

WORLD TRANSPLANT GAMES FEDERATION CONSTITUTION

August, 2007

1. TITLE

The Organization hereinafter founded shall be called 'The World Transplant Games Federation' (WTGF) hereinafter called "the Federation".

2. OBJECTS

The objects of the Federation are:

- a) To promote fitness and health and sporting activity amongst recipients of organ and bone marrow transplants from other individuals or species.
- b) To promote the education of the general public throughout the world relating to recipients of organ and bone marrow transplants from other individuals or species.
- c) To advance the study of biological and clinical problems of organ Transplantation, to facilitate co-operation between persons concerned with recipients of organ and bone marrow transplants from other individuals or species and to make new knowledge available to the community.
- d) To promote international friendship and relations, particularly amongst recipients of organ and bone marrow transplants from other individuals or species.
- e) To preserve and protect the physical and mental health and rehabilitation of persons who have undergone transplant surgery by the Provision of facilities for recreation and other leisure time occupations for such persons.

3. POWERS

In furtherance of the above objects the Federation shall have the following powers:

- a) To instigate biennial WORLD TRANSPLANT SUMMER GAMES and biennial WORLD TRANSPLANT WINTER GAMES, hereafter called "SUMMER GAMES" and "WINTER GAMES". The dates of such are to be approved by the Council.
- b) To raise funds for the achievement of the goals of the Federation and invite and receive contributions by way of subscriptions, donations and otherwise, provided that the Federation shall not undertake any permanent trading activities in raising funds for its purposes.
- c) To foster cooperation and lawfully promote the needs of organ transplantees with all relevant national and international organisations and statutory bodies
- d) To further and assist the work of prospective and existing federations and associations offering, promoting or supporting sports activities for organ transplantees.
- e) To do any such other lawful activities as shall further the objectives of the Federation.

4. MEMBERSHIP

a) Full Membership

Full membership shall be available to one properly constituted and representative National Organisation per country offering, promoting or supporting sports after organ transplantation. Full members are hereafter referred to as member countries.

Only member countries whose dues have been paid are allowed to enter a team in the Summer and Winter games.

b) Non-Voting Membership

(1) Corporate & Associate Membership

Organizations or individuals who support the aims and objects of the Federation and who wish to receive information and publication of the Federation are entitled to non-voting membership.

(2) Honorary Membership

The Council may, in their absolute discretion, offer honorary membership to individuals who in their opinion have or will further the aspirations of the Federation.

Applications for membership are accepted by a decision of the Council. If membership is declined, the applicant can lodge a written appeal to the secretary against such refusal within one month of the decision. The appeal will be discussed at the next Council meeting.

c) Resignation from Membership

Any member wishing to withdraw from the Federation must do so in writing to the Federation office.

d) Removal from Membership

- 1) Any decision of the Council to terminate membership of any member shall only be taken for good and sufficient reason. The member concerned will have the right to be heard by the Council before a final decision is taken.
- 2) The member can lodge a written appeal against such decision to the secretary within one month of the decision. The appeal will be discussed at the next Council meeting.

5. MEMBERSHIP FEES

a) Membership Fee

Member countries shall pay a biennial membership fee [determined and levied by the Council] no later than 31st March in the year before the summer games are to be held.

This rule will not apply to a member country entering a team in the Games (summer or winter) for the very first time.

Corporate and associate members shall pay a membership fee determined by the Council.

b) Other Fees

A participation fee determined by the Council will be payable to the Federation by each competitor and accompanying person at the Summer and Winter Games.

6. ASSEMBLY - GENERAL

- a) The Assembly is the governing body of the Federation and the place where the broad policy of the Federation is discussed by its member countries. It is chaired by the President or his/her designee.
- b) The Assembly shall consist of one official representative of every member country. Each member country must notify the Federation of the identity of its representative through the procedures that the Federation may specify from time to time. Such a representative may speak through an interpreter if required. Other interested parties may attend but will have no right to speak to the Assembly or vote.
- c) Minutes of meetings of the Assembly will be sent to member countries and to the official representative of each member country within two months after each meeting.

Objections to the minutes of the Assembly meeting must be made within 45 days of the date on which the minutes are sent out. The Federation will inform member countries and the official representatives of received objections and their corrections within 90 days of the Assembly.

7. ASSEMBLY- CONDUCT

- a) The Assembly shall take place every two years on the occasion of and at the venue of the Summer Games. . If deemed necessary by the Council, a General Assembly can be held in the alternate year by appropriate electronic means.
- b) The Assembly is convened by the President by letter, facsimile or e-mail, mailed out at least 30 days before the Assembly takes place. The notice shall contain the tentative agenda. If there are proposed amendments to the Constitution the notice will include both the proposed and the existing version of the Constitution.
- c) At the Assembly no vote may be taken on any matter which has not been placed on the tentative agenda.
- d) The Executive Committee may call an extraordinary Assembly. Such an extraordinary Assembly must be called if this in the interest of the Federation or if at least one third of the full members request this in writing naming the reason and the context for the request. Such Assembly is convened by letter, facsimile or e-mail mailed out at least four weeks before the extraordinary

Assembly is to take place. Such an extraordinary Assembly can be held by appropriate electronic means as determined by the Council.

8. ASSEMBLY - COMPETENCE

The role of the Assembly is to:

- a) Elect the members of the Council.
- b) Receive, and if approved, adopt the independently examined financial records.
- c) Receive an annual report from the Council.
- d) Determine the strategy of the Federation.

9. GENERAL ASSEMBLY - QUORUM

No business shall be transacted at the Assembly unless a quorum of one third of the national voting representatives is present. If such a quorum is not present within half an hour of the time appointed for the meeting the meeting shall stand adjourned to the same time the following day at the same place or at such time and place as the Council shall determine.

10. GENERAL ASSEMBLY - VOTING

- a) Only paid-up member countries have the right to vote.
- b) Speaking and voting in the Assembly will only be by the official representative from each member country holding one vote or his proxy or nominee properly authorised in writing. The Chairman of the Assembly will in the event of an equality of votes have a casting vote.
- c) All resolutions must be first moved and then seconded before being put to the vote. Unless the Chairman shall require a secret ballot, then subject to the provisions for the election of officers and Councillors, voting at an Assembly meeting shall be decided by way of a show of hands. The vote will be won by a simple majority of those representatives, present and voting.
- d) Voting by proxy shall be permissible provided that no official representative shall hold the proxy vote of more than three other national representatives.
- e) No postal ballots are allowed.

11. THE COUNCIL - GENERAL

- a) The Council is chaired by the President or his/her designee.
- b) The Council shall consist of the Officers and not less than six but not more than ten national representatives from full members with not more than two from any one member country being entitled to a seat. The members of the Council, other than the Officers, shall be known as Councillors.
- c) All Councillors shall act in an honorary capacity. The Council shall have power to appoint such sub-committees of the Council and the Chairman thereof as they may from time to time decide to deal with special matters and may determine their powers and terms of reference and any such sub-committee shall have power to co-opt members with the approval of the Council, provided always that all acts and proceedings of such sub-committees shall be reported back to the Council as soon as possible.
- d) Minutes of Council meetings shall be distributed to Council members within 30 days after the meeting. Objections to the minutes must be received by the WTGF office in writing within 60 days after the meeting of the Council. The WTGF office will inform the members of the Council of all received objections and corrections within 90 days after the Council meeting.

12. THE COUNCIL - COMPETENCE

- a. The Council shall be responsible for the day to day management of the Federation consistent with the voting and the expressed wishes of the Assembly.
- b. The Council elects the officers.
- c. The Council selects the sites of the Summer Games and the Winter Games.
- d. The Council shall be at full liberty to employ any person or agent to transact all or any business of whatsoever nature required to be done in furthering the purposes of the Federation and such servant or agent shall be entitled to be allowed and be paid all reasonable charges and expenses incurred by him or her in administration thereof and shall be responsible for the defaults of any such agent or servant or any loss occasioned by his or her employment.

13. THE COUNCIL - ELECTION OF COUNCILLORS

- a) The Councillors are elected directly by the General Assembly.

- b) Voting Procedure
- 1) Only paid-up member countries are allowed to vote.
 - 2) Forms for the nomination of candidates for election are sent out to the member countries 120 days before the Assembly meeting.
 - 3) Full members may nominate candidates from their country. Such nomination shall be seconded by one other full member. The nomination shall be in writing addressed to the Secretary, and received no later than 90 days before the Assembly meeting. The nomination must be accompanied by the written consent of the nominee and a short summary of his or her past involvement in his or her national organisation and if appropriate, the Federation.
 - 4) Lists and details of candidates for election shall be prepared by the Secretary and shall be sent to the full members 60 days before the Assembly.
- c) The number of votes cast by each full member shall not exceed the number of vacancies.
- d) In the event of there being an insufficient number of candidates nominated, then vacancies may be filled by the Council after the Assembly or left unfilled.

14. THE COUNCIL - VOTING

Voting in the Council will be by each Officer or Councillor holding one vote. The Chairman of the Council will in the event of an equality of votes have a casting vote.

Resolutions put to a vote at a Council meeting will be won by a simple majority of those Officers and Councillors present and voting. Voting for the election of officers will be carried out by a secret ballot as opposed to a show of hands.

An Officer or Councillor may appoint another officer or Councillor his or her proxy to vote for him or her at a Council meeting. An instrument appointing a proxy shall be in writing and executed by the Appointor. The instrument appointing a proxy shall be deposited with one of the Officers of the Council not less than 24 hours before the time for holding the meeting at which the person named in the Instrument proposes to vote. An Instrument of proxy which is not deposited or delivered in this manner shall be invalid.

15. THE COUNCIL - QUORUM

No business shall be transacted at any Council meeting unless a quorum is present. Seven members of the Council including Officers shall be physically present. If such a quorum is not present within half an hour of the time appointed for the meeting the meeting shall stand adjourned to the same time the following day at the same place or at such time and place as the Council shall determine.

16. THE COUNCIL - MEETINGS

- a) The Council shall meet annually. The venue for such annual meeting will be the World Transplant Games every second year and at some mutually agreeable venue in the intervening year.
- b) An extraordinary Council Meeting may be convened by a majority of the Executive Committee or at least five Councillors. Twenty eight days notice must be given for such an extraordinary meeting, or alternatively shorter notice may be given with the written consent of 90% of the Council. Such a Council meeting can be conducted by appropriate electronic means or a telephone conference call.
- c) Notice of a Council meeting shall specify the time and place of the meeting and the general nature of the business to be transacted. Such notice shall be given to all the members of the Council at least 28 days before the proposed meeting.
- d) If, in the opinion of the President or of five members of the Council, the Council is required to make an urgent decision on a matter affecting the Federation, then a written resolution signed by eight members of the Council shall be deemed valid. Signatures sent in by letter, facsimile or e-mail are valid.

17. COUNCILLORS - TERMS OF OFFICE AND REMOVAL

- a) The term of office for Councillors shall be for four years, and all may stand for re-election.
- b) Once elected only the Assembly can remove Councillors before the expiration of their term of office. Any such removal must be preceded by a written request of the nominating country and its reasons must be given. The written request is to be received by no later than 21 days before a meeting of the Assembly.

- c) Any Councillor whose removal has been requested shall be given the opportunity of addressing the Assembly before a decision is made.
- d) In any event of a Councillor vacating an office for any reason the remaining members of the Council may in their discretion resolve in writing to appoint other members of the Council to fill each vacancy until the next election. Such resolution shall be deposited with the Secretary.
- e) The removal of Councillors shall be valid only if it is voted by a majority of 75% of the members either present or represented by proxy.

18. EXECUTIVE COMMITTEE

- a) The Federation is administered by an Executive Committee comprising three members, elected to four year terms, who are known as Officers.
 - The President who shall be the administrative head of the Federation.
 - The Secretary who shall be responsible for the day to day administration of the Federation and will be responsible for taking and keeping minutes of meetings.
 - The Treasurer who shall be responsible for keeping and maintaining the finances of the Federation in good order. He shall present a budget plan and audited accounts annually to the Council at the Council meetings.
- b) If the President is unable to fulfill his/her duties due to illness, retirement, resignation or some other reason, the Secretary shall become acting President until the next meeting of the Council when the election to such office shall be voted upon and thereafter the person so elected shall continue in office until the next Assembly.

19. EXECUTIVE COMMITTEE - COMPETENCE

Without prejudice to the powers of the General Assembly and of the Council, the Executive Committee shall possess and exercise all of the Federation's powers and the management and the control of the Federation. The Executive Committee leads the Federation and executes the resolutions of the general Assembly and of the Council. The Council shall be consulted on decisions concerning the whole Federation on a timely basis.

In particular the tasks are to:

- make the budget plan, the report of the Executive Committee and the financial statement
- prepare and run the General Assembly
- manage the office
- manage the assets and funds of the Federation
- undertake all duties of an employer as appropriate
- cooperate with the host country of the games

20. EXECUTIVE COMMITTEE - CONVOCATION, CONDUCT AND VOTING

- a) The Executive Committee meets at least twice a year and decides in non-public meetings convened by the President by letter, fax or e-mail, mailed out at least three weeks before the meeting is to take place. In urgent cases, one week notice is sufficient. Guests may be invited.
- b) The Executive Committee shall only formally deliberate if at least two members are present.
- c) No meeting is necessary, if all members of the Executive Committee agree to a written proposal or resolution in a written form (letter, fax, e-mail).
- d) A meeting of the Executive Committee may also be held as a telephone conference call.
- e) Decisions of the Executive Committee are taken by a simple majority of the members present. If there is a tie vote, the President has the casting vote
- f) The minutes of the Executive Committee shall be distributed to the members of the Council within 21 days after the meeting.
- g) Voting is by a show of hands.
- h) All actions that bind the Federation shall be signed by two members of the Executive Committee.

21. EXECUTIVE COMMITTEE - ELECTION

- a) The members of the Council shall fill any vacancies on the Executive Committee by election at the first meeting of the Council after the General Assembly.

- b) Nominations for election shall be addressed to the secretary and received by him no later than at the very beginning of the first Council meeting after the Assembly meeting.
- c) Lists of candidates shall be prepared by the secretary and be circulated together with the voting papers if there is more than one candidate for any unfilled vacancy.
- d) Each member of the Council shall be entitled to one vote for a position that is vacant. Voting by proxy shall be permissible provided that no Councillor shall hold the proxy vote of more than one other Councillor.
- e) The voting is by secret ballot.

22 OFFICERS - TERMS OF OFFICE AND REMOVAL

- a) The term of office for Officers shall be for four years, and all may stand for re-election.
- b) Once elected, only the members of the Council can remove Officers before the expiration of their term of office. Any such removal must be preceded by a written request giving the reasons, proposed and seconded by at least two members of the Council and submitted to the Council, in writing at least 21 days prior to a Council meeting.
- c) Any Officer whose removal has been requested shall be given the opportunity of addressing the Council before a decision is made.
- d) In any event of an Officer vacating an office for any reason the remaining members of the Council may in their discretion resolve in writing to appoint other members of the Council to fill each vacancy until the next election. Such resolution shall be deposited with the Secretary.
- e) The removal of Officers shall be valid only if it is voted by a majority of 75% of the members either present or represented by proxy.

23. WORLD TRANSPLANT GAMES

Both the Summer Games and the Winter Games shall be held every two years as under clause 3a hereof. The Summer Games should be held in odd years and the Winter Games in even years.

To this end:

- a) Following the adoption of this Constitution the Council shall receive bids from member countries wishing to host the Summer Games or the Winter Games. Other organisations sending in bids shall be seconded by the national full member.
- b) The member country whose country is chosen to host the Summer or the Winter Games shall submit to the Council for their approval the name of the person to be Chairman of the national organising committee.
- c) The national organising committee will consist of as many members co-opted by its Chairman as may be decided necessary for the effective administration of the Summer or the Winter Games. Proceedings of that Committee shall be reported back to the Council as soon as possible.
- d) The national organising committee, acting by its Chairman will enter into such formal agreements with the Federation as shall be reasonably required for the regulation of the Summer Games or the Winter Games.
- e) The President and one member of the Council shall be nominated as ex-officio to the national organising committee. They will have the power to visit the host centre and advise on the management of the Summer or the Winter Games.
- f) If the decisions of the national organising committee are felt to be in conflict with the objects and principles of the Federation, the Council may veto those decisions. Furthermore, the Council may in its absolute discretion withdraw the support of the Federation and may disassociate itself from the organisation and management of the Summer or the Winter Games.

24. FINANCIAL MATTERS

- a) The financial year of the Federation shall end on the 31st of December. The Treasurer will then produce audited accounts for the approval of the next Council meeting. After approval copies will be sent to all full members.
- b) The Treasurer will send the budget plan for the coming year to the Council for their approval no later than 30 September.
- c) The Treasurer will send audited accounts to the Council by 30 June for their approval at the next Council meeting. After approval, copies will be sent to all full members.

- d) The Council may from time to time open and maintain in the name of the Federation a Bank account or accounts at such Bank or Banks as they shall from time to time decide and may at any time pay any money forming part of the Federation's funds to the credit of any such account or accounts or place the same on deposit with any Bank or Banks and all cheques or orders for payment of money over US \$5,000 shall be signed by not less than two individuals one of whom shall be the Treasurer for the time being of the Council and the other shall be one other Officer.
- e) If at any time there are monies belonging to the Federation and not required for immediate application, the Council shall have a General power to invest the Federations funds in such stocks, bonds, shares, securities or other investments or property of whatever nature and whatever situated as the Council in their absolute discretion think fit but so that the Council in the proper exercise of this power shall not be liable for any loss incurred by their actions unless this action is grossly negligent.
- f) Any Officer or Councillor may be reimbursed any reasonable and proper expenses incurred by him in carrying out his duties including any travelling or other expenses incurred by him in his capacity as Officer or Councillor.

25. THE AUDITOR

The Auditor shall be appointed by the Council and be responsible for auditing the Federation's accounts. He or she shall be a member of the Institute of Chartered Accountants in England and Wales or the Institute of Chartered Accountants in Scotland or the Chartered Association of Certified Accountants or the Institute of Chartered Accountants in Ireland or a member of a body of accountants of equivalent and internationally recognized professional standing.

26. CONSTITUTIONAL CHANGES

- a) Any change in the constitution must be made at a meeting of the Assembly on the prior approval of such change and the recommendation of the Council. Any proposed changes must first be proposed and seconded by two members and submitted to the Council in writing at least 30 days prior to a Council meeting. The Assembly may by a 75% majority of the member countries present resolve to change or vary any of the provisions of this constitution.
- b) Only when extraordinary events have been identified to the Council will proposals which have not previously been submitted to them under the procedure in (a) above, be accepted by the Assembly.

- c) Notwithstanding anything in this constitution at least seven member nations may compel the Council to convene an extraordinary meeting of the Assembly in order that they may put forward a proposition to the Assembly. Such Assembly must be convened within 2 calendar months of the members applying to the Council.

27. DISSOLUTION

If at any time the Council decide the purposes of the Federation cannot in the circumstances continue to be carried out they may by a 75% majority resolve that the cash investments and other property held on account by the Federation shall after the payment of debts and liabilities of the Federation be transferred to another institution with similar objects.

28. RULINGS

Rulings on matters not covered by this Constitution will be decided by the Officers after consultation with the Council members.

28. GENERAL PROVISION

The Laws of England and Wales shall be final in the event of any dispute or difference arising amongst the members of the Council or the Assembly.

This Constitution was today formally adopted by the Assembly of the World Transplant Games Federation.

Dated this 30th day of August, 2007

President signed

Secretary signed