



Affiliated to the World Pool-Billiard Association (IHPA)

# **INTERNATIONAL HEYBALL POOL ASSOCIATION (IHPA)**

## CONSTITUTION

**Registered in London, United Kingdom (NN11 8PL),  
bearing the Registration Number: 8068614.**

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## **ARTICLE 1**

### **1. ABBREVIATIONS:**

- 1.1 WPA:** World Pool-Billiard Association
- 1.2 WCBS:** World Confederation of Billiards Sports
- 1.3 NOC:** National Olympic Committee
- 1.4 IOC:** International Olympic Committee
- 1.5 GAISF:** General Association of International Sports Federations
- 1.6 ARISF:** Association of IOC Recognized International Federations
- 1.7 IWGA:** International World Games Association
- 1.8 AGM:** Annual General Meeting
- 1.9 SGM:** Special General Meeting
- 1.10 GA:** General Assembly
- 1.11 EGA:** Extraordinary General Assembly
- 1.12 WADA:** World Anti-Doping Agency

## ARTICLE 2

### 2. DEFINED TERMS:

- 2.1 “**Board**” means all the active and current Directors of International Heyball Pool Association, appointed by the President of the International Heyball Pool Association and registered as a Director of the International Heyball Pool Association,
- 2.2 “**Chairperson**” is one of the Directors of the International Heyball Pool Association, appointed to fulfill the function of a Chairperson at all meetings.
- 2.3 “**Constitution**” means the Constitution of the International Heyball Pool Association, as amended and adopted from time to time, the terms and conditions of which are contained herein.
- 2.4 “**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 International Heyball Pool Association, alternatively by the President of the International Heyball Pool Association.
- 2.5 “**Director**” means a Director of the International Heyball Pool Association, as registered on the International Heyball Pool Association’s registration documents, amended from time to time, who is also required to be a Member of the Council of the International Heyball Pool Association.
- 2.6 “**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form.
- 2.7 “**Electronic Form**” means the electronic representation of information in any form and/or data.
- 2.8 “**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.
- 2.9 “**Member**” means Members of the International Heyball Pool Association who hold Membership in, and specified rights in respect of, the International Heyball Pool Association and it includes Voting Members and Non-Voting Members of the International Heyball Pool Association.

- 2.10 “**Rules and Regulations**” means the rules and regulations of the International Heyball Pool 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.
- 2.11 “**Natural person**” means a non-juristic and ordinary person in his or her personal capacity as a human being.
- 2.12 “**Ordinary Resolution**” means a resolution adopted with the support of more than 50% of the voting rights exercised on the resolution.
- 2.13 “**Player**” means any person who has at any time been ranked in the ranking lists produced by the International Heyball Pool Association, as amended from time to time.
- 2.14 “**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, or a person able to participate in the meeting by electronic communication.
- 2.15 “**Proxy**” is a written authorization for a person to act on behalf of another person.
- 2.16 “**Ranking List**” means the list of ranked players.
- 2.17 “**Remuneration Committee**” means a Committee appointed by the Board to consider and determine the remuneration of Directors.
- 2.18 “**Season**” means the full calendar year from 1<sup>st</sup> January to 31<sup>st</sup> December.
- 2.19 “**Secretary**” means the active company Secretary, as appointed by the Board.
- 2.20 “**Special Resolution**” means a resolution adopted with the support of at least 75% of the voting rights exercised.
- 2.21 “**The Game**” or “**The Sport**” means the game of Chinese 8-Ball Pool and its derivatives, including all forms of play on a Chinese 8-Ball pool table (sometimes referred to as Chinese pool table).
- 2.22 “**Tour**” means the annual series of pool tournaments organised and/or endorsed by the International Heyball Pool Association.
- 2.23 “**Voting Members**” means Members of the International Heyball Pool Association who are eligible to vote.
- 2.24 “**World Chinese 8-Ball Pool Championship**” means the present championship which is organised and controlled or sanctioned by the International Heyball Pool Association.
- 2.25 “**IHPA**” means the International Heyball Pool Association, a non-profit company, which is the global governing body for Chinese 8-Ball Pool and its derivatives, comprising volunteers of Chinese 8-Ball pool and its derivative organizations from all continents and is registered in London, UK (NN11 8PL), bearing the registration number 8068614.

## **ARTICLE 3**

### **3. NAME, SEAT, ADDRESS AND OFFICIAL LANGUAGE:**

- 3.1 The name of the company is International Heyball Pool Association (also referred to in this Constitution as the IHPA).
- 3.2 The company is based in London, United Kingdom. It is registered in London, UK (NN11 8PL), bearing the registration number 8068614.
- 3.3 The correspondence of the IHPA shall coincide with the address of the office of the Secretary for the IHPA.
- 3.4 The official and administrative languages of the Association shall be English and Chinese.



## ARTICLE 4

### 4. INTERPRETATION:

- 4.1 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.
- 4.2 The headings herein are for convenience only and shall not affect the interpretation of any contents hereof.
- 4.3. Unless the context otherwise requires other words or expressions contained herein, bear the same meaning as in the Companies Act that is in force from the date this Constitution becomes binding on the International Heyball Pool Association.
- 4.4 Words importing the singular only, will include the plural and *vice versa*.
- 4.5 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.
- 4.6 In the event of ambiguity and uncertainty, the Secretary’s, alternatively the President’s interpretation of any item contained within this Constitution, that is vague, will be final.

## ARTICLE 5

### 5. AIMS AND OBJECTIVES:

- 5.1 The IHPA is the is the global governing body for Chinese 8-Ball Pool and its derivatives. The IHPA sets the rules, regulations and the guidelines for Chinese 8-Ball Pool and its derivatives..
- 5.2 The IHPA will organise the sport of Chinese 8-Ball Pool under amateur and professional conditions worldwide, commercialize it and develop the sport.
- 5.3 The IHPA will organise its own international competitions and promote, foster, sanction and promulgate the game of Chinese 8-Ball Pool. The IHPA will obtain sponsors, promoters and organizers for the sport.
- 5.4 The IHPA is the sole authorized body that creates and determines rules and regulations for the sport of Chinese 8-Ball Pool. The IHPA will draw up the rules and regulations and provisions governing the sport of Chinese 8-Ball Pool and related matters and amend it from time to time.
- 5.5 The IHPA sports regulations and rules are ruling the sporting activities for:
  - 5.5.1. World Championships (WC);
  - 5.5.2. IHPA Ranking Events;
  - 5.5.3. IHPA Sanctioned events.
- 5.6 The IHPA sports rules and regulations constitute the complete set of rules in cases of sports regulations, ranking and qualifications, referees and tournament officials and disciplinary rules.
- 5.7 The IHPA will ensure enforcement of the IHPA's rules and regulations and prescribe procedures therefore.
- 5.8 The IHPA will control every type of association with the discipline of Chinese 8-Ball Pool and its derivatives by taking appropriate steps to prevent infringements of its Constitution, rules, regulations or decisions of the IHPA or of the laws of the sport.
- 5.9 The IHPA must cultivate mutual friendships with other types of international and national Chinese 8-Ball Pool organisations. The IHPA will promote friendly relations between and amongst Member associations, confederations, clubs, officials and players in a society for humanitarian objectives.
- 5.10 The IHPA will prescribe and adopt sports policies that are not in conflict with the rules of the World Pool-Billiard Association, World Confederation of Billiard Sports and the International Olympic Committee, as published in the Olympic Charter.

- 5.11 As a Member of the World Pool-Billiard Association, the IHPA recognises the World Confederation of Billiard Sports (WCBS) as the world's governing body of billiard sports with regards to its association with the International Olympic Committee (IOC).
- 5.12 The IHPA recognizes the WADA Anti-Doping Code and is determined to do its utmost to keep Chinese 8-Ball free from any and all performance enhancing drugs. The IHPA Anti-Doping Rules are in accordance with the WADA Anti-Doping Code. The IHPA also recognizes, accepts and follows the WCBS/WADA Anti-Doping Rules.
- 5.13 The IHPA is a non-profit organisation and must constantly strive to improve the sport of Chinese 8-Ball Pool and promote it globally for the purpose of unifying educational, cultural and humanitarian values, particularly through development programmes.
- 5.14 The IHPA, through its Voting Members, will use its best efforts to ensure that the game of Chinese 8-Ball Pool is available to and resourced for all who wish to participate, regardless of gender, level of ability or age.
- 5.15 The IHPA through its Voting Members will strive to promote the development of the game of Chinese 8-Ball Pool, especially amongst the disabled, women and children and allow for their full participation in the sport.
- 5.16 The IHPA 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 jeopardize the integrity of the members, sport, competitions, players, officials and associations.
- 5.17 The IHPA 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 IHPA, the IHPA reserves its right to intervene through its disciplinary Committee, subject to administrative charges that may be levied for the dispute resolution process.
- 5.18 The organisation, duties and responsibilities of the IHPA are governed herein.
- 5.19 The IHPA 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 IHPA Constitution.
- 5.20 The IHPA will co-operate with its Voting Members for the common promotion thereof.
- 5.21 The IHPA will publish ranking lists, newsletters, journals, periodicals, or articles of common interest on Chinese 8-Ball Pool and its derivatives.

## **ARTICLE 6**

### **6. LAWS OF THE GAME AND RULES OF PLAY:**

- 6.1 Each Member association shall play Chinese 8-Ball Pool in compliance with the laws, rules and regulations of the sport issued by the IHPA.
- 6.2 Only the IHPA may lay down, alter, change and/or amend the laws, rules and regulations of the sport.

## **ARTICLE 7**

### **7. DURATION:**

- 7.1. IHPA Ltd is founded as an Association for an indefinite period.
- 7.2 On the death of a Director or Council Member, such Director or Council Member will be replaced and it will not affect the continuity of the IHPA.

## **ARTICLE 8**

### **8. HUMAN RIGHTS:**

- 8.1. The IHPA 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.
- 8.2 Any member's discrimination and/or hate speech of any kind against a country, private person, group of people etc. on account of race, skin colour, ethnicity, 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.

## **ARTICLE 9**

### **9. HIERARCHY:**

- 9.1 The IHPA Council is the supreme legislative body.
- 9.2 The General Secretariat is the Executive, which is the operational and administrative body.
- 9.3 The Council is the strategic, management and oversight body.
- 9.4 Standing and ad-hoc Committees shall advise and assist the Council, the Board and the General Secretariat in fulfilling their duties.

## **ARTICLE 10**

### **10. MEMBERSHIP:**

- 10.1 The IHPA has two types of Membership, namely Voting Membership and Non-Voting Membership.
- 10.2 The IHPA has one Voting Member per continent.
- 10.3 The IHPA 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.
- 10.4 The Board may also issue rules and/or regulations with regard to the admission process of Members.
- 10.5 The current Voting Members are:
  - 10.5.1 "All Africa Pool Association" (AAPA) representing the continent of Africa.
  - 10.5.2 "Asian Confederation Billiard Sports" (ACBS) representing Asian continent.
  - 10.5.3 "Billiard Congress of America" (BCA) representing the continent of North America.
  - 10.5.4 "Confederacion Panamericana de Billar" (CPB) representing the continent of South America.
  - 10.5.5 "European Pocket Billiard Federation" (EPBF) representing the continent of Europe.
  - 10.5.6 "Oceania Pocket Billiard Association" (OPBA) representing the Oceanic continent.
  - 10.5.7 There is no current voting member for the Antarctic continent.

## ARTICLE 11

### 11. VOTING MEMBERS:

- 11.1 Any Chinese 8-Ball Pool organisation, representing itself as a continental federation and is able to demonstrate, to the satisfaction of the Board, that it is the only or alternatively the leading organisation for Chinese 8-Ball Pool within the boundaries of a continental territory, may apply for Membership to the IHPA.
- 11.2 If the leading continental Chinese 8-Ball Pool organization in any continent does not apply for Membership to the IHPA, the IHPA Board, may appoint a Voting Member in that continent.
- 11.5 New applications for Voting Membership and IHPA Board appointed Voting Members will be considered at a Board meeting and applications must be approved with a vote of at least two-thirds majority of votes cast.
- 11.6 Newly approved Voting Members will have Provisional Membership status for the first two years. Full Voting Membership will be 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 IHPA Board.
- 11.7 Voting Members have equal votes with the exception of Provisional Members who are not eligible to vote. Except for voting rights, Provisional Members are entitled to all other benefits enjoyed by a Voting Membership.
- 11.8 Recognition of each Voting Member by the IHPA entails full mutual respect of each other's authority within their respective institutional areas of competence as set out in this Constitution.
- 11.9. The IHPA 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.

## **ARTICLE 12**

### **12. OBLIGATIONS AND DUTIES OF VOTING MEMBERS:**

- 12.1 Each Voting Member must notify the Board and Council Members of the IHPA, about the Voting Member's General Assembly or Annual General Meeting and must extend a written invitation to all Directors and Council Members of the IHPA to attend the meeting. The written invitation must include the date, time, address and venue of the General Assembly or Annual General Meeting and must be delivered to the Board and Council Members of the IHPA at least thirty (30) days prior to such meeting.
- 12.2 Each Voting Member must present its financial statements at its General 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 IHPA, within thirty (30) days after acceptance and approval thereof.
- 12.3 Each Voting Member must provide the agenda and the minutes of its General Assembly or Annual General Meeting to the IHPA within thirty days after the meeting, irrespective whether any of the Directors or Council Members of the IHPA attended the Voting Member's meeting.
- 12.4 Voting Members are obliged to acknowledge the IHPA as the sole governing body for Chinese 8-Ball Pool and its derivatives.
- 12.5 Voting Members must lodge a copy of its Constitution to the IHPA, and any amendments that they make thereto from time to time. The copy of its Constitution and amendments thereto must be lodged at the IHPA by the 28<sup>th</sup> day of February of each and every year.
- 12.6 Voting Members are required to submit a written annual report to the IHPA. The written annual report must be submitted to the IHPA by the 31<sup>st</sup> day of March of each and every year.
- 12.7 Voting Members are obliged to comply with any reasonable written request or demand made to the Voting Member by the IHPA. In the event of the Voting Member's non-compliance with such request and/or demand, the IHPA Board will decide whether the request was reasonable and what the sanction for the Member's non-compliance should be.
- 12.8 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 IHPA and/or of the sport.

- 12.9 Voting Members may not initiate or cause any action that can bring the IHPA or the sport into disrepute.
- 12.10 Voting Members who fail to comply with rules, regulations and obligations may have their Voting Membership suspended.
- 12.11 Voting Members' subscriptions and Membership fees will be determined by the IHPA Board and is payable yearly by the Voting Member on or before the 31<sup>st</sup> day of January of every year.
- 12.12 Voting Members are required to comply with the IHPA's constitution, rules and regulations and to comply with the laws of the game and sport.
- 12.13 All Voting Members must declare that they recognize the Disciplinary Committee of the IHPA, the laws and courts of the United Kingdom (if applicable), the Acts and Statutes of the UK, and specifically the Arbitration Structures of the United Kingdom to have jurisdiction over any dispute that may arise from their Membership.
- 12.14 Every Voting Member is responsible to answer to the IHPA for any and all acts of the members of their own bodies and organizations; caused by the negligence, conduct or wilful misconduct of their own members.
- 12.15 Every Voting Member is responsible to take disciplinary action against its own members, when requested to do so by the IHPA, failing which the IHPA may take such disciplinary steps against them in which instance the Voting Member shall be responsible for the payment of any administrative fees and costs associated with the disciplinary action process implemented by the IHPA.
- 12.16 The Statutes, Constitution and/or Charter of Governance of every Voting Member of the IHPA must comply with the principles of good governance, and shall in particular contain, at a minimum, provisions relating to the following matters:
- 12.16.1 To be neutral in matters of politics and religion.
  - 12.16.2 To prohibit all forms of discrimination.
  - 12.16.3 To be independent and avoid any form of political interference.
  - 12.16.4 To ensure that legal personas and judicial bodies are independent (separation of powers).
  - 12.16.5 To ensure that all relevant stakeholders agree to respect the laws, regulations and rules of Chinese 8-Ball Pool.



- 12.16.6 Principles of loyalty, integrity, sportsmanship and fair play.
  - 12.16.7 Acknowledgement of the IHPA's Constitution, memorandum, rules and regulations associated with the sport.
  - 12.16.8 Recognition of the IHPA as the world's sole governing body for Chinese 8-Ball Pool and its derivatives.
  - 12.16.9 Declaration that they recognize the IHPA rules, regulations, disciplinary actions and the laws, courts and Arbitration Foundation of the United Kingdom, 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 IHPA.
  - 12.16.10 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.
  - 12.16.11 Define the roles and competence of the decision making bodies and measures to avoid conflict of interest in decision-making.
  - 12.16.12 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.
  - 12.16.13 Annual independent audits of accounts.
- 12.17 Voting Member Associations must participate in at least two of the IHPA competitions over a period of two consecutive years.
- 12.18 All provisional and full membership Voting Members are liable to pay an annual membership fee. Membership fees will be determined by the IHPA Board and is payable yearly.
- 12.19 Voting Members must organise their own competitions in compliance with the international match calendar.
- 12.20 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 IHPA.

- 12.21 Voting Members must ensure that their representatives appointed to the Board or Council or Committee 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 IHPA.
- 12.22 Voting Members must appoint and set up committees to work closely together with corresponding committees at the IHPA.
- 12.23 Voting Members must promote and develop the game on their continents and must arrange development programmes, courses, conferences and create the necessary associations to fulfil their duties.

## ARTICLE 13

### 13. RIGHTS OF VOTING MEMBERS:

- 13.1. Voting Members may attend Annual General Meetings and other meetings.
- 13.2. Voting Members may take part in the decision making processes.
- 13.3. Voting Members may draw up proposals for inclusion in the agenda of the Annual General Meeting.
- 13.4. Voting Members may nominate any candidates of their choice.
- 13.5. Voting Members may cast their votes on any matter, including, but not limited to:
  - 13.5.1. Voting for Directors;
  - 13.5.2. Voting for a President;
  - 13.5.3. Voting for a Board; and
  - 13.5.4. Voting for the removal and/or for the instatement of Director/s and a President; and
  - 13.5.5. Voting for the Council.
- 13.6. Voting Members may take part in competitions organised by the IHPA.
- 13.7. Voting Members may take part in the IHPA's Development Programmes.
- 13.8. Voting Members may exercise all other rights arising from this constitution and from the rules and regulations of the IHPA.

## ARTICLE 14

### 14. NON-VOTING MEMBERS:

- 14.1. Any organisation or individual may be considered for Non-Voting Membership to the IHPA.
- 14.2. Life and Honorary Memberships are included in the category of Non-Voting Members. Life and Honorary Members are not required to pay subscription fees.
- 14.3. Non-Voting Members have no seat on the Board or on the Council and they have no decision making capability or votes.
- 14.4. Natural Non-Voting Members - Membership to the IHPA is personal and not eligible to be ceded, or for transfer or transition thereof to any other natural person or to any other legal personas.
- 14.5. Any association or legal personas which are involved in the game of Chinese 8-Ball Pool may also apply to become a Non-Voting Member.
- 14.6. The annual subscription and Membership Fees that are payable to the IHPA shall be set at a higher amount for legal personas.
- 14.7. Any natural persons or legal personas associations, desirous to become a Non-Voting Member of the IHPA shall apply in writing to the IHPA's Secretary for membership.
- 14.8. 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 IHPA.
- 14.9. 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 IHPA.

## **ARTICLE 15**

### **15. OBLIGATIONS AND DUTIES OF NON-VOTING MEMBERS:**

- 15.1. 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.
- 15.2. Non-Voting Members may not initiate or cause any action that can bring the IHPA or the sport into disrepute.
- 15.3. Non-Voting Members who fail to comply with rules, regulations and obligations may have their Non-Voting Membership suspended and/or terminated. Alternatively, fine/s may be imposed against such Non-Voting Members for non-compliance.

## **ARTICLE 16**

### **16. RIGHTS OF NON-VOTING MEMBERS:**

- 16.1. Non-Voting Members may attend Annual General Meetings.
- 16.2. Non-Voting Members may submit suggestions to the IHPA.
- 16.3. Non-Voting Members are entitled to lodge written complaints at the IHPA and request resolution thereof, in terms of the administrative process described and subject to payment of administrative fees payable in respect of costs and expenses incurred by the IHPA in the resolution process.
- 16.4. Non-Voting Members may take part in competitions organised by the IHPA.
- 16.5. Non-Voting Members may take part in the IHPA's development programmes.
- 16.6. Non-Voting Members may exercise all other rights arising from this constitution and other rules and regulations of the IHPA.

## **ARTICLE 17**

### **17. HONORARY PRESIDENT, HONORARY VICE-PRESIDENT AND HONORARY MEMBER:**

- 17.1. 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 IHPA and the sport.
- 17.2. The Board, Voting Members, Council Members and Committee Members may propose these nominations.
- 17.3. The Honorary President, Honorary Vice-President and Honorary Member may take part at any meeting. They may join in debates, they may raise opinions and they may offer advice, but they are not eligible to vote.

## **ARTICLE 18**

### **18. MEMBERSHIP FEES:**

- 18.1. Annual Membership Fees are determined by the Board.
- 18.2. Membership fees are payable by 31<sup>st</sup> of January of each year.
- 18.3. If a Member fails or neglects or refuses to pay the prescribed Membership fee within thirty days after it becomes due, then 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.
- 18.4. If a membership fees remain outstanding for a period of twenty four months, such defaulting member's IHPA membership shall automatically be terminated, without notice given thereof to the defaulting member.
- 18.5. Membership Fees are strictly non-refundable.
- 18.6. Voting Members will pay a higher Membership fee than Non-Voting Members.

## **ARTICLE 19**

### **19. LEVIES:**

- 19.1. The IHPA may demand payment of a levy on matches played.
- 19.2. Voting Members may demand their own payments of levies on matches played in their territory, independently.

## **ARTICLE 20**

### **20. SUSPENSION, EXPULSION, TERMINATION:**

- 20.1. The Board will decide which disciplinary measures are appropriate in respect of violations and whether to impose a fine or suspend or expel a Voting Member or a Non-Voting Member upon recommendation to do so as a result of non-compliance.
- 20.2. Disciplinary steps may be taken and disciplinary sanctions may be imposed by the IHPA, including, suspensions, dismissals, termination of membership, fines and any other appropriate measures at the discretion of the Board, when Members, Directors, the Board, Council Members, Committee Members, Sub-Committee Members and/or any other officials of the IHPA violate their obligations and/or contravene the rules, regulations, terms of the constitution or memorandum of incorporation.
- 20.3. Suspension of Membership may be imposed when it is appropriate to do so at the discretion of the Board.
  - 20.3.1. The IHPA may suspend the membership of a Voting Member, a Non-Voting Member, Council Member, Committee Member, Sub-Committee Member, Board Member or Director upon request and in appropriate circumstances.

- 20.3.2. Notwithstanding the foregoing, the IHPA may, without request or vote, temporarily suspend the membership, with immediate effect of a Voting Member, a Non-Voting Member, Council Member, Committee Member, Sub-Committee Member, Board Member or Director that seriously violates its obligations and contravenes the IHPA rules, regulations, memorandum of incorporation and constitution.
- 20.3.3. A suspension of membership, approved by the IHPA, shall be in effect for the time period as determined by the Board.
- 20.3.4. 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.
- 20.3.5. Suspension of the membership of a Non-Voting Member requires a vote of at least fifty percent of the votes cast of the Voting Members present and eligible to vote. Voting may also take place by way of electronic means.
- 20.3.6. 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.
- 20.3.7. When the Membership of a Voting Member, a Non-Voting Member, Council Member, Committee Member, Sub-Committee Member, Board Member or Director 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 IHPA.
- 20.3.8. 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.
- 20.3.9. The Board, alternatively a Disciplinary Committee, may impose further sanctions at its discretion.



- 20.3.10. A Voting Member's associates, that do not participate in at least two of the IHPA competitions over a period of two consecutive years, shall be suspended from voting until they have fulfilled their obligations to participate.
- 20.3.11. Suspension of a Voting Member must be done by the Directors and the Voting Member must immediately be informed of the decision, including the reasons.
- 20.3.12. A Voting Member, a Non-Voting Member, Council Member, Committee Member, Sub-Committee Member, Board Member or Director, 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 Member, Committee Member, Sub-Committee Member, Board Member or Director or it may result in the termination of the membership or in a dismissal.
- 20.3.13. The Board may suspend a Member or alternatively impose any sanction or a fine against such Member, which acts in violation of the IHPA constitution, memorandum of incorporation, rules, regulations and any decisions taken by the IHPA, which violation creates an unreasonable disadvantage or embarrassment to the IHPA.
- 20.3.14. The maximum suspension period that may be enforced against a Member is a period of one year which may be extended for another year, excluding any other sanctions that may be imposed.
- 20.3.15. Suspension may be from voting, from participating and/or from membership.

- 20.4. Membership may be terminated and Directors, Committee Members and Council Members may be dismissed at the discretion of the Board.
- 20.4.1. IHPA Membership 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.
- 20.4.2. Final expulsion, exclusion and termination of a Voting Member 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.
- 20.4.3. 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, membership termination and/or suspension and/or dismissal.
- 20.4.4. 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 should not be terminated.
- 20.4.5. 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.
- 20.4.6. 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.

- 20.4.7. A Voting Member's membership will be terminated when it loses the status of being the leading association representing the game of Chinese 8-Ball Pool in its continent.
- 20.5. Members may be excluded at the discretion of the Board.
  - 20.5.1. A member may be excluded as a result of the Member's failure to pay its annual contributions timeously or at all.
  - 20.5.2. A member may be excluded when the member creates an unreasonable disadvantage or embarrassment to the IHPA.
  - 20.5.3. Any decision made to exclude membership to the IHPA will be effective immediately.
  - 20.5.4. 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.
  - 20.5.5. An appeal against the exclusion can be made to the Council, provided that written notice of the appeal must be lodged with the IHPA 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.
- 20.6. 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.
- 20.7. 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.

## ARTICLE 21

### 21. DISCIPLINARY MEASURES:

21.1. Except for membership suspensions and terminations, the following disciplinary measures will primarily be imposed on natural persons and legal personas, but not limited thereto:

- 21.1.1. A warning;
- 21.1.2. A reprimand;
- 21.1.3. A fine;
- 21.1.4. The return of awards.

21.2. Except for membership suspensions and terminations, the disciplinary measures are primarily for natural persons, but not limited thereto:

- 21.2.1. A caution;
- 21.2.2. An expulsion;
- 21.2.3. A match suspension;
- 21.2.4. A ban;
- 21.2.5. Social work.

21.3. Except for membership suspensions and terminations, the disciplinary measures are primarily for natural persons, but not limited thereto:

- 21.3.1. A ban;
- 21.3.2. Playing without spectators;
- 21.3.3. Annulment of the result of a match;
- 21.3.4. Expulsion;
- 21.3.5. Forfeiture;
- 21.3.6. Deduction of points;
- 21.3.7. Relegation to a lower division;
- 21.3.8. Replaying a match.

## **ARTICLE 22**

### **22. RESIGNATION:**

- 22.1. A Member may resign from the IHPA with effect from the last day of a calendar year.
- 22.2. A notice of resignation must reach the Secretary of the IHPA one hundred days before the end of the calendar year.
- 22.3. The notice of resignation must be in writing and it must state the reasons for the member's resignation.
- 22.4. A resignation is not valid until the member has fulfilled all of its financial obligations towards the IHPA, including obligations for payment of fines.
- 22.5. Notwithstanding the above, the IHPA 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 IHPA's election to accept the resignation as being effective immediately.

## **ARTICLE 23**

### **23. MEETINGS:**

- 23.1. The IHPA may call the following meetings, namely:
  - 23.1.1. The Annual General Meeting which is the IHPA's yearly assembly, to be attended by the Directors, Council Members, Voting Members and Non-Voting Members. This meeting must be called by the Board.

- 23.1.2. 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.
- 23.1.3. 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.
- 23.1.4. 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.
- 23.2. Prior notice of meetings must be given in writing, to the invitees as follows:
- 23.2.1. Forty-five days written notice for the Annual General Meeting.
  - 23.2.2. Thirty days written notice for any Directors' / Board / Management meetings.
  - 23.2.3. Sixty days written notice for any Members' meetings.
  - 23.2.4. Three days written notice for any Special or Extraordinary meetings called for special, Extraordinary or urgent matters.
  - 23.2.5. Thirty days written notice for any Committee or Sub-Committee meetings.
- 23.3. Meetings may be conducted by way of attendance in person, by electronic means, electronic mail communications, electronic conference, video conference or in a similar manner.

## ARTICLE 24

### 24. ANNUAL GENERAL MEETINGS:

- 24.1. The Annual General Meetings will be held in a location and at a venue, as decided by the President.
- 24.2. A quorum of at least half of the Voting Members is required in attendance for the meeting to commence.
- 24.3. 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.
- 24.4. 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.
- 24.5. A provisional agenda shall be sent to the members at least thirty days prior to the commencement of the Annual General Meeting.
- 24.6. Proposals from the Board and/or members must be submitted no later than forty-five days prior to the commencement of the AGM.
- 24.7. Reports from Directors, Council Members, Committee Members, Sub-Committee Members, Voting Members, auditors, etc., must be submitted to the Secretary of the IHPA at least forty five days prior to the AGM.
- 24.8. 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 AGM.
- 24.9. 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 AGM.
- 24.10. 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.

- 24.11. The Annual General Meeting is led by the President, or by the Chairperson, or in the absence of them both, it is led by the Vice-President or Deputy Chairperson and failing all of them by the longest serving Director.
- 24.12. A judgement reached by the Board that is announced by the President is decisive.
- 24.13. The decision reached by the Board and announced by the President is final.
- 24.14. 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.
- 24.15. Adjournments at the Annual General Meeting may take place as follows:
  - 24.15.1. 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 Chairperson of the meeting must adjourn it.
  - 24.15.2. 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 Member's nominated representative.
  - 24.15.3. The Chairperson of the Annual General Meeting may adjourn a General Meeting at which a quorum is present, if those that are present at the meeting consent to an adjournment for safety reasons or if directed to do so by the meeting.
  - 24.15.4. When adjourning the Annual General Meeting, the Chairperson 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.

- 24.15.5. 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.
- 24.16. 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, agree to such a motion. Compulsory agenda topics may not be removed from the agenda.
- 24.17. The agenda of the Annual General Meeting shall include the following mandatory items, namely:
  - 24.17.1. A declaration that the Board and meeting has been convened and composed in compliance with the Constitution.
  - 24.17.2. Approval of the agenda and adding further matters to the agenda.
  - 24.17.3. An address by the President and/or Chairperson.
  - 24.17.4. Confirmation that the IHPA Secretary will take and keep record of the minutes of the meeting.
  - 24.17.5. Appointment of a Director to check the minutes of the meeting.
  - 24.17.6. Considering new applications for Voting Members and confirming provisional and full Voting Memberships and admission for Memberships, if applicable.
  - 24.17.7. Suspension and/or expulsion of Voting Members.
  - 24.17.8. Approval of the minutes of the preceding Annual General Meeting.

- 24.17.9. Activity reports submitted by each Director.
- 24.17.10. Report from the auditors, if any and compliance issues.
- 24.17.11. Presentation of the audited annual financial statements and voting on the approval thereof.
- 24.17.12. Approval of the annual budget.
- 24.17.13. Proposals for adopting of and amending of the Constitution, rules, regulations and memorandum of incorporation.
- 24.17.14. Issuing of standing orders.
- 24.17.15. Discussion of proposals duly submitted by the Voting Members at least thirty days prior to the Annual General Meeting.
- 24.17.16. Appointment of auditors, if applicable.
- 24.17.17. Dismissal of any Director, including the President, dismissal of Committee Members, Sub-Committee Members and Council Members.
- 24.17.18. Elections and voting on the positions for President and Chairperson, Vice-President and Deputy Chairperson, Executive Director, Secretary, Treasurer, Tournament Director and Development Director.
- 24.17.19. 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.
- 24.17.20. The designation of the host country for tournaments.
- 24.17.21. Appointing Council Members.

## **ARTICLE 25**

### **25. SPECIAL GENERAL OR EXTRAORDINARY MEETINGS:**

- 25.1. Special or Extraordinary meetings may be called for Special, Extraordinary or urgent matters of the Board, Committee Members, 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.
- 25.2. 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.
- 25.3. Decisions taken by the Board at Special or Extraordinary meetings are valid and need not be ratified.

## **ARTICLE 26**

### **26. MINUTES AT MEETINGS:**

- 26.1. The Secretary of the IHPA shall be responsible for recording the minutes at Annual General Meetings.
- 26.2. The minutes shall be checked by a Director designated to do so.
- 26.3. Decisions passed by the IHPA shall come into effect immediately, unless the IHPA fixes another date for a decision to take effect.
- 26.4. Approved minutes shall be signed by the Secretary and the President.

## **ARTICLE 27**

### **27. BOARD:**

- 27.1. Duties, responsibilities and functions allocated to the Board may be delegated to the Council or to Committees.
- 27.2. Notwithstanding delegation of duties, each Board Member remains liable for the fulfilment of his own responsibilities.
- 27.3. Board Members' rights may not be ceded.
- 27.4. Board Members of the IHPA do not represent Member federations to which they are affiliated.
- 27.5. Board Members will serve the IHPA in accordance with the IHPA Constitution and governing rules.

## **ARTICLE 28**

### **28. CHARTER OF GOVERNANCE:**

- 28.1. The IHPA may adopt a Charter of Governance regulating:
  - 28.1.1. The Directors' functions, duties and responsibilities to the IHPA; and
  - 28.1.2. The Council's functions, duties and responsibilities to the IHPA; and
  - 28.1.3. The Committees' functions, duties and responsibilities to the IHPA;therein.
- 28.2. The Board, Council and Committees must observe all of its obligations as set out in such Charter of Governance upon its adoption.
- 28.3. The Board may amend the Charter of Governance and must provide for the process therefore.

## ARTICLE 29

### 29. DIRECTORS:

- 29.1. Each Director is required to fulfil an eligibility check conducted by the Board and to pass the set requirements.
- 29.2. The IHPA will have a minimum of three Directors, which positions will be filled by three natural persons.
- 29.3. The IHPA will have a maximum of seven Directors, each of which must be a natural person.
- 29.4. Any Director may be a full-time salaried employee of the IHPA, in accordance with the laws of the United Kingdom, in which event such Director is required to conclude a written employment contract with the IHPA, which employment contract must be in accordance with the applicable labour laws of the United Kingdom.
- 29.5. Every Director must:
  - 29.5.1. Exercise his/her duties with the necessary care and skill that would be expected of a person in that position.
  - 29.5.2. Not use the IHPA's property, information or opportunities for personal gain.
  - 29.5.3. Exercise independent judgment in decision making.
  - 29.5.4. Exercise a duty of unrestrained discretion.
  - 29.5.5. Exercise powers for their proper purpose for which they were conferred upon the Director.
  - 29.5.6. Act only under available powers and refrain from exceeding powers or using it for personal advantage.
  - 29.5.7. Act solely in the best interest of the IHPA and in good faith.
  - 29.5.8. Prevent any conflict of interest and in the event of there being a conflict of interest, place the interests of the IHPA above his/her own.

- 29.5.9. Disclose any personal or business interest and conflict to the IHPA and refrain from making secret profits which are prohibited.
- 29.5.10. Not misappropriate corporate opportunities.
- 29.5.11. Not improperly compete with the IHPA.
- 29.5.12. Exercise the Director's duties as described in the Memorandum of Incorporation.
- 29.5.13. Not use the position of Director, or any information obtained while acting in the capacity of Director to knowingly cause harm to the IHPA.
- 29.5.14. Not gain an advantage for himself or any person other to the IHPA or a wholly owned subsidiary of the IHPA.
- 29.5.15. 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.
- 29.5.16. Ensure that the IHPA does not enter into certain corporate actions if the IHPA does not meet the solvency and liquidity test.
- 29.5.17. 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.
- 29.6. If the IHPA 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.
- 29.7. If the IHPA is not liquid it may be required to be deregistered and terminate its existence and its Directors have a duty to initiate such proceedings.
- 29.8. Every appointed Director may:
  - 29.8.1. Participate in the strategic management of the IHPA and attend and vote at Board meetings.

- 29.8.2. Take independent professional advice at the expense of the IHPA.
- 29.8.3. Inspect the IHPA's accounting records, assisted by an accountant or independently, provided that it is done at the place where the records are held at.
- 29.8.4. Receive reasonable notice of all meetings.
- 29.8.5. Claim reimbursement for expenses incurred, subject to availability of funds.
- 29.8.6. Discharge Director's duties without interference from co-Directors.
- 29.9. For a decision to qualify as a valid Director's or Board decision, such decision of the Directors must be taken collectively by either a majority decision or a unanimous decision.
- 29.10. The Directors are responsible for the management of the IHPA's business, for which purpose they may exercise all the powers of the IHPA.

## **ARTICLE 30**

### **30. DIRECTORS' MEETINGS:**

- 30.1. 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.
- 30.2. Notice of any Directors' meeting must indicate:
  - 30.2.1. Its proposed date and time; and
  - 30.2.2. Where it is to take place; and
  - 30.2.3. 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.
- 30.3. Notice of a Directors' meeting must be given to each Director, in writing.
- 30.4. 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.
- 30.5. The quorum for a Directors' meeting is two present Directors. Directors may be present by way of video conference or electronic means.
- 30.6. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 30.7. The President and/or Vice-President, alternatively the Chairperson and/or the Deputy Chairperson may chair a Directors' meeting.
- 30.8. The Directors must ensure that the IHPA 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.



## ARTICLE 31

### 31. DIRECTORS' REMUNERATION AND EXPENSES:

- 31.1. Directors may undertake any services for the IHPA as the Directors decide and are entitled to such remuneration as the Board determines, for:
- 31.1.1. Their services to the IHPA as Directors, and
  - 31.1.2. Any other service which they undertake for the IHPA.
- 31.2. 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.
- 31.3. Directors' remuneration accrues from day to day.
- 31.4. Unless the Board decides otherwise, Directors are not accountable to the IHPA for any remuneration which they receive as Directors or other Officers or Employees of the IHPA's subsidiaries or of any other body corporate in which the IHPA is interested.
- 31.5. If sufficient funds are available therefore, the IHPA may pay any reasonable expenses which the Directors properly incur in connection with their duties including (without limitation):
- 31.5.1. Return travelling costs to attend meetings of Directors, Annual General Meetings, meetings of Committees or Sub-Committee and any other meetings; and
  - 31.5.2. 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.

## ARTICLE 32

### 32. VACANCIES:

- 32.1. New candidates for appointment as Directors of the IHPA are nominated as follows:
- 32.1.1. Each Voting Member may propose a candidate from the continent that it represents to be appointed in the office as a Director at the IHPA, failing which the Board will make a nomination, subject thereto that the Board must always consist of a minimum of three Directors.
  - 32.1.2. 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.
  - 32.1.3. The nominated person must be an individual affiliated to the Voting Member's affiliation to Chinese 8-Ball Pool and may, in exceptional circumstances, be from a different continent.
  - 32.1.4. The Voting Member must make such nomination in writing at least one hundred days prior to the IHPA's Annual General Meeting, failing which the Board may make such nomination on the failing Member's behalf.
  - 32.1.5. 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.
- 32.2. New candidates for appointment as Council Members of the IHPA are nominated as follows:
- 32.2.1. 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.
  - 32.2.2. 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.

- 32.2.3. The Voting Member must make such nomination in writing at least one hundred days prior to the IHPA's Annual General Meeting, failing which the Board may make such nomination on the failing Member's behalf.
- 32.2.4. 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.
- 32.3. After election of the Council Members, the Council elects a President.
- 32.4. 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.
- 32.5. IHPA 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 General Meeting may be convened for the election and nominations of vacant positions. However, it is 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.

## **ARTICLE 33**

### **33. DISQUALIFICATION OF DIRECTORS AND COUNCIL MEMBERS AND TERMINATION OF OFFICE:**

- 33.1. The office of a Director and/or of a Council Member shall be vacated if:
- 33.1.1. 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
  - 33.1.2. He becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
  - 33.1.3. He becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - 33.1.4. He resigns his office as Director or Council Member by notice to the IHPA; or
  - 33.1.5. He failed to attend three consecutive meetings of the Board, the Council or the Annual General Meetings, without just cause in the majority opinion of the other Directors; or
  - 33.1.6. He is suspended from taking part in Chinese 8-Ball Pool competitions organised or endorsed by the IHPA; or
  - 33.1.7. The Director shall have ceased to be a Director; or
  - 33.1.8. 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.
  - 33.1.9. A vote of no confidence was taken against him by the majority of the Voting Members of the IHPA and his position terminated as a result thereof with a majority of the Voting Members' votes.
- 33.2. 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 IHPA, 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.

## **ARTICLE 34**

### **34. ALTERNATE DIRECTORS:**

- 34.1. 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.
- 34.2. 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.
- 34.3. This alternate Director may act as a Director only in the absence of his/her appointer.
- 34.4. The IHPA'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.
- 34.5. 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.

## **ARTICLE 35**

### **35. DIRECTORS' POSITIONS / BOARD POSITIONS / COUNCIL POSITIONS / VACANCIES:**

- 35.1. The following Directors' positions / Board positions must be filled, namely:
- 35.1.1. President;
  - 35.1.2. Vice-President;
  - 35.1.3. Executive Director;
  - 35.1.4. Secretary;
  - 35.1.5. Treasurer;
  - 35.1.6. Tournament Director;
  - 35.1.7. Development Director;
- 35.2. Until there is a sufficient number of Directors appointed to fill each position, a Director may hold office in one, two or more positions.
- 35.3. 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.
- 35.4. The candidate/s who receive/s the most votes in respect of the free seat/s shall be elected.
- 35.5. All Council Members, Board Members, Directors, Committee Members and Sub-Committee Members are required to hold Membership in the IHPA, but may be exempt from paying Membership fees at the sole discretion of the Board.

## ARTICLE 36

### 36. PRESIDENT OF THE IHPA:

- 36.1. One of the Directors of the IHPA must be elected as the President.
- 36.2. The President shall be elected by the Council Members and shall serve for a period of four years.
- 36.3. The President's term of office shall begin on 1 January following the year of his election.
- 36.4. 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.
- 36.5. 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.
- 36.6. If there are more than two candidates for the position of 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, whoever obtains the lowest number of votes is eliminated until only two candidates for President remain.
- 36.7. The President of the IHPA will attend formal tournament openings, sit as Chairperson at meetings and be the public figure of the IHPA.
- 36.8. 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.
- 36.9. The President shall aim to foster a positive image of the IHPA and ensure that the IHPA's mission, strategic direction, policies and values are protected and advanced.
- 36.10. The President shall seek to maintain and develop good relations between and amongst Member associations, political bodies and international organisations.

- 36.11. The President together with the general Secretary, may sign records, contracts, cheques and documents in representation of the IHPA.
- 36.12. The President may appropriate funds and pay expenses together with the Treasurer.
- 36.13. The President is always authorized to represent the IHPA in any dealings whatsoever, legal, financial or otherwise.
- 36.14. In the event of disputes arising from the interpretation of this Constitution, the Members of the IHPA shall accept the President's interpretation, failing which the Vice President's interpretation of the Constitution.

## **ARTICLE 37**

### **37. VICE-PRESIDENT:**

- 37.1. A Director will be appointed as the Vice-President of the IHPA.
- 37.2. The Vice-President shall be elected by the President and shall serve for a period of four years.
- 37.3. The Vice-President of the IHPA must ensure that the information presented to the Board by other Directors, by Committees or by Council is an accurate reflection of their understanding of the affairs of the IHPA.
- 37.4. 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.



## **ARTICLE 38**

### **38. EXECUTIVE DIRECTOR:**

- 38.1. A Director will be appointed as the Executive Director of the IHPA and be involved in the day-to-day management of the IHPA.
- 38.2. The Executive Director is required to have thorough knowledge of the workings of the IHPA.
- 38.3. The Executive Director must organize competitions and handle all related matters.
- 38.4. 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 IHPA.
- 38.5. The Executive Director will provide administrative support for the standing Committees and Council.
- 38.6. The Executive Director will attend to the management of the operations and day-to-day business of the IHPA and all other administrative matters necessary for the efficient operation and organisation of the IHPA.
- 38.7. The Executive Director will be elected by the President and shall serve for a period of four years.

## ARTICLE 39

### 39. SECRETARY:

- 39.1. A Director will be elected by the President and appointed as Secretary of the IHPA and required to attend to all secretarial work of the IHPA.
- 39.2. The Secretary of the IHPA is accountable to the Board.
- 39.3. The Secretary of the IHPA will be responsible to ensure that the IHPA complies with company laws, regulations, statutes, rules and do all that is necessary to ensure continued compliance.
- 39.4. The Secretary's duties include, but are not limited or restricted to, the following:
  - 39.4.1. Providing the Directors of the IHPA collectively and individually with guidance as to their duties, responsibilities and powers.
  - 39.4.2. Making the Directors aware of any law relevant to or affecting the IHPA.
  - 39.4.3. 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 IHPA and Companies Act.
  - 39.4.4. Ensuring that minutes of all meetings are properly recorded in accordance with the provisions of the Companies Act.
  - 39.4.5. Certifying the IHPA's annual financial statements as to whether the IHPA has filed the 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.
  - 39.4.6. Ensuring that a copy of the IHPA's annual financial statements is sent, in accordance with the Companies Act, to every person who is entitled to it.

- 39.4.7. Ensuring that the IHPA'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 IHPA was registered.
- 39.5. The Secretary of the IHPA may resign from office by giving the IHPA one hundred days' written notice or less than one hundred days written notice only with the approval of the Board.
- 39.6. If the Secretary of the IHPA is removed from office by the Board, the Secretary of the IHPA may require the IHPA 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.
- 39.7. If the Secretary of the IHPA wishes to exercise its power to include a statement in the IHPA's annual financial statements, the Secretary must give written notice to that effect to the IHPA 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 Director's Report in the IHPA's annual financial statements.

## ARTICLE 40

### 40. TREASURER:

- 40.1. A Director will be elected by the President and appointed as Treasurer of the IHPA.
- 40.2. 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 IHPA's liquidity and solvency.
- 40.3. The Treasurer is obligated to maintain an administration of the financial activities and the current financial situation of the IHPA, in such a manner, that the income and liabilities of the IHPA, can be known, at any time.
- 40.4. The Treasurer must present the annual financial report on the current status of the IHPA and the financial policies at the Annual General Meeting.
- 40.5. The Treasurer is responsible to submit the annual account and the profit and loss account with a clarification to the Board for approval.
- 40.6. 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.
- 40.7. 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 IHPA.
- 40.8. 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 IHPA.
- 40.9. 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.
- 40.10. The Treasurer will keep updated accounts and liabilities of the IHPA and shall be the signatory to all outgoing remittances and payments thereof, which shall be countersigned by either the President or the Secretary.

- 40.11. The Treasurer and the Secretary will open a bank account for the IHPA.
- 40.12. 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.
- 40.13. 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.

## **ARTICLE 41**

### **41. TOURNAMENT DIRECTOR:**

- 41.1. A Director will be elected by the President and appointed as Tournament Director of the IHPA.
- 41.2. The Tournament Director is responsible for arranging tournaments, attending tournaments, overseeing arrangements relating thereto and reporting to the Board.
- 41.3. The Tournament Director is responsible for dictating tournament regulations.
- 41.4. The Tournament Director fixes the dates of the official championships.
- 41.5. The Tournament Director will keep record and publish results of the international events.

## **ARTICLE 42**

### **42. DEVELOPMENT DIRECTOR:**

- 42.1. A Director will be elected by the President and appointed as Development Director of the IHPA.
- 42.2. The Development Director is responsible for the Development of the sport, marketing, social media, duties related thereto and reporting to the Board.
- 42.3. The Development Director must:
  - 42.3.1. Organize courses on the Development of methods of training in collaboration with the Members.
  - 42.3.2. Elaborate didactic documents that assist in teaching and training.
  - 42.3.3. Reproduce movies and other material in attempts to learn therefrom.
  - 42.3.4. Prepare the technical report of the Development of the official championships.
  - 42.3.5. Develop and host instructor courses.
  - 42.3.6. Inspect the installations, kits, equipment and game elements, where competitions are disputed that the IHPA organized.

## ARTICLE 43

### 43. COUNCIL:

- 43.1. The Board will establish a Council.
- 43.2. 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.
- 43.3. 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<sup>st</sup> January following the year of their election. A Member on the Council may not serve for more than three terms of office, whether consecutive or not. A Director may also serve as Council Member.
- 43.4. 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.
- 43.5. 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.
- 43.6. Directors may also act as Council Members.
- 43.7. 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 IHPA and the promotion and Development of pool billiards at global level.
- 43.8. When the Board establishes a Council, the Board shall simultaneously promulgate duties, obligations and responsibilities to Council Members.
- 43.9. The Board may delegate any of the Board's duties to the Council.
- 43.6. The Directors may make rules of procedure for the Council.

## **ARTICLE 44**

### **44. COMMITTEES:**

- 44.1. The Board may establish various Committees.
- 44.2. Directors may also serve as Committee Members.
- 44.3. The Board, in conjunction with Voting Members may appoint Committee Members for each Committee.
- 44.4. 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.
- 44.5. The Board may delegate any of the Board's duties to the established Committees.
- 44.6. The Directors may make rules of procedure for all or any Committees.



## **ARTICLE 45**

### **45. CONDUCT OF OFFICIALS, BODIES AND REPRESENTATIVES:**

- 45.1. 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 IHPA in their activities.
- 45.2. Every person and organisation involved in the Chinese 8-Ball Pool is obliged to observe the Constitution, rules and regulations of the IHPA as well as the principles of fair play.
- 45.3. 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.
- 45.4. 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.

## ARTICLE 46

### 46. STATUS OF INDIVIDUAL COUNTRY ORGANIZATIONS, CLUBS, LEAGUES:

- 46.1. An organization from each country belonging to a Voting Member is subordinate to and recognized as being subordinate, by the Voting Member.
- 46.2. 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.
- 46.3. 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.
- 46.4. 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.
- 46.5. 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.

## **ARTICLE 47**

### **47. INDEPENDENCE:**

- 47.1. Each Member shall manage its affairs independently and without undue influence from third parties.
- 47.2. A Member's associates, officials, Members and bodies shall be elected or appointed by its own association.
- 47.3. 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.
- 47.4. Any Member association's bodies that have not been elected or appointed in terms of a democratic procedure will not be recognised by the IHPA and their decisions will also not be recognised by the IHPA.

## **ARTICLE 48**

### **48. AMENDMENT TO CONSTITUTION, RULES AND REGULATIONS:**

- 48.1. The Board is responsible for adopting and amending the Constitution, the memorandum of incorporation, rules and regulations, as needed and when required.
- 48.2. 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 IHPA at least thirty days prior to the Annual General Meeting.
- 48.3. Anyone who desires 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.

- 48.4. 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.
- 48.5. 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 IHPA 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.
- 48.6. 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 IHPA is authorised to have such document of modification executed.
- 48.7. After execution of the modified Constitution, memorandum of incorporation, rules and/or regulations:
  - 48.7.1. 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 IHPA website; and
  - 48.7.2. 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.

## ARTICLE 49

### 49. VOTES AND ELECTIONS:

- 49.1. Elections may be conducted by secret ballot.
- 49.2. Other decision that requires a vote shall be reached by a show of hands or by means of an electronic count.
- 49.3. 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.
- 49.4. 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.
- 49.5. Voting Members and Directors have the right to vote at the Annual General Meeting, unless suspended or expelled.
- 49.6. Every Voting Member with full Membership has two votes, and every provisional Member has one vote.
- 49.7. Anyone with the right to vote may grant anyone else with the right to vote with a written proxy to cast his vote.
- 49.8. Any person with the right to vote can act as an authorised representative of another person.
- 49.9. 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.
- 49.10. Abstentions, spoilt or blank votes do not count as votes cast.
- 49.11. If a vote is tied on any matter that requires a simple majority vote, the Chairperson of the meeting shall cast a vote to break the tie. Such vote shall be known as the "Casting Vote".
- 49.12. 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.

## ARTICLE 50

### 50. FINANCE:

- 50.1. The IHPA, fiscal/financial year equals the calendar year and runs from 1<sup>st</sup> January until 31<sup>st</sup> December of every year.
- 50.2. The official currency of the IHPA is the British Pound.
- 50.3. The Treasurer and the President sign approved financial records.
- 50.4. The economic resources of the IHPA will be allocated towards:
  - 50.1.1. Development of the Sport;
  - 50.1.2. Payment of rights, of organizing tournaments, championships or any international or special events and the granting of corresponding guarantees, if applicable.
  - 50.1.3. The manufacture of sport implements or establishment of sport patronage.
  - 50.1.4. Wages, expenses, disbursements and salaries.
  - 50.1.5. Donations, benefits and subsidies.
  - 50.1.6. Purchase of television rights and static publicity.
  - 50.1.7. Marketing.
  - 50.1.8. Expenses of Directors.
  - 50.1.9. Payment to contractors and service providers.
  - 50.1.10. Statutory payments.

## ARTICLE 51

### 51. DISSOLUTION AND LIQUIDATION:

- 51.1. The Board may take a decision to dissolve the IHPA if at least 75% of the Board Members and 75% of the Voting Members agree thereto.
- 51.2. The IHPA will automatically dissolve if they only have two Voting Members.
- 51.3. The IHPA will liquidate in the event that they are no longer solvent and will apply for liquidators to be appointed. The IHPA will then only continue to exist insofar as such is necessary to liquidate its assets and to finalize the liquidation process.
- 51.4. During the liquidation the stipulations of the Constitution remain in force where possible. All documents and notifications issued by the IHPA, must include the suffix "in liquidation" to its name.
- 51.5. The IHPA ceases to exist at the time when no assets are known either to the IHPA or to its liquidator/s.
- 51.6. The liquidator/s notifies the Companies and Intellectual Property Commission of the IHPA's termination as a result of liquidation.
- 51.7. The books and documents of the dissolved IHPA must be kept for at least seven years after the IHPA has been dissolved for any reason whatsoever. The keeper is whoever is appointed to this task by the liquidator/s.
- 51.8. If upon the winding-up or dissolution of the IHPA 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 IHPA 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 IHPA as shall be determined by special resolutions of the Voting Members at or before the time of dissolution.

## **ARTICLE 52**

### **52. RULES AND REGULATIONS:**

- 52.1. The IHPA can determine and modify rules and regulations.
- 52.2. 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.
- 52.3. Rules of Play will contain the rules of the sport and game.
- 52.4. General rules and/or the memorandum will contain formalities and general rules applicable to the IHPA in terms of the Companies Act and as a registered non-profit company.
- 52.5. No rules and regulations may contain stipulations that violates or that contravenes the provisions of the Constitution.

## **ARTICLE 53**

### **53. MEANS OF COMMUNICATION:**

- 53.1. Anything sent or supplied, by or to the IHPA 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 IHPA.
- 53.2. 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.



## **ARTICLE 54**

### **54. SEALS, FLAGS, TRADEMARKS, PATENTS:**

- 54.1. A chosen seal may only be used by the authority of the Directors.
- 54.2. The Directors may decide by what means and in what form a seal is to be used.
- 54.3. The Directors must design and choose a flag for the IHPA.
- 54.4. The IHPA trademarks and patents must be registered in as many countries as is possible financially for the IHPA to do and subject to having the financial resources to pay for the registrations and renewal fees.

## **ARTICLE 55**

### **55. LIMITED LIABILITY:**

- 55.1. Nothing herein shall constitute Members and, Council Members, Directors or Committee Members of the IHPA as partners for any purpose.
- 55.2. No Member, Director, Officer, Council Member, Committee Member, Agent or Employee of the IHPA 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 IHPA.
- 55.3. No Director, Officer, Agent, Council Member, Committee Member, or Employee of the IHPA 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.
- 55.4. The Members and Directors shall not be financially liable for any business of the IHPA.
- 55.5. The financial liability of the IHPA must never exceed its resources.

## **ARTICLE 56**

### **56. INDEMNITY:**

- 56.1. A Director of the IHPA may be indemnified against:
- 56.1.1. Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the IHPA; and
  - 56.1.2. Any liability incurred by that Director in connection with the activities of the IHPA; and
- 56.2. 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.

## **ARTICLE 57**

### **57. INSURANCE:**

- 57.1. The Directors may purchase and maintain insurance, at the expense of the IHPA for the benefit of any Director in respect of any relevant loss.
- 57.2. 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 IHPA, any associated company or any pension fund of the IHPA.

- **PRESIDENT:** (Name) \_\_\_\_\_ (Signature) \_\_\_\_\_
- **SECRETARY:**(Name)\_\_\_\_\_ (Signature) \_\_\_\_\_
- **DATE:** \_\_\_\_\_