



CONSTITUTION and BY-LAWS of the WORLD OLYMPIANS ASSOCIATION

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CONSTITUTION of the WORLD OLYMPIANS ASSOCIATION

ARTICLE ONE: LEGAL STATUS

Section 1.1 NAME: The name of this organization is WORLD OLYMPIANS ASSOCIATION. The officially approved abbreviation of this title in all languages is WOA.

Section 1.2 DESCRIPTION: The WOA is an independent, international, non-profit, non-governmental organization with permanent legal personality, established to promote Olympism and unite the Olympians of the world, in harmony with the fundamental principles set forth in the Olympic Charter of the International Olympic Committee (IOC). The WOA is composed primarily of one National Olympians Association (NOA) recognized by the WOA for each of the participating nations of the Olympic movement in which Olympians have voluntarily assembled to freely and democratically constitute themselves into a National Olympians Association to support the mission of the WOA.

Section 1.3 LEGAL PERSONALITY: The WOA is a legal entity of private law first proposed at the Centennial Olympic Congress in Paris, France in 1994 and established at the General Assembly of the International Olympic Committee in Lausanne, Switzerland on 21 November 1995. The WOA was recognized by the IOC as a recognized organization, pursuant to rule 4 of the Olympic Charter, at the 105th Session of the IOC in Atlanta, Georgia in 1996. This Constitution is the fundamental governing document of the organization and serves as the Constitution, charter, and articles of incorporation of the WOA. The WOA was organized as a non-profit association under and is governed by Articles 60 through 79 of the Swiss Civil Code. The WOA may register or otherwise qualify to operate in any other jurisdiction that may be necessary or advisable in order to carry out its mission and purpose worldwide.

Section 1.4 OLYMPIC CHARTER: The WOA is an integral part of the Olympic Family and functions on behalf of the athletes of the Olympic movement. The WOA is an independent organization that conforms to the fundamental principles of Olympism and shall not act or interpret any provision of this Constitution in a manner contrary to the Olympic Charter.

Section 1.5 OFFICIAL LANGUAGES: The official languages of the WOA are English and French. In cases of divergence between the English and French texts of the Constitution and all other WOA documents, the English text shall prevail, unless expressly provided otherwise in writing.

ARTICLE TWO: MISSION AND PURPOSE

Section 2.1 MISSION: The mission of the WOA is to unite Olympians and promote Olympism by bringing the Olympians of the world together and encouraging their involvement in public service.

Section 2.2 PURPOSE: The WOA is organized and shall be operated exclusively for charitable and educational purposes. Within the

meaning of that purpose, the WOA shall operate solely to promote and develop the ideal of Olympism through the collaboration of Olympians. According to the fundamental principles set forth in the Olympic Charter, Olympism is a philosophy of life, exalting and combining in a balanced whole of the qualities of body, will and mind. Blending sport with culture and education, Olympism seeks to create a way of life based on the joy to be found in effort, the educational value of good example and respect for universal, fundamental ethical principles. The goal of Olympism is to place everywhere sport at the service of mankind, with a view to encouraging the establishment of a peaceful society concerned with the preservation of human dignity.

ARTICLE THREE: MEMBERSHIP

Section 3.1 CATEGORIES: The categories of membership in the WOA are set forth below.

(a) ORGANIZATIONS: Eligible organizations that meet the membership criteria for organizations and successfully complete the application process may be recognized and become members in one of the categories set forth below.

(1) REGULAR MEMBER: Limited to one affiliated National Olympians Association (NOA) per nation whose National Olympic Committee (NOC) is recognized by the IOC, which meets the membership requirements and is accepted by the General Assembly as a member with full rights, including the right to voice and vote at all meetings of the General Assembly.

(2) PROVISIONAL MEMBER: Includes any National Olympians Association that does not meet all of the requirements for membership or otherwise has not been finally approved by the General Assembly, including any national organization that represents a significant number of Olympians in that country but has not completed the application process, and which is accepted by the General Assembly as member with limited rights, including the right to voice without vote at all meetings of the General Assembly.

Section 3.2 ELIGIBILITY FOR MEMBERSHIP: A candidate organization may be recognized as the exclusive affiliate of the WOA for the country it seeks to represent and awarded regular membership in the WOA if it is the single organization determined by the WOA to be the most qualified to represent the Olympians of that country. The candidate organization must meet the qualifications set forth below.

(a) COMPOSITION: The NOA shall consist solely of Olympians, except for honorary members without vote. An Olympian is an athlete who has been accredited to participate in the Olympic Games in a full medal sport.

(b) LEGAL STATUS: The NOA must be a non-profit organization with perpetual existence. Organizations that are purely commercial or political in nature are not eligible for membership.

(c) ALLEGIANCE: The NOA must agree to abide by and must respect the Constitution of the WOA. The Constitution of the NOA, as well as any subsequent amendment, is subject to WOA approval.

(d) FINANCES: The NOA must be financially responsible and timely pay required membership dues and other assessments owed to the WOA, unless exempted or forgiven.

(e) APPLICATION: The NOA must accurately and fully complete any required application forms and submit all requested materials in a timely fashion.

(f) NATIONAL OLYMPIC COMMITTEE: The NOA should seek the support of the National Olympic Committee of their country and strive to maintain positive relations.

Section 3.3 APPLICATION PROCESS: The Executive Committee shall specify procedures to apply for membership, subject to the approval of the General Assembly. The Executive Committee may fix and require an application fee, subject to the approval of the General Assembly.

Section 3.4 ADMISSION INTO MEMBERSHIP: Membership in the WOA must be approved by majority vote of the General Assembly. The Executive Committee may grant temporary membership, subject to subsequent ratification at the next meeting of the General Assembly. An expelled member may be re-admitted under the same terms and conditions under which regular admission is made.

Section 3.5 MEMBERSHIP DUES: If required, all members shall make an annual contribution of membership dues in an amount fixed by majority vote of the General Assembly. Membership dues shall be fixed on an equitable basis and shall be due and payable on the first day of January of each year for that year. Membership dues may vary in amount by category of membership and some membership categories may be exempt. Failure to pay dues by the deadline will result in suspension of all membership privileges until all amounts owing are paid and may also result in the imposition of a penalty to be set by the General Assembly. If dues are required, failure to pay all amounts owing by the final day of the calendar year may result in termination of membership, by majority vote of the Executive Committee. Such termination will require the delinquent member to repeat the application process in order to regain membership.

Section 3.6 RIGHTS OF MEMBERS: Members of the WOA have the rights set forth below.

(a) RIGHT TO PARTICIPATE IN MEETINGS: Representatives of National Olympians Associations in good standing shall have the right to attend and speak at all meetings of the General Assembly and to nominate candidates for positions as officers of the organization. Such representatives shall also have the right to vote on all matters for which a vote may be taken by the General Assembly. Representatives of provisional member organizations in good standing shall have only the right to attend and speak at meetings of the General Assembly. Associate and Honorary members may attend meetings of the General Assembly without the right of voice or vote, unless excluded by the Executive Committee when a closed meeting is desired. To be considered in good standing, a member must be current on any financial obligations to the WOA and not otherwise in violation of the Constitution or other rules governing the WOA and its activities.

(b) RIGHT TO USE THE WOA EMBLEM: An affiliated National Olympians Association may utilize the torch and rings emblem of the WOA as part of an NOA emblem by replacing reference to the WOA with that of the NOA. No NOA may use the WOA emblem or any part of it for commercial purposes without the prior written consent of the WOA, nor may any word or mark related to the word Olympic or the Olympic rings be used for commercial purposes without the consent of the IOC and the NOC in whose territory such use would occur.

(c) RIGHT TO DUE PROCESS: All members shall at all times have the right to the due process of law, in accordance with the laws of the jurisdiction under which the legal status of the WOA is maintained.

(d) RIGHTS TO RESOURCES: No member shall have any right, title or interest in the income, property or assets of the WOA, nor shall any portion of such income, property or assets be distributed to any member upon dissolution of the WOA.

Section 3.7 TERM OF MEMBERSHIP: A member shall retain membership status without limit, once recognized, until that member resigns and its resignation is accepted, or until it is dissolved and ceases to exist as an organization, or until excluded from membership in the WOA by temporary suspension or permanent expulsion in accordance with this Constitution.

Section 3.8 SUSPENSION AND EXPULSION: The Executive Committee shall have the power to suspend any member for any cause determined by the Executive Committee to be detrimental to the best interests of the WOA, by majority vote of the elected members, subject to ratification by the next General Assembly. The General Assembly shall have the power at any meeting at which a quorum is present to approve or itself initiate the temporary suspension or permanent expulsion of any member for cause by a majority of two-thirds (2/3) of the votes cast. A vote to suspend or expel any member can only be taken if a motion for suspension expulsion has been made in writing and the party to be suspended so notified in writing at least sixty (60) days in advance of the meeting. The member to be suspended shall have the right to study the written motion and address the General Assembly in defense. An expelled NOA must re-apply for membership under the same terms and conditions of a new applicant.

ARTICLE FOUR: ORGANIZATIONAL STRUCTURE

Section 4.1 ORGANS: The organs of the WOA are the General Assembly and the Executive Committee.

Section 4.2 OTHER BODIES: The Executive Committee may from time to time establish committees and other structures or entities to accomplish the tasks necessary to fulfill the mission, purpose, aims and objectives of the WOA, with such authority and duties as the Executive Committee may decide.

ARTICLE FIVE: GENERAL ASSEMBLY

Section 5.1 COMPOSITION: The General Assembly shall be composed of two representatives for each member NOA recognized by the WOA, designated by that NOA, plus the members of the Executive Committee and one representative of each provisional member, all of whom shall have the right to speak. Each NOA shall have the right to one vote on any issue for which a vote may be called. The NOA representative casting the vote for an NOA must be an Olympian.

Section 5.2 POWERS: The General Assembly is the supreme governing organ of the WOA. The General Assembly shall have the right to take any action necessary and permissible under this Constitution that is reasonably required for the effective administration of the organization and the advancement of its mission and purposes.

Section 5.3 DUTIES: The Duties of the General Assembly are set forth below.

(a) Attend to the observance of the Constitution and By-laws of the WOA.

- (b) Oversee the affairs and resources of the WOA and periodically review its activities. Ratify the actions of the Executive Committee, as needed.

- (c) Propose and discuss actions to be taken to carry out the mission, purpose, aims and objectives of the WOA.

- (d) Approve the admission of candidates to WOA membership.

- (e) Elect the officers and at-large members of the Executive Committee, including, in order, the President, Secretary General, Vice-President and at-large Executive Committee members.

- (f) Amend the Constitution.

- (g) Examine the financial accounts of the organization and approve the budget.

- (h) Appoint auditors.

- (i) Perform other duties required by and consistent with this Constitution.

ARTICLE SIX: EXECUTIVE COMMITTEE

Section 6.1 COMPOSITION: The voting members of the Executive Committee shall consist of a total of nine natural persons aged eighteen (18) or over, elected by the General Assembly, plus additional non-voting members as specified below. The voting members of the Executive Committee are the officers, including the President, the Secretary General, two Vice-Presidents, and the Treasurer, plus four Executive committee members elected to represent the National Olympians Associations at-large. In addition, the Executive Committee shall include one non-voting member who is the designated representative of the IOC Athletes Commission, and one non-voting member who is the designated representative of the IOC administration and acts as liaison to the IOC. The current IOC president shall also be a non-voting member of the Executive Committee, with the title Honorary President. Unless already a member of the Executive Committee, the immediate past president of the WOA shall also be a non-voting member of the Executive committee for one term of four years, with the title Honorary Member. The Executive Committee may also designate other honorary members and ex-officio members, who may attend meetings without the right to vote. All non-honorary members of the Executive Committee must be Olympians, except for the IOC president and the IOC liaison. The elected members of the Executive Committee must be Olympians, who shall have represented different nations at the Olympic Games, in order that no single nation shall have more than one Executive Committee member.

Section 6.2 POWERS: The Executive Committee shall have the authority to undertake any action or make any decision necessary for the management of the organization between meetings of the General Assembly, subject to the approval of the General Assembly. Members of the Executive Committee shall refrain from any action or activity contrary to the best interest of the WOA, including any act which could in any way compromise the non-profit status of the WOA or its standing in the Olympic family.

Section 6.3 DUTIES OF THE EXECUTIVE COMMITTEE: The duties of the Executive Committee are set forth below.

- (a) Attend to the observance of the Constitution and By-laws of the WOA.
- (b) Administer the affairs and resources of the WOA between meetings of the General Assembly and oversee the operation of the organization.
- (c) Report activities and accomplishments to the General Assembly.
- (d) Manage the finances of the WOA and prepare an annual report.
- (e) Establish agendas for meetings of the General Assembly.
- (f) Arrange for the maintenance of all appropriate records.
- (g) Implement practices and procedures for the efficient operation of the WOA and insure proper implementation of the Constitution, in compliance with best management, legal and fiduciary practices.
- (h) Conduct and certify any mail vote of the General Assembly
- (i) Oversee membership and recommend suspension or expulsion of members where advisable.
- (j) Recommend changes to the Constitution and By-laws.
- (k) Investigate and adjudicate complaints against any member of the Executive Committee or any member and impose other sanctions, subject to the approval of the General Assembly.
- (l) Designate a Treasurer from among its members who are not already an officer.
- (m) Perform any task assigned to it by the General Assembly.

Section 6.4 DUTIES OF INDIVIDUAL EXECUTIVE COMMITTEE MEMBERS: The duties of the individual Executive Committee members are set forth below.

- (a) Promote the mission and purposes of the WOA.
- (b) Participate in meetings.
- (c) Participate in the work of any WOA Committee to which the member is appointed.
- (d) Inform the President and the Secretary General of developments concerning the WOA and any events liable to hinder or otherwise affect the WOA.
- (e) Act responsibly and consistent with all applicable codes of ethics.
- (f) Perform any other assigned tasks.

Section 6.5 TERM OF OFFICE: The term of office of all officers and Executive Committee members shall be a mandate of four years, unless terminated earlier by death, resignation or continued absence at meetings, or upon removal in accordance with this Constitution. All positions shall be filled by majority vote of the General Assembly at the regular meeting held the year before the Olympic Games, except for the IOC president, IOC Liaison and IOC Athletes Commission representative. The term of the elected members begin immediately after the close of the meeting at which they were elected. All members of the Executive Committee are eligible for re-election without limit to the number of terms served. The term of the elected members shall terminate at the close of the General Assembly four years after their election, or upon their resignation or death, or if removed for cause by the Executive Committee.

Section 6.6 REMOVAL: Any elected member of the Executive Committee may be removed from office for just cause, including continued absences from three (3) or more regular meetings. Removal must be by unanimous vote of the other members of the Executive Committee, following reasonable notice of charges and the opportunity to respond, including the opportunity to confront witnesses at a formal hearing. The member subject to removal shall have the automatic right of appeal to the entire membership, at their election, at the next General Assembly or by mail vote, sent to all members in good standing, no more than thirty (30) days following an adverse decision by the Executive Committee. In the absence of an appeal, the decision of the Executive Committee shall take effect while any appeal is pending.

Section 6.7 VACANCIES: A vacancy on the Executive Committee shall arise upon the death, resignation, declination to serve or removal of any member. Any vacancy among the officers or on the Executive Committee shall be filled by majority vote of the Executive Committee, for a term that shall last until the end of the next General Assembly.

ARTICLE SEVEN: OFFICERS

Section 7.1 COMPOSITION: The officers of the WOA shall consist of the Honorary President, who shall be the current IOC President, the President, the Secretary General, two Vice-Presidents and the Treasurer.

Section 7.2 POWERS: The officers of the WOA shall be selected by the General Assembly from among the nine elected Executive Committee Members, except for the Treasurer, who shall be appointed by the Executive Committee from among its members. They shall be responsible for the normal operation of the organization between meetings of the Executive Committee and the General Assembly, subject to the approval of the Executive Committee and the General Assembly. The elected officers shall have such powers and shall perform such duties as are usual, and shall have such other powers and duties as may be assigned from time to time by the Executive Committee, subject to the approval of the General Assembly.

Section 7.3 DUTIES: The duties of the elected officers and Executive Committee members are set forth below.

(a) PRESIDENT: The President shall preside over all meetings of the officers, Executive Committee and General Assembly. The President represents and speaks for the WOA to other organizations and to the public at large. The President calls and presides over meetings of the WOA, appoints members of committees, with the approval of the Executive Committee, serves as an ex-officio member of all committees except for nominations and elections committees, appoints tellers and scrutineers for all votes, subject to the approval of the Executive Committee, casts the deciding vote in the case of any tie, and announces the official results

(b) SECRETARY GENERAL: The Secretary General works in coordination with the President to supervise the staff and the administrative, communication, financial and other functions of the WOA. The Secretary General serves as an ex-officio member of all committees.

(c) VICE-PRESIDENTS: The Vice-Presidents shall have such duties as are assigned by the President and the Executive Committee.

(d) TREASURER: The Treasurer shall receive and deposit all money received by the WOA, assure the payment of bills and other obligations, as directed by the President and the Secretary General, subject to the approval of the Executive Committee, maintain accounts and records, assist in the preparation of draft budgets, make arrangements for audited annual reports, report to the Executive Committee and General Assembly as requested and otherwise oversee the finances of the WOA.

(e) AT-LARGE MEMBERS: At-Large members shall represent the interests of the members and assume such duties as are assigned by the President and the Executive Committee.

ARTICLE EIGHT: MEETINGS

Section 8.1 MEETINGS: The General Assembly shall meet at least once every four years, in the year preceding the Olympic Games, at a time and place called by the President and approved by a majority of the Executive Committee. All members in good standing financially shall be entitled to participate. The Executive Committee shall meet at least once a year, at a time and place called by the Pres-

ident and approved by a majority of the Executive Committee. The Officers shall meet as needed at a time and place called by the President. The President shall chair all meetings. In the absence of the President, the members of the Executive Committee shall elect one of its members by majority vote to chair the meeting.

Section 8.2 EXTRAORDINARY MEETINGS: An extraordinary meeting of the General Assembly may be called at any other time at the request of a majority of the members of the Executive Committee or upon written petition of at least one-fifth (1/5) of the affiliated National Olympians Associations eligible to vote. Such extraordinary meeting may undertake only such business as is specified in the agenda and no action may be taken to change the Constitution unless one half (1/2) of the affiliated National Olympians Associations eligible to vote are present.

Section 8.3 NOTICE AND AGENDA: Notice for any meeting of the General Assembly, Executive Committee or officers shall be given in writing and sent to the address of record of each member at least sixty (60) days in advance of the date of the meeting. The proposed agenda for any meeting of the General Assembly also shall be distributed at least sixty (60) days in advance of that meeting. Any Executive Committee member or NOA may have any proposal included on the agenda by presenting it in writing to the President or the Secretary General in advance of the meeting. The final agenda for the meeting is subject to approval by the members present and eligible to vote, who may include additional items on the agenda by majority vote.

Section 8.4 QUORUM: A quorum is required to transact business at any WOA meeting. The required quorum for all meetings of the WOA shall be fifty per cent (50%) or more of the voting members.

ARTICLE NINE: VOTING

Section 9.1 ELIGIBILITY: Each regular member in good standing that is actually present at any meeting of the WOA General Assembly shall have the right to cast one vote on each matter upon which a vote is taken at that General Assembly. Any action to be taken shall require approval by an affirmative vote of a majority of the members present and eligible to vote at a meeting where a quorum is present. Each elected member of the Executive Committee shall have the right to cast one vote on each matter upon which a vote is taken at Executive Committee meetings. The President may vote on all matters and the vote of the president shall be decisive in the case of a tie vote where the opposing ballots are equal.

Section 9.2 PROXY: Votes at any meeting of the General Assembly shall be cast by an official representative of the affiliated NOA actually present and entitled to vote. Any NOA may vote by proxy by designating in writing another delegate who may cast their vote for them. Only accredited and voting delegates may hold a proxy. No delegate may cast more than two votes, including their own and one proxy vote. Executive Committee members must be present in order to cast their vote at any meeting of the Executive Committee.

Section 9.3 METHOD: All votes other than election votes shall be taken by show of hand or voice vote. All election votes shall be in writing by secret ballot. A secret ballot may be required for any vote at the request of at least one-third (1/3) of the members eligible to vote at any meeting. Blank, spoiled or incorrectly completed written ballots shall be discarded and will not be taken into consideration in the calculation of the required majority, nor will abstentions. In the event of a tie vote, the Chairman of the meeting at which such vote is taken shall cast the deciding ballot, except for an election vote. The Executive Committee may call for a vote by mail on any matter except for amending the Constitution, in accordance with the Constitution and By-laws. Ballots cast at any meeting shall be collected and counted by scrutineers appointed by the President and approved by majority vote of the members of the Executive Committee. The Executive Committee may specify additional procedures for election voting consistent with this Constitution.

ARTICLE TEN: ELECTIONS

Section 10.1 SCHEDULE: Election of officers and Executive Committee members shall take place at the regular meeting of the General Assembly held in the year prior to the Olympic Games. Officers and Executive Committee members shall serve a term of four (4) years.

Section 10.2 NOMINATION: The Executive Committee shall specify the form and deadlines for nominations, consistent with the Constitution. Candidates for the Executive Committee must be Olympians and nominated by the NOA for the country in which they reside or are a citizen. An NOA may only nominate one person for the Executive Committee.

Section 10.3 PROCEDURE: The Executive Committee shall specify procedures for elections consistent with the Constitution.

Section 10.4 ORDER OF ELECTION: The nine elected members of the Executive Committee shall be chosen by majority vote of a quorum of members at the General Assembly. From among those nine elected members, the following officers shall then be elected by the General Assembly, in the following sequence: President, Secretary General and Vice-Presidents. Those Executive Committee members not elected as officers shall serve as at-large members of the Executive Committee.

Section 10.5 ELIMINATION OF CANDIDATES: In order to be elected, a candidate for any position must receive a majority vote of the votes cast in any election. Election voting shall be by successive balloting with the progressive single elimination of the candidate receiving the least number of votes until one candidate receives a majority of the total votes cast. An unopposed candidate who does not receive a majority vote cannot be elected in that round. In such case, additional candidates may be nominated from the floor of the General Assembly.

Section 10.6 SECRET BALLOT: All elections shall be held by secret ballot.

ARTICLE ELEVEN: FINANCES

Section 11.1 RESOURCES: The WOA may accept gifts, bequests and any other resources to enable it to fulfill its mission and purpose. The WOA may collect revenues from sponsorships, donations, membership dues, subscriptions, proceeds from programs, the licensing or other exploitation of intellectual property rights and other sources approved by the Executive Committee.

Section 11.2 LIABILITY: The financial responsibility of WOA members arising out of membership in the WOA shall be limited to the obligation to pay their current and any outstanding past annual contribution of membership dues and any fines levied pursuant to a disciplinary proceeding. No member shall be liable for the debts or obligations of the WOA.

Section 11.3 IMMUNITY AND INDEMNIFICATION: No officer or Executive Committee member shall be liable for the debts or obligations of the WOA, nor shall any such individual be liable to the WOA or its members for monetary damages in connection with the exercise of their duties. The WOA shall indemnify and hold harmless, to the full extent permitted by applicable law, all members of the Executive Committee against any and all obligations, liabilities and expenses that arise out of the performance of their duties for the WOA.

Section 11.4 FISCAL YEAR: The fiscal year of the organization, upon which finances shall be based, shall coincide with the calendar year, beginning on the first day of January and ending on the thirty-first day of December.

Section 11.5 POLICIES: The organization shall be governed by such financial policies as shall be adopted by the Executive Committee and approved by the General Assembly, which shall be consistent with generally accepted financial practices and any applicable code of ethics.

Section 11.6 OVERSIGHT: The Executive Committee shall oversee the finances of the WOA generally and supervise all financial and contractual arrangements. The Treasurer shall maintain and audit financial records in accordance with generally accepted international accounting principles. The financial records of the WOA shall be transparent and open to inspection.

ARTICLE TWELVE: ARBITRATION

Section 12.1 ARBITRATION: Any unresolved dispute arising in connection with the WOA may be submitted by the WOA at its sole discretion for binding arbitration to the Court of Arbitration for Sport, in accordance with the Code of Sports-Related Arbitration as applicable. Decisions and actions taken by the WOA on the basis of the WOA Constitution, including any interpretation of this Constitution, are final and not subject to review.

ARTICLE THIRTEEN: AMENDMENTS

Section 13.1 REQUIRED MAJORITY: Amendments to this Constitution may be made by two thirds (2/3) of the votes cast at the annual meeting of the General Assembly or at a special meeting called for the sole purpose of amending this Constitution, at which a quorum is present.

Section 13.2 ENTRY INTO FORCE: Amendments shall take effect immediately upon adoption by the General Assembly. The revised Constitution shall be promulgated in due course and distributed to members and any other entities, as required.

ARTICLE FOURTEEN: DISSOLUTION

Section 14.1 FINAL MEETING: Dissolution of the WOA may only take place at an extraordinary meeting of the General Assembly that is called for the exclusive purpose of dissolving the organization and at which meeting the issue of dissolution is the only item on the agenda. The decision to dissolve the organization shall be made by a vote of at least two-thirds (2/3) of the members present and eligible to vote.

Section 14.2 DISPOSITION OF ASSETS: Any assets belonging to the organization upon dissolution that remain after the satisfaction of all obligations and liabilities shall be dispersed to the International Olympic Committee or, should the International Olympic Committee no longer exist at that time, to some other charitable object approved by the General Assembly.

ARTICLE FIFTEEN: EFFECTIVE DATE

Section 15.1 ORIGINAL ENTRY INTO FORCE: This Constitution first became effective upon approval at the first meeting of the General Assembly of the WOA at the constitutive meeting held in Lausanne, Switzerland on 21 November 1995.

Section 15.2 SUBSEQUENT AMENDMENTS: This Constitution was amended at the second meeting of the General Assembly of the WOA held in Lausanne, Switzerland on 7 December 1999, and at the third meeting of the General Assembly of the WOA in Lausanne, Switzerland on 29 November 2003.

BY-LAWS of the WORLD OLYMPIANS ASSOCIATION

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BY-LAWS of the WORLD OLYMPIANS ASSOCIATION

BY-LAWS TO ARTICLE ONE: IDENTITY

Section 1.1 EMBLEM: The emblem of the WOA is gold in colour and consists of a burning torch, representing the Olympic flame, on top of which is superimposed the Olympic symbol, which consists of five Olympic rings, representing the union of the five continents and the meeting of athletes from around the world at the Olympic Games. The five rings are interlaced in two rows from left to right with three rings on the top row and two on the bottom. The whole of the Olympic symbol is in the shape of an inverted isosceles trapezoid, having the shorter of the parallel sides form the bottom or base. The Olympic Rings are included as a part of the WOA emblem with the permission of the International Olympic Committee. All rights to the WOA emblem belong exclusively to the WOA, limited only by the rights of the International Olympic Committee with respect to the included Olympic symbol.

Section 1.2 OFFICES: The WOA Executive Committee shall determine the location of the offices of the WOA.

BY-LAWS TO ARTICLE TWO: MISSION AND PURPOSE

Section 2.1 AIMS AND OBJECTIVES: In keeping with the mission and purpose set forth in the Constitution, the WOA shall have the aims and purposes detailed below, which are consistent with the role of the WOA generally and the specific functions specified in these By-laws.

Section 2.2 AIMS: The WOA is a trustee of the traditions of sport and shall support and promote the positive moral and educational values of sportsmanship, fair-play, friendly competition and the pleasure of the game, within the spirit of the fundamental principles set forth in the Olympic Charter. The WOA adheres to the aims of the Olympic movement set forth below.

- (a) Promote the development of those physical and moral qualities that are the basis of sport.
- (b) Educate young people through sport in a spirit of better understanding between each other and of friendship, thereby helping to build a better and more peaceful world
- (c) Spread the Olympic principles throughout the world, thereby creating international goodwill.
- (d) Bring together the Olympians of the world.

Section 2.3 OBJECTIVES: To achieve its mission and further its purposes, consistent with the aims of the organization and the IOC, the objectives of the WOA are set forth below.

- (a) Encourage contact between Olympians, in support of Olympism and the Olympic Movement, as set forth in the Olympic Charter.
- (b) Promote the establishment of National Olympians Associations.
- (c) Foster cooperation between National Olympians Associations, in furtherance of the objectives of the WOA.
- (d) Support and represent the interests of Olympians and contribute to the enhancement of their quality of life.
- (e) Motivate Olympians towards active leadership in their respective local communities and countries of residence.
- (f) Support the participation of Olympians in activities where they can serve as role models who embody the Olympic ideals.
- (g) Implement development programs as appropriate.
- (h) Support the interests of Olympians and represent them within the Olympic Family.
- (i) Provide information and advice to the IOC as appropriate

Section 2.4 ROLE: The WOA shall operate exclusively as a non-profit, social welfare organization and no part of the net earnings of the WOA shall inure to the benefit of or be distributed to the members, Officers, Executive Committee members or private individuals, other than reasonable compensation for expenses and services and payments or distributions made in furtherance of the mission and purposes set forth in this Constitution. The democratically established authority of this organization, as approved by the General Assembly and subject to its periodic review, shall be to act as set forth below.

- (a) Coordinate activities of affiliated National Olympians Associations.
- (b) Establish new National Olympians Associations.
- (c) Develop and administer programs to further the mission, purpose, aims and objectives of the organization.
- (d) Cooperate with the International Olympic Committee.

Section 2.5 ADMINISTRATIVE FUNCTIONS: The administrative functions of the office staff and volunteers of the WOA are set forth below.

- (a) Operate WOA offices.
- (b) Seek out sponsorship opportunities and fulfill sponsorship obligations.
- (c) Administer WOA programs and activities.
- (d) Coordinate events and activities with the International Olympic committee, members and sponsors, as well as all appropriate government authorities and non-governmental organizations.
- (e) Implement Executive Committee directions on the establishment and maintenance of relations with the public and the media, including the coordination of publicity concerning the WOA and its activities with the media and the general public by all appropriate means.
- (f) Advise members on the activities of the WOA and provide membership services.
- (g) Establish a calendar of activities and events.
- (h) Maintain appropriate records.

Section 2.6 FINANCIAL FUNCTIONS: The WOA shall take all necessary measures to control the fiscal management of its activities, to audit its financial records annually in accordance with generally accepted international accounting principles and make all accounting and audits available for inspection by the WOA General Assembly, as well making such annual records available to the members on written demand. The WOA shall use its income and resources to further the mission, purpose and objectives of the organization. The receipt of funds from media, governmental or commercial sources shall never prejudice the independence of the organization or limit the control of the affairs within its competence.

Section 2.7 OTHER FUNCTIONS: This organization shall undertake to accomplish the general functions set forth below.

- (a) Maintain appropriate relations with governments and governmental organizations, appreciating governmental support of sports but affirming the autonomy and independence of the WOA and its affiliated National Olympians Associations and reaffirming opposition to all political or economic interference.
- (b) Cooperate for its common aims with non-governmental sports organizations, recognizing the role of all National Olympians As-

sociations as essential partners in international sports and the expression of sport with the spirit of the Olympic movement.

(c) Collaborate with the media in promoting a better knowledge and understanding of the WOA and the Olympic movement.

BY-LAWS TO ARTICLE THREE: MEMBERSHIP

Section 3.1 APPLICATION FOR MEMBERSHIP: Applicants seeking organization membership in the WOA must provide the material set forth below, as appropriate to the requested category of membership.

(a) LETTER OF REQUEST FOR AFFILIATION: The applicant must submit a standard form letter requesting membership, prepared by the WOA Executive Committee, which must be fully and accurately completed. The letter shall state that the applicant agrees to abide by the Constitution and By-laws of the WOA.

(b) APPLICATION FORM: The applicant must submit a standard application form that must be fully and accurately completed. The form shall request the full legal name and address of the organization and other appropriate data.

(c) STATEMENT OF LEGAL STATUS: The applicant must submit a statement signed by the president or authorized representative of the organization declaring its legal status. An official government document attesting to the legal personality of the applicant and to the non-profit status of the applicant may be submitted in place of such a statement.

(d) CONSTITUTION: The applicant must submit a copy of the Constitution of the NOA in the official language of the WOA. The Constitution of the applicant NOA is subject to the approval of the WOA. Any subsequent amendments to the NOA Constitution are also subject to the approval of the WOA. The applicant NOA may use a standard Constitution suggested by the WOA. The NOA Constitution may allow for separate classes of membership but must allow all qualified Olympians in the country to be members of the NOA of that country.

(e) NOC RECOMMENDATION: The applicant is encouraged to submit a letter of recommendation from the National Olympic Committee of the country involved, to assist in evaluating the applicant NOA.

BY-LAWS TO ARTICLE FOUR: STRUCTURE

Section 4.1 COMMITTEES: The Executive Committee may from time to time establish committees, working groups and other structures or entities to accomplish the tasks necessary to fulfill the mission and purpose of the WOA, with such authority and duties as the Executive Committee may decide, including the committees set forth below.

(a) STANDING COMMITTEES: The organization shall have such regularly operating standing committees as shall be authorized by the Executive Committee and operate on a continuing basis until terminated.

(b) SPECIAL COMMITTEES: The Executive Committee may create any special committees that may be desirable to effect the purposes of the organization and operate until their purpose is accomplished or are otherwise terminated.

(c) COMMITTEE MEMBERSHIP: The President shall appoint the heads of all committees, subject to the approval of the Executive Committee. The President and Secretary General shall be ex-officio members of all committees.

(d) COMMITTEE MEETINGS: All committees shall meet as often as necessary for the fulfillment of their duties.

Section 4.2 POWERS AND DUTIES OF COMMITTEES: All committees are advisory, unless otherwise specified in these By-laws, and shall provide the WOA with review, recommendations and counsel about policies and activities. Each committee shall report to the Executive Committee on a regular basis to inform the WOA of its significant activities.

Section 4.3 STAFF: The President and the Secretary General may employ paid personnel to work for the WOA to aid in fulfilling its mission and purpose. No staff member may serve concurrently as an elected officer, member of the Executive Committee or appointed volunteer.

BY-LAWS TO ARTICLE EIGHT: MEETINGS

Section 8.1 RULES OF PROCEDURE: Except as otherwise provided in the Constitution and By-laws, all questions of parliamentary procedure at any meeting of the WOA shall be governed by the current edition of Robert's Rules of Order, which specify the rules that shall control to the conduct of WOA meetings.

Section 8.2 AGENDA: The President and the Secretary General shall prepare the agenda for all meetings. The agenda for any meeting of the General Assembly shall be distributed sixty (60) days in advance of the meeting. For all other meetings, the agenda must be distributed a reasonable time in advance.

BY-LAWS TO ARTICLE NINE: VOTING

Section 9.1 MAIL VOTING: The Executive Committee shall specify procedures for conducting a vote by mail, which shall include a reasonable amount of time allowed for response via international air mail.

Section 9.2 CREDENTIALS: The official representative of an NOA to the General Assembly will be accepted and credentialed upon presentation of a current dated letter from the NOA on the official stationery of the NOA, signed by the president or Secretary General of the NOA, designating the representative by name in writing.

BY-LAWS TO ARTICLE 10: ELECTIONS

Article 10.1 AGENDA: Elections shall be the final item of business on the Agenda of any meeting at which elections shall take place.

Article 10.2 VERIFICATION OF CREDENTIALS: All NOA Representatives must submit their letter of authorization to the Secretary General prior to the General Assembly. Late arrivals may be accepted only by majority vote of the General Assembly.

Article 10.3 NOMINATING COMMITTEE: The President, with the approval of the Executive Committee, may appoint a nominating committee whose function it shall be to nominate one person per position to be contested in any election, in order to guarantee that there shall be at least one candidate per position.

Article 10.4 VOTE COUNTING: The president, with the approval of the Executive Committee, shall appoint three scrutineers who shall collect and tally completed ballots from any election vote. The counting shall be done in private in a sequestered location in which only the scrutineers shall have access until the tally is completed. The final tally for all elections shall be presented to the President, who shall announce the winner and the vote totals. The completed ballots shall be turned over to the Secretary, who shall hold them for safekeeping for a period of not less than one month, after which they may be destroyed.

BY-LAWS TO ARTICLE ELEVEN: FINANCES

Section 11.1 ACCOUNTING: The annual financial report of the WOA shall be audited annually, in accordance with generally accepted accounting principles, by a major international auditing company selected by the Executive Committee. An external audit of the financial records shall be made annually. All audits shall be presented to the General Assembly and shall be available to the members by written demand.

BY-LAWS TO ARTICLE THIRTEEN: AMENDMENTS

Section 13.1 REQUIRED MAJORITY: Amendments to these By-laws may be made by an affirmative vote of a majority of the members of the Executive Committee, at any meeting at which a quorum is present.

Section 13.2 ENTRY INTO FORCE: Amendments shall take effect immediately upon adoption by the Executive Committee, subject to approval of the General Assembly. The revised By-laws shall be promulgated in due course and distributed to members and other entities, as appropriate.

Section 13.3 CONSISTENT WITH CONSTITUTION: These By-laws and any amendments made to them must be consistent with the WOA Constitution. Any provision in or amendment to these By-laws that is inconsistent with the WOA Constitution shall be null and void.