

IV. By-Laws of the Foundation Board on Independence

1.0 General Standard

1.1 Preamble

The requirement for all WADA officials to be independent and free of undue influence when fulfilling their duties is the cornerstone of WADA's good governance. The purpose of these By-Laws is to set out standards of independence to be observed by all individuals serving as members of WADA's bodies and committees (such as the Foundation Board, the President and Vice-President, the Executive Committee, the Nominations Committee, Standing Committees and Expert Groups, as well as the Director General) (each an "**Individual**").

1.2 General Standard of Independence

- 1.2.1 Every Individual shall remain free of undue influence and independent in character and judgment and shall avoid any relationships or circumstances which, to an informed third party, could affect, or could appear to affect, the Individual's judgment. Membership of a sport organization or of a Public Authority is not against the General Standard of Independence.
- 1.2.2 Every Individual shall sign a statement of independence (the "**Statement of Independence**") in the form of Annex 1, to be sent to the General Director no later than 20 days after having taken office.
- 1.2.3 The Individual shall disclose to the General Director (or to the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General), with a copy to WADA's Legal Director, any facts or circumstances in respect of which the Individual has concern that they might impair, or be perceived to impair his/her ability to remain independent.
- 1.2.4 Concerns also exist if a reasonable third person having knowledge of the relevant facts or circumstances, could reach the conclusion that there is a likelihood that the Individual may be influenced in fulfilling his/her duties by factors other than the interests of WADA.
- 1.2.5 Concerns will be deemed to exist as to the Individual's independence in any of the situations described in Section 2 of these By-Laws.
- 1.2.6 If an Individual makes a disclosure, WADA's Legal Director (or an external counsel appointed by WADA's Legal Director for this purpose), shall review the disclosure and provide WADA's Director General (and the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) with a legal assessment (the "**Assessment**") as to whether the facts or circumstances disclosed by the Individual might not comply with WADA's standards of independence. As part of the preparation of this

Assessment, WADA's Legal Director (or any external counsel appointed for this purpose) shall be entitled to seek further information and/or clarification from the Individual, and the Individual shall provide his/her full assistance in this regard. The Assessment shall be communicated in writing to the Individual, who may provide oral or written explanations as he/she sees fit. If the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) believes that the facts or circumstances disclosed do not comply with WADA's standards of independence, he/she shall inform the Individual accordingly and invite the Individual to take all appropriate measures to remove such possible lack of independence.

1.3 **Criteria of Independence**

- 1.3.1 The standard of independence required to be met by an Individual may vary in relation to the different facts and circumstances which may occur and the respective position of the Individual in the WADA organization. These By-Laws provide practical guidance to the Individuals as to the standard of independence to which they will be required to adhere, depending upon their position within WADA, and which situations may impair his/her independence to fulfill his/her duties and may require from him/her a disclosure to WADA as stated in Section 1.2.3 and/or a recusal and /or the resignation of the Individual from his/ her position.
- 1.3.2 The General Standard stated in Section 1.2 of these By-Laws applies to all Individuals.
- 1.3.3 Section 2 of these By-Laws provide the stricter criteria (the "**Stricter Independence Criteria**") which apply to (i) the President and Vice-President of WADA, (ii) the Chair and the members of the Nominations Committee, (iii) the independent members of the Executive Committee, and (iv) the Chair and the independent members of the Compliance Review Committee.

2.0 **Stricter Independence Criteria**

2.1 **Principle**

The Individuals to which the Stricter Independence Criteria apply shall hold no duty or responsibility to, and no office or relationship with, a sport institution or government or public corporation (including corporations funded by a State, but which operate autonomously from the State).

2.2 **Stricter Independence Criteria regarding Governments**

The Individuals must not:

- a) hold any senior position (Head of State/ Cabinet Ministers/Ministers/ Secretary of State/ Deputy Minister/ heads of government departments/Executive Director/Senior Officers of Public corporations);
- b) receive personal benefits (salaries, honoraria etc.) (except for pension or other indemnities paid for their past activity for governments or public corporations) from any government or public corporation for the performance of their duties for WADA;
- c) be directed by any government, political party or public corporation on matters related to WADA and WADA's activities.

2.3 **Stricter Independence Criteria regarding Sport Institutions**

The Individuals must not:

- a) serve on the Board of Directors or occupy any elected/appointed position in any sport organization which is a Code Signatory or an Umbrella organization overseeing Code Signatories;
- b) hold senior position or position of authority (whether paid or unpaid) in any sport organization which is a Code Signatory or an Umbrella organization overseeing Code Signatories. Membership on athletes' commissions is not against the principle of independence;
- c) receive personal benefits (salaries, honoraria etc.) (except for pension or other indemnities paid for their past activity for international or national sport organizations) from any sport organization which is a Code Signatory or an Umbrella organization overseeing Code Signatories for the performance of their duties for WADA;
- d) be directed by any sport organization which is a Code Signatory or an Umbrella organization overseeing Code Signatories.

3.0 **Breach of Independence**

3.1 **Information**

Unless disclosed by the Individual in accordance with the process set out in Section 1.2.3 above, any information regarding a possible breach of independence of an Individual may be filed with the Director General. WADA's Legal Director (or any external counsel appointed by WADA's Legal Director for this purpose), shall provide the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) with an Assessment as to whether the facts or circumstances described in the information may constitute a breach of independence of the Individual.

3.2 **Proceeding**

- 3.2.1 If the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General) believes that the facts or circumstances constitute a

possible breach of independence, he/she shall inform the Individual accordingly. The Individual shall have access to the information gathered and shall be given the opportunity to be heard, either orally or in writing, by the Director General (or the President if the Individual is a member of the Foundation Board, a member of the Executive Committee or the Director General).

- 3.2.2 The President may then decide to refer the case to the Foundation Board with respect to any member of the Foundation Board or to the Executive Committee with respect to any other Individual.

The Foundation Board (with respect to members of the Foundation Board) and the Executive Committee (with respect to any other Individual) shall handle the case and may ask the Director General and/or the Legal Director to collect the available information related to the breach.



VI. By-Laws on Standing Committees

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3.0 Independence, Conflict of Interest and Confidentiality

With the exception of the Chair of the Compliance Review Committee, the Chair of each committee shall meet the requirements of the General Standard of independence as stated in Section 1.2 of the By-Laws on Independence (as amended from time to time).

The Chair of the Compliance Review Committee and the independent members of the Compliance Review Committee shall be required to meet the General Standard of Independence set out in Section 1.2 and the Strictest Independence Criteria set out in Section 2 of the By-Laws on Independence.

All Standing Committee members, including the Chairs, shall abide by, and comply with, the Conflict of Interest Policy and WADA Media Relations Policy issued by the Executive Committee (as amended from time to time).

All Standing Committee members, including the Chairs, are required to sign a confidentiality agreement upon their appointment.

All meetings and the work of the Standing Committees are confidential. No documents, information, discussion and determinations made at a Standing Committee meeting or otherwise exchanged or agreed in connection with the work of a Standing Committee shall be disclosed to any third party, except for WADA, unless the Executive Committee authorizes such disclosure, or the matter is in the public domain, or disclosure is required under applicable regulations or by law or by any competent authority.