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IBA Constitution

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INTRODUCTION

This Constitution provides for the organisational structure of IBA, and for the powers, rights and responsibilities of the bodies and offices created by, or in accordance with, the Constitution. Together with the Regulations enacted under it, the Constitution reflects the principles and norms that govern IBA boxing worldwide. The Constitution embodies provisions designed to enhance good governance within IBA, and to promote its transparency and accountability, so as to ensure IBA's compliance with the Olympic Charter.

1. INTERPRETATION

1.1 In this Constitution, the following terms have the meanings ascribed to them in this article:

“**AFBC**” means the African Boxing Confederation;

“**Agenda**” means the Agenda for any meeting of the Congress;

“**IBA**” means the International Boxing Association;

“IBA Competitions” mean all boxing bouts, matches, events, tournaments and other boxing competitions which are initiated or authorised and approved as such by IBA;

“IBA Head Office” means the administrative office of IBA established in accordance with article 2.2;

“AMBC” means the American Boxing Confederation;

“Annual Affiliation Fee” means the amount determined by the Congress to be due and payable by each National Federation to IBA on or before 31 March in each year;

“ASBC” means the Asian Boxing Confederation;

“Athletes’ Committee” means the IBA committee established in accordance with article 36.1(c);

“Audit Committee” means the IBA committee established in accordance with article 36.1(d);

“Auditor” means the person or persons appointed to the position of auditor by the Board consistent with article 43.1;

“Board” means the Board of Directors of IBA established in accordance with article 25.1;

“Boxer” means any athlete who is registered as a boxer within the jurisdiction of a National Federation;

“Boxing Independent Integrity Unit” or **“BIIU”** means the independent integrity unit established in accordance with article 36;

“BIIU Compliance Unit” means the compliance unit, being part of BIIU, mentioned in article 36.3(a);

“BIIU Education and Development Unit” means the education and development unit, being part of BIIU, mentioned in article 36.3(c);

“BIIU Nomination Unit” means the nomination unit, being part of BIIU, mentioned in article 36.3(b);

“CAS” means the Court of Arbitration for Sport with its headquarters in Lausanne, Switzerland;

“Chief Financial Officer” means that person employed by IBA as its Chief

Financial Officer, and having primary responsibility for administering IBA's finances and accounts;

“Competition Official” means any person appointed to an official position at an IBA Competition in accordance with the Regulations;

“Confederation” means an association of National Federations recognised by IBA as a Confederation;

“Congress” means the Congress of IBA established consistent with article 16.1;

“Director” means a member of the Board;

“Election Congress Meeting” means an Ordinary Congress meeting at which elections take place in accordance with this Constitution;

“Eligible National Federation” means a National Federation which satisfies the requirements of article 16.2;

“EUBC” means the European Boxing Confederation;

“Extraordinary Congress” means a Congress convened in accordance with article 19.1;

“Finance Committee” means the IBA Finance Committee established in accordance with article 37.15;

“Independent Directors” means the Directors referred to in article 25.1(d);

“Independent Vetting Firm” means the independent firm referred to in article 27.5;

“IOC” means the International Olympic Committee;

“Legal Counsel” means the person appointed to the position of Legal Counsel by the Board in accordance with article 29.1(s)(ii);

“National Federation” means a legal entity governing boxing in a given country, which has been admitted to full membership of IBA by the Congress in accordance with article 9.4(a);

“OCBC” means the Oceania Boxing Confederation;

“Official” means:

- (a) any person elected to an IBA, a Confederation or a National Federation office;

- (b) any person appointed by IBA, by a Confederation or by a National Federation to any position;
- (c) any person employed by IBA, by a Confederation or by a National Federation; or
- (d) any Competition Official or like official in a Confederation or National Federation boxing competition;

“Ordinary Congress” means a Congress convened in accordance with article 18.2;

“President” means the President of IBA elected by the Congress in accordance with article 27.1;

“Provisional Member” means a legal entity governing boxing in a given country, admitted by the Board as a provisional member of IBA in accordance with article 9.1;

“Regulations” mean the regulations made by the Board in accordance with this Constitution;

“Vice President” means the Vice President of IBA elected by the Board in accordance with article 32.1; and

“Voting Delegate” means the delegate of a National Federation at a meeting of the Congress who is entitled to vote on behalf of the National Federation in accordance with article 22.1.

1.2 In this Constitution, unless otherwise specified:

- (a) references to articles are references to articles in this Constitution;
- (b) a references to a “person” shall be construed so as to include any individual, firm, company, corporation, body corporate, government, state, or agency of a state, local or municipal authority or government body or any joint venture, association, federation, confederation or partnership (whether or not having separate legal personality);
- (c) a reference to any of the regulations, or to any provision or provisions in a regulation, shall be construed, unless the context otherwise requires, as including a reference to any amendment or replacement made to the same from time to time.

- 1.3 All headings and titles in this Constitution have been inserted for ease of reference only and may not be considered as an aid to its interpretation.

2. LEGAL STATUS AND HEAD OFFICE

- 2.1 The International Boxing Association (IBA) is a non-governmental not-for-profit association incorporated in Switzerland in accordance with art. 60 ff. of the Swiss Civil Code, and subject to the laws of Switzerland.
- 2.2 The Head Office of IBA is located in Lausanne, Switzerland or in such other location as may be determined by the Congress.

3. MISSION

- 3.1 The mission of IBA is to promote, support and govern the sport of boxing worldwide in accordance with the requirements and spirit of the Olympic Charter.
- 3.2 IBA shall fulfil its mission notably by achieving the following objectives:
- (A) to promote the sport and the spirit of boxing in all its forms, in the light of its educational, cultural and sports values and to encourage the development of boxing throughout the world;
 - (B) to promote boxing globally as a healthy, educational and fitness boxing activity for men and women, and to foster the safety of Boxers and their welfare at all levels, particularly by promoting and controlling good sporting practices, and through youth and development programs;
 - (C) to promote the highest standards with respect to organization, judging, refereeing, coaching, training, education and medical and anti-doping controls in the sport of boxing;
 - (D) to organise and conduct IBA Competitions;
 - (E) to regulate the sport of boxing worldwide through the Regulations;
 - (F) to encourage and support the development, organization and delivery of boxing worldwide through its Confederations and National Federations, and to ensure that the rules and regulations of the Confederations and of National Federations comply with the provisions of this Constitution and with the Regulations applicable to them;

- (G) to promote understanding and cooperation between Confederations and National Federations, to give them support, to strengthen their authority and prestige and to ensure unity among IBA, the Confederations and the National Federations;
- (H) to promote and further the ideals of the Olympic movement as expressed in the Olympic Charter;
- (I) to preserve the right of every individual to participate in boxing as a sport without unlawful discrimination of any kind undertaken in the spirit of friendship, solidarity and fair play;
- (J) to promote the involvement of women in the sport of boxing and enhance women's boxing programs;
- (K) to combat doping and integrity issues that might damage the sport and reputation of boxing; and
- (L) to cooperate with other sports organizations and authorities to promote the interests of sports generally, and boxing in particular, throughout the world.

4. NON-DISCRIMINATION

- 4.1 Discrimination of any kind against a country, private person or group of people on account of race; skin colour; ethnic, national or social origin; gender; disability; language; religion; political opinion or any other opinion; wealth; birth or any other status; sexual orientation or any other reason is strictly prohibited.

5. POWERS

- 5.1 Confederations, National Federations, Officials, Competition Officials, Boxers, coaches and all other persons and organizations subject to this Constitution must comply with its provisions and with all Regulations applicable to them.
- 5.2 The constitutions or statutes of all Confederations, of all National Federations and of all associations which are members of, or affiliated with, any National Federation must expressly recognize the obligations mandated by article 5.1.
- 5.3 Each Confederation shall take all steps reasonably open to it to ensure that all of the National Federations which are members of it comply with the obligations on them

mandated by articles 5.1 and 5.2.

5.4 Each National Federation shall take all steps reasonably open to it to ensure that:

- (a) all associations which are members of, or affiliated with, that National Federation;
- (b) all persons elected to office in that National Federation;
- (c) all persons appointed to any position in that National Federation;
- (d) all persons employed by that National Federation;
- (e) all persons occupying a position in that National Federation similar to that of any Competition Official; and
- (f) all Boxers and coaches registered by that National Federation and by all associations which are members of, or affiliated with, that National Federation;

comply with the obligations applicable to them which are mandated by articles 5.1 and 5.2.

5.5 A National Federation may not become a member of, or in any way affiliated with, any other international or national boxing organization save as provided for in this Constitution or otherwise with the express written permission of the Board.

6. OFFICIAL LANGUAGES

6.1 Arabic, English, French, Russian and Spanish are the official languages of the Congress.

6.2 Save as provided in article 6.1, or as the Board may otherwise resolve, English is the official working language at all meetings of all bodies created by, or in accordance with, this Constitution; and for all Regulations, and all of IBA's minutes, correspondence, announcements, and decisions. National Federations are responsible for translations from English into the languages of their countries.

6.3 For the avoidance of doubt, any dispute with respect to the interpretation of this Constitution or of the Regulations must be determined by reference to the English language version of such document.

7. MEMBERSHIP

7.1 A boxing association, which is, or is capable of becoming, responsible for governing the sport of boxing within its country may apply to become a National Federation.

7.2 There may only be one National Federation from any one country.

8. ADMISSION AS A MEMBER

8.1 Subject to satisfying the requirements of articles 7.1 and 7.2, a boxing association may apply to IBA to be admitted as a National Federation.

8.2 An application by a boxing association to be admitted as a National Federation must be sent by post or email to the IBA Head Office, and must include or be accompanied by such documents and particulars as the Board may from time to time determine.

9. PROVISIONAL MEMBERSHIP

9.1 Following receipt by IBA of an application by a boxing association to be admitted as a National Federation, the Board may admit that entity as a Provisional Member of IBA, provided that it satisfies the requirements contained in articles 7.1, 7.2 and 8.2.

9.2 Provisional Members of IBA shall have the right to:

- (a) attend meetings of the Congress but not to vote during such meetings; and
- (b) participate in IBA Competitions and in other boxing competitions with National Federations subject to the provisions of this Constitution and to any applicable regulations which may be made from time to time by the Board; and
- (c) shall have such other rights as may be determined from time to time by the Board.

9.3 Following the decision of the Board to admit a boxing association as a Provisional Member of IBA, the Provisional Member's application to be admitted as a National Federation shall be referred for determination to the meeting of the Congress next following the Board's decision.

9.4 Upon considering such application, the Congress may:

- (a) admit the Provisional Member as a National Federation;
- (b) defer consideration of the application to a subsequent meeting of the Congress upon such terms, if any, as the Congress may deem appropriate;
- (c) specify a condition or conditions the satisfaction of which will result in the Provisional Member thereupon becoming a National Federation without further recourse to the Congress; and delegate to the Board the power to determine whether or not the specified condition or conditions has or have been satisfied; or
- (d) reject the application.

10. RIGHTS OF NATIONAL FEDERATIONS

10.1 Eligible National Federations shall have the right to:

- (a) participate in debates and to vote during meetings of the Congress;
- (b) submit proposals for inclusion in Congress Agendas;
- (c) nominate eligible candidates for election at meetings of the Congress;
- (d) participate and enter Boxers in IBA Competitions and in other boxing competitions with other National Federations subject to the provisions of this Constitution and to any applicable Regulations;
- (e) be regularly informed of IBA activities, notably by receiving reports, circulars, official information, as necessary to exercise their right as National Federations or as further specified in this Constitution and the Regulations; and
- (f) such other rights as set out in this Constitution and the Regulations and as may be determined from time to time by the Board.

11. OBLIGATIONS OF NATIONAL FEDERATIONS

11.1 Each National Federation is obliged to:

- (a) comply with the requirements of this Constitution and of the Regulations applicable to it;
- (b) comply with decisions issued or to be issued by IBA and the BIIU at any

time, as well as the awards of CAS, and shall ensure that said decisions and awards are legally binding and enforced;

- (c) abstain from any conduct which is, or may reasonably be seen to be, detrimental to IBA or to the interests of IBA;
- (d) submit to the Board a copy of its constitution (together with an English translation of the same if such constitution is written in a language other than English) whenever that constitution is amended or replaced;
- (e) democratically elect or appoint its officers and executive body in accordance with its constitution and generally recognized democratic and good governance principles;
- (f) supply information as may be specified in the Regulations or as otherwise requested in writing;
- (g) manage its affairs independently and ensure that its own affairs are not unduly influenced by any third party or third parties;
- (h) pay to IBA all monies owing to IBA; and
- (i) pay to the Confederation of which it is a member all monies owing to that Confederation.

12. CESSATION OF MEMBERSHIP

12.1 A National Federation will cease to be a member of IBA if:

- (a) it resigns its membership of IBA;
- (b) its membership of IBA is terminated by a resolution of the Congress in accordance with this Constitution; or
- (c) it is wound up or dissolved as a boxing association in accordance with its national laws.

12.2 A National Federation may resign its membership of IBA by forwarding by post or email a letter of resignation, signed by an authorised officer of the National Federation, to the IBA Head Office.

12.3 A National Federation's resignation from its membership of IBA:

- (a) will take effect immediately upon receipt by the IBA Head Office of the

National Federation's letter of resignation; but

- (b) will not operate to extinguish or in any way bar any legal obligation the National Federation may have to pay any monies payable to IBA or to the Confederation of which it is a member.

13. SUSPENSION FROM MEMBERSHIP

- 13.1 The Board may suspend any National Federation from membership of IBA if the National Federation concerned:
 - (a) no longer satisfies the requirements for membership of IBA contained in article 7.1; or
 - (b) is in serious breach of a provision or provisions in this Constitution or in the Regulations, provided it is granted the right to be heard pursuant to the Regulations.
- 13.2 Before issuing any decision of suspension, the Board shall provide notice to the National Federation of the opening of a proceeding against it, grant the National Federation concerned the right to be acquainted with the charges against it and to exercise its right to be heard, as well as any further rights which may be provided for in the Regulations.
- 13.3 Following the suspension of a National Federation consistent with article 13.1, such suspension shall be referred to the meeting of the Congress next following that suspension for consideration of the Congress at that meeting.
- 13.4 The rights accorded to a National Federation by article 10.1 shall lapse during any period in which the National Federation stands suspended by a decision of the Board unless the Board determines otherwise. Notwithstanding the above, the Board shall undertake any measures it may deem fit in order to ensure that Boxers affiliated to any suspended National Federation are not deprived of their right to take part in Competitions, under conditions to be fixed by the Board.
- 13.5 At any time prior to the consideration of the Congress of the Board's decision to suspend a National Federation, the Board may revoke that suspension on such terms, if any, as the Board may deem appropriate.
- 13.6 In its consideration of the suspension of a National Federation, the Congress may:

- (a) revoke the suspension;
- (b) extend the suspension:
 - (i) for such period and/or upon such terms as the Congress may deem appropriate; or
 - (ii) for further consideration by the next meeting of the Congress; or
- (c) terminate the National Federation's membership of IBA upon the vote of the Voting Delegates from not less than two thirds of the National Federations in attendance at the meeting of the Congress;

provided in any event that the National Federation is granted the right to be heard by the Congress.

14. CONTINENTAL CONFEDERATIONS

14.1 The following Confederations are recognized by IBA:

- (a) the AFBC;
- (b) the AMBC;
- (c) the ASBC;
- (d) the EUBC; and
- (e) the OCBC.

14.2 Each Confederation shall have the following functions, rights and duties:

- (a) to promote the sport of boxing throughout the Confederation;
- (b) to organise Confederation Championships, other boxing competitions and training courses for coaches, referees and judges, technical officials, ring doctors, administrators, managers and promoters with IBA programs;
- (c) such other functions, rights and duties as the Board may determine from time to time; and
- (d) to receive financial support from IBA.

14.3 Each Confederation is obliged to:

- (a) comply with the requirements of this Constitution and of the Regulations applicable to it;

- (b) comply with decisions made by IBA and the BIIU as well as the awards of CAS;
- (c) abstain from any conduct which is, or may reasonably be seen to be, detrimental to IBA or to the interests of IBA;
- (d) democratically elect or appoint its officers and executive body in accordance with its constitution;
- (e) manage its affairs independently and ensure that its own affairs are not unduly influenced by any third parties; and
- (f) pay to IBA all monies owing to IBA.

14.4 Each Confederation is further obliged to submit to the Board:

- (a) a copy of its constitution (together with an English translation of the same if such constitution is written in a language other than English) whenever that constitution is amended or replaced; and
- (b) its annual financial statements, activity reports, budgets and business plans;
- (c) any further information as may be specified in the Regulations or as otherwise requested in writing.

15. GOVERNANCE OF IBA

15.1 The organs of governance of IBA are:

- (a) the Congress; and
- (b) the Board.

16. CONGRESS — ORGANIZATION

16.1 The Congress is an assembly of all Eligible National Federations.

16.2 A National Federation shall be deemed to be an Eligible National Federation if the National Federation:

- (a) does not stand suspended in accordance with either article 13.1 or article 13.4 on the date of the Congress;
- (b) has paid its Annual Affiliation Fee at least one month before the Congress;

- (c) does not owe any other monies to IBA on the date of the Congress;
 - (d) has not been declared ineligible by the Disciplinary Committee in accordance with article 16.3; and
 - (e) has had a Boxer or Boxers compete during the previous four years in not less than one IBA World Championships, or Confederation Championships, or such other boxing competition as the Board may have determined by Regulations.
- 16.3 Each Confederation may inform IBA that a National Federation owes monies to that Confederation and is in breach of article 11.1(i). Upon receipt of such notice, the IBA Secretary General shall immediately refer the matter to the Disciplinary Committee to decide whether the concerned National Federation shall be declared as not being an Eligible National Federation for a failure to pay monies due to its Confederation.
- 16.4 Each delegate to the Congress must have been validly appointed by that delegate's National Federation in accordance with the constitution, bylaws or regulations of that National Federation.
- 16.5 A delegate cannot represent more than one National Federation at a meeting of the Congress.
- 16.6 IBA shall make provision where necessary for economy class air travel, accommodation and meals for a Voting Delegate attending an Ordinary Congress meeting and shall, where possible, meet the costs of the same.

17. CONGRESS — POWERS

- 17.1 The Congress has the power and, when required by this Constitution, the duty to:
- (a) determine whether or not a Provisional Member of IBA shall be admitted as a National Federation;
 - (b) determine whether or not to revoke or extend the suspension of a suspended National Federation, or to terminate that National Federation's membership of IBA;
 - (c) elect the President and Directors of the Board and to conduct such elections as it is required to conduct in accordance with the provisions of this

Constitution;

- (d) on a motion of no confidence adopted by the Voting Delegates from not less than two thirds of all National Federations in attendance at a meeting of the Congress, remove the President or any other elected Director from office as a member of the Board;
- (e) elect and remove from office the members of the Audit Committee;
- (f) determine whether or not to approve the minutes of the previous meeting of the Congress;
- (g) determine whether or not to approve IBA's audited financial report;
- (h) determine whether or not the Board has discharged its financial obligations;
- (i) determine the amount of the Annual Affiliation Fee to be paid by National Federations;
- (j) approve or not approve other reports submitted to it by the Board;
- (k) determine whether or not to move the location of the IBA Head Office;
- (l) confer Distinguished Service Awards;
- (m) define the geographic area over which a Confederation shall extend for the purpose of the membership of that Confederation;
- (n) amend or replace this Constitution; and
- (o) dissolve IBA.

17.2 Save as otherwise provided by this Constitution, the Board shall make regulations governing the manner in which meetings of the Congress are conducted; including (but not necessarily limited to) making regulations regarding:

- (a) the date and place of such meetings;
- (b) the validation of entitlements of Voting Delegates to vote at such meetings;
- (c) the procedures for voting by Voting Delegates at such meetings;
- (d) the circumstances in which delegates and others may speak at such meetings;
and
- (e) the minutes of such meetings.

18. ORDINARY CONGRESS

- 18.1 A meeting of the Congress may be either an Ordinary Congress meeting or an Extraordinary Congress meeting.
- 18.2 An Ordinary Congress meeting shall be convened by the Board every year during the last quarter of each calendar year. Once every four years, the Ordinary Congress meeting shall be an Election Congress Meeting.
- 18.3 The Ordinary Congress may take place with the physical presence of delegates and/or by means of telecommunications, by audio-visual link, as decided by the Board.
- 18.4 The Board shall give not less than four months written notice of each Ordinary Congress meeting to all National Federations. Such notice shall specify:
- (a) the date of such meeting and the venue of the meeting, or whether the meeting takes place by audio-visual link;
 - (b) the date by which a National Federation intending to be represented at such meeting must notify the IBA Head Office of the names of its intended Voting Delegate and of any non-voting delegate or delegates;
 - (c) if such meeting is an Election Congress Meeting:
 - (i) those offices which are to be filled by election at the meeting; and
 - (ii) the date by which each nomination of a candidate to fill any such office must be notified to the IBA Head Office; and
 - (d) the date by which any proposed motion or other proposed item of business must be notified to the IBA Head Office.
- 18.5 In circumstances unforeseen by the Board at the time it originally convened either an Ordinary or an Extraordinary Congress meeting, the Board may change the date and/or the place of such meeting.
- 18.6 If the date and/or the place of a Congress meeting is changed in accordance with article 18.4, then the Board shall immediately notify all National Federations in writing of the change or changes.

19. EXTRAORDINARY CONGRESS

19.1 An Extraordinary Congress meeting:

- (a) may be convened by the Board of its own motion at any time if the Board considers that such an Extraordinary Congress meeting is necessary or desirable; and
- (b) must be convened by the Board within a period of three months after not less than one third of all National Federations then owing no monies to IBA request such an Extraordinary Congress meeting.

19.2 A request for an Extraordinary Congress meeting made by National Federations in accordance with article 19.1(b) must:

- (a) specify the purpose of the proposed Extraordinary Congress meeting, and further specify any motion or motions proposed to be moved at such meeting;
- (b) be forwarded by post or email to the IBA Head Office.

19.3 The Board shall give not less than two months written notice of each Extraordinary Congress meeting to all National Federations. Such notice shall specify:

- (a) the date and venue of such meeting;
- (b) the date by which a National Federation intending to be represented at such meeting must notify the IBA Head Office of the names of its intended Voting Delegate and of any non-voting delegate or delegates.

20. AGENDA FOR CONGRESS

20.1 Not less than two months prior to the date fixed for an Ordinary Congress meeting, each Eligible National Federation may forward to the IBA Head Office, by post or email, notice of an item or items of business including any motion or motions to be included in such Agenda for that Congress meeting. Each such notice of an item of business must be accompanied by a explanation of the item and the reason or reasons why the National Federation concerned has sought to have it included in such Agenda.

20.2 Each notice forwarded by a National Federation to the IBA Head Office in accordance with article 20.1 shall be included in the Agenda for the Congress meeting.

- 20.3 Subject to the requirements of articles 20.1 and 20.2, the Agenda for an Ordinary Congress meeting shall be determined by the Board.
- 20.4 The Agenda for an Extraordinary Congress meeting convened by the Board of its own motion shall be determined by the Board.
- 20.5 The Agenda for an Extraordinary Congress meeting convened in accordance with articles 19.1(a) or 19.1(b) shall include the item or items of business resulting in the convening of the Extraordinary Congress meeting.
- 20.6 Subject to the requirements of article 20.5, the Board may include such other item or items of business as it may consider appropriate on the Agenda for an Extraordinary Congress meeting convened in accordance with article 19.1(b).
- 20.7 Not less than one month prior to the date fixed for the commencement of a Congress meeting, the IBA Head Office shall forward to all Eligible National Federations by post or email:
- (a) the Agenda for that Congress meeting; and
 - (b) all documents reasonably necessary for the proper consideration by the delegates at such Congress meeting of the matters on the Agenda for such meeting.
- 20.8 An item or items of business not included on the Agenda for a Congress meeting may be considered and dealt with at such meeting if the Voting Delegates from not less than two thirds of the National Federations in attendance at the meeting vote in favour of the inclusion of such item in the Agenda for such meeting.
- 20.9 No motion to amend this Constitution, hold elections or dissolve IBA shall be considered at a meeting of the Congress unless it appears on the Agenda for that meeting.

21. CONGRESS PROCEEDINGS

- 21.1 Save as provided by articles 21.2 and 21.3:
- (a) the President shall preside over meetings of the Congress.
 - (b) In the event that the President is unable or unwilling to preside over a meeting of the Congress, then the Vice President shall preside over such meeting.

- (c) In the event that neither the President nor the Vice President is able or willing to preside over a meeting of the Congress, then the Chairperson shall be appointed by the BIIU Nomination Unit.
- 21.2 During each Election Congress Meeting, the BIIU Nomination Unit shall appoint the chairperson to preside over the conduct of all elections for positions on the Board held at such Election Congress Meeting.

22. VOTING

- 22.1 Each National Federation represented at a Congress by a Voting Delegate has one vote, which must only be cast by that National Federation's Voting Delegate.

23. QUORUM

- 23.1 A quorum for meetings of the Congress shall be constituted by the attendance at such meetings of the Voting Delegates from not less than half plus one of all Eligible National Federations.
- 23.2 If the quorum referred to in article 23.1 is not attained at a meeting of the Congress, then the Board may convene a further meeting of the Congress with the same Agenda within three months at such location as the Board may determine. Such a meeting of the Congress shall be deemed to have been validly convened notwithstanding that the quorum referred to in article 23.1 has not been attained.

24. VOTING ON DECISIONS

- 24.1 Save as provided in article 24.2, a matter put to a vote at a meeting of the Congress shall be deemed to have been carried or adopted if the Voting Delegates from not less than half plus one of the National Federations in attendance at the meeting vote in favour of it.
- 24.2 A vote to amend or replace this Constitution shall only be deemed to have been carried at a meeting of the Congress if the Voting Delegates from not less than two thirds of the National Federations in attendance at the meeting vote in favour of the amendment or replacement.
- 24.3 A decision adopted at a meeting of the Congress shall take effect from the time of its adoption unless such meeting:

- (a) fixes another time or date at which it is to take effect; or
- (b) instructs the Board to fix, in the exercise of the Board's discretion, another time or date at which it is to take effect, and the Board so fixes that other time or date.

25. BOARD OF DIRECTORS

25.1 The Board of Directors of IBA shall consist of the following 18 Directors:

- (a) the President, who shall be elected at each Election Congress Meeting by the Voting Delegates from all of the Eligible National Federations in attendance at the meeting;
- (b) the Presidents of the AFBC, the AMBC, the ASBC, the EUBC and the OCBC (the "Continental Presidents"), each elected from time to time in accordance with the constitution of his or her Confederation;
- (c) the Chair of the Athletes' Committee and one (1) other member of the Athletes' Committee elected by the members of the Athletes' Committee, who shall be of each gender. and
- (d) Ten Directors, who shall be elected at each Election Congress Meeting by the Voting Delegates from all the National Federations in attendance as such meeting amongst the candidates who have successfully passed the independent selection process as described below (the "**Independent Directors**").

26. SELECTION OF INDEPENDENT DIRECTORS

26.1 The Independent Directors above shall:

- (a) include at least five women;
- (b) include at least one national of each Continent;
- (c) not include more than three Directors having the nationality of one Continent;
- (d) be further selected as described below.

26.2 The candidates for election as the ten Independent Directors shall be selected

according to a selection process to be conducted by the BIIU Nomination Unit with the support of the Independent Vetting Firm, to the extent required. The procedure and selection criteria shall be further described in Regulations to be adopted by the Board and approved by the BIIU Nomination Unit, but shall at least include the following:

- (a) A transparent call for candidates shall be issued.
- (b) The BIIU Nomination Unit may propose to National Federations or Continental Confederations candidates suitable for office, who could then be nominated for the elections as per articles 27.1 and 27.2.
- (c) At least 20 (twenty) candidates shall be selected taking into consideration:
 - (i) representation of all continents
 - (ii) balance between genders
 - (iii) specific skills in boxing and boxing career
 - (iv) professional and sporting experience
 - (v) other qualities of the candidates, such as knowledge in marketing or accounting, language skills, successes achieved in businesses, sporting career in another sport than boxing, education, experience as official of a sport governing body, etc., and
 - (vi) in case of a candidate running for re-election, his or her performance and achievements as a Director.

27. ELIGIBILITY – VETTING

- 27.1 Each Director serving on the Board shall be from a different National Federation, except for the Directors who are members of the Athletes' Committee.
- 27.2 Each candidate for election by the Congress to an office on the Board must be nominated for election to such office by the National Federation of the country of which he or she is a citizen or by the Confederation of the same continent as his country of citizenship. For the avoidance of doubt, National Federations may nominate several candidates for an office.
- 27.3 Continental Presidents are nominated in accordance with the constitution of their

Confederation; members of the Athlete Committee are nominated in accordance with the Regulations governing the Athletes Committee

- 27.4 The BIIU Nomination Unit shall be in charge of vetting all Directors (no matter in which capacity they are elected).
- 27.5 The Board of Directors shall select an independent recognized firm, approved by the BIIU Nomination Unit, with expertise in conducting research and inquiry in order to conduct a full review of all information, disclosed by candidates, publicly available or otherwise available through researches and inquiries, in order to perform the tasks of vetting and selecting candidates (the “Independent Vetting Firm”). The Independent Vetting Firm shall report to the BIIU Nomination Unit.
- 27.6 To be eligible to stand for election to an office on the Board, a candidate must:
- (a) be nominated by their National Federation as described above;
 - (b) be selected as a candidate in accordance with article 26.2 and the Regulations (for Independent Directors only);
 - (c) not have reached the maximum number of terms of office, as further detailed in Section 29;
 - (d) have successfully passed the integrity check conducted by the BIIU Nomination Unit with the support of the Independent Vetting Firm;
 - (e) be in compliance with all requirements of the Constitution and the Regulations that apply to candidates to an office.
- 27.7 The BIIU Nomination Unit with the support of the Independent Vetting Firm shall conduct an integrity check of all candidates to become a Director to ensure that each candidate:
- (a) meets the high standards of conduct, reputation and integrity required of a Director;
 - (b) has been and is in full compliance with the IBA Conflict of Interest Policy and is free of any actual major Conflict of Interest;
 - (c) does not hold any position in any international boxing organization other than IBA or a Confederation, which could be prejudicial to his position as Director of IBA or could cause a Conflict of Interest.

- 27.8 The criteria to be used to assess if a candidate meets the criteria listed under article 26.6 above shall include, without limitation, whether the person:
- (a) 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;
 - (b) is or has been a bankrupt or otherwise insolvent under the law of the candidate's place of domicile;
 - (c) is barred from conducting business in any country worldwide;
 - (d) 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 IBA, or continued association, has or is likely to affect the reputation or the interests of the sport of boxing or of IBA; or
 - (e) is unwilling or unable to deal with any potential or actual Conflict of Interest.
- 27.9 The BIIU Nomination Unit shall determine whether or not each candidate for election to office on the Board satisfies the eligibility criteria contained in articles 27.6, 27.7 and 27.8 and shall provide its determination to the IBA Head Office. Should the BIIU Nomination Unit decide that a candidate for an office as Director does not satisfy the eligibility criteria, such decision may be appealed before the CAS by the concerned candidate. Only the candidate (and not his/her National Federation) has standing to appeal. The appeal shall be lodged within 5 (five) days of issuance of the decision and shall be decided by a sole arbitrator to be appointed jointly by IBA and the candidate or the CAS. The procedure before CAS shall be expedited for an award (without grounds) to be issued at the latest 10 (ten) days after the filing date of the appeal.
- 27.10 If during the term of office of a Director, a Director no longer satisfies the eligibility criteria contained in articles 27.6, 27.7 and 27.8, the BIIU Nomination Unit and/or the BIIU Compliance Unit, as applicable, may, either on its own motion or upon referral by the Board or the IBA Head Office open a procedure against the concerned

Director to decide whether such Director should be declared ineligible, and be removed from office. Such a decision of ineligibility may be appealed before the CAS by the concerned Director in accordance with article 27.9.

- 27.11 All nominations for offices on the Board must be forwarded by post, email or hand delivery to the AIBA Head Office and received not less than 60 days prior to the date fixed for the commencement of an Election Congress Meeting during which elections for such offices are to be conducted.
- 27.12 Not less than 20 days prior to the date fixed for the commencement of an Election Congress Meeting during which elections are to be held for offices on the Board, the IBA Head Office shall forward by post or email to all Eligible National Federations and publish on the IBA website a list of all of those candidates whom the BIIU Nomination Unit has determined are eligible to stand in the elections and have been validly nominated or selected in accordance with this Constitution.

28. VOTING IN ELECTIONS

- 28.1 All candidates for election to an office on the Board must be present for that election at the Congress during which the election occurs. In case of Congress by video conference, presence means attending the video conference.
- 28.2 The President shall be elected by a system of exhaustive balloting pursuant to which a series of ballots may be conducted, with the candidate receiving the least number of votes in each successive ballot being eliminated from the next ballot, until the successful candidate receives the votes of Voting Delegates from not less than half plus one of all of the National Federations in attendance at the Congress meeting. However, in any such ballot, if two or more candidates jointly receive fewer votes than the candidate receiving the next lowest number of votes, then those two or more candidates shall be eliminated from the next ballot. In the event that after the elimination of all other candidates in accordance with this article, two or more candidates are tied with an equal number of votes, then a further ballot shall be conducted, with only such tied candidates remaining as candidates in that further ballot. In the event that after that further ballot, two or more of the candidates remain tied with an equal number of votes, then the person appointed by the BIIU Nomination Unit to chair the election process shall draw the name of the successful candidate by lot from among those so tied.

- 28.3 One ballot shall be held at each Election Congress Meeting to elect the ten Directors referred to in article 25.1(d). The successful candidates shall be the ten candidates who receive the highest number of votes of Voting Delegates from the Eligible National Federations in attendance at such meeting. In the event that after such a ballot, two or more candidates are tied with an equal number of votes, then a further ballot shall be conducted, with only such tied candidates remaining as candidates in that further ballot. In the event that after that further ballot, two or more of the candidates remain tied with an equal number of votes, then the person appointed by the BIIU Nomination Unit to chair the election process shall draw the name of the successful candidate by lot from among those so tied. The Regulations shall further detail how the election of the ten Directors shall occur in order to allow an appropriate representation of continents and genders.
- 28.4 Where there is only one candidate for a position on the Board, then that candidate shall be deemed to be unanimously elected by acclamation at the Congress meeting concerned.
- 28.5 Save as otherwise provided by this Constitution, the Board shall make such regulations for the conduct of elections to offices on the Board it may consider appropriate.

29. MEETINGS OF THE BOARD

- 29.1 The Board shall meet whenever necessary but, in the absence of extraordinary circumstances, must meet at least three times per year.
- 29.2 Board meetings may be conducted:
- (a) in person, or
 - (b) by means of telecommunications. A telecommunications meeting may be held by telephone or by audio-visual link.
- 29.3 Save as provided by articles 28.4 and 28.5, the President shall preside over meetings of the Board. In the event that the President is unavailable or unwilling to chair a meeting, then the Vice President shall preside over it. In the event that neither the President nor the Vice President is available or willing, then those other Directors attending the meeting shall elect one of their number to preside over the meeting.

- 29.4 In the event that a motion put to a Board meeting in any way affects the position of the President and/or the Vice President, then neither shall preside over the debate and the vote on the motion. In such circumstances, those other Directors attending the meeting shall elect one of their number to preside over the meeting.
- 29.5 A quorum for a meeting of the Board shall be constituted by the attendance at such meeting of not less than half plus one of the Directors.
- 29.6 A meeting of the Board:
- (a) may be convened by the President of his or her own motion if he or she considers that such a meeting is necessary or desirable; and
 - (b) must be convened by the President within a period of four weeks after not less than one third plus one of the remaining Directors request such a meeting.
- 29.7 All Directors shall be entitled to vote on all matters put to a vote at meetings of the Board; save only that any Director with a conflict of interest regarding such matter shall not be entitled to vote on the same.
- 29.8 Save as provided by article 28.9, the deliberations of Directors at Board meetings shall be and remain confidential.
- 29.9 Directors may, by a majority vote of those present at any Board meeting, direct that:
- (a) the minutes of the meeting, or a part or parts thereof;
 - (b) a report of the deliberations of the Board at such meeting; and/or
 - (c) a note of any decision or decisions taken by the Board at such meeting;
- be circulated to National Federations or otherwise made public.
- 29.10 At the discretion of the President, the Board may be invited to reach a decision on any matter by an email vote.
- 29.11 Save as otherwise provided by this Constitution, the Board may make such regulations as it deems necessary or appropriate governing when, where and the manner in which meetings of the Board are to be conducted.

30. POWERS OF THE BOARD

- 30.1 Save as otherwise provided by this Constitution, the executive power to govern AIBA is vested in the Board. Without limiting the generality of the foregoing, the

Board has both the power and, where so required by this Constitution, the duty to:

- (a) convene meetings of the Congress in accordance with the requirements of this Constitution;
- (b) save as required by article 19.2(a), determine the Agendas of Congress meetings;
- (c) implement the decisions adopted by the Congress;
- (d) appoint, and where appropriate, remove the Vice President;
- (e) make and amend such regulations as may be required by this Constitution;
- (f) make, amend and repeal such other regulations which, in the opinion of the Board, may from time to time be, or have been, necessary or desirable for the management and administration of AIBA and the sport of boxing worldwide;
- (g) admit boxing associations as Provisional Members of AIBA;
- (h) suspend National Federations from their memberships of AIBA and, where appropriate, revoke such suspensions;
- (i) regulate relations between AIBA, the Confederations and the National Federations with respect to non-AIBA national and international boxing organizations;
- (j) determine criteria for redistribution of resources to Confederations and for boxing development and projects;
- (k) establish and vary such committees as may be required by this Constitution;
- (l) establish, vary and abolish such other committees as, in the opinion of the Board, may from time to time be, or have been, necessary or desirable for the management and administration of AIBA and the sport of boxing worldwide;
- (m) save as may otherwise be required by this Constitution or by the Regulations, appoint and dismiss the members of committees established by it;
- (n) prepare the annual budget and the annual accounts of AIBA;
- (o) approve AIBA expenditures which were not foreseen in the annual budget and which exceed the limit of the amounts which may be expended at the discretion of the Secretary General;

- (p) appoint and, where appropriate, dismiss the Auditor;
- (q) appoint the Secretary General following a selection process further described in the Regulations, and, where appropriate, dismiss the Secretary General;
- (r) appoint and, where appropriate, dismiss the Legal Counsel
- (s) determine the location and dates for all AIBA Competitions;
- (t) monitor compliance with the requirements of this Constitution;
- (u) lodge such complaints with the BIIU Compliance Unit with respect to alleged breaches of this Constitution or the Regulations by any persons or bodies as the Board may consider necessary or appropriate;
- (v) nominate persons to the Congress who the Board considers are worthy of being awarded Distinguished Service Awards;
- (w) propose amendments to, or the replacement of, this Constitution for the consideration and determination of the Congress;
- (x) decide to hold relationships or collaborate with other sports organizations; and
- (za) do all other acts and things which are either specified in this Constitution and the Regulations, or which do not fall within the competence of another body under this Constitution and the Regulations.

31. TERM OF OFFICE

- 31.1 Subject to articles 33.1 to 33.3, and with the exception of those Directors referred to in article 25.1(b) and (c), the term of office of each Director shall:
 - (a) commence at the conclusion of the Election Congress Meeting at which he or she is elected; and
 - (b) end at the conclusion of the following Election Congress Meeting.
- 31.2 A Director other than a President shall be limited to a maximum of two consecutive terms of office on the Board.
- 31.3 A President shall be entitled to serve up to two terms of office as President without regard to any term or terms of office he or she may otherwise have served on the Board.

- 31.4 Any term or terms of office previously served by the President or any other Director as a member of the former Executive Committee of IBA shall be taken into consideration in calculating the maximum number of terms of office which such person may serve on the Board. In case of a partial term of office (notably in case of a vacancy), the BIIU Nomination Unit shall decide whether the partial term shall be counted as a term of office for the purpose of calculating the maximum number of terms of office or not.

32. PRESIDENT

- 32.1 The President has the power and, where so required by this Constitution, the duty to:

- (a) convene meetings of the Board;
- (b) chair meetings of the Congress and of the Board;
- (c) deliver reports to the Congress relating to AIBA's activities and affairs;
- (d) oversee the work of the Secretary General;
- (e) represent AIBA in its dealings with the Confederations, National Federations, the IOC, national governments, international sports federations and other national and international organizations;
- (f) otherwise act as AIBA's primary spokesperson; and
- (g) perform such other duties and tasks as he or she may be entrusted with from time to time by the Board.

- 32.2 The Board shall allocate a representational allowance to the President for activities undertaken by the President on behalf of AIBA. The amount and terms of payment of such representational allowance shall be determined from time to time by the Board.

33. VICE PRESIDENT

- 33.1 Following an Election Congress Meeting, the Directors elected at such meeting shall forthwith elect from among their own number the Vice President of AIBA.

- 33.2 Consistent with this Constitution, the Vice President shall:

- (a) whenever necessary, exercise any of the powers of the President if the President is temporarily unable or unwilling to exercise such power or

powers;

- (b) assume, as Interim President, the powers and duties of the President when required to do so in accordance with article 33.1; and
- (c) perform such other task or tasks as he or she may be entrusted with from time to time by the Board.

33.3 The Vice President may be removed from office as Vice President on a motion of no confidence adopted by not less than two thirds of the Directors serving on the Board at the time of the adoption of such motion.

34. VACANT EXECUTIVE POSITIONS

34.1 If the President

- (a) dies whilst in office;
- (b) resigns his or her office as President;
- (c) has been removed from office following a vote of no confidence adopted at a Congress meeting in accordance with article 17.1(d) or following a decision of ineligibility issued by the BIIU in accordance with article 27.10; or
- (d) is otherwise unable or unwilling for a period in excess of three months to exercise his or her powers as President for whatever reason;

then the Vice President shall assume, as Interim President, the office and powers of the President until the following Congress meeting.

34.2 If the Vice President:

- (a) dies whilst in office;
- (b) resigns his or her office as Vice President;
- (c) has been removed from office following a vote of no confidence adopted:
 - (i) at a meeting of the Congress in accordance with article 17.1(d); or
 - (ii) by the Board in accordance with article 32.4; or
- (d) has been removed from office following a decision of ineligibility issued by the BIIU in accordance with article 27.10;
- (e) is otherwise unable or unwilling for a period in excess of three months to

exercise his or her powers as Vice President for whatever reason;

- (f) becomes Interim President in accordance with article 34.1;

then the Directors shall forthwith elect from among their own number a replacement Vice President.

34.3 If a Director:

- (a) dies whilst in office;
- (b) resigns whilst in office on the Board;
- (c) has been removed from office following a vote of no confidence adopted at a meeting of the Congress in accordance with article 17.1(d) or following a decision of ineligibility issued by the BIIU in accordance with article 27.10;
or
- (d) is otherwise unable or unwilling for a period in excess of three months to perform the duties of his or her office for whatever reason:

then

- (a) except if the concerned Director is the President, a Continental President or a member of the Athlete Committee, the position of that Director on the Board shall be deemed vacant, and shall remain vacant until the following Congress Meeting.
- (b) if the concerned Director is a Continental President, the position of that Director on the Board shall be deemed vacant, and shall remain vacant until the concerned Confederation elects a new Continental President.
- (c) if the concerned Director is a member of the Athletes Committee, the position of that Director on the Board shall be deemed vacant, and shall remain vacant until a replacement is elected in accordance the Regulations governing the Athletes Committee.

34.4 Save as otherwise provided by this Constitution, the Board shall make such regulations governing when and the manner in which meetings of the Board are to be conducted.

35. SIGNATURE

35.1 Save as may otherwise be provided by the Board:

- (a) any document, other than one relating to a financial or proposed financial transaction, may be executed on behalf of IBA by either the President or the Secretary General; and
- (b) a document relating to a financial or proposed financial transaction, where the amount or amounts involved exceed any limits fixed by the Board on amounts which may be expended at the discretion of the Secretary General, must be executed on behalf of IBA by any two of the following:
 - (i) the President;
 - (ii) the Vice President; and
 - (iii) the Secretary General.

36. BOXING INDEPENDENT INTEGRITY UNIT

36.1 The Boxing Independent Integrity Unit or BIIU shall be an operationally independent unit, in charge of dealing with all ethical and disciplinary issues (including issues related to conflicts of interest), as well as conducting eligibility checks and selecting candidates for elections and providing education and development services.

36.2 The BIIU shall operate in accordance with its own terms of reference and/or regulations, ensuring its full independence toward IBA and its organs.

36.3 The BIIU shall at least consist of the following units:

- (a) The BIIU Compliance Unit, in charge of processing, investigating and prosecuting all ethical and disciplinary issues;
- (b) The BIIU Nomination Unit, in charge of eligibility checks and assessment of appointments and elections;
- (c) The BIIU Education and Development Unit, in charge of organising and developing education programmes.

36.4 The BIIU may also include an anti-doping unit, to the extent such tasks have not been fully delegated to an independent service provider.

37. CORPORATE GOVERNANCE COMMITTEES

- 37.1 The following committees shall be corporate governance committees of IBA:
- (a) the Athletes' Committee;
 - (b) the Audit Committee;
 - (c) the Finance Committee;
 - (d) the Strategy Committee.
- 37.2 Before being appointed at a corporate governance committee, all candidates must have successfully passed the integrity check as per the mechanism described in articles 27.4 to 27.9.
- 37.3 The Athletes' Committee shall consist of 10 boxers elected to such Committee by boxers in accordance with regulations which shall be adopted by the Board to regulate such elections and the work of the Committee.
- 37.4 The role of the Athletes' Committee is to:
- (a) ensure that the views and opinions of boxers are heard and considered within IBA;
 - (b) enable the election from the members of the Committee of a male and a female athlete as members of the Board in accordance with article 25.1(e) and 25.2;
 - (c) provide a forum for IBA to communicate to boxers information regarding IBA's programs and policies;
 - (d) support the appointment of boxers to membership of the IOC's Athletes' Committee; and
 - (e) work with and support IBA's mission to develop and promote the sport of boxing worldwide.
- 37.5 The Audit Committee shall consist of three or more members independent members possessing financial and accounting expertise.
- 37.6 The role of the Audit Committee shall be to:
- (a) regularly review the financial statements and accounting records of IBA prepared by IBA's employees;

- (b) liaise with the Auditor as and when necessary or thought desirable; and
 - (c) Report to the Board at least once every six months on the status of, and matters arising in relation to, IBA's financial statements and accounting records.
- 37.7 No member of the Audit Committee may occupy an office in, be employed by or in any other way be affiliated with IBA or a Confederation, save for his or her membership of the Audit Committee.
- 37.8 No member of either the Audit Committee may be a member of, occupy an office in, be employed by or in any other way be affiliated with a National Federation.
- 37.9 The members of the Audit Committee shall be elected at each Election Congress Meeting. They shall be subject to a selection by the BIIU Nomination Unit, according to a process similar as the one applicable to Independent Directors. Article 28 shall apply to the election of the members of the Audit Committee. Regulations adopted by the Board may further describe how members of the Audit Committee are elected.
- 37.10 Subject to article 36.25 to 36.27, the term of office of each member of the Audit Committee shall:
 - (a) commence immediately upon that member's appointment to such Committee; and
 - (b) end upon the next appointment at an Election Congress Meeting.
- 37.11 No member of the Audit Committee may serve more than two terms of office on such Committee.
- 37.12 A member of the Audit Committee may only be removed as a member of that Committee by a motion of no confidence adopted by the Voting Delegates from the National Federations in attendance at a meeting of the Congress.
- 37.13 If a member of the Audit Committee:
 - (a) dies whilst in office as a member of such Committee;
 - (b) resigns his or her office as a member of such Committee;
 - (c) is removed as a member of such Committee in accordance with article 37.12; or
 - (d) is otherwise unwilling or unable for a period in excess of one month to perform

the duties of his or her office as a member of such Committee for whatever reason;

then the remaining members of such Committee shall appoint such other person as they deem appropriately qualified to fill the vacant office on such Committee until the next Ordinary Congress meeting.

37.14 If all of the members of the Audit Committee, at or about the same time:

- (a) die whilst in office as members of such Committee;
- (b) resign their offices as members of such Committee;
- (c) are removed as members of such Committee in accordance with article 37.12; or
- (d) are otherwise unable or unwilling for a period in excess of one month to perform the duties of their offices as members of such Committee for whatever reason;

then the Board shall appoint such other persons as it may deem appropriately qualified to fill the vacant offices on such Committee until the next Ordinary Congress meeting.

37.15 The Finance Committee shall consist of the following three or more members:

- (a) a member of the Board who, where possible, possesses financial and/or accounting expertise; and
- (b) not less than two independent members possessing financial and accounting expertise.

37.16 The role of the Finance Committee shall be to:

- (a) provide advice with respect to IBA's finances and financial affairs to the Congress and the Board;
- (b) assess the viability of any projects in which IBA considers investing any money in excess of any threshold to be fixed by the Board; and
- (d) perform such other related duties and tasks as he or she may be entrusted with from time to time by the Board.

37.17 IBA's Chief Financial Officer or, where from time to time there may not be such an

Officer in the employ of IBA, the IBA employee primarily responsible for IBA's financial statements and accounting records, shall be obliged to join all meetings of the Audit Committee and of the Finance Committee unless excused by that Committee from doing so; and shall be entitled to speak but not to vote at such Audit Committee or Finance Committee meetings.

37.18 The Strategy Committee shall consist of the following three or more members:

- (a) a member of the Board who, where possible, possesses management, planning and visionary skills; and
- (b) not less than two independent members possessing management expertise.

37.19 The role of the Strategy Committee shall be to:

- (a) develop, together with the Secretary General IBA's long term strategic plan covering four years, and containing, at least key technical developments in the sport, key competitions, key measures to promote boxing internationally and a financial plan;
- (b) draw-up, together with the Secretary General and IBA Head Quarter annual plans on how to implement the long-term strategic plan through mid- and short-term goals;
- (c) report, on a quarterly basis, to the Secretary General, updated strategy and goals
- (d) report, at least once a year, to the Board, in order for the Board to approve the short-term, mid-term, and long-term strategy
- (e) prepare a report for approval by the Congress.

37.20 The members of the Finance Committee and of the Strategy Committee shall be appointed by the Board as soon as reasonably possible following each Election Congress Meeting and, subject to articles 36.23 and 36.24, shall serve terms of office ending at the conclusion of the following Election Congress Meeting,

37.21 A member of the Finance Committee of the Strategy Committee may only be removed as a member of such Committee by a motion of no confidence adopted by not less than two thirds of the Directors serving on the Board at the time of the adoption of such motion.

37.22 If a member of the Finance Committee or of the Strategy Committee:

- (a) dies whilst in office as a member of such Committee;
- (b) resigns his or her office as a member of such Committee;
- (c) is removed as a member of such Committee in accordance with article 36.23;
or
- (d) is otherwise unwilling or unable to perform the duties of his or her office as a member of such Committee for whatever reason;

then the Board shall appoint such other person as it deems appropriately qualified to fill the vacant office on such Committee until the next Election Congress Meeting.

38. LEGAL COUNSEL

38.1 The role of the Legal Counsel shall be to:

- (a) provide constitutional and legal advice to the Congress and the Board; and
- (b) perform such other related duties and tasks as he or she may be entrusted with from time to time by the Board.

38.2 The Legal Counsel, together with the Auditor, shall be entitled to attend and speak at meetings of the Congress and of the Board, but shall not be entitled to vote at such meetings.

39. IBA HEAD OFFICE

39.1 The administrative work of IBA shall primarily be conducted at the IBA Head Office by IBA's administrative staff under the direction of the Secretary General.

40. SECRETARY GENERAL

40.1 The role of the Secretary General shall be to:

- (a) provide administrative assistance and support to the Congress, to the Board and to the committees of IBA;
- (b) assist in securing the implementation of decisions taken by the Congress, the Board and the committees of IBA;
- (c) arrange for the taking and keeping of the minutes of the Congress, the Board

and the committees of IBA;

- (d) manage the IBA Head Office;
- (e) direct and supervise the work of IBA's administrative staff;
- (f) direct and supervise the preparation and management of IBA's accounts, and present a report of such accounts to each meeting of the Congress and of the Board;
- (g) supervise the storage and, where required, the retrieval of IBA's records and archives; and
- (h) perform such other duties and tasks as he or she may be entrusted with from time to time by the Board.

41. HONORARY POSITIONS AND AWARDS

41.1 Upon a motion moved by the Board, the Congress may confer on a person who:

- (a) has rendered outstanding service to IBA and/or the sport of boxing worldwide;
or
- (b) is otherwise deserving of such recognition;

an IBA Distinguished Service Award.

41.2 The Board may appoint person(s) as honorary Officials without any authority within IBA's organization to perform tasks entrusted to him or her by the Board, which may notably include, amongst others:

- (a) cooperation with the Confederation he or she belongs to, as well with National Federations affiliated to this Confederation;
- (b) cooperation with IBA partners and sponsors;
- (c) visiting various events as IBA representative.

41.3 Before being appointed at an honorary position, the concerned person must have successfully passed the integrity check as per the mechanism described in Articles 27.4 to 27.9.

42. FINANCIAL POLICY

42.1 IBA's financial year shall commence on 1 July in each year and end on 30 June in

the following year.

42.2 The Board shall ensure that proper accounts are kept for IBA.

42.3 The accounts of IBA shall be kept in accordance with:

- (a) IBA's budgetary requirements;
- (b) all applicable financial regulations; and
- (c) internationally recognised financial and accounting standards.

43. RESOURCES

43.1 The financial resources of IBA arise mainly from:

- (a) revenues generated from the exploitation of any of IBA's rights (including, but not limited to, its rights to competitions, licences, broadcasting rights and sponsorships);
- (b) gifts, legacies and donations received;
- (c) Annual Affiliation Fees paid;
- (d) all revenues received from the International Olympic Committee;
- (e) disciplinary fines paid; and
- (f) revenues derived from the delivery of IBA certification and other courses.

44. AUDITORS

44.1 IBA accounts shall be audited by an independent and qualified Auditor.

44.2 An audit report shall be presented each year to the Board not more than six months after the closing date for the IBA accounts, as well as to each Ordinary Congress meeting.

45. REVENUES FROM IBA COMPETITIONS AND OTHER EVENTS

45.1 All rights arising from, or associated with, IBA Competitions and all other IBA boxing related programs are owned by IBA. Such rights shall include, but are not necessarily limited to:

- (a) the right to receive all revenues generated by such IBA Competitions and IBA fitness boxing programs;
- (b) all sponsorship rights;
- (c) all marketing, merchandising and advertising rights;
- (d) all promotional rights;
- (e) all ticketing rights;
- (f) all hospitality and other concessional rights;
- (g) all broadcasting and visual, audio and data recording rights;
- (h) all other media and social media rights; and
- (i) all other intellectual property rights.

46. INTELLECTUAL PROPERTY RIGHTS

- 46.1 IBA exclusively owns and controls all intellectual property rights (trademark, design, patent or copyright) over:
- (a) its name and logo;
 - (b) any other design, symbol, trademark, mascot or emblem relating to IBA Competitions and IBA's other activities;
 - (c) any cup, trophy, sculpture or other items intended to be used as prizes during IBA Competitions; and
 - (d) any training material or other information about the sport of boxing published by IBA.
- 46.2 IBA may exploit any of the rights referred to in articles 44.1 and 45.1 in any manner which it from time to time considers of benefit to IBA and/or to the sport of boxing; including, but not limited to:
- (a) the sale, licensing or delegation of all or any part or parts of such right to another party or parties; and
 - (b) by joining with another party or parties in forming a corporate entity, a partnership or a joint venture to exploit such right or any part or parts of it.

47. IBA COMPETITIONS

- 47.1 The Board may make regulations governing the conduct of international boxing competitions.
- 47.2 No Director may be a member of any committee established by the Board pursuant to article 29.1(l) where the principal purpose of the Committee is to regulate technical and competition issues associated with boxing; including but not limited to:
- (a) technical or competition rules;
 - (b) refereeing and judging;
 - (c) coaching; and
 - (d) the training or deployment of Competition Officials.
- 47.3 No Director may be a Competition Official.

48. ETHICS, ANTI-DOPING AND DISCIPLINARY ISSUES

- 48.1 The Board – upon recommendation of the BIIU – shall adopt regulations to deal with:
- (a) ethical and disciplinary issues (including issues related to conflicts of interest) arising within IBA, the Confederations and the National Federations; and
 - (b) anti-doping issues.

49. COURT OF ARBITRATION FOR SPORT

- 49.1 Any dispute arising from the Constitution and the Regulations which cannot be settled amicably, will be submitted exclusively to CAS and resolved definitively in accordance with the Code of Sports Related Arbitration. The Panel will consist of three arbitrators and the proceeding will be in English.
- 49.2 Any final decision rendered by IBA may be submitted exclusively to CAS, which will resolve the dispute definitively in accordance with the Code of Sports Related Arbitration. The language of the proceeding shall be English. The time limit to appeal shall be 30 days after the reception of the decision to be appealed.
- 49.3 CAS shall decide the dispute according to this Constitution and the Regulations, as well as Swiss law.

50. DISSOLUTION

- 50.1 Any vote to dissolve IBA shall only be deemed to have been carried at a meeting of the Congress if the voting delegates from not less than three quarters of all National Federations in attendance at the meeting vote in favour of it.
- 50.2 If IBA is dissolved, it will go into liquidation in accordance with the provisions of Swiss law. Any surplus of assets after dissolution shall be distributed to another tax-exempt not-for-profit entity with a similar purpose or to the Canton of Vaud.

51. TRANSITIONAL PROVISIONS

- 51.1 For the purposes of these transitional provisions in this Constitution:

“2020 Constitution” means the Constitution of AIBA, adopted on December 13, 2020;

“AIBA Statutes” means the Statutes of AIBA, last revised in Moscow on November 11, 2018;

“Athletes’ Commission” means the Athletes’ Commission established in accordance with article 45.1 of the AIBA Statutes;

“Disciplinary Commission” means the Disciplinary Commission established in accordance with articles 47.1 and 47.2 of the AIBA Statutes;

“Disciplinary Committee” means the Disciplinary Committee established in accordance with articles 36.4 *et seq.* of the 2020 Constitution;

“Ethics Commission” means the Ethics Commission established in accordance with articles 47.1 and 47.2 of the AIBA Statutes;

“Ethics Committee” means the Ethics Committee established in accordance with articles 36.2 *et seq.* of the 2020 Constitution;

“Executive Committee” means the Executive Committee of AIBA constituted in accordance with article 34 of the AIBA Statutes.

- 51.2 Subject to the provisions contained in articles 50.3, and save only for articles 32.1, 32.2, 32.3, 33.1, 33.2, this Constitution shall enter into force at the conclusion of the Congress meeting during which it is adopted.

- 51.3 Articles 32.1, 32.2, 32.3, 33.1, 33.2, shall enter into force at the conclusion of the first Election Congress Meeting.
- 51.4 The two members of the Executive Committee elected to that Committee in accordance with article 34.1(c) of the AIBA Statutes and holding office as such immediately prior to the adoption of the 2020 Constitution shall be deemed for all purposes to be Directors and members of the Board of IBA under the Constitution until the conclusion of the election to elect the members of the Athletes' Committee conducted in accordance with article 50.20.
- 51.5 The President of IBA elected at the Congress meeting in December 2020 shall be deemed for all purposes following the adoption of the Constitution to be the President, a Director and a member of the Board of IBA under the Constitution until the conclusion of the first Election Congress Meeting following the adoption of the Constitution.
- 51.6 Subject to the requirements of articles 50.4 and 50.5, the members of the Executive Committee holding office as such immediately prior to the adoption of the 2020 Constitution shall be deemed for all purposes to be the remaining Directors and members of the Board of IBA under the Constitution until the conclusion of the first Election Congress Meeting following the adoption of the Constitution.
- 51.7 If, between the date of adoption of the 2020 Constitution and the conclusion of the first Election Congress Meeting, the President:
- (a) dies whilst in office;
 - (b) resigns his or her office as President;
 - (c) is otherwise unable or unwilling to exercise his or her powers as President for whatever reason;
- then the remaining members of the Board shall elect one of their number to assume, as Interim President, the office and powers of the President until the first Election Congress Meeting following the adoption of this Constitution.
- 51.8 At the latest by 31 December 2021, the Board shall give written notice to the National Federations notifying them of the convening by the Board of an Extraordinary Congress meeting with such meeting:
- (a) to commence no later than 30 June 2022; and

- (b) to be deemed and to serve as the first Election Congress Meeting for the purposes of the Constitution.
- 51.9 Even if the first Election Congress Meeting is an Extraordinary Congress, article 16.6 of the Constitution shall apply to such Congress.
- 51.10 The Boxing Independent Integrity Unit shall be constituted in the course of 2022, in order to become fully operational at the latest in December 2022. The Board shall be empowered to issue any decision in order to allow the implementation of the BIIU.
- 51.11 For as long as the Boxing Independent Integrity Unit is not fully operational:
 - (a) The Ethics Committee and the Disciplinary Committee shall remain in place and shall continue to be governed for all purpose by the 2020 Constitution.
 - (b) The Ethics Committee and the Disciplinary Committee shall exercise all tasks and have all attributions of the BIIU Compliance Unit under this Constitution. They shall continue to exercise all tasks and attributions entrusted to the Ethics Committee and the Disciplinary Committee under the Regulations;
 - (c) The tasks of the BIIU Nomination Unit shall be exercised by an "Interim Nomination Unit", consisting of three or more independent individuals appointed by the Board following the recruitment and recommendation of these persons by suitable independent experts of high international standing.
- 51.12 The members of the Ethics Commission holding office as such immediately prior to the adoption of the 2020 Constitution shall be deemed for all purposes to be members of, and to constitute, the Ethics Committee under the Constitution until the date on which the BIIU becomes fully operational.
- 51.13 The members of the Disciplinary Commission holding office as such immediately prior to the adoption of the 2020 Constitution shall be deemed for all purposes to be members of, and to constitute, the Disciplinary Committee until the date on which the BIIU becomes fully operational.
- 51.14 The members of the Athletes' Commission holding office as such immediately prior to the adoption of the 2020 Constitution shall be deemed for all purposes to be members of, and to constitute, the Athletes' Committee under the Constitution until an election is conducted to elect members of that Committee.
- 51.15 The election of the members of the Athletes' Committee referred to in article 50.19

shall be conducted in accordance with the Regulations governing the Athletes Committee.

- 51.16 The members of the Audit Committee shall be appointed by the Board on the occasion of the first Board meeting following the adoption of the revised Constitution in December 2021. They shall stay in place until the conclusion of the election at the Audit Committee to take place at the First Election Congress Meeting. For the avoidance of doubt, the first term of office until the First Election Congress Meeting shall not count as a prior term of office to determine the maximum number of terms of office in the meaning of article 37.11.
- 51.17 The members of the Finance Committee shall be appointed by the Board on the occasion of the first Board meeting following the adoption of the revised Constitution in December 2021. They shall stay in place until a Board meeting to take place after the First Election Congress Meeting, where the members of the Finance Committee will be appointed in accordance with article 37.20. For the avoidance of doubt, the first members of the Finance Committee may be eligible for reappointment.
- 51.18 The members of the Strategy Committee shall be appointed by the Board on the occasion of the first Board meeting following the adoption of the revised Constitution in December 2021. They shall stay in place until a Board meeting to take place after the First Election Congress Meeting, where the members of the Strategy Committee will be appointed in accordance with article 37.20. For the avoidance of doubt, the first members of the Strategy Committee may be eligible for reappointment.
- 51.19 Each Confederation shall:
- (a) amend its Constitution consistent with this Constitution; and
 - (b) elect its President in accordance with its constitution as so amended by no later than the date of the First Election Congress meeting.
- 51.20 The President of each Confederation elected in accordance with article 50.26(b) shall hold office as President of his or her Confederation pursuant to its constitution immediately following such election; save that he or she shall not be entitled to take his or her place as a Director on the Board in accordance with article 25.1(b) until the conclusion of the first Election Congress Meeting following the adoption of this

Constitution or the date on which the Vice President (in the meaning of art. 34.1(a)(ii) of the IBA Statutes) affiliated to that Confederation ceases to be in office, for any reason, whichever the earlier. Notwithstanding the foregoing, the newly elected President of each Confederation shall attend and may speak at meetings of the Board before being entitled to take his or her place as a Director but may not vote at such meetings.

This Constitution has been adopted on the occasion of the IBA Virtual Congress Meeting, on 13 December 2020 and amended on the occasion of the IBA Virtual Extraordinary Congress Meeting, on 12 December 2021.