

# **INTERNATIONAL PARALYMPIC COMMITTEE**

## **CONSTITUTION**

Effective 24 August 2022

Adopted by the General Assembly on 11 December 2021

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## **PART I: IPC STATUS AND PURPOSE**

### **1. Name, status, and governing law**

- 1.1 The name of the association is 'International Paralympic Committee e.V.' (IPC).<sup>1</sup>
- 1.2 The seat of the IPC is in Bonn, Germany.
- 1.3 The IPC is registered with the Register of Associations at the county court in Bonn, Germany, under the number VR 7414.
- 1.4 The financial year of the IPC is the calendar year, beginning on 1 January and ending on 31 December.
- 1.5 This Constitution and the Regulations are governed by German law, and are to be interpreted and applied in accordance with German law, subject to any rules of interpretation set out in Appendix 1 or the Regulations.
- 1.6 Defined terms in this Constitution (denoted by initial capital letters) have the meaning given to them in Appendix 1. The rules of interpretation set out in Appendix 1 will be used as an aid to interpretation to this Constitution.

### **2. The Paralympic Movement**

- 2.1 The IPC is the worldwide governing body of the Paralympic Movement. The Paralympic Movement comprises the IPC, the IPC Members, the Recognised International Federations, and any other Persons that participate in Para sport or are involved in the promotion, organisation, and/or delivery of Para sport.
- 2.2 This Constitution is binding on Persons participating in the Paralympic Movement, including IPC Members, Recognised International Federations, IPC Officials, Persons participating in the Paralympic Games or other IPC activities, and any other Persons who agree to be so bound.

### **3. Vision and mission**

- 3.1 The vision of the IPC is to make for an inclusive world through Para sport.
- 3.2 The mission of the IPC is to lead the Paralympic Movement, oversee the delivery of the Paralympic Games, and support IPC Members to enable Para athletes to achieve sporting excellence.

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<sup>1</sup> Article 1.1: According to the German Civil Code, the abbreviation 'e.V.' is mandatory. It stands for 'eingetragener Verein' in German, which translates to 'registered association' in English.

#### 4. Purpose and objects

- 4.1 The purpose of the IPC is the promotion and development of sport, especially with regard to Para sport for athletes with impairments.
- 4.2 In order to achieve the purpose of the IPC, the IPC will in particular pursue the following objects:
  - 4.2.1 promote social inclusion through Para sport;
  - 4.2.2 own, safeguard, and supervise the organisation of the Paralympic Games;
  - 4.2.3 promote Para sport worldwide, without unlawful discrimination on the grounds of disability, race, skin colour, national, ethnic or social origin, age, sex, gender, sexual orientation, language, political or other opinion, religion or other beliefs, circumstances of birth, or other unlawful ground;
  - 4.2.4 support IPC Members in their development, including supporting them in the development and organisation of Para sports, competitions, activities, and programmes, and in the preparation of their Para athletes for the Paralympic Games;
  - 4.2.5 promote international relations and understanding (including through IPC Members and through relations with governments, quasi-governmental organisations, non-governmental organisations, and research institutions) to support the worldwide development of Para sport and the Paralympic Movement;
  - 4.2.6 support and encourage educational and cultural activities and exchanges that contribute to the development and promotion of the Paralympic Movement, enhance awareness of disability, and drive social inclusion;
  - 4.2.7 support and conduct scientific and social science research in relation to persons with a disability, for the benefit of Para athletes and wider society;
  - 4.2.8 ensure that, in Para sport within the Paralympic Movement, the spirit of fair play prevails, the safety and health of the athletes are protected, and fundamental ethical principles are upheld;
  - 4.2.9 promote and protect clean sport, in conjunction with WADA;
  - 4.2.10 adopt and maintain a classification code binding on all IPC Members that acts as the foundational document for classification within the

Paralympic Movement and sets out who is eligible to compete in Para sport;

- 4.2.11 respect the principle of political neutrality and impartiality;
- 4.2.12 preserve its independence and autonomy to govern the Paralympic Movement without improper intervention or influence by any outside authority;
- 4.2.13 promote the implementation of and advocacy for the UN Convention on the Rights of Persons with Disabilities and related treaties and principles; and
- 4.2.14 govern the IPC Sports until they separate from the IPC.

## **5. Paralympic Games**

- 5.1 The Paralympic Games represent the pinnacle of each quadrennial sports cycle for Para athletes and other stakeholders of the Paralympic Movement.
- 5.2 The IPC is the supreme authority of the Paralympic Games. All rights and properties related to the Paralympic Games (directly or indirectly) belong to the IPC.
- 5.3 Participation in the Paralympic Games is subject to the Paralympic Games Regulations. No IPC Member or Person has any right of any kind to participate in the Paralympic Games. The Governing Board will decide (in its absolute discretion) on the sports/disciplines and medal events on the Paralympic Games Sport Programme in accordance with the Paralympic Games Regulations.

## **6. Non-profit status**

- 6.1 The IPC exclusively and directly pursues non-profit purposes within the meaning of the relevant section of the German Tax Code entitled 'Tax-Privileged Purposes'. The IPC's activities will be altruistic; they will not be aimed primarily at commercial purposes.<sup>2</sup>
- 6.2 The IPC Members will not have a share in the IPC's assets or in the surpluses attained. The IPC's funds may only be used for the purposes set out in this Constitution. The IPC Members may not receive any payments out of the IPC's financial resources. No Person may benefit from disproportionate

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<sup>2</sup> Article 6.1: To ensure the IPC's status as a non-profit organisation in Germany, this Article must be included in the Constitution (exact wording as required by German fiscal law).

remuneration or from payments that relate to matters outside the scope of (or that are contrary to) the IPC's objects.<sup>3</sup>

- 6.3 Subject to Article 6.4, all members of the Governing Board will work on a volunteer basis (i.e. without remuneration).
- 6.4 Subject to Governing Board approval, the President may fulfil their responsibilities for the IPC on the basis of a service agreement and receive appropriate remuneration. If the Governing Board considers it necessary, the Vice-President and/or Athletes' Council chairperson may also fulfil their responsibilities for the IPC on the basis of a service agreement and receive appropriate remuneration.
- 6.5 Notwithstanding the foregoing, within the limits set by German law and within the scope of the IPC purpose and objects, the IPC supports the IPC Members in the fulfilment of their role and obligations as IPC Members, and (to the extent permitted by German law) this may consist of financial support.

## **7. Official language**

- 7.1 The official language of the IPC is English.
- 7.2 This Constitution will be published in English and German. In case of any conflict between the two versions, the German version will prevail.<sup>4</sup>
- 7.3 The Regulations and any minutes, reports, and other official communications from the IPC will be published in English and in any other language specified by the Governing Board.

## **8. Legal representation**

- 8.1 The IPC is legally represented (a) by the President, or (where the President is incapacitated, conflicted, or otherwise unavailable or unable to act) (b) by the Vice-President and one other member of the Governing Board, acting jointly. Each legal representative must act within the authority set out in this Constitution.
- 8.2 The legal representatives must not have a conflict of interest in respect of the matter in issue. If the President and Vice-President are both incapacitated or conflicted or otherwise unavailable or unable to act, the Governing Board will appoint two elected members of the Governing Board to act as legal representatives in relation to the matter in issue.

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<sup>3</sup> Article 6.2: *ibid.*

<sup>4</sup> Article 7.2: The wording of this Article is required for registration with the Register of Associations.

## **PART II: MEMBERSHIP**

### **9. No automatic right to IPC Membership**

9.1 The IPC is constituted as a registered association under German law. Membership is exclusively a matter to be determined by the Constitution and the will of the IPC Members. No one has an automatic right to membership of the IPC.

### **10. Categories of IPC Membership**

10.1 Membership of the IPC may be granted in the following categories:

10.1.1 **National Paralympic Committee (NPC):** a national organisation recognised by the IPC as the sole representative of the Paralympic Movement in the NPC's Country or Territory.

10.1.2 **International Federation:** an international sport federation recognised by the IPC as the sole worldwide representative of a specific Para sport.

10.1.3 **International Organisation of Sport for the Disabled (IOSD):** an international organisation recognised by the IPC as the sole worldwide representative of a specific disability group.

10.1.4 **Regional Organisation:** a regional organisation recognised by the IPC as the sole regional representative of IPC Members located within a specific Region.

10.2 Unless otherwise specified, references in this Constitution to IPC Members are to all members of the IPC, whatever their membership category. An updated official list of current IPC Members will be maintained and made publicly available by the Management Team.

10.3 Neither this Constitution nor membership of the IPC will create a partnership or agency relationship between the IPC and any (or all) of the IPC Members. IPC Members are not liable for the debts or obligations of the IPC, and the IPC is not liable for the debts or obligations of IPC Members.

### **11. Admission of new IPC Members (full and provisional)**

11.1 Subject to Article 11.2, only the General Assembly may admit new IPC Members. The procedure to apply for IPC Membership is set out in the IPC Membership Regulations.

11.2 The Governing Board may grant an applicant that has complied with all of the conditions for IPC Membership the status of 'provisional IPC Member' until such time as the General Assembly is able to decide on the application.

Provisional IPC Membership may not be held beyond the first Ordinary General Assembly taking place following the grant of such status.

### 11.3 Provisional IPC Members:

11.3.1 have all of the rights of full IPC Members provided that they are in Good Standing, except that they do not have the right to (i) vote at General Assembly meetings; (ii) submit motions to the General Assembly; (iii) nominate candidates for election to the Governing Board; (iv) propose candidates for membership in Committees, or (v) nominate candidates for election to the Athletes' Council; and

11.3.2 must comply with all of the obligations imposed on IPC Members. Any non-compliance may be taken into account by the Governing Board when determining whether or not to recommend approval of full IPC Membership to the General Assembly, and by the General Assembly when considering the application.

11.4 Once granted, IPC Membership continues unless and until the membership is terminated in accordance with Article 14, or the IPC expels the IPC Member in accordance with Article 16.2.

## 12. Rights of IPC Members

12.1 Subject to Article 12.5, IPC Members may exercise the rights set out in this Article 12 only if they are in Good Standing.

12.2 Subject to Article 12.1, each NPC, International Federation, and IOSD has the right to:

12.2.1 appoint up to three delegates to attend and speak on its behalf at any meeting of the IPC Members, including General Assembly meetings;

12.2.2 submit motions to the General Assembly;

12.2.3 cast one vote on each motion put before the General Assembly, provided that it has at least one delegate attending the General Assembly meeting in question on its behalf;

12.2.4 nominate candidates for election to the Governing Board;

12.2.5 nominate candidates for election to the Athletes' Council;

12.2.6 propose candidates for membership in Committees;

12.2.7 participate in IPC activities such as conferences and other scientific, educational, or promotional activities organised by the IPC; and

- 12.2.8 be eligible to apply for IPC grants, subject to Article 6.5 and compliance with any applicable grant conditions and subject to available funds.
- 12.3 Subject to Article 12.1, in addition to the general rights set out above:
- 12.3.1 each NPC has the right to enter its athletes in the Paralympic Games, subject to compliance with this Constitution and the Regulations;
  - 12.3.2 each International Federation has the right to:
    - 12.3.2.1 conduct its own competitions, subject to any calendar coordination requirements of the IPC;
    - 12.3.2.2 propose the programme for its Para sport in the Paralympic Games for IPC approval, including the sport/discipline, medal events, athletes' quota, and competition format, in accordance with the Paralympic Games Regulations and any other applicable conditions;
    - 12.3.2.3 subject to IPC approval, establish and enforce the sport-specific eligibility and qualification criteria for its Para sport in relation to the Paralympic Games; and
    - 12.3.2.4 nominate candidates to the IPC for appointment as technical delegate(s) for its Para sport at the Paralympic Games;
  - 12.3.3 each IOSD has the right to conduct its own competitions, subject to any calendar coordination requirements of the IPC; and
  - 12.3.4 any IOSD acting in its capacity as an International Federation will (for each sport it governs) have all of the rights and obligations applicable to International Federations other than the rights under Articles 12.2.1 to 12.2.6.
- 12.4 Subject to Article 12.1, each Regional Organisation has the right to:
- 12.4.1 appoint up to two delegates to attend and speak on its behalf at any meeting of the IPC Members, including General Assembly meetings (for the avoidance of doubt, Regional Organisations do not have the right to submit motions, nominate candidates for election, or vote at such meetings);
  - 12.4.2 propose candidates for membership in Committees;
  - 12.4.3 participate in IPC activities such as conferences and other scientific, educational, or promotional activities organised by the IPC;

- 12.4.4 establish, supervise, and sanction regional Para sport competitions in consultation with the IPC and the relevant international federation(s), subject to any calendar coordination requirements of the IPC;
  - 12.4.5 receive IPC accreditation at the Paralympic Games for up to two representatives, where available to the IPC;
  - 12.4.6 use the Paralympic flag at designated events, subject to the IPC's prior written approval;
  - 12.4.7 act as liaison to the IPC on behalf of the NPCs in its Region, without precluding those NPCs from liaising directly with the IPC;
  - 12.4.8 establish a regional membership fee, provided that non-payment of such fee will not be a basis to prevent an NPC's athletes from participating in regional Para sport competitions;
  - 12.4.9 establish sub-regions within the Region;
  - 12.4.10 have the IPC facilitate an annual meeting of the presidents of each Regional Organisation (or their designee), to be held in person or remotely using virtual technologies; and
  - 12.4.11 be eligible to apply for IPC grants, subject to Article 6.5 and compliance with any applicable grant conditions and subject to available funds.
- 12.5 IPC Members not in Good Standing:
- 12.5.1 Where an IPC Member is not in Good Standing because some or all of its membership rights have been suspended, the IPC Member retains the right to appoint one delegate to attend and speak on its behalf (without any other rights) at any General Assembly meeting.
  - 12.5.2 Where an IPC Member is not in Good Standing because its annual IPC membership fee is in arrears and/or it has not paid any sums due to the IPC by the applicable deadline, it may not exercise any of the rights under Article 12.2.1 to 12.2.7 or Articles 12.4.1 to 12.4.3 until payment in full is made to the IPC. However, such IPC Member may (i) continue to exercise its other IPC Membership rights unless and until decided otherwise by the Governing Board, and (ii) appoint one delegate to attend and speak on its behalf (without any other rights) at any General Assembly meeting. The Governing Board may consider a request for reduction or waiver of the annual IPC membership fee where there are exceptional circumstances justifying such reduction or waiver, provided that the IPC Member requests such reduction or waiver in writing, specifying the exceptional circumstances, prior to

the deadline for payment. Until the Governing Board has taken a position on the request, any non-payment will not result in the loss of rights under this Article and may not form a basis for suspension from IPC Membership.

### **13. Obligations on IPC Members**

13.1 To become an IPC Member, an organisation must satisfy all of the following requirements:

13.1.1 it must be a legal entity properly constituted in accordance with the law applicable in its Country or Territory;

13.1.2 it must be solvent;

13.1.3 it must be concerned with the administration, organisation, and practising of Para sport, either solely and exclusively or else in conjunction with other sports;

13.1.4 its constitution must:

13.1.4.1 be compliant with this Constitution, the Regulations, and the World Anti-Doping Code;

13.1.4.2 include a formal undertaking by the IPC Member to be bound by and to comply with the Constitution and the Regulations;

13.1.5 it must be in compliance with the World Anti-Doping Code and the related International Standards, as well as the IPC Anti-Doping Code;

13.1.6 it must be in compliance with the IPC Classification Code and the related International Standards;

13.1.7 it must claim the exclusive right to represent the Paralympic Movement in its Country or Territory (if an NPC), to represent a specific disability group worldwide (if an IOSD), to govern a Para sport worldwide (if an International Federation), or to represent IPC Members in a Region (if a Regional Organisation), i.e. it must not recognise any other body's claim to such right (other than by exercise of powers that it has delegated to that other body);

13.1.8 where it is an International Federation, it must govern a Para sport that is included on the Paralympic Games Sport Programme; and

13.1.9 where it is an IOSD:

- 13.1.9.1 its members must vote in favour of applying for IPC Membership by at least a two thirds majority;
  - 13.1.9.2 it must demonstrate to the satisfaction of the IPC how IPC Membership will benefit its organisation, members, athletes, partners, and stakeholders, and also how it will contribute to the IPC's vision and mission;
  - 13.1.9.3 (if applicable) it must provide a full explanation of why the relevant impairment profile should be added to the list of eligible impairments in the IPC Classification Code;
  - 13.1.9.4 it must confirm the number of athletes it represents and the number of such athletes participating in each sport;
  - 13.1.9.5 the main focus of its activities must be the promotion of sport for the specific disability group;
  - 13.1.9.6 it must have in place an agreement with at least one International Federation, confirming that the International Federation (i) will accept the transfer from the IOSD to the International Federation of governance over the applicant IOSD's athletes competing within its sport both at the national and international level; and (ii) is committed to the development of specific sport opportunities for the applicant IOSD's disability group within its sport;
  - 13.1.9.7 it must satisfy the IPC that its application is in the best interests of the IPC and its members, taking into account the IPC's vision and mission, this Constitution, the Regulations, and the IPC's contractual commitments, including IOC/IPC Olympic and Paralympic Games cooperation agreements; and
  - 13.1.9.8 it must satisfy the IPC that no conflict exists between its activities and the activities of the IPC or any of the IPC Members.
- 13.2 Each IPC Member acknowledges and undertakes that at all times while it remains an IPC Member it must (in each case, as a condition of membership):
- 13.2.1 continue to satisfy the requirements set out in Article 13.1, and inform the Governing Board in writing if at any time during its membership it no longer satisfies (or will likely be unable to satisfy) any of those requirements;
  - 13.2.2 respect, support, and promote the purpose and objects of the IPC;

- 13.2.3 pay the annual IPC membership fee approved by the General Assembly by the deadline specified by the IPC;
- 13.2.4 pay any other sum(s) that it owes to the IPC by the deadline specified by the IPC (or other competent body);
- 13.2.5 comply with the terms and conditions of any financial contribution granted by the IPC;
- 13.2.6 comply in all respects with this Constitution, the Regulations, any other applicable rules and/or procedures of the IPC, applicable law, and all Decisions;
- 13.2.7 adopt, implement, and enforce rules and regulations that comply with, and are not inconsistent with, this Constitution and the Regulations;
- 13.2.8 submit as soon as reasonably practicable to the IPC a copy (in English) of its constitution and any amendments thereto (excluding corrections of typographical or referencing errors) to allow the IPC to review for compliance with the requirements of this Constitution;
- 13.2.9 adopt and implement rules:
  - 13.2.9.1 requiring its members and other Persons under its jurisdiction to comply with relevant obligations under this Constitution, including in particular Articles 13.2.13 to 13.2.17, in order to ensure compliance with its obligations under this Constitution (see Article 13.4);
  - 13.2.9.2 requiring Persons wishing to participate in any manner (or support the participation of others in any manner) in its Para sport competitions and/or other activities to submit to its rules and regulations as a condition of such participation/support; and
  - 13.2.9.3 restricting Persons under its jurisdiction from participating in Para sport competitions that are not sanctioned or authorised by the IPC, an IPC Member, a RIF, or a member of an IPC Member or a RIF;
- 13.2.10 subject to applicable law, require all of its board members, directors, and officers, and all of its employees and delegated third parties (and their employees) who are involved in any aspect of doping control, to agree to be bound by the IPC Anti-Doping Code and by the IPC Member's own anti-doping rules as a condition of such position or involvement;

- 13.2.11 respect the rights and obligations in relation to the IPC's Intellectual Property, including by complying with the Intellectual Property Regulations;
- 13.2.12 recognise and enforce within its jurisdiction:
  - 13.2.12.1 all Decisions;
  - 13.2.12.2 any periods of ineligibility and/or other disciplinary sanctions imposed under this Constitution or the Regulations; and
  - 13.2.12.3 any periods of ineligibility and/or other disciplinary sanctions imposed by other IPC Members (or any members of IPC Members) pursuant to classification rules adopted pursuant to the IPC Classification Code or anti-doping rules adopted pursuant to the IPC Anti-Doping Code, and adopt rules permitting it to recognise and enforce within its jurisdiction any other disciplinary decisions of IPC Members (and members of IPC Members) where it considers it appropriate to do so;
- 13.2.13 not discriminate unlawfully on the grounds of disability, race, skin colour, national, ethnic or social origin, age, sex, gender, sexual orientation, language, political or other opinion, religion or other beliefs, circumstances of birth, or other unlawful ground;
- 13.2.14 reject all forms of harassment and abuse, and protect and safeguard athletes and other persons under its jurisdiction from such harassment and abuse;
- 13.2.15 manage its affairs autonomously and without improper interference from bodies outside the Paralympic Movement, including by ensuring that its operations are not influenced by any political, governmental, or religious interference;
- 13.2.16 be neutral and impartial in matters of politics;
- 13.2.17 determine its office-holders by democratic elections and/or by appointments, which in every case are free of outside interference;
- 13.2.18 not organise and/or participate in Para sport competitions that are not sanctioned or authorised by the IPC, an IPC Member, a RIF, or a member of an IPC Member or a RIF;
- 13.2.19 establish and implement mechanisms in its decision-making structures to engage with (and seek the perspective of) Para athletes

and athlete representatives, within 12 months of the effective date of this Constitution unless specified otherwise by the Governing Board. Such mechanisms should include one or more of the following:

- 13.2.19.1 an elected athletes' committee or elected athlete representative(s);
- 13.2.19.2 designated athlete seat(s) on the top decision-making body (such as the board or executive);
- 13.2.19.3 designated athlete seat(s) on committees;
- 13.2.19.4 holding athletes' forums; and/or
- 13.2.19.5 designated athlete engagement roles within the organisation;
- 13.2.20 inform the IPC without delay of any changes to (i) the composition of its board and/or executive, and (ii) its official contact details;
- 13.2.21 inform the IPC without delay of any matter that might adversely affect the IPC or the Paralympic Games;
- 13.2.22 maintain regular and ongoing communication with the IPC and respond to requests from the IPC in a timely manner;
- 13.2.23 have an integrity code (or similar) applicable within its jurisdiction, incorporating standards of conduct that are at least equivalent to those in the Integrity Code;
- 13.2.24 use reasonable endeavours to comply with the Minimum Governance Standards Regulations;
- 13.2.25 not have any sporting contact with a suspended IPC Member or any organisation that has been expelled from IPC Membership;
- 13.2.26 not do anything (by act or omission) that is contrary to the purpose or objects of the IPC and/or that risks bringing the IPC, the Paralympic Movement, or Para sport into disrepute;
- 13.2.27 resolve any disputes with the IPC and/or any other IPC Member(s) by the means set out in this Constitution and/or the Regulations, not take any legal or other action inconsistent with that obligation, and respect, abide by, recognise, and enforce the outcome of the prescribed dispute resolution process;

- 13.2.28 submit a report to the IPC on request regarding (i) its activities and/or the activities of its members in the period specified in the request, and (ii) the use of any financial contribution granted to it by the IPC;
  - 13.2.29 at least six months prior to each Ordinary General Assembly, submit to the IPC a report regarding its progress against specified membership obligations as requested by the IPC, including in implementing (i) the athlete engagement mechanisms pursuant to Article 13.2.19, and (ii) the recommended minimum governance standards pursuant to Article 13.2.24, for circulation to other IPC Members and discussion at the General Assembly;
  - 13.2.30 supply other information to the IPC as specified in this Constitution, the Regulations, or as otherwise reasonably requested in writing by the Governing Board, the President (or their designee), or the CEO (or their designee); and
  - 13.2.31 perform all of its obligations under this Constitution in good faith, acting at all times with honesty and integrity and in a spirit of transparency and cooperation.
- 13.3 In addition to the general obligations set out above, as further conditions of membership:
- 13.3.1 each NPC must:
    - 13.3.1.1 coordinate Para sport in its Country or Territory;
    - 13.3.1.2 act as liaison to the IPC on behalf of its members and Para sport in its Country or Territory;
    - 13.3.1.3 include the word 'Paralympic' in its constitutional name and title;
    - 13.3.1.4 include as full voting members of the NPC all national federations in its Country or Territory that are affiliated to International Federations;
    - 13.3.1.5 without any unlawful discrimination, consider for selection for the national Paralympic team all athletes from its Country or Territory who meet the qualification criteria for the Paralympic Games established by the relevant International Federation (for the avoidance of doubt, this does not require the NPC to select all of the athletes who meet the International Federation's criteria; rather, the NPC may select fewer athletes in accordance with its own

criteria, provided those criteria do not result in unlawful discrimination);

- 13.3.1.6 comply with the administrative and operational requirements issued by the IPC regarding eligibility, qualification, entry and team management, and preparation for the Paralympic Games;
- 13.3.1.7 adopt a national Paralympic emblem in accordance with the Intellectual Property Regulations and subject to IPC approval prior to any use of such emblem;
- 13.3.1.8 respect the rights and obligations in relation to the IPC's Intellectual Property, including by:
  - (a) authorising the use of Paralympic Properties in consultation with the IPC and in accordance with the Intellectual Property Regulations;
  - (b) being responsible to the IPC for the observance in its Country or Territory of the Paralympic Properties and the appropriate usage as outlined in the Intellectual Property Regulations. The NPC must take steps to prohibit any use of any Paralympic Properties that would be contrary to such definition and usage;
  - (c) ensuring the registration of its Paralympic emblem as a trade mark in accordance with the Intellectual Property Regulations;
  - (d) using the terms "Paralympic", "Para", and "Para sport" in accordance with the Intellectual Property Regulations;
  - (e) acknowledging and respecting the right of the IPC (or any third party authorised by the IPC) to initiate an International Marketing Programme with other partners and agencies, as set out in the Intellectual Property Regulations;
  - (f) supporting the International Marketing Programme and the marketing plans of organising committees of the Paralympic Games (or organising committees of the Olympic Games, if one and the same); and
  - (g) ensuring the continuous promotion of the Paralympic Movement by supporting official broadcasters of the

Paralympic Games using Paralympic Properties to promote the broadcasts of the Paralympic Games, as set out in the Intellectual Property Regulations;

- 13.3.2 each International Federation must:
- 13.3.2.1 acknowledge and accept that the Governing Board has the sole authority to decide on the inclusion of a sport/discipline/medal event in the Paralympic Games;
  - 13.3.2.2 contribute to the development of the technical requirements for its sport for each edition of the Paralympic Games;
  - 13.3.2.3 be responsible for the technical control and direction of its sport at the Paralympic Games;
  - 13.3.2.4 appoint the necessary officials (including judges, referees, and classifiers) for the Paralympic Games from the host country and abroad, as required and/or recommended by the IPC;
  - 13.3.2.5 establish the final results and rankings for its sport at the Paralympic Games;
  - 13.3.2.6 produce and maintain an official list of world and Paralympic Games records for its sport;
  - 13.3.2.7 coordinate its development activities with the IPC and cooperate with the IPC in providing sport-specific expertise required to develop its sport for athletes with a disability, at all levels, from grass roots to elite;
  - 13.3.2.8 adopt and follow appropriate procedures to ensure that all participants in its sport that participate in the Paralympic Games become bound by and required to comply with the Paralympic Games Regulations and any other rules or procedures that apply to the Paralympic Games;
  - 13.3.2.9 provide the IPC with cost-free access to and use of all necessary sport data and information (including images) required by the IPC and/or its designees for the technical preparation and general promotion of the Paralympic Games and Paralympic Movement; and
  - 13.3.2.10 not be a member (whether voting or non-voting) of any Regional Organisation;

- 13.3.3 each IOSD must coordinate its development activities with the IPC and cooperate with the IPC in providing the disability-specific expertise required to develop the Paralympic Movement; and
- 13.3.4 each Regional Organisation must:
- 13.3.4.1 invite all NPCs in its Region to become its members (but NPCs are not required to accept such invitation), admit as its member any NPC in its Region that applies to be a member (unless such NPC has been suspended by the IPC), permit only NPCs to be its voting members, and ensure that any other categories of members are non-voting;
  - 13.3.4.2 not have any International Federations or RIFs as its members (whether voting or non-voting);
  - 13.3.4.3 coordinate the development of Para sport in its Region in cooperation with the IPC, NPCs, International Federations, RIFs, and IOSDs;
  - 13.3.4.4 subject to Article 13.3.4.10, deliver regional Para sport competitions, programmes, and activities in its Region;
  - 13.3.4.5 represent the NPCs in its Region;
  - 13.3.4.6 assist and support NPCs in its Region with development and with participation in Para sport competitions, programmes, and activities;
  - 13.3.4.7 represent the IPC in its Region upon request by the IPC;
  - 13.3.4.8 hold a general assembly meeting of its members at least every two years, and hold such other member forums as it considers appropriate, and invite the IPC to attend such meetings and forums;
  - 13.3.4.9 limit the number of athletes from non-Para disability sports (i.e. sports that are not run by an International Federation or RIF) competing in any regional Para sport competition to no more than one third of the total number of athletes participating in such competition;
  - 13.3.4.10 consult with the IPC regarding the sport programme for any regional Para sport competitions;

- 13.3.4.11 adopt emblem(s) in accordance with the Intellectual Property Regulations and subject to IPC approval prior to any use of such emblem; and
  - 13.3.4.12 support the International Marketing Programme and use the Paralympic Properties in accordance with the Intellectual Property Regulations.
- 13.4 Each IPC Member is responsible for ensuring that each of its members, any person acting on its behalf (including delegates sent to attend General Assembly meetings or other IPC meetings), and any person or team that it nominates, selects, and/or sends to participate (in any capacity) in the Paralympic Games, Para sport competitions, and/or any IPC or IPC Member activities, complies in full with the obligations imposed on the IPC Member under this Constitution, including in particular the obligations set out at Articles 13.2.13 to 13.2.17, and is strictly liable for any non-compliance resulting from their actions.
- 13.5 In no circumstances will it be an acceptable excuse or a mitigating factor that the IPC Member's failure to comply with its membership obligations has been caused by changes in elected officials or personnel, by interference by any governmental or other public authorities, by a failure to provide support or other act or omission by any governmental or other public authorities, and/or by any requirement of national law.

#### **14. Termination of IPC Membership**

- 14.1 An IPC Member may terminate its membership of the IPC by giving written notice to the Governing Board no less than four months prior to the end of any calendar year. The termination will take effect at the end of the calendar year in which the notice is served (if the notice is received by the deadline) or at the end of the following calendar year (if the notice is not received by the deadline).
- 14.2 An IPC Member's membership of the IPC will terminate automatically upon dissolution of that IPC Member.
- 14.3 Where an International Federation is no longer included on the Paralympic Games Sport Programme, its membership of the IPC will terminate automatically either (i) immediately following the closing ceremony of the Paralympic Games in which it was last included on the Paralympic Games Sport Programme, or (ii) on the date of the Governing Board's decision to remove it from the Paralympic Games Sport Programme, whichever is later.
- 14.4 Where an IPC Member's membership of the IPC is terminated, it:
- 14.4.1 may not in any way hold itself out as an IPC Member;

- 14.4.2 may not exercise any rights of an IPC Member;
  - 14.4.3 forfeits all rights in and claims against the IPC and upon its property, including its Intellectual Property; and
  - 14.4.4 may not use any IPC property, including Intellectual Property.
- 14.5 Any person who holds any office in the terminated IPC Member may not exercise any rights, entitlements, or privileges that they would have been entitled to exercise if the terminated IPC Member were still an IPC Member.

## **15. Sanctioning of IPC Members by the Governing Board**

- 15.1 The powers of the Governing Board under Article 15.2 are triggered where:
- 15.1.1 an IPC Member does not meet or breaches one or more of its obligations under Article 13, including failing to pay its annual IPC membership fee and/or any other sum(s) that it owes to the IPC by the deadline specified by the IPC;
  - 15.1.2 an IPC Member breaches any other provision in this Constitution, or breaches any Regulations or Decisions; and/or
  - 15.1.3 in the opinion of the Governing Board, an IPC Member acts in a manner that is contrary to the purpose and/or objects of the IPC or that has brought or risks bringing the IPC and/or any aspect of the Paralympic Movement or any Para sport into disrepute.
- 15.2 Where any of the circumstances set out in Article 15.1 exist, the Governing Board may impose on the IPC Member in question any one or more of the following sanctions as it considers fair and proportionate in all of the circumstances:
- 15.2.1 a warning or reprimand, which may be either private or public;
  - 15.2.2 a requirement to issue a private or public apology;
  - 15.2.3 a requirement to (at its own cost) organise and/or participate in an education or training programme;
  - 15.2.4 a fine;
  - 15.2.5 withholding some or all grants, funding, and/or other benefits;
  - 15.2.6 revocation of the right to host, or preclusion for a specified period from applying or bidding to host, General Assembly meeting(s) and/or IPC activities (such as conferences and other scientific, educational, or promotional activities);

- 15.2.7 suspension of all of the IPC Member's rights as an IPC Member, subject to Article 12.5;
- 15.2.8 suspension of some of the IPC Member's rights as an IPC Member, for example:
- (a) suspension of all IPC Member rights other than the right to have its athletes entered to participate in the Paralympic Games as neutral athletes subject to such conditions as specified by the Governing Board;
  - (b) suspension of specific Para sports and/or disciplines, or the imposition of different suspensions (or suspension conditions) on different Para sports and/or disciplines;
  - (c) withdrawing or amending some or all accreditation entitlements for the Paralympic Games; and/or
  - (d) excluding some or all of the IPC Member's athletes, athlete support personnel, officers/staff, and/or officials from the Paralympic Games, any IPC activities, any IPC position or body, and/or any competitions and/or activities sanctioned and/or organised by or on behalf of any IPC Member;
- 15.2.9 payment of costs; and/or
- 15.2.10 such other sanctions as the Governing Board considers appropriate and proportionate in all of the circumstances of the case.
- 15.3 The sanction(s) imposed on an IPC Member by the Governing Board will be subject to such conditions as the Governing Board may determine. For example:
- 15.3.1 The Governing Board may specify that a sanction (i) will be suspended so that it does not come into effect except in specified circumstances; (ii) will apply for a fixed period of time; or (iii) will apply indefinitely until the IPC Member satisfies specified conditions. If more than one sanction is imposed, a combination of the foregoing may apply.
- 15.3.2 Where the sanction imposed is a suspension of some or all of the IPC Member's rights as an IPC Member, that suspension may be stated to apply until the IPC Member satisfies specified reinstatement conditions, which may include the obligation of the IPC Member to reimburse the IPC for all relevant costs incurred by the IPC, including (for example) costs incurred prior to and after the reinstatement of the IPC Member resulting from the need to impose, enforce, monitor, and assess compliance with the reinstatement conditions (including

the costs of any related legal proceedings) and any post-reinstatement conditions (including for compliance monitoring costs and the costs of any further related legal proceedings).

- 15.4 The IPC Member must pay any fine imposed pursuant to Article 15.2.4 within 30 days, unless another deadline is specified by the Governing Board. If the fine is not paid within the specified deadline, the IPC Member must pay interest at the rate set by the Governing Board and may be subject to further sanctions as specified by the Governing Board.
- 15.5 The Governing Board must put a motion before the General Assembly at an Ordinary General Assembly meeting to ratify:
- 15.5.1 any full or partial suspension of IPC Membership rights that has been imposed by the Governing Board since the last Ordinary General Assembly, where that suspension is for a fixed period that exceeds four years; and
- 15.5.2 any indefinite suspension of IPC Membership rights that has been imposed by the Governing Board since the last Ordinary General Assembly, where that suspension will last for a period that exceeds four years if the reinstatement conditions are not satisfied before the next scheduled Ordinary General Assembly.
- 15.6 Where the General Assembly passes (by Simple Majority) a motion submitted pursuant to Article 15.5, the Governing Board's decision will be ratified and so continue to apply with full force and effect. Where the General Assembly does not pass the motion, the suspension will remain in place with full force and effect for four years (unless any applicable reinstatement conditions are satisfied before that point) but will then lapse automatically, even if there are reinstatement conditions that have not yet been satisfied.
- 15.7 The Governing Board may at any time during the period of any sanction(s) imposed on an IPC Member:
- 15.7.1 increase the sanctions beyond those originally imposed, where any applicable reinstatement conditions have not been met by a particular deadline (provided that such increase will trigger a new right of appeal by the IPC Member in question in accordance with Article 18); and/or
- 15.7.2 revoke the sanction if it is satisfied that the grounds on which it was imposed no longer apply or if specified conditions have been met.
- 15.8 If the suspended IPC Member does not meet any conditions imposed by the Governing Board in full by the specified deadline, and/or where the Governing Board otherwise deems it appropriate, the Governing Board may seek

expulsion of the suspended IPC Member from the IPC in accordance with Article 16.2.

## **16. Sanctioning of IPC Members by the General Assembly**

- 16.1 Subject to Article 12.5, the General Assembly may suspend some or all of an IPC Member's rights as an IPC Member by motion passed by a Simple Majority where (i) the Governing Board recommends such suspension, and the General Assembly agrees with such recommendation, or (ii) the General Assembly decides in favour of a motion submitted by an IPC Member that any one or more of the grounds set out in Article 15.1 apply. Any suspension imposed on an IPC Member by the General Assembly will be subject to such conditions as the General Assembly may determine.
- 16.2 The General Assembly may expel an IPC Member by motion passed by a Special Majority where:
- 16.2.1 the IPC Member has committed a material breach (or repeated or persistent non-material breaches) of one or more of its obligations under this Constitution or the Regulations or a Decision;
  - 16.2.2 in the opinion of the General Assembly, the IPC Member has acted in a manner that is contrary to the purpose and/or objects of the IPC or that has brought or risks bringing the IPC and/or any aspect of the Paralympic Movement or any Para sport into disrepute;
  - 16.2.3 the IPC Member has been suspended, and the matters giving rise to the suspension have not been addressed to the satisfaction of the General Assembly; and/or
  - 16.2.4 the General Assembly considers that there is other just cause to expel the IPC Member.
- 16.3 At any General Assembly held during the period of any suspension of an IPC Member, the General Assembly may:
- 16.3.1 extend the period of suspension from that originally imposed, where any applicable reinstatement conditions have not been met (provided that such extension will trigger a new right of appeal by the IPC Member in question in accordance with Article 18); or
  - 16.3.2 revoke the suspension if it is satisfied that the grounds on which it was imposed no longer apply and/or if specified conditions have been met.

## 17. Consequences of IPC Member sanctions

- 17.1 Unless specified otherwise in the decision imposing the suspension, and subject to Article 12.5, an IPC Member whose membership is suspended automatically loses all rights and privileges of an IPC Member, but must continue to observe the obligations of an IPC Member (including, for the avoidance of doubt, payment of IPC membership fees). For example, and without limitation, the IPC Member will lose the right to vote at General Assembly meetings; to enter its athletes in the Paralympic Games; and to participate in IPC activities. Any suspended IPC Member may not have any sporting contact with other IPC Members. Any other consequences of suspension will be determined by the Governing Board or General Assembly.
- 17.2 Where an IPC Member is expelled:
- 17.2.1 The expelled IPC Member:
- 17.2.1.1 may not in any way hold itself out as an IPC Member;
  - 17.2.1.2 may not exercise any rights of an IPC Member;
  - 17.2.1.3 may not have any sporting contact with other IPC Members;
  - 17.2.1.4 forfeits all rights in and claims against the IPC and upon its property, including its Intellectual Property; and
  - 17.2.1.5 may not use any IPC property, including Intellectual Property.
- 17.2.2 Any person who holds any office in the expelled IPC Member may not exercise any rights, entitlements, or privileges that they would have been entitled to exercise if the expelled IPC Member were still an IPC Member, including representation, entry, participation, or involvement in any capacity in any competition, event, activity, function, or meeting of the IPC (including meetings of the General Assembly and the Governing Board).
- 17.3 The Governing Board will specify the consequences for any other sanctions imposed pursuant to Article 15.2.
- 17.4 Any financial obligations (contractual or otherwise) owed to the IPC by a suspended or expelled IPC Member that have accrued prior to the date of suspension or expulsion will remain in full force and effect notwithstanding such suspension or expulsion.
- 17.5 During a period of suspension or following expulsion, the Governing Board may make such arrangements as it sees fit for the governance, regulation, and

administration of the Para sport(s) in issue in relation to the Paralympic Games, including by exercising (or delegating the exercise of) the IPC Membership rights that would have otherwise been available to the suspended or expelled IPC Member had they not been suspended or expelled.

## **18. Procedure for imposition of IPC Member sanctions and appeals**

- 18.1 The Governing Board or General Assembly (as applicable) will review the facts, give the IPC Member concerned a right to be heard, and impose any sanctions in accordance with this Constitution and the procedures set out in the IPC Membership Regulations.
- 18.2 Decisions to sanction an IPC Member pursuant to Articles 15 to 17 may be challenged by that IPC Member exclusively by appeal to the Appeals Tribunal in accordance with its procedural rules. The decision of the Appeals Tribunal resolving the appeal may not be challenged in any forum or on any ground except to the extent permitted under German law.

## **19. General**

Nothing in Articles 15 to 18 limits or prejudices any other powers that exist under this Constitution or the Regulations to impose sanctions on IPC Members.

## **PART III: RECOGNISED INTERNATIONAL FEDERATIONS (RIFs)**

### **20. RIF status**

- 20.1 The IPC recognises the importance of creating a Paralympic family network of recognised international federations that are not eligible to become IPC Members but contribute to the development of the Paralympic Movement. Accordingly, the Governing Board may, in its absolute discretion, grant the status of 'Recognised International Federation' (RIF) to an international federation that is not part of the Paralympic Games Sport Programme and so is not eligible to become an IPC Member as an International Federation, but still contributes to the development of the Paralympic Movement. For the avoidance of doubt, RIFs are not IPC Members.
- 20.2 The Governing Board has absolute discretion to remove RIF status at any time with or without reasons. The decision of the Governing Board to remove RIF status is final and not subject to appeal.
- 20.3 The Governing Board will establish regulations setting out the procedure for the granting and removal of RIF status.

## **PART IV: IPC SPORTS AND WPS UNIT**

### **21. Governance of IPC Sports**

- 21.1 The aim is for all IPC Sports to separate from the IPC by no later than 31 December 2026. If at the 2025 General Assembly there are any IPC Sports remaining that are unlikely to separate from the IPC by 31 December 2026, the Governing Board will put forward different options for each of those IPC Sports for the General Assembly to consider.
- 21.2 Until an IPC Sport has separated from the IPC:
- 21.2.1 the IPC will act as the international federation for the sport; and
  - 21.2.2 the NPCs will act as national federations for the sport.
- 21.3 The IPC's role and powers as an international federation for the IPC Sports will be as set out in the IPC Sports Regulations.

### **22. WPS Unit**

- 22.1 By no later than 31 December 2022, the IPC will establish a World Para Sports Unit (**WPS Unit**) as part of the managed exit process for the IPC Sports. The WPS Unit has delegated authority to undertake its role and operations within the mandate and budget approved by the Governing Board.
- 22.2 The WPS Unit is an internal division of the IPC (and so legally part of the IPC), but is operationally independent, with (subject to German law) its own board (the **WPS Unit Board**), staff, and managing director.
- 22.3 The role of the WPS Unit is to (on behalf of the IPC) govern the IPC Sports pending their separation from the IPC, and (subject to Article 24.3) to monitor and progress the implementation of the 'leaving plan' for each IPC Sport. In particular, the WPS Unit Board will be responsible for:
- 22.3.1 approving, monitoring, and (if necessary) adjusting the 'leaving plan' of each IPC Sport (setting a target date for separation from the IPC and identifying specific steps to be taken by that date) for recommendation to the Governing Board, which has final approval over such plan and any amendments thereto;
  - 22.3.2 approving the structure and operation of each of the IPC Sports until they separate from the IPC, including approving strategies, budgets, competition calendars, qualification criteria, and sports rules;
  - 22.3.3 recommending to the Governing Board the technical delegates to be appointed for the IPC Sports for the Paralympic Games; and

- 22.3.4 recommending to the Governing Board the terms of agreements with third parties (such as international federations) into which the IPC Sports will transfer and therefore separate from the IPC.
- 22.4 The WPS Unit may seek income from non-IPC sponsors and other sources provided that they do not conflict with the interests of the IPC and provided that they comply with other conditions specified by the Governing Board.
- 22.5 Once all the IPC Sports have separated from the IPC, the Governing Board will disband the WPS Unit.

## **23. WPS Unit Board**

- 23.1 The WPS Unit Board will be comprised of the following five members:
  - 23.1.1 two members of the Governing Board (neither of whom may be the President) chosen by the Governing Board, each with experience in the delivery and management of a sport and who are not involved in any way with any IPC Sport at the time of their appointment, and who have not had any such involvement in the four years prior to that appointment;
  - 23.1.2 one independent member with significant governance experience in sport, appointed by the Governing Board following an open application process and recommendation by the Nominations Panel (in this context, 'independent' means that the person does not hold any role within the IPC or in any of the IPC Sports, and has not previously held such a role in the four years prior to appointment);
  - 23.1.3 one member (who must not be a Governing Board member) with prior governance experience in an international federation (other than one to which any of the IPC Sports may transfer), appointed by the Governing Board following an open application process and recommendation by the Nominations Panel; and
  - 23.1.4 one Para athlete who is a member of an IPC Sport athletes' committee, elected by all of the members of the IPC Sports' athletes' committees (except that for the inaugural WPS Unit Board the Para athlete member will be appointed by the Governing Board on the recommendation of the Nominations Panel).
- 23.2 The independent member appointed pursuant to Article 23.1.2 will chair the WPS Unit Board.
- 23.3 The term of office for each member of the WPS Unit Board is four years. Each member of the WPS Unit Board may serve a maximum of two terms, except

where the Governing Board decides to extend their term until the WPS Unit Board is disbanded.

- 23.4 The WPS Unit Board reports to and is accountable to the Governing Board, as the Governing Board remains ultimately responsible for the WPS Unit.

## **24. Transitional provisions**

- 24.1 Prior to the appointment of the WPS Unit Board, the Governing Board will continue to make decisions about IPC Sports.

- 24.2 Subject to Article 24.3.1, the sport technical committee of any IPC Sport will remain in place until it is replaced with a Sport Committee.

- 24.3 Subject to Article 24.4, if prior to the appointment of the WPS Unit Board, the Governing Board signs an agreement with a third party (such as an international federation) for an IPC Sport to separate from the IPC before 1 January 2026:

24.3.1 the IPC Sport will not be required to set up a Sport Committee, to hold a biennial general meeting, or to have a 'leaving plan', provided that the agreement specifies a specific separation date (which date must be before 1 January 2026) and includes detailed provisions addressing the terms of separation (covering governance, financial, legal, operational, and other matters), the specific steps to be taken by the IPC Sport and the third party before the separation date, and the arrangements for operation of the IPC Sport during the transitional period until the IPC Sport separates from the IPC; and

24.3.2 the WPS Unit Board will have authority to ensure the ongoing delivery of the IPC Sport and fulfilment of the transition in accordance with the terms of the agreement unless the IPC Sport separates from the IPC prior to the appointment of the WPS Unit Board.

- 24.4 If the agreement referred to in Article 24.3 is terminated, the IPC Sport will no longer benefit from the exemptions under Article 24.3.1.

- 24.5 Once the WPS Unit Board is appointed, the Governing Board will approve and monitor the transition of IPC Sports from the IPC on the recommendation of the WPS Unit Board, and during the transition period it will approve (or delegate authority to the Management Team and/or WPS Unit Board to approve): (i) international events for IPC Sports, including the bidding process, qualification criteria, event programmes, classification criteria, sponsorship and other transactions, and branding; and (ii) the technical delegates for the IPC Sports for the Paralympic Games.

## **25. Sport Committees**

25.1 Subject to Article 24.3, each IPC Sport must have a Sport Committee that is advisory to the WPS Unit Board. If two or more IPC Sports are considering transferring into a new Para sport entity together, there may be only one Sport Committee for those sports, rather than one for each of those sports, as decided by the WPS Unit Board in consultation with the IPC Sports concerned. The chair of each Sport Committee will be elected at a general meeting of their IPC Sport. Further detail on the composition, responsibilities, and procedures of the Sport Committees will be set out in the IPC Sports Regulations.

## **26. Athletes' committees**

26.1 Each IPC Sport must have an athletes' committee comprised of (i) Paralympians who have competed in at least one of the previous two editions of the summer or winter Paralympic Games at the time of their election or appointment; and/or (ii) Para athletes who have represented their Country or Territory at sanctioned competition level or above (as defined by each IPC Sport) within the previous eight years at the time of their election or appointment. Further detail on the composition, responsibilities, and procedures of the athletes' committees will be set out in the IPC Sports Regulations.

26.2 The chairperson of the athletes' committee for an IPC Sport will be a member of the Sport Committee for that IPC Sport.

## **27. Meetings and reporting requirements**

27.1 Subject to Article 24.3, each IPC Sport must hold a general meeting every two years and invite, as appropriate, representatives from NPCs or national federations responsible for its sport at national level to attend. Each IPC Sport must also grant any IOSD involved in the IPC Sport the right to appoint one delegate to attend and speak at each general meeting, but without the right to vote.

27.2 In the year between the biennial general meetings of each IPC Sport, the WPS Unit Board will provide a written report (subject to prior approval by the Governing Board) to the NPCs and national federations for that sport, covering the items required under the IPC Sports Regulations.

27.3 The WPS Unit Board will hold a forum at least annually (which may be held remotely using virtual technologies) for all of the Sport Committee chairpersons. This forum will be advisory to the WPS Unit Board on matters affecting the IPC Sports.

27.4 The WPS Unit Board will provide a written report on all the IPC Sports and their progress towards separation at each Ordinary General Assembly and in the

year between Ordinary General Assembly meetings. Such reports are subject to prior approval by the Governing Board.

## **28. Rights and obligations**

- 28.1 Subject to Article 28.3, once an IPC Sport has established a Sport Committee with an elected chairperson, the IPC Sport will have all of the rights and obligations of an International Federation, except that in exercising the right under Article 12.2.1 to send up to three delegates to attend General Assembly meetings, the delegates of the IPC Sport must include the chairperson of the Sport Committee and up to two other members of the Sport Committee (selected by the Sport Committee).
- 28.2 Subject to Article 28.3, where an IPC Sport has not yet established a Sport Committee with an elected chairperson, the IPC Sport will have all of the rights and obligations applicable to International Federations other than the rights under Articles 12.2.1 to 12.2.6, and will also have the right set out at Article 37.
- 28.3 Any IPC Sport not on the Paralympic Games Sport Programme will not have any rights under this Constitution or the Regulations in relation to the Paralympic Games.
- 28.4 Each IPC Sport must comply with this Constitution, the Regulations (including in particular the IPC Sports Regulations) and any other applicable rules and/or procedures of the IPC, applicable law, and all Decisions.

## **29. Disputes and discipline**

- 29.1 In the event of any dispute or disagreement between an IPC Sport (including its Sport Committee) and the WPS Unit Board that cannot be resolved amicably between them, the Governing Board will decide the dispute or disagreement, after giving each party the opportunity to make written and/or oral submissions to the Governing Board within a reasonable period (of not less than 48 hours). There will be no right of appeal against the Governing Board's decision.
- 29.2 The Judicial Tribunal will hear and determine (among other things) any allegations that any international-level athlete or athlete support person (as those terms are defined in the rules of the relevant IPC Sport) has breached the rules of the IPC Sport. (These cases will be heard by a separate chamber of the Judicial Tribunal, which will cease to exist once all of the IPC Sports have separated from the IPC).

## **PART V: GENERAL ASSEMBLY**

### **30. Composition and powers of the General Assembly**

- 30.1 The General Assembly is the general meeting of the IPC Members, represented by their respective delegates.
- 30.2 The General Assembly is the supreme body of the IPC. The General Assembly has the power to:
- 30.2.1 approve the strategic direction for the Paralympic Movement and monitor progress against it;
  - 30.2.2 admit, suspend, and expel IPC Members;
  - 30.2.3 amend the Constitution;
  - 30.2.4 issue, amend or annul Reserved Regulations;
  - 30.2.5 receive an executive summary of relevant IPC annual report(s);
  - 30.2.6 receive and approve the minutes of the previous meeting of the General Assembly;
  - 30.2.7 decide on motions proposed to it in accordance with this Constitution and the Regulations;
  - 30.2.8 elect the elected members of the Governing Board;
  - 30.2.9 remove Governing Board members prior to the expiry of their terms in accordance with Article 44 (this is without prejudice to any other powers to remove Governing Board members under this Constitution or the Regulations);
  - 30.2.10 approve the annual financial report and audited accounts for the preceding two financial years, and thereby discharge the Governing Board, CEO, and Management Team;
  - 30.2.11 approve the annual IPC membership fee proposed by the Governing Board;
  - 30.2.12 approve the Auditor on the recommendation of the Governing Board for a period of at least two financial years to audit the annual financial accounts of the IPC and to perform such other services as may be requested by the IPC;
  - 30.2.13 on the recommendation of the Governing Board, and by Special Majority, grant 'lifetime recognition' to any person whose services to

the IPC have been exceptionally meritorious, in order to recognise the person's extraordinary contributions and to enable the IPC to retain the expertise, interest, and engagement of such person for the benefit of the Paralympic Movement;

30.2.14 if required, dissolve the IPC in accordance with Articles 71 and 72; and

30.2.15 resolve and decide all other matters assigned to it by law, this Constitution, or the Regulations.

30.3 The General Assembly may not delegate the powers listed under Articles 30.2.4, 30.2.9, 30.2.10, and 30.2.14. The General Assembly may delegate any of its other powers (whether or not enumerated in Article 30.2) to other IPC bodies (including, in particular, to the Governing Board) and/or, within the limits of German law, independent Persons. The General Assembly may also authorise the Governing Board to take specific actions on its behalf, or refer matters to the Governing Board for consideration and advice.

30.4 Where the General Assembly has delegated powers to the Governing Board, the Governing Board has full authority and decision-making power in relation to those matters.

## **31. Meetings of the General Assembly**

31.1 Ordinary General Assembly meetings will be held at least every two years.

31.2 Extraordinary General Assembly meetings will be held if requested by:

31.2.1 the Governing Board (i) based on a Special Majority vote; (ii) where the President has passed away, resigned, or become permanently incapacitated; or (iii) where four or more Governing Board members have passed away, resigned, and/or become permanently incapacitated; or

31.2.2 15% or more of the total number of IPC Members.

31.3 Subject to Article 31.4:

31.3.1 Ordinary General Assembly meetings will be held in person, except where the Governing Board decides to hold such a meeting remotely using virtual technologies in circumstances where the IPC is prevented from holding, or restricted in its ability to hold, an in-person meeting.

31.3.2 Extraordinary General Assembly meetings may be held in person or remotely using virtual technologies, as determined by the Governing Board.

- 31.4 Where a General Assembly meeting is held remotely using virtual technologies, it may be held either (i) as a fully virtual meeting with no one attending a specified place in person, or (ii) as a hybrid meeting with two or more persons attending a specified place in person and the others attending remotely using virtual technologies. Meetings may be held remotely only where those permitted to attend are able to participate in the meeting and exercise any of their rights under this Constitution by means of electronic communication.
- 31.5 The Governing Board will determine the specific date, time, and place (and/or virtual platform, if held remotely) for General Assembly meetings, except that it may delegate the decision (or seek a recommendation) regarding the place where an Ordinary General Assembly meeting will be held to one or more independent third parties appointed by the Governing Board. The criteria upon which hosting rights for Ordinary General Assembly meetings will be granted, including any applicable application or bidding procedures, will be published.
- 31.6 Unless otherwise specified, General Assembly meetings are closed meetings. Closed meetings or sessions are restricted to IPC Members, the Governing Board, the Management Team, and any other person whose presence is considered necessary or appropriate by the Governing Board. Subject to Article 74.1, closed meeting discussions must be treated as confidential. However, specific sessions of the General Assembly meeting may be held as open sessions. Open meetings or sessions are open to other attendees and observers (see Article 37), the public, and the media, up to the capacity of the room (if held in person) or virtual platform (if held remotely). All discussions at open meetings or sessions may be disclosed publicly. Any such open meetings or sessions will be clearly identified by the IPC prior to the General Assembly.
- 31.7 The Management Team will take minutes at each General Assembly and submit them to the chairperson for approval.
- 31.8 The procedures to be followed at the General Assembly are set out in the General Assembly Regulations.
- 31.9 The IPC will establish a fund to provide financial support for IPC Members to attend General Assembly meetings. Any application will be subject to funds being available and to the process and criteria established by the IPC.

## **32. Notice of meetings**

### **32.1 Ordinary General Assembly:**

- 32.1.1 Notice of any Ordinary General Assembly will be given to IPC Members at least six months prior to the meeting.

- 32.1.2 The agenda and any meeting documents (including any motions) will be circulated to IPC Members at least six weeks prior to the meeting.
  - 32.1.3 Motions by IPC Members must be submitted to the Governing Board in writing (by email or post) at least three months prior to any Ordinary General Assembly.
  - 32.1.4 Motions by the Governing Board must be circulated to IPC Members with the other meeting documents at least six weeks prior to any Ordinary General Assembly.
- 32.2 Extraordinary General Assembly:
- 32.2.1 A request to call an Extraordinary General Assembly in accordance with Article 31.2.2 must be sent in writing (by email or post) to the IPC and must state: (a) the specific purpose for which the Extraordinary General Assembly is being called; and (b) the specific motion(s) on which the IPC Members will be asked to vote.
  - 32.2.2 Where a request to call an Extraordinary General Assembly is made by IPC Members in accordance with Article 31.2.2 or by the Governing Board in accordance with Article 31.2.1, the Governing Board will set the date and place (and/or virtual platform, if held remotely) for such meeting without delay. The date set for the meeting must be no less than 60 days (or 30 days if the meeting is held remotely) and no more than 90 days after receipt of the request.
  - 32.2.3 Notice of an Extraordinary General Assembly will be given to IPC Members no less than 60 days prior to the meeting if held in person, and no less than 30 days prior to the meeting if held remotely. The notice of an Extraordinary General Assembly must include (a) the date, time, and place (and/or virtual platform, if held remotely) of the meeting; (b) the specific purpose for which the meeting is being called; and (c) the date by which registration to attend must be received by the IPC.
  - 32.2.4 The agenda and any meeting documents (including any motions) will be circulated to IPC Members at least two weeks prior to the meeting. The agenda will be limited to the business for which the Extraordinary General Assembly has been called.
- 32.3 For purposes of the time limits applicable to the IPC under this Article 32, any notice or other document will be deemed to have been delivered at the end of the day on which it is sent, and any time limits linked to delivery will begin to run the next day following delivery.

### **33. Quorum**

- 33.1 The quorum for a General Assembly meeting will be voting delegates representing at least one third of the total number of full IPC Members in Good Standing at the time of the meeting.
- 33.2 No business may be transacted at any General Assembly meeting unless a quorum is present within 30 minutes of the scheduled start time of each sitting of the General Assembly meeting (as specified in the notice of the meeting). Once there is such a quorum in attendance, the business of the General Assembly may begin, and thereafter it may continue until the sitting is closed, even if departures in the meantime mean that there is no longer such a quorum in attendance.
- 33.3 If a quorum is not obtained, the meeting will be adjourned to a day, time, and place (and/or virtual platform, if held remotely) specified by the Governing Board. If still no quorum is obtained at the adjourned General Assembly meeting, the members present at such adjourned meeting will be deemed to constitute a valid quorum.
- 33.4 Notice for an adjourned General Assembly meeting held pursuant to Article 33.3 may be (pre-emptively) included with the notice for the Ordinary General Assembly.

### **34. Delegates**

- 34.1 Each delegate attending a General Assembly meeting must:
- 34.1.1 hold an official position (whether board member, employee, or other official position) with the IPC Member for which they are the delegate, or be a Paralympian who has competed in at least one of the previous two editions of the summer or winter Paralympic Games; and
  - 34.1.2 be duly mandated in writing by the IPC Member that the delegate is representing, and present such document to the IPC on request.
- 34.2 Where an IPC Member with a right to vote sends more than one delegate to represent it at a General Assembly meeting, one of the delegates must be designated as the voting delegate, and only that delegate may cast the IPC Member's vote at that meeting. If the voting delegate of an IPC Member is not present at the time of a vote on any matter(s), that IPC Member loses the right to vote on such matter(s).
- 34.3 If an IPC Member sends two or more delegates to a General Assembly, the IPC Member is encouraged (but not required) to have delegates of different genders. If an IPC Member sends three delegates, one of the delegates must

be a Paralympian who has competed in at least one of the previous two editions of the summer or winter Paralympic Games.

- 34.4 A person may not be a delegate of more than one IPC Member at any General Assembly meeting.
- 34.5 No member of the Governing Board or any Management Team member may be a delegate of an IPC Member at any General Assembly.

### **35. Voting**

- 35.1 Each full IPC Member (excluding Regional Organisations) has one vote, provided that it was and remains in Good Standing in accordance with the General Assembly Regulations.
- 35.2 The right to vote is non-transferable.
- 35.3 A vote may be exercised only if the IPC Member's voting delegate is present at the General Assembly meeting at the time of the relevant vote. Voting by proxy or by letter is not permitted.
- 35.4 A motion will be passed by the General Assembly if it receives the requisite majority of votes in favour. Unless otherwise specified in this Constitution or the Regulations, the requisite majority is a Simple Majority. Procedural motions to amend a motion require a Simple Majority to pass, even if the motion being amended requires a greater majority.
- 35.5 All voting will be open, except that:
  - 35.5.1 voting in relation to the election of Governing Board members will be by secret ballot; and
  - 35.5.2 a vote will be held by secret ballot where so requested by 25% or more of the valid votes cast by those present and entitled to vote.
- 35.6 Voting at General Assembly meetings will be conducted in accordance with the General Assembly Regulations.

### **36. Other meetings held in conjunction with General Assemblies**

- 36.1 In conjunction with every Ordinary General Assembly, there will be an informal forum held for discussions between IPC Members and other stakeholders of the Paralympic Movement to discuss topics of interest to the IPC Members.
- 36.2 Where possible, the IPC will aim to hold an IPC athletes' forum every two years.

### **37. Other attendees and observers**

- 37.1 The following persons may attend and speak at General Assembly meetings, but without any right to submit motions, nominate candidates for election, or vote:
- 37.1.1 all members of the Athletes' Council;
  - 37.1.2 one representative of each IPC Sport that does not yet have a Sport Committee with an elected chairperson (see Article 28.2);
  - 37.1.3 one representative of each sport body under the governance of an IOSD that has been included on the Paralympic Games Sport Programme; and
  - 37.1.4 all persons with lifetime recognition (see Article 30.2.13).
- 37.2 The following persons may attend General Assembly meetings as observers, but without any right to speak (unless the Governing Board decides otherwise), to submit motions, to nominate candidates for election, or to vote:
- 37.2.1 one representative of each RIF;
  - 37.2.2 the Management Team;
  - 37.2.3 candidates for election; and
  - 37.2.4 any other person invited by the Governing Board.
- 37.3 Unless decided otherwise by the Governing Board:
- 37.3.1 all attendees under Article 37.1 may attend open and closed sessions of the General Assembly; and
  - 37.3.2 all observers under Article 37.2 may attend only open sessions of the General Assembly (except for the Management Team, who may also attend closed sessions).

## **PART VI: GOVERNING BOARD**

### **38. Role and composition of the Governing Board**

- 38.1 The Governing Board is the legal board of the IPC, and (subject to Article 8) it represents the IPC in accordance with Article 26 of the German Civil Code. The

Governing Board is elected by the IPC Members in accordance with this Constitution and the General Assembly Regulations.<sup>5</sup>

- 38.2 The IPC operates under a structure that separates 'governance' (which is the role of the Governing Board on behalf of the IPC Membership) from 'management' (which is the responsibility of the Management Team under the leadership of the CEO). Governing Board members have a non-executive role. The CEO is the liaison between the governance and management responsibilities within the organisation.
- 38.3 The Governing Board is comprised of:
- 38.3.1 the President;
  - 38.3.2 the Vice-President;
  - 38.3.3 ten Members-at-Large;
  - 38.3.4 the chairperson and first vice-chairperson of the Athletes' Council (as ex officio voting members); and
  - 38.3.5 up to three co-opted (non-voting) members.

## 39. Term of office

- 39.1 Subject to Articles 44 and 45:
- 39.1.1 the term of office of elected Governing Board members will be four years, commencing at the time of their election and ending at the close of the next election for their position on the Governing Board. Once elected, and unless removed from office, the Governing Board will remain in office until a new Governing Board is elected; and
  - 39.1.2 the term of office of co-opted Governing Board members will be for a fixed period of time specified by the Governing Board, not to exceed the term of the other members of the Governing Board onto which they are co-opted.
- 39.2 Subject to Article 39.3, a person may serve as a Governing Board member for no more than three terms (consecutive or otherwise, and including any part terms served).
- 39.3 If a person's election as President follows one or more terms on the Governing Board in another capacity, that person may serve as President for up to three terms (consecutive or otherwise, and including any part terms served).

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<sup>5</sup> Article 38.1: This Article is included pursuant to Article 26 of the German Civil Code.

39.4 Terms served on the Governing Board prior to the date that this Constitution comes into effect will count towards these term limits.

#### **40. Nominations and elections for the Governing Board**

40.1 The President, the Vice-President, and the ten Members-at-Large will be elected at every second Ordinary General Assembly, usually held following the Summer Paralympic Games.

40.2 The chairperson and first vice-chairperson of the Athletes' Council will be elected by the Athletes' Council in accordance with the Athletes' Council terms of reference.

40.3 Any co-opted members of the Governing Board will be appointed by the other members of the Governing Board.

40.4 The General Assembly Regulations specify how nominations for election must be made and how elections will be conducted.

40.5 Each candidate nominated for election must:

40.5.1 be nominated by an IPC Member in Good Standing; and

40.5.2 be subject to a vetting process in accordance with the Vetting Regulations to determine whether or not they are Eligible in accordance with Article 61.

40.6 No person may hold more than one Governing Board position at any one time. If the Athletes' Council chairperson or first vice-chairperson is elected to the Governing Board, they must immediately resign from the Athletes' Council.

#### **41. Role and powers of the Governing Board**

41.1 Subject to Article 30.2, the Governing Board has full power and authority to manage the affairs of the IPC. In particular, the Governing Board has the power and responsibility to:

41.1.1 implement the decisions of the General Assembly in accordance with this Constitution;

41.1.2 submit motions and make recommendations to the General Assembly;

41.1.3 propose amendments to the Constitution to be made by the General Assembly pursuant to Article 80.2, and make such amendments to the Constitution as it considers appropriate pursuant to Article 80.4;

41.1.4 issue, amend, and annul Regulations (except for Reserved Regulations, which require General Assembly approval);

- 41.1.5 approve the admission of provisional IPC Members in accordance with Article 11.2;
- 41.1.6 sanction IPC Members, in accordance with Article 15;
- 41.1.7 recommend to the General Assembly the strategic direction for the Paralympic Movement;
- 41.1.8 lead the development of and approve a strategic plan for the IPC, monitor progress against that strategic plan, and report to each Ordinary General Assembly on such progress;
- 41.1.9 decide (in its absolute discretion) the sports/disciplines and medal events on the Paralympic Games Sport Programme in accordance with the Paralympic Games Regulations;
- 41.1.10 appoint the members of the Paralympic Games Co-ordination Commission, on the recommendation of the President and CEO;
- 41.1.11 monitor progress of the preparations and delivery of the Paralympic Games;
- 41.1.12 subject to Article 1.1, approve and monitor the name(s) and branding of the IPC and the use of the Paralympic Properties;
- 41.1.13 receive and review annual financial reports and accounts, recommend such reports and accounts to the General Assembly for approval, and request other financial reports and accounts at such other times as needed;
- 41.1.14 approve financial management policies and procedures;
- 41.1.15 approve and monitor progress against the budget and financial forecasts;
- 41.1.16 approve contracts and transactions if above a specified monetary limit or value of rights/obligations (as set by the Governing Board), and monitor their implementation;
- 41.1.17 approve and report to the IPC Members on any Major Transaction;
- 41.1.18 put in place policies and procedures for management of risks, conflicts of interest, internal financial controls, and procurement of goods and/or services;
- 41.1.19 recommend to the General Assembly the appointment of an independent external Auditor on the recommendation of the Audit, Risk and Finance Sub-Committee;

- 41.1.20 appoint, monitor the performance of, and terminate the employment contract of the CEO (provided that the CEO must be heard before any decision on termination is taken), and provide input to the CEO on chief-level executive staff;
  - 41.1.21 approve and terminate any service agreements with the President, Vice-President, and Athletes' Council chairperson (the President, Vice-President, and Athletes' Council chairperson may not take part in any decision regarding the approval or termination of their own service agreement);
  - 41.1.22 delegate authority and duties to the President, CEO, and/or the WPS Unit Board, and define the scope of such authority/duties, subject to Article 41.3;
  - 41.1.23 establish and disband Sub-Committees and Committees subject to Article 50.4, delegate authority and duties to them, and define the scope of such authority/duties subject to Article 41.3, appoint their members in accordance with Articles 49 and 50, approve their terms of reference, and monitor their performance;
  - 41.1.24 establish, acquire, merge with, or otherwise establish control in respect of other legal entities (such as foundations or corporations) to fulfil the purpose and objects of the IPC;
  - 41.1.25 on the recommendation of the Nominations Panel, approve the appointment of:
    - 41.1.25.1 members of the Judicial Tribunal, Appeals Tribunal, Anti-Doping Tribunal, BAC, and Elections Oversight Panel (the President will not sit on the Nominations Panel for these appointments); and
    - 41.1.25.2 non-elected members appointed to the Athletes' Council;
  - 41.1.26 remove Governing Board members in accordance with Article 44.2;
  - 41.1.27 grant awards in accordance with the Awards Regulations; and
  - 41.1.28 resolve and decide other matters assigned to it by law, this Constitution, or the Regulations, and any other disputes or matters that fall under Article 81.
- 41.2 Subject to Articles 48.1 and 48.3, individual Governing Board members may not direct the CEO and/or Management Team to do (or to refrain from doing) anything relating to the IPC, except where the Governing Board member (i) is delegated the authority or otherwise authorised by the Governing Board to do

so; or (ii) is a member of a Sub-Committee or Committee who has been authorised by the CEO to direct specified Management Team members. Nothing in this Article prevents or is intended to limit in any way the Governing Board from (i) making decisions that the CEO is directed to implement, or (ii) from communicating directly with the CEO or Management Team. However, communications with the Management Team on Governing Board matters should generally be made through the CEO (apart from administrative or logistical arrangements), except that a Governing Board member who is a member of a Sub-Committee or Committee may communicate with any relevant Management Team personnel designated to assist that Sub-Committee or Committee.

- 41.3 The Governing Board may not delegate any decisions where this Constitution expressly states that the matter is to be decided by the Governing Board, but the Governing Board may request a recommendation from the CEO on the matter.

## **42. Duties of Governing Board members**

- 42.1 Without prejudice to their duties under German law, Governing Board members must at all times:

- 42.1.1 be Eligible in accordance with Article 61;
- 42.1.2 respect and further the purpose and objects of the IPC;
- 42.1.3 fulfil their role in their personal capacity and not as representatives of any IPC Member or stakeholder within the Paralympic Movement, including those that they may be employed by or otherwise associated with;
- 42.1.4 act in good faith and discharge their responsibilities in the best interests of the IPC and the IPC Members as a whole;
- 42.1.5 comply (and ensure that the IPC complies) with this Constitution and with the Regulations;
- 42.1.6 comply (and not publicly disagree) with Governing Board decisions, even if privately they do not agree with them;
- 42.1.7 not engage in any act of dishonesty, gross misconduct, or wilful neglect of duty;
- 42.1.8 not do anything (by act or omission) that (i) is contrary to the purpose or objects of the IPC; (ii) is contrary to the best interests of the IPC, the Paralympic Movement, or Para sport; and/or (iii) risks bringing the IPC, the Paralympic Movement, or Para sport into disrepute;

- 42.1.9 not cause or allow the activities of the IPC to be conducted or agree to them being conducted in a manner that is likely to create a substantial risk of serious loss to the IPC and/or its creditors;
- 42.1.10 not agree to the IPC incurring any obligations unless they reasonably believe at that time that the IPC will be able to perform the obligations when it is required to do so;
- 42.1.11 (except for the President) not speak or make statements publicly on behalf of the Governing Board or the IPC unless authorised to do so by the President, or in accordance with delegated authority in writing from the Governing Board;
- 42.1.12 exercise the care, diligence, and skill that any reasonable Governing Board member would exercise in the same circumstances;
- 42.1.13 disclose to the Governing Board the nature and extent of any interest that they have (or any person connected with them has) in a transaction or proposed transaction of or involving the IPC as soon as they become aware of such interest or such transaction;
- 42.1.14 not disclose to any person or make use of or act on information that they would not be aware of if they were not a Governing Board member, except:
  - 42.1.14.1 as agreed by the Governing Board; or
  - 42.1.14.2 as required by law;
- 42.1.15 make reasonable efforts to attend and actively participate in all Governing Board meetings (failure to attend two consecutive Governing Board meetings without valid justification, as determined by the Governing Board, may result in removal from office);
- 42.1.16 attend all General Assembly meetings, except where prevented from doing so due to reasons beyond their reasonable control, which reasons must be communicated to (and accepted as sufficient by) the Governing Board;
- 42.1.17 attend both summer and winter Paralympic Games for the full duration of the Paralympic Games, except where prevented from doing so due to reasons beyond their reasonable control, which reasons must be communicated to (and accepted as sufficient by) the Governing Board; and
- 42.1.18 participate in an annual review of the Governing Board's performance in the manner decided by the Governing Board.

### **43. Meetings of the Governing Board**

- 43.1 The Governing Board will conduct its business and take decisions at meetings (held in person and/or remotely by video and/or telephone conference) and (where appropriate) by written resolution, in accordance with the procedures set out in the Governing Board Regulations.
- 43.2 Subject to Article 43.4 and any conflicts of interest, each Governing Board member who is present at a Governing Board meeting will have one vote on each motion. Any Governing Board member who is not present at the meeting will not have a vote on any motion presented at the meeting. Voting by proxy or by letter is not permitted.
- 43.3 The quorum for Governing Board meetings is 50% plus one of the Governing Board members entitled to vote. Unless specified otherwise, any motion or other decision of the Governing Board requires the support of at least a Simple Majority.
- 43.4 The CEO will attend meetings of the Governing Board but is not a member of the Governing Board. The CEO and the co-opted members of the Governing Board will have the right to speak at and make recommendations during Governing Board meetings, but they may not propose or second motions and do not have any right to vote.

### **44. Removal of a Governing Board member**

- 44.1 Removal by the General Assembly:
- 44.1.1 The General Assembly may remove a Governing Board member from office with or without cause by motion passed by Special Majority, subject to any requirements of German law. Before the motion is put to a vote, the Governing Board member must be provided with:
- 44.1.1.1 written notice of the proposed removal, including the grounds for such proposal, no later than one week prior to any vote on removal; and
- 44.1.1.2 the opportunity to make written and/or oral submissions to the General Assembly as to why the motion to remove them should not be passed.
- 44.2 Removal by the Governing Board:
- 44.2.1 The Governing Board may remove a Governing Board member from office by motion passed by Special Majority, subject to any requirements of German law, where that member is (in the Governing

Board's opinion) in breach of one or more of their duties under Article 42 or otherwise.

44.2.2 Before removing a Governing Board member from office, the Governing Board will provide that member with:

44.2.2.1 written notice of the proposed removal, including the grounds for such proposal; and

44.2.2.2 the opportunity to make written and/or oral submissions to the Governing Board within a reasonable period (of not less than 48 hours) as to why the proposed removal should not be carried out.

44.3 A Governing Board member who is removed from office by the Governing Board before the end of their term may appeal that removal to the Appeals Tribunal in accordance with its procedural rules. Subject to German law, there is no right of appeal against a decision of the General Assembly to remove a Governing Board member before the end of their term.

44.4 Nothing in this Article 44 limits or prejudices any other powers that exist under this Constitution or the Regulations to suspend or remove Governing Board members from office.

## **45. Vacancies**

45.1 Subject to Article 45.2, in the event that any of the elected positions on the Governing Board (other than the position of President) become vacant during any term of office for any reason, the Governing Board may appoint a full voting member to the Governing Board to fill that vacancy on an interim basis until the next Ordinary General Assembly. If the next Ordinary General Assembly after the appointment does not include elections for the Governing Board, the interim appointment must be ratified by the IPC Members at that Ordinary General Assembly. If the interim appointment is not ratified by the General Assembly, that person may not continue as a Governing Board member. Instead, a different person may be appointed by the Governing Board to fill the vacancy until the next Ordinary General Assembly.

45.2 In circumstances where the President has passed away, resigned, or become permanently incapacitated, or their position has become vacant for any other reason, the Vice-President will serve as interim President until the next Ordinary or Extraordinary General Assembly. At that meeting, an election will be held to elect a new President for the remainder of the original President's term (or, where that term has expired, for a new term). In circumstances where four or more Governing Board members have passed away, resigned, and/or become permanently incapacitated, or their positions have become vacant for any other reasons, the Governing Board may appoint interim full voting

members to fill the vacant positions until the next Ordinary or Extraordinary General Assembly at which elections for those positions will take place. If such elections take place at a non-election Ordinary General Assembly or at an Extraordinary General Assembly, the persons elected will serve for the remainder of the original term.

- 45.3 Where the ex officio position of chairperson and/or first vice-chairperson of the Athletes' Council becomes vacant for any reason, the Athletes' Council will fill the vacancy in accordance with its terms of reference.
- 45.4 In the event that any of the co-opted positions on the Governing Board become vacant during any term of office for any reason, the Governing Board may appoint a new co-opted member to fill that vacancy for the remainder of the original term.

## **PART VII: PRESIDENT, VICE-PRESIDENT, AND CEO**

### **46. President**

- 46.1 The President's responsibilities include to:
- 46.1.1 lead the IPC and be the lead representative and main spokesperson for the IPC;
  - 46.1.2 chair meetings of the General Assembly and meetings of the Governing Board;
  - 46.1.3 lead the work of the Governing Board, including ensuring the Governing Board is organised properly, functions effectively, acts within its powers, and meets its obligations and responsibilities;
  - 46.1.4 be the primary liaison between the Governing Board and the CEO;
  - 46.1.5 support and monitor the CEO and form a strong collaborative working relationship with the CEO on behalf of the Governing Board;
  - 46.1.6 maintain good relations with IPC Members and key stakeholders of the IPC;
  - 46.1.7 ensure the decisions of the General Assembly and the Governing Board are implemented;
  - 46.1.8 authorise transactions and sign documents on behalf of the IPC as set out (and only as set out) in Article 8;
  - 46.1.9 if requested to do so by the IPC and IOC, serve as an ex officio member of the IOC (provided that the term for such role may not exceed the President's term of office); and

46.1.10 perform such other tasks and duties as are delegated to the President by the General Assembly or the Governing Board.

46.2 The President will not be involved in the day-to-day operations of the IPC.

46.3 If the President is temporarily unavailable, incapacitated, conflicted, or otherwise unable to perform their duties for any reason, the Vice-President will stand in to replace the President and fulfil their responsibilities for the relevant period.

## 47. Vice-President

47.1 In addition to acting as a Governing Board member, the Vice-President will support and assist the President in undertaking any of the President's responsibilities, as requested by the President. The Vice-President will stand in for the President if required pursuant to Article 45.2 or Article 46.3.

## 48. CEO

48.1 The CEO is responsible for the operational management of the IPC and represents the Governing Board and the IPC in all day-to-day operations and all proceedings, in accordance with the directions of the Governing Board and the President, this Constitution, the Regulations, and any internal policies of the IPC, and within such limitations and delegated authority as may be established by the Governing Board. The CEO is a 'special representative' within the meaning of section 30 of the German Civil Code.<sup>6</sup>

48.2 The responsibilities of the CEO include:

48.2.1 facilitating the development of the IPC's strategic plan that is led and approved by the Governing Board, delivering the strategic plan, and reporting to the Governing Board on progress against the strategic plan;

48.2.2 representing the Governing Board and the IPC in all proceedings and negotiations of any kind before courts and authorities in accordance with the directions of the Governing Board;

48.2.3 developing the IPC's operational plan, implementing the plan, and reporting to the Governing Board on progress against the plan;

48.2.4 developing the annual budget and financial forecasts for Governing Board approval, and reporting to the Governing Board on progress against the budget/forecast;

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<sup>6</sup> Article 48.1: The final sentence is a requirement of the German Civil Code.

- 48.2.5 managing the operations and headquarters of the IPC;
  - 48.2.6 managing the Management Team, with authority to employ, supervise, control, review the performance of, and terminate the employment contracts of the Management Team;
  - 48.2.7 developing internal policies for the management of staff and internal systems for Governing Board approval;
  - 48.2.8 sourcing income for the IPC, including through sponsorship, grants, and other revenue streams;
  - 48.2.9 being accountable for the preparation, delivery, and all operational aspects of the Paralympic Games;
  - 48.2.10 establishing and monitoring Working Groups, as required;
  - 48.2.11 attending General Assembly meetings;
  - 48.2.12 attending Governing Board meetings; and
  - 48.2.13 being responsible for all decisions taken by the Management Team.
- 48.3 The CEO is appointed by, and accountable to, the Governing Board. The CEO receives direction from the Governing Board and the President. If there is any inconsistency between the directions of the President and the directions of the Governing Board, the Governing Board will decide how to resolve the inconsistency.
- 48.4 The CEO may delegate their responsibilities in particular instances to members of the Management Team, and/or engage external consultants and advisors, but remains ultimately responsible for the performance of those responsibilities.
- 48.5 The CEO may make recommendations to the Governing Board on matters within the Governing Board's remit.

## **PART VIII: SUB-COMMITTEES, COMMITTEES, AND WORKING GROUPS**

### **49. Sub-Committees**

- 49.1 The Governing Board may establish and disband any number of Sub-Committees. Sub-Committees will be tasked by the Governing Board to do preparatory work for, and make recommendations to, the Governing Board. The composition, responsibilities, and procedures of each Sub-Committee will be set out in their respective terms of reference approved by the Governing Board.

- 49.2 The Governing Board will appoint the members of Sub-Committees.
- 49.3 Sub-Committees will ordinarily be comprised of three or four Governing Board members, but may also include (where the Governing Board considers it appropriate) persons who are not members of the Governing Board.
- 49.4 The Governing Board will establish an Audit, Risk and Finance Sub-Committee, which will be comprised of a majority of independent members appointed by the Governing Board, including an independent chairperson with appropriate expertise in financial reporting, audit, and risk.

## 50. Committees

- 50.1 Subject to Article 50.4, the Governing Board may establish and disband any number of Committees. Committees are advisory to the Governing Board. The composition, responsibilities, and procedures of each Committee will be set out in their respective terms of reference approved by the Governing Board.
- 50.2 Each Committee will ordinarily be comprised of between five to 15 members, depending on the nature and volume of work. Each Committee will include at least one member of the Governing Board, who will act as a liaison between the Governing Board and the Committee. At least one in every five members of the Committee must be a Paralympian who has competed in at least one of the previous three editions of the summer or winter Paralympic Games at the time of their appointment.
- 50.3 The Governing Board will appoint the members of Committees on the recommendation of the Nominations Panel or (if they are Governing Board members) on the recommendation of the President.
- 50.4 The following Committees are mandatory and may not be disbanded:
- 50.4.1 Paralympic Games Sport Programme Committee;
  - 50.4.2 Classification Compliance and Oversight Committee;
  - 50.4.3 Leadership and Equality Committee; and
  - 50.4.4 Member Engagement Committee.
- 50.5 All Committee members, including any Governing Board members, will be full voting members of the Committee.
- 50.6 The Governing Board will appoint a chairperson for the Committee, on the recommendation of the Nominations Panel. The chairperson may not be a Governing Board member.

## **51. Working Groups**

- 51.1 The CEO (or their designee) may establish and disband Working Groups as necessary to assist and advise the Management Team.
- 51.2 All Working Groups will receive their direction from, and report to, the CEO (or their designee).
- 51.3 The size and composition of the Working Group will be decided by the CEO and depend on the nature and volume of work.
- 51.4 The composition, responsibilities, and procedures of each Working Group will be set out in their respective terms of reference approved by the CEO.

## **52. Remuneration and expenses**

- 52.1 Members of any Sub-Committee, Committee, or Working Group will work on a volunteer basis (i.e. without remuneration), but expenses will be paid by the IPC in accordance with its internal policies.

## **PART IX: ATHLETES' COUNCIL**

### **53. Role of the Athletes' Council**

- 53.1 The Athletes' Council is the collective voice of Paralympic athletes within the IPC and the Paralympic Movement. The role of the Athletes' Council is to provide feedback and advice and report to the Governing Board on IPC matters from the athletes' perspective, on behalf of and in the interests of Paralympic athletes, and to engage with the athlete community.

### **54. Rights and obligations of the Athletes' Council**

- 54.1 All members of the Athletes' Council have a right to vote at Athletes' Council meetings, except the member appointed by the IOC Athletes' Commission pursuant to Article 55.1.3.
- 54.2 The chairperson and first vice-chairperson of the Athletes' Council will be ex officio voting members of the Governing Board.
- 54.3 All Athletes' Council members may attend and speak on behalf of the Athletes' Council at meetings of the General Assembly.

### **55. Composition of the Athletes' Council**

- 55.1 The Athletes' Council will comprise the following members:
  - 55.1.1 nine elected members (six from summer sports and three from winter sports);

- 55.1.2 up to five members appointed by the Governing Board on the recommendation of the Nominations Panel; and
  - 55.1.3 the Chair or Vice-Chair of the IOC Athletes' Commission, appointed by the IOC Athletes' Commission.
- 55.2 The members of the Athletes' Council will elect a chairperson, a first vice-chairperson, and a second vice-chairperson from amongst the elected members of the Athletes' Council.
- 55.3 Requirements for Athletes' Council members:
- 55.3.1 All elected members of the Athletes' Council must be Paralympians who are either competing in the edition of the Paralympic Games at which the elections take place, or who have competed in at least one of the previous two editions of the summer or winter Paralympic Games at the time of the election.
  - 55.3.2 All appointed members of the Athletes' Council (except for the Chair and Vice-Chair of the IOC Athletes' Commission) must be Paralympians who have competed in at least one of the previous three editions of the summer or winter Paralympic Games at the time of the appointment.
  - 55.3.3 There may not be more than one Paralympian from the same Country or Territory or more than two Paralympians from the same sport on the Athletes' Council.
  - 55.3.4 Persons elected or appointed to the Athletes' Council (other than the Chair or Vice-Chair of the IOC Athletes' Commission) hold such position in their personal capacity and not as representatives of any IPC Member or stakeholder within the Paralympic Movement, including any IPC Member or stakeholder by whom they may be employed or with whom they may be otherwise associated.

## **56. Elections and appointments**

### **56.1 Elections:**

- 56.1.1 The election of the elected members of the Athletes' Council will occur at every Paralympic Games. Six Paralympians from summer sports will be elected at every summer Paralympic Games and three Paralympians from winter sports will be elected at every winter Paralympic Games.
- 56.1.2 Nominations for elected members of the Athletes' Council may be made by NPCs, IOSDs, or International Federations.

56.1.3 The chairperson will be elected by the Athletes' Council after each edition of the summer Paralympic Games. The first vice-chairperson will be elected by the Athletes' Council after each edition of the winter Paralympic Games, and the second vice-chairperson will be elected by the Athletes' Council after each edition of the summer Paralympic Games. Where possible, the persons in these three positions should be of different genders and come from different Regions.

56.2 Appointments:

56.2.1 For the appointed members of the Athletes' Council, following the elections at each edition of the Paralympic Games, the Nominations Panel will assess the gaps in the Athletes' Council's needs (including skills, experience, gender, and Country/Territory), and call for applications accordingly.

56.2.2 The Nominations Panel will then assess the applications and make recommendations to the Governing Board for approval.

**57. Term of office**

57.1 The term of office of the elected members of the Athletes' Council will be four years, commencing at the time of their election and ending at the close of the next election for their position on the Athletes' Council.

57.2 The term of office of the appointed members of the Athletes' Council will be four years, commencing on the date of appointment and ending at the close of the second edition of the Paralympic Games following their appointment.

57.3 The Chair and Vice-Chair of the IOC Athletes' Commission serve ex officio.

57.4 A person may serve as an Athletes' Council member for no more than two terms (consecutive or otherwise, and including any part terms served other than a part term served pursuant to Article 57.5.3).

57.5 The terms of the vice-chairpersons will be staggered as follows:

57.5.1 First vice-chairperson: their term starts in the third year of the chairperson's four-year term.

57.5.2 Second vice-chairperson: their term will be on the same four-year term cycle as the chairperson.

57.5.3 To enable a transition to these staggered terms, the terms for the chairperson, first vice-chairperson, and second vice-chairperson elected in 2021/22 will be as follows: the chairperson will be elected in 2021 following the Tokyo 2020 Paralympic Games and will serve for

three years until the elections following the Paris 2024 Paralympic Games; the first vice-chairperson will be elected in 2022 following the Beijing 2022 Paralympic Games and serve a normal four year term; the second vice-chairperson will be elected in 2022 following the Beijing 2022 Paralympic Games and serve for two years until the elections following the Paris 2024 Paralympic Games (when their term will then align with that of the chairperson going forward). Thereafter, the normal term of four years will apply.

## **58. Terms of reference**

- 58.1 Further detail on the composition, responsibilities, and procedures of the Athletes' Council will be set out in its terms of reference approved by the Governing Board.

## **PART X: NOMINATIONS PANEL AND ELECTIONS OVERSIGHT PANEL**

### **59. Nominations Panel**

- 59.1 The Nominations Panel is the panel established by the Governing Board to identify, recruit, assess, and make recommendations to the Governing Board for the appointment of all (or, where so stated, some) of the members of the following IPC bodies, in accordance with this Constitution and the Nominations Panel's terms of reference, and to determine if an applicant or existing IPC Official (including members of the IPC bodies listed below) is Eligible to be or remain in office in accordance with Article 61:

59.1.1 Committees;

59.1.2 the appointed members of the Athletes' Council;

59.1.3 the Judicial Tribunal;

59.1.4 the Appeals Tribunal;

59.1.5 the Anti-Doping Tribunal;

59.1.6 the BAC;

59.1.7 the Elections Oversight Panel; and

59.1.8 the independent member of the WPS Unit Board (see Article 23.1.2) and the member of the WPS Unit Board appointed for their prior governance experience in an international federation (see Article 23.1.3).

- 59.2 The Nominations Panel will be comprised of:
- 59.2.1 two independent persons appointed by the Governing Board, who between them have expertise in the appointment of non-executive directors and in the appointment of members for legal or hearing panels;
  - 59.2.2 the President, but solely for purposes of the appointment of the WPS Unit Board and the Committees, and not for appointments to any other bodies; and
  - 59.2.3 the chairperson and one other member of the Athletes' Council (appointed by the Athletes' Council), but solely for consideration of Athletes' Council appointments and appointment of the athlete representative under Article 23.1.4.
- 59.3 The Governing Board must ensure that there are members of both genders on the Nominations Panel.
- 59.4 The Governing Board will appoint one of the two independent members to act as chairperson of the Nominations Panel.
- 59.5 The term of office for the members of the Nominations Panel will be four years. Members of the Nominations Panel may serve up to a maximum of three terms of office (consecutive or otherwise, and including any part terms served).
- 59.6 The composition, responsibilities, and procedures of the Nominations Panel will be set out in its terms of reference approved by the Governing Board.

## **60. Elections Oversight Panel**

- 60.1 The Elections Oversight Panel is a panel established by the Governing Board to ensure that candidacies and elections for the Governing Board and Athletes' Council comply with this Constitution and the Regulations.
- 60.2 The Elections Oversight Panel will be comprised of a maximum of three members (including a chairperson) appointed by the Governing Board on the recommendation of the Nominations Panel.
- 60.3 The terms of office for the members of the Elections Oversight Panel will be four years. They may serve up to a maximum of three terms of office (consecutive or otherwise, and including any part terms served).
- 60.4 The composition, responsibilities, and procedures of the Elections Oversight Panel will be set out in its terms of reference approved by the Governing Board.

## **PART XI: INTEGRITY REQUIREMENTS**

### **61. Eligibility of IPC Officials**

- 61.1 Anyone who wishes to become or remain an IPC Official must be Eligible to do so. A person is not Eligible to become or to remain an IPC Official if they:
- 61.1.1 are a minor according to German law (save that minors may be permitted to act as interns or apprentices or otherwise as part of the Management Team, as permitted by German law);
  - 61.1.2 have been adjudged bankrupt and have not been discharged from bankruptcy or are subject to any unsatisfied condition imposed or any undischarged order made under insolvency laws;
  - 61.1.3 have been convicted of an offence involving mistreatment of people (including, for example, physical or sexual abuse or misconduct, racist abuse or misconduct, or hate crimes), an offence of dishonesty, or an offence that is punishable by a term of imprisonment of two or more years (whether or not they received such a term of imprisonment), and any appeal rights against such conviction have expired or been exhausted, unless the Nominations Panel determines that declaring such person ineligible based on such conviction would be repugnant to the IPC's sense of justice;
  - 61.1.4 are prohibited from being a director or promoter of or being concerned or taking part in the management of a company due to their breach of or non-compliance with any applicable law or regulation;
  - 61.1.5 are subject to an order by a relevant authority that they are lacking in competence to manage their own affairs;
  - 61.1.6 are deprived of their civil rights by proper application of the law;
  - 61.1.7 are serving a period of ineligibility imposed for breach of the Integrity Code or any code of ethics or other rules of conduct of an IPC Member, a member of an IPC Member, or another sports organisation;
  - 61.1.8 are provisionally suspended or are serving a period of ineligibility under the IPC Anti-Doping Code, the anti-doping rules of any IPC Member, or other World Anti-Doping Code-compliant anti-doping rules, or (if they were not subject to such rules) have directly and intentionally engaged in conduct within the previous six years that would have constituted a violation of World Anti-Doping Code-compliant anti-doping rules if such rules had been applicable to them;

- 61.1.9 have been removed from office in accordance with this Constitution or the Regulations (or previous versions thereof) or by any competent tribunal, unless the Nominations Panel decides that in the particular circumstances of the case such removal should not bar them from being an IPC Official;
  - 61.1.10 are otherwise prohibited from holding such position, or any similar position, under any other circumstances provided by law;
  - 61.1.11 are (i) not of good character and reputation, (ii) not able to meet the high standards of conduct and integrity required of an IPC Official, or (iii) not physically and/or mentally fit to perform the role in question; and/or
  - 61.1.12 in the case of a candidate for appointment to an independent position, do not have the independence or experience or expertise required for the role, as specified in this Constitution or the Regulations.
- 61.2 A person who is not Eligible may not be appointed or elected as an IPC Official or (where already in office) remain in office as an IPC Official.

## **62. Vetting of IPC Officials**

- 62.1 All IPC Officials (and any candidates for such positions) will be subject to a vetting process, in accordance with the Vetting Regulations.
- 62.2 The Nominations Panel is responsible for determining whether or not an IPC Official (other than a Nominations Panel member) is Eligible, in accordance with the Vetting Regulations. The members of the Nominations Panel will be subject to a separate vetting process, in accordance with the Vetting Regulations.
- 62.3 If a person who is determined not to be Eligible is already an IPC Official, they will automatically be deemed to have resigned from their position as an IPC Official and their position will be considered vacant from the point of such determination.
- 62.4 If a person was not Eligible at the time of appointment or election, but becomes Eligible once an IPC Official and is Eligible at the time of review, the Nominations Panel will determine whether or not such IPC Official should remain in office, depending on the circumstances of the case, including whether or not they misled the Nominations Panel by act or omission at the time of their appointment or election.
- 62.5 A decision that a person was/is not Eligible may be appealed to the Appeals Tribunal in accordance with its procedural rules.

62.6 This Article 62 does not limit or prejudice in any way any right arising under this Constitution or the Regulations or otherwise to suspend or remove an IPC Official. Nor does this Article 62 (or any other provision of this Constitution or the Regulations) limit or prejudice in any way any rights of Management Team members under German employment law.

### **63. Anti-Doping**

63.1 As a signatory to the World Anti-Doping Code, the IPC acknowledges and accepts the World Anti-Doping Code and the related International Standards as the basis for protecting clean sport. The IPC will adopt and maintain an IPC Anti-Doping Code that implements the World Anti-Doping Code.

63.2 Compliance with the World Anti-Doping Code and the related International Standards is mandatory for the entire Paralympic Movement. Without limiting the generality of the foregoing, IPC Members must comply (as a condition of membership) with the anti-doping obligations imposed on them by this Constitution, the Regulations (including the IPC Anti-Doping Code), and the World Anti-Doping Code and the related International Standards.

63.3 No provision in this Constitution or the Regulations is intended to prevent or will be interpreted or applied so as to prevent the IPC from complying with its obligations as a signatory to the World Anti-Doping Code.

63.4 The Anti-Doping Tribunal will hear and determine any alleged violations of the IPC Anti-Doping Code, in accordance with the IPC Anti-Doping Code and the Anti-Doping Tribunal's procedural rules. Appeals against decisions of the Anti-Doping Tribunal are to be made exclusively to the Court of Arbitration for Sport (Appeals Division), in accordance with the IPC Anti-Doping Code. Pending resolution of the appeal, the decision being appealed will remain in full force and effect unless the CAS orders otherwise. The decision of the CAS resolving the appeal may not be challenged in any forum or on any ground except as set out in Chapter 12 of the Swiss Federal Code on Private International Law.

### **64. Integrity Code**

64.1 The Governing Board will adopt and maintain an integrity code, including ethical rules, standards of conduct, anti-manipulation rules, and other rules of conduct.

## **PART XII: DISPUTE RESOLUTION**

### **65. Judicial Tribunal**

65.1 Unless otherwise specified in this Constitution or in the Regulations (including the IPC Anti-Doping Code), the Judicial Tribunal will hear and determine in

accordance with its procedural rules any alleged violations of the Integrity Code; any alleged violations of this Constitution and/or the Regulations by a Person bound by the Constitution/Regulations; any claims or disputes covered by Articles 65.2 or 65.3; and any other matters referred to it under this Constitution or the Regulations.

- 65.2 If a claim or dispute between two or more IPC Members is not subject to an alternative dispute resolution mechanism under this Constitution, the Regulations, or otherwise, those IPC Members may agree to submit the claim/dispute to the Judicial Tribunal, which will hear and determine the matter in accordance with its procedural rules.
- 65.3 The Judicial Tribunal will have exclusive jurisdiction to hear and determine in accordance with its procedural rules any claim or dispute between the IPC and one or more IPC Members relating in any way to the activities of the IPC as an association or to the activities of the IPC Members as IPC Members that is not subject to an alternative dispute resolution mechanism under this Constitution, the Regulations, or otherwise. Where the IPC deems it appropriate, the claim/dispute may first be referred to an independent mediator agreed by the parties, and will only be referred to the Judicial Tribunal if this initial process fails to resolve the claim/dispute.
- 65.4 Unless specified otherwise in this Constitution or the Regulations, any final decision by the Judicial Tribunal may be appealed to the Appeals Tribunal, in accordance with its procedural rules.

## **66. Appeals Tribunal**

- 66.1 Unless otherwise specified in this Constitution or in the Regulations (including the IPC Anti-Doping Code), to the extent that this Constitution or the Regulations give a party a right of appeal against any decision, that appeal is to be made exclusively to the Appeals Tribunal, in accordance with its procedural rules. Pending resolution of the appeal, the decision being appealed will remain in full force and effect unless the Appeals Tribunal orders otherwise. The decision of the Appeals Tribunal resolving the appeal may not be challenged in any forum or on any ground except to the extent permitted under German law.

## **67. Board of Appeal of Classification (BAC)**

- 67.1 The Board of Appeal of Classification (**BAC**) will hear and determine classification appeals (and, where specified, other classification disputes) for international federations in accordance with the IPC Classification Code and the related International Standards, where those international federations have entered into an agreement with the IPC for such services.

## **68. Independence and appointment of tribunal members**

- 68.1 All members of the Judicial Tribunal, Appeals Tribunal, Anti-Doping Tribunal, and BAC:
- 68.1.1 must be independent of the IPC, meaning that they cannot hold, or have held, any role in any capacity with the IPC (other than a position in a disciplinary or appeals tribunal or similar) in the four years prior to their appointment to the relevant tribunal. They may be or have been involved in Para sport in other capacities (including as a delegate of an IPC Member), provided that the role was not with the IPC;
  - 68.1.2 will be appointed by the Governing Board in accordance with Article 41.1.25, subject to the transitional provisions set out at Article 68.5;
  - 68.1.3 will be appointed for a term of four years, but for the avoidance of doubt (i) the terms of tribunal members will not be staggered and so if any person is appointed to a tribunal after a four-year term has commenced, they will serve only for the remainder of that four-year term, and (ii) the appointment of tribunal members may be renewed at the end of their term without the requirement for any further recruitment process; and
  - 68.1.4 may serve a maximum of three terms of office (consecutive or otherwise, and including any part terms served), except that terms served on former IPC tribunals/panels where the members were not recommended by the Nominations Panel will not be counted for purposes of this provision.
- 68.2 Judicial Tribunal members may not sit as members of the Appeals Tribunal.
- 68.3 The IPC may contract an independent body to (i) carry out the function of secretariat to any tribunal/hearing panel, and/or (ii) appoint the members of any tribunal/hearing panel.
- 68.4 The composition and procedures of each tribunal will be set out in their respective procedural rules.
- 68.5 Transitional provisions:
- 68.5.1 The members of the Anti-Doping Tribunal and BAC in office as of the effective date of this Constitution will remain in office until replaced by a standing panel of members appointed by the Governing Board on the recommendation of the Nominations Panel in accordance with Articles 41.1.25 and 59.1.

- 68.5.2 The Governing Board will appoint members of the Judicial Tribunal and Appeals Tribunal ad hoc to hear any cases arising on or after the effective date of this Constitution until such time as a standing panel of members of the Judicial Tribunal or Appeals Tribunal (as applicable) is appointed by the Governing Board on the recommendation of the Nominations Panel in accordance with Articles 41.1.25 and 59.1.
- 68.5.3 Any matter pending prior to the effective date of this Constitution will be heard under the substantive and procedural rules that were applicable to the matter prior to such date.
- 68.5.4 Unless provided otherwise, any matters brought on or after the effective date of this Constitution based on acts or omissions that occurred prior to that effective date will be governed by the substantive rules that were in force at the time the acts or omissions occurred, but procedural issues will be governed by the procedural rules set out in this Constitution, the Regulations, and/or other applicable procedural rules (in place of the procedural rules in force at the time the acts or omissions occurred).
- 68.5.5 Once they have finally determined any pending cases in accordance with Article 68.5.3, the existing IPC Legal and Ethics Committee and Appeals Panel will be disbanded and will cease to have jurisdiction and authority to act. The former members of the IPC Legal and Ethics Committee and Appeals Panel may be appointed to serve on other IPC tribunals/hearing panels if they meet the requirements for such positions.

## **69. Whistleblowing**

- 69.1 The IPC will establish a process to enable any person in the Paralympic Movement to raise confidentially any issues or concerns about alleged breaches of this Constitution or the Regulations (including in particular the Integrity Code).

## **70. General**

- 70.1 Unless the IPC has explicitly agreed to the contrary, any dispute resolution proceedings involving the IPC, of whatever nature and in whatever forum:
- 70.1.1 will be conducted in the English language, and a party relying on any documents written in another language must provide certified English translations of those documents, excluding any proceedings before the German courts;

- 70.1.2 will be governed by this Constitution and the Regulations, and (subsidiarily) by German law; and
- 70.1.3 if not subject to any other dispute resolution mechanism under this Constitution or the Regulations, are subject to the exclusive jurisdiction of the German courts.

### **PART XIII: DISSOLUTION**

#### **71. Dissolution by the General Assembly**

- 71.1 The IPC may be voluntarily dissolved only by a motion passed by a Special Majority at an Extraordinary General Assembly meeting convened for that purpose. In such circumstances, the General Assembly must also decide on the manner of liquidation.

#### **72. Use of remaining assets**

- 72.1 In the event of the dissolution or annulment of the IPC or in the event of the discontinuation of tax-privileged purposes, the assets of the IPC will be transferred to a legal entity under public law or to another tax-privileged corporation for the purpose of promoting and supporting sport for athletes with disabilities.<sup>7</sup>

### **PART XIV: TRANSPARENCY**

#### **73. Financial accounts**

- 73.1 The IPC annual audited accounts will be published on the IPC website as soon as reasonably practicable following their approval by the Governing Board and General Assembly.
- 73.2 Subject to German law, the IPC accounts will include a record of any remuneration or fees paid to the President or any other member of the Governing Board, the CEO, and any other IPC Officials (excluding the Management Team, consultants, and independent contractors).
- 73.3 All grants to IPC Members for development projects will be subject to an independent audit as part of the IPC's annual audit and will be disclosed in the IPC annual report.

#### **74. Records of General Assembly and Governing Board meetings**

- 74.1 The IPC will publish the following on its website:

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<sup>7</sup> Article 72.1: The wording of this Article is required by the German Civil Code and the tax authorities.

- 74.1.1 a calendar of scheduled future General Assembly meetings and other meetings of the IPC Members;
- 74.1.2 the agenda and minutes (or a summary thereof) of General Assembly meetings;
- 74.1.3 a calendar of scheduled future Governing Board meetings; and
- 74.1.4 a summary of each Governing Board meeting.

## **75. Constitution and Regulations**

- 75.1 This Constitution and the Regulations will be published on the IPC website.

## **76. Awards**

- 76.1 The awards given by the IPC, and the criteria and process for the grant of such awards, will be published on the IPC website and detailed in the Regulations.

## **77. Positions advertised**

- 77.1 Vacancies on the Governing Board, Committees, Nominations Panel, Elections Oversight Panel, Judicial Tribunal, Appeals Tribunal, Anti-Doping Tribunal, and BAC, and permanent positions for chief-level executive staff, will be publicly advertised on the IPC website and, where appropriate and resources permitting, through other avenues.

## **PART XV: MISCELLANEOUS**

### **78. Effective date**

- 78.1 This Constitution and any amendments thereto will come into effect upon registration with the Register of Associations.

### **79. Indemnity**

- 79.1 To the extent permitted under German law, the IPC will immediately upon notification of a claim fully indemnify and hold harmless IPC Officials, including the members of the Governing Board, Sub-Committees, Committees, Working Groups, Athletes' Council, CEO and Management Team, Nominations Panel, Elections Oversight Panel, BAC, and members of any hearing panels and tribunals appointed under the Constitution or the Regulations in respect of any personal liability (for fines, damages, costs or otherwise) arising from any claim (whether civil or criminal) that is made against them as a result of their office or the exercise of their powers or the execution of their duties under the Constitution or the Regulations, whatever the outcome of the claim, unless it is shown that they committed the acts or omissions on which the claim is based in bad faith.

## **80. Amendments to the Constitution**

- 80.1 The IPC Members may amend the purpose of the IPC stated in Article 4.1 by a motion passed by Special Majority at a General Assembly meeting.<sup>8</sup>
- 80.2 Subject to Article 80.4, this Constitution (including Article 4.1 as provided in Article 80.1) may be amended only by a motion passed by Special Majority at a General Assembly meeting.
- 80.3 If the General Assembly resolves to amend any part of the Constitution, it may delegate the responsibility of approval of the final wording of any such amendment to the Governing Board.
- 80.4 The Governing Board may amend this Constitution to:
- 80.4.1 implement any amendments required by the Register of Associations and/or tax authorities; and/or
  - 80.4.2 correct typographical or clerical errors or for reasons of grammar or clarification, provided that the amendments do not materially contradict the decisions of the General Assembly.
- 80.5 If any provision of this Constitution is determined to be unlawful or unenforceable for any reason, the remainder of this Constitution will remain intact and enforceable.

## **81. Savings clause**

- 81.1 Where a matter arises for which provision has not been made in this Constitution or the Regulations, the Governing Board may resolve or provide for the matter as it deems appropriate.

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<sup>8</sup> Article 80.1: The German Civil Code provides that the purpose of an organisation may only be amended by the unanimous consent of its members unless its constitution expressly provides otherwise, and so this Article is required to lower the requirements to Special Majority.

## APPENDIX 1: RULES OF INTERPRETATION AND DEFINITIONS

### 1. Rules of interpretation

#### 1.1 In the Constitution and the Regulations, unless specified otherwise:

- (a) the pronoun 'they/their' is used for individuals and includes all genders;
- (b) references to 'gender' mean the gender to which the person identifies, which may not be their biological sex;
- (c) references to 'disability' mean any disability as defined in the UN Convention on the Rights of Persons with Disabilities;
- (d) references to an 'edition' of the Paralympic Games means a single edition of either the summer or winter Paralympic Games;
- (e) words in the singular include the plural, and words in the plural include the singular;
- (f) references to Articles and Appendices are, unless otherwise stated, references to articles of and appendices to the document in which the references appear;
- (g) references to Regulations with capitalised titles (e.g. Integrity Code, General Assembly Regulations) are to the Regulations with such names included in the IPC Handbook, as amended from time to time;
- (h) any reference to a provision in the Constitution or a Regulation includes any modifications or successor provisions made or issued from time to time;
- (i) any reference to legislation includes any modification or re-enactment of legislation enacted in substitution of that legislation, and any regulation or other instrument from time to time issued or made under that legislation;
- (j) any reference to an agreement includes that agreement as modified, supplemented, novated, or substituted from time to time;
- (k) a reference to 'writing' or 'write' or 'written' includes fax and email;
- (l) a reference to 'may' means 'in the sole and absolute discretion of such person or body';
- (m) a reference to a 'day' means any day of the week and is not limited to working days;

- (n) any time limits stated in the Constitution will begin on the day after the day on which the notice triggering the time limit is received. Official holidays and non-working days (in any location) are included in the calculation of time limits except that if the time period ends on a non-working day in Bonn, Germany, it will be deemed to end on the next working day in Bonn, Germany. The time limit will be deemed respected if the notice or other communication is sent before midnight Central European Standard Time on the day on which the time limit expires;
- (o) a reference to a 'person' (with no initial capital letter) means a natural person;
- (p) an expression of time refers to Central European Standard Time; and
- (q) any words following the terms 'including', 'include', 'in particular', 'such as', 'for example', or any similar expression, are illustrative only, and will not limit the sense of the words, description, definition, phrase, or term preceding those terms.

1.2 In the event of any inconsistency between the Constitution on the one hand and the Regulations or any other document on the other hand, the Constitution will prevail. In the event of any inconsistency between a Regulation on the one hand and any other document on the other hand, the Regulation will prevail.

## 2. Definitions

2.1 Terms used in the Constitution that begin with capital letters have the following meanings:

**Anti-Doping Tribunal** means the tribunal described in Article 63.4.

**Appeals Tribunal** means the tribunal described in Article 66.

**Athletes' Council** means the body described in Part IX of the Constitution.

**Auditor** means the auditor appointed by the General Assembly in accordance with Article 30.2.12.

**Audit, Risk and Finance Sub-Committee** means the Sub-Committee of that name (or other name) established pursuant to Article 49.4.

**Board of Appeal of Classification (BAC)** means the body described in Article 67.

**CAS** means the Court of Arbitration for Sport in Lausanne, Switzerland.

**CEO** means the Chief Executive Officer of the IPC appointed in accordance with Article 41.1.20, with the responsibilities set out in Article 48.

**Committee** means any committee established under Article 50, referred to as a 'Committee' or such other name as is decided by the Governing Board.

**Constitution** means the Constitution of the IPC.

**Country** means a self-governing geographical area of the world recognised as an independent state by international law and international governmental bodies.

**Decision(s)** means any decision(s) of the General Assembly, Governing Board, CEO, Judicial Tribunal, Appeals Tribunal, Anti-Doping Tribunal, CAS, BAC, Nominations Panel, Elections Oversight Panel, or any other persons or entities authorised to issue decisions under the Constitution or the Regulations.

**Elections Oversight Panel** means the panel established pursuant to Article 60.

**Eligible** means not subject to any of the disqualifying conditions set out at Article 61; and '**Eligibility**' will be construed accordingly.

**Extraordinary General Assembly** means a meeting of the General Assembly called in accordance with Article 31.2.

**General Assembly** has the meaning given to that term in Article 30.1.

**Good Standing** means that the IPC Member has paid its annual IPC membership fee and any other sum(s) that it owes to the IPC by the deadline specified by the IPC and is not suspended or otherwise restricted from exercising any or all of its rights as an IPC Member due to failure to comply with any applicable IPC Membership obligations.

**Governing Board** means the body described in Part VI of the Constitution.

**Intellectual Property** means all patents, rights to inventions, copyright and related rights (whether registered or unregistered), trade marks, trade names, service names and domain names, rights in get-up, rights in goodwill, unfair competition rights, rights in designs (whether registered or unregistered), database rights, rights in confidential information (including know-how and trade secrets), and any other intellectual property rights and rights in intangible property, in each case whether registered or unregistered and including all applications (and rights to apply) for, and renewals or extensions of, such rights, and all similar or equivalent rights or forms of protection which subsist or will subsist, now or in the future, in any part of the world, together with all rights of action in respect of such rights.

**International Federation** has the meaning given to that term in Article 10.1.2.

**International Marketing Programme** has the meaning given to that term in the Intellectual Property Regulations.

**International Organisation of Sport for the Disabled (IOSD)** has the meaning given to that term in Article 10.1.3.

**IOC** means the International Olympic Committee.

**IPC** has the meaning set out in Article 1.1.

**IPC Handbook** means the handbook of IPC rules and regulations including the Constitution, the Regulations, and any other rules, procedures, and guidelines issued by the IPC.

**IPC Member** means the members of the IPC pursuant to Part II of the Constitution.

**IPC Membership** means membership of the IPC pursuant to Part II of the Constitution.

**IPC Official** means an individual who represents and/or works for or on behalf of the IPC, whether as a result of election or appointment or otherwise. Unless specified otherwise in the Constitution, this includes the CEO and the Management Team, to the extent permissible by law; consultants; independent contractors; and members of the Governing Board, Sub-Committees, Committees, Working Groups, Nominations Panel, Elections Oversight Panel, Athletes' Council, Judicial Tribunal, Appeals Tribunal, Anti-Doping Tribunal, and BAC; but (for the avoidance of doubt) this excludes law firms, auditors, and other professional service firms engaged to act on behalf of the IPC.

**IPC Sport** means the Para sports for which the IPC is the international federation.

**Judicial Tribunal** means the tribunal described in Article 65.

**Major Transaction** means any acquisition, expenditure, disposal of assets, commitment, merger, or transaction (whether a single transaction or a series of related transactions), including (for the avoidance of doubt) any transaction under Article 41.1.24, (i) involving one third or more of the IPC's assets, or (ii) likely to incur a liability or contingent liability of an amount equal to or more than one third of the value of the IPC's assets.

**Management Team** means any person who is employed as a staff member by the IPC to undertake work for it or on its behalf under the direction of the CEO.

**Members-at-Large** means the elected members of the Governing Board, other than the President and Vice-President.

**National Paralympic Committee (NPC)** has the meaning given to that term in Article 10.1.1.

**Nominations Panel** means the panel described in Article 59.

**Ordinary General Assembly** means the meeting of the General Assembly that is held in accordance with Article 31.1.

**Para athlete** means any athlete competing in a Para sport.

**Para sport** means any sport in which persons with a disability participate in accordance with classification rules that are compliant with the IPC Classification Code and the related International Standards.

**Paralympian** means any athlete eligible to apply for the 'PLY' designation, as determined by the IPC from time to time.

**Paralympic Games** means the major international event owned and sanctioned by the IPC comprising summer and winter editions usually held in alternating biennial cycles where Para athletes compete in Para sports that are on the Paralympic Games Sport Programme.

**Paralympic Games Sport Programme** means the Para sports on the programme for the Paralympic Games.

**Paralympic Movement** has the meaning given to that term in Article 2.1.

**Paralympic Properties** has the meaning given to that term in the Intellectual Property Regulations.

**Person** means natural persons, corporate bodies, and unincorporated bodies (whether or not having separate legal personality), and also includes the legal personal representatives, successors and permitted assigns of such person, as the context so requires. For the avoidance of doubt, the term Person does not include the IPC.

**President** means the person elected as president of the IPC in accordance with Article 40, with the responsibilities set out in Article 46.

**Recognised International Federation (RIF)** has the meaning given to that term in Article 20.1.

**Region** means one of the five regions recognised by the IPC, namely Africa, Europe, Asia, Oceania, or Americas.

**Regional Organisation** has the meaning given to that term in Article 10.1.4.

**Regulations** means the various rules and regulations of the IPC issued by the Governing Board or (in the case of Reserved Regulations) by the General Assembly.

**Reserved Regulations** means the IPC Membership Fee Regulations and the IPC Classification Code.

**Simple Majority** means at least one more than 50% of the valid votes cast by those present and entitled to vote.

**Special Majority** means two thirds or more of the valid votes cast by those present and entitled to vote.

**Sport Committee** means the sport committee of an IPC Sport.

**Sub-Committee** means any Governing Board sub-committee established under Article 49.

**Territory** means a geographical territory or region that is not recognised as an independent state by international law and international governmental bodies but that has certain aspects of self-government, at least to the extent of being autonomous in the control of sport in its territory or region, and which is recognised as such by the IPC.

**Vice-President** means the vice-president of the IPC elected in accordance with Article 40, with the responsibilities set out in Article 47.

**WADA** means the World Anti-Doping Agency.

**Working Group** means the groups established under Article 51 referred to as working groups, expert panels, taskforces, or such other name as is decided by the CEO.

**World Anti-Doping Code** means the World Anti-Doping Code adopted by WADA, as amended from time to time.

**WPS Unit** has the meaning given to that term in Article 22.1.

**WPS Unit Board** has the meaning given to that term in Article 22.2.