

SportAccord
Articles of Association
(the “Statutes”)

Article 1
Name and registered office

- 1) Under the name of “SportAccord” exists a non-profit making association (the “**Association**”) pursuant to articles 60 *et seq.* of the Swiss Civil Code. The Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.
- 2) The Association is domiciled in Lausanne, Switzerland.

Article 2
Purposes

The purposes of the Association, a non-profit organisation, are:

- a) to promote the interests of its members (the “**Members**”) and, in consultation with them, other stakeholders of the world of sports, including the International Federations (the “**IFs**”) and to serve as a forum where they meet so as to facilitate and promote knowledge-sharing and exchange of information related to sport governance and organization of sports events as well as to perform any other activities and services decided by its Members.
- b) to organise annually “SportAccord” (or any iteration hereof), an international summit, on a date and in a place decided by the Executive Committee, as well as to organise other forums or international or regional events on themes and topics of sport in general, including the event known as the “IF Forum”.
- c) to manage the process in cooperation with AIMS, according to which IFs may be considered for membership of AIMS.
- d) to organise and coordinate any multisport events or games or sports events in agreement and coordination with its Members.
- e) to support and promote the implementation of the Olympic Charter, the IOC Code of Ethics and of the principles set forth therein by the Members and other stakeholders. In this regard, the Association may develop and implement specific provisions governing its activities such as a dedicated code of ethics.

Article 3 Members

The Members of the Association are:

- a) the Association of Summer Olympic International Federations (ASOIF);
- b) the Association of International Olympic Winter Sports Federations (AIOWF);
- c) the Association of IOC Recognised International Sports Federations (ARISF);
- d) the Alliance of Independent recognised Members of Sport (AIMS).

Article 4 Observer status

- 1) The General Assembly may at its sole discretion grant (and revoke at any time) observer status to various stakeholders of the world of sports such as any other umbrella organisations grouping IFs or other international sports organisations and/or any other entity or public authority which was instrumental in the creation of the Association (the “**Observers**”).
- 2) The Executive Committee will determine the rights granted to all and/or any category of Observers. Observers do not have any voting rights.
- 3) The Observer status may be subject to an annual fee.
- 4) The Executive Committee may issue guidelines governing the grant and content of this Observer status.

Article 5 Suspension

- 1) The Executive Committee may suspend a Member, notably but not limited for following reasons:
 - a) failure to comply with provisions of the Statutes, regulations, directives and decisions of the Association;
 - b) failure to fulfil its financial obligations and pay its liabilities due to the Association;
 - c) if it becomes subject to adverse publicity relating to its misconduct or otherwise tarnishes the image or the reputation of the Association, its corporate bodies or Members.
- 2) A Member subject to this Article 5 must be afforded the chance to be heard before a suspension is imposed by the Executive Committee.

Article 6 End of membership

- 1) Membership ceases upon resignation or exclusion of a Member in accordance with the following rules:
 - a) any Member may resign for the end of a calendar year by giving written notice to the Association's President not later than three (3) months before the end of that calendar year.
 - b) a Member shall lose their membership pursuant to a resolution to exclude them passed by the General Assembly, notably but not limited for the following reasons:
 - i. persistent failure to fulfil its financial obligations to the Association;
 - ii. persistent failure to comply with the provisions of the Statutes, regulations, directives or decisions of the Association;
 - iii. if it becomes subject to adverse publicity relating to misconduct, bad governance or any other act or omission which may damage the reputation of the Association;
 - iv. loss of its status as umbrella organisation of IFs at the international level.
- 2) A Member who is subject to this Article 6 para. 1 lit. b) must be afforded the chance to be heard before an exclusion is imposed by the General Assembly.

Article 7 Membership fees

- 1) Each Member will pay an annual membership fee to be decided by the Executive Committee.
- 2) Annual membership fees will be due and payable by each Member on March 31 for each calendar year.
- 3) If a Member is expelled pursuant to Article 6 para. 1 lit. b), its annual membership fee shall remain due and payable for the entire year of its expulsion.

Article 8 Resources

The resources of the Association shall include:

- a) income generated by the Association from the events it organises;
- b) revenues from sponsorship and other forms of commercial partnership agreements;
- c) contributions, fees, subsidies or grants received from public authorities and stakeholders of the world of sports such as but not limited to the International Olympic Committee (IOC);
- d) donations and endowments;
- e) membership fees.

Article 9 Liability

The Association's financial obligations can be satisfied only from its assets. The Members of the Association shall not be liable for any obligation or debt of the Association.

Article 10 Corporate bodies

The corporate bodies of the Association are:

- a) the General Assembly;
- b) the Executive Committee;
- c) the Auditors.

Article 11 Composition of the General Assembly

- 1) The General Assembly consists of the Members of the Association.
- 2) Each Member has to be represented by one (1) duly empowered delegate meeting the eligibility criteria to be defined and amended by the Executive Committee from time to time (the "**Eligibility Criteria**").

- 3) The delegates representing the Members at the General Assembly may not also be members of the Executive Committee.
- 4) Upon approval of the Executive Committee, the Observers may be invited to attend the General Assembly without any right to vote.

Article 12

Powers of the General Assembly

The General Assembly has the following powers:

- a) to adopt and amend the Statutes;
- b) to grant (and revoke at any time) the status of Observers pursuant to Article 4;
- c) to exclude Members as per Article 6 para. 1 lit. b;
- d) to approve the Executive Committee's annual management report;
- e) to approve the Executive Committee's financial report;
- f) to approve the Association's annual accounts;
- g) to acknowledge the report issued by the Auditors;
- h) to discharge the members of the Executive Committee from all liabilities arising out of all aspects of the completion of their duties which have been disclosed to the General Assembly;
- i) upon proposal of the Executive Committee, to appoint the Association's Auditors;
- j) to dissolve the Association.

Article 13

Meetings of the General Assembly/quorum

- 1) The Ordinary General Assembly shall be held once a year, by invitation from the Executive Committee. Except in case of emergency, the Members shall be called for an Ordinary General Assembly with at least thirty (30) days' notice. In case of an emergency, as decided by the Executive Committee, this notice period may be reduced to ten (10) days.
- 2) An Extraordinary General Assembly may be held if convened by the Executive Committee or at the request of at least a quarter (1/4) of the Members.
- 3) The calling notice shall state the place (if applicable) and time of the General Assembly and/or its form (e.g., electronic or hybrid; see below Article 13 para. 7)

and the items of the agenda. For the Ordinary General Assembly the agenda shall include the approval of the annual report, of the annual accounts and receipt of the auditor's report. Members have the right to add items to the agenda by written submission to the Executive Committee at the latest ten (10) days before the meeting, in which case the Executive Committee shall transmit these additions to all Members within five (5) days from receipt.

- 4) The General Assembly shall be validly constituted when at least three (3) Members are present, including in case of an emergency. If the quorum is not met, the General Assembly will be adjourned, by the Chairperson, to a date and time at least seven (7) days after the original time of the meeting and at the same place as the original General Assembly (if applicable) or pursuant to the format set out in Article 13 para. 7) where no quorum is required.
- 5) No "decision" shall be taken regarding an issue that is not listed on the agenda, unless all Members are present and validly represented and agree to do so.
- 6) The Members may, if decided unanimously, hold a General Assembly without observing any of the formalities listed in these articles, in which case it shall be referred to as a "**Universal General Assembly**". Further, if all the Members are validly represented at a Universal General Assembly, every matter which falls within the authority of the General Assembly may be validly discussed and decided upon.
- 7) The Executive Committee may approve the holding of the General Assembly by teleconference, videoconference, or another means of communication or in a hybrid format. In such cases, the General Assembly may vote by correspondence, including email or other electronic means. Members attending by teleconference, by videoconference or by another means of communication are deemed to be present for the purpose of the quorum as set out in Article 13 para. 4).

Article 14 **Procedure at the General Assembly**

- 1) The General Assembly will be chaired by the President or, in the case of their inability or absence, by another member of the Executive Committee (the "**Chairperson**") appointed by the Executive Committee.
- 2) All resolutions are taken by a show of hands or, if so required by at least two (2) Members, by secret ballot.

Article 15
Voting rights

- 1) At the General Assembly, the voting rights of the Members shall be as follows:
 - ASOIF: three (3) votes;
 - AIOWF: two (2) votes;
 - ARISF: two (2) votes;
 - AIMS: one (1) vote.
- 2) Members cannot be represented by another Member or any third party at the General Assembly. Voting rights are not transferable to any other Member or any other third party.
- 3) All decisions are taken and resolutions passed by a majority of votes validly cast. Abstentions or void votes are not taken into account to determine the majority.
- 4) The Chairperson of the meeting has the casting vote.

Article 16
Executive Committee

- 1) The Executive Committee shall consist of eight (8) members, as follows:
 - a) Three (3) members representing ASOIF;
 - b) Two (2) members representing AIOWF;
 - c) Two (2) members representing ARISF;
 - d) One (1) member representing AIMS.
- 2) All members of the Executive Committee shall be appointed in accordance with the following procedure: ASOIF will appoint three (3) candidates, AIOWF two (2) candidates, ARISF two (2) candidates and AIMS one (1) candidate.
- 3) All candidates must comply with the Eligibility Criteria.
- 4) All such candidates shall be considered as duly appointed unless they are declared ineligible by a decision taken by the majority of the other members of the Executive Committee, following an opposition raised by any member. Such opposition should be raised as soon as practicable when a member of the Executive Committee has reason to believe that the Eligibility Criteria are not met by a candidate. If a candidate is declared ineligible, the concerned Member will propose another candidate for inclusion in the Executive Committee (the alternate candidate) who must comply with the Eligibility Criteria.

- 5) The Executive Committee shall be considered as duly appointed as soon as all its members have been appointed in accordance with the rules contained in Articles 16 para. 1) - 4) above.
- 6) Each member of the Executive Committee shall serve for a four-year term following the Executive Committee's appointment (in addition to any partial term as successor of a replaced member of the Executive Committee pursuant to Article 16 para. 7)). The members of the Executive Committee may be reappointed for a further four-year term provided that for each reappointment, the rules set forth in Articles 16 para. 1) - 4) above shall apply including possible oppositions to candidate.
- 7) If a position on the Executive Committee becomes vacant, for example if a member of the Executive Committee is not able to fulfil their duties due to illness or incapacity or no longer meets the Eligibility Criteria, the Member who appointed this Executive Committee member shall appoint a successor.
- 8) The members of the Executive Committee are not entitled to any compensation for their services to the Association. They are however entitled to reimbursement of reasonable expenses incurred in carrying out their duties in the interests of the Association.
- 9) The Executive Committee shall appoint a Treasurer from one of its members. The Treasurer shall be responsible for taking the lead on behalf of the Executive Committee on all financial matters, in particular those covered by Article 22 and the setting of the annual budget. The Treasurer shall come from and be a representative of a different Member than the one of the President.

Article 17 **President of the Executive Committee**

- 1) The President is appointed by the Executive Committee from among its members.
- 2) The President shall serve for a single term of office of four (4) years (in addition to any partial term as successor of a replaced President of the Executive Committee pursuant to Article 17 para. 4). After their term, the outgoing President may be reappointed as a member of the Executive Committee for a further four-year term, without prejudice to Article 16 para. 6).
- 3) At the end of the term of the President, the new President to be appointed shall come from and be a representative of a different Member than the one of the outgoing President.
- 4) If the President becomes permanently unable to perform their duties during their term due to illness or incapacity or no longer meets the Eligibility Criteria, the other members of Executive Committee may appoint a new President among themselves for the remainder of the term.

Article 18
Meetings and procedures of the Executive Committee

- 1) Each member of the Executive Committee is entitled to one (1) vote. In case of a tie the President will have the casting vote.
- 2) In order for resolutions of the Executive Committee to be valid, at least five (5) of its members shall participate in the meeting, whether physical or by any other means, thereof four (4) members appointed by ASOIF and/or AIOWF. If this quorum is not achieved, then a second Executive Committee meeting shall be held at least seven (7) days later with the same agenda items and at this later meeting no quorum shall be required.
- 3) The Executive Committee shall meet as often as necessary, following written (including email) invitation from the President at least seventy-two (72) hours in advance, (except in case of an emergency). The President may decide to hold Executive Committees meetings by teleconference, videoconference or any other suitable means, including in a hybrid format.
- 4) If at least two (2) members of the Executive Committee representing two (2) different Members request the President to call a meeting of the Executive Committee, the President shall do so.
- 5) All resolutions are passed by a majority of vote validly expressed. Abstentions or void votes are not taken into account.
- 6) Resolutions on any given motion may be submitted by the President to a vote of the members of the Executive Committee by correspondence, including by email or by another means of communication.

Article 19
Powers of the Executive Committee

The Executive Committee shall perform the following functions:

- a) to set the overall strategy of the Association and to monitor its effective implementation;
- b) to approve all hosting contracts governing the events organised by the Association, in particular "SportAccord" as well as any other events such as the "IF Forum" and to oversee the delivery of each edition of those events;
- c) to approve the annual programme and budget;
- d) to suspend Members in accordance with the applicable rules of these Statutes;
- e) to establish and amend the Association's organisation rules or any other internal rules as deemed appropriate;

- f) to approve the terms and conditions of any material commercial agreements and any agreement to be entered into by the Association pursuant to Article 19 lit. e);
- g) to establish the committees and bodies as necessary to perform the purposes of the Association such as a Steering Committee to assist the Association to shape the content of its events as well as a Remuneration Committee and further advisory committees, bodies or ad hoc working groups that may be deemed appropriate;
- h) to propose the appointment of the Auditors for the approval by the General Assembly;
- i) to appoint the members of the Membership Commission proposed by the Members and the International Olympic Committee (IOC) pursuant to Article 20 para. 1);
- j) to appoint a managing director (the “**Managing Director**”) and to delegate to them the management of the operations of the Association. The Managing Director shall be responsible, inter alia, for recruiting staff. The Executive Committee may choose to approve the terms offered to senior staff;
- k) based on the recommendations of the Membership Commission (Article 20), to decide on whether or not to approve the applications of IFs seeking membership of AIMS;
- l) more generally, to perform all tasks which are not expressly reserved by the law or by these Articles to any other body of the Association.

Article 20

Membership Commission

- 1) The membership commission (the “**Membership Commission**”) is appointed by the Executive Committee and shall be composed of five (5) members, as follows:
 - a) each Member may propose one (1) representative;
 - b) the International Olympic Committee (IOC) may propose one (1) additional representative.
- 2) The representative proposed by AIMS and appointed by the Executive Committee shall serve as the Chairman of the Membership Commission.
- 3) The Membership Commission will review and evaluate the applications of IFs seeking membership of AIMS and make their recommendation to the Executive Committee to decide on whether or not to approve admission.
- 4) Specific rules applicable to the Membership Commission, including the opposition procedure allowing the Members or their IFs members to oppose an application

of an IF seeking membership of AIMS, shall be adopted by the Executive Committee.

Article 21 Representation of the Association

The Association is validly represented and legally bound by the collective signatures of two members of the Executive Committee. The Executive Committee may delegate the power of representation to one (1) or several of its members, and/or to one (1) or several employees or third parties, including the Managing Director.

Article 22 Accounting and auditing

- 1) The financial year begins on January 1st and ends on December 31st.
- 2) The accounts of the Association shall be audited by the Auditors appointed by the General Assembly.

Article 23 Allocation of resources to support projects submitted by its Members

- 1) The Executive Committee may decide at its sole discretion to allocate its annual freely disposable revenues as defined by the Executive Committee taking into account the reserves necessary to cover the foreseeable financing needs of the Association to support specific projects by the Members to promote sports and the objectives of the Members in the following proportions:
 - a) ASOIF: 42%;
 - b) AIOWF: 18%;
 - c) ARISF: 30%;
 - d) AIMS: 10%.
- 2) Any allocation provided under this Article 23 by the Association must be decided by the Executive Committee.
- 3) Any funds subject to allocation under this Article 23 para. 1) which are not allocated by the Executive Committee during a calendar year will be carried over for future discretionary distribution to support projects of any of the Members, always respecting the percentage splits in Article 23 para. 1) above.

Article 24
Services to be performed by the Members on behalf and for the account of the Association

- 1) The Members may provide services and assist the Association in the course of the performances of its duties and the delivery of its activities.
- 2) The Members may be compensated for the services provided to the Association on normal commercial terms which shall be disclosed to the other Members.

Article 25
Winding up and liquidation

- 1) The Association may decide to terminate its activities by dissolution at any time by a two-third (2/3) majority vote of the General Assembly.
- 2) Any assets remaining after the dissolution of the Association, shall, after satisfaction of all its debts and liabilities, be applied to the furtherance of any objective(s) of the Association as determined by the General Assembly at, or before, the time of dissolution. If effect cannot be given to the foregoing provisions, they shall be given to a charitable organisation. Under no circumstances shall they be paid to or distributed among the Members the Association.

Article 26
Official language and documents

English is the official language of the Association. Therefore, meetings, rules and regulations, minutes and all the official documents published by the Association, including these Statutes and any amendment hereof, must be drafted in English.

Article 27
Dispute resolution

The Court of Arbitration for Sport (CAS) in Lausanne, Switzerland, is the sole competent authority, to the exclusion of state courts, to adjudicate any disputes against the Association.

The Statutes hereinbefore mentioned were adopted on November 12, 2023.