

Original: French



----- **STATUTES** -----

--- of ---

----- International Testing Agency – ITA-----

----- (Agence de contrôles internationale – ACI) -----

----- a Foundation in Lausanne -----

----- Article 1 -----

----- **Designation** -----

Under the name “International Testing Agency – ITA” (“Agence de contrôles internationale – ACI”), hereinafter referred to as “the Foundation”, is constituted by the International Olympic Committee (IOC), hereinafter referred to as the “Founder”, a foundation governed by the present provisions and articles 80 et seq. of the Swiss Civil Code. -----

----- Article 2 -----

----- **Seat** -----

The seat of the Foundation is in Lausanne. -----

----- Article 3 -----

----- **Duration** -----

The duration of the Foundation is unlimited. -----



----- Article 4 -----

----- **Objectives** -----

The objectives of the Foundation are to: -----

1. contribute to protecting clean athletes and the integrity of sport through the fight against doping;-----
2. contribute to the fight against doping in sport worldwide in all its forms; and -----
3. to that end, and in particular, provide independent, comprehensive, not-for-profit doping controls and other related services, including Doping Controls as defined in the World Anti-Doping Code to sport organizations and other organisations that may need services or support in the field of anti-doping, including in particular, but without limitation, International Sports Federations (IFs), the International Olympic Committee and other Major Event Organizers. -----

To reach its objectives, the Foundation can engage in all other permanent or temporary activities, in any country, directly or indirectly linked to its objectives, and to cooperate with any authority or third party to accomplish its tasks. -----

In order to achieve its objectives, the Foundation has the right to conclude any contract, to acquire and transfer, free or against payment, all rights, all movables and any real estate of whatever nature, in any country. It may entrust the performance of all or part of its activities to third parties. -----

The Founder is entitled to request the supervisory authority to amend the objectives of the Foundation in accordance with article 86a of the Swiss Civil Code. -----

----- Article 5 -----

----- **Capital and resources** -----

The Founder endows the Foundation with an initial capital of one hundred thousand Swiss francs (CHF 100,000). -----

The Foundation's other resources may consist of other allocations, donations, legacies and other forms of allowance, subsidy or other contributions from all natural or legal persons.  
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----- Article 6 -----

----- **Organisation of the Foundation** -----

The powers of the Foundation are exercised by its organs, namely:

- a) the Foundation Board;-----
- b) the auditing body;-----
- c) the Director General; and-----
- d) any Consultative Committee created by the Foundation Board.

----- Article 7 -----

----- **Foundation Board** -----

The Foundation is administered by a Foundation Board composed of seven (7) members. One (1) representative of the World Anti-Doping Agency (WADA) shall attend the meetings of the Foundation Board without voting rights. At least one of the members of the Foundation Board or the Director General, with the power to represent the Foundation vis-à-vis third parties, shall be domiciled in Switzerland. -----

Except for the representative of WADA, the members of the Foundation Board, including the Chair, shall be appointed and subsequently replaced as follows: -----

- a) One independent expert in the field of anti-doping matters, which will act as Chair pursuant to Article 8, paragraph 1 below, shall be appointed upon joint proposal of the Founder, the International Sports Federations and the IOC Athletes' Commission to a committee (the "Committee") composed of three (3) persons appointed by the WADA Management in accordance with the process described in section f) below; -----
- b) One member representing the International Olympic Committee shall be appointed upon proposal of the Founder to the Committee in accordance with the process described in section f) below; -----
- c) One member representing the International Sports Federations shall be appointed upon proposal of the International Sports Federations (i.e. the Global Association of International Sport Federations (GAISF), the Association of Summer Olympic International Federations (ASOIF) and the Association of International Olympic Winter Sports (AIOWF)) to the Committee in accordance with the process described in section f) below; -----
- d) One member representing the athletes shall be appointed upon proposal of the IOC Athletes' Commission to the Committee in accordance with the process described in section f) below; -----
- e) Three (3) independent experts in the field of anti-doping matters and/or other areas of the relevance to the achievement of the objectives of the Foundation shall be appointed upon joint proposal of the Founder, the International Sports Federations and the IOC Athletes' Commission, to the Committee in accordance with the process described in section f) below; -----
- f) The proposed members of the Foundation Board will be submitted to the Committee, which will review the professional and ethical qualifications of the candidates and provide a non-

binding recommendation to the WADA Executive Committee. The WADA Executive Committee will approve or not the candidates. In case of non-approval, other candidates will be submitted through the same process described in letters a) to e) above. -----

The members of the Foundation Board are appointed for periods of two (2) years. Notwithstanding the above, the first members of the Foundation Board will be appointed for the following periods:-----

- a) One (1) year for the members of the Foundation Board appointed pursuant to Article 7, paragraph 2, letters b and d above.-----
- b) Two (2) years for the members of the Foundation Board appointed pursuant to Article 7, paragraph 2, letters a, c and e above. -----

The members of the Foundation Board may be re-appointed in accordance with the rules which the Foundation Board will enact. -----

The Foundation Board may remove one of its members with cause, in particular if a member is not able to exercise its function or that he/she has breached one or several obligations towards the Foundation. Any member concerned by a decision of removal has the right to be heard but shall neither participate to the deliberations nor vote on his/her removal. -----

The Foundation Board will ensure that its members and any other person acting on behalf of the Foundation in whatever capacity, respect the fundamental principles of ethics, in particular those with regard to independence, dignity, integrity and impartiality. While carrying out their functions, the members of the Foundation Board shall in particular act independently and shall neither seek, be receptive to or act on any instructions from any organisations or from any third party. -----

*[Transitional provision concerning Article 7 paragraph 2, letter e) above:  
The appointment of the two (2) additional independent experts in the Foundation Board, which was agreed by the Foundation Board during its meeting of 27 June 2019, shall enter into force at the latest by the end of 2020. This is to allow for a staggering of the various mandates within the Foundation Board. These new appointments can occur concurrently or at separate occasions.]*

----- Article 8 -----

----- **Organisation of the Foundation Board** -----

The Foundation Board is self-organised. The member of the Foundation Board, acting as expert in the field of anti-doping matters and appointed pursuant to Article 7, paragraph 2, letter a of the present statutes, shall act as Chair of the Foundation Board.

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If it deems it necessary to do so, the Foundation Board shall appoint a Vice-Chair who shall be the member of the Foundation Board appointed pursuant to Article 7, paragraph 2, letter e above; it shall also appoint a Secretary, who may be chosen from outside the Foundation Board.

The Director General, appointed pursuant to Article 12 below, shall be entitled to participate in the meetings of the Foundation Board and to take part in the discussions of the Foundation Board. However, he/she may not vote when the Foundation Board takes decisions. -----

----- Article 9 -----

----- **Meetings and decisions of the Foundation Board** -----

The Foundation Board shall meet as often as is necessary, but at least once a year. The meetings of the Foundation Board are convened by the Chair or, when delegated to do so by the Chair, by the Secretary. The Chair can convene a meeting of the Foundation Board or is bound to convene a meeting of the Foundation Board at the written request of at least two (2) members.

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The meetings of the Foundation Board may be held in person, through video and/or audio conference. -----

A set of minutes, signed by the Chair and the minute-taker, shall record the deliberations and decisions of the Foundation Board. -----

During meetings, the members of the Foundation Board are entitled to ask the people responsible for managing and representing the Foundation for details of how the Foundation's activities are conducted and with regard to specific questions. -----

The Foundation Board shall take its decisions by an absolute majority of the votes of the members present. In the event of a tie, the Chair shall have the casting vote. In case the Chair of the Foundation Board is absent, the Vice-Chair appointed pursuant to Article 8, paragraph 2 above, shall act as Chair of the meeting of the Foundation Board. To deliberate validly, a majority of the members of the Foundation Board must be present. -----

The decisions of the Foundation Board can also be taken by correspondence (including voting by fax and by email), and are subject to the approval of the absolute majority of the members of the Foundation Board, without a meeting having to be held, unless a discussion is required by any of the members; such decisions must be recorded in a set of minutes. -----

The members of the Foundation Board are entitled to request information on the conduct of the Foundation's activities from the Director General during any meeting of the Foundation Board. Outside of meetings of the Foundation Board, any request to that effect shall be addressed by the Chair to the Director General. If an issue arises in respect of any question raised by a member of the Foundation Board, the matter shall be submitted by the Chair to the Foundation Board and dealt with in the next meeting of the Foundation Board according to this Article 9. -----

----- Article 10 -----

----- **Powers of the Foundation Board** -----

The Foundation Board's powers with regard to the Foundation are determined by the law, the present statutes and all other regulations and decisions of the Foundation Board. -----

As the supreme organ of the Foundation, the Foundation Board  
has the inalienable right to: -----

- a) propose amendments to the present statutes; -----
- b) appoint and remove the members of the Foundation Board according to Article 7 of the present statutes;-----
- c) appoint and remove the Director General, according to Article 12 of the present statutes; -----
- d) appoint and remove Consultative Committees according to Article 13 of the present statutes; -----
- e) appoint and remove the auditing body of the Foundation according to Article 16 of the present statutes; -----
- f) approve, each year, the management report, which shall be submitted to the supervisory authority with the Foundation's balance sheet and the profit and loss statement; -----
- g) take all decisions relating to the acquisition, free or against payment, or the disposal, free or against payment, of all real estate. -----
- h) enact all regulations regarding the powers and required signatures to represent the Foundation; -----
- i) propose the dissolution of the Foundation according to Article 19 of the present statutes; and-----
- j) take all decisions related to the overall management of the Foundation as well as those not expressly reserved by the law, the present statutes or the regulations enacted by the Foundation Board to another organ of the Foundation. -----



----- Article 11 -----

----- **Obligations of the Foundation Board** -----

The Foundation Board is required, in particular: -----

- a) to safeguard the independence of the Foundation including operational independence and transparency (subject to the regulations regarding confidentiality contained in the World Anti-Doping Code) in all its activities; -----
- b) to supervise the committees or people responsible for managing and representing the Foundation, in order to ensure that its activities comply with the law, the present statutes and regulations, and to keep itself informed about the conduct of the Foundation's activities;-----
- c) to enact the regulations relating to the Foundation Board itself, other committees, as well as all the other regulations needed for the operation of the Foundation which will be submitted to the supervisory authority for approval; -----
- d) to ensure that the minutes of the Foundation Board and the necessary books are properly kept, and that the management report, profit and loss statement and balance sheet are produced in accordance with the requirements of the law. -----

----- Article 12 -----

----- **Director General** -----

The Foundation Board delegates to a Director General the responsibility of the actual and operational running and management of the Foundation, the conduct of all its activities and the actual administration of its assets. -----

The Director General is appointed by the Foundation Board. The Director General shall have the overall responsibility of the operational running and management of the Foundation and shall report to the Foundation Board. -----

----- Article 13-----

----- **Consultative Committees** -----

The Foundation Board may appoint one or more Consultative Committees whose task is to offer the Foundation Board advice and proposals on specific topics or in specific areas. The members of such a committee may be chosen from outside the Foundation Board. The organisation and functioning of these Consultative Committees shall be further described in the regulations to be enacted by the Foundation Board.

----- Article 14 -----

----- **Representation of the Foundation** -----

The Foundation is duly represented and bound vis-à-vis third parties by the collective signature of at least two (2) individuals amongst the following representatives: members of the Foundation Board, the Director General and/or other designated Staff employed by the Foundation.

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The Foundation Board may allow other people the right of collective signature of two (2) persons, including the Director General.----

----- Article 15 -----

----- **Financial year, management report, balance sheet and profit and loss statement** -----

Each year, the Foundation Board shall submit to the supervisory authority the management report, balance sheet and profit and loss statement approved by the Foundation Board.

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The duration and the date of the financial year as well as the first financial year shall be decided by the Foundation Board. -----

----- Article 16 -----

----- **Auditing body** -----

Each year, the Foundation Board shall designate a qualified and independent auditing body. Each year, the auditing body shall submit to the Foundation Board a report on the accounts of the Foundation; such report shall subsequently be submitted to the supervisory authority.

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----- Article 17 -----

----- **Indemnities** -----

Unless otherwise provided in these Statutes, the members of the Foundation Board and of the Consultative Committees are not entitled to any remuneration for the performance of their functions. They are, however, entitled to reimbursement of their expenses effectively incurred and subject to further conditions fixed by the Foundation Board. -----

The members of the Foundation Board and of the Consultative Committees are entitled to a moderate financial compensation for their attendance at official meetings, which shall be determined in accordance with and subject to the Compensation Policy approved by the Foundation Board.-----

The auditing body is entitled to fees in accordance with professional practice. -----

Staff employed by the Foundation is entitled to remuneration. The remunerations and other conditions of employment shall be fixed by the Foundation Board. -----

----- Article 18 -----

----- **Modification of the statutes** -----

The Foundation Board may propose amendments to the present statutes to the supervisory authority according to the legal provisions in force.

Any proposed amendment to the statutes shall be subject to the approval of the absolute majority of the members of the Foundation Board. In the event of a tie, the Chair shall have the casting vote. -----

----- Article 19 -----

----- **Dissolution** -----

The Foundation may be dissolved in the cases provided for by the law.

The request for the dissolution of the Foundation shall be subject to a unanimous decision of all members of the Foundation Board. -----

The Foundation Board may designate one or more liquidators.

No winding-up measure may be performed without the express agreement of the supervisory authority. -----

Any surplus from winding up shall be given, with the agreement of the Canton of Vaud Tax Administration, to an institution tax-exempted due to its charitable activities and pursuing the same or similar objectives.

----- Article 20 -----

----- **Entry in the Trade Register** -----

The Foundation shall be entered in the Canton of Vaud Trade Register.

----- Article 21 -----

----- **Supervisory Authority** -----

The Foundation shall be placed under the supervision of the supervisory authority, whose authority is hereby reserved. -----

Lausanne, *6 December 2019*

The Chair:



*Journé*

The Director General:



*B. G. Y.*