

# **IBA REGULATIONS ON CORPORATE GOVERNANCE COMMITTEES**



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## INTRODUCTION

The Constitution in article 37.1 provides that IBA shall have the Corporate Governance Committees, such as the Athletes' Committee, and the Finance Committee. In accordance with article 30.1 (f) of the Constitution, the Board of Directors ("**Board**") has the power to 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 IBA and the sport of boxing worldwide. The purpose of these Regulations is to govern the work of the Finance Committee. These Regulations do not regulate the Athletes' Committee, which is regulated by separate document (Athletes Committee Regulations) as per article 27.3 of the Constitution.

### 1. INTERPRETATION

1.1 Capitalized terms used in these Regulations shall have the meaning ascribed to them in the Constitution, unless otherwise provided herein.

1.2 The following terms used in these Regulations have the meanings ascribed to them in this article:

"**BIIU**" means the Boxing Independent Integrity Unit established in accordance with article 36 of the Constitution;

"**CAS**", means the Court of Arbitration for Sport, with seat in Lausanne, Switzerland;

"**Constitution**" means the IBA Constitution adopted by the Congress in edition adopted on 11 December 2022 with any further amendments;

"**Corporate Governance Committee**" means the Athletes' Committee and the Finance Committee;

"**Finance Committee**" means the IBA Finance Committee established in accordance with article 37.1(b) of the Constitution;

"**Regulations**" means these IBA Regulations on Corporate Governance Committees;

1.3 In these Regulations, unless otherwise specified:

a) references to articles are references to articles in these Regulations;

b) reference(s) 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; and
- d) in the event of any inconsistency between these Regulations and the Constitution, the Constitution shall prevail.

1.4 All headings and titles in these Regulations have been inserted for ease of reference only and may not be considered as an aid to its interpretation.

## **2. CORPORATE GOVERNANCE COMMITTEES**

2.1 Pursuant to article 37.1 of the Constitution, the following committees shall be the Corporate Governance Committees of IBA:

- (a) the Athletes' Committee;
- (b) the Finance Committee.

2.2 For the avoidance of doubt, these Regulations do not regulate the Athletes' Committee which is regulated by the Athletes Committee Regulations as per article 27.3 of the Constitution. These Regulations are applied only to the Finance Committee.

2.3 The Corporate Governance Committees have a role established in the Constitution. A Corporate Governance Committee cannot extend its role on its own discretion. The Congress and/or the Board may instruct a relevant Committee with a specific task close in its meaning to an activity of such Committee established by the Constitution.

2.4 The Corporate Governance Committees, during their work and as part of their functions, shall assist IBA and do everything possible to perform its mission and to achieve its objectives, being internal advisory bodies of IBA, and refrain from any action that could be detrimental to those objectives. Inside and outside IBA, they shall know and comply with all applicable laws and regulations, as well as with IBA's internal rules and regulations, such as these regulations, the IBA Disciplinary and Ethics Code amongst others.

## **3. RULES GOVERNING THE COMPOSITION OF FINANCE COMMITTEE**

3.1 Composition of the Finance Committee is established in articles 37.5 of the Constitution. Only 1 (one) Director can be a member of the Finance Committee.

3.2 As per article 37.8 of the Constitution, the members of the Finance Committee shall be appointed

by the Board as soon as reasonably possible following each Election Congress Meeting and, subject to article 37.10 of the Constitution, shall serve terms of office ending at the conclusion of the following Election Congress Meeting.

- 3.3 Save as may otherwise be provided, the Board shall appoint the members of the Finance Committee following a transparent call for candidates and an application procedure. National Federations, Continental Confederations, the members of the Board, as well as the existing members of concerned Committee shall be entitled to offer candidates to the Board.
- 3.4 Fair representation of the Confederations and both genders shall be achieved.
- 3.5 No call for a candidate is required when a Director (or if applicable the Legal Counsel, or the Secretary General & CEO) is appointed at the Finance Committee.
- 3.6 Before being appointed at the Finance Committee, all candidates must have successfully passed the integrity check as per the mechanism described in articles 27.4 to 27.9 of the Constitution.
- 3.7 A member of the Finance Committee may only be removed as a member of such Committee by a motion of no confidence adopted by at least 2/3 (two thirds) of the Directors serving on the Board at the time of the adoption of such motion.

#### **4. ELIGIBILITY**

- 4.1 A candidate to a Corporate Governance Committee shall meet eligibility criteria specified below which are similar to those established in articles 27.6, 27.7 and 27.8 of the Constitution.
- 4.2 To be eligible to be appointed as a member of a Corporate Governance Committee, a candidate must:
  - (a) be nominated in these Regulations;
  - (b) not have reached the maximum number of terms of office;
  - (c) have successfully passed the integrity check conducted by the BIIU Nomination Unit with the support of the Independent Vetting Firm and have provided his written consent to said process;
  - (d) collaborate to establish the relevant facts. In particular, they shall comply, upon reasonable notice, with requests for any documents, information or any other material of any nature held by them. In addition, they shall comply with the procurement and provision of documents, information or any other material of any nature not held by them but which they are entitled to obtain;

(e) be in compliance with all requirements of the Constitution and the regulations that apply to candidates to an office.

4.3 The BIIU Nomination Unit with the support of the Independent Vetting Firm shall conduct an integrity check of all candidates to become a member of a Corporate Governance Committee to ensure that each candidate:

- (a) meet the high standards of conduct, reputation and integrity required of a member of a Corporate Governance Committee;
- (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 member of a Corporate Governance Committee at IBA or could cause a Conflict of Interest.

4.4 The criteria to be used to assess if a candidate meets the criteria listed under article 4.2 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 IBA 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 or 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;
- (e) is unwilling or unable to deal with any potential or actual Conflict of Interest.

4.5 The BIIU Nomination Unit shall determine whether or not each candidate for election to office

on a Corporate Governance Committee satisfies the eligibility criteria contained in articles 4.1, 4.2 and 4.3 of the above and shall provide its determination to the IBA Head Office. Should the BIU Nomination Unit decide that a candidate 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 or Confederation) 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. The Statement of Appeal shall be considered the Appeal Brief and the IBA will file its Response within 4 (four) days of receiving the Appeal Brief.

## **5. TERM OF OFFICE**

5.1 As per article 37.8 of the Constitution, the term of office of each member of the Finance Committee shall:

- (a) commence immediately upon that member's appointment to such Committee; and
- (b) end the conclusion of the following Election Congress Meeting.

5.2 For the purpose of rotation professionals in the Committee, no member of the Finance Committee may serve more than 2 (two) consecutive terms of office on such Committee.

## **6. CHAIRPERSON AND VICE CHAIRPERSON**

6.1 The Board shall appoint the Chairperson and Vice-Chairperson of the Finance Committee. Where it is possible, the Board shall appoint the Chairperson and Vice-Chairperson of different genders.

6.2 The Chairperson of the Finance Committee shall:

- (a) with the assistance of the IBA Head Office, take all steps which may be necessary in preparation for meetings of such Committee;
- (b) chair the meetings of such Committee, save as provided by article 6.3;
- (c) lead the discussion and ensure a smooth running of the meetings of the Committee;
- (d) sign on behalf of the Committee the minutes of each meeting;
- (e) inform the members of the Committee about any special matter that falls within the scope of the Committee's role;

- (f) act as main IBA contact person of the Committee, to be a spokesperson and report to the Congress and the Board on the activities of the Committee; and
- (g) entrust a part of his powers to the Vice-Chairperson of the Committee.

6.3 In the event that the Chairperson of the Finance Committee cannot perform his or her duties, the Vice-Chairperson shall act as Chairperson of the Committee. In the event that both the Chairperson and the Vice-Chairperson cannot perform their duties, the members of the Committee shall appoint an acting Chairperson from amongst their own number. An acting Chairperson of the meeting shall then exercise the duties referred to in article 6.2.

## **7. MEMBERS OF THE FINANCE COMMITTEE**

7.1 A member of the Finance Committee shall be entitled to:

- (a) participate in the meetings of such Committee;
- (b) be informed on the date, form and place of each meeting along with its the agenda as per article 10.5;
- (c) propose an item to the agenda;
- (d) participate in the discussions during the meetings, unless otherwise provided for in these Regulations;
- (e) receive a draft of the minutes of each meeting, and provide necessary commentaries in respect of such draft;
- (f) do not disclose confidential information as established in article 9.10 of these Regulations;
- (g) perform specific duties within the Finance Committee entrusted by Chairperson.

7.2 A member of the Finance Committee shall act in compliance with the Constitution, these Regulations and other IBA regulations (including IBA Disciplinary and Ethics Code), always being loyal to the IBA and its interests. A member of the Finance Committee shall recognise jurisdiction of the BIIU.

## **8. OFFICIAL LANGUAGES**

8.1 As provided by article 6.2 of the Constitution, English is the official working language at all meetings of the Corporate Governance Committees. All minutes, correspondence, announcements, and decisions of such Committees shall be in English. Each member of a



Committee is responsible for acquiring, where possible with the assistance of the IBA Head Office, translations of Committee documents from English into his or her language if required.

8.2 In exceptional circumstances, the IBA Head Office may provide a translation to Arabic, French, Russian and Spanish during the meeting of the Corporate Governance Committees.

## 9. MEETINGS

9.1 The Finance Committee shall meet whenever necessary but, in the absence of extraordinary circumstances and save as may otherwise be provided, they must meet at least 2 (twice) every year.

9.2 The Finance Committee meetings may be conducted in person, hybrid or online by audio-visual link.

9.3 If in person meeting requires a traveling and other expenses to be covered by IBA, such meeting shall be decided only after consultations with the President or Secretary General & CEO in case and only if such expenses confirmed.

9.4 Except for interpreters, accompanying persons or substitutes are not admitted to such meetings unless authorised by the Chairperson or specified in these Regulations. The General Secretary & CEO and/or a person from the IBA Head Office responsible for liaison with the Finance Committee (hereinafter – “**Liaison Person**”) shall be entitled to participate any meeting of the Finance Committee. The Chairperson of the Finance Committee and/or the Secretary General & CEO may invite interested parties to attend the meeting if deemed necessary.

9.5 Where it is necessary, members of the Finance Committee shall be entitled to communicate between each other by means of email and in very informal circumstances, by a group of WhatsApp/Telegram in which all the members shall form part.

9.6 Attendance at a meeting of the Finance Committee is mandatory for all such Committee’s members. If a member of the Finance Committee is unavailable to attend a meeting, he or she shall excuse himself or herself from the meeting in advance by so informing the Chairperson. Repeated failures to attend meetings of the Finance Committee without valid excuses, as well as a failure to attend 3 (three) meetings of the Finance Committee during a term of office, may be grounds to remove such member from the office as provided in the Constitution.

9.7 A quorum for a meeting of the Finance Committee shall be constituted by the attendance at such meeting of not less than  $1/2 + 1$  (half plus one) of the Finance Committee’s members.

- 9.8 A meeting of the Finance Committee:
- (a) may be convened by the Chairperson of his or her own motion if he or she considers that such a meeting is necessary or desirable;
  - (b) must be convened by the Chairperson or the Secretary General & CEO in response to a request by the President or by the Board, or if not less than  $1/3 + 1$  (one third plus one) of the Finance Committee's members request such a meeting.
- 9.9 All members of the Finance Committee shall be entitled to vote on all matters put to a vote at the meetings; save only that any Committee member with a conflict of interest regarding such matter shall not be entitled to vote on the same.
- 9.10 Any deliberations of the members of the Finance Committee at the meetings or exchange of emails among between these members shall be and remain confidential.
- 9.11 Decisions of the Finance Committee shall be taken by majority votes of those present at the meetings of such Committee.
- 9.12 Members of the Finance Committee may, by a majority vote of those present at any of such Committee's meetings, direct that:
- (a) the minutes of the meeting, or a part or parts thereof;
  - (b) a report of the deliberations of the Committee at such meeting; and/or
  - (c) a note of any recommendation taken by the Committee at such meeting;
- be made public.

## **10. ADMINISTRATION**

- 10.1 The IBA Head Office through a Liaison Person shall be responsible for supporting the work of the Finance Committee, including by assisting with the organisation of meetings and with the drafting of minutes where appropriate.
- 10.2 The President or Secretary General & CEO will appoint a Liaison Person for the Finance Committee, and such person shall be present at each meeting.
- 10.3 Any communication between the Finance Committee and the IBA Head Office shall be conducted through the Chairperson, from the side of a Committee; and through a Liaison Person, from the side of the IBA Head Office. Any communication of the Finance Committee with other IBA Committees, consultants, contractors and any third party shall be conducted through a

Liaison Person based on request of the Chairperson.

- 10.4 The IBA Head Office shall provide to the Finance Committee upon request of its Chairperson any document at the possession of the IBA Head Office (unless this document is confidential) which directly concerns a role of a relevant Committee, and which is necessary for an item included into the agenda of any meeting. Where it is necessary, the Chairperson of the Finance Committee and the Secretary General & CEO will discuss in a good faith which documents shall be provided to a Committee.
- 10.5 The Chairperson of the Finance Committee through a Liaison Person shall send to the members of such Committee an invitation on each meeting (specifying the date, form and place) along with its the agenda at least 2 (two) weeks in advance of the Committee's meetings save in the case of urgent meetings, and receive documents related to each item of the agenda (where it is necessary) at least 7 (seven) days before the meeting, unless a shorter notice of the meeting is issued. If necessary, mentioned deadlines may be reduced by the Chairperson of relevant Committee.
- 10.6 Minutes of the Finance Committee meetings shall be sent to the members of the Committee where possible within 2 (two) weeks following each such meeting. Members of such Committee shall then be invited to make further comments in order for the minutes to be approved by the members of the Committee (by email vote) within 2 (two) weeks (unless otherwise decided by the Chairperson) following their circulation to the members.
- 10.7 Minutes of the Finance Committee meetings shall be signed by its Chairperson (or by his or her replacement where necessary).

## **11. IBA RESOURCES**

- 11.1 The Finance Committee may use IBA resources (including but not limited, IBA office space, consultants and contractors, ticketing and accommodation etc.) only with permission of the President or Secretary General & CEO.
- 11.2 The Finance Committee may hold events from time to time, however, a written prior permission of the President or Secretary General & CEO shall be necessary. When such event is confirmed, IBA Head Office will be responsible for its organization and supervising with the purpose to achieve the highest standards of any IBA related event.
- 11.3 Any third party, where it is necessary, may be involved to a work of the Finance Committee only subject to a signature of non-disclosure agreement provided by the IBA Head Office and only

after written prior permission of the President or Secretary General & CEO.

- 11.4 If a decision of the Finance Committee affects IBA budget, such decision shall be ratified by the Board otherwise it shall be null and void.

## **12. TRAVEL AND ACCOMMODATION EXPENSES**

- 12.1 The IBA Financial Regulations, in particular article 11, shall apply regarding travel and accommodation costs, and/or payment of *per diem* amounts, in relation to meetings of the Finance Committee. No *per diem* shall be paid for online participation at the meeting.

- 12.2 The Board may decide to pay additional monies to the members of the Finance Committee, or to allocate a budget to the Finance Committee to be distributed by the Secretary General & CEO after consultations with the Chairperson, if specific projects or activities are planned, if the Finance Committee is expected to perform a large amount of work, or if the Finance Committee includes highly qualified independent member.

## **13. MISCELLANEOUS**

- 13.1 For the avoidance of any doubt, the first term of office of the members of the Finance Committee established in 2022 under the IBA Constitution 2021 shall be taken into consideration for the purpose of determining the maximum number of consecutive terms of office. Any previous term of the office in similar IBA Committee before 2021 shall not be taken into consideration.

- 13.2 In the event these Regulations are translated into a different language or languages, the English version shall prevail.

- 13.3 These Regulations have been adopted by the Board on 8 December 2023. They come into force only upon approval of the Constitution submitted to the vote of the National Federations at the Congress on 9 December 2023 and they shall replace, the IBA Regulations on Corporate Governance Committees approved on 9 February 2023