

----- CONSTITUTIVE INSTRUMENT OF FOUNDATION -----
----- of the -----
----- AGENCE MONDIALE ANTIDOPAGE -----
----- WORLD ANTI-DOPING AGENCY, -----

----- Foundation in Lausanne -----

----- **Article 1 - Designation** -----

Under the name "Agence mondiale antidopage", "World Anti-Doping Agency", hereinafter referred to as "the Foundation" or "the Agency", is constituted a Foundation governed by the present provisions and articles eighty et seq. of the Swiss Civil Code.

----- **Article 2 - Seat** -----

The seat of the Foundation is in Lausanne. -----

The seat of the Foundation may be transferred to another location, in Switzerland or another country, with the agreement of the supervisory authority. -----

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The site of the Agency may be in a different location from the seat of the Foundation. -----

----- **Article 3 - Duration** -----

The duration of the Foundation is unlimited. -----

----- **Article 4 - Object** -----

The object of the Foundation is: -----

1. to promote and coordinate at international level the fight against doping in sport in all its forms including through in and out-of-competition; to this end, the Foundation will cooperate with intergovernmental organizations, governments, public authorities and other public and private bodies fighting against doping in sport, *inter alia* the International Olympic Committee (IOC), International Sports Federations (IF), National Olympic Committees (NOC) and the athletes; it will seek and obtain from all of the above the moral and political commitment to follow its recommendations; -----

- 2. to reinforce at international level ethical principles for the practice of doping-free sport and to help protect the health of the athletes; -----
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- 3. to establish, adapt, modify and update for all the public and private bodies concerned, *inter alia* the IOC, IFs and NOCs, the list of substances and methods prohibited in the practice of sport; the Agency will publish such list at least once a year, to come into force on 1st January of each year, or at any other date fixed by the Agency if the list is modified during the course of the year; -----
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- 4. to encourage, support, coordinate and, when necessary, undertake, in full cooperation with the public and private bodies concerned, in particular the IOC, IFs and NOCs, the organization of unannounced out-of-competition testing; -----
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- 5. to develop, harmonize and unify scientific, sampling and technical standards and procedures with regard to analyses and equipment, including the homologation of laboratories, and to create a reference laboratory; -----
- 6. to promote harmonized rules, disciplinary procedures, sanctions and other means of combating doping in sport, and contribute to the unification thereof, taking into account the rights of the athletes; -----
- 7. to devise and develop anti-doping education and prevention programmes at international level, in view of promoting the practice of doping-free sport in accordance with ethical principles; -----
- 8. to promote and coordinate research in the fight against doping in sport. -----

The Agency will be entitled to prepare plans and proposals in light of its conversion, if necessary, into a different structure, possibly based on international public law. -----

The Agency will above all seek to build on the existing corresponding skills, structures and networks, and create new ones only when necessary. The Agency may, however, set up working parties, commissions or working groups, on a permanent or ad hoc basis, in order to accomplish its tasks. It may consult with other interested private or public organizations, which may or may not be involved in sport. -----

In order to achieve its objective, the Foundation has the right to conclude any contract, to acquire and transfer, free or against payment, all rights, all movables and any real estate of whatever nature, in any country. It may entrust the performance of all or part of its activities to third parties. -----

----- **Article 5 - Capital and resources** -----

The founder endows the Foundation with an initial capital of five million Swiss francs (SFr. 5,000,000.-). -----

The other resources of the Foundation shall consist of any other allocations, donations, legacies and other forms of allowance, subsidy or other contributions from all natural or legal persons and all intergovernmental organizations, governments, public authorities and other public and private bodies. -----

----- **Article 6 - Foundation Board** -----

The Foundation Board will initially be composed of at least ten members. This number may be increased to a total of no more than 40 members. The members of the Foundation Board are personalities appointed for a period of three years. They may be re-elected for further three-year periods. The first members of the Foundation Board, including the first chairman, will be appointed by the founder. The Foundation Board will be added to in accordance with the following principles: -----

1. A maximum of 18 members will be appointed by the Olympic Movement, with the allocation of seats to be defined in the rules which the Foundation Board will enact. Among these 18 members, at least 4 will be athletes. -----
2. A maximum of 18 members will be appointed by the intergovernmental organizations, governments, public authorities or other public bodies involved in the fight against doping in sport (hereinafter "public authorities"), with the allocation of seats to be defined in the rules which the Foundation Board will enact. -----
3. The other members will, if necessary, be appointed by the Foundation Board upon the joint proposal of the Olympic Movement and the public authorities. -----
4. In order to guarantee continuity within the Foundation Board, at the end of the first three-year mandate, that is at the end of 2002, the newly designated members will be, by consensus or in lack thereof by random draw, divided into three categories: -----

Category 1: one-year mandate, that is until the end of 2003 -----

Category 2: two-year mandate, that is until the end of 2003 -----

Category 3: three-year mandate, that is until the end of 2005 -----

In the appointment of members the proportion of representatives for each category/region will be respected as much as possible. -----

At the end of 2003, the length of the mandate of the new members/renewed members shall be of three years. -----

As a general rule, when it is renewed and added to, the Foundation Board will seek to ensure that parity is maintained between, on one side, the members of the Foundation Board representing the Olympic Movement (viz. the IOC, ASOIF, AIWF, GAISF, ANOC and the IOC Athletes' Commission), and, on the other side, those representing the public authorities. The provisions of paragraph 6 below are reserved. -----

5. The Foundation Board may also invite a limited number of intergovernmental organizations or other international organizations to act in a consultative capacity for

the Foundation. Such organizations, which will be invited on the basis of their legitimate interest in the work of the Foundation and their powers in the corresponding areas, may take part in the discussions of the Foundation Board but may not vote when the Foundation Board takes decisions. -----

6. To the extent that the annual allocations or contributions to the budget of the Foundation paid pursuant to article 13, paragraph 1 below, by the Olympic Movement on one side, and by the public authorities on the other side, are equivalent, each of the two parties, namely the Olympic Movement on one side, and the public authorities on the other side, will be entitled to designate an equal number of Foundation Board members. Failing such equivalent annual allocations by each of the two above-mentioned parties, the number of Foundation Board members who may be designated by the party whose allocation actually paid is lower will be at least one fewer than the number of members designated by the other party. This system will apply for as long as the annual allocations or contributions to the Foundation budget paid by the two above-mentioned parties are not equivalent. -----

Government representatives from a country which has not paid its due, or whose country has not adhered, prior to January 1 2009, to the UNESCO International Convention on Doping in Sport, will not be eligible to sit on the Foundation Board or the Executive Committee. On 1st January of each year, any Foundation Board or Executive Committee member representing a country which has not paid its due for the previous year will automatically lose its seat as a Foundation Board or Executive Committee member. The same rule shall also apply to membership of ad hoc or standing committees, however, for specific expertise requirement, the chair of the committee, in agreement with the Director General and the Chairman of the Foundation Board, can still grant membership to an independent expert from a country which has not paid its due. -----

7. The Foundation Board may depart from the rules laid down in paragraphs 1 to 6 above by a two third majority decision on the part of its members. -----
8. The Foundation Board will see to it that its members, the members of the Executive Committee and any other person acting on behalf of the Foundation in whatever capacity respect the fundamental principles of ethics, in particular those with regard to independence, dignity, integrity and impartiality. -----

----- **Article 7 - Organization of the Foundation Board** -----

The Foundation Board is self-organized. It elects from its members, or from personalities chosen outside of its members, a chairman and a vice chairman for a period of three years. The chairman and vice chairman may be re-elected for further three year period(s).

The Foundation Board is an equal partnership between the Olympic Movement and public authorities. To promote and preserve parity among the stakeholders, the Foundation Board will ensure that the position of chairman alternates between the Olympic Movement and public authorities, and that in particular this occurs after two three-year terms, unless no alternative nomination is made.

To further maintain equal partnership between the Olympic Movement and the public authorities, the vice chairman must be a personality nominated by the public authorities if the chairman is a person nominated by the Olympic Movement, and vice versa.

The chairman is elected before the vice chairman by an absolute majority of the members present. The vice chairman is elected after the chairman by an absolute majority of the members present. The chairman and the vice chairman become members of the Foundation Board as soon as they have been elected. However, they do not take part in the vote for the renewal of their mandate or the election of their successor. The chairman does not take part in the vote for a vice chairman and the vice chairman does not take part in the vote for the chairman.

If there is more than one candidate for either of the positions of Chairman or Vice Chairman, successive rounds of voting will be organized. The candidate having the lesser number of votes in each round will be eliminated. In the case of a tie among two or more candidates, a vote between those candidates will be organized and the candidate having the lesser number of votes will be eliminated. If following this subsequent vote, there is still a tie, the name of the candidate to be eliminated will be drawn. If the last candidate, or the only candidate, does not obtain an absolute majority in the last voting round, the Chairman or the Vice Chairman currently in place will remain in his position until the next Foundation Board meeting when a new election will be held. -----

----- **Article 8 - Meetings and Decisions of the Foundation Board** -----

The Foundation Board meets as often as is necessary, but at least once a year. The meetings of the Foundation Board are convened by the chairman. The chairman is bound to convene a meeting of the Foundation Board at the written request of at least five members. -----

A set of minutes, signed by the chairman and by the minute-taker, records the deliberations and decisions of the Foundation Board. -----

At meetings, the members of the Foundation Board have the right to ask the persons entrusted with running and representing the Foundation for information on the conduct of the activities of the Foundation and on specified questions. -----

The Foundation Board takes its decisions by an absolute majority of the votes of the members present; in the event of a tie, the chairman has the casting vote. The provisions of article 16, paragraph 2 of the present statutes are reserved. Furthermore, a two-third majority vote by the Foundation Board members present is required for designating or transferring the site of the Agency and for appointing the Executive Committee. -----

The decisions of the Foundation Board may be taken in the form of approval given in writing to a proposal, unless discussion thereof is required by any of the members; decisions shall be recorded in the minutes. -----

Members of the Foundation Board are allowed to nominate in advance one alternative to represent them at any Board meeting. Such deputy shall have the same rights as the represented member, including voting rights. Each member shall only be allowed to nominate one deputy per year. This member shall register his/her deputy with the list of deputies kept with WADA secretary. -----

----- **Article 9 - Appointments to the Foundation Board** -----

The powers of the Foundation Board are determined, with regard to the Foundation, by the Law, the present statutes and all other rules and decisions of the Foundation Board. -----

The Foundation Board has the inalienable right to: -----

- 1. Propose amendments to the present statutes. -----
- 2. Appoint the auditing body of the Foundation. -----
- 3. Appoint the Executive Committee provided for in the present statutes. -----
- 4. Take all decisions relating to the acquisition, against payment, or transfer, free or against payment, of all real estate. -----

----- **Article 10 - Obligations of the Foundation Board** -----

The Foundation Board is obliged, in particular: -----

- 1. to ensure the independence of the Foundation and transparency in all its activities; -----
- 2. to supervise the committees or persons entrusted with the running and representation of the Foundation, in order to ensure that the activity of the Foundation is in accordance with the Law, the present statutes and the rules, and to keep itself informed about the conduct of the activities of the Foundation; ---
- 3. to appoint the members of the Executive Committee; -----
- 4. to promulgate the rules relating to the Foundation Board itself, the Executive Committee and other committees, together with all other rules indispensable to the operation of the Foundation, subject to the approval of the supervisory authority; -----
- 5. to see to it that the minutes of the Foundation Board and the necessary books are duly kept and that the management report, profit and loss account and balance sheet are established in conformity with the provisions of the Law; -----
- 6. to publish, each year, a report in English and French on all its activities, its profit and loss account and its balance sheet, in accordance with the applicable legal requirements. -----

----- **Article 11 - Executive Committee** -----

The Foundation Board delegates to an Executive Committee of twelve members, the majority chosen from amongst the Foundation Board members, the actual management and

running of the Foundation, the performance of all its activities and the actual administration of its assets. -----

The chairman and vice-chairman of the Foundation Board automatically hold the position of chairman and vice-chairman of the Executive Committee. The remaining ten members of the Executive Committee are appointed by the Foundation Board for periods of one year. They may be re-elected. -----

The Executive Committee takes its decisions by an absolute majority of the votes of the members present; in the event of a tie, the chairman has the casting vote. -----

Furthermore, in the event of the incapacity or death of a member of the Executive Committee, he will be replaced immediately, either by the Foundation Board, or temporarily by the Executive Committee; such temporary appointment shall become final only upon its ratification by the Foundation Board, no later than during the next meeting of the Board. ----

The Executive Committee is competent to take all decisions which are not reserved by the Law or by the present statutes for the Foundation Board; its mission and organization will be specified in one or more sets of rules which the Foundation Board will promulgate to this end.

The Executive Committee will approve if it deems it necessary, the creation of standing or ad hoc committees. The Executive Committee will appoint the Chair of each standing or ad hoc committee, who shall be a WADA Board member or a former Board Member who has ceased to be a Board Member within the last three years. The composition of the committee will be decided by the Chair of the standing or ad hoc committee in consultation with the Foundation Board Chair and the Director General. Each committee will not have more than eleven members and each member, including the Chair shall be appointed for a period of three years. A rotation policy shall apply so that one third of the members change every year. The initial appointments will specify those who are appointed for one, two or three years. The composition of committees shall ensure appropriate membership from regions, public authorities, and Olympic Movement and that there be gender and culture balances. -----

----- **Article 12 - Representation of the Foundation** -----

The Foundation is duly represented and bound vis-à-vis third parties by the collective signature of two of the persons designated as follows by the Foundation Board or the founder, in accordance with the method of signature below: -----

- a) at least two members of the Executive Committee; -----
- b) at least two members of the Foundation Board; one of the two co-signatories must however be one of the members appointed by the Olympic Movement, and the other must be one of the members appointed by the public authorities. -----
- c) at least one member of the Executive Committee and the Director General. -----

----- **Article 13 - Fiscal Year, Management Report** ----- ----- **Balance Sheet and Profit and Loss Statement** -----

No later than 30th November of each year, the Foundation Board shall approve the budget for the following fiscal year. Failing such approval by a two third majority decision of the Board members present, the budget of the current fiscal year shall apply to the next fiscal year. The annual allocations and other contributions shall be paid no later than 31st December of each year for the following fiscal year. However, if and when necessary for technical government budgetary processes, payments could be made until 30th June of the current fiscal year before any sanctions for non-payment be considered. -----

Each year, the Foundation Board submits to the supervisory authority the management report, balance sheet and profit and loss account as approved by the Board. -----

The fiscal year corresponds to the calendar year. The first fiscal year will thus end on December 31st, 2000. -----

----- **Article 14 - Auditing body** -----

Each year, the Foundation Board designates a qualified and independent auditing body. Each year, the auditing body submits to the Foundation Board a report on the accounts of the Foundation; this report will be submitted to the supervisory authority. -----

----- **Article 15 - Indemnities** -----

The members of the Foundation Board are not entitled to any indemnity for the exercise of their functions; they are however entitled to reimbursement of their expenses subject to the conditions fixed by the Foundation Board. -----

For the performance of their functions, the members of the Executive Committee are entitled to an annual indemnity fixed by the Foundation Board, and to the reimbursement of their expenses. -----

The auditing body is entitled to fees in accordance with professional practice. -----

The staff employed by the Foundation is entitled to the remuneration fixed by the Executive Committee, which also decides on the other conditions of employment. -----

----- **Article 16 - Modification of the statutes** -----

The Foundation Board may propose amendments to the present statutes to the supervisory authority. -----

Any proposed amendment, in particular any change to the object of the Foundation, must be approved by a two third majority of the Foundation Board members present. -----

----- **Article 17 - Dissolution** -----

The Foundation may be dissolved in the cases provided for by the Law. -----

The Foundation Board may designate one or more liquidators. -----

No liquidation measure may be performed without the express agreement of the supervisory authority. -----

Any surplus from liquidation is given, with the agreement of the supervisory authority, to an institution pursuing the same or a similar object. -----

----- **Article 18 - Entry into the Trade Register** -----

The Foundation will be entered in the Lausanne Trade Register. -----

----- **Article 19 - Supervisory Authority** -----

The Foundation will be placed under the supervision of the Federal Department of the Interior, the competence whereof is hereby reserved. -----

March 2008
