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International Sports Engineering Association Constitution

1. Name

The name of the Association is to be the International Sports Engineering Association ("the Association").

2. Administration

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution ("the Executive Committee").

3. Objectives

The Association's objects ("the objects") are:

- (i) the association of anyone interested in sports engineering,
- (ii) the association of any corporate organisation with interests in sports engineering,
- (iii) to act as a forum to discuss technical issues related to sport,
- (iv) to act as an interface between those carrying out research in sports engineering related topics and the sport and leisure industries,
- (v) to hold a biennial conference,
- (vi) to publish a quarterly journal,
- (vii) to form a database of researchers,
- (viii) to publish job vacancies,
- (ix) to provide a jobs wanted service, and
- (x) to coordinate interest groups focusing on technical issues of interest to members of the Association.

4. Powers

In furtherance of the objects of the Association but not otherwise, the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial trading activities and shall conform to any relevant requirements of law;
- (ii) power to buy, take on, lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease, or dispose of all or part of the property of the Association;
- (iv) power subject to any consents required by law to borrow money and to charge all or part of the property of the Association with repayment of the money so borrowed;
- (v) power to employ or contract with such staff or consultants, including the Administrative Manager of the Association, and the Editor of the Sports Engineering journal (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives. The remuneration and

specific work tasks of these staff are governed by their respective position descriptions approved by the Executive Committee.

- (vi) power to co-operate with other associations, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar purposes and to exchange information and advice with them;
- (vii) power to establish or support any associations or institutions formed for all or any of the objectives;
- (viii) power to appoint and constitute such advisory subcommittees as the Executive Committee sees fit;
- (ix) power to do all other lawful things as are necessary for the achievement of the objectives.

5. Membership

(1) Membership of the Association shall be open to:

- (i) individuals (over the age of 18 years) who are interested in furthering the objectives of the Association and who have paid any annual subscription laid down from time to time by the Executive Committee, and
- (ii) any body corporate or unincorporated association which is interested in furthering the objectives of the Association and has paid any annual subscription (any such body being called in this constitution a "member organisation")

(2) Every member shall have one vote

(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Association, and may appoint an alternative to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend.

(4) Each member organisation shall notify the name of the representative appointed by it and of any alternative to the Secretary. If the representative or alternative resigns from or otherwise leaves the member organisation he or she shall forthwith cease to be the representative of the member organisation.

(5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend before a final decision is made.

6. Officers

Biennially, before the annual general meeting of the Association the members shall elect from amongst themselves a President, a Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

7. Executive Committee

(1) The Executive Committee shall consist of not less than 7 and not more than 13 members being:

- (a) the officers specified in the preceding clause and the Past President;
 - (b) not less than 3 and not more than 9 at large members elected biennially prior to the annual general meeting who shall hold office for two years from the conclusion of that meeting;
- (2) All the members of the Executive Committee shall retire from office together after the next biennial election after the date on which they came into office but they may be re-elected or re-appointed.
- (3) Early in the calendar year of the biennial general meeting election, a 3-person Nominations Subcommittee of the Executive Committee headed by the Past President, shall call for nominations from the members of the Association. Nominations for the Executive Committee may be made by members

of the Association to the Nominations Sub-committee in writing. The Nominations Sub-committee shall then compose a slate of nominees for the three Officer positions and the remaining 9 Executive Committee members at large. The Officers' slate shall have at least two nominees for each position. The at-large slate shall contain at least 13 nominees and the 9 with the highest number of votes shall be elected. Except for the nominees for President, Secretary and Treasurer, who would normally have served on a previous Executive Committee, all other nominees shall be chosen from the members of the Association at large with international and geographic distribution of the nominees representative of the membership. Members of the present Executive Committee shall be guaranteed to be candidates for continuation, subject to acceptable prior service, willingness to serve and item (5) below.

(4) The Chair of the Nominating Sub-committee shall arrange for the distribution of ballots to occur at least six weeks prior to the biennial general meeting. Voting may be by mail, electronic mail or web-based provided that mail ballots are sent to those without electronic access. The Chair of the Nominating Sub-committee shall select a disinterested tellers subcommittee to receive and count the votes, and to report the results to the President. The election shall be ratified at the general meeting with the newly elected Executive Committee members assuming office just after the Executive Committee and general membership meetings.

(5) Membership on the Executive Committee shall be limited to three consecutive terms (a total of 6 years). The Past President shall be an automatic member of the Executive Committee for an additional term of 2 years, thereby insuring institutional memory. Thus someone elected President can be a member of the Executive Committee for a maximum of 8 years; 6 as an EC member and President and 2 as Past President.

(6) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(7) No one shall be appointed as a member of the Executive Committee who is under the age of 18 or who would, if appointed, be disqualified under the provisions of the following clause.

8. Determination of Membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

(1) becomes incapable by reason of mental disorder, illness or injury of managing, administering his or her own affairs,

(2) is absent without permission of the Executive Committee from all of their meetings held within a period of 12 months and the Executive Committee resolve that his or her office be vacated, or

(3) notifies the Executive Committee of a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. Executive members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10. Meetings and Proceedings of the Executive Committee

(1) The Executive Committee shall hold at least three ordinary meetings each calendar year. A special meeting may be called at any time by the President or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed.

- (2) The President shall act as Chairman at the meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee then present shall choose one of their number to be Chairman of the meeting before any business is transacted.
- (3) There shall be a quorum when at least one third of the members of the Executive Committee, or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes in books kept for the purpose of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee and two or more members of the Association for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
- (8) Standing sub-committees of the Executive Committee shall include sub-committees for Nominations, Membership, Conferences and Events, and Publications.

11. Receipts and expenditure

- (1) The funds of the Association including all donations, contributions and bequests, shall be paid into an account opened by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee or as otherwise delegated by the Executive Committee.
- (2) The funds belonging to the Association shall be applied only in the furthering of the objects.

12. Property

The Executive Committee shall cause the title to

- (a) all land held by or in trust for the Association which is not vested in the Official Custodian for Charities, and
- (b) all investments held by or on behalf of the Association, to be vested whether in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

13. Accounts

The Executive Committee shall comply with their obligations with regard to:

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Association;
- (3) the auditing or independent examination of the statements of account of the Association; and

(4) the transmission of the statements of account of the Association as required by law.

14. Annual General Meeting

(1) There shall be an annual general meeting of the Association which shall be held in the month of June in each year or as soon as is practical thereafter.

(2) Every annual general meeting shall be called by the Executive Committee. The Secretary shall be responsible for giving at least 21 days notice of the annual general meeting to all members of the Association. All members of the Association shall be entitled to vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The President shall be the chairman of subsequent annual general meetings but if he or she is not present, before any business is transacted, the persons present shall appoint a chairman for the meeting.

(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Association for the preceding year.

15. Special General Meetings

The Executive Committee may call a special general meeting of the Association at any time. If at least ten members of the Association request such a meeting in writing stating the business to be considered the Secretary shall be responsible for calling such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

16. Procedure at General Meetings

(1) The Secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.

(2) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any general meeting.

17. Notices

The Secretary shall be responsible for any notice required to be served on any member of the Association. The notice shall be in writing and shall be served on any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within 10 days of posting.

18. Alterations to the Constitution

(1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed.

(2) No amendment may be made which would have the effect of making the Association cease to be not-for-profit.

19. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the final accounting period of the Association must be sent to the proper authorities as required by law.

Revisions to this Constitution were adopted at the Annual General meeting on September XXth, 2007.