



**WORLD
OLYMPIANS**
ASSOCIATION



CONSTITUTION

and

Bye-Laws

In Force as from

October 22, 2015

CONSTITUTION

of the

WORLD OLYMPIANS ASSOCIATION

ARTICLE ONE: LEGAL STATUS

- 1.1 The World Olympians Association (“WOA”) is an independent, international, non-governmental organisation constituted by this Constitution as a non-profit association under and governed by Articles 60-79 inclusive of the Swiss Civil Code.
- 1.2 WOA is a body corporate having permanent legal personality and perpetual succession, and power to contract, to sue and be sued in all courts, in all manner of actions and proceedings, and to do all other matters and things in pursuit of its mission and purpose as if it were a natural person. This Constitution is the fundamental governing document of WOA.
- 1.3 WOA was established at its first General Assembly in Lausanne, Switzerland on 21st November 1995, and recognised by the International Olympic Committee (“IOC”) as a recognised organisation, pursuant to Rule 3 of the Olympic Charter, at the 105th Session of the IOC in Atlanta, Georgia in 1996. WOA is an independent but integral part of the Olympic movement and conforms to the fundamental principles as set out in the Olympic Charter.
- 1.4 The organisation shall be known as “World Olympians Association” and the officially approved abbreviation in all languages is “WOA”. The official languages of WOA are English and French and where there is ambiguity as between those languages in relation to this Constitution or any other WOA document, the English text shall prevail, unless expressly provided otherwise in the relevant document.

ARTICLE TWO: INTERPRETATION

In this Constitution, the following words have the meaning set forth below:

- 2.1. “Bye-Laws” means the Bye-Laws set out in the Schedule hereto, as amended from time to time in accordance with Article 11.
- 2.2. “Continental Grouping” means all of those members whose nations are located in one continent. For the purposes of this definition there are five continents as recognised by the IOC: Africa, the Americas, Asia, Europe and Oceania.
- 2.3. “Executive Committee” means the body charged with managing the affairs of WOA and referred to in Article 8.

- 2.4. "General Assembly" means the supreme governing body of WOA and consists of individuals entitled to represent the members of WOA at a general meeting as referred to in Article 7.
- 2.5. "IOC" means the International Olympic Committee established under the Olympic Charter.
- 2.6. "NOA" means a National Olympians Association, recognised by the NOC in that nation.
- 2.7. "NOC" means a National Olympic Committee.
- 2.8. "Officers" means the individuals referred to in Article 9.
- 2.9. "Olympian" means any individual who is considered to be an Olympian by the IOC from time to time.
- 2.10. "Olympism" according to the fundamental principles set out in the Olympic Charter means a philosophy of life, exalting and combining in a balanced whole the qualities of body, will and mind, blending sport and culture and education, through effort, excellence, good example and respect. The goal of Olympism is to place sport everywhere at the service of humankind in order to encourage the universal existence of a peaceful society which fulfils human aspirations while preserving human dignity.

ARTICLE THREE: MISSION AND PURPOSE

3.1 Mission

The mission of WOA is to unite Olympians, represent them, serve their needs throughout their lives and to promote Olympism.

3.2 Purpose

WOA was established to work with the IOC and the Olympic Movement:

- 3.2.1. to bring the Olympians of the world together and encourage them to use their status and experience to promote and develop the ideals of Olympism throughout the world.
- 3.2.2. to represent and promote the interests of Olympians and to provide support for Olympians at any stage of their lives.
- 3.2.3. to build an active Regular Membership dedicated to the mission and purpose of WOA.
- 3.2.4. to operate for charitable and educational purposes in harmony with the fundamental principles set forth in the Olympic Charter.

ARTICLE FOUR: INCOME AND PROPERTY

The income and property of WOA shall be applied solely towards the fulfilment of its mission and purpose, and no part of its income or property shall be paid or transferred directly or indirectly to any NOA or member of a NOA or of the Executive Committee or the General Assembly.

- ¹ The Executive Committee shall put in place a WOA Expenses Policy which shall be based on the spirit of this Constitution and on IOC policies (hereafter the "WOA Expenses Policy"). This WOA Expenses Policy shall allow for payment and/or transfer of funds to members of the NOAs and the WOA Executive Committee and General Assembly for some of the personal administrative expenses related to the execution of their respective functions within WOA.

ARTICLE FIVE: MEMBERSHIP

- 5.1 The members of WOA shall comprise the following categories:
 - 5.1.1. Regular Member: an eligible NOA in a nation whose NOC is recognised by the IOC. A NOA will be eligible if it meets the WOA eligibility criteria set out from time to time in the Bye-Laws and is accepted by the General Assembly.
 - 5.1.2. Provisional Member: a NOA that is not eligible to be a Regular Member, including any national organisation that represents a significant number of Olympians in that nation, but which has not completed the applicant process for membership of WOA, and has been accepted by the General Assembly as a member with limited rights.
- 5.2 The rights and responsibilities of the members of WOA, rules concerning their eligibility, suspension and termination and any other provisions concerning membership shall be set out from time to time in the Bye-Laws or regulations made thereunder.
- 5.3 No Regular Member or Provisional Member may use the WOA emblem or any part of it without the prior written consent of the WOA nor may any word or mark related to the word Olympic or the Olympic rings be used without the written consent of the WOA, which shall consult the IOC and obtain its written consent.
- 5.4 Each Regular Member and Provisional Member shall belong to a Continental Grouping, depending on the geographical location of the nation of such member's NOA. Such Continental Groupings shall be constituted after the entry into force of this amended version of the WOA Constitution.
- 5.5 The financial responsibility of each member of WOA shall be limited to any amount due from such member by way of an annual subscription and any

outstanding arrears of subscription due from such members. There shall be no other responsibility of members for the debts of WOA.

ARTICLE SIX: ORGANISATIONAL STRUCTURE

- 6.1 The organs of WOA are the General Assembly and the Executive Committee.
- 6.2 The Executive Committee may from time to time establish committees and other structures or entities to accomplish the tasks necessary to fulfil the mission, purpose, aims and objectives of WOA, with such authority and duties as the Executive Committee may decide.

ARTICLE SEVEN: GENERAL ASSEMBLY

- 7.1 The General Assembly is the supreme governing organ of the WOA. The General Assembly shall have the right to take any action necessary and permissible under this Constitution that is reasonably required for the effective administration of the organisation and the advancement of its mission and purposes.
- 7.2 The Duties of the General Assembly include but are not limited to the following:
 - 7.2.1. Attend to the observance of the Constitution and Bye-Laws of WOA.
 - 7.2.2. Approve the admission, the suspension or the termination of members of WOA.
 - 7.2.3. Elect the Officers of the Executive Committee.
 - 7.2.4. Examine and accept the audited financial accounts of WOA.
 - 7.2.5. Amend the Constitution.
 - 7.2.6. Perform other duties required by this Constitution.
- 7.3 The General Assembly shall be composed of one or two representatives, present in person, of each Regular Member appointed by that Regular Member and one representative, present in person, of each Provisional Member appointed by that Provisional Member.
- 7.4 Such representatives shall have the right to speak at a meeting of the General Assembly as permitted by the Chair of the meeting. Each Regular Member shall have one vote, to be cast by one of the representatives present who must be an Olympian. Provisional Members have no right to vote.
- 7.5 The General Assembly shall meet once every four years in the calendar year of the Games of the Olympiad. This meeting will take place after the Games of the Olympiad at a time and place called by the Executive Committee.

- 7.6 In addition, extraordinary meetings of the General Assembly may be called at any other time by the Executive Committee or by written petition of at least one third of the Regular Members. An extraordinary meeting may only undertake such business as is specified in the agenda provided to Members in advance of the meeting, such agenda to be agreed in accordance with the Bye-Laws.
- 7.7 At least 60 days written notice of a meeting of the General Assembly or an extraordinary meeting of the General Assembly must be given to each Regular Member and each Provisional Member, in the manner set out in the Bye-Laws. Accidental failure to give notice of a General Assembly to a person entitled to receive such notice will not affect the validity of resolutions passed at such meeting.
- 7.8 The General Assembly shall decide such matters as are specifically referred to it by this Constitution or the Bye-Laws provided that nothing in the Bye-Laws shall contradict the terms of this Constitution.
- 7.9 The proceedings of the General Assembly or an extraordinary meeting of the General Assembly shall be governed by regulations set out in the Bye-Laws.

ARTICLE EIGHT: EXECUTIVE COMMITTEE

8.1 Power

Subject to this Constitution and the Bye-Laws, the Executive Committee shall have the authority to undertake any action or make any decision necessary for the effective management of WOA between meetings of the General Assembly.

8.2 Duties

The Duties of the Executive Committee include but are not limited to the following:

- 8.2.1. Administer the affairs and resources and oversee the operation of WOA.
- 8.2.2. Represent WOA in conformity with this Constitution and its Bye-Laws.
- 8.2.3. Report activities and accomplishments to the General Assembly.
- 8.2.4. Manage the finances of WOA and prepare annual reports including annually audited accounts.
- 8.2.5. Establish agendas for the meetings of the General Assembly.
- 8.2.6. Conduct and certify any mail vote of the General Assembly.
- 8.2.7. Recommend amendments to this Constitution and its Bye-Laws.
- 8.2.8. Amend the Bye-Laws as necessary from time to time.

8.2.9. Perform any task assigned to it by the General Assembly.

8.3 Appointment

The Executive Committee shall consist of elected, continental and appointed members. All members shall have full rights including voting rights, except for those non-voting co-opted members as outlined in Article 8.3.6. The elected members will be elected by the Regular Members in accordance with and for such terms as are set out in the Bye-Laws and subject to Articles 8.3 and 8.4 and shall consist of:

8.3.1. The President;

8.3.2. The Secretary General; and

8.3.3. The Treasurer.

Subject to Articles 8.3 and 8.4, the continental members will be elected by the Continental Groupings in accordance with and for such terms as are set out in the Bye-Laws and shall consist of:

8.3.4. One male and one female member from each Continental Grouping.

The appointed members shall be:

8.3.5. Five designated representatives of the IOC appointed by the IOC President, who shall have full rights including voting rights; and

8.3.6. Such non-voting members as are co-opted by the Executive Committee on the recommendation of the WOA President from time to time, provided that the total membership of the Executive Committee shall not exceed 20.

8.4 Eligibility

No person may be elected or appointed to the Executive Committee unless they are:

8.4.1. A natural person;

8.4.2. Aged 18 or over; and

8.4.3. An Olympian, except in the case of those appointed pursuant to Articles 8.3.5 and 8.3.6.

8.5 Termination of Appointment

All members of the Executive Committee shall abide by the Olympic Charter in force, the IOC Code of Ethics and WOA Code of Conduct. The Bye-Laws shall specify the grounds on which an Executive Committee member may be removed from office.

ARTICLE NINE: OFFICERS

In addition to the general responsibility set out in Article 8.1, certain members of the Executive Committee shall have the following additional responsibilities:

9.1 President

The President shall:

9.1.1. Be the chair of all meetings of the Officers, Executive Committee and the General Assembly;

9.1.2. Call meetings of WOA;

9.1.3. Cast a deciding vote in the case of an equality of votes on an Executive Committee resolution; and

9.1.4. Serve as an ex officio member of all WOA committees.

9.2 Secretary General

The Secretary General shall:

9.2.1. Carry out such administrative, communication, financial and other functions as the Executive Committee may require from time to time; and

9.2.2. Serve as an ex officio member of all committees.

9.3 Treasurer

The Treasurer shall:

9.3.1. Oversee the finance functions of WOA;

9.3.2. Ensure that appropriate accounts and financial records are maintained; and

9.3.3. Oversee the annual audit of WOA required under Article 12.2.

ARTICLE TEN: ARBITRATION

Any unresolved dispute arising in connection with WOA may be submitted by WOA at its sole discretion for binding arbitration to the Court of Arbitration for Sport, in Lausanne, Switzerland, in accordance with the Code of Sports-Related Arbitration as applicable.

ARTICLE ELEVEN: AMENDMENT AND DISSOLUTION

11.1 This Constitution and the Bye-Laws may be amended by a resolution passed by two thirds of the votes cast at a quorate meeting of the General Assembly

or an extraordinary meeting of the General Assembly. Bye-Laws may not contradict the provisions of the Constitution, which will always prevail.

- 11.2 Notwithstanding Article 11.1 above, the Bye-Laws may be amended by resolution passed by two thirds of the votes cast at a quorate meeting of the Executive Committee.
- 11.3 Amendments shall take effect immediately upon adoption by the General Assembly or Executive Committee. The revised Constitution shall be promulgated in due course and distributed to members and any other entities, as required.
- 11.4 WOA may be dissolved by a resolution passed by two thirds of the votes cast at a quorate meeting of the General Assembly or an extraordinary meeting of the General Assembly where the issue of dissolution is the only item on the agenda.
- 11.5 A quorum for the purposes of Article 11.1 is the representatives of a majority (50 per cent plus one) of the Regular Members of WOA and for Article 11.2 is a majority (50 per cent plus one) of voting members of the Executive Committee.
- 11.6 If upon the dissolution of WOA there remains, after the satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed among the Members, but shall be given or transferred to the IOC or, should the IOC no longer exist, to a charitable object approved by the General Assembly or an extraordinary meeting of the General Assembly.

ARTICLE TWELVE: GENERAL

12.1 Immunity and Indemnification

Save in relation to wilful misconduct or fraudulent activity no Executive Committee member shall be liable for the debts or obligations of WOA, nor shall any such individual be liable to WOA or its members for monetary damages in connection with the exercise of their duties. WOA shall indemnify and hold harmless, to the full extent permitted by applicable law, all members of the Executive Committee against any and all obligations, liabilities and expenses that arise out of the honest and diligent performance of their duties for WOA.

12.2 Accounts

The Executive Committee shall maintain proper and adequate books of account to enable accounts to be prepared which comply with all applicable laws and regulations. Proper and adequate books shall be deemed to be kept or deemed sufficient if they give a true and fair view of the state of the affairs of WOA, they show and explain its transactions and they disclose with reasonable accuracy the financial position of WOA at any time. An annual audit of WOA shall be carried out by an internationally recognised firm of auditors, approved by the IOC, in accordance with accepted accounting

principles. Such audited accounts shall be sent to National Associations on an annual basis for information and presented to the General Assembly for examination and acceptance.

12.3 Contracts

Unless otherwise decided by the Executive Committee, WOA may enter into contracts by the signature of the President together with the signature of either the Treasurer or the Secretary General. If the President is indisposed then the WOA may enter into contracts by the signature of the Treasurer and the Secretary General. For the purposes of this article a verified electronic signature shall be sufficient.

ARTICLE THIRTEEN: ENTRY INTO FORCE

13.1 This Constitution first became effective upon approval at the first meeting of the General Assembly of the WOA at the constitutive meeting held in Lausanne, Switzerland, on 21 November 1995.

13.2 This Constitution was amended at subsequent meetings of the General Assembly of WOA, as set forth below:

- 13.2.1. 7 December 1999 in Lausanne, Switzerland (revised version adopted);
- 13.2.2. 29 November 2003 in Lausanne, Switzerland (amended);
- 13.2.3. 6 October 2007 in Lausanne, Switzerland (amended);
- 13.2.4. 26 November 2011 in Lausanne, Switzerland (amended);
- 13.2.5. 22 October 2015 in Moscow, Russia (revised version adopted).

SCHEDULE TO THE CONSTITUTION
WORLD OLYMPIANS ASSOCIATION
BYE-LAWS

1 DEFINITIONS

In these Bye-Laws, the following words have the meaning set forth below:

- 1.1 “Chair” means the person appointed as chair from time to time in accordance with Bye-Laws 10 or 16.4.
- 1.2 “Constitution” means the WOA Constitution to which these Bye-Laws are scheduled, as amended from time to time.
- 1.3 “Election Meeting” means the General Assembly meeting held once every four years in accordance with Bye-Law 6.1.1.
- 1.4 “Paralympian” means any individual who is considered to be a Paralympian by the IPC from time to time.
- 1.5 “Address” means any number or address used for the purpose of electronic communications.

Any words and terms which may be defined by the WOA Constitution shall, unless the context otherwise requires, have a corresponding meaning in the WOA Bye-Laws.

2 SUBJECT TO WOA CONSTITUTION

These Bye-Laws are subject to the WOA Constitution. Where there is inconsistency, the provisions of the WOA Constitution shall prevail.

MEMBERS

3 APPLICATIONS FOR MEMBERSHIP

- 3.1 An NOA shall become a Regular Member if:
 - 3.1.1 the Executive Committee determines that it complies with the eligibility criteria and proposes it for Regular Membership; and
 - 3.1.2 the General Assembly votes by majority to accept it as a Regular Member.
- 3.2 An NOA shall become a Provisional Member if:

- 3.2.1 it has applied to WOA to become a Regular Member and the Executive Committee has determined that it does not comply with the eligibility criteria and proposes it for Provisional Membership; or
 - 3.2.2 it has applied to WOA to become a Provisional Member; and
 - 3.2.3 the General Assembly votes to accept it as a Provisional Member.
- 3.3 For the purposes of this Bye-Law 3, the eligibility criteria are that the NOA:
- 3.3.1 has applied to WOA to become a Regular Member in the form required by the Executive Committee from time to time;
 - 3.3.2 has agreed to support the mission and purpose of WOA and to abide by the Olympic Charter, the IOC Code of Ethics and the WOA Code of Conduct;
 - 3.3.3 is the NOA of a nation whose NOC is recognised by the IOC and has the written support of that NOC;
 - 3.3.4 is the NOA of a nation which has no existing Regular Member;
 - 3.3.5 consists solely of Olympians or if the NOA so chooses, consists of Olympians and Paralympians, except for non-voting honorary members;
 - 3.3.6 is an independent, autonomous not-for-profit organisation with perpetual existence, and is not a purely commercial or a political organisation;
 - 3.3.7 has agreed to comply with the WOA Constitution and Bye-Laws and agreed in a form acceptable to the Executive Committee that it will not amend its constitution without the prior approval of WOA;
 - 3.3.8 has paid all sums due to the WOA unless exempted or forgiven; and
 - 3.3.9 has paid any application fee set by the Executive Committee from time to time.

4 ANNUAL SUBSCRIPTION

The Executive Committee may levy an annual membership subscription, which may be varied by category of membership and shall be payable on the first day of January each year for that year. No part of the subscription shall be refundable to any Regular or Provisional Member who is suspended or ceases to be a member after 1 January. The General Assembly may limit the level of subscription that can be levied or may suspend the power of the Executive Committee to levy a subscription.

5 SUSPENSION AND TERMINATION OF MEMBERSHIP

- 5.1 The Executive Committee may suspend the membership of any Regular or Provisional Member until the next General Assembly meeting if it believes that action to be in the best interests of WOA. To remain in good standing a Member must as a minimum continue to comply with the eligibility criteria as

outlined in Article 3.3 of these Bye-Laws, must comply with any decisions made by the WOA General Assembly and Executive Committee and any Rules, Guidelines, Procedures or Practices as determined by the IOC, including the Olympic Charter and IOC Code of Ethics.

- 5.2 The General Assembly may suspend or terminate the membership of any Regular or Provisional Member by a vote of two-thirds of the votes cast at a meeting. A General Assembly vote to suspend or terminate a member can only be taken if that member has been sent 60 day's notice of the proposed motion and is given the right at the General Assembly meeting to speak.
- 5.3 A Regular or Provisional Member shall immediately cease to be a member if:
- 5.3.1 by notice in writing to WOA the member resigns;
 - 5.3.2 the member is dissolved or otherwise ceases to exist;
 - 5.3.3 the member no longer fulfils all of the membership criteria as set out in Bye-Law 3.3;
 - 5.3.4 the member fails to pay any sums due to WOA within 3 months of WOA notifying the member of the outstanding amount; or
 - 5.3.5 the member is removed by a vote of two-thirds of the votes cast at a General Assembly meeting.
- 5.4 No Regular or Provisional Member may transfer its membership to another entity.

GENERAL ASSEMBLY MEETINGS

6 CALLING GENERAL ASSEMBLY MEETINGS

- 6.1 The General Assembly shall meet:
- 6.1.1 Once every four years, in the calendar year of the Games of the Olympiad. This meeting shall be called the "Election Meeting" and take place after the Games of the Olympiad at a time and place called by the Executive Committee; and
 - 6.1.2 at such other times as are required and shall be called extraordinary meetings of the General Assembly.
- 6.2 The President may with the approval of the Executive Committee call extraordinary meetings of the General Assembly.
- 6.3 The President shall call an extraordinary meeting of the General Assembly on the receipt of a request signed by one third of the Regular Members which sets out the business of the proposed meeting.
- 6.4 All General Assembly meetings or extraordinary meetings shall be called by at least 60 days written notice setting out the time, place and agenda of the meeting. Each Regular and Provisional Member shall be entitled to receive

notice of a General Assembly meeting or extraordinary meeting. No General Assembly meeting or extraordinary meeting shall consider business that is not set out in the notice, other than as set out in these Bye-Laws. All Bye-Laws apply equally to a meeting or an extraordinary meeting of the General Assembly except that the agenda of an extraordinary meeting may only consist of such business as is specified in the agenda provided to Members in advance of the meeting.

7 REQUESTING RESOLUTIONS AT GENERAL ASSEMBLY MEETINGS

- 7.1 Upon receipt of written notice to WOA from a Regular Member setting out the text of a requested resolution and received at least 30 days before a General Assembly meeting, the President shall ensure that the resolution is included at that General Assembly meeting and WOA shall notify all Members of the text of the resolution within 7 days.
- 7.2 If a Regular Member requests at a General Assembly that a resolution be added to the agenda this must be seconded by another Regular Member. Upon receipt of a valid proposal the Chair shall call a vote on the inclusion of the resolution. If a majority of those present and voting approve the inclusion of the resolution then the Chair shall at his/her discretion determine at what point in the meeting the resolution should be debated and then voted upon.

8 QUORUM FOR GENERAL ASSEMBLY MEETINGS

The quorum shall be the representatives of a majority (50 per cent plus one) of the Regular Members.

9 ADJOURNMENT OF MEETINGS

- 9.1 If the persons attending a General Assembly meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the Chair of the meeting must adjourn the meeting.
- 9.2 The Chair of the General Assembly meeting may adjourn a meeting at which a quorum is present if:
- 9.2.1 the meeting consents to an adjournment; or
 - 9.2.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner; or
 - 9.2.3 to enable election meetings of the Continental Groupings to take place.
- 9.3 When adjourning a General Assembly meeting, the Chair of the meeting must:
- 9.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Committee, and

- 9.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 9.4 If the continuation of an adjourned meeting is to take place more than 60 days after it was adjourned, WOA must give at least 30 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 9.4.1 to the same persons to whom notice of General Assembly meetings is required to be given, and
 - 9.4.2 containing the same information which such notice is required to contain.
- 9.5 No business may be transacted at an adjourned General Assembly meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

10 CHAIRING GENERAL ASSEMBLY MEETINGS

- 10.1 The President shall chair General Assembly Meetings.
- 10.2 If there is no President, or if the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - 10.2.1 the members of the Executive Committee present; or
 - 10.2.2 (if no members of the Executive Committee are present), the meeting;must appoint a member of the Executive Committee or if unavailable or unwilling to chair then a representative of a Regular Member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

11 ATTENDANCE AND SPEAKING BY NON-MEMBERS

- 11.1 Executive Committee members may attend and speak at General Assembly meetings.
- 11.2 The Chair of the meeting may permit persons who are not representatives of Regular or Provisional Members to attend and speak at a General Assembly meeting.
- 11.3 No person may be the representative of more than one NOA.
- 11.4 A representative of a NOA must be a member of that NOA.
- 11.5 Any person who has been found guilty of a breach of the IOC Code of Ethics or the WOA Code of Conduct may not represent an NOA.

12 VOTING

- 12.1 All votes will be by show of hands except that votes on elections shall be by secret ballot and:

- 12.1.1 the representative of any Regular Member; or
- 12.1.2 the Chair,
may request a secret ballot on any vote.
- 12.2 No person may vote by ballot or by show of hands other than one Olympian representative of each Regular Member.
- 12.3 Only those representatives present at a meeting of the General Assembly are entitled to vote.
- 12.4 Every representative casting a vote must be an Olympian and there shall be no proxy votes.
- 12.5 The decisions of the General Assembly are taken by majority of the votes cast, Article 11 of the WOA Constitution being reserved. Blank, spoiled or incorrectly completed written ballots shall be discarded and will not be taken into consideration in the calculation of the required majority, nor will abstentions. In the event of a tie vote, the Chair of the meeting at which such vote is taken shall cast the deciding ballot, except for an election vote, in which case further ballots will be held until the tie disappears. The Executive Committee may call for a vote by mail on any matter except for amending the Constitution, in accordance with the Constitution and Bye-Laws. Ballots cast at any meeting shall be collected and counted by scrutineers appointed by the President and approved by majority vote of the members of the Executive Committee. The Executive Committee may specify additional procedures for election voting consistent with this Constitution.

13 VOTING ERRORS AND DISPUTES

- 13.1 No objection may be raised to the qualification of any person voting at a General Assembly meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 13.2 Any such objection must be referred to the Chair of the meeting, whose decision is final.

14 AMENDMENTS TO RESOLUTIONS

- 14.1 A resolution to remove a member from WOA, to amend the Constitution or Bye-Laws or to dissolve WOA may be amended by a majority vote at a General Assembly meeting if:
 - 14.1.1 the Chair of the meeting proposes the amendment at the meeting at which the resolution is to be proposed; and
 - 14.1.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 14.2 Subject to Bye-Law 14.1, any resolution may be amended by a majority vote at a General Assembly meeting if:

- 14.2.1 notice of the proposed amendment is given to WOA in writing by a representative of a Regular Member not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - 14.2.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 14.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his/her error does not invalidate the vote on that resolution.

15 WRITTEN RESOLUTIONS

- 15.1 A resolution executed by such number of Regular Members as would have been required to vote through their representatives for the resolution had it been proposed at a General Assembly meeting at which one voting representative of each Regular Member was present and voting shall be as valid and effectual as if it had been passed at a General Assembly meeting duly convened and held.
- 15.2 For the purposes of this Bye-Law 15:
- 15.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by WOA;
 - 15.2.2 a written instrument is executed when the person executing it signs it;
 - 15.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary General shall prescribe;
 - 15.2.4 the Regular Members need not execute the same written instrument or electronic communication;
 - 15.2.5 a resolution shall be effective when the Secretary General certifies that they have received sufficient evidence that the resolution has been executed;
 - 15.2.6 if no Secretary General is appointed, the President shall perform the functions of the Secretary General under this Bye-Law 15;
 - 15.2.7 the resolution must be accompanied by a statement informing the Regular Member how to signify its agreement to the resolution and the date by which this is to be done; and
 - 15.2.8 a proposed written resolution will lapse if it is not passed before 60 days from the circulation date.

16 CONTINENTAL GROUPINGS

- 16.1 Continental Groupings are groupings of Regular and Provisional Members and have no independent legal status or authority to conduct any business on behalf of WOA. Their purposes are to share issues of common concern, share best practice, coordinate any regional projects as appropriate and elect representatives to the Executive Committee.
- 16.2 The President shall call a meeting of each of the Continental Groupings after or during an adjournment of every Election Meeting at which the election of the Continental Groupings' Executive Committee Members will take place (provided that the adjournment happens after the election of WOA Officers) and the President with the approval of the Executive Committee may call a meeting of any Continental Grouping at any other time. One third of the members of a Continental Grouping may by written notice to WOA requisition a meeting of that Continental Grouping. WOA shall call a meeting of that Continental Grouping within 30 days following receipt of such notice. Notice of the relevant Continental Grouping meeting must be sent to all of the Regular and Provisional Members who form part of that Continental Grouping.
- 16.3 Except as set out in this Bye-Law 16, the provisions of the Bye-Laws governing the procedure and voting at General Assembly meetings shall apply equally to the procedure and voting at Continental Groupings.
- 16.4 The President shall be Chair of the meeting of the Continental Grouping to which the President's NOA belongs. If the President is not present or is not willing to act as Chair for his/her Continental Grouping meeting, and for all other Continental Groupings:
- 16.4.1 the members of the Executive Committee present; or
- 16.4.2 (if no members of the Executive Committee are present), the meeting;
- must appoint a member of the Executive Committee or if unavailable or unwilling to chair then a representative of a Regular Member of that Continental Grouping to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.
- 16.5 Unless permitted by the Chair of the meeting, no representative of a Regular or Provisional Member may attend a Continental Grouping meeting other than that of the Continental Grouping to which their member belongs.

EXECUTIVE COMMITTEE

17 PROCEDURE FOR NOMINATING CANDIDATES

- 17.1 Each Regular Member may nominate one person to stand for election as either the President, the Secretary General or the Treasurer. No person may stand for election to more than one office. No person may be nominated to be

elected to an office unless at least 48 hours before the election WOA has received:

- 17.1.1 written confirmation from that person that they consent to act as the relevant officer and that they will abide by the WOA Code of Conduct in accordance with Bye-Law 28; and
 - 17.1.2 a written nomination of that person from a Regular Member.
- 17.2 At the meeting of each Continental Grouping immediately after or during an adjournment of the Election meeting, each Continental Grouping shall elect one male and one female member of the Executive Committee. One transgender person may be elected in place of either the male or the female member, and such person must specify in their nomination which election they are standing in. The President, Secretary General and Treasurer elected at the Election meeting shall not be eligible to be elected by their Continental Grouping. No person may be nominated to be elected unless 48 hours before the election WOA has received:
- 17.2.1 written confirmation from that person that they consent to act on the Executive Committee and that they will abide by the WOA Code of Conduct in accordance with Bye-Law 28; and
 - 17.2.2 a written nomination of that person from a Regular Member of that Continental Grouping.
- 17.3 If no candidate has been validly nominated for a position or there is one unopposed candidate who fails to receive a majority vote then any person present at the relevant meeting may put themselves forward for election.
- 17.4 Nobody can stand for election to any position if they have been found to be in breach of the IOC Code of Ethics or the WOA Code of Conduct.

18 ELECTION PROCESS

- 18.1 Each election to the Executive Committee by the General Assembly or by a Continental Grouping shall be determined by secret ballot, with one representative of each Regular Member casting a vote for one candidate or, where there is only one candidate, a vote for or against that candidate. Election shall be by successive balloting with the progressive single elimination of the candidate receiving the least number of votes until one candidate receives a majority of the total votes cast. Blank, spoiled or incorrectly completed written ballots shall be discarded and will not be taken into consideration in the calculation of the required majority, nor will abstentions. In the event of a tie vote, further ballots will be held until the tie disappears. An unopposed candidate who does not receive a majority vote cannot be elected in that round. In such case, additional candidates may be nominated from amongst those present at the meeting.
- 18.2 The Election Meeting shall elect the President first, the Secretary General second and the Treasurer third.

- 18.3 At least three scrutineers shall be appointed to collect and tally completed ballots during elections and then report results to the Chair of the meeting. Electronic voting may be used.
- 18.4 The Secretary General shall ensure that WOA retains the ballots cast in any election until at least 1 month after that election.
- 18.5 At the first meeting of the Executive Committee following an Election Meeting, the Executive Committee shall elect two Vice-Presidents from amongst the members of the Executive Committee elected by the Continental Groupings.

19 TERM OF OFFICE

- 19.1 Subject to Bye-Laws 20 and 21, the term of office of:
- 19.1.1 every officer elected by the General Assembly shall be from the close of the Election Meeting at which they are elected until the close of the next Election Meeting; and
 - 19.1.2 every member of the Executive Committee elected by a Continental Grouping shall be from the close of the Election Meeting immediately following the Continental Grouping meeting at which they are elected until the close of the next Election Meeting.
 - 19.1.3 IOC appointed members of the Executive Committee and non-voting co-opted members of the Executive Committee shall be from the time they are appointed until the close of the next Election Meeting.
- 19.2 No person may serve as an officer or a member of the Executive Committee (whether elected, IOC appointed or co-opted) for more than two consecutive terms of up to four years each.

20 TERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A person ceases to be a member of the Executive Committee:

- 20.1 if by notice in writing to WOA they resign (but only if at least two members of the Executive Committee remain in office when the notice of resignation is to take effect);
- 20.2 if the Executive Committee resolves by two-thirds majority that that person's office be vacated because:
- 20.2.1 they are absent without the permission of the Executive Committee from three (3) or more regular meetings, or
 - 20.2.2 they commit a sufficiently serious breach of the WOA Code of Conduct established pursuant to Bye-Law 28 or the IOC Code of Ethics,

provided that, if they so choose, and without prejudice to their immediate removal from the Executive Committee, such person may speak at the next General Assembly meeting to request his/her reinstatement, which may be effected by a majority vote.

21 VACANCIES AND CO-OPTION

- 21.1 The Executive Committee may appoint any elected member to fill a vacancy that arises in the office of President, Secretary General or Treasurer, provided that when filling a vacancy in the office of President it must appoint one of the Vice-Presidents. Such an appointment will only be effective until the next General Assembly meeting, at which time there will be an election for a person to serve in that office until the next Election Meeting.
- 21.2 If a designated representative of the IOC ceases to be a member of the Executive Committee then the IOC may designate an alternative representative but may not reinstate any person who has been removed from the Executive Committee, unless their reappointment is approved in advance by the Executive Committee.
- 21.3 The Executive Committee may co-opt non-voting members in accordance with the provisions of the WOA Constitution.

22 CALLING MEETINGS

- 22.1 Subject to the provisions of the WOA Constitution and these Bye-Laws, the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 22.2 At any time the President or any three Executive Committee members may summon a meeting of the Executive Committee by submitting a request to the Secretary General.
- 22.3 Any such summons shall specify where, when and how the meeting is to be held. Any Executive Committee member may waive notice of any meeting and such waiver may be retrospective.
- 22.4 All acts done in good faith by any meeting of the Executive Committee or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Committee or member of the committee as the case may be.

23 QUORUM FOR MEETINGS

- 23.1 The quorum necessary for the transaction of business of the Executive Committee may be fixed from time to time by the Executive Committee and, unless so fixed at any other number shall be a majority (50 per cent plus one) of the Executive Committee.
- 23.2 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Executive Committee.

24 CHAIRING MEETINGS

The President shall chair meetings of the Executive Committee, provided that if the President is not present then the Executive Committee shall elect one of their number to chair the meeting.

25 VOTING

25.1 Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

25.2 All votes will be by show of hands except where otherwise agreed.

26 MEETINGS BY TELEPHONE/VIDEO CONFERENCE

26.1 All or any of the Executive Committee or any committee of the Executive Committee may participate in a meeting of the Executive Committee or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to communicate effectively with each other throughout the meeting.

26.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

26.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair then is.

27 RESOLUTIONS IN WRITING

27.1 A resolution executed by all the Executive Committee, or by all the members of a committee constituted under these Bye-Laws, shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

27.2 For the purposes of this Bye-Law 27:

27.2.1 a resolution shall consist of one or more written instruments or one or more electronic communications sent to an address specified for the purpose by the Secretary General;

27.2.2 a written instrument is executed when the person executing it signs it;

27.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary General shall prescribe;

27.2.4 the Executive Committee, or (as the case may be) members of a committee constituted under these Bye-Laws, need not execute the same written instrument or electronic communication;

27.2.5 a resolution shall be effective when the Secretary General certifies that they have received sufficient evidence the resolution has been executed in accordance with this Bye-Law 27; and

27.2.6 if no Secretary General is appointed, the President shall perform the functions of the Secretary General under this Bye-Law 27.

28 WOA CODE OF CONDUCT

28.1 The Executive Committee shall approve and maintain a code of conduct which requires that the Executive Committee members act in an ethical manner which is consistent with good corporate governance principles. The code of conduct shall incorporate the IOC Code of Ethics from time to time. An appropriate NOA version of the Code of Conduct shall be produced which must be agreed to by each NOA as part of their application process or retrospectively as appropriate.

28.2 A register of Code of Conduct breaches shall be kept by WOA and reports of all hearings and decisions shall be made public.

28.3 All those standing for election to the Executive Committee must as part of their confirmation of willingness to stand explicitly state on their written form that they have not been found guilty of a breach of the Code of Conduct or IOC Code of Ethics and that, if elected, they agree to be bound by the Code of Conduct and IOC Code of Ethics. Each newly elected member of the Executive Committee must sign the Code of Conduct or their election will be deemed invalid.

29 CONFLICTS OF INTEREST

29.1 An Executive Committee member must declare to the other members any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of WOA unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.

29.2 An interest of a member to be disclosed under Bye-Law 29.1 may be declared at a meeting of the Executive Committee or by means of a general notice recorded on a register of Executive Committee members' interests and renewed annually.

29.3 If a conflict of interest arises for a member of the Executive Committee, the remaining members may authorise such a conflict of interest if each of the following conditions is satisfied:

29.3.1 the member is absent from the part of any meeting at which there is discussion of the conflict of interest;

29.3.2 the member does not vote on any such matter and is not to be counted when calculating whether a quorum of members is present at the meeting; and

29.3.3 the remaining members are satisfied and agree that it is in the interests of WOA to authorise the conflict of interest which has arisen.

30 DELEGATION

30.1 Subject to the Constitution and these Bye-Laws, the Executive Committee may delegate any of the powers which are conferred on it:

30.1.1 to such person or committee;

30.1.2 by such means;

30.1.3 to such an extent;

30.1.4 in relation to such matters or territories; and

30.1.5 on such terms and conditions;

as it thinks fit.

30.2 If the Executive Committee so specifies, any such delegation may authorise further delegation of the Executive Committee's powers by any person or persons to whom they are delegated.

30.3 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.

31 COMMITTEES

31.1 Committees to which the Executive Committee delegates any of its powers must contain at least one Executive Committee member and must follow procedures which are based as far as they are applicable on those provisions of the Bye-Laws which govern the taking of decisions by the Executive Committee.

31.2 The Executive Committee may make terms of reference and rules of procedure for all or any committees, which prevail over any rules derived from the Bye-Laws pursuant to Bye-Law 31.1 if they are not consistent with them.

32 RECORDS OF EXECUTIVE COMMITTEE MEETINGS AND WRITTEN RESOLUTIONS

The Executive Committee must ensure that WOA keeps a record, in writing, for at least ten years from the date of the decision recorded, of every decision taken by the Executive Committee.

GENERAL

33 NOTICES

33.1 Any notice to be sent to or by any person pursuant to the WOA Constitution or these Bye-Laws including a notice calling a meeting of the Executive

WOA Constitution and Bye-Laws (in force from 22 October, 2015)

Committee shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

- 33.2 Subject to the WOA Constitution and these Bye-Laws, any notice or document to be sent or supplied to an Executive Committee member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that member has asked to be sent or supplied with such notices or documents for the time being.
- 33.3 An Executive Committee member may agree with WOA that notices or documents sent to that Executive Committee member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 33.4 Subject to Bye-Law 33.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by electronic communication shall be deemed to have been delivered 48 hours following the date on which the communication was sent and electronic confirmation of successful sending or receipt shall be conclusive evidence that a notice was given to a facsimile number or email address.

34 CIRCULATION OF ACCOUNTS TO MEMBERS

WOA must send a copy of its annual accounts and reports for each financial year to every Regular and Provisional Member or place a copy of its accounts and reports on its website and send a notice to every Regular and Provisional Member specifying the website address at which they can view the accounts and reports. Copies need not be sent to a person for whom WOA does not have a current address.

35 RULES AND REGULATIONS

The Executive Committee may from time to time make (and vary) such rules or regulations as it may deem necessary or expedient or convenient for the proper conduct and management of WOA. The Regular Members shall have power to alter, add to or repeal any such rules or regulations according to the procedures set out in the WOA Constitution and these Bye-Laws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of the Regular and Provisional Members all such rules or Bye-Laws, which shall be binding on all members, provided that no rule or Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the WOA Constitution or these Bye-Laws.