

AIBA EXTRAORDINARY CONGRESS – 12.12.2021

PRESENTATION OF THE SUGGESTED CHANGES TO THE AIBA CONSTITUTION – UPDATED 26.11.2021

INTRODUCTION

In order to ensure that its governance reform is being conducted in accordance with the highest standards, AIBA has commissioned a group of five independent experts in governance, chaired by Prof Ulrich Haas (the “**Governance Reform Group**”). The Governance Reform Group issued its report on AIBA governance on 15 November 2021, which has been approved by the Board of Directors.

In accordance with article 29.1 (x) Constitution, the Board of Directors proposes to the Congress amendments to the Constitution, outlined below. The purposes of such amendments are:

- To start the implementation of the recommendations by the Governance Reform Group;
- To prepare the AIBA elections, to take place in 2022;
- To increase efficiency.

This constitutional reform is only a step in AIBA governance reform. Further changes to AIBA structures will be made and implemented in the forthcoming months.

SUMMARY OF THE AMENDMENTS PROPOSED BY THE BOARD

1. Changing AIBA acronym

The current official name of AIBA is “International Boxing Association (AIBA)” (art. 2.1 Constitution).

The name “AIBA” has been tarnished by past AIBA administrations; furthermore, it initially referred to “Amateur” Boxing, even though AIBA is not limited to governing amateur boxing.

The Board proposes to change the AIBA name to “International Boxing Association (IBA)”. In the Constitution, all references to “AIBA” shall be replaced by a reference to “IBA”.

2. Providing for an Ordinary Congress to take place each year

Draft Constitution articles: 18.2, 18.3, 18.4, 28.1, 44.2

According to the current AIBA Constitution, an ordinary Congress should take place every two years.

In order to strengthen the links between National Federations and AIBA and to allow for a better overseeing of AIBA’s activities by National Federations, the Board proposes to hold an Ordinary Congress each year. This means that yearly accounts and reports will be presented each year to the Ordinary Congress and submitted to the vote of National Federations.

Elections will continue to take place once every four years; in case of a vacancy, special elections may take place at each Congress.

In order to improve efficiency and avoid the heavy financial burden of having to organise an in-person Congress each year, the Board may decide to hold Congress meetings in person or by videoconference, or both.

3. Creation of a Boxing Independent Integrity Unit (BIIU)

Draft Constitution articles: 1.1, 21.1, 26.2, 27, 28.2, 28.3, 34.2, 34.3, 36, 48.1, 51.10, 51.11

In accordance with the recommendations of the Governance Reform Group, a new Boxing Independent Integrity Unit (the BI IU) will be constituted.

The BI IU will be operationally independent from AIBA / IBA and will deal with all ethical and disciplinary issues (including issues related to conflicts of interest), as well as conduct eligibility checks and select candidates for elections, and provide education and development services.

The BI IU is expected to be fully operational in the course of 2022.

The BI IU shall consist of the following units:

1. The **BI IU Compliance Unit**, in charge of processing, investigating and prosecuting all ethical and disciplinary issues

The BI IU Compliance Unit, once constituted, shall replace the Disciplinary and the Ethics Committees. However, for as long as the BI IU is not fully operational, the Ethics Committee and the Disciplinary Committee will remain in place. They will exercise all tasks and have all attributions entrusted to them in the Regulations (Code of Ethics, Disciplinary Code, anti-harassment policy, etc), and will exercise all tasks of the BI IU Compliance Unit in the (new) Constitution.

Please note that persons currently serving at the Disciplinary and the Ethics Committees may continue to serve in the future within the BI IU.

2. The **BI IU Nomination Unit**, in charge of eligibility checks and assessment of appointments and elections.

The BI IU Nomination Unit will replace the Ethics Committee for all tasks of checking the eligibility of candidates. It will also be in charge of selecting the candidates for the elections of the 10 independent directors (see Nr. 4 below).

For as long as the BI IU is not fully operational, an interim nomination unit consisting of independent individuals appointed by the Board following the recruitment and recommendation of these persons by independent experts will perform the tasks of the BI IU Nomination Unit.

3. The **BI IU Education and Development Unit**, in charge of organising and developing education programmes.

With respect to the fight against doping, as AIBA/IBA has delegated such tasks to the International Testing Agency (ITA) and the CAS Anti-doping Division (CAS ADD), the BI IU will not include an anti-doping unit, which might however be constituted at a later stage if need be.

4. Reducing the number of Board members – and providing for a selection process of independent directors

Draft Constitution articles: 1.1, 25, 26

The current Board of Directors – elected in 2018 – consists of 28 directors. The 2020 Constitution was already reducing this number to 22. In accordance with the recommendations of the Governance Reform Group, the Board proposes to further reduce this number to 18, with the following positions:

- The President (*no change*)
- The five Continental Presidents, elected by the Congress of each Confederation (*no change*)
- Two members of the Athlete Committee, elected by the athletes (*no change*)
- Ten Independent Directors who shall be elected by the Congress from candidates having successfully passed a selection process (*new*).

The Independent Directors need to be nominated by their National Federation or Confederation. National Federations are entitled to propose several candidates.

In order to ensure gender balance and continental representation, the ten Independent Directors shall include at least five women, and at least one representative from each continent, with a maximum of three Independent Directors from the same continent.

The Congress shall be invited to elect the Independent Directors from a pool of at least 20 candidates, who have been selected by the BIIU Nomination Unit based on the following criteria:

- representation of all continents
- balance between genders
- specific skills in boxing and boxing career
- professional and sporting experience
- other qualities of the candidates, such as knowledge in marketing or accounting, language skills, successes achieved in businesses, sporting career in a sport other than boxing, education, experience as official of a sport governing body, etc., and
- in case of a candidate running for re-election, his or her performance and achievements as a Director.

Further Regulations implementing the above will be developed by the Board with the support of the Governance Reform Group before the next elections.

5. Enhanced eligibility criteria and more efficient vetting process

Draft Constitution articles: 1.1, 27, 34.1 (c), 34.2 (d), 34.3 (c), 36.3 (b), 51.11 (c)

In accordance with the recommendations of the Governance Reform Group, the Board proposes to replace the current provisions of the Constitution on the eligibility of candidates by enhanced provisions, as described below.

The BIIU Nomination Unit shall conduct an eligibility check of all candidates, not only to a position as Director, but also as member of a Corporate Governance Committee (Athletes Committee, Audit Committee, Finance Committee, Strategy Committee) or as honorary official.

To do so, the BIIU Nomination Unit shall benefit from the support of an independent vetting firm, which will assist in conducting searches, enquiries, etc.

The eligibility criteria shall include whether the candidate:

- meets the high standards of conduct, reputation and integrity required of a Director;
- has been and is in full compliance with the Conflict of Interest Policy and is free of any actual major Conflict of Interest;
- does not hold any position in any international boxing organization other than AIBA/IBA or a Confederation, which could be prejudicial to his position as Director or could cause a Conflict of Interest.

The criteria to be used to assess the reputation and integrity of a candidate further include whether the person:

- is or has been convicted of a criminal offence, is or has been sanctioned for a breach of the Constitution, the Regulations, the IOC's Code of Ethics, anti-doping regulations adopted pursuant to the World Anti-Doping Code or any of its national derivatives, or is the subject of a current or pending prosecution or proceedings for the commission of such an offence or breach, provided however that such conviction or sanction is likely to result in adverse findings being made about the person's credibility, integrity, honesty or reputation;
- is or has been a bankrupt or otherwise insolvent under the law of the candidate's place of residence;
- is barred from conducting business in any country worldwide;
- has his/ her credibility, integrity, honesty or reputation undermined or having been brought into disrepute, resulting in the risk that his or her association with AIBA/IBA, or continued association, has or is likely to affect the reputation or the interests of the sport of boxing or of AIBA/IBA; or
- is unwilling or unable to deal with any potential or actual Conflict of Interest.

Any decision by the BIIU Nomination Unit on eligibility can be challenged before the Court of Arbitration for Sport (CAS) in accordance with an expedited procedure, allowing for a CAS Award to be issued in due time in case of elections.

Moreover, if during a term of office, a Director no longer satisfies the eligibility criteria, the BIIU may open a procedure against the concerned person, which may result in a declaration of ineligibility. This decision may also be appealed to the CAS.

These enhanced eligibility checks are consistent with the best practices of good governance within international sport federations.

6. Suppression of the AIBA Council

Draft Constitution articles: 1.1, 15.1, 51.2, 51.3; deletion of former article 34

The current Constitution provides for a Council consisting of the President, the Vice President and three Directors elected by the Board to function in place of the Board for all matters requiring a decision to be made between Board meetings. The Council is not in function yet, as per the transitional provision to the 2020 Constitution.

The Board proposes to suppress the AIBA Council.

As the Board can meet by videoconference or take decisions by mail vote, it can issue urgent decisions when required, and there is no reason to have a specific body for urgent matters. Furthermore, suppressing the Council allows for all Directors to have the same rights and responsibilities.

7. Changes to the Audit Committee to ensure more independence

Draft Constitution articles: 17.1 (e), 37.5 et seq, 51.16

The current Constitution provides that the Audit Committee (in charge of “internal audit” consisting of reviewing financial statements and financial records and reporting to the Board) consists of one Director, the Finance Adviser and an independent member, appointed by the Board.

The Board proposes to adopt changes to the Constitution, implementing the recommendations by the Governance Reform Group, to strengthen the independence of the Audit Committee and make a clear distinction between the committee in charge of internal audit and that in charge of advice in financial matters.

The draft Constitution provides that the Audit Committee shall consist of three independent members possessing financial and accounting expertise, who cannot hold any other function within AIBA/IBA and its affiliated Confederations and National Federations. They are elected by the Congress and may only be removed by the Congress. The maximum number of terms of office is two. The Constitution also contains provisions should the position become vacant.

The first members of the new Audit Committee shall be appointed by the Board and shall be subject to elections during the first semester of 2022 (together with the elections to the Board).

8. Replacement of the Finance Adviser by a Finance Committee

Draft Constitution articles: 1.1, 30.1 (r), 37.1, 37.15 et seq., 51.17, deletion of former articles 37.1 and 46.26

In accordance with the recommendation of the Governance Reform Group, the Board proposes to replace the “Finance Adviser” (former art. 37.1) by a “Finance Committee” consisting of a Board member and at least two independent members with financial and accounting expertise.

The role of the Finance Committee will be not only to provide advice with respect to financial affairs, but also to assess the viability of any projects in which AIBA/IBA considers investing monies in excess of a certain amount to be fixed by the Board.

The new Finance Committee will then allow for better financial controls, and a clearer delimitation of roles between advice in finance and audit.

9. Constitution of a Strategy Committee

Draft Constitution articles: 1.1, 37.1, 37.18 et seq., 51.18

The Governance Reform Group made several proposals to enhance AIBA/IBA governance by adopting long-term / mid-term/ short-term strategic plans.

In order to implement this recommendation, a new Strategy Committee, consisting of one board member and at least two independent members will be constituted.

Its role will be to develop, in collaboration with the Secretary General and the Head Quarter, strategic plans to be adopted by Board and approved by the Congress. The Strategy Committee will also regularly update AIBA bodies on the implementation of such plans.

10. Possibility for the Board to appoint honorary officials

Draft Constitution articles: 41.2 and 41.3

AIBA / IBA may benefit from the support of several persons who are ready to assist the association, without holding an official function.

The Board proposes to add a provision in the Constitution allowing for the Board to appoint honorary officials without any authority, who can perform tasks entrusted by the Board, such as cooperation and contacts with National Federations, Confederations, partners and sponsors, or visiting events as AIBA / IBA representatives.

11. Change of the date of the first election Congress meeting

Draft Constitution articles: 51.8, 51.9, 51.19

The current transitional provisions of the Constitution provide for the first election Congress meeting to take place by 11 December 2022.

The Board proposes to change this term and to provide that Board elections need to take place at the latest by 30 June 2022, at a date to be communicated to National Federations by the end of December 2021.

The draft Constitution also specifies that even if the first election Congress meeting is an extraordinary Congress, travel costs will be paid by AIBA / IBA.

Elections of the Continental Presidents need to occur no later than on the day of the first election Congress meeting. This applies only to EUBC, OCBC, ASBC and AFBC as a new Continental President for AMBC has already been elected.

12. Suppression of the Transitional Committee

Draft Constitution articles: 51.1, deletion of former articles 49.10 to 49.16

The current Constitution provides that, three months before the first election Congress meeting, the vast majority of the powers of the Board shall be suspended and vested in a Transitional Committee consisting of one person appointed by each Confederation, and possibly one person appointed by GAISF and another by ASOIF.

In view of the numerous reforms that AIBA / IBA is conducting, the tremendous efforts that are made to resume and increase AIBA / IBA activities, as well as the current pandemic situation, it is not possible to have AIBA / IBA without any proper managing body for three months. Furthermore, the transfer of duties from the Board to a Transitional Committee for such a limited period would represent an excessive burden.

For all those reasons, the Board recommends suppressing the Transitional Committee.

13. Clarification of some transitional provisions

Draft Constitution articles: 31.4, 34.3, 51.1, 51.4, 51.5, 51.7, 51.12 et seq

The current transitional provisions have been drafted bearing in mind that they were adopted in December 2020. The fact that a new Constitution is adopted in December 2021 requires some adjustment and clarification of the wording of some provisions, without substantive changes.



Furthermore, the current AIBA reforms and governance changes imply that numerous officials will be subject to elections or re-elections before having completed a full mandate. Furthermore, in the future, as an Ordinary Congress will take place each year, vacancies may be filled by special elections to take place during Ordinary Congresses.

The Board proposes to add a provision dealing with how partial terms of office must be taken into consideration when determining the maximum number of terms of office as per the Constitution. In case of partial term of office, the BIU Nomination Unit shall decide whether the partial term of office shall be taken into consideration for the purpose of calculating the maximum number of terms of office or not.

