

**CONSTITUTION AND BY-LAWS**

**OF**

**SPORTS AID NETWORK INTERNATIONAL**

**PREAMBLE**

The Rules of an international organization form the structure within which the organization operates. Rules can include the Constitution, Regulations and By-laws. These rules serve to clarify purpose, delineate structure and provide the cornerstone for building an effective management of the organization.

Given that Sports Aid Network operates within an international arena with 60+ potential member countries, it is likely that terms Constitution, Rules, and By-Laws may be confused. This preamble aims to provide an explanation of the intent behind the aforementioned documents.

**Constitution**

The Constitution contains the fundamental principles which govern its operation. The By-Laws establish the specific rules of guidance by which Sports Aid Network International (SANI) is to function and outlines the basic structure and methods of operation in writing.

This Constitution is made up of two parts; the rules which include the basic principles of the Organization and can only be changed by authority of a General Congress; and the Regulations or By-Laws which can be amended by the Sports Aid Network International Board of Directors after consideration and majority agreement, as outlined in this document.

SANI's Constitution is like its heart and soul and includes the statement of purpose, objectives, membership information, adopted Rules and initial structure. The Constitution is arguably the most important document and guides SANI during its inception to safe and legal practices.

**The Rules and By-Laws**

Every organization must have rules which defines how said organization operates and provides guidance to the Board of Directors. These rules are a contract with members and inform the responsibilities, rights of members and the responsibility of the Organization in meeting these rights. By-Laws sit under the Constitution/ Rules, and are changeable by vote of the Board of Directors. They provide further definition to the articles of the Constitution and can be changed more easily as the needs of the Organization change. By-Laws are generally more operational and internal to the Organization in nature and may relate to work implementation and/or membership.

**Intent**

Growing out of eight existing recognized national organizations, SANI sees its role as one of facilitation, administration, support, governance and guidance for the Sports Aid Network community across the globe. To that end, SANI is motivated to assist member countries with their passage to increase the awareness of our mission, vision and grow our membership as we continue on our journey to enrich the lives of less fortunate people in the developing world through sports.

SANI wishes to be collaborative, engaged and supportive of member countries and hopes to partner with those countries to bring the best for the Organization in a competitive world of sports management. This document provides the first iteration of the structure, rules, and purpose, and it is intended that we continue to mature, grow and improve on our journey. The document is intended to guide behavior and will be amended over time as we mature.

**CONSTITUTION**

**ARTICLE I: NAME AND ORGANIZATION**

The name of the organization shall be “SPORTS AID NETWORK INTERNATIONAL” and hereinafter may be referred to as SANI.

The official language of SANI shall be English. The working language shall be English. Any other language may be used in correspondence or debate providing that appropriate translation is provided.

## ARTICLE II: PURPOSE AND POWERS

a. SANI is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

b. The purpose and functions of SANI are:

i. SANI is the international symbol for a united Sports Aid Network mission: To work with and enrich the lives of underprivileged individuals and communities in the developing world, and to rehabilitate and transform youth in post- conflict and post-trauma regions through sports;

ii. SANI is an entity that acts as the umbrella organization over which all SAN regional and country offices fall;

iii. SANI shall coordinate fundraising efforts at the international level and represents and advocates for each country-office's missions and programs;

iv. SANI shall be registered and headquartered in the United States as a 501(c)(3), giving it tax-exempt status and the ability to coordinate donor funding-streams in the State of New York;

v. SANI shall host annual Congresses, bringing all SAN country-office directors together and ensuring continuity between all branches on topics germane to the SAN constitution, mission, and structure;

vi. SANI shall hold the responsibility of hiring/recruiting country-office directors who wish to establish SAN in a new country and/or region;

vii. SANI shall coordinate and lead international fundraising efforts with fundraising ambassadors across the world, and be responsible for applying for international grants, awards, and partnerships;

viii. SANI shall responsibly fundraise and distribute the donations to country-offices, programs, and/or to cover its own operational costs;

ix. SANI shall establish relevant partnerships with other international entities, create information-sharing networks and joint-programming or funding opportunities; and

x. SANI shall establish relevant social media presences and shall produce extensive annual reports and monthly newsletters, the content of which shall be aggregated by all country-offices into one streamlined narrative.

c. **OPERATIONAL LIMITATIONS** - SANI shall not carry out any other activities not permitted to be carried out (a) by an organization exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Sports Aid Network International shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

d. **INCURMENT OF INCOME** - No part of the net earnings of SANI shall incur to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that SANI shall be authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE II: MEMBERSHIP

**SECTION 1:** Membership in SANI shall be open to any organization or individual supporting and sustaining the objective set forth in Article II of the By-Laws and conforming to the requirements hereinafter set forth in the by-laws.

SANI has the right to recognize the National Governing Body in any country or region. The recognition of any Member organization will be based on the SANI Constitution and the decisions of the SANI Board of Directors. This decision will be ratified by the General Congress at its next full meeting.

Only one (1) Member Organization / National Governing Body (NGB) from each country may be affiliated to SANI and such Member shall be recognized by SANI as the only National Governing Body for implementation of our work in such country or region. The jurisdiction of a recognized Member shall be limited to the political boundaries of the country that it represents.

The initial Board of Directors of SANI will ratify NGB /NGO membership by seeking majority joint agreement of the Board. All future NGB / NGO ratification will be in accordance with the SANI Constitution.

The constitution and rules of a recognized Member must not conflict with the SANI Rules. Where a conflict exists, the recognized Member shall abide by SANI provisions and advise of such conflict.

Should an existing recognized Member, who is also recognized by another international organization, discover that a conflict exists between their existing Rules or Constitution and the SANI Rules or Constitution, the SANI Board of Directors will work with all parties to ensure a fair and reasonable process is followed to deliver a suitable outcome for SANI, the member country, and the international organization, without causing undue concerns.

If a conflict exists, and is a contravention of any laws of a nation, the SANI Board of Directors will seek to ensure a fair and reasonable process is followed to discover a suitable outcome for SANI, the member country, and the laws of that nation to assist the change being made.

Recognized Members must be informed of changes of the Board of Directors or any change of name and/or constitution before such changes come into effect. Should an existing Member country need to make such a change, and this change has already been approved by another international organization which has recognized the Member country, SANI Board of Directors will ensure a fair and reasonable process is followed to seek a suitable outcome for SANI, the member country, and the international organization without causing undue concerns.

Where a recognized Member is also a member of a different international organization, the SANI Board of Directors will take steps to ensure a 'fair and reasonable' process is followed to seek a suitable outcome for SANI, the member country and the international organization without causing undue concerns for the SANI Member.

**SECTION 2:** The classes of membership in SANI shall be hereinafter set forth in the by-laws.

#### **A. MEMBERSHIP LEVEL / CLASS**

a) SANI has the right to recognize National Member NGOs / individuals in one of the following member categories. In determining the category, SANI will take guidance from the regional bodies. Membership may only be granted, by the sole SANI Board of Directors, in accordance with its by-laws, where no rivalry issues exist within a Member organization.

**b) Full Membership:** A recognition certification signed and stamped by SANI after meeting all the necessary requirements ranging from legal registration as an NGO, payment of SANI annual fees, and having an MOU in place. This category has full voting and participation rights as described.

**c) Provisional Membership:** Provisional members are in the process of registering a SAN non-profit entity by country standards, paying the SANI annual fees, and have an MOU in place.

**d) Observational Status:** Membership nations that have not met their annual SANI obligations, and may be other organizations / individuals / companies that partner or network with SANI.

#### **B. RIGHTS AND DUTIES OF THE RECOGNIZED FULL AND PROVISIONAL MEMBERS**

a) Recognized Full and Provisional Member nations are entitled to:

- Use the services of SANI;
- Take part in the SANI conferences, seminars, organized SANI competitions / Championships, and SANI Congress;
- Be recognized as the **SPORTS AID NETWORK** national governing body of its Country;
- Submit proposals for inclusion in the agenda of the Congress;

- Nominate candidates for SANI Presidency and the Board of Directors in accordance with the SANI Constitution;
- Take part in SANI assistance and development programs; and
- Exercise all other rights arising from the SANI Constitution.

**b) Recognized Full and Provisional Members Federations are obligated to (where practicable):**

- Support SANI in its efforts to achieve all its objectives;
- Fully comply with the Constitution and decisions of the SANI Board of Directors, as well as decisions of the Congress;
- Pay the annual membership fee;
- Insert in its Constitution rules, regulations and such provisions as may be required by SANI;
- Manage its affairs independently and ensure that its own affairs, and its affiliated members affairs, are not influenced by any third parties;
- Cooperate and participate in any international SANI organized conferences, meetings and competitions;
- Hold a General Assembly on a national level, at least every two years and advise SANI of the outcomes of the Congress and any recommendations; and
- Hold elections at least every four (4) years in accordance with the Member Organization constitution and notify SANI of the dates and location of the elections.

c) In case of any discrepancy between the Member Nation Constitution and the SANI Constitution, the Member nation shall abide by SANI provisions and advise SANI of such discrepancy, and ensure that their own members comply with SANI Rules and the decisions of the SANI Board of Directors.

- Violation of the above-mentioned obligations by any recognized Full or Provisional Member nation may lead to sanctions provided within this Constitution.
- Provisional Members rights and duties are subject to revocation by the SANI Board of Directors after (2) years of membership if full membership status has not been achieved.
- Observational status members can take part in Congress and General Assemblies, but have no voting rights.
- Observational membership status does not confer any right other than the right to attend the Congress as an observer.
- The SANI Board of Directors is competent to define guidelines governing the status of observational status members. Upon request, the SANI Board of Directors may grant (and revoke) at any time Observational membership to an organization or individual. This decision will be ratified by the General Congress at its next full meeting.

**SECTION 3:** Application for membership shall be made on the official membership application form and submitted to the Executive Secretary.

Application for membership shall be submitted to the SANI Board of Directors and Executive Secretary with:

- A statement of the name of the member nation or NGB which must reflect SANI name and the territorial extent, jurisdiction, and tradition of that Country;
- Its official address and contact details;
- A copy of the recognized Member nation's Constitution;
- A list of its main officers;
- A list of its active membership summary;
- A formal affirmation to observe and abide by the SANI Rules, as well as recognizing the jurisdiction and decisions of SANI; and
- The appropriate membership fee and any specific information requested by the SANI Board of Directors.

B. The Board of Directors, in accordance with SANI's constitution, shall have the power to approve the applicant for membership. If such membership is not accepted, the applicant may appeal this decision to the next General Congress. The decision of the General Congress shall be final.

**C. TERMINATION OF MEMBERSHIP:**

a) Membership in SANI ends:

- If the recognized Member no longer exists;
- If the recognized Member withdraws its membership; or
- If the recognized Member is expelled.

b) Membership shall continue, subject to the above conditions, unless withdrawn.

Any recognized Member that wishes to withdraw its membership in SANI shall give written notice to the Board of Directors.

- The membership shall end immediately, but no refund of fees will be made; and
- The SANI Board of Directors shall have the power to expel or suspend any recognized Member for significant violation of the SANI Rules in accordance with the Constitution.

**D. FEES:**

a) The annual membership fee, commencing January 1, for each recognized Membership category of SANI is due by the end of the first quarter of each calendar year.

**E. SANCTIONS:**

a) Any recognized Member may be sanctioned in the cases of:

- Violation of duties and obligations as described; or
- Violation of the SANI Rules and/or decisions of the Congress and/or decisions of the SANI Board of Directors.

b) Sanctions may be in the form of:

- Warning
- Fine
- Suspension
  
- Expulsion
- Cancellation of results
- Return of awards, medals, and/or prizes

c) Sanctions shall be imposed by the Executive Board

- Any sanction imposed on a person by SANI or on a recognized Member shall be recognized and enforced by all Members.
- In cases involving violation of the SANI Code of Ethics, sanctions shall be applied by the Disciplinary Panel created.
- Before any member or individual is sanctioned, the individual or a representative of the recognized Member must be given the right to appear before the Executive, either in person or in writing.
- The Secretary General shall inform the respective member or individual about this right, in writing, in sufficient time to allow the Member or individual to exercise this right.
- Sanctions shall be in force immediately upon the decision being made unless the deciding body rules otherwise.
- SANI may take no action with respect to violation of SANI Rules unless such action is taken within ten (10) years of the event to which it relates. Sexual misconduct, misappropriation of funds, bribery and corruption are not subject to such limitation period. The limitation period, when applicable, shall be prolonged if proceedings are suspended.

F. Appeals:

a) A recognized Member, Member of a recognized Member, or individual sanctioned by the Executive may appeal to the SANI Board of Directors or the Congress.

**G. THE COMPOSITION OF SANI:**

a) The following entities are established to govern and administer SANI (in order of priority):

- The General Congress
- The Board of Directors
- The Executive
- The Specialized Committees

**H. CONTINENTAL ORGANIZATIONS:**

a) SANI recognized Member Associations, formed from their respective Continental Organizations, provided their statutes comply with the conditions established by

SANI:

- SPORTS AID NETWORK Africa
- SPORTS AID NETWORK Asia
- Pan American SPORTS AID NETWORK
- SPORTS AID NETWORK Europe
- SPORTS AID NETWORK UK
- SPORTS AID NETWORK Oceania

b) The Constitution of Continental Organizations must be approved by the SANI Board of Directors to ensure no conflict with the SANI Rules. Any change in rules must be submitted to SANI for consideration/approval at SANI's discretion.

In case of any discrepancy between the Continental Organization Constitution and SANI Constitution, the SANI Constitution shall prevail. SANI may in exceptional circumstances authorize a Continental Organization to grant membership to a member nation that belongs geographically to another continent and is not affiliated to the Continental Organization on that continent.

c) Continental and Regional Organizations must, before announcing dates and place for meetings, conferences or games, seek approval by SANI.

d) Continental Organizations shall:

- Promote the mission and vision of Sports Aid Network in respective continents and regions in a permanent, regular manner;

- Work closely with SANI in every domain to assist in achieving SANI objectives;
- Organize continental, regional and/or international conferences, meetings, competitions in the respective area of jurisdiction;
- Where appropriate, form or encourage regional or sub-continental organizations to promote the organization in a manner appropriate to the conditions prevailing in their area of jurisdiction;
- Foster cooperation with SANI, and engage in consultative meetings to resolve matters relating to the interests of Continental Organizations and SANI;
- Coordinate with SANI for the promotion of the organization by arranging development programs, courses, clinics, and conferences; and
- Elect respective President and Board of Directors members at least every four (4) years, with nominations for these positions emanating from the respective recognized member nation.

## **ARTICLE IV: OFFICERS**

**SECTION 1:** The Officers of the Association shall consist of:

- a. All elected Officers and;
- b. and all committee and regional appointments, as shall be prescribed in the by-laws.

**SECTION 2:** There shall be a Board of Directors composed of the President, Treasurer, and Secretary, as well as all Regional and Country Directors. A Quorum shall consist of 4 (four) members.

**SECTION 3:** The Executive Board shall consist of the President, Executive Vice President, Treasurer, Legal Representative, Secretary General and two (2) Continental Vice Presidents elected by the five (5) continental representative board members at the first board meeting in the presidential election year.

**SECTION 4:** The President, Secretary, Treasurer, and all Regional Vice Presidents shall be elected by ballot at the General Congress. They shall hold office for two (2) consecutive years, and can be re-elected at the General Congress. The Executive Board shall be authorized to fill vacancies in the elective positions if such occur during interim between Meetings.

In the event of the President's inability to continue in office, the Secretary shall act as President for the unexpired term. No member shall be eligible to hold the office of the President unless he or she has been a current active individual member of the Board of Directors for one (1) year in the last (3) years.

**SECTION 5:** Additional appointive officers of committees may be appointed by the Regional Director to assist said director in furthering the work of SANI. All such appointees in Article IV, Section 5 and 6 should be sent to the Executive Board and the President. All must be current members of SANI and serve the current year until re-appointed or replaced.

### **SECTION 6: Board of Directors**

a) The Board of Directors shall consist of:

1. President - Elected by SANI Congress;
2. Executive Vice President - Appointed by President (must not be from the same Continental region as President);
3. Treasurer - Elected by Congress;
4. Secretary General - Hired by Board of Directors and without vote;
5. Legal Representative - Appointed by President; and
6. Continental Presidents - Elected by respective Continental Members.

b) Continental Presidents and Continental Members at Large must emanate from the region's respective member countries and must be from different countries within that region. The President of each Continental Federation shall assume the position of Vice President SANI and also be co-opted voting members of the Board of Directors.

c) If in the position of Vice President, a vacancy exists, the Board of Directors reserves the right to temporarily eliminate the position and fill the vacancy with a Member at Large for the remainder of the term or until a continental President is elected to fill the vacancy. As it can with any other vacancy on the council, the Board of Directors reserves the right to appoint a Member at Large from the general membership, a person with the qualifications they feel best would further benefit and enhance the functioning of the Council.

d) Members of the Board of Directors are not personally liable for the debts and obligations of SANI.

e) Only candidates proposed by the respective Continental Organizations can be presented for vote in the General Congress provided that they have been previously approved by the Member organization of which those candidates are citizens of their respective country.

f) President:

Candidates for President shall be nominated in writing to the Secretary General at the latest two (2) months before the General Congress. The Secretary General shall notify all SANI Members, Continental Organizations, and the candidates for President at least one (1) month prior to the General Congress. The President may, from time to time, request persons with knowledge in special areas to attend meetings with the Executive Board.

g) Executive Vice President:

The Executive Vice President shall be appointed by the President and cannot be from the same continental region as the President. This position will be placed after the President is elected and advised by the Secretary General to all members.

h) Treasurer:

Candidates for the Treasurer shall be nominated in writing to the Secretary General at least two (2) months before the General Congress. The Secretary General shall notify all SANI Members, Continental Organizations, and the candidates for the Treasurer at least one (1) month prior to the General Congress.

i) The Executive Board shall consist of the President, Executive Vice President, Treasurer, Legal Representative, Secretary General and two (2) Continental Vice Presidents elected by the five (5) continental representative board members at the first board meeting in the presidential election year.

The Executive Board shall meet on request by the President when there are items of such importance that cannot be solved by the President alone.

The Executive Board will be responsible for:

- 1) Monitoring outcomes and performances with respect to the annual business plan and the long-term strategic plans defined and approved by the Board of Directors;
- 2) Being the interface between the Board of Directors and the management of SANI, in particular the Secretary General, the SANI Office, and the management, in dealing with critical issues which may impact the outcomes of the strategy defined by the Board of Directors;
- 3) Dealing with matters requiring immediate attention between meetings of the Board of Directors; and
- 4) Issuing decisions on the application of SANI Rules, in cases which are not delegated to a specific branch.

The Secretary General shall attend all the meetings without vote.

The members of the Board of Directors shall serve until their successors are elected and take office.

The Board of Directors members can be elected for a maximum of three (3) full terms.

The President can be elected for a maximum of three (3) full terms as President irrespective of terms served before as a member of the Board of Directors.

Any vacancy in the Office of President shall be filled by the Executive Vice President until election of a new President for the remaining term at the SANI Congress. The Board of Directors shall decide within two (2) months of the office of the President becoming vacant on the place and date of the Congress which will elect the new President. Otherwise, the Board of Directors shall have the authority to fill any vacancy, until the next General Congress, which occurs through death or resignation of any member of the Board of Directors elected in accordance with SANI Rules.

Where a Board of Directors member has been absent from two consecutive meetings without reasons acceptable to the Board of Directors, the Board of Directors shall have the right to declare that such a member has forfeited his or her membership. The Board of Directors may then fill the vacancy.

Roles and duties of the Board of Directors shall include the following:

- 1) Discuss and make decisions on all matters assigned to them by the Congress;
- 2) Interpret and enforce the SANI Rules;
- 3) Decide and take action on any matter pertaining to the affairs of SANI;
- 4) Submit proposals to the General Congress;
- 5) Decide on and publish administrative by-laws, including time and manner of payment of any financial obligations;
- 6) Decide on and publish regulations for SANI tournaments and competitions;
- 7) Decide on SANI awards;
- 8) Make decisions in case of emergency;
- 9) Establish rules of order for the meetings of the General Congress, Board of Directors, Committees, etc., provided that they will not be in opposition to the SANI Constitution;
- 10) Determine the dates and sites of Championships and other SANI competitions;
- 11) Appoint and instruct the SANI Committees in accordance with SANI Rules;
- 12) Appoint delegates to international engagements. The Organizing Committee must guarantee proper accreditation. The responsibilities of the delegates are to observe the organization and to report back to the Board of Directors;
- 13) Appoint the Secretary General on the proposal of the President. The Secretary General shall attend all SANI meetings. The Secretary General shall be an ex officio member of the Board of Directors without vote. The Secretary General shall manage the SANI Office to define SANI's mission, strategic direction, policies and values, in particular, with regard to the organization and development;
- 14) Oversee the overall management of SANI by the Secretary General;
- 15) Recommend the budget and annual audited financial statement, including the consolidated financial statement, prepared by the Finance Committee and the annual report to be submitted to the SANI Congress for approval; and
- 16) Appoint the chairpersons, deputy chairpersons and members of the committees with the exception of those who are elected by the Congress, in accordance with the Constitution, as well as to control their activities.

The Board of Directors is not authorized to make unilateral changes in the Constitution and General Rules. They may act in accordance with the intent of this Constitution and have those decisions presented to the next General Congress for ratification.

**ROLES AND DUTIES:**

The principal elected officer of SANI shall be the President.

The President shall inter alia have the following roles and duties:

- to preside at all meetings of the Congresses, the Board of Directors and the Executive Board;
- to represent SANI in all dealings with any other relevant international organizations;
- to evaluate the performance of the Secretary General and make an annual report in this regard;
- to be an ex officio member of all SANI Committees and commissions;
- to create any task force or working group they deem necessary or advisable to address any urgent situation; and
- to maintain relations with the Continental Organizations, Members, SANI Committees and commissions.

The Executive Vice President shall have the following roles and duties:

- In the absence of the President, the Executive Vice President shall conduct the Congresses and Board of Directors meetings with all the rights and duties; and
- Represent SANI in the absence of the President at SANI Competitions, ceremonies or other activities requiring the presence of the highest SANI authority.

The Treasurer shall have the following roles and duties:

- Chair the Finance Committee;
- Fulfill the obligations as specified in SANI Rules;
- Be responsible for the financial planning of SANI; and
- Supervise the current amount of income and expenditure, and draw up the general four-year and detailed yearly budget together with the President and the SANI Accounting Department.

The SANI Office shall carry out all the administrative work of SANI under the direction of the Secretary General, in accordance with the policies of the Executive Board.

The Secretary General shall be responsible for:

- Implementing decisions passed by the Congresses, the Board of Directors and the Executive Board in compliance with the President's directive;
- Properly managing and keeping the accounts of SANI under the supervision of the Treasurer;
- Negotiating or overseeing the negotiation of all major contracts on behalf of SANI in consultation with the members of the Executive Board; Compiling the minutes for the meetings of the Congress, Board of Directors and Executive Board;
- SANI's correspondence: overviewing of the operations of the SANI Office and, where appropriate, taking such measures as may be deemed necessary for the proper administration of SANI; and
- The Secretary General shall periodically report to the Board of Directors in this regard and shall oversee the appointment and dismissal of staff working in the SANI Office in consultation with the President, and the signing of decisions on behalf of any SANI Committee, provided that no other ruling exists in the respective regulations.

The Vice-Presidents representing the Continental Organisations shall be responsible for:

- Ensuring the coordination between their Continental Organisation and the Executive Board and SANI Office with respect to all activities within their continents'
- Assisting the Executive Board and the SANI Office to implement the goals of SANI with the Continental Organisations and with the Members from the respective continents, and assisting the President in his or her duties as may be requested from time to time by the President.

The initial Board of Directors will be seated at the first Inaugural Congress. The decision to place the Initial Board of Directors will permit consolidation for the first few years of SANI and allow the Board sufficient time to settle the new Organization.

**Conflict of interest:**

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. 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.

**Remuneration and Expenses:**

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. 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.

**External Services:**

The Board may, on behalf of SANI 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.



**Honorary Members and Emeritus:**

Individuals who have rendered outstanding service to the organization, more so at its founding stages OR whose contribution to the organization is significant enough to warrant, may be designated honorary members of the Council and attend meetings in a non-voting capacity.

Candidates for this honor, other than the Past Presidents, and founding members. requires at least 75% full Board of Directors approval, and ratification by Congress by majority vote.

**MEETINGS AND DECISION-MAKING:**

The Board of Directors shall meet at least two (2) times in each year. The President shall convene the meeting of the Board of Directors at least twenty-one (21) days in advance by email, stating the date, time and place of the meeting, as well the items of the agenda if at least two-thirds of the Board of Directors requests a meeting.

- The President, as the chairman of the Board of Directors shall conduct all the meetings in accordance with the SANI Constitution. She/he shall open and close the debates and shall give the floor to Board of Directors Member and recognized Member nations.
- If a vote is needed on any matter, a majority of valid votes cast is required for a decision to be adopted. Each Member of the Board of Directors has one (1) vote, and in the Congresses, each recognized Member organization has one (1) vote.
- The minutes of every Congress and Board of Directors meeting shall be recorded by the Secretary General. Should the Secretary General be unavailable, the Executive Vice-President shall take over the responsibilities. The minutes shall as a general rule be signed by the Secretary General.

**POWERS AND DUTIES OF THE SPECIALIZED COMMITTEES:**

- (a) The composition, specific duties and powers of the individual committees shall be stipulated in special organization regulations.
- (b) Each SANI Committee may propose amendments to its regulations to the Board of Directors.

**Finance Committee:**

- (a) The Finance Committee shall be proposed by the President and approved by the Board of Directors.
- (b) The Finance Committee shall be chaired by the Treasurer and may include such other members as the Board of Directors may deem particularly suited to contribute to oversight of the financial affairs of SANI by virtue of their relevant financial expertise and experience.

The Finance Committee shall:

- (a) Set a global compensation and benefits policy within SANI; and
- (b) Evaluate the performance of the top management of SANI compared with agreed goals and objectives and review the total compensation of the top management of SANI.

**Audit and Compliance Committee:**

- (a) The SANI Audit Committee shall consist of four (4) persons elected by the Congress based on the recommendation of the Board of Directors. The members shall be experts in auditing and financial statement matters. The Audit Committee shall be fully independent to be able to carry out its assurance role effectively.
- (b) The powers and duties of the Audit and Compliance Committee are to:
  - i. execute efficient financial controls and review the financial statements, budget and the external auditors' report;
  - ii. assist the governing bodies or organizations in monitoring SANI's financial and compliance matters;
  - iii. liaise with external auditors;
  - iv. conduct risk management; and
  - v. review the quality of the internal control system.

**Development Committee:**

The Development Committee composition and specific duties and powers of the individual committee shall be stipulated in special committee regulations to be developed.

**Marketing Committee:**

The Marketing Committee composition and specific duties and powers of the individual committee shall be stipulated in special committee regulations to be developed.

**Tech and Innovation Committee:**

The Tech and Innovation Committee composition and specific duties and powers of the individual committee shall be stipulated in special committee regulations to be developed.

**ARTICLE V: ANNUAL GENERAL CONGRESS**

The Board of SANI shall meet in Conference once a year, and in such place, and upon a date approved by the Board of Directors and presented to the membership at a previous Annual General Congress. In the event an invitation is received to have the Congress in a specific place, the Board of Directors shall direct the Managers of the Meeting to review that request to determine if that site is appropriate for SANI requirements. The Managers shall present its findings and recommendations to the Board of Directors for consideration for the annual meeting.

- A. The Congress may be an Ordinary General Congress or an Extraordinary Congress.
- B. The Ordinary General Congress is the highest authority of SANI and shall have the

power to decide upon any matters arising in SANI.

C. The Ordinary General Congress shall be held at least every two (2) years.

D. The Board of Directors shall fix the place and date of the Ordinary General Congress.

E. The recognized Member nations shall be notified in writing at least two (2) months in advance.

F. The formal agenda shall be made in writing at least one (1) month before the date of the Congress. The quorum of the Ordinary Congress shall be a minimum of at least one-half of the recognized Full and Provisional Members.

G. An Extraordinary Congress shall be convened by a decision of the Board of Directors at any time, or the Board of Directors shall convene an Extraordinary Congress if one-third (1/3) of the recognized Full and Provisional Members make such a request in writing, with the request specifying the items for the agenda. An Extraordinary Congress shall be held within three (3) months of receipt of such request. The Board of Directors will confirm the date, place and the agenda of the Extraordinary Congress. Notification to all recognized Members, including the place, date and the agenda shall be transmitted at least one (1) month before the date of the Extraordinary Congress. The agenda of the Extraordinary Congress shall not be altered.

H. The quorum shall be at least one-half of the recognized Full and Provisional Members. Should there be no quorum present, the motion shall be deemed to have been lost and shall not be raised again until the next ordinary meeting of the General Congress.

#### **The General Congress of SANI shall consist of:**

A. A maximum of two (2) duly appointed delegates of each recognized Member nation.

Notice of the appointment of delegates by recognized Member nations, certified in writing by the recognized Member they represent, must be submitted before the start of the Ordinary General Congress or the Extraordinary Congress.

B. Each recognized Member nation is entitled to one (1) vote regardless of the number of its delegates.

C. All members of the Board of Directors will not have a vote in the SANI Congress.

D. A recognized Member may appoint delegates in accordance with SANI to participate and vote in a meeting of the General Congress or the Extraordinary Congress provided that:

a. It has paid all membership fees due to SANI in accordance to the SANI Rules.

b. It is not suspended in accordance with SANI Rules.

E. Recognized Members shall only be represented by delegates. Delegates must be affiliated to the recognized Member nation that they represent. A delegate may represent only one Member nation.

F. Recognized Continental Organizations may appoint up to two (2) representatives who may attend the General Congress as observers.

G. The SANI President, in his/her absence the Executive Vice President, shall preside at all General Congress and/or Extraordinary Congress.

The General Congress agenda shall include the following mandatory items:

- A declaration that the Congress has been convened and composed in compliance with the SANI Constitution;

- Approval of the agenda;

- Address by the President;

- Report of the Board of Directors on its activities during the time since the previous General Congress, to be presented by the President;

- A Financial Report by the Treasurer and presentation for approval of the audited Financial Report;

- Votes on proposals for adopting and amending the SANI Constitution, if applicable;

- Election of the other remaining Board of Directors members in accordance with SANI and officers in accordance with SANI;

- The agenda of the Ordinary General Congress may be altered provided at least three-quarters of the recognized Members present at the Congress and eligible to vote agree to such a motion;

- Motions, applications and proposals for alteration of or addition to the SANI Constitution and Rules shall be considered only if submitted by a recognized Member nation or by the Board of Directors. All motions, applications, and proposals to be considered by the General Congress must be submitted at least two (2) calendar months prior to the Congress and must appear on the agenda given to the recognized members eligible to vote;

- Any alteration of, or addition to, the Constitution agreed upon by the General Congress shall become effective immediately unless otherwise determined at the time of such approval.

#### **Rules and Regulations:**

- The Board may prescribe such rules and regulations, including, without limitation, the Election Rules, not inconsistent with the Constitution, relating to the management and operation as the Board of Directors deems expedient.

- Alteration to the constitution. The constitution of SANI may be altered from time to time at the General Congress specifically called for the purpose. No alteration of the Constitution shall be made except by two third majority of the members entitled to vote at the Congress.

#### **ARTICLE VI: AMENDMENT PROCESS**

Proposed amendments to the Constitution and By-Laws shall be presented to the Chairperson of the Constitution and By-Laws Committee no less than one hundred and twenty (120) days prior to the Annual General Congress or the mailing of the ballots. All proposed amendments to be considered shall be submitted to the membership no less than sixty (60) days in advance of the opening of the Annual General Congress or the mailing of 5 the ballots, if the vote is to be conducted by mail. Publication in SANI's Website and/or Newsletter may constitute such notice to the membership or it may be brought to their attention by mail.

A two-thirds (2/3) affirmative vote of returned ballots from the eligible voting membership shall be required for adoption through a mail ballot. Emergency amendments to the Constitution and By-Laws may be presented at the first business meeting of the Annual General Congress for consideration by the membership. Emergency shall be defined as those amendments necessary for smooth operation of SANI or to Sections that conflict with other sections of the Constitution or By-Laws. These amendment(s) shall be voted on at the same time as all other amendment(s) being considered at the Annual General Congress. A two-thirds (2/3) affirmative vote of the eligible voting membership in attendance shall be required for the adoption of the amendment(s).

## BY-LAWS

### ARTICLE I: DUTIES OF OFFICERS

#### SECTION 1:

**PRESIDENT** - Shall preside at all meetings of SANI, the Board of Directors, and the Executive Board. Shall appoint all committees not otherwise provided for and notify them in writing of their appointments. He/She shall also perform such other duties as may be required of him/her by the SANI Board of Directors.

**SECTION 2: SECRETARY** - The Executive Secretary, appointed by the presiding President and approved by the Board of Directors, will carry out all correspondence relating to all activities and duties on behalf of SANI as outlined below:

- a) Keep accurate records of all members;
- b) Make ready all accounts for auditing as directed by the Board of Directors;
- c) Shall receive monies due and deposit same in the name of SANI in a bank whose deposits insured by FDIC or its equivalent;
- d) Shall report all receipts to the Treasurer by copy of the receipted bank slip showing source of such funds;
- e) Shall attend all Board of Directors meetings, but have no vote;
- f) Make ready all accounts for auditing as directed by the Board of Directors;
- g) Prepare and distribute Annual Report; and
- h) Shall keep a complete and accurate record of the proceedings of all meetings of SANI and Board of Directors; and furnish a copy of minutes to the Board of Directors within thirty (30) days of the meeting;

**SECTION 3: TREASURER** - The treasurer will carry out all correspondence relating to all activities and duties on behalf of SANI as outlined below:

- a) Shall attend all Board of Directors meetings but have no vote;
- b) Make ready all accounts for auditing as directed by the Board of Directors;
- c) Shall carry out all other duties, including those related to the Annual General Congress as shall be assigned by the Board of Directors;
- d) Shall prepare an annual financial report; and
- e) Shall along with one (1) other executive committee member or executive Secretary, co-sign all checks against SANI funds except those transactions related to the conduct of the annual conference.

**SECTION 4: EXECUTIVE BOARD** - This Board shall have the power to act in the name of the Board of Directors in all SANI matters that cannot await a full meeting of the Board of Directors, or the Annual General Congress.

**SECTION 5: REGIONAL DIRECTOR** - Shall serve as coordinators and/or officers between their respective regions and the Board of Directors as follows:

- a) Shall serve and represent a geographical area or affiliated State, Provincial, or Regional Association, or as may be directed by the Board of Directors
- b) Submit an Activity Report and an Annual Report at least thirty (30) days prior to the Annual General Meeting, to the Executive Office
- c) Attend the Annual General meetings or appoint active member as their representative

**SECTION 6: STATE, PROVINCIAL, AND/OR TERRITORIAL OFFICERS** - Shall, upon being appointed by Regional Directors, direct Sports Aid Network's regional activities within their respective areas and act as liaison officers between said area and their Regional Directors. They shall submit an Activity Report on behalf of their respective areas, within thirty (30) days following their term in office, to their regional Director.

**SECTION 7:** All elected and appointed officers shall serve without remuneration, except for expenses that might be incurred in the performance of the duties of their respective office, including assistance they may employ. All such expenses, however, must be approved by the Board of Directors. Any and all expense accounts submitted for reimbursement shall be supported by receipts or vouchers covering all items of expense so incurred.

### ARTICLE II: MEMBERSHIP

**DUES: THE BOARD OF DIRECTORS** shall set the amount of dues for each member, that is for each regional office. The payment of dues is for the current calendar year only. Annual dues become payable on January first (1st) of each year. Regional offices, as members, will pay a reasonable percentage based upon each member's respective earnings and account for the fiscal year. Dues notices shall be mailed by the Executive Office on or before the due date.

Non-payment of dues will result in the following:

- a) Executive Office will mail second or delinquent notices within three (3) months following the due date, with a copy to respective Regional Vice Presidents for follow up. Membership privileges will be discontinued and names will be placed in delinquent files.
- b) Dues not paid within six (6) months following the due date will result in the member being dropped from membership in the Association and no further obligation of the Executive Office.
- c) Members shall have no vote at an election unless he/she is a current member in good standing with dues fully paid sixty (60) days prior to the set date of voting. Former members may re-join the Association as new members or pay delinquent dues to maintain consecutive membership privileges

### ARTICLE III: NON-DISCRIMINATION

The officers, directors, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of SANI not to discriminate on the basis of race, creed, ancestry, marital status,

gender, sexual orientation, age, physical disability, color, religion, or national origin.

### **ARTICLE III: BOOKS AND RECORDS KEEPING, DOCUMENT RETENTION**

**SECTION 1: BOOKS AND RECORDS** - SANI shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all action taken by board of directors without a meeting, and a record of all action taken by committees of the board.

**SECTION 2: FISCAL YEAR** - The fiscal year of the corporation shall be from January 1 to December 21 of each year.

#### **FINANCIAL MONITORING AND CONTROL:**

The fiscal year of SANI is the calendar year. The annual statements of accounts shall be audited by a certified public accountant approved by the Board of Directors and the audit shall be published on the SANI website no later than 30 April.

The General Congress shall approve the audited statement of accounts.

The annual budget of SANI shall be prepared under the supervision of the Treasurer and reviewed by the Audit and Compliance Committee. The Board of Directors shall approve this budget every year no later than 30 April.

The Chief Internal Audit Officer shall be appointed by the Board of Directors for a period of four (4) years. The Chief Internal Audit Officer shall not be from the same member as the Honorary Treasurer and shall report directly to the Audit and Compliance Committee.

The Chief Internal Audit Officer shall have the following functions:

- Study the effectiveness and adequacy of the internal control system of SANI.
- Review the compliance with the SANI Rules and other applicable regulations and laws, and prepare reports in the respect for the attention of the Audit and Compliance Committee.
- Understand the scope of review by external auditors of controls over financial reporting and obtain reports on significant findings and recommendations.
- Recommend and oversee the establishment and functioning of an internal audit procedure.

### **ARTICLE IV: TRANSPARENCY AND ACCOUNTABILITY POLICY**

**SECTION 1: PURPOSE** - By making full and accurate information about its mission, activities, finances, and governance publicly available, SANI practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

**The details of this policy are as follow:**

**1. Financial and IRS documents (the form 1023 and the form 990)**

SANI shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, by-laws, conflict of interest policy, and financial statements to the general public for inspection, free of charge.

**2. Means and Conditions of Disclosure**

SANI shall make "widely available" the aforementioned documents on its internet website: [sportsaidnetwork.org](http://sportsaidnetwork.org) to be viewed and inspected by the greater public.

3. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information except from public disclosure requirements, such as contributor lists).

4. The website shall clearly inform readers that the document is available and provide instructions for downloading it.

5. SANI shall not charge a fee for downloading this information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

6. SANI shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **SECTION 2: IRS ANNUAL INFORMATION RETURNS (FORM 990)**

SANI shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via (hard copy or email) at least 10 days before the Form 990 is filed within the IRS.

#### **SECTION 3: BOARD**

1. All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
2. All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
3. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

#### **SECTION 4: STAFF RECORDS**

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

2. No staff records shall be made available to any person outside the corporation, with the exception of authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that;
4. Staff records shall be made available to the board when requested.

#### **SECTION 5: DONOR RECORDS**

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
4. Donor records shall be made available to the board when requested.

### **ARTICLE V: CERTIFICATE OF ADOPTION OF BY-LAWS**

#### **SECTION 1 - ARBITRATION:**

Disputes between SANI and any of its recognized Members or members of the recognized Members, individual members of the recognized Members or between Members of SANI that are not resolved by a SANI Board of Directors decision may be referred for arbitration by either of the involved parties to a third party mediator if they cannot be resolved within SANI Specialist Committees. The appealing party must have a direct interest in the appeal and the decision. Any decision made by the mediator shall be final and binding on the parties concerned.

#### **SECTION 2 - PRINTING RULES:**

All Rules of SANI are solely for the benefit of Members and may be reprinted or translated by Members under their responsibility, with the understanding that in all cases where the translated text differs in interpretation, the English version shall prevail, as per the official printing of SANI. Any other organizations desiring to publish these Rules shall obtain the permission of SANI.

#### **SECTION 3 - DISSOLUTION:**

SANI may be dissolved only by a 2/3 majority vote at an Extraordinary Congress convened for this purpose.

In the event of dissolution, the Congress shall appoint a liquidator who shall discharge all debts and liabilities incurred on behalf of SANI. The remaining assets, if any, shall be donated as directed by the Congress to a suitable body for the ongoing promotion and development of SANI mission and vision. At the conclusion of the liquidation, the liquidators shall submit a final report to the Congress, which shall declare the liquidation closed.

#### **SECTION 4 - DEFINITIONS:**

1. SANI – Sports Aid Network International.
2. SANI Board of Directors – all Board of Directors Members elected or serving in accordance with SANI Rules.
3. Competitions – includes events in which a winner is determined through sanctioned SANI events.