:
- a) their services to the WPA as Directors, and
  - b) any other service which they undertake for the WPA, in such amounts as the Board may resolve (**Director's Remuneration**).
- 28.2** A Director's Remuneration may take any form that is agreed with the Director including the payment of pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director, as decided by the Board.
- 28.3** Directors' Remuneration may accrue from day to day.
- 28.4** If sufficient funds are available, and subject to clause 26.8 s), the WPA shall pay any reasonable expenses which a Director properly incurs in connection with their duties.

## **29. VACANCIES**

- 29.1** In the event of a causal vacancy in any of the positions of Vice-President, General Secretary or Executive Director, the President shall nominate the replacement after consultation with the Board..
- 29.2** In the event of a causal vacancy in any of the positions of Sports Director, Development Director, Marketing & Media Director or Players Affairs Directors, the President shall nominate a replacement from the Directors.

## **30. DISQUALIFICATION OF DIRECTORS AND TERMINATION OF OFFICE**

- 30.1** The office of a Director shall be vacated if:
- a) 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
  - b) he becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
  - c) he becomes incapable by reason of mental disorder, illness or injury, of managing and administering his property and affairs; or
  - d) he resigns his office as Director by notice to the WPA; or
  - e) he failed to attend three consecutive meetings of the Board, or the Annual General Meetings, without just cause in the opinion of the majority of the other Directors; or
  - f) he is suspended from taking part in Pool competitions organised or endorsed by the WPA; or
  - g) the Director shall have ceased to be a Director; or
  - h) a vote of no confidence was taken against him by the majority of the remaining Directors and his position terminated as a result thereof; or
  - i) a vote of no confidence was taken against him by the majority of the Continental Members and his position terminated as a result thereof.
- 30.2** Any act done in good faith by a Director prior to his office being vacated shall be valid.

## **31. DIRECTORS POSITIONS / POSITIONS ON THE BOARD / ADVISORY COUNCIL POSITIONS / VACANCIES**

- 31.1** The following Director's positions must be filled, namely:
- a) President;
  - b) Vice-President;
  - c) General Secretary;
  - d) Executive Director which includes the function of Treasurer;

- e) Sports Director;
- f) Development Director;
- g) Marketing & Media Director;
- h) Men's Players Affairs Director; and
- i) Women's Players Affairs Director.

**31.2** All of the positions in 31.1 e) to i) shall be nominated by the President from time to time from the Directors.

**31.3** A Director may hold office in several positions save that the President cannot also hold the position of Vice-President, General Secretary or Executive Director.

**31.4** The roles and responsibilities of the President, Vice-President, General Secretary and Executive Director are set out below.

**31.5** The roles and responsibilities of the Sports Director, Development Director, Marketing & Media Director and Players Affairs Directors shall be determined by the Board from time to time and published in the Rules & Regulations of Pool.

**31.6** Whilst the positions of President, Vice-President, General Secretary and Executive Director are for four-year terms, the Directors who do not fill these roles and who are not appointed by a Continental Member shall serve for a two-year term.

## **32. PRESIDENT**

**32.1** A Continental Member may nominate a person to be elected as the President. The President is a Director.

**32.2** The President shall be elected by a General Meeting and shall serve for a period of four years.

**32.3** The President's term of office shall begin immediately upon election.

**32.4** No person may serve as President for more than two consecutive terms of office. Previous terms served in other capacities as a Director are not relevant in determining the term limit of a President.

**32.5** For the election of the President, where there are two or fewer candidates, only a simple majority of the valid votes cast by the Continental Members present, are necessary.

**32.6** If there are more than two candidates for the election of the President, two-thirds of the votes of the Continental Members present and eligible to vote are necessary in the first ballot. If there is no clear result, then subsequent ballots shall occur with the candidate who receives the lowest number of votes being eliminated until only two candidates for President are left. At that time clause 32.5 applies.

**32.7** The President is accountable to the Board.

**32.8** The President will attend formal tournament openings, sit as the Chairperson at meetings and be the public figure of the WPA.



- 32.9** If the President is unable to perform some or all of his official functions, the Vice-President shall assume the relevant powers and responsibilities of the President for the time being, until the President is able to resume those duties or until the Annual General Meeting when a new President will be elected, if necessary.
- 32.10** The President shall foster a positive image of the WPA and ensure that the WPA's mission, strategic direction, policies and values are protected and advanced.
- 32.11** The President shall seek to maintain and develop good relations between and amongst member associations, political bodies and international organisations.
- 32.12** The President together with any other member of the Executive Committee of the Board may sign records, contracts, cheques and documents on behalf of the WPA.
- 32.13** The President may appropriate funds and pay expenses jointly with the Executive Director.
- 32.14** The President is always authorized to represent the WPA in any dealings whatsoever, legal, financial or otherwise.

### **33. VICE-PRESIDENT**

- 33.1** The Vice-President shall be elected by a General Meeting and shall serve for a period of four years.
- 33.2** The Vice-President is accountable to the Board.
- 33.3** The Vice-President of the WPA shall ensure, so far as he is able, that the information laid before the Board by other Directors, by Advisory Councils and by Committees is true and accurate.
- 33.4** The Vice-President shall exercise and perform the powers and duties of the President whenever the President is unable to do so, or while the office of President is vacant.

### **34. GENERAL SECRETARY**

- 34.1** The General Secretary shall be elected by a General Meeting and serve for a period of four years.
- 34.2** The General Secretary shall attend to all the secretarial functions of the WPA.
- 34.3** The General Secretary is accountable to the Board.
- 34.4** The General Secretary will be responsible for ensuring that the WPA complies with company laws, regulations, statutes, rules and does all that is necessary to ensure continued compliance.
- 34.5** The General Secretary duties include, but are not limited nor restricted to the following:
- a) providing the Directors collectively and individually with guidance as to their duties, responsibilities and powers;
  - b) making the Directors aware of any law relevant to or affecting the WPA;

- c) reporting any failure on the part of the WPA or a Director, to the Board, in compliance with the Memorandum of Incorporation, the Companies Act, the Charter of Governance and the Rules & Regulations of Pool;
- d) ensuring that minutes of all meetings are properly recorded in accordance with the provisions of the Companies Act;
- e) 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;
- f) ensuring that a copy of the WPA's annual financial statements is sent, in accordance with the Companies Act, to the Directors and to the Continental Members; and
- g) ensuring that the WPA's annual return is filed in the prescribed form with the prescribed fee, and within the prescribed period.

### 35. EXECUTIVE DIRECTOR

- 35.1 The Executive Director shall be elected by a General Meeting and shall serve for a period of four years.
- 35.2 The Executive Director is accountable to the Board.
- 35.3 The Executive Director shall be responsible overseeing the legal and governance requirements of the WPA.
- 35.4 The Executive Director will be involved in the day-to-day management of the WPA.
- 35.5 The Executive Director is required to have thorough knowledge of the workings of the WPA.
- 35.6 The Executive Director duties include, but are not limited nor restricted to the following;
  - a) coordinate administrative support for the Advisory Councils, Divisions and Committees;
  - b) coordinating 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;
  - c) administering and maintaining the Financial Records, bookkeeping, budgeting, financial planning, tax, related financial decision making and assessment of the WPA's liquidity and solvency (collectively the **Financial Records**);
  - d) administering and maintaining the Financial Records in such a manner that the income and liabilities of the WPA can be known at any time;
  - e) presenting an annual report on the current status of the WPA at the Annual General Meeting;

- f) submitting the annual balance sheet and the profit and loss account to the Board (**Financial Statements**) for approval prior to them being tabled at an Annual General Meeting;
- g) submitting his annual report and the Financial Statements to the Board sixty days before the date of the Annual General Meeting;
- h) submitting the Financial Statements which have been approved by the Board and his annual report to the General Secretary forty-five days before the date of the Annual General Meeting;
- i) providing the Board with all the information that it requires for its consideration of the Financial Records and shall provide any Director with access to the Financial Records of the WPA at any time;
- j) safeguarding the Financial Records (including 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;

**35.7** If the Board requires specific accounting assistance, it may appoint a specialist at the expense of the WPA.

**35.8** The Executive Director shall be the signatory to all outgoing remittances and payments thereof, which shall be countersigned by the President.

**35.9** The President and Executive Director will open a bank account for the WPA.

**35.10** All out-going payments by the Executive Director shall be based on receipts or on signed vouchers or VAT invoices or account statements in support thereof.

## **36. ADVISORY COUNCILS**

**36.1** The Board may establish Advisory Councils to assist in the governance of each Discipline.

**36.2** Directors may serve as Advisory Councils' members.

**36.3** The Board, in consultation with Continental Members, may appoint members to each Advisory Council.

**36.4** The Directors shall make rules of procedure for the Advisory Councils.

**36.5** The Board may remove Advisory Council members from an Advisory Council at any time without cause.

## **37. DIVISIONS**

**37.1** The Board may establish various Divisions.

**37.2** Directors may serve as Division members.

**37.3** The Board, in consultation with Continental Members, may appoint members for each Division.

**37.4** The Board shall make rules of procedure for its Divisions.

37.5 The Board may remove Division members for a Division at any time without cause.

## **38. COMMITTEES**

38.1 The Board may establish various Committees.

38.2 Directors may serve as Committee members.

38.3 The Board, in consultation with Continental Members, may appoint Committee members for each Committee.

38.4 The Board is empowered to appoint ad hoc committees to act in respect of specific duties and functions. Any such committee may be disbanded or reinstated from time to time as directed by the Board.

38.5 Each Committee is allowed to co-opt additional members therein as it deems fit subject to the approval of the Board.

38.6 The Board may delegate any of the Board's duties to a Committee.

38.7 The Board shall make rules of procedure for its Committees.

38.8 The Board may remove Committee members from a Committee at any time without cause.

## **39. CONDUCT OF OFFICIALS BODIES AND REPRESENTATIVES**

39.1 All Members, Officials, Referees, Athletes and Players must observe the Constitution, the Policies and the Rules & Regulations of Pool.

39.2 Every person and organisation involved in the sport of Pool is obliged to observe the Constitution, the Policies and the Rules & Regulations of Pool.

## **40. STATUS OF INDIVIDUAL COUNTRY ORGANISATIONS, CLUBS, LEAGUES**

40.1 Organisations of each country belonging to a Continental Member is subordinate to the Continental Member and recognised as being subordinate by the Continental Member.

40.2 Clubs, leagues or any other groups affiliated to a Continental Member shall also be subordinate to the Continental Member and recognised as being subordinate by the Continental Member.

40.3 The Continental Members' statutes, Constitution, Charter of Governance, Memorandum or other official documents shall define the scope of authority and the rights and duties of all subordinate groups.

40.4 Every Continental Member shall ensure that its affiliated clubs, leagues, groups and subordinate groups 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.

40.5 A Continental 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.

- 40.6** The Board shall publish a set of constitutional provisions known as the WPA Model Constitutional Rules in the Rules & Regulations of Pool. Each Continental Member and each NGB of each Continental Member shall amend its existing constitution to include the following provision;

“If this Constitution does not contain a provision which deals with a particular circumstance or if its provisions are ambiguous then the WPA Model Constitutional Rules shall apply”.

## **41. INDEPENDENCE**

- 41.1** Each Member shall manage its affairs independently and without undue influence from third parties.
- 41.2** A Member’s associates, officials, members and bodies shall be elected or appointed in its own association.
- 41.3** 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.
- 41.4** Any Member association’s bodies that have not been elected or appointed using a democratic procedure will not be recognised by the WPA and their decisions will also not be recognised by the WPA.

## **42. AMENDMENT OF THE CONSTITUTION, RULES & REGULATIONS OF POOL**

- 42.1** The Board is responsible for adopting and amending the Constitution, the Memorandum of Incorporation and the Rules & Regulations of Pool, as needed and when required.
- 42.2** Any proposals for amendments to the Constitution or the Memorandum of Incorporation, must be submitted in writing, with a brief explanation to the General Secretary at least sixty days prior to the Annual General Meeting.
- 42.3** Only the Board or a Continental Members may submit a proposal to amend. A proposal submitted by a Continental Member shall be a valid proposal provided that it is seconded in writing by at least one other Continental Member. Any proposal to adopt or amend must be submitted in writing with a brief explanation and reasons for the proposal.
- 42.4** For a vote on an amendment to the Memorandum of Incorporation or the Constitution, at least four Continental Members must be present and a proposal to amend the Memorandum of Incorporation or the Constitution, shall only be passed by a special resolution.
- 42.5** The amendment of the Constitution or the Memorandum of Incorporation, only comes into effect after it has been signed by the President and the General Secretary. The President and the General Secretary shall sign the amended Constitution or the Memorandum of Incorporation as soon as possible after the meeting at which the amendment was approved.

- 42.6** After execution of any of the modified Constitution, Memorandum of Incorporation, Rules & Regulations of Pool:
- a) a complete copy thereof must be made available to all Members, either electronically or by publishing it in the WPA website or both; and
  - b) the modified Constitution and Memorandum of Incorporation must be lodged at the SACIPC or at such other registry overseeing registrations from time to time, if so required.

#### **43. VOTES AND ELECTIONS**

- 43.1** Elections may be conducted by secret ballot.
- 43.2** Other resolutions that require a vote shall be reached by a show of hands or by means of an electronic count.
- 43.3** 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 Continental Members' vote, being called to exercise it in English and alphabetical order.
- 43.4** Unless otherwise stipulated in the Constitution, any issue to be the subject of a vote may be determined by an ordinary resolution is sufficient.
- 43.5** Continental Members have the right to vote at the Annual General Meeting, unless suspended or expelled.
- 43.6** Every Continental Member with full membership has two votes with those votes cast as a block, and every Provisional Continental Member has one vote.
- 43.7** Anyone with the right to vote may appoint anyone else with the right to vote, as their proxy to cast their vote. The proxy must be in writing.
- 43.8** All proxies for the Annual General Meeting must be lodged with the General Secretary seven days prior to the commencement of the Annual General Meeting. The written proxies must be signed by the Continental Member or Director granting the proxy and it must contain the proxy's name, surname and written authorisation.
- 43.9** Abstentions, illegal or blank votes do not count as valid votes cast.
- 43.10** If a vote is tied on any matter that requires an ordinary resolution, the Chairman of the meeting may cast a vote to break the tie. Such a vote shall be known as the casting vote. The Chairman is not obliged to use the casting vote.

#### **44. FINANCE**

- 44.1** The WPA financial year is the calendar year and runs from 1 January until 31 December of every year.
- 44.2** The official currency of the WPA is the United States Dollar (\$) or (USD).
- 44.3** The Executive Director and the President shall sign the approved Financial Statements.
- 44.4** The economic resources of the WPA will be allocated towards:

- a) the development of Pool;
- b) the payment of rights, of organising tournaments, championships or any international or special events and the granting of corresponding guarantees, if applicable;
- c) wages, expenses, disbursements and salaries;
- d) donations, benefits and subsidies;
- e) purchase of television rights and publicity;
- f) marketing;
- g) approved expenses of Directors;
- h) payment to contractors and service providers;
- i) statutory payments; and
- j) any other sums authorised by the Board and ratified at an Annual General Meeting.

#### **45. RULES & REGULATIONS OF POOL**

**45.1** The Board shall determine and modify the Rules & Regulations of Pool which regulate the matters provided for in this Constitution and in the sport of Pool.

**45.2** The Rules & Regulations of Pool will contain:

- a) the matters specified in the Constitution;
- b) the playing rules of the Disciplines;
- c) the guidelines for the Divisions;
- d) the details concerning World Championships;
- e) the details concerning WPA Sanctioned Events;
- f) the details concerning Players and Athletes licenses;
- g) the rules relating to tournaments;
- h) disciplinary rules;
- i) the Policies;
- j) the Charters of Governance;
- k) the WPA Model Constitutional Rules;
- l) codes of conduct;
- m) Artistic Pool guidelines;

- n) equipment specifications;
- o) the ethics of Pool; and
- p) other standards set by the Board.

**45.3** The Rules & Regulations of Pool may not contain provisions which violate or are inconsistent with the provisions of this Constitution.

#### **46. MEANS OF COMMUNICATION**

**46.1** 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.

**46.2** Any notice or document to be sent or supplied to a Director in connection with the making of resolutions by Directors may be sent or supplied by electronic means.

#### **47. SEALS, FLAGS, TRADEMARKS, PATENTS**

**47.1** A chosen seal may only be used by the authority of the Executive Committee or the Board.

**47.2** The Directors may decide by what means and in what form a seal is to be used.

**47.3** The Directors must design and choose a flag and logo for the WPA.

**47.4** The WPA trademarks and patents must be registered in as many countries as is possible, and subject to the WPA having the financial resources to pay for the registrations and renewal fees.

#### **48. LIMITED LIABILITY**

**48.1** Nothing herein shall constitute Members, Directors, Advisory Council members, Division members or Committee members of the WPA as partners for any purpose.

**48.2** No Member, Director, Officer, Advisory Council member, Division 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, Advisory Council member, Committee member, Agent or Employee of the WPA.

**48.3** No Director, Officer, Agent, Advisory Council member, Division member, Committee member, or Employee of the WPA will be liable for their acts or failure to act under this Constitution, other than for acts or omissions to act arising out of their wilful misfeasance.

**48.4** The Members and Directors shall not be financially liable for any business of the WPA.

**48.5** The financial liability of the WPA shall never exceed its resources.

#### **49. INDEMNITY**

**49.1** Except as provided in clause 49.2, a Director shall be indemnified out of the WPA's assets against any liability incurred by that Director in good faith:



- a) by reason of his negligence in relation to the WPA; or
- b) generally, in connection with the activities of the WPA.

**49.2** This clause does not provide an indemnity for a Director for a liability:

- a) arising out of fraud;
- b) by reason of gross negligence; or
- c) which would be prohibited or rendered void by any provision of the Companies Act or by any other law.

## **50. INSURANCE**

**50.1** The Board may purchase and maintain insurance, at the expense of the WPA, for the benefit of any Director in respect of 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.

## **51. DISSOLUTION AND LIQUIDATION**

**51.1** A special resolution of the Continental Members is required to dissolve the WPA..

**51.2** The WPA will automatically dissolve if they only have two Continental Members.

**51.3** The WPA will be placed in liquidation in the event that it is no longer solvent, and the Board will apply for liquidators to be appointed. The WPA will then only continue to exist insofar as such is necessary to finalise its affairs.

**51.4** 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.

**51.5** 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 whoever is appointed to this task by the Board or its liquidators.

**51.6** 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 an ordinary resolution of the Continental Members at or before the time of the dissolution.

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