

----- 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", "WADA" 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. -----

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 the 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), National Anti-Doping Organizations (NADO), the International Paralympic Committee (IPC), the National Paralympic Committees (NPC) 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 the international level ethical principles for the practice of doping-free sport and to help protect the health of the athletes; -----

- 3. to establish, adapt, modify and update for all the public and private bodies concerned, *inter alia* the IOC, IFs, NOCs, the IPC, NPCs and NADOs the list of prohibited substances and methods in 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; -----
- 4. to encourage, support, coordinate and, when necessary, undertake, in full cooperation with the public and private bodies concerned, in particular the IOC, IFs, NOCs, the IPC, NPCs and NADOs the organization of unannounced out-of-competition testing; -----
- 5. to develop, harmonize and unify scientific, sampling and technical standards and procedures with regard to analyses and equipment, including the homologation of laboratories; -----
- 6. to establish and 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 programs at the international level, with the objective 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 existing skills, structures and networks, and create new ones only when necessary. The Agency may, however, set up working parties, committees 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 a maximum of two further three-year periods, with a maximum of twelve years of presence as member or deputy of the Foundation Board or of the Executive Committee. These limitations on reappointment, which shall not apply to the President and Vice-President, shall be applicable to each member of the Foundation Board for his/her next appointment or reappointment to the Foundation Board. As a transition, members having reached nine years, but not reached the maximum of twelve years of presence at their next appointment, may be reappointed one more time, but only for a period until they have reached the maximum of twelve years of presence. The first members of the Foundation Board, including the first President, 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 2004-----

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 2004, 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, AIOWF, 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 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, representing a country in which the National Anti-Doping Organization has been declared not to be in compliance with the World Anti-Doping Code, or representing a signatory to the World Anti-Doping Code that has been declared not to be in compliance with the World Anti-Doping Code 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 President and the Director General, may nevertheless grant membership to an independent expert. -----

7. The Foundation Board may depart from the rules laid down in paragraphs 1 to 6 above by a two-thirds majority decision on the part of its members present at the time of the vote. -----

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 dignity, integrity and impartiality. They must be independent and free of undue influence when fulfilling their duties. The Foundation Board may issue specific rules on independence and conflict of interest to support this objective. -----

9. The Foundation Board may establish an Independent Ethics Board and adopt a Code of Ethics to ensure the compliance of WADA officials with the rules of ethical conduct. The members of the Independent Ethics Board will be appointed by the Foundation Board upon the recommendations of the Nominations Committee. -----

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

The Foundation Board is an equal partnership between the Olympic Movement and the public authorities. The Foundation Board is self-organized. It elects from its members, or from personalities chosen outside of its members, a President and a Vice-President for a period of three years. The President and Vice-President may be re-elected for a further three-year period. The President and the Vice-President must be independent from the public authorities and the Olympic Movement.

The President is elected before the Vice-President by an absolute majority of the members present at the time of the vote. The Vice-President is elected after the President by the same majority. The President and the Vice-President 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 successors. The President does not take part in the vote for a Vice-President and the Vice-President does not take part in the vote for the President.

If there is more than one candidate for either of the positions of President or Vice-President, 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 President or the Vice-President currently in place will remain in his/her 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 President. The President is bound to convene a meeting of the Foundation Board at the written request of at least five members.-----

The meeting of the Foundation Board may also be held by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other. In such case, the President organizes the voting process as he sees fit; the majorities described in the statutes are applicable.

A set of minutes, signed by the President 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 cast by the members present at the time of the vote; in the event of a tie, the President has the casting vote. However, a decision taken by a two-thirds majority of the votes cast by the members present at the time of the vote is required to transferring the site of the Agency and to appoint and remove members of the Foundation Board or of the Executive Committee.

Furthermore, any proposal requesting the removal of any member of the Foundation Board will only be submitted for voting if it is supported by a majority of all the Foundation Board members, representing a minimum of fifty percent of the members nominated by the public authorities and fifty percent of the members nominated by the Olympic Movement. The provisions of article 16, paragraph 2 of the present statutes are reserved. -----

The decisions of the Foundation Board can also be taken by correspondence (including voting by fax and by email), in accordance with the majorities described in the statutes, without a meeting of the Foundation Board having to be held; the decisions must be recorded in Minutes. -----

With the exception of the President and the Vice-President, each member of the Foundation Board is allowed to nominate in advance at the start of each year, two alternate deputies to represent him/her at the Foundation Board meetings, but the member can only be represented once during a calendar year by one of the two deputies and on the condition that the member is unable to participate, either physically or through video- or telephone conference at the Foundation Board meeting. Such deputies shall have the same rights and obligations as the represented member, including voting rights, which they shall exercise in the name and on behalf of the represented member in accordance with his/her instructions. Each member shall only be allowed to nominate two deputies per year; the President may approve exceptions, in particular if it is appropriate to ensure the equal representation of the public authorities and the Olympic Movement. The deputies shall only serve for as long as the member is a member of the Foundation Board; exceptions may be granted by the President, provided, however, that deputies may not serve more than twelve years as deputy or member of the Foundation Board or of the Executive Committee. The President may decide to refuse the nomination of a specific deputy; in such a case, the concerned member is entitled to challenge the refusal and request that a decision be taken by the Foundation Board. The member shall register his/her deputies with the list of deputies kept with the Agency's secretary. Deputies are not entitled to appoint their own deputies. The Vice-President shall act as deputy to the President, and vice-versa, but they shall exercise only one voting right, with casting vote in case of a tie. -----

----- **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 members of the Executive Committee and of the Independent Ethics Board 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. -----
5. Adopt and amend the World Anti-Doping Code. -----

----- **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 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; -----
4. 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; -----
5. 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 may delegate to an Executive Committee of fourteen 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 Foundation Board may at any time amend such delegation and regain any of the powers delegated to the Executive Committee.

At least two members of the Executive Committee must be chosen from outside the Foundation Board members and must be independent of the Agency, the Olympic Movement and the public authorities. The President and Vice-President of the Foundation Board automatically hold the position of chair and vice-chair of the Executive Committee.

The remaining members of the Executive Committee are appointed by the Foundation Board for a term of three years and may be reappointed for a maximum of two further terms of three years provided that they continue to meet all relevant eligibility criteria, with a maximum of twelve years of presence as member or deputy of the Foundation Board or of the Executive Committee. These limitations shall be applicable to each member of the Executive Committee for his/her appointment and reappointment to the Executive Committee. The Foundation Board may adopt a rotation policy in order to guarantee continuity within the Executive Committee at the end of each three-year period. In order to permit the Foundation Board to implement the rotation policy, the Foundation Board may decide to appoint and reappoint as Executive Committee member, for a period of one to three years maximum, until 31 December 2023 (i) Executive Committee members having reached the maximum of nine years as Executive Committee member or (ii) members or deputies having reached the maximum

of twelve years of presence as Foundation Board or Executive Committee member or deputy thereof, while respecting the parity between the Olympic Movement and the public authorities.

With the exception of the President, the Vice-President and the two independent members, each member of the Executive Committee is allowed to nominate in advance, at the start of each year, two alternate deputies to represent him/her at an Executive Committee meetings, but the member can only be represented once during a calendar year by one of the two deputies and on the condition that the member is unable to participate, either physically or through video- or telephone conference at the meeting; the President may approve exceptions, in particular if it is appropriate to ensure the equal representation of the public authorities and the Olympic Movement. The President may decide to refuse the nomination of a specific deputy; in such a case, the concerned member is entitled to challenge the refusal and request that a decision be taken by the Executive Committee. The deputies may be different from the deputies designated to attend the meetings of the Foundation Board.

The deputies shall have the same rights and obligations as the represented member, including voting rights, which they shall exercise in the name and on behalf of the represented member in accordance with his/her instructions. The deputies may not serve more than twelve years as deputy or member of the Foundation Board or of the Executive Committee, save for the transition period until 31 December 2023. The Vice-President shall act as deputy to the President, and vice-versa, but they shall exercise only one voting right, with casting vote in case of a tie.

The Executive Committee takes its decisions by an absolute majority of the votes cast by the members present at the time of the vote; in the event of a tie, the chairperson has the casting vote. Furthermore, the decisions of the Executive Committee can also be taken by correspondence (including voting by fax and by email), in accordance with the majorities described in the statutes, without a meeting of the Executive Committee having to be held. The decisions must be recorded in Minutes. -----

The meeting of the Executive Committee may also be held by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other. In such case, the President organizes the voting process as he sees fit; the majorities described in the statutes are applicable.

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 Foundation 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 may delegate all or part of the management of the Foundation to the Director General.

The Executive Committee will approve if it deems it necessary, the creation of standing or ad hoc committees. Such committees may operate in accordance with specific by-laws approved by the Executive Committee. The Executive Committee will appoint and may remove the Chair of each standing or ad hoc committee. The Chairs of standing committees cannot be members of the Executive Committee. The composition of each committee will be proposed by the

President of the Executive Committee and the Director General, in consultation with the Chair of the relevant standing or ad hoc committee and will be decided by the Executive Committee by way of a simple majority of the votes cast by the members present at the time of the vote. The Executive Committee may also remove individuals from a committee when, in its sole discretion, it considers it is appropriate to do so by way of a simple majority of the votes cast by the members present at the time of the vote.

Each committee will not have more than twelve members and each member, including the Chair shall be appointed for a period of three years. They may be reappointed for a maximum of two further terms of three years provided that they continue to meet all relevant eligibility criteria; they cannot serve for more than nine years in aggregate for the same committee; after nine years of service for the same committee, the member is not prohibited from applying for appointment in another committee; a member can serve in several committees during the same period, provided that, for each committee, he/she cannot serve for more than nine years in aggregate. These limitations shall be applicable to each member of a committee for his/her next appointment. Members who have served less than nine years in aggregate for the same committee but whose reappointment would exceed the maximum of nine years of service for such same committee at the time of reappointment may be reappointed for one more term 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. As regards member attendance to standing committee meetings, the following principles shall apply:

- a) Two consecutive unexplained absences from standing committee meetings ought to result in an expulsion from such committee;
- b) Absences can be explained in advance by the member in writing with a reasonable excuse to the Chair of the committee. If such excuse is accepted, then the absence will not be regarded as unexplained and not count as one of the two absences which would lead to expulsion.

The Foundation Board may also establish, as a permanent committee of WADA, a Nominations Committee, whose members will be appointed by the Executive Committee. The mission and organization of the Nominations Committee will be specified in one or more sets of rules which the Foundation Board will promulgate to this end. -----

---- **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) one member of the Executive Committee together with the President or the Director General; -----
- 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. -----

----- **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 decision taken by a two-thirds majority of the votes cast by the Foundation Board members present at the time of the vote, 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 will 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 Foundation 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 and their participation to the meetings, the members of the Executive Committee are entitled to a per diem compensation and to the reimbursement of their expenses, in accordance with the principles fixed by the Foundation Board. The President, the Vice-President and the independent members (article 11 par 2) of the Executive Committee are entitled to an annual indemnity fixed by the Foundation Board. -----

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 decision taken by a two thirds majority of the votes cast by the Foundation Board members present at the time of the vote. -----

----- **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 Canton de Vaud Commercial 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. -----

Statutes unanimously approved by the Foundation Board by decision of 12 April 2021 subject to the approval of the amendments by the Federal Supervisory Authority for Foundations.