



In force from July 1, 2013  
As amended to October 24, 2021

# CONSTITUTION

OF THE ASSOCIATION OF NATIONAL OLYMPIC COMMITTEES



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## Preamble

This is the Constitution of the Association of National Olympic Committees.

The Association was founded by all National Olympic Committees then recognized by the IOC at a General Assembly held in San Juan, Puerto Rico on 26-27 June, 1979.

## Definitions and Interpretation

**Definitions:** In this Constitution the following terms have the following meanings:

**“ANOC”** and **“ACNO”** mean the Association of National Olympic Committees.

**“ANOCA”** means the Association of National Olympic Committees of Africa.

**“Association”** means the Association of National Olympic Committees.

**“Bye-Laws”** means the bye-laws of the Association enacted by the Executive Council.

**“Casual Vacancy”** means a vacancy as described in Rule 13.9.

**“Continent”** means a geographical region of the World over which each Continental Association has jurisdiction.

**“Continental Associations”** means ANOCA, OCA, PASO, ONOC and EOC which have been recognised by the IOC.

**“Constitution”** means this Constitution.

**“EOC”** means the European Olympic Committees.

**“Executive Council”** means the organ of the Association described in Rule 13.

**“Extraordinary General Assembly”** means a General Assembly which must be specifically convened in accordance with Rule 12.8 and following.

**“General Assembly”** means the organ of the Association described in Rule 12 which meets in an Ordinary General Assembly or an Extraordinary General Assembly, unless otherwise required by the context.

**“Honorary Position”** means the status granted to a person in accordance with Rule 15.

**“IOC”** means the International Olympic Committee.

**“Majority”** means a number that is greater than one-half. Where the calculation of a specified Majority or number results in a fractional number, the number required is the fractional number rounded up to the next whole number.

**“Members”** means NOCs and Continental Associations which are members of the Association as described in Rule 7.

**“NOC”** means a National Olympic Committee.

**“OCA”** means the Olympic Council of Asia.

**“Olympic Charter”** means the IOC Olympic Charter.

**“Olympic Movement”** means the organizations, athletes and other persons who agree to be guided by the Olympic Charter as described in the Olympic Charter.

**“Olympic Solidarity”** means Olympic Solidarity as described in the Olympic Charter.

**“ONOC”** means the Oceania National Olympic Committees.

**“Ordinary General Assembly”** means a General Assembly held annually in accordance with Rule 12.2 and following.

**“PASO”** means the Pan American Sports Organization.

**“President”** and **“ANOC President”** mean the President of the Association.

**Interpretation:** The Constitution shall be interpreted as follows:

Any reference to any law, act, regulation, rule, Bye-law, or the Olympic Charter, includes any amendment to it and any replacement passed in substitution for it.

The plural includes the singular and vice versa and words of the masculine gender include the feminine and vice versa unless the context requires otherwise.

Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

The Preamble in this Constitution is included by way of background and the headings are inserted for convenience. Neither the Preamble nor the headings shall affect the construction or interpretation of this Constitution.

Any reference to a Rule number is a reference to a rule in this Constitution, unless expressly stated otherwise.

# Rules

## 1 Name, Emblem and Flag

- 1.1 **Name:** The name of the Association in the three official languages of the Association is:  
Association of National Olympic Committees (ANOC)  
Association des Comités Nationaux Olympiques (ACNO)  
Asociación de Comités Olímpicos Nacionales (ACNO)
- 1.2 **Emblem, Flag, etc.:** The Association shall have such emblems, colours, logos, marks and flags as may be determined by the Executive Council and approved by the General Assembly.

## 2 Headquarters and Offices

- 2.1 **Headquarters:** The headquarters of the Association shall be in Lausanne, Switzerland and may be transferred to another location by decision of the Executive Council.
- 2.2 **Sub-offices:** The Association may have, subject to the approval of the Executive Council, a sub-office at or in the general vicinity of the place where the President resides, and such other sub-offices at such locations as may be approved by the Executive Council.

## 3 Legal Status

- 3.1 **Status:** The Association is an international not-for-profit non-governmental organization governed by, and registered in the register of companies under the terms of article 60 and following of the Swiss Civil Code. It has its own legal personality.
- 3.2 **No Personal or NOC Liability:** The NOCs, Executive Council members, officers and employees of the Association are not liable for the debts or any legal liabilities of any kind of the Association.
- 3.3 **Duration:** The duration of the Association is indefinite.

## 4 Languages

- 4.1 **Official Languages:** The official languages of the Association are English, French and Spanish.
- 4.2 **Divergence of Texts:** In the event of any divergence between the English, French and Spanish texts of this Constitution or any other ANOC document, the English text shall prevail.
- 4.3 **Interpretation at General Assemblies:** At General Assemblies simultaneous interpretation shall be provided in French, English, Spanish, German, Russian, and Arabic.

## 5 Objects

- 5.1 The objects of the Association are to:
  - a. serve, promote and protect the common and collective interests of the NOCs;
  - b. collaborate with, and be recognised by, the IOC to advance and promote the goal of the Olympic Movement and its fundamental principles in accordance with the Olympic Charter;
  - c. collaborate with Olympic Solidarity to advance programmes that support and improve the wellbeing of NOCs and ensure the effective distribution of resources to NOCs;
  - d. promote in collaboration with the IOC universal principles of good governance within NOCs;
  - e. collaborate with the Continental Associations and co-operate with other organizations which form part of the Olympic Movement;
  - f. discourage and deter all forms of unlawful discrimination, on the grounds of race, religion, politics, gender or otherwise;
  - g. create and confer awards consistent with the objects of the Association;
  - h. organise any and all kinds of events, functions, festivals and activities;and do all such other acts and things incidental to the attainment of these objects.

## 6 Powers

- 6.1 The Association has the fullest powers, jurisdiction and authority and, except as restricted by this Constitution, may do all and any things to carry out its objects.

## 7 Members (NOCs and Continental Associations)

- 7.1 Every NOC recognised by the IOC is a Member of the Association, subject to this Constitution.
- 7.2 Every Continental Association recognized by the IOC is a Member of the Association, subject to this Constitution.

## 8 NOCs and Continental Associations Rights and Obligations

- 8.1 **Rights:** Each NOC shall have the rights specified in this Constitution and the right to maintain full independence and autonomy in the governance and management of its NOC.
- 8.2 **Obligations:** Each NOC and Continental Association shall observe, respect and comply with this Constitution, any Bye-laws of the Association, and decisions of the General Assembly and the Executive Council made in accordance with this Constitution.

## 9 Resignation, Suspension and Expulsion

- 9.1 **Resignation:** A NOC or Continental Association may resign its membership upon giving notice of its resignation to the Association and shall cease to be a Member of the Association on the date specified in the notice or on the earlier date of acceptance of the resignation by the Executive Council.
- 9.2 **Loss of Membership:** If at any time a NOC or Continental Association ceases to be recognised by the IOC, or is dissolved, disbanded, or otherwise ceases all operations, the NOC or Continental Association, as the case may be, shall automatically cease to be a Member of the Association.
- 9.3 **Reprimand, Suspension and Expulsion:** If at any time a NOC or Continental Association, in the opinion of the Executive Council, has:
  - a. acted in contravention of this Constitution or any Bye-Laws of the Association, or any decisions of the General Assembly or the Executive Council; and/or
  - b. acted in a manner which has brought or brings disrepute to the Association or in any way has acted in manner prejudicial to the interests of the Association;

the Executive Council may reprimand and/or suspend the rights and privileges of that NOC's or Continental Association's membership in the Association with immediate effect until the next Ordinary General Assembly or an Extraordinary General Assembly called for the purpose of considering the matter of the NOC's or Continental Association's suspension. At such General Assembly the NOCs shall determine whether:



- i. the suspension will end; or
  - ii. the suspension will continue and if so, the period of such suspension as determined by the General Assembly; or
  - iii. the NOC or Continental Association be expelled from membership of the Association; and
  - iv. if the suspension ends or continues, whether the NOC or Continental Association should be reprimanded.
- 9.4 **Required Vote for Expulsion:** Any decision by the General Assembly under Rule 9.3.iii must be passed by an affirmative vote of at least three-quarters of the total number of NOCs that are Members of the Association.
- 9.5 **Opportunity to be Heard:** Before deciding to reprimand, suspend or expel a NOC or Continental Association under Rule 9.3, the Executive Council must provide the NOC or Continental Association with a reasonable opportunity to be heard before the Executive Council and the General Assembly, as is applicable, in accordance with the principles of natural justice.
- 9.6 **Consequences of Expulsion:** Upon expulsion the NOC or Continental Association, as the case may be, shall cease its participation in all activities of the Association and, subject to Rule 10.1, cease to be a Member of the Association.

## 10 Continuing Obligations

- 10.1 Without in any way limiting the obligations of a NOC or Continental Association that wishes to resign or is expelled from membership, any financial obligations owed to the Association remain owing by the NOC or Continental Association, as the case may be, notwithstanding the resignation or expulsion of the NOC or Continental Association from the Association.

## 11 Governing Bodies

- 11.1 The governing bodies of the Association are the General Assembly and the Executive Council.

## 12 General Assembly

- 12.1 **General Assembly:** The General Assembly is the supreme governing body of the Association. Meetings of the General Assembly shall either be convened as an Ordinary General Assembly or as an Extraordinary General Assembly.
- 12.2 **Ordinary General Assembly:** The NOCs and Continental Associations shall meet in an Ordinary General Assembly once each calendar year. Every four years the Ordinary General Assembly shall include the elections of the President, the Senior Vice President, and such other members of the Executive Council as may be required by law.
- 12.3 **Notice of Ordinary General Assembly:** Subject to Rule 12.9, a notice calling an Ordinary General Assembly stating the date, time and venue, or means in the case of the applicability of Rule 12.17, shall be sent to the NOCs and Continental Associations at least 120 days prior to the General Assembly.
- 12.4 **Creation of Agenda for Ordinary General Assembly:** The Executive Council shall determine the agenda for an Ordinary General Assembly. A NOC may submit to the Executive Council written proposals for items of business (including proposed amendments to the Constitution) to be considered at an Ordinary General Assembly at least 60 days prior to the Assembly. If the NOC's proposals are supported in writing by at least 5 other NOCs, the proposed items of business shall be added to the agenda of the Assembly. If the NOC's proposals are not supported in writing by at least 5 other NOCs, it shall be in the discretion of the Executive Council to decide whether or not to add any such proposed items of business to the agenda of the Assembly.
- 12.5 **Agenda to be Sent:** The agenda containing items of business with supporting papers shall be sent to all NOCs and Continental Associations at least 30 days prior to the date of the Assembly.
- 12.6 **Agenda to Include:** The agenda for an Ordinary General Assembly shall include the following items:
- a. approval of the minutes of the previous General Assembly;
  - b. President's report;
  - c. Secretary General's report;
  - d. any appointments of persons to Honorary Positions upon the recommendation of the Executive Council;
  - e. presentation of the audited annual financial statements covering the last completed financial year;
  - f. appointment of an auditor recommended by the Executive Council;

- g. any elections as set out in this Constitution;
  - h. any amendments to this Constitution properly brought before the meeting; and
  - i. any other matters properly brought before the meeting.
- 12.7 **Restriction:** At an Ordinary General Assembly only items of business on the agenda may be considered unless:
- a. the President considers that a matter is urgent and needs to be added to the agenda, and a Majority of NOCs present agree to its addition; or
  - b. a NOC requests that a matter be added to the agenda and at least three-quarters of the NOCs present agree to its addition.
- 12.8 **Extraordinary General Assembly:** The NOCs and Continental Associations shall meet in an Extraordinary General Assembly upon requisition of a meeting by:
- a. resolution of the Executive Council; or
  - b. written request of at least one-third of the total number of NOCs, which must include NOCs from at least three Continental Associations.
- 12.9 **Requisition for Extraordinary General Assembly:** A requisition to meet in an Extraordinary General Assembly under Rule 12.8 shall specify the matters to be considered at the meeting. An Extraordinary General Assembly shall:
- a. be convened by the Secretary General upon receiving a requisition to so do under Rule 12.8, by the giving notice of the meeting at least 45 days prior to the meeting;
  - b. be held within 3 months of the date of receipt of the requisition for the meeting; and
  - c. only consider the matters specified in the requisition for the meeting together with any additional matters requested by the Executive Council which shall be stated in the notice of meeting, unless there is unanimous agreement of the NOCs present at the meeting to consider additional matters.
- 12.10 **Venue:** The venue, or means of holding the General Assembly in the case of the applicability of Rule 12.17, of a General Assembly shall be determined by the Executive Council.
- 12.11 **Quorum:** The quorum for a General Assembly shall be a Majority of the total number of NOCs that are Members of the Association. If a quorum is not present at the scheduled time for commencement of the General Assembly, it shall be adjourned and reconvened to a time not later than 48 hours after the scheduled time for commencement. The quorum of any such adjourned meeting shall be the same quorum as for the original meeting.

- 12.12 **Continuance of Quorum:** If a quorum is present at the commencement of a General Assembly, the General Assembly may proceed even if a quorum is not present throughout the meeting provided that at least one-third of the total number of NOCs that are Members of the Association including NOCs from at least three Continental Associations are present.
- 12.13 **Attendance:** The following persons are entitled to attend a General Assembly:
- a. up to two delegates appointed by each NOC to represent it. No delegate may represent more than one NOC at any one General Assembly. Each delegate has the right to speak;
  - b. Continental Associations are represented by their respective ANOC Continental Vice Presidents or in the case of the absence of an ANOC Continental Vice-President by such other member of the Executive Council from his or her Continent as he or she may designate, each of whom shall have the right to speak;
  - c. members of the Executive Council and any persons holding Honorary Positions in the Association, each of whom shall have the right to speak at a General Assembly; and
  - d. such other persons who are invited by the President or the Executive Council who shall have the right to observe the proceedings of the General Assembly and to speak if invited to do so by the chairperson of the meeting.
- 12.14 **Voting:** Each NOC shall be entitled to have one vote and either delegate of a NOC may cast the vote of the NOC. Continental Associations do not have a right to vote. Voting by proxy is not permitted. Except as provided otherwise in this Constitution, a proposed resolution shall be passed if a Majority of the votes cast at the meeting vote in favour of it. The manner of voting shall be determined by the chairperson of the meeting for all resolutions except in the following circumstances when voting shall be conducted by secret ballot, unless specified otherwise in this Constitution:
- a. the elections of President and Senior Vice President; and
  - b. a vote on any other matter if requested by at least one NOC and approved by a Majority of the NOCs present.
- 12.15 **Elections:** Elections for the President and Senior Vice President at a General Assembly shall always be held by secret ballot. The General Assembly shall first elect the President followed by the Senior Vice President and then any other members of the Executive Council who are required by law to be elected. A candidate must receive a Majority of the votes cast in order to be elected. If no candidate receives a Majority of the votes cast, the candidate receiving the smallest number of votes on each ballot shall be eliminated until one candidate receives a Majority of the votes cast.

- 12.16 **Remote Participation:** Subject to Rule 12.17, if ANOC makes available a telephonic, video conference, or other electronic communication facility that enables all persons entitled to attend and participating in a General Assembly to hear each other and have their voice heard effectively and simultaneously, any person, NOC, or Organization entitled to attend the General Assembly may do so by means of the just described communication facility that ANOC has made available. Notice of the General Assembly must be given as hereinbefore provided and any person, NOC, or Organization participating in this manner at a General Assembly shall constitute the presence of that person, NOC, or Organization at that General Assembly
- 12.17 **General Assembly by Virtual Means:** The Executive Council may determine that a General Assembly shall be held entirely by means of telephonic, video conference, electronic or other communication facility that enables all persons entitled to attend and to participate in the General Assembly to hear each other and to have their voice heard effectively and simultaneously during the meeting. However, a General Assembly at which the election of the President is to take place, whether it be on the occasion of the quadrennial election of the President or the election of a President to fill a casual vacancy, shall only be held entirely or partly by means of telephonic, video conference, electronic or other communication facility if it is determined by the Executive Council that because of a pandemic or a force majeure of any kind that impacts on the ability to hold an in person General Assembly, it is appropriate that the General Assembly be held entirely or partly by means of telephonic, video conference, electronic or other communication facility.
- 12.18 **Remote Attendance and Virtual General Assembly Votes:** For the purposes of the above Rules 12.16 and 12.17, the telephonic, video conference, electronic or other communication facility must permit votes to be conducted at the General Assembly through the communication facility such that:
- a. the votes are gathered in a manner that permits their subsequent verification; and
  - b. the tallied votes may be presented to the General Assembly in the event of a secret ballot without it being possible for ANOC to identify how a voter cast their vote.
- 12.19 **Resolutions Between General Assemblies:** If in the opinion of the President an urgent or important matter arises between General Assemblies which requires a decision of the NOCs before the next Ordinary General Assembly or before an Extraordinary General Assembly can be called or it is not practicable for an Extraordinary General Assembly to be called, then the President may seek approval of a resolution by the NOCs by:
- a. a resolution in writing signed and approved by all NOCs entitled to vote on the resolution. Any such resolution in writing originally signed or transmitted by email, facsimile or other forms of visible or other electronic communication shall be valid as if it had been passed at a General Assembly. Any such resolution may be signed or transmitted in counterparts,

consisting of several documents in the same form each signed or transmitted by one (1) or more NOCs.

- b. a resolution by email or others electronic means of voting. At least 72 hours from the time the proposed resolution is sent for electronic vote, shall be provided to NOCs to enable them to cast a vote under this Rule. At least two-thirds of the total number of NOCs that are Members of the Association must be in favour of a resolution voted on under this Rule for it to be passed.

**12.20 Powers of General Assembly:** The powers of the NOCs in a General Assembly or by resolution are to:

- a. elect the President and Senior Vice President;
- b. elect such other members of the Executive Council, as may be required by law;
- c. reprimand, suspend or expel NOCs and Continental Associations;
- d. elect persons to Honorary Positions upon the recommendation of the Executive Council;
- e. recommend to the IOC a representative of the Association to be an IOC Executive Board member;
- f. receive and consider the annual audited financial statements;
- g. appoint an auditor, upon the recommendation of the Executive Council;
- h. amend this Constitution;
- i. remove any member of the Executive Council or the Executive Council as a whole;
- j. dissolve the Association.

These powers shall be exercised in the manner specified in this Constitution.

**12.21 Removal of Executive Council:** Provided that proper notice is given under this Constitution, the NOCs in a General Assembly may remove any member of the Executive Council or the Executive Council as a whole prior to the expiry of their terms of office if the General Assembly decides that a member of the Executive Council or the Executive Council as a whole, has been unable, or has failed without acceptable excuse, to fulfil the duties of an Executive Council member or the Executive Council as a whole. Any decision by the General Assembly under this Rule must be passed by an affirmative vote of at least three-quarters of the total number of NOCs that are Members of the Association. Before deciding on the removal of a member of the Executive Council or the Executive Council as a whole under this Rule, the member concerned or the Executive Council as a whole, as the case may be, must be given on reasonable notice:

- a. particulars of the alleged inability or failure to fulfil his, her, or their duties; and
- b. a reasonable opportunity to be heard at the General Assembly in accordance with the principles of natural justice.

## 13 Executive Council

13.1 **Composition:** The Executive Council shall be comprised of:

- a. the President;
- b. Five (5) Vice Presidents, who are each elected for this position by the General Assembly of their Continental Associations, one of whom shall be elected in accordance with Rule 13.8 to be the Senior Vice President;
- c. 3 members elected for these positions by the General Assembly of ANOCA;
- d. 3 members elected for these positions by the General Assembly of PASO;
- e. 3 members elected for these positions by the General Assembly of OCA;
- f. 3 members elected for these positions by the General Assembly of EOC;
- g. 2 members elected for these positions by the General Assembly of ONOC;
- h. 5 members, one from each Continent, who shall each be female and who shall be appointed by the ANOC President in consultation with the ANOC Vice-President of the Continent.
- i. 5 additional members, one from each Continent, who shall each be appointed by the ANOC President in consultation with the ANOC Vice President of each Continent. In appointing these members the President shall ensure that not less than 2 members of the total number of elected and appointed members from each Continent are of each gender and shall have regard to the skills, competencies, experience, gender balance and diversity of the Executive Council as a whole;
- j. the Secretary General, ex officio, as a non-voting member;
- k. the Chair of the ANOC Athletes' Commission, ex officio, as a voting member;
- l. the Chair of the ANOC Finance and Audit Commission, ex officio, as a non-voting member;
- m. the Chair of the ANOC Legal Commission, ex officio, as a non-voting member; and
- n. the Chairs of such other Commissions as the Executive Council decides, who shall be ex officio, non-voting members.

- 13.2 **Both Genders:** Notwithstanding Rule 13.1h, each Continental Association may have both genders represented amongst the individuals elected to positions on the Executive Council by each Continental Association under Rule 13.1b-g.
- 13.3 **Terms of Office:** The President and the Senior Vice President shall commence their terms of office upon the conclusion of the Ordinary General Assembly at which they are elected held every four years in accordance with Rule 12.2. The other members of the Executive Council shall commence their four-year terms of office at this same time. Subject to this Constitution, the terms of office of the President, Senior Vice President, and all other members of the Executive Council expire at the conclusion of the Ordinary General Assembly to be held four years later, except that in the case of a Continental Association elected member of the Executive Council his or her term will end prior to that time if and upon his or her Continental Association electing a replacement of him or her. If in the latter case the member replaced is a Continental Vice President of the Executive Council who is the Senior Vice President, the term of the Senior Vice President shall also thereupon end and there shall be then a casual vacancy in the office of Senior Vice President which shall be filled in accordance with Rule 13.12.
- 13.4 **President:** The President shall be elected at an Ordinary General Assembly for a period of four years in accordance with Rule 13.3, unless a casual vacancy arises. The Secretary General shall call for nominations for President at least 120 days before the date of the Ordinary General Assembly. Nominations must be proposed by a NOC and endorsed by another NOC and must be received by the Association no later than 90 days prior to the Ordinary General Assembly. The names of the nominees for the position of President shall be sent to the NOCs no later than 60 days prior to the meeting.
- 13.5 **Powers and Responsibilities:** The President is the legal representative of the Association. The President has all of the powers necessary to carry out the responsibilities of the office of President and shall be responsible to the Executive Council for:
- a. the management of all the affairs of the Association;
  - b. chairing all General Assembly and Executive Council meetings; and
  - c. such other duties as are set out in this Constitution.
- The President is the official spokesperson of the Association.
- 13.6 **Delegation of Powers:** The President may delegate any of the powers of the President with respect to the management of the affairs of the Association to the Secretary General or to any other employee of the Association.
- 13.7 **Vice Presidents:** No later than 60 days prior to the Ordinary General Assembly, each Continental Association must notify the Association who it has elected to be its Vice President of the



Association. The term of office for each Vice President shall be four years in accordance with Rule 13.3, unless a casual vacancy arises. The Vice Presidents are representatives of the ANOC President under the ANOC President's delegation in the Continent for which they have been elected.

- 13.8 **Senior Vice President:** The Senior Vice President shall be elected by the NOCs at a General Assembly from amongst those Vice Presidents who wish to be nominated for Senior Vice President. Any Continental Association wishing to submit a nomination for Senior Vice President must do so at the same time as notification under Rule 13.7 of the person it has elected to be Vice President is made. The names of the nominees for the position of Senior Vice President shall be sent to the NOCs no later than 45 days prior to the Assembly. The term of office for Senior Vice President shall be four years in accordance with Rule 13.3 unless a casual vacancy arises. In addition to his or her role as Vice President, the role of the Senior Vice President is to perform the responsibilities of the President in the event of the absence or inability of the President to act and in this respect during such times the Senior Vice President shall have all the same power and authority as the President. The Senior Vice President shall also perform such functions as may be assigned or delegated to him or her by the President from time to time.
- 13.9 **Casual Vacancies:** In addition to and subject to the provisions of the Bye-Laws of the Association, a casual vacancy shall arise in the position of President, Senior Vice President, a Vice President, and in any other position on the Executive Council by:
- a. resignation from office by giving written notice to the Executive Council which shall be effective on the earlier of, the date stated in the resignation, or the acceptance of resignation by the Executive Council;
  - b. resolution at a General Assembly for which there is an affirmative vote of at least three-quarters of the NOCs present, that the person, is unable or is failing without acceptable excuse to fulfil the duties of his or her position in accordance with Rule 12.18;
  - c. resolution of the Executive Council for which there is an affirmative vote of at least three-quarters of the Executive Council Members present, that the member of the Executive Council has failed to attend Executive Council meetings or to take any active part in the work of the Executive Council, for a period of one year; or
  - d. death.
- 13.10 **Vacancy in Office of the President:** If a casual vacancy arises in the office of President, the Senior Vice President shall assume the office of President for the period until the next Ordinary General Assembly, at which time the office of President shall be filled by election in accordance with Rule 13.4 for the balance of the term of the vacated position, provided that, if required because of the time period between the date the casual vacancy arises and the date of the next

Ordinary General Assembly, the Executive Council may abridge any of the time periods in Rule 13.4.

- 13.11 **Continuance in Office of Senior Vice President:** The assumption of office as President by the Senior Vice President under Rule 13.10 shall not constitute a vacancy in the position of Senior Vice President, the duties of which may be delegated by the Senior Vice President amongst the other Vice Presidents.
- 13.12 **Vacancy in Office of Senior Vice President:** If a casual vacancy arises in the position of Senior Vice President, then the longest serving Vice President as Vice President of the Association shall assume the office of Senior Vice President for the period until the next Ordinary General Assembly at which time the position of Senior Vice President shall be filled by election for the balance of the term of the vacated position. If there are two or more Vice Presidents who are equally longest serving, then the Executive Council shall appoint or elect one of these Vice Presidents to be Senior Vice President for the period until the next Ordinary General Assembly.
- 13.13 **Continental Association Vacancies:** If a casual vacancy arises in any position on the Executive Council that was elected by a Continental Association:
- a. the Continental Association shall be entitled to fill the vacancy with another person provided that it does so within 30 days of being requested to fill the vacancy.
  - b. in the event that the Continental Association does not fill the vacancy within the required 30 days, the Executive Council may fill the vacancy.
- In either case, the person filling the vacancy shall do so until the next General Assembly of the Continental Association at which a person shall be elected to fill the vacancy for the balance of the term of the position on the Executive Council.
- 13.14 **Presidential Appointee Vacancies:** If a casual vacancy arises in a position on the Executive Council that is an appointed position of the President, the vacancy shall be filled in the same manner as is provided in Rule 13.1h or Rule 13.1i, whichever is applicable. The person appointed to fill the vacancy shall serve for the balance of the term of the vacated position.
- 13.15 **Meetings:** Meetings of the Executive Council shall be convened at least twice each year by the President or by request of at least one-half of the members of the Executive Council which shall include members elected by at least 3 Continental Associations.
- 13.16 **Telephone Meetings:** Any one (1) or more members of the Executive Council, including the Executive Council as a whole, may participate in any meeting of the Executive Council and vote on any proposed resolution at a meeting of the Executive Council without being physically present. Such meetings may occur by telephone, through video conference facilities or by other means of electronic communication, other than electronic mail (e-mail) communication, provided that

prior notice of the meeting is given to all members of the Executive Council and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any member of the Executive Council in this manner at a meeting shall constitute the presence of that member at that meeting.

- 13.17 **Notice of Meetings:** Notice of the date, time and venue for the holding of a meeting of the Executive Council shall be given in the manner provided in the Notices Rule (Rule 22) of this Constitution to every member of the Executive Council not less than 10 days before the date when the meeting is to be held. Notice of the meeting shall not be necessary if all of the Executive Council members are present and none object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of the meeting. Notice of an adjourned meeting is not required if the date, time and venue of the adjourned meeting is announced at the original meeting.
- 13.18 **Meetings without Notice:** A meeting of the Executive Council may be held on any date and at any time and venue without notice or shorter notice than is provided in Rule 13.17, and proceedings thereat shall not be invalidated if all the Executive Council members are present in person (other than expressly to object that the meeting is not lawfully called) or if not so present have received notice, and before or after the meeting or the time prescribed for the notice thereof, in writing waive notice of or accept short notice of the meeting.
- 13.19 **Written Resolutions:** A resolution in writing signed and approved by all members of the Executive Council entitled to vote on that resolution at a meeting of the Executive Council originally signed or transmitted by email, facsimile or other forms of visible or other electronic communication shall be valid as if it had been passed at a meeting of the Executive Council. Any such resolution may be signed or transmitted in counterparts, consisting of several documents in the same form each signed or transmitted by one (1) or more members of the Executive Council.
- 13.20 **Electronic Voting:** If in the opinion of the President an urgent or important matter arises between Executive Council meetings which requires a decision of the Executive Council before its next meeting and it is not practicable for a meeting be held by any of the means as provided under Rules 13.15 or 13.16, the President may seek approval of a resolution by the members of the Executive Council by email or others electronic means of voting. At least 72 hours from the time the proposed resolution is sent for electronic vote, shall be provided to members of the Executive Council to enable them to cast a vote under this Rule. At least two-thirds of the total number of members of the Executive Council entitled to vote must be in favour of a resolution voted on under this Rule for it to be passed, except for a resolution to requisition an Extraordinary General Assembly meeting under Rule 12.8a in which case a Majority of votes in favour of such resolution is required.

- 13.21 **Quorum:** The quorum for a meeting of the Executive Council shall be a Majority of the total number of members of the Executive Council entitled to vote. If a quorum is not present at the scheduled time for commencement of the meeting, the meeting shall be adjourned and reconvened to a time not later than 48 hours after the scheduled time for commencement. The quorum of any such adjourned meeting shall be the same quorum as for the original meeting.
- 13.22 **Powers and Responsibilities:** The powers and responsibilities of the Executive Council are to:
- a. be responsible for all the affairs of the Association;
  - b. consult and communicate with the NOCs and Continental Associations regularly on matters of common interest;
  - c. prudently manage the finances of the Association and cause annual audited financial statements of the Association to be prepared and presented to the Ordinary General Assembly;
  - d. adopt and implement policies for the management of the Association's assets and finances including those for delegation and authorization;
  - e. approve income and expenditure budgets at least annually for all of the Association's activities;
  - f. enact, amend or revoke Bye-laws relating to any matter provided for in this Constitution, provided that any such Bye-law enactment, amendment or revocation is consistent with this Constitution;
  - g. on the recommendation of the President, appoint the Secretary General in accordance with Rule 14.
  - h. appoint a Finance and Audit Commission, a Legal Commission, and such other Commissions, Working Groups, and other advisory bodies as it sees fit, all subject to such Terms of Reference as shall be decided by the Executive Council.
  - i. appoint representatives and delegates of ANOC to represent it on bodies and organizations or at events as requested or as required, including without limitation Boards, Commissions and Working Groups, including those of the IOC, unless specified otherwise in this Constitution;
  - j. grant merit awards or other honours to or upon any individual, organization, Continental Association or NOC who in the opinion of the members of the Executive Council has given excellent service to the Association, and to grant such other awards to any such individuals or organizations as the Executive Council determines appropriate;
  - k. recommend to the General Assembly the appointment of persons to Honorary Positions in the Association as provided in Rule 15;

- I. report annually to the General Assembly on the financial and general state of affairs of the Association. The President, upon request by the Executive Council, may so report on behalf of the Executive Council;
- m. implement the decisions and resolutions of the General Assembly;
- n. organise any and all kinds of events, functions, festivals and activities;

and exercise all the powers of the Association, except those that are by this Constitution or by law expressly directed or required to be exercised by the General Assembly or that are otherwise restricted by this Constitution.

- 13.23 **Delegation of Powers:** The Executive Council may delegate any of its powers to any one or more of the Executive Council members, any ANOC Commission, the President or Secretary General or any ANOC employee, or to any other individual or organization.
- 13.24 **Policies:** The Executive Council shall adopt and implement, in accordance with this Constitution and the Bye-laws of the Association, policies dealing with such matters as it decides that may deal with any aspect of the Executive Council's governance, activities and processes including but not limited to policies on conflicts of interest, confidentiality, a code of conduct for members of the Executive Council and other officers of the Association, and a code of ethics of general application to the Association provided that any policy of general application to the Association shall require approval by the General Assembly in order to come into effect.
- 13.25 **Voting:** All decisions of the Executive Council shall be made by at least a Majority of the votes cast by the voting members of the Executive Council. The President shall have a casting vote in the event of a tie in addition to a deliberative vote. Each member of the Executive Council is entitled to one vote, other than ex officio members unless otherwise stated in this Constitution. The manner of voting shall be determined by the chairperson of the meeting for all resolutions unless a secret ballot is requested by at least one member of the Executive Council and approved by a Majority of the members present who are entitled to vote.
- 13.26 **Commissions and Working Groups Quorum and Procedures:** The quorum for a Commission shall be a Majority of its members and unless otherwise provided in this Constitution a Commission and a Working Group shall have the power to regulate its own procedures.
- 13.27 **Powers of Ethics Commission, Etc.:** The Ethics Commission, the Executive Council, and the General Assembly shall have the powers necessary to fulfil their respective roles and responsibilities as such are established by Bye-law enacted by the Executive Council.

## 14 Secretary General

- 14.1 **Appointment of Secretary General:** On the recommendation of the President, the Secretary General shall be appointed by the Executive Council with such duties and on such terms and conditions as are determined by the Executive Council, also on the recommendation of the President.
- 14.2 **Day to Day Management and Operations:** The Secretary General shall be responsible for the day to day management and operations of the Association in consultation with the President.
- 14.3 **Removal of Secretary General:** The Secretary General may be removed from office by the Executive Council on the recommendation of the President, subject to any written agreement between the Secretary General and the Association.

## 15 Honorary Positions

- 15.1 **Appointment:** A person who has given exceptionally meritorious service to the Association may be appointed to an Honorary Position in the Association if the following process is satisfied:
  - a. the Executive Council must recommend the election of such person at a General Assembly having first given notice of such recommendation as an item of business; and
  - b. the recommendation is approved by a Majority of the NOCs present at a General Assembly.
- 15.2 **Rights, etc.:** The rights, privileges and obligations of persons appointed to Honorary Positions shall be determined by the Executive Council from time to time.
- 15.3 **Term, Suspension and Termination:** The term of a person appointed to an Honorary Position is granted for life but any such person may be suspended by the Executive Council, and his or her Honorary Position terminated by the General Assembly, if it is determined that such person has in the opinion of the Executive Council, or the General Assembly in the case of termination, acted in contravention of this Constitution, Bye-Laws, the IOC Charter and/or has acted in a manner which would bring disrepute to himself or herself and/or the Association. The process for deciding to suspend or terminate a person's Honorary Position under this Rule shall be the same as the process applicable for suspension and expulsion of membership of the Association under Rule 9.

## 16 ANOC Athletes' Commission

- 16.1 **Composition:** There shall be an ANOC Athletes' Commission comprised of the presidents of the Athletes' Commissions of each Continental Association. The terms of reference of the ANOC Athletes' Commission shall be decided by the Executive Council.

- 16.2 **Chair:** The members of the ANOC Athletes' Commission shall elect from their number a Chair who shall, ex officio, be a voting member of the Executive Council.
- 16.3 **Function:** The ANOC Athletes' Commission serves as a link between athletes and the Association. It ensures that the athletes' perspective is taken into account in decisions of the Association both in the Executive Council and at General Assemblies. The ANOC Athletes' Commission is the voice of the athletes within the Association and makes recommendations to this end. It makes its recommendations and proposals to the Executive Council, and if appropriate and requested by the Executive Council, to the General Assembly.

## 17 Finance and Resources

- 17.1 **Financial Year:** The financial year of the Association shall commence on the first day of January and end on the thirty-first day of December, unless determined otherwise by the Executive Council.
- 17.2 **Banking and Financial Management Bye-laws and Policies:** The Executive Council may enact Bye-laws and adopt and implement appropriate policies as determined by it for the banking business of the Association and for the management of the Association finances generally including those for delegation and authorization.
- 17.3 **Financial Resources:** The financial resources of the Association shall include, but are not limited to:
- a. contributions from the IOC;
  - b. subsidies, legacies, bequests, grants and other sources of income gifted or given to the
  - c. income generated from rights and properties of the Association; and
  - d. such other resources as determined by the Executive Council.
- 17.4 **No Fees for NOCs:** Notwithstanding the provisions of this Rule 17 or any other provision of this Constitution, the Association may not impose any duty, tax, membership fee, levy, assessment or any other financial obligation upon any NOC, provided that this restriction in no way limits any financial obligations or liabilities that may be owed by a NOC to the Association by contract or arising otherwise under law.
- 17.5 **Bank:** The banking business of the Association shall be transacted with such bank or other firm or corporation carrying on a banking business as the President may designate, appoint or authorize from time to time, and if required by any such bank, firm or corporation by resolution of the Executive Council, in the place of the Association Headquarters office or of any sub-office, and in such other location as may be approved by the Executive Council.

## 18 Corporate Seal

- 18.1 The Association may have a corporate seal in the form approved from time to time by the Executive Council. The corporate seal of the Association shall be kept in the custody of the President or Secretary General and affixed in accordance with the applicable Bye-law or policy determined by the Executive Council.

## 19 Execution of Documents

- 19.1 **Signing Contracts, etc.:** Contracts, documents or instruments in writing of any kind requiring the signature of the Association may be signed by the President. The President may delegate this authority from time to time to the Secretary General or to any one or more of the Vice Presidents of the Association. All contracts, documents or instruments in writing of any kind so signed shall be binding on the Association without further authorization or formality. The Executive Council shall have power from time to time by resolution to appoint any one or more of the President, Secretary General, Vice Presidents, or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing of any kind generally or to sign specific contracts, documents or instruments in writing of any kind.
- 19.2 **Affixing Corporate Seal:** Any person authorized to sign any document may affix the corporate seal, if any, of the Association to the document. The President or Secretary General may certify a copy of any instrument, resolution, Bye-law or other document of the Association, including without limitation this Constitution, to be a true copy of it.

## 20 Indemnity

- 20.1 The President, the Senior Vice President, the Vice Presidents, the Secretary General and every member of the Executive Council in exercising the powers and discharging the responsibilities of the President, the Senior Vice President, the Vice Presidents, the Secretary General and of Executive Council members, shall act honestly and in good faith with a view to the best interests of the Association. Subject to this Rule, the Association shall indemnify the President, the Senior Vice President, the Vice Presidents, the Secretary General, and each member of the Executive Council in respect of:
- a. liability to any person other than the Association for any act or omission in their capacity as President, Senior Vice President, Vice Presidents, Secretary General and as a member of the Executive Council; or
  - b. costs incurred by any such person in defending or settling any claim or proceeding relating to any such liability; or
  - c. liability, not being criminal liability, arising from any such act or omission.



## 21 Amendments to the Constitution

21.1 This Constitution may only be amended as follows:

- a. The Executive Council may propose an amendment to the Constitution and in that case the amendment shall be sent out by the Secretary General to the NOCs at least 90 days prior to the Assembly in the case of an Ordinary General Assembly and at least 45 days prior to the Assembly in the case of an Extraordinary General Assembly.
- b. A NOC may then propose any additional or alternative changes to the Constitution which shall be submitted to the Secretary General in writing at least 60 days prior to the Assembly in the case of an Ordinary General Assembly and at least 35 days prior to the Assembly in the case of an Extraordinary General Assembly and the proposed amendment(s) shall be annexed to the agenda sent out by the Secretary General at least 30 days prior to the date of the General Assembly. If in the opinion of the President it is appropriate to do so, the proposed amendment(s) by the NOC may be further amended by the Executive Council and sent to the NOCs at least 30 days prior to the Assembly. At the General Assembly the proposed amendments referred to under this Rule shall be considered in the manner determined by the chairperson of the General Assembly.
- c. A proposed amendment to the Constitution may be the addition of a new rule to the Constitution or the modification or repeal of an existing rule of the Constitution. However, only amendments which comply with this Rule may be considered at the General Assembly. Proposals for further amendments to these amendments are not permitted from the floor at the General Assembly.
- d. In order to pass and be adopted, any proposed amendment to the Constitution requires an affirmative vote of at least three quarters of the total number of NOCs that are Members of the Association.
- e. The Executive Council and any NOC may propose an amendment to this Constitution if such proposal is in compliance with this Rule.

## 22 Notices

- 22.1 **Notices to be in Writing:** Any notices given by or required to be given under this Constitution must be in writing but may be sent by such means including email or any other electronic means as determined by the Secretary General.
- 22.2 **Delivery of Notices:** A notice delivered personally to a person or to an address shall be deemed to have been given when so delivered. A mailed notice shall be deemed to have been given seven days after it is deposited at a post office or in a public letter box. A notice sent by any means of facsimile, email or other electronic means or any other form of transmitted or recorded communication shall be deemed to be given on the next day at the place of transmission.

## 23 Disputes and Appeals

- 23.1 **Appeals:** Any decision by the General Assembly, the Executive Council, the President, or the Secretary General of the Association that is final in nature (i.e., where there is no further appeal or formal requirement for review or mediation within the Association) about which a NOC, a Continental Association or a voting member of the Executive Council has a dispute shall be referred to and submitted exclusively by way of appeal to the Court of Arbitration for Sport, the Secretariat of which is located in Lausanne, Switzerland, pursuant to the Code of Sport-Related Arbitration. The decision of the Court of Arbitration for Sport shall be final and binding. The time limit for such an appeal is twenty-one (21) days after communication of the decision to the person, Continental Association or NOC appealing.

## 24 Dissolution

- 24.1 **Vote Required:** The Association may be dissolved by an affirmative vote of at least three-quarters of the NOCs present at a General Assembly provided that those voting in favour of dissolution also represent at least half of the total number of NOCs that are Members of the Association.
- 24.2 **Remaining Property:** If upon such dissolution there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall be paid or distributed equally among the NOCs that are Members of the Association as of dissolution.

## 25 Jurisdiction

- 25.1 This Constitution and any Bye-Laws of the Association shall be governed in all respects by Swiss Law.

## 26 Matters Not Covered

- 26.1 The Executive Council shall have the power to decide on all matters that are not expressly provided for under this Constitution.

## 27 Commencement and Prior Acts

- 27.1 **Coming into Force:** This Constitution shall come into force on 1 July, 2013.
- 27.2 **Adoption Not to Affect Prior Acts:** The adoption of this Constitution shall not affect the previous operation of any prior Constitution of the Association nor the validity of any act done or right, privilege, obligation or liability acquired or incurred under, nor the validity of any contract or agreement made under, any prior Constitution of the Association. All NOCs and Executive Council members of the Association as of the date of the coming into effect of this Constitution continue as such following its coming into effect. All resolutions of the General Assembly and of the Executive Council with continuing effect passed under any prior Constitution of the Association shall continue to be good and valid until amended or repealed, except to the extent of any inconsistency with this Constitution following its coming into effect.
- 27.3 **Amendment Not to Affect Prior Acts:** Likewise, the amendment of this Constitution shall not affect the previous operation of any Rule thusly amended or repealed nor the validity of any act done or right, privilege, obligation or liability acquired or incurred under, nor the validity of any contract or agreement made under, this Constitution prior to its amendment. All NOCs and Executive Council members of the Association under this Constitution prior to its amendment continue as such following its amendment. All resolutions of the General Assembly and of the Executive Council with continuing effect passed under this Constitution prior to its amendment shall continue to be good and valid until amended or repealed, except to the extent of any inconsistency with this Constitution following its amendment.

**ASSOCIATION OF NATIONAL OLYMPIC COMMITTEES**

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