

INTERNATIONAL ROPE SKIPPING ORGANIZATION



CONSTITUTION

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CONSTITUTION

By-laws relating generally to the transaction of the business and affairs of

INTERNATIONAL ROPE SKIPPING ORGANIZATION

(hereinafter referred to as the "IRSO/Organization")

ARTICLE ONE

DEFINITIONS AND INTERPRETATION

1.01 **DEFINITION OF THE SPORT.** Rope Skipping/Jump Rope is defined as physical activity using one or multiple ropes. Rope Skipping/Jump Rope is a sport on its own and not part of any other specific sport.

1.02 **Definitions.** In the By-laws and in all other By-laws and resolutions of the Organization, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

"**Board**" shall mean the board of directors of the Corporation;

"**Constitution**" shall mean these By-laws and all other by-laws of the Organization in effect from time to time;

"**Director(s)**" shall mean any one or more individuals, respectively, who from time to time have been duly elected or appointed to serve on the Board;

"**Directors Commencement Date**" shall mean the day immediately following the last day of the election period unless specified;

"**Electronic signature**" shall mean an identifying mark or process that consists of one or more letters, characters, numbers, sounds or other symbols in digital or in other intangible form that:

- (a) is created, recorded, transmitted, stored or communicated using telephonic or other digital/electronic means,
- (b) is in, attached to or associated with an electronic document or other electronic information,

(c) is created or adopted by a person in order to sign the electronic document or the other electronic information, and

(d) associates the person with the electronic document or the other electronic information, as the case may be;

"letters patent" shall mean the letters patent incorporating the Organization, as from time to time amended and supplemented by supplementary letters patent;

"Member(s)" shall mean any one or more countries, respectively, who have been admitted to membership in the Organization in accordance with the By-laws;

"Officer(s)" shall mean any one or more persons, respectively, who have been appointed as officers of the Organization in accordance with the By-laws;

"person" shall mean an individual, a corporation, a partnership, a trust, an unincorporated organization, association or club, the government of a country or any political subdivision thereof, or any agency or department of any such government, and the executors, administrators or other legal representatives of an individual in such capacity.

"telephonic or electronic means" shall mean telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch- tone telephone systems, transmission of data or information through computer systems, electronic networks, wire or wireless systems, or any other similar means, including, but not limited to, electrical, analog, digital, magnetic, optical or electromagnetic means;

1.03 **Interpretation.** In the By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

ARTICLE TWO

BUSINESS OF THE ORGANIZATION

2.01 Organization Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Organization until changed from time to time by resolution of the Board.

2.02 Name. The official name of this organization is «**INTERNATIONAL ROPE SKIPPING ORGANIZATION** ». The officially approved abbreviation of this title is IRSO. The sport is also known as JUMP ROPE.

2.03 Head Office. Until changed in accordance with the Act, the head office of the Corporation shall be in Woodbridge, Virginia, USA and at such location therein as the Board may from time to time determine.

2.04 Continental Federations.

2.04-1 IRSO shall form and recognize under its official banner five (5) international corporate subsidiaries. They will be known as Continental Federations (CF), one per continent as follows: African (ARSF), Asian (ARSO), European (ERSO), Oceania (ORSO) and Pan-American (PARSF). The IRSO holds the letters patent and incorporations. Each continental federation shall consist of an equal number of representatives of the affiliated National Federations of that continent.

2.04-2 Each continental federation shall elect a President, and a governing Board of Directors who will operate under its proper By-Laws. The (CF) President reports directly to the IRSO head office as a Vice President of IRSO responsible for his continental federation's administration. In order to organize or participate in IRSO Continental competitions, exhibitions or camps, National Federations must be members of their respective Continental Committees.

2.05 Description: This organization is an International Federation (IF) established to govern the sport in accordance with the principles set forth in the Olympic Charter of the International Olympic Committee (IOC).

2.05-1 The Organization is composed of one affiliated National Federation (NF) from each of the member nations in which this sport is practiced and which have voluntarily assembled to freely and democratically constitute themselves into an International Federation with the goal of organizing,

harmoniously developing and assuring the future of this sport and of international sport competition within their respective country.

2.05-2 When and where there is a case of two National Federations(NFs) applying for membership of IRSO for the same time period for the first time, IRSO shall study the case and appoint a neutral mediator between the two to form one National Federation(NF) or may form a temporary committee to govern the sport in that country until both reach an acceptable solution.

2.06 Purpose. The purpose of the Organization is to (a) promote international competitions, International Coaches Training, International Judges and Officials Training, and Doping education for Athletes and Coaches using WADA latest materials; (b) assist and support the National Federations with developments and training programs where needed; and (c) promote rope skipping as Sports-for-all for health and fitness.

2.07 Aims. This organization is a trustee of the Sport tradition and shall have as its mission to maintain and promote the conditions which encourage the practice and the development of the sport of Rope Skipping/Jump Rope at all competition and recreational levels. The organization shall strive to advance the educational values of fair play and the pleasure of the game, within the spirit of the principles set forth in the Declaration of the General Association of International Sports Federations. This organization adheres to both the general aims of the Olympic movement for all sport and to aims specific to this sport as set forth below.

- (a) To promote the development of those physical and moral qualities which are the basis of sport.
- (b) To educate young people through sport in a spirit of better understanding between each other and of friendship, thereby helping to build a better and more peaceful world.
- (c) To spread the Olympic principles throughout the world, thereby creating international goodwill.
- (d) To bring together the athletes of the world in sport competition.
- (e) To promote this sport in particular as a beneficial fitness activity and a form of exercise that encourages a healthy life style.

2.08 Specific Objectives. To develop this sport and accomplish its stated mission, this organization shall undertake the endeavors set forth below.

- (a) Implement development programs in all areas of need.
- (b) Facilitate provision of equipment and facilities.
- (c) Organize courses to train and educate athletes, coaches and officials.
- (d) Recognize the true importance of regional and national competition.
- (e) Strive for the greatest possible diversification within this sport to respond to the needs, desires and aptitudes of the great mass of sportspeople.
- (f) Promote this sport generally, including the various styles and variations practiced around the world, and to help spread this sport internationally.

2.09 General Role. The democratically established authority of this organization, as approved by the affiliated National Federations and subject to their periodic review, shall be to act as set forth below.

- (a) Coordinate the activities of affiliated National Federations and continental organizations. That IRSO shall be the means of liaison between the National Federations affiliated to it. It shall uphold the principle of neither interfering nor permitting interference in the National affairs of member federations, unless there is any complaint/dispute, violation of constitution or working against the Olympic Movement.
- (b) Ensure, in all countries in which international events take place, conditions which conform to the rules of competition democratically adopted by the IRSO General Assembly, which respect the moral and physical well-being of competitors, and which encourage youth to continue and enhance the tradition and the practices of their predecessors.
- (c) Guarantee through its rules of competition and by promoting the highest standards of competence and rectitude of officials that every competitor participates with equal opportunity.
- (d) Provide fair hearing in cases involving sanctions.

2.10 Administrative Functions. This organization shall have complete autonomy within this sport and exclusive authority to act as set forth below.

- (a) Legislate on the specific rules and requirements of this sport.
- (b) Classify competitors into categories consistent with the nature of this sport.
- (c) Define the status and eligibility of competitors belonging to National Federations.
- (d) Specify the relationship of this sport with commercial organizations.
- (e) Promote rules destined to protect the health and well-being of competitors.
- (f) Adopt preventative measures against all unethical and illicit practices.
- (g) Set minimal requirements for competition facilities and equipment in order to ensure the safety of its participants and the efficient operation of the competition.
- (h) Launch calendars of championships and major events.
- (i) Qualify, certify and appoint technical officials (including judges and referees).
- (j) Improve coaching techniques and skill levels of team coaches and individual athletes generally through technical training.
- (k) Collect, examine and ratify appropriate records.

2.11 General Functions. This organization shall undertake to accomplish the general functions set forth below.

- (a) Maintain appropriate relations with governments and governmental organizations, appreciating governmental support of sports but affirming the autonomy and independence of IRSO and its affiliated National Federations and reaffirming opposition to all political or commercial interference.
- (b) Maintain appropriate relations with non-governmental organizations in general and specific all cooperate for its common aims with non-governmental sports organizations, including the General Association of International Sports Federations (GAISF) and its constituent groups, recognizing the role of all International Federations as essential partners

in international sports and the expression of sport with the spirit of the Olympic movement.

- (c) Collaborate with the media in promoting a better knowledge and understanding of this sport, attracting sponsors and event organizers to generate revenue for the development of sport, publish and broadcast the positive, ethical and educational aspects of this sport, give fair exposure to participants, emphasize the technical prowess of competitors rather than indulging in sensationalism, and provide technical information.
- (d) Fight against doping by defining and issuing lists of forbidden substances and practice, designate which competitors should be tested, establish testing procedures, pronounce punitive sanctions after fair hearing, oversee application of sanctions by National Federations, make and apply effective regulations to restrict and control doping, open borders to delegates appointed to conduct tests, and promote and implement large-scale preventative educational programs.
- (e) Fight against violence by updating regulations and taking all possible measures to avoid malicious violence, as well as by cooperating actively with public authorities, within the limits of the authority of the organization.

2.12 Financial Functions.

2.12-1 This Organization shall take all necessary measures to control its fiscal activities, and to audit and make all accounting available for inspection by the IRSO General Assembly.

2.12-2 The Organization shall use its income, as well as its administrative and prestige expenditures for the development of this sport at all levels. The receipt of funds from media, governmental or commercial sources shall never prejudice the independence of the organization or limit the control of the affairs within its competence.

2.12-3 The financial income of the Federation can only be used in the pursuit of the objectives in this Constitution. The members of the Federation, other than paid staff, may not receive any compensation or remuneration from the Federation other than IRSO approved expenses.

2.13 Books and Records. The Board shall see that all necessary books and records of the Corporation and its subsidiaries as required by the By-laws or by any applicable statute or law are regularly and properly kept.

2.14 Financial Year End. Unless otherwise ordered by the Board, the financial year end of the Corporation shall be December 31.

2.15 Official Languages. The official spoken and written language of the Organization shall be English. In the event of dispute over the interpretation of meaning for translated materials, the language of origin shall prevail.

ARTICLE THREE

BOARD OF DIRECTORS

3.01 First Directors. The applicants for incorporation shall become the first Directors of the Organization whose term of office on the Board shall continue until his successors are appointed. If any of the Directors appointed ceases to be a Director before the First Directors Commencement Date, then the vacancy shall be filled in accordance with ARTICLE 3.05 (I). For the position of Past President of the first board of Directors, the position is vacant as of the date of these bylaws

3.02 Composition.

3.02-1 The IRSO Board shall consist of a total of eleven (11) regular members, including the President, Executive Vice President, five (5) Vice-Presidents (Continental Presidents), the Secretary General and the Treasurer, and two (2) members at large.

3.02-2 No country may have more than one regular member on the Board except for the Secretary General and continental Presidents.

3.02-3 No continent may have more than fifty percent (50%) of the regular member seats on the Board.

3.02-4 The elected president of each Continental Federation shall assume the position of Vice-President and also co-opted voting member of the Board. If there is a vacant position of Vice-President, the board of directors reserves the right to fill the vacancy with a regular member.

3.03 **Authority.** The Board shall have the authority to undertake any action or make any decision necessary for the management of the organization between meetings of the General Assembly, subject to the authority of the General Assembly.

3.04 **Term of Office.**

3.04-1 The term of office of all Board members, including officers, shall be four (4) years. All positions shall be filled by majority vote of the General Assembly.

3.04-2 All members of the Board are eligible for re-election without limit to the number of terms served.

3.04-3 In event of a vacancy, a regular member can be elected at the next General Assembly or through a special meeting of members after the vacancy occurs and shall serve the remaining years of the vacant term.

3.05 **Vacation of Office.** The office of a Director shall be automatically vacated:

- (a) if a Director resigns office by delivering a resignation to the Secretary General of the Organization. The resignation shall be effective at the time it is received by the Secretary General of the Organization or at the time specified in the resignation, whichever is later after board approval;
- (b) if the Director is found by a court to be of unsound mind;
- (c) If he becomes bankrupt or suspends payment or compounds with his creditors;
- (d) if the Director is convicted by court of an indictable offence;
- (e) if in debt to the corporation or any one of its subsidiaries;
- (f) upon removal by the Board or the Members in accordance with ARTICLE 12.05;
- (g) if a resolution that the Director be removed from office is passed by two-thirds (2/3) of the Members present in person at a meeting of Members

for which notice specifying the intention to pass such resolution was given; or

- (h) on the death of such Director;
- (i) provided that if any vacancy shall occur for any reason set out in this ARTICLE , the Board by majority vote, if a quorum remains in office, may, by appointment, the vacancy shall be filled, in accordance with ARTICLE 3.02 or ARTICLE 3.04. If there are no candidates, then the Board may appoint a qualified Member of the Organization to fill the vacancy left by a Members' Director. Any Director appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor. Where there is a vacancy on the Board, whether under this ARTICLE 3.05 or otherwise, the remaining Directors may exercise the powers of the Board as long as a quorum remains in office.

3.06 Meetings of the Board.

3.06-1 Meetings of the Board may be held at any time and place, within or outside of USA provided that written notice of such meeting shall be given in the manner specified by ARTICLE 18 to each Director not less than 48 hours in case of electronic meeting (and not less than 14 days if sent by mail) before the date of the meeting.

3.06-2 There shall be at least two (2) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.06-3 Each Director is authorized to exercise one (1) vote on any vote taken at any meeting of the Board. Meetings conducted in whole or in part by telephonic or electronic means shall be deemed to be held at the Organization's head office or the location of the meeting at which Directors attending in person are present, respectively. However, President or Chair of the meeting cannot vote unless there is a tie of votes.

3.07 **Quorum.** A majority (more than 50%) of the number of Directors in office shall constitute a quorum at any meeting of the Board.

3.08 Electronic Meetings.

3.08-1 If a majority of the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by telephonic or electronic means which permits all persons participating in the meeting to communicate adequately with each other and to which all Directors have equal access.

3.08-2 A Director participating in a meeting by such means is deemed to be present at the meeting and, in accordance with ARTICLE 3.07, a majority of Directors participating in such a meeting shall constitute a quorum.

3.08-3 The Directors shall be required to provide to the Secretary General of the Organization a phone number and e-mail address that are personal to such Directors and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Director.

3.08-4 Further, if a majority of the Directors consents thereto, votes on any issue may be conducted electronically under the direction of the President or Chair of the Organization in such a manner as to permit the Directors to communicate adequately with each other and to which all Directors have equal access. Each Director shall be issued an identifier code by the Secretary General of the Organization and shall receive the same information and motions electronically as the other Directors participating in the meeting.

3.08-5 Voting at such meeting shall be by poll of the participants signifying verbally or by telephonic or electronic means of communication their assent or dissent on the matter before the Board for approval. If a majority of the Directors objects to the specific telephonic or electronic means of communication to be used for voting on a specific matter or if the telephonic or electronic means of communication is not reasonably secure, as determined by the President of the meeting, then the telephonic or electronic meeting process shall not be followed.

3.09 Votes to Govern. Every question arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the President of the meeting has a second or casting vote.

3.10 Conflict of interest.

3.10-1 Any director(s) knowingly in a conflict of interest position shall declare that conflict of interest and shall not take part in any vote on the conflict of interest matter.

3.10-2 If any director feels another director is in a conflict of interest position, the matter can be brought up for discussion and resolved by a majority vote of the directors.

3.11 Remuneration and Expenses.

3.11-1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such; provided that a Director may be paid reasonable expenses incurred by such Director in the performance of such Director's duties, including reasonable costs and expenses incurred by a Director in attending at meetings of the Board.

3.11-2 Nothing herein contained shall be construed to preclude any Director from serving the Organization as an Officer or in any other capacity and receiving compensation therefore.

3.12 **Employees, etc.** The Board may, on behalf of the Organization appoint such agents, attorneys, consultants and professional advisors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. The Board may delegate this function to an Officer or Officers or a committee of the Board.

3.13 Remuneration of Officers, etc.

3.13-1 A reasonable remuneration for all Officers, agents, consultants, professional advisors and employees and committee members shall be fixed by the Board and the Board may delegate this function to an Officer or Officers or a committee of the Board.

3.13-2 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

ARTICLE FOUR

POWERS AND RESPONSIBILITIES OF THE BOARD

4.01 Action by the Board.

4.01-1 The Board shall manage the business and affairs of the Organization and may exercise all such powers and do all such other acts and things as the Organization is by its letters patent, the By-laws or otherwise authorized to exercise and do.

4.01-2 The Organization shall administer the affairs of the Organization in all things and may make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into.

4.02 Expenditures.

4.02-1 The Board shall have power to authorize expenditures on behalf of the Organization from time to time and may delegate the foregoing matters to an Officer or Officers or a committee of the Board.

4.02-2 The banking business of the Organization shall be transacted with banks designated by or under the authority of the Board.

4.02-4 For the board to act or implement any of the above article 4.02-1 or 4.02-2, implementation should have been approved by President and Secretary General and communicated to all board members 48 hours before the transaction takes place. In the case of items requiring expenditures over \$1500, approval of the majority of the board members are required.

4.03 Fundraising.

4.03-1 The Board shall take such steps as it may deem requisite to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the 4.02-4 For the board to act or implement any of the above article 4.02-1,2or3 as such implementation should have been approved by the General Assemble of the Organization at it AGM.

4.03-2 Contributions received by the board on behalf of the Organization will have to be declared and be included in the audit of the organization at the AGM.

ARTICLE FIVE

RULES AND REGULATIONS

5.01 **Rules and Regulations.** The Board may prescribe such rules and regulations, including, without limitation, the Election Rules, consistent with the By-laws, relating to the management and operation of the Organization as the Board deems expedient.

ARTICLE SIX

COMMITTEES

6.01 **Committees of the Board.** The Board may from time to time appoint one or more other committees and delegate to such committees any of the powers of the Board, subject to the terms of reference imposed from time to time by the Board. The members of any such committee will hold their offices at the will of the Board. The duties and terms of reference of such committees shall be determined by the Board.

6.02 **Membership Committee.** The president shall appoint the heads of all committees or make substitution of any Committee President.

6.03 **Advisory Committees.** Other than the International advisory board consisting of all past presidents, the Board may from time to time appoint and create advisory committees of Members and non-Members and Directors and non-Directors that will report to the Board. The Board may also appoint non-public or anonymous committees to report to it. The duties and terms of reference of such committees shall be determined by the Board.

6.04 Procedure.

6.04-1 Notice of the time and place of each committee meeting shall be given in accordance with ARTICLE 18 to each committee member not less than 48 hours (and not less than 14 days if sent by mail) before the date of the meeting.

6.04-2 Committee members shall serve as such without remuneration, except as otherwise provided in the By-laws, but shall be entitled to be reimbursed for travelling or other expenses properly incurred by them in attending meetings of the committee.

6.04-3 The powers of a committee of the Board may be exercised by a meeting at which quorum is present. Meetings of committees may be held at any place in or outside the USA and may be held in accordance with ARTICLE 3.08. Unless otherwise determined by the Board, quorum for committee meetings shall be a majority (more than 50) of its members.

6.05 Standing committees: The organization shall have such regularly operating standing committees as shall be authorized by the Council.

ARTICLE SEVEN

MINUTES OF MEETINGS OF THE BOARD

7.01 Minutes of Meetings of the Board.

7.01-1 The minutes of the meetings of the Board shall be available to the Board and to Members of the Organization, each of whom shall receive a copy of such minutes if the Director or Member so requests of the Secretary General.

7.01-2 Minutes of Board meetings will be posted on the Organization's website for consultation by Members and the public. In the case where a Member cannot access the minutes through the website, the Member may request the Secretary General of the Organization to make alternate arrangements.

7.03-3 Notwithstanding the foregoing, matters that the Organization is prohibited by law or contract from disclosing or such other matters that the Board determines, in good faith, are not appropriate for public distribution,

which may include, without limitation, personnel or employment matters and legal matters, shall not be posted on the Organization's website under this ARTICLE 7.

ARTICLE EIGHT

OFFICERS

8.01 Number of Officers.

8.01-1 The Officers of the Organization shall consist of nine (9) persons, including the President, who shall preside over meetings of the Board and General Assembly, one Executive Vice-President, five (5) Vice-Presidents (five (5) continental Presidents -none elected positions), Secretary General and a Treasurer.

8.01-2 The Board except for the President, who is elected by the General Assembly, shall elect the Executive Vice-President, Secretary General and Treasurer.

8.02 Authority. The officers of the Organization shall be responsible for day-to- day running of the organization between meetings of the Board and the General Assembly, subject to the authority of the Board and the General Assembly.

8.03 Term. The term of office for all officers shall coincide with the term of the President.

8.04 Meetings. The officers shall meet at the call of the President as often as is necessary or upon written petition by at least three-quarters (¾) of the officers. The quorum for meetings of the officers shall be recognized when there are more than 50 per cent (60%) of the officers present at the meeting.

8.05 Saving clause. Failure of literal or complete compliance of any provisions of these by-laws which, in the judgment of the members at the meeting held do not cause substantial injury to the rights of members shall

not invalidate the actions or proceedings of the members at any meeting. A valid vote may be taken in the absence of a quorum if ratified by an approved electronic means of all remaining members within seven days.

ARTICLE NINE

DUTIES OF OFFICERS

9.01 President.

9.01-1 The President must be an elected Director of the Organization and shall chair all meetings of the Organization and of the Board.

9.01-2 The President shall be the chief executive officer of the Organization and shall be responsible for the general and active management of the affairs of the Organization and shall have such other powers and duties as the Board may specify.

9.01-3 The President shall see that all orders and resolutions of the Board are carried into effect. During the absence or disability of the President, his duties shall be performed and his powers exercised by the Executive Vice-President.

9.02 Executive Vice-President. The Executive Vice-President must be an elected Director of the Organization and shall be responsible for International Subsidiaries. In the absence or disability of the President or the Treasurer, perform the duties and exercise the powers of the President or Treasurer, and shall have such other powers and duties as the Board may specify.

9.03 Vice-Presidents. The Vice-Presidents are none elected positions with the right to vote at council meetings only. They are Presidents of their own Continental Federations or International IRSO subsidiaries, they shall ensure the well running of the same, reporting to the. Senior Vice President or in his absence the President. They shall assume other duties as shall be such as the terms of their engagement call for or as the Board requires of them.

9.04 Treasurer.

9.04-1 The Treasurer must be an elected Director of the Organization and shall be responsible for the custody of funds and securities of the Organization and its International Subsidiaries.

9.04-2 The treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Organization in the books belonging to the Organization and shall deposit all monies to the credit of the Organization in such chartered bank as designated by the Board.

9.04-3 The Treasurer shall disburse the funds of the Organization as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position of the Organization.

9.04-4 The Treasurer shall, in the absence or disability of the Vice-President, perform the duties and exercise the powers of the Vice-President and shall have such other powers and duties as the Board may specify.

9.05 Secretary General.

9.05-1 The Secretary General position does not have to be an Director of the Organization if the position cannot be filled by election. The Board of Directors reserves the right to appoint a qualified person to the position.

9.05-2 Unless otherwise determined by the Board, the Secretary General shall attend all meetings and act as clerk thereof and record all votes and Director of the minutes of all proceedings in the books to be kept for that purpose.

9.05-3 The Secretary General shall give or cause to be given notice, as instructed by the Board or the President, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Secretary General shall be.

9.05-4 The Secretary General shall be custodian of the corporate seal of the Organization, which the Secretary General shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

9.05-5 On the day the resignation of the Secretary General becomes effective, the Secretary General shall deliver to the President of the Organization the corporate seal of the Corporation and all records belonging to the Organization in the Secretary General's possession.

9.06 **Other Officers.** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board requires of them.

ARTICLE TEN

EXECUTION OF DOCUMENTS

10.01 Execution of Documents.

10.01-1 Contracts, documents or any other instruments requiring the signature of the Organization shall be signed by any two (2) Directors, one of which must be the President.

10.01-2 The Board shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Organization to sign specific contracts, documents and instruments.

10.01-3 The seal of the Organization must be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

10.01-4 All contracts entered to by the board or President or any officer as appointed by the board or organization is not finalized until approved at the General Assembly or at a Special meeting called exactly for the approval of that contract or deal.

10.01-5 The general assemble or AGM has a right to overturn or discontinue any contract/s entered into by the Organization which is/are not to the benefit of the organization and it members (member countries).

10.02 Form Contracts.

10.02-1 The Organization may also from time to time enter into contracts ("Form Contracts") with others (a "Contracting Party") in a form prescribed by the Corporation, the terms of which are accepted by electronic signature by such Contracting Party.

10.02-1 Provided that a Contracting Party does not amend such Form Contract without the agreement in writing of the Organization, upon acceptance of the terms of the Form Contract by the Contracting Party, the Form Contract shall be deemed duly executed by the Organization under the By-laws pending the final approval of the AGM.

ARTICLE ELEVEN

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Limitation of Liability.

11.01-1 Every Director and Officer, in exercising the powers and discharging the duties of a Director or Officer, shall act honestly and in good faith with a view to the best interests of the Organization and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

11.01-2 No Director or Officer who acts in accordance with 11.01 shall be liable for

(a) the acts, receipts, negligence or defaults of any other Director, Officer or employee.

(b) any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired for or on behalf of the Organization;

(c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Organization shall be invested;

(d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Organization shall be deposited;

(e) any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which

shall happen in the execution of the duties of such office or in relation thereto;

ARTICLE ELEVEN

CONDITIONS OF MEMBERSHIP

11.01 Eligibility.

11.01-1 Membership of this Organization shall be limited to those organizations actively involved in this sport and such other organizations that are engaged in efforts that directly or indirectly advance this sport.

11.01-2 Organizations, which are purely commercial or political in nature, are not eligible for membership.

11.02 **Categories.** There will be (4) categories of memberships as set forth below. Full members shall have the right to vote at the IRSO General Assembly.

- (1) **FULL MEMBER:** Limited to one affiliated National Federation per nation, which conducts local and national level competition.
- (2) **PROVISIONAL MEMBER:** Includes any National Federation that is not yet a full member for whatever reason.
- (3) **ASSOCIATE MEMBER:** Includes organizations other than National Federations that does not act as a parallel organization and wish to be associated with IRSO and support this sport.
- (4) **SPECIAL MEMBER:** Includes National Federations that do not meet all of the requirements for membership.
- (5) **HONORARY MEMBER:** Includes individuals who have rendered outstanding service to the sport or Organization.

11.02 Admission.

11.02-1 Membership in the organization may only be granted to an organization by majority vote of the General Assembly.

11.02-2 The Board may grant temporary membership, subject to subsequent ratification at the next meeting of the General Assembly.

11.02-3 Membership will not be granted or continued to any National Federation that fails to maintain absolute political or religious neutrality or tolerates any former discrimination.

11.03 Dues or Fees.

11.03-1 All membership dues or license fees shall be fixed by majority vote of the General Assembly.

11.03-2 Such dues shall be fixed on an equitable basis and shall be due and payable in January of the year starting the two year membership.

11.03-3 Failure to pay dues by the first day of February shall suspend all membership privileges until all amounts owing are paid. Failure to pay all amounts owing by the final day of the calendar year shall result in automatic termination of membership.

11.03-4 Members admitted to membership after the end of January shall be liable for dues for the entire year in which they are admitted.

11.04 Rights.

11.04-1 Full members shall have the right to attend and speak at all meetings of the General Assembly and to nominate candidates for positions as officers of the Organization.

11.04-2 Full members shall also have the right to vote on all matters for which a vote may be taken by the General Assembly.

11.04-3 Full members in good standing shall have the right to designate national teams to participate in IRSO programs and international competitions.

11.04-4 All other group members shall have only the right to attend and speak at meetings of the General Assembly but may not vote. Only athletes who are designated members of a National team of member Federations may participate in IRSO championship competition.

11.05 Suspension and Expulsion.

11.05-1 By a majority vote the board of directors can suspend and expel any member, if they feel the said member has been properly and adequately advised numerous times before of the member's inappropriate conduct or the disregard of the Organization's bylaws.

11.05-2 Before proceeding with the suspension or expulsion, the board of the directors must send email advising the date, place and time of a special board of directors meeting concerning the member's case, allowing the member time to prepare a defense.

11.05-3 Any suspension or expulsion does not release the member of his financial obligations to the Organization, including if any membership fees. If the member wishes to appeal the Board of Directors ruling, the member may do so within 30days by writing to the Appeal committee, who will then deliberate on the matter while giving both the board and affected party fair chances to state their cases.

11.05-4 If the affected party is not happy with the decision made by the appeal committee, the affected party may then take the matter to the AGM. 75% of the quorum will constitute a final majority decision on the case, and the decision will be final and binding.

11.06 **Court of Arbitration.** IRSO accepts the jurisdiction of the International Court of Arbitration for Sports (ICAS) or any successor organization designated by the International Olympic Committee (IOC) for the resolution of disputes.

ARTICLE TWELVE

MEETINGS OF MEMBERS

12.01 Meeting Location.

12.01-1 The annual or any other general or special meeting of the Members shall be held at the head office of the Organization, or at any other place in the world, and at such time, as the Board may determine.

12.01-2 Meetings conducted in whole or part by telephonic or electronic means shall be deemed to be held at the Organization's head office or the

location of the meeting at which Members attending in person are present, respectively.

12.02 **Authority.**

12.02-1 The supreme governing authority of the organization is the General Assembly. The General Assembly shall have the right to take any action necessary and permissible under these by-laws reasonably required for the effective administration of the organization and the advancement of its purposes.

12.03 **Regular meeting.**

12.03-1 The General Assembly shall consist of a meeting held annually at the time of the World Championships unless otherwise specified which all members in good standing financially shall be entitled to attend.

12.04 **Extraordinary Meeting.**

12.04-1 An extraordinary meeting of the General Assembly may be held at some time other than the World Championship at the request of a majority of the Officers or upon written petition of a majority of the voting members.

12.05 **Quorum.**

12.05-1 A quorum for meetings of the General Assembly shall be "over fifty per cent" of the members eligible to vote.

12.06 **Right to Vote.**

12.06-1 Each Member shall be entitled to receive notice of, attend or participate in and vote at, every meeting of the Members.

12.07 **Business to be Transacted.**

12.07-1 In addition to any other business that may be transacted at every annual general meeting of Members, (a) the report of the Board, the

financial statements and the report of the auditors shall be presented to the Members; and (b) the auditors of the Organization shall be appointed by the Members for the ensuing year.

12.07-2 The Members may consider and transact any business, either special or general, at any meeting of the Members as may be properly brought before the meeting.

12.08 **Agenda.** The Annual Meeting Agenda must contain the following items:

- a) Inspection of accreditations;
- b) Reading and approval of the minutes from the last meeting;
- c) Correspondence;
- d) President's, Officers' and Committee Chairman's reports;
- e) Analysis and approval of the financial report;
- f) Acceptance of audited report
- g) Appointment of auditor
- h) Change of fee structure
- i) Continental Federation reports
- j) New business
- k) Notices of motions (bylaws);
- l) Election of officers.
- m) Varia
- n) Adjournment

12.09 **Call for Meetings.**

12.09-1 The Board or the President shall have the power to call, at any time, a general or special meeting of the Members, provided that in the event of the calling of a special meeting of the Members by the Board, the purpose of such special meeting shall be specified in the notice calling such special meeting.

12.09-2 The Board shall call a special or general meeting of the Members on written requisition of Members carrying not less than twenty percent (20%) of the voting rights.

12.10 Notice of Meeting.

12.10-1 At least thirty (30) days' notice shall be given to each Member of any annual general or special meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

12.11 List of Members Entitled to Notice.

12.11-1 For every meeting of Members, the Organization shall prepare a list of Members entitled to receive notice of the meeting, arranged in alphabetical order.

12.11-2 If a record date for the meeting is fixed pursuant to ARTICLE 13.12, the Members listed shall be those Members who have not resigned or been removed under ARTICLE s 3.05 or 11.05 at the close of business on such record date.

12.11-3 If no record date is fixed, the Members listed shall be those Members who have not resigned or been removed under ARTICLE s 3.05 or 11.05 at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held.

12.11-4 The list shall be available for examination by any Member during usual business hours at the head office of the Organization.

12.12 Record Date for Notice.

12.12-1 The Board may fix in advance a date, preceding the date of any meeting of Members by not more than 50 days and not less than 30 days, as a record date for the determination of the Members entitled to notice of the meeting, and notice of any such record date shall be given not less than 7 days before such record date, by newspaper advertisement.

12.12-2 If no such record date is so fixed, the record date for the determination of the Members entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the record date shall be the day on which the meeting is held.

12.13 Electronic Meetings.

12.13-1 Meetings of Members may be held, in whole or in part, by telephonic or electronic means which permit all persons participating in the meeting to communicate adequately with each other, and to which all Members have equal access.

12.13-2 A Member participating in such meeting by such means is deemed to be present at the meeting, including for the purpose of determining quorum in accordance with ARTICLE 12.09.

12.13-3 The Organization shall be entitled to rely on the Member's phone number and e-mail address provided to the Organization by the Member registration and the Member shall use best efforts to ensure that such communication facilities are kept secure and available only to such Member.

12.13-4 Votes on any issue considered at such a meeting by Members participating electronically shall be conducted electronically under the direction of the Secretary General of the Organization in such a manner as to permit the Members to communicate adequately with each other and to which all Members have equal access, Each Member shall be issued an identifier code by the Secretary General of the Corporation and shall receive the same information and motions electronically and shall receive the same information and motions electronically as the other Members participating in the meeting.

12.13-5 If the telephonic or electronic means of communication is not reasonably secure, as determined by the President of the meeting, then the telephonic or electronic meeting process shall not be followed.

12.14 Quorum.

12.14-1 Quorum at any meeting of Members before the Operational Transfer Date shall be a majority (over 50%) of the Members present in person at the meeting.

12.15 Voting.

12.15-1 Voting at any meeting of Members shall be by poll of the Members signifying their assent or dissent on the matter before the Members for approval.

12.15-2 Notwithstanding the foregoing, if a meeting is not conducted, in whole or in part, by telephonic or electronic means, any question may be decided by show of hands unless a poll thereon is required or demanded, or the President otherwise requires a poll thereon.

12.15-3 Whenever a vote by show of hands shall be taken on a question, unless a poll thereon is required or demanded, a declaration by the President of the meeting that the vote has been carried or not carried shall be prima facie evidence of the fact and the result of the vote so taken shall be the decision of the Members on the question.

12.15-4 Upon a poll, the result of the poll shall be the decision of the Members on the question.

12.16 Close of Polls.

12.16-1 If a meeting is conducted, in whole or in part, by telephonic or electronic means, the meeting may be terminated upon completion of the formal business of the meeting, but subject to the completion of voting by Members on the resolutions before the meeting.

12.16-2 The notice of meeting shall specify the time during which the electronic polls will remain open for votes cast by Members participating electronically.

12.16-3 Upon the close of the electronic polls, the meeting shall be deemed terminated without further action on the part of the President or the Members.

12.17 Voting Results.

12.17-1 Within a reasonable period of time after the tabulation of the votes cast by Members at the meeting, the Organization shall notify each Member of the results of the voting by Members on the resolutions before the Members at the meeting (including the election of Members' Directors, if applicable).

12.17-2 Posting of such results on the Organization's website shall constitute sufficient notice to Members for this purpose.

12.18 **Right to Vote.** Each Member participating in a meeting of Members shall have the right to exercise one (1) vote.

12.19 **Opinion Poll By Mail.** Upon a resolution passed at an Annual or Special meeting, the board of directors can subject any particular procedures to an opinion poll by mail or any other electronic means.

12.20 **Adjournments.**

12.20-1 The President/Chairperson of the meeting may adjourn the meeting from time to time and from place to place.

12.20-2 Notice of an adjourned meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

12.21 **Guests.**

12.21-1 The board of directors may invite individuals (who are, or are not, members of the Organization) to participate in the meeting discussions.

12.21-2 It should be noted at the beginning of the meeting that these persons have no right to vote, but are welcome to partake in any discussions that will take place.

ARTICLE THIRTEEN VOTING OF MEMBER

13.01 **Votes to Govern.** At all meetings of the Members, every question shall be determined by a majority vote unless otherwise specifically provided by the Act, the By-laws or applicable law.

13.02 **Eligibility.** All full members in good standing financially shall have the right to cast one vote in all matters upon which a vote is taken at meetings of the General Assembly.

13.03 **Proxy:** Proxys, only by full members in good standing may cast Votes. No member votes more than one proxy. All proxies must be in writing and submitted to the Secretary General prior to the beginning of the General Assembly.

13.04 **Method:** All votes taken other than election votes shall be by show of hand or voice vote, unless a secret ballot is requested and approved by a majority of eligible voting members present.

13.05 **Majority:** Except as otherwise specifically noted in this Constitution, a simple majority of more than fifty per cent (50%) of voting members present shall be required for the passage of any proposition for which a vote may be called. The president of the organization shall only vote in the event of a tie.

ARTICLE FOURTEEN

AUDITORS

14.01 Appointment.

14.01-1 The Members shall! at each annual general meeting of Members appoint an auditor to hold office until the termination of the next annual general meeting and to audit the accounts of the Organization for report to the Members at the next annual general meeting.

14.01-2 The auditor shall hold office until the next annual general meeting of Members provided that the Board may fill any casual vacancy in the office of auditor.

14.01-3 The remuneration of the auditor shall be fixed by the Board.

14.02 **Removal.** The Members, by a resolution passed by at least 2/3 of the Members present in person at a meeting of Members for which notice specifying the intention to pass such resolution was given, may remove any

auditor of the Organization before the expiration of such auditor's term of office and shall, by a majority of the votes cast at such meeting, appoint another auditor in such auditor's place for the remainder of such auditor's term.

ARTICLE FIFTEEN

RULES OF ORDER

15.01 **Rules of Order.** The meetings of the Board and of the Members shall be conducted, subject always to the By-laws, in accordance with Wainberg's Society Meetings, unless following such rules of order is, in the discretion of the President of the meeting, impractical given the requirements of the By-laws.

ARTICLE SIXTEEN

AMENDMENT OF BY-LAW

16.01 **Amendments.**

16.01-1 The By-laws may be repealed or-amended by a majority of the votes cast at a meeting of the Board and sanctioned by resolution passed by at least two-thirds (2/3) of the Members present at the General Assembly Meeting held in conjunction with the World Championships.

16.01-2 Notice specifying the intention to pass such resolution must be given in accordance to Section 17.

ARTICLE SEVENTEEN

NOTICES

17.01 **Method of Giving Notices.**

17.01-1 Any notice (which term includes, for the purposes of this ARTICLE 17, any communication or document) to be given (which term includes, for the purposes of this ARTICLE 18, sent, delivered or served) pursuant to the Act, the letters patent, the By-laws or otherwise, to a Member, Director, committee member, Officer or auditor, shall be sufficiently given

(a) if delivered personally;

(b) if delivered to the last address of the person as recorded in the books of the Organization;

(c) if mailed, by prepaid ordinary or air mail addressed to said address or if sent to said address by telephonic or electronic means.

17.01-2 A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 14 days after it was deposited in a post office or public letter box; and a notice sent by telephonic or electronic means shall be deemed to have been given on the day it is transmitted.

17.01-3 The Secretary General may change the address on the Organization's books of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.

17.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

17.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

17.04 **Waiver of Notice.** Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the By-laws or otherwise, and such waiver, whether given

before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

17.05 Telephonic or Electronic Means. Any notice (including, without limitation, any resignation) to be given pursuant to the Act, the letters patent, the By-laws or otherwise to a Member, Director, committee member, Officer or auditor shall be given in written or printed format or format generated by telephonic or electronic means and completed and signed in writing or electronic signature by or on behalf of the person giving or making it.

ARTICLE EIGHTEEN ELECTIONS

18.01 Timetable. Election of President and regular Board members shall take place at the regular meeting of the General Assembly held in the year of the Olympic Games and two (2) years thereafter. Regular Council members shall serve a term of four (4) years.

18.02 Secret Ballot. Elections shall be held by secret ballot whenever there are more candidates than the number of vacant positions.

18.03 Elimination. Election voting shall be by successive balloting with the elimination of candidates receiving the least number of votes until one candidate receives a majority of the votes cast. Board members will be chosen starting with the nominee with the highest final votes for, to fill the vacant positions

18.04 Nomination.

18.04-1 Candidates for the Board and-or the Presidency must be nominated by their National Federation, in writing, and signed by a duly authorized officer of their National Governing Body, and must arrive at the Head office

of the corporation at least thirty (30) days in advance of the date of the meeting at which elections for such positions is held.

18.04-2 Each country shall submit only one nomination for President and one nomination for Board member.

18.05 **Procedure.** Procedure for President and Board member election is as follows:

- a) Each country has only one vote.
- b) A voting card will be given to the member who has the voting rights for his country
- c) If a country cannot be present for the meeting, they can vote by proxy. Only one proxy vote per voter. All proxy votes must be noted before the meeting starts.
- d) All nominees must be present at the meeting called for the election. If more than one nominee for the Position of President, an election will proceed ARTICLE 18.03. If more Board nominees than vacant positions, an election will proceed ARTICLE 18.03.
- e) The Election Chair has to be an individual who has no conflict of interest and who is nominated from the floor unless decided to have an independent body to run the elections for IRSO.

18.06 **Procedure.** Procedure for officer election is as follows:

18.06-1 All elected council members have the right to vote, including the International subsidiaries Presidents, whom assume automatically the positions of Vice-President on the council.

18.06-2 Nominations will be taken from the floor at the board of Directors meeting called for the purpose of the elections. Confirmation of nominations shall be in reverse order of the nominations. All nomination for officers must be proposed and seconded to be valid and nominee must be present at the meeting

18.06-3 The positions of Senior Vice-President, Secretary General and Treasurer and the two members at large are elected positions.

18.06-4 The duly elected President of the Organization shall assume the duties of Election Officer

18.06-5 If two or more members are nominated for any position, there will be a vote ARTICLE (18.03)

SECTION NINETEEN

DISSOLUTION

19.01 Final meeting.

19.01-1 Dissolution of the Organization may only take place at an extraordinary meeting of the General Assembly called for the exclusive purpose of dissolving the Organization such that dissolution is the only item on the agenda.

19.01-2 The Quorum for such a meeting shall be 70% of the voting membership and that decision shall be made by at least 70% of the members present.

19.02 **Disposition of assets.** Any assets belonging to the Organization upon dissolution not payable to the members of the Organization shall be dispersed to some charitable Organizations.

SECTION TWENTY

EFFECTIVE DATE

20.01 Effective Date.

20.01-1 These bylaws should come to effect as soon as they are approved by the AGM as the tentative guide until the confirmed by the Minister of industry or such Authority.

20.01-2 The bylaws will stay carry as much the power and be final authority even when it still not approved by the minister of industry as that process may take longer delaying the effectiveness of the bylaws.

20.01-3 Should the minister of industry recommend editing on the bylaws such editing will not need to go to the AGM for approval, they will be effective immediately effectively as amended and can be reported to the AGM.