



# CONSTITUTION OF THE INTERNATIONAL ICE SWIMMING ASSOCIATION ("IISA")

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## Rules

### IISA BOARD

#### BOARD OF MANAGERS

- 1) All the business activities and functions of the Association shall be conducted by the Board.
- 2) There will at all times be a minimum of 3 (three) and maximum of 11 (eleven) Managers in office, provided that, for as long as the Founder is willing and able to so act, he shall be appointed as a Manager and chairperson.
- 3) The Initial Members are hereby appointed the first Managers of the Association and they do, by their signatures to this document, accept such appointment.
- 4) Any vacancies within the Board shall be filled by the remaining Managers, with the proviso that if at any time the Board membership falls below the required minimum of 3 (three) the remaining Manager/s shall convene a Members' meeting and the Members shall at such meeting appoint the additional Managers required to equal the minimum number required.
- 5) A Manager need not be a Member of the Association.

#### BOARD MEETINGS

- 1) The Managers shall appoint one of their own to act as chairperson and shall meet for the dispatch of business, adjourn and, subject to any specific provisions herein contained, otherwise regulate their meetings as they think fit, provided that they shall meet at least once per annum.
- 2) A Manager may at any time summon a meeting of the Board by notice in writing to the remaining Managers. At least 10 (ten) days notice as to time, place, proposed agenda and resolutions shall be given of all meetings of the Board.
- 3) The quorum for meetings of the Board shall be at least 50% of the Managers then in office, provided that, subject to due and proper notice of the meeting (which will include the proposed agenda and any resolution to be proposed at the meeting) having been received by all the Managers then in office, if within half an hour (or such longer period as those present may agree) after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day of the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour (or such longer period as those



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present may agree) after the time appointed for the meeting, the Managers present will constitute a quorum.

- 4) Written notice of any adjourned meeting indicating the date, time and place where such adjourned meeting will be held, shall be given to all Managers not less than 48 (forty-eight) hours before such adjourned meeting is to be held and posted on the IISA website.
- 5) Each Manager shall have 1 (one) vote in respect of all matters requiring a resolution of the Board. Resolutions of the Board shall be carried by a simple majority of votes of the Managers present and voting at a validly constituted meeting of the Board.
- 6) A resolution in writing signed by or on behalf of all the Managers shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- 7) The Board shall keep minutes of their meetings in writing and all resolutions passed by the Board shall be duly minuted.
- 8) Notwithstanding any other provisions, meetings of the Board may consist of a conference between Managers, some or all of whom are in different places, provided that the requisite quorum of Managers participates in such conference and each of the Managers who participates is able to hear each other participating Manager and, if he so wishes, to address all of the other participating Managers simultaneously, whether directly, by conference telephone, video link or by any other form of communications equipment or by a combination of those methods.
- 9) In accordance with the law governing fiduciary responsibility, a Manager shall be obliged forthwith to declare any self-interest or conflict of interest that may arise with regard to matters coming before the meeting of the Board. In any such event, the Manager concerned, after declaring his/her interest, shall promptly recuse him/herself, and take no further part in the deliberations concerning that matter; and the Manager concerned shall subsequently refrain from participating in further discussions or decisions affecting the relevant matter; unless the continued presence and participation of the Manager concerned is unanimously requested and approved by all the other Managers. The Minutes of the Meeting shall record any such declaration of interest, recusal, and (if applicable) the continued presence and participation of the Manager concerned.



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## POWERS OF BOARD OF MANAGERS

The Managers shall, in addition to such other powers as may be conferred upon them by the applicable law or elsewhere in this Constitution (whether express or implied), have the following powers, namely -

- 1) to receive, consider, approve or decline applications for membership of the Association;
- 2) to determine and publish rules of conduct for Members and Ice Swimming events;
- 3) to provide and amend disciplinary procedures for Members;
- 4) instead of acting personally, to employ, as far as may reasonably be necessary, and to pay any attorney, contractor or any other person to transact any business or do any act of whatsoever nature required to be done pursuant to the furtherance of the objectives of the Association;
- 5) to take and act upon any expert or professional advice;
- 6) to delegate to any person the performance of all or any acts or the exercise of all or any discretions to which they are entitled to perform or exercise under this Constitution;
- 7) to open and operate accounts of all descriptions with registered banks;
- 8) to accept cheques, bills of exchange or promissory notes for and on behalf of the Association;
- 9) to acquire property of any description on behalf of the Association;
- 10) to deal with the property of the Association and to sell such property;
- 11) to make investments on behalf of the Association;
- 12) to, unless specifically prohibited by any provision in this Constitution, exercise all rights and perform all actions necessary to fulfil the Association’s objectives;
- 13) to exercise such further rights, powers and authorities as may from time to time be conferred upon them by the Members and/or the resolution of the Board and/or as if they were acting as directors of an incorporated company;
- 14) to have full capacity to contract on behalf of the Association, subject always to such limitations, if any, as may be imposed by this Constitution, provided that they will under no circumstances be personally liable on any such contract; and
- 15) to have *locus standi in judicio* and be capable of bringing, defending, opposing, withdrawing, settling and/or otherwise acting in connection with any proceedings whatsoever in or before any court, or in any arbitration, or before any other forum, provided that all costs reasonably incurred by them in that regard shall be for the account of the Association.



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## OBLIGATIONS OF THE MANAGERS

The Board shall in the conducting of the affairs of the Association act in a business-like manner in accordance with the fiduciary obligations required of a director of an incorporated company, and shall ensure that –

- 1) a bank account is opened in the name of the Association, and that all business activities of the Association are conducted via the bank account;
- 2) proper records and books of account are kept of the business and affairs of the Association, and their administration thereof, which records and books shall be in the custody of the Secretary on behalf of the Board;
- 3) the records and books of account referred to above are at all times available for inspection by any Member or Manager; and
- 4) as soon as possible after the end of each year-end of the Association, compel financial statements and audit the books of account.

## DISQUALIFICATION OF MANAGERS

A Manager shall vacate his office upon the Manager -

- 1) having been sequestered; or
- 2) having become incapacitated in terms of the applicable law to hold the office of a director of a company; or
- 3) having been removed from office at any time upon the Board giving 1 (one) calendar month's notice in writing to such Manager, with the consent of the majority of the Managers from time to time; or
- 4) having been removed from office at any time upon the majority of the Members from time to time giving 1 (one) month's calendar notice in writing to such Manager, at all times subject to the consent of the Board; or
- 5) having resigned at any time on giving 1 (one) calendar month's notice in writing to the Board, provided that the Board may, at the request of a Manager, waive the full period of notice.



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## INDEMNITY OF MANAGERS

- 1) The Managers shall not be liable for any loss sustained by the Association or by any Member from whatsoever cause arising, save and except where any loss is sustained as a result of the wilful dishonesty of the Manager, either collectively or individually.
- 2) No Manager shall be liable for any act of dishonesty or other misconduct committed by any other Manager unless he knowingly allowed it or was an accessory thereto.
- 3) The Association indemnifies the Managers and every attorney, agent or other person appointed by the Managers against all actions, proceedings, costs, liabilities, claims, expenses and demands in respect of any matter or act committed or omitted to be done in any way in the execution of their offices as Manager, otherwise than in respect of claims for which in terms of the Applicable Law the Managers cannot be indemnified.

## REMUNERATION OF MANAGERS

- 1) The Managers shall not be entitled to any remuneration for their services save as provided for in this Constitution.
- 2) The Managers shall be reimbursed from the Association for all expenses incurred by them in and about the execution of their duties as Manager including, if for any reason they are at any time required to furnish security, the costs from time to time of furnishing security.
- 3) Nothing herein contained shall preclude the Board from remunerating any Manager for the performance of any function on behalf of the Association as a professional or person appointed by the Board to further the objectives of the Association.