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Swiss Touch Association

1. NAME

The name of the Association shall be the Swiss Touch Rugby Association (STA)

2. HEADQUARTERS

2.1

The Headquarters of the Association shall be as determined by the Association from time to time or in the event of no such determination, the address of the President.

2.2

English shall be the official language of the Association.

3. INTERPRETATION

In this Constitution and in any By-Laws made hereunder, unless the contrary intention appears;

3.0

“**Act**” means articles 60ff of the Swiss Code of Civil Law with seat at the President’s domicile Swiss Touch Rugby Association.

3.1

“**Country**” means the Confederation of Switzerland;

3.2

“**National Governing Body**” means the primary recognised body with the object to promote, encourage foster, develop, govern and control the sport of Touch for all residents and citizens in their country.

3.3

“**Executive Committee**” means the Executive Committee of the Association as provided by Article 6.2 of the constitution;

3.4

“**Association**” means the Swiss Touch Rugby Association;

3.5

“**Financial Year**” means the period commencing on the first day of April and concluding on the thirty first day of March of the following year;

3.6

“**Member**” means constituent members affiliated under Article 5 of this Constitution. Moreover, the term “member” is a generic term applicable to both male and female persons;

3.7

“**Misconduct**” means action or behaviour in breach of the Association’s Articles or By-Laws and decisions or public action by member that may bring the Association into disrepute;

3.8

“**Nominated Delegate**” means the person, in attendance at a meeting, who has been nominated in writing by the relevant Member, to represent such Member at meetings of the Association;

3.9

“**Nomination**” means a nomination in writing, signed by the proposer, who must be a financial member of the Association, and signed by the nominee;

3.10

“Proxy Vote” means a vote given by a member of a Committee, in writing and signed by that member, to another Association Member or Executive Committee Member;

3.11

“Public Officer” shall be a member of the Executive Committee or such other person as determined by the Executive Committee from time to time;

3.12

“Special Notice” means a notice of a Special General Meeting of which two (2) months notice is given to the members specifying the intention to propose a special resolution, the text of which is contained in the notice;

3.13

“Special Resolution” means a resolution required to be passed by not less than 75% of those General Committee Members voting in person or by proxy at a General Meeting;

3.14

“Touch” means the sport played under the rules as determined by the Federation of International Touch (F.I.T).

4. OBJECTS

The objects of the Association are:

4.1

To develop International relationships through the sport of Touch;

4.2

To promote, encourage, foster, develop, extend, govern and control the sport of Touch Internationally;

4.3

To co-ordinate, encourage, assist and support the legitimate activities of the members and their co-operation with each other;

4.4

To promote, organise and conduct international championships, competitions and other events pertaining to the sport as may from time to time be considered expedient;

4.5

To establish and maintain standardised playing rules and regulations;

4.6

To provide a forum for its members and other international organisations or bodies concerned with sport;

4.7

To act as an international representative body of its members;

4.8

To foster friendship, understanding and co-operation among its members;

4.9

To do all things as are incidental or conducive to the attainment of the objectives and the exercise of powers of the Association.

5. COMMITTEES

5.1.0 - General Committee

5.1.1

The General Committee shall consist of members of the Executive Committee and a nominated Delegate from each Member and shall exercise ultimate control over the affairs of the Association;

5.1.2

Guests and observers may, at the discretion of the Chairperson, attend a General Committee meeting;

5.1.3

A Member may nominate, in writing, another Member to act as its proxy at a General Committee Meeting.

5.1.4

A Member shall, when nominating another Member to act as its proxy, specify the items in the Agenda on which its voting rights may be exercised. In the absence of such specification, the proxy holding Member may not exercise the voting rights of the Member organisation.

5.1.5

The General Committee may delegate from time to time powers not otherwise specifically authorised by this constitution to the Executive Committee or sub committees as it shall deem appropriate;

5.1.6

Decisions shall be made on a majority of votes cast unless the Constitution states otherwise. Abstentions are not counted in determining a majority.;

5.1.7

The General Committee shall have exclusive power to:

- a) Determine annual subscriptions;
- b) Elect or ratify the Members of the Executive Committee; and
- c) Approve the statements of account and the proposed budget.

5.2.0 - Executive Committee

5.2.1

The Executive Committee of the Association shall consist of the President, Vice President, Treasurer, Secretary General and Development Officer;

5.2.2

The Executive Committee is responsible for the representation, direction and administration of the Association;

5.2.3

The duties of the Executive Committee are:

PRESIDENT: The President shall be the overall head of the Association. The President shall preside as chairperson over all Committees, excluding sub committees, unless so appointed, and shall be an ex-officio member of all sub committees.

VICE PRESIDENT: The Vice President shall in the absence of the President assume all duties and responsibilities of the President.

TREASURER: The Treasurer shall be responsible for the financial books of the

Association and shall be responsible for the collection of all affiliation fees and other moneys owed to the Association. The Treasurer shall prepare the relevant Budgets and Financial Statements.

SECRETARY GENERAL: The Secretary General shall be responsible for the administration of the on-going affairs of the Association, including the distribution of all notices and papers for meetings; the custody of any books, documents or securities of the Association, and the safe keeping of the Common Seal of the Association.

DEVELOPMENT OFFICER: The Development Officer shall be responsible for the development of the game of Touch within the Country and assist the Secretary General.

5.2.4

The Executive Committee upon election may at its discretion appoint such persons upon such terms and conditions as the Executive Committee shall see fit;

5.3.0 - Sub Committees

5.3.1

The General Committee or Executive Committee may appoint such sub committees as it deems appropriate with relevant powers and duties and may appoint a chairperson of such;

5.3.2

If no chairperson is appointed in this manner, the sub committee shall elect a chairperson from amongst its members.

6. MEETINGS

6.1.0 - Ordinary General Meeting

6.1.1 Frequency

Ordinary general meetings of the Association shall be held at least once every year in accordance with the requirements of the Act, when and where determined by the General Committee or the Executive Committee. The ordinary general meeting shall be held within six (6) months after the end of the Financial Year.

6.1.2 Notice

Notice of the date and place and time of the holding of an Ordinary General meeting shall be given, in writing, by the Secretary General to each member at least six (6) months prior to the meeting.

6.1.3 Order of Business at Ordinary General Meeting

The order of business to be transacted at an Ordinary General Meeting shall be;

- i) Apologies;
- ii) Registration and Accreditation of Nominated Delegates;
- iii) Minutes of previous meeting / Matters arising;
- iv) Reports;
- v) Financial reports;
- vi) General Business;
- vii) Notices of Motions.

6.1.4 Agenda

Members wishing to submit items to the Agenda must send their proposals in writing to the Secretary General at least four (4) months before the date of the General Meeting.

6.1.5 Distribution

The Agenda, reports and all items of business proposed by Members must be sent to all Members, The Executive and Chairperson of Sub Committees, at least two (2) months before the date of the next General Meeting.

6.2.0 - Assembly General Meeting

6.2.1 Frequency

The Assembly General Meeting shall be held every four (4) years at a venue and on a date decided by the General Committee or the Executive Committee, but shall be held not later than six (6) calendar months after the close of the Financial Year immediately preceding the meeting.

6.2.2 Notice

Notice of the date, place and time of the holding of the Assembly General Meeting shall be given, in writing, by the Secretary General to each member at least six (6) months prior to the meeting.

6.2.3 Order of Business

The order of business to be transacted at the Assembly General Meeting shall be;

- i) Apologies
- ii) Registration and Accreditation of Nominated Delegates;
- iii) Minutes from previous Assembly General Meeting;
- iv) Reports;
- v) Financial Report;
- vi) Motions for amendment of the Constitution;
- vii) Notices of motion, including Life Membership
- viii) Election of Executive Committee in the following order viz. ;
 - President
 - Vice President
 - Treasurer
 - Secretary General
 - Development Officer
- ix) Election of Patron;
- x) Appointment of Auditor.

6.2.4 Agenda

Members wishing to submit items to the agenda must send their proposals in writing to the Secretary General at least two (2) week before the date of the Assembly General Meeting.

6.2.5 Distribution

The Agenda, reports and all items of business proposed by Members must be sent to all Members, The Executive and Chairperson of Sub Committees, at least two (2) weeks before the date of the next Assembly General Meeting.

6.2.6 Procedure

At the Assembly General Meeting of the Association, elections shall be held for the positions of the Executive Committee in accordance with the following procedure:

- i) Nominations of candidates for election shall be given in writing addressed to the Secretary General not less than one (1) months prior to the meeting;
- ii) If no nominations have been received in writing for a position, nominations may be accepted from the floor of the meeting;
- iii) Nominees shall be notified to the Constituent Members not less than one (1) week prior to the Assembly General Meeting;

iv) Persons may only stand for election if they are financial members of a financial Constituent Member;

6.3.0 - Special General Meeting

6.3.1 Frequency

A Special General Meeting shall be convened, upon written request to the Secretary General, signed by not less than 50% of all the Members.

6.3.2 Notice

Notice of the date, place and time of the holding of the Special General Meeting shall be given,

in writing, by the Secretary General to each member at least one (1) month prior to the meeting, unless not less than 75% of the members agree in any case of extreme urgency that a shorter period of notice may be given. Such notice shall include full details of the business matters intended to be considered at such meeting.

6.3.3 Order of Business

A Special General Meeting, shall deal only with the matters included in the Notice PROVIDED ALWAYS that following consideration of those matters, the meeting may resolve to discuss further matters, and the Executive Committee may raise matters for consideration, that would ordinarily be dealt with by the Executive Committee, and ratified at the next meeting of the General Committee.

6.3.4 Agenda

Members wishing to submit further items to the agenda must send their proposals in writing to the Secretary General at least two (2) weeks before the date of the Special General Meeting. A Special General Meeting may consider notices of motion for amendment of the Constitution.

6.3.5 Distribution

The Agenda, reports and all items of business proposed by Members must be sent to all Members, The Executive and Chairperson of Sub Committees, at least one (1) week before the date of the next Assembly General Meeting.

6.3.A (a) (i) Resolutions not in general meeting

(a) Without limiting the other powers in this clause, a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Members entitled to vote.

(b) Without limiting the power to hold general meetings in accordance with this Constitution and without limiting the other powers in this clause, a general meeting of the Association may be held where one or more of the Members entitled to vote is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all persons entitled to notice in accordance with this Constitution;

(iii) in the event that a failure in communications prevents Article 7.3A(b)(i) from being satisfied by a quorum then the meeting shall be suspended until Article 6.3A(b)(i) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and

(iv) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

(c) Without limiting the other powers in this clause, decisions of the Members may be decided by a postal or electronic vote or in such other manner as the Executive Committee considers appropriate.

6.4.0 - Executive Meeting

6.4.1 Frequency

Executive Meetings shall be held at a venue, time and date as set by the President or demanded by a majority of Executive members.

6.4.2 Notice

Reasonable notice of the date, place and time of the holding of the Executive Meeting shall be given, to each member. .

6.4.3 Order of Business

The order of business to be transacted at the Executive Meeting shall be;

- i) Apologies
- ii) Minutes from previous Executive Meeting;
- iii) Reports;
- iv) Financial Report; and
- v) General Business

6.4.4 Agenda

Members wishing to submit items to the agenda must send their proposals in writing to the Secretary General at least one (1) week before the date of a scheduled Meeting.

6.4.5 Distribution

The Agenda, reports and all items of business proposed by Members should be sent to all Members, at least one (1) month before the date of a scheduled Meeting.

6.5.0 - Sub-Committee Meeting

6.5.1 Frequency

Sub Committee Meetings shall be held at a venue, time and date as set by the Chairperson or demanded by a majority of the Sub Committee members.

6.5.2 Notice

Notice of the date, place and time of the holding of the Sub Committee Meeting shall be given, in writing, by the Secretary General to each member at least one (1) month prior to the meeting, unless not less than 75% of the members agree in any case of extreme urgency that a shorter period of notice may be given. Such notice shall include full details of the business matters intended to be considered at such meeting.

6.5.3 Order of Business

The order of business to be transacted at the Sub Committee Meeting shall be;

- i) Apologies
- ii) Minutes from previous Sub Committee Meeting;
- iii) Reports;
- iv) Financial Report; and
- v) General Business

6.5.4 Agenda

Members wishing to submit items to the agenda must send their proposals in writing to the Secretary General at one (1) week before the date of the Meeting.

6.5.5 Distribution

The Agenda, reports and all items of business proposed by Members should be sent to all Members, at least one (1) months before the date of the Meeting.

6.6.0 Resolution not in meeting of Executive Committee or Sub Committee

(a) Without limiting the other powers in this clause, a resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Executive Committee or Sub Committee members shall be as valid and

effectual as if it had been passed at a meeting of the Executive Committee or Sub Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Executive Committee or Sub Committee members.

(b) Without limiting the power of the Executive Committee or Sub Committee members to regulate their meetings as they think fit and without limiting the other powers in this clause, a meeting of the Executive Committee or Sub Committee may be held where one or more of the Executive Committee or Sub Committee members is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all persons entitled to notice in accordance with this Constitution;

(iii) in the event that a failure in communications prevents Article 7.6(b)(i) from being satisfied by a quorum then the meeting shall be suspended until Article 6.6(b)(i) is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and

(iv) no meeting shall be invalidated merely because no Executive Committee or Sub Committee members entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

(c) Without limiting the other powers in this clause, decisions of the Executive Committee or Sub Committee members may be decided by a postal or electronic vote or in such other manner as the Executive Committee considers appropriate.

7. QUORUMS

Quorums for meetings shall be:

- General Meeting 50% of Executive and 50% of Financial Members
- Executive Meeting 66% of Members
- Sub Committee Meeting 50% of Members

No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting is to proceed to business. In the event of a quorum not being present thirty (30) minutes after the time laid down for the commencement of the meeting, the meeting will lapse, and be reconvened at a time, date and place as stipulated by the Chair person with relevant notice to be given. If at the reconvened meeting, no quorum is present, the meeting shall proceed.

8. VOTING

8.0.1

Voting on motions will be by simple majority unless otherwise provided

8.1.0 - Rights

The right to vote at meetings shall apply as follows:

- a) General Meeting Nominated Delegates and the Executive Committee
- b) Executive Meetings Members of the Executive Committee
- c) Sub Committee Meetings Members of the particular Sub Committee

8.2.0 - Procedures

8.2.1

Immediately preceding the election of the Executive Committee the chairperson shall declare all elected positions vacant and vacate the Chair after appointing, with the consent of the nominated delegates, an Acting Chairperson, who shall not be standing for election. At this stage the following voting rights shall apply:

- a) Nominated delegates shall have one (1) vote each;
- b) In the case of a deadlock the acting chairperson shall have the casting vote,
- c) Upon election, the Executive Committee Members shall attain voting rights.

8.2.2

The Chairperson shall have a deliberate as well as a casting vote, whilst an acting Chairperson shall only exercise a casting vote. The acting Chairperson shall vacate the chair upon the election of the President.

8.3.0 - Method of Voting

8.3.1

Voting by postal or other electronic medium shall be permitted in exceptional circumstances, as decided by the Executive Committee.

8.3.2

Voting at all elections shall be conducted by secret ballot and shall be multiple preferential voting. In multiple preferential voting that person(s) attaining the least number of votes will be eliminated and the second preference on these votes will be allocated to other candidates, until one candidate has a majority of the votes cast. Such ballots shall be conducted by scrutineers elected from the meeting.

8.3.3

All matters unless otherwise specified shall be decided by open ballot unless the Chairperson or at least one third of the members present shall ask for a secret ballot.

8.3.4

Voting by proxy shall be permissible at any meeting in accordance with the following conditions:

- a) Authorisation for such voting must be in writing, signed by the Member eligible to vote at the meeting;
- b) Such authorisation must be received by the secretary general prior to the commencement of the respective meeting; and
- c) Such Authorisation shall instruct a specified person to record a vote in a specified manner in respect of a special issue(s) on behalf of the absent Member.

8.3.5

A declaration by the Chairman that a motion has been carried or carried unanimously or lost shall be conclusive.

9. VISITORS

A committee shall have the power to admit visitors to, or exclude them from, its meetings and any visitor may, on the invitation of the Chairperson, with the consent of the majority of members present, address the meeting.

10. ELIGIBILITY OF A COMMITTEE MEMBER

10.1

A person shall be ineligible for membership of a Committee, and shall be automatically removed as a member if that person:

- a) Has been convicted of any offence and sentenced to imprisonment within the preceding ten (10) years;
 - b) Has been disqualified by a properly constituted disciplinary body, within the sport, from further participation in the sport for a period in excess of one (1) year;
- PROVIDED THAT after the expiation of the period of imprisonment or disqualification that person will, unless the general committee decides to the contrary, be eligible for election, or appointment.

11. CASUAL VACANCIES

11.1

Where an office becomes vacant, an appointment to fill that vacancy may be made by the Executive Committee upon written acceptance by the proposed appointee.

11.2

Any vacancy shall be deemed to be a casual vacancy if the occupant fails to attend two (2) consecutive meetings, without an acceptable apology, or if the occupant has failed to carry out their appointed duties, with such failure, being so deemed, only by the Executive or General Committee.

12. RESIGNATION FROM OFFICE

An office will become vacant at any time, upon the office holder having submitted written resignation to the Secretary General or the President.

13. REMOVAL FROM OFFICE

A holder of an office, upon the passing of a Special Resolution, shall be removed from office for misconduct.

14. RESTRICTION FROM HOLDING OFFICE

Unless otherwise agreed by the passing by the General Committee of a Special Resolution to that effect, no person shall be eligible to hold more than one of the offices mentioned in Article 6.2 of the Constitution.

15. FINANCIAL

15.1

The Association shall operate in its name at any bank or other financial institution such accounts as may be agreed upon by the General Committee. All the funds of the Association shall be paid into the Association accounts. Unless otherwise resolved, the signatories to the Association accounts shall be the President, Vice President, Treasurer and Secretary General with any two of the four signatures being required to operate.

15.1A

The funds of the Association shall be derived from capitation fees from Members and tournament entry fees and such other sources as the Executive Committee determines.

15.1B

The funds of the Association shall be used in accordance with the objects of the Association in such manner as the Executive Committee determines.

15.2

The financial records of the Association shall consist of such books as are deemed necessary by the General Committee and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the rules of the Association for the time being shall be open to the inspection of the members.

15.3

At the close of each financial year the Treasurer shall prepare statements of income and expenditure and assets and liabilities of the Association, to be presented to the next General Meeting of the Association.

15.4

The prepared statements shall be certified before presentation to the General Meeting. Copies of the printed accounts shall be distributed by registered or certified mail to members of the General Committee at least two (2) months before the General Meeting. Copies of the printed accounts shall also be available at the General Meeting.

15A COMMON SEAL

15A.1

The common seal of the Association must be kept in the custody of the Secretary General.

15A.2

Unless otherwise resolved, the common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of two (2) Executive Committee members.

16B CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Secretary General must keep in his custody or under his control all records, books and other documents relating to the Association.

17. LIFE MEMBERSHIP

Nominations for Life Membership of the Association may only be considered at the Assembly General Meeting or a Special General Meeting in accordance with the following conditions:-

17.1

A maximum of two (2) shall be considered at each Meeting;

17.2

Nominees must have held, unless extenuating circumstances exist, continuous membership of the Association or one of its Constituent Members for a minimum of ten (10) years;

17.3

Nominations in writing, should include a detailed summary of service and contribution to the Association and shall be proposed by two (2) General Committee Members and must be received by the Secretary General of the Association at least three (3) months prior to the Meeting.

17.4

Each nomination shall be referred to a sub committee which shall report to the Meeting as to the appropriateness of each of the nominations and shall recommend by way of motion the nominees, if any, but not exceeding two (2) for consideration.

17.5

There must be at least seventy five per cent (75%) of the full financial membership of the General Committee present before voting for Life Membership can proceed.

17.6

A person can only receive the award of Life Membership on receipt of 75 % of the votes.

17.7

Other criteria for, and the privileges of, Life Membership, shall be prescribed by By-Laws. Life Membership is absolutely forfeited upon any failure to observe such By-Laws and will be forfeited upon passing of a Special Resolution of removal from Life Membership for other reasons.

18. AMENDMENT OF ARTICLES AND BY-LAWS

18.1

Notice of motion to add to, rescind or amend these Aarticles and/or By-Laws of the Association, shall be given, in writing, to the Secretary General together with the names of the proposer and seconder, both of whom must be Members at the time of giving the notice.

18.2

Amendments to the Constitution shall require a Special Resolution to be successful.

18.3

By-Laws shall be amended by a simple majority.

18.4

Amendments to the Constitution or By-Laws may only be made at an Assembly General Meeting or Special General Meeting of the Association.

19. NOTICE OF MOTION

19.1

All Notices of Motion shall be given, in writing, to the Secretary General together with the name of the proposer and seconder, both of whom must be Members at the time of giving the notice, and shall nominate the meeting to which the motion shall be put.

19.2

For the purpose of Article 18 no change will be allowed to any Notice of Motion.

19.3

In cases of emergency only, a Notice of Motion to rescind or amend a motion previously passed by the Association may be submitted and dealt with at the same meeting PROVIDED THAT approval is given by a resolution supported by 75% of those Members present as being entitled to vote in person.

20. MISCONDUCT

20.1

Any member or person belonging to the Association or a Constituent Member may be reported to the Association for misconduct. Such a report shall be in writing to the Secretary General giving details of the alleged misconduct and shall be given within three (3) months of the alleged misconduct occurring.

20.2

The Secretary General shall inform the person against whom the allegation was made, in writing, of the details of the allegation and of the time and place of any proposed hearing.

20.3

Any person against whom an allegation is made who fails to appear when called upon, without satisfactory explanation may, be suspended until that person so appears.

20.4

The Secretary General shall notify the person against whom the allegation was made, in writing, of any decision and also notify the relevant Constituent Member.

21. AUTHORITY AND POWERS OF THE ASSOCIATION

21.1

The Association at all time has authority over all Members, and participants of a Member. This constitution confers upon the Association the powers to cite, instigate proceedings against, suspend or discipline a Member, or participants of a Member.

21.2

Any matters subject to this article are to be forwarded in writing to the Secretary General, who with the Executive will determine if such matters are frivolous or otherwise. Should such matters require further actioning the Secretary General will convene a Judiciary Committee of three person who will adjudicate and determine what, if any, further action is warranted.

21.3

The committee has the power to call before it any person connected with the matters to give evidence, and the authority to discipline or suspend a Member, or a participant of a Member.

21.4

An appeal against any decision emanating from this committee can only be made by way of a notice of motion at a General Committee Meeting.

21A RESOLUTION OF INTERNAL DISPUTES

21A.1

Subject to all other Association avenues being exhausted, disputes between Members (in their capacity as Members) of the Association, and disputes between Members and the Association, are to be referred to such mediation service agreed to by the parties in dispute and failing agreement to the National Sports Dispute Centre for mediation. The rules of the agreed mediation service or the National Sports Dispute Centre, as the case may be, shall apply to the mediation.

21A.2

At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

22. ASSOCIATION EXPENSES

Members incurring reasonable expenses in carrying out Association business may be reimbursed from time to time with the approval of the Executive Committee as ratified by the General Committee.

23. BY - LAWS

23.1

By-Laws may be made prescribing matters that are necessary or convenient for carrying out or giving effect to this Constitution and the conduct of the affairs of the Association. By-Laws may prescribe the means by which effect is given to this Constitution.

23.2

By-Laws of the Association, if amended, shall be re-issued, in written / printed form, to all Constituent Members each year within three (3) months of the holding of a General Meeting.

24. INDEMNITY

24.1

Every member of each Constituent Member shall indemnify and save harmless the Association from all claims, suits, actions, demands, and damages whatsoever which any person may have or suffer arising out of any activity of the Association whether by way of accident, negligence or other cause and all such persons shall be deemed to have waived all such claims, suits, actions, demands and damages which they may thereafter have had against the Association in respect thereof.

24.2

By virtue of this indemnity the Association shall on no account be responsible to any Constituent Members for the matters above stated.

25. DISSOLUTION

25.1

The Association shall be dissolved in the event on the number of Constituent Members falling below two (2) or upon the vote of not less than 75% of persons entitled to vote, at a Special General Meeting, convened for that purpose and of which notice incorporating the proposed Resolution is given in accordance with this Constitution.

25.2

Upon dissolution, the assets and all profits, if any, after payment of all expenses and liabilities shall be conveyed to some other Association having similar objects to those of this Association or to a recognised charity, such choice to be decided upon by the vote of not less than 75% of those persons at the above Special General Meeting.

25.3

The dissolution of the Association shall be resolved by not less than 75% of those persons present at the Special General Meeting