



**The
World English-language SCRABBLE®/™
Players' Association
CONSTITUTION**

November 2009

Constitution of the World English-language Scrabble Players' Association

1. Definitions and Status of the Association

- 1.1 The name of the association shall be the World English-language Scrabble Players' Association (hereinafter referred to as “the Association” or "WESPA"), which shall be governed according to the Rules set out herein ("the Rules" or "the Constitution")
- 1.2 Scrabble ("Scrabble" or "the Game") is a game wherein players place letter tiles with assigned values onto a distinctive gridded board, forming words as permitted by selected dictionaries or lexical authorities, so as to score points.
- 1.3 The trademark owners ("the Trademark Owners") are those parties which are recognised, or would be recognised, by a court of law as owning the legal rights and intellectual property rights to the Scrabble trademark ("the Trademark") in their respective legal jurisdictions, and their successors or assignees.
- 1.4 As at the date of acceptance of this Constitution, the Association recognises that Hasbro Inc owns the legal rights to the name Scrabble in the United States and Canada, wherein it is known as "Scrabble Brand Crossword Game", and that J. W. Spear and Sons plc, a Mattel company, owns the rights to Scrabble in other Countries.
- 1.5 The Association shall be an association of Members, as are more fully defined in Section 3 below.
- 1.6 The Association regards its relation with the Trademark Owners to be akin to the relation of an independent body representing end-users with the manufacturer(s) of the product.
- 1.7 The Association will endeavour to work in a spirit of mutual cooperation with the Trademark Owners and undertakes to respect the legal rights of Trademark Owners in their respective Countries.
- 1.8 All references to “in writing” or “written” shall also include the use of email or facsimile.’

2. Objects

2.1 The Association shall be a non-commercial and non-profit making body. The Association nevertheless reserves the right to conduct activities which may generate a surplus, which shall be directed towards the achievement of its objects.

The Objects of the Association are as follows:-

- to promote global recognition and respect of Scrabble as a serious competitive activity , and to provide for the benefit of the members of the Association the requisite amenities for the pursuit of the game and social activities ancillary to it;
- to further the collective best interest of Scrabble and its serious Players, especially those who take part in tournament Scrabble, and where appropriate, to represent such Players individually or as a group in dealings with other bodies, including the Trademark Owners;
- to promulgate and encourage international convergence towards common standards and norms including but not limited to a system of international rules and ratings;
- to organize global competitions, displays and events connected with Scrabble, at which successful participants will be commensurately rewarded and recognised;
- to source sponsorship for such competitions, displays and events
- to publish material relating to the game, for the benefit of players in general and the Association's Members in particular
- to establish and maintain a website in respect of the activities and interests of the Association for the benefit of the Game and its Players.
- to explore mutually beneficial relationships with the Trademark Owners in furtherance of the Association's Objects.

3. Members

- 3.1 Any natural person, or national Scrabble association as defined in Clause 3.2, or other body corporate as the Committee may allow on a case-by-case basis shall be eligible for membership of the Association. An Applicant for Membership ("the Applicant") must lodge with the Secretary a written application if the Applicant is an individual, with a duly signed copy of the resolution to apply for membership if the Applicant is a body corporate stating the name and address of the Applicant, together with the prescribed Membership fee as set out in Schedule 1
- 3.2 The Association shall recognize as a national Scrabble association a body
- which subscribes to the Objects of the Association
 - which is generally recognized by players of that Country, and by other like organisations as being a national Scrabble association representing the collective interest of the players of that Country
 - which is constituted as an association or similar entity accountable to its members under the laws of its Country
- 3.3 In case of doubt as to eligibility for Membership, the question shall be put to a vote of the Committee by simple majority.
- 3.4 The Applicant for membership shall become a Member if accepted as such by the Secretary. The Secretary shall advise the Committee at its next meeting of all applications and whether they were admitted. The Secretary or his designate shall maintain a Register of Members showing their names and addresses.
- 3.5 A Member shall cease to be a Member:
- 3.5.1 upon giving written notice of resignation of membership to the Secretary; or
- 3.5.2 if the Member's subscriptions are not paid within one month after the due date of payment; or
- 3.5.3 if the Member having committed some act or been guilty of behaviour inconsistent with membership of the Association, the Committee resolves by a majority of two-thirds to remove him from membership.

4. Memberships, Subscriptions & Levies

- 4.1 The two yearly subscription of the Association is as set out in the attached Schedule 1 and may be revised from time to time subject to the approval of the General Meeting
- 4.2 The Biennial General Meeting (hereafter "BGM") shall have the power to vary the subscription and levies by ordinary resolution of which due notice has been given

5. Officers

- 5.1 The Honorary Officers ("the Officers") of the Association shall be a Chairman, a Treasurer and a Secretary and must be Individual Members of the Association or members of a member association.
- 5.2 Any Officer may retire by giving one month's prior written notice to the Secretary, or the Secretary to the Chairman, and all Officers shall retire at the end of each BGM, but shall be eligible for re-election at that meeting.

6. The Committee

- 6.1 The Committee shall consist of the Officers and not fewer than four and not more than eight other Members
 - 6.1.1 Each of the Officers shall be a Member of a different national association at the conclusion of a Committee election held during a General Meeting; however this limit may be exceeded for the purpose of filling casual vacancies in the period between General Meetings. In case of doubt as to Membership of national associations, the Chairman shall decide following consultation and having given cognisance to the country which the Officers would represent at a World Scrabble Championship. For the avoidance of doubt, there is no such restriction in relation to ordinary members of the committee.
- 6.2 Any Member of the Committee may retire by giving one month's prior written notice to the Secretary, and all shall retire at the end of each BGM, but shall be eligible for re-election at that meeting.

- 6.3 Any casual vacancy on the Committee or of any office including that of Auditor arising between BGMs may be filled by the Committee.
- 6.4 Any person who fails to attend/participate in three consecutive meetings of the Committee without giving a reason acceptable to it shall cease automatically to be a Member of the Committee.
- 6.5 The Committee shall manage all the affairs of the Association and shall have the power to do everything necessary for that purpose.
- 6.6 The quorum of the Committee shall be four, provided that one of the four be an Officer of the Committee.
- 6.7 Committee meetings may take the form of an electronic or telephone conference as the Chairman deems necessary or expedient.
- 6.8 Not less than fourteen days' written or oral notice shall be given by the Secretary to the Members of the Committee of every meeting and the business to be dealt with thereat.
- 6.9 Decisions at meetings of the Committee shall be made by a simple majority and in the event of equality of voting the Chairman (or the acting Chairman of that meeting) shall have a casting vote.
- 6.10 Minutes of meetings of the Committee shall be circulated (to those entitled to attend) within twenty days of any meeting taking place.

7. Biennial General Meeting

- 7.1 A Biennial General Meeting (BGM) shall take place every two calendar years. Not more than twenty-seven months shall elapse between two successive BGMs.
- 7.2 The ordinary business of the BGM shall be:-
 - 7.2.1 to receive the Chairman's report of the activities of the Association during the preceding two years;
 - 7.2.2 to receive and consider the accounts of the Association for the preceding two years and the Auditor's report on the Accounts and

the Treasurer's report on the financial position of the Association;

- 7.2.3 to elect officers and other Members of the Committee.
- 7.2.4 to elect a suitably qualified Honorary Auditor or to confirm that the incumbent Auditor remain in office for a further term until the conclusion of the BGM immediately following
- 7.2.5 to fix the subscription for the next two years provided notice of such resolution has been given;
- 7.2.6 to alter the rules from time to time subject to procedure as laid out in Clause 9.3
- 7.2.7 to ratify any proposed change to levies or other charges paid by Members; and
- 7.2.8 to transact any other business of a BGM of which due notice has been given.

8. Extraordinary General Meeting

- 8.1 An Extraordinary General Meeting may be convened at any time upon either a resolution of the Committee or a Requisition setting out the resolution or resolutions to be proposed at it. The Requisition must be signed by a minimum of the greater of fifteen Members or one-tenth of the number of Members and served on the Secretary by personal delivery or recorded delivery post. If the Secretary does not give notice of the meeting pursuant to the requisition on or before the expiry of fourteen days of receipt of the requisition the requisitioners or any one or more of them on behalf of the others may give notice of the meeting.
- 8.2 The business which may be conducted at an Extraordinary General Meeting may be any one or more of:-
 - 8.2.1 removal of any or all of the officers, other Members of the Committee, Auditors of the Association and filling the vacancies caused by such removal;
 - 8.2.2 altering these rules subject to the procedure as laid out in Clause 9.4, or
 - 8.2.3 dissolving the Association.

9. Proceedings at Biennial and Extraordinary General Meetings

- 9.1 Not less than twenty-one days' prior notice in writing setting out the subjects and/or resolutions to be discussed/proposed at the meeting shall be sent out to every Member at their last known address or email address.
- 9.2 A Member who is not a natural person may by a Resolution which shall be lodged with the Secretary nominate for such term as the Member may specify a person, who need not be a Member, to act as its Representative at General Meetings, with power to vote on that Member's behalf. The presence in person of the Member's Representative at a General Meeting shall be taken to signify that the Member is present in person for attendance and voting purposes.
- 9.3 Resolutions put to the vote shall be decided on a show of hands unless before or on the declaration of the result a poll is demanded. A poll may be demanded either by the Chairman or by not less than 5 members present at the meeting. On a poll vote, the Chairman shall cast votes as directed by those members who have given him their proxy in writing. In the absence of any specific direction, the Chairman may cast such votes at his discretion.
- 9.4 Resolutions at Biennial General Meetings for alteration of the Rules of the Association, including the Voting Rights of the Members, shall be passed by a majority of three-quarters of the total votes of those members who are present in person or who have submitted a proxy. Other resolutions shall be passed by a simple majority of the votes. Only members present at the meeting, or who have given a proxy to the Chairman, shall be entitled to vote. Resolutions at Extraordinary General Meetings shall be passed by a majority of three-quarters of the votes. Only Members present in person at the meeting, or who have given a proxy to the Chairman, shall be entitled to vote.
- 9.5 The number of votes which each member may cast on a resolution is as set out in Schedule I.
- 9.6 In the event of equality in voting at a Biennial General Meeting the Chairman (or acting Chairman at that meeting) shall have a second or casting vote, but there shall be no second or casting vote on any

resolution proposed at an Extraordinary General Meeting.

- 9.7 Nominations of persons for election to any office or to the Committee must be made in writing by a Member or Members to the Secretary not less than fourteen days before the meetings at which elections for that office or to the Committee are intended to be held.

10. Accounts, Income and Property

- 10.1 The financial year of the Association shall end on thirty-first December in every year, to which day the accounts shall be balanced and drawn.
- 10.2 As soon as practicable after the end of the financial year, there shall be prepared a statement of the assets and liabilities of the Association at the end of the financial year and a statement of income and expenditure during that year, which statements shall be audited by the Auditor. The accounts for the preceding two years should be available not less than 28 days before the Biennial General Meeting.
- 10.3 Copies of the Audited statement of accounts shall be sent to every Member annually.
- 10.4 The Auditor shall be a suitable person not being a Member of the Committee. He shall be appointed by each Biennial General Meeting and shall hold office until the end of the next following Biennial General Meeting.
- 10.5 All monies received by the Association shall be paid into an account or accounts in the name of the Association at a bank or a building society appointed by the Committee, and cheques and other instruments drawn on and directions to the bankers or building society shall be signed by not less than two officers. If the payee is a Committee officer the two signatories must be two other officers.
- 10.6 No Member shall pledge the credit of the Association without the prior authority of a resolution of the Committee.

11. Indemnity

Members of the Committee shall not be liable (otherwise than as Members) for any loss suffered by the Association as a result of the discharge of their respective duties on its behalf, except such loss as arises from their respective wilful default, and they shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities incurred by them in the discharge of their respective duties.

12. Protection of Intellectual Property Rights

The Association shall bring to the notice of the Trademark Owners at the earliest opportunity any infringement or threatened infringement or other improper or wrongful use of patents, trademarks, copyrights, designs, or other intellectual property rights or passing off in relation to the game and rights therein of which the Association becomes aware.

Any such information pursuant to the above shall be given in writing by the Secretary (or other duly authorized officer) to the Trademark Owners as appropriate. The Association shall assist the Trademark Owners in protecting their intellectual property rights in whatever way they may reasonably request.

13. Dissolution

13.1 The Association may be dissolved:

13.1.1 by a resolution passed under rule 8.2.3;

13.1.2 by a resolution of the Committee if the number of Members of the Association is less than ten for a period of not less than three months;

13.2 The dissolution shall take effect from the day when the resolution is passed. The Committee shall be responsible for the winding up of the assets and liabilities of the Association.

13.3 If any property remains after the discharge of all debts and liabilities of the Association it shall be distributed to such charity or towards the World Scrabble Championship fund as the Committee shall direct.

14. Gender

The masculine gender shall include the feminine gender and the plural shall include the singular and *vice versa* in each case respectively.

15. Relationship to Trademark Owners

15.1 Notification of Activities

Where the Association deems it necessary to do so in order to comply with legal and trademark obligations, the Secretary, or any Officer or Committee Member so authorised, shall notify the designated agent of the Trademark Owners in respect of

- the organisation of competitions, displays and events and cash and other prizes awarded in connection therewith, publicity material, promotions, interviews, public relations, press releases and articles, programmes or transmissions broadcast or available by a diffusion service (press, radio and television interviews of a news nature excluded) in which the Association is involved
- magazines, newsletters, website or other published by the Association for circulation to its members
- sponsorship of any of the Association's activities and/or events
- other marketing and/or intellectual property considerations of relevance to the Trademark Owners

WESPA will advise the Trademark Owners when any potential sponsor expresses firm interest in the expectation that the Trademark Owners will not unreasonably withhold approval to such sponsorship.

All published material including magazines, newsletters, other printed matter, website produced by the Association shall give due recognition to the Trademark Owners.

15.2. Legal Obligations to Trademark Owners

The Association recognises that the Trademark Owners will take reasonable steps to safeguard their interests in the Trademarks.

The Association will undertake to notify the relevant Trademark Owner(s) in writing, via the Secretary or other duly authorized Officer or Committee Member, of proposals and developments which have been brought to the attention of the Association, and which the Association has reason to believe will have significant impact on:

- intellectual property rights of the Trademark Owners in respect of Scrabble and the Trademarks
- marketing policy of the Trademark Owners in respect of Scrabble and the Trademarks.

Where the Association proposes to involve corporate sponsorship, the written permission of the relevant Trademark Owner(s) will be sought via the designated contact(s), if the Association has reason to suppose that

- the proposed association of the sponsor(s) with the Game may be detrimental to the reputation of the Game or the Trademark Owners
- the proposed association with the sponsor conflicts with contracts in force or contracts being negotiated by the Trademark Owners.

The Association undertakes not to knowingly commit any acts of omission or commission damaging to the reputation of the Trademark Owners.

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Schedule 1: Membership Fees, Structure and Voting Rights

The Classes of Members shall be as follows:

1: national Scrabble associations having a paid-up membership of more than 350 and wishing to subscribe to the objects of the Association;

2: national Scrabble associations having a paid-up membership of not more than 350 and not less than 15;

3: bodies corporate other than national Scrabble associations;

4: Individual Members: any Natural persons wishing to subscribe to the objects of the Association and who is from a country where the national association if any, is not a member in Class 1 or Class 2

5: national Scrabble associations which have been accepted for membership but are in arrears of subscription;

The following table shows the annual Membership Fees and votes which members may cast at a General Meeting on a vote by poll

Membership Class	Fees*	Votes by show of hands	Votes on a poll or by proxy
1	USD 300 150	1	30
2	USD 150 75	1	15
3	USD 75 50	1	5
4	USD10	1	1
5	Not applicable	1	0

* showing the amendments as made at the 2007 BGM

Membership rights are as follows:

Class	1	2	3	4	5
Nominate a committee member (see below)	<i>up to 2 nominees</i>	<i>1 nominee</i>	<i>1 if fewer than 11 nominees</i>	<i>1 if fewer than 11 nominees</i>	<i>N</i>
Obtain committee minutes/voting details	<i>Y</i>	<i>Y</i>	<i>N</i>	<i>N</i>	<i>N</i>
Submit topics for debate in committee	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>
Submit motions for consideration at GM's	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>N</i>
Exercise this many votes on GM motions	<i>30</i>	<i>15</i>	<i>5</i>	<i>1</i>	<i>0</i>

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Exercise this many votes in elections	<i>1</i>	<i>1</i>	<i>1</i>	<i>1</i>	<i>0</i>
Attend GM's	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>
Participate in debates at GM's	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>	<i>Y</i>

The following was passed at the 2009 BGM:

Class 1 members may each nominate up to TWO candidates for election to the Committee at Biennial General Meetings;

Class 2 members may each nominate ONE candidate for election to the Committee at Biennial General Meetings;

Class 3 and 4 members may each nominate ONE candidate for election to the Committee at Biennial General Meetings who will be eligible for election IN THE EVENT that Class 1 and 2 members in aggregate nominate fewer than 11 candidates.