



International
Paralympic
Committee

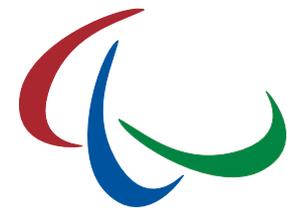
Chapter 2.3 - Bylaws IPC governing board (GB)

30 January 2015

International Paralympic Committee

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1 General Regulations

- 1.1 The IPC Governing Board (GB) collectively, is the representative of the IPC General Assembly, and its members are elected by the IPC General Assembly in accordance with the nomination and election procedures adopted by the IPC General Assembly and set out in bylaw 'IPC Governing Board Election and Nomination Policy and Procedures'.
- 1.2 The IPC is legally represented by the President or two members of the GB acting jointly, of whom one must be the Vice President. With the authority delegated by the Governing Board, the Chief Executive Officer (CEO) represents the Governing Board and the organisation in all day-to-day business affairs and in all proceedings and negotiations of all types against courts and authorities.
- 1.3 The term of office for the GB shall normally be four (4) years. No individual shall serve on the GB for more than three (3) consecutive terms. However, if an individual's election as President follows one or more terms on the GB in some other capacity, that individual will be entitled, if re-elected, to remain as President for three (3) terms.

2 Composition of the IPC Governing Board (GB), vacancies and attendance at GB meetings

- 2.1 The GB shall comprise:
 - one (1) President, elected by the IPC General Assembly in accordance with the nomination and election procedures set out in bylaw 'IPC Governing Board Election and Nomination Policy and Procedures'
 - one (1) Vice President, also elected by the IPC General Assembly in accordance with such procedure
 - ten (10) Members at Large, also elected by the IPC General Assembly in accordance with such procedure
 - one (1) Athletes' Representative, who shall be an ex-officio member with vote, elected by the Athletes' Council and
 - the CEO of the IPC, who shall sit on the GB as an ex-officio member without vote.



2.2 Co-option

The GB may co-opt for a fixed period of time, not to exceed the normal electoral cycle, up to three individuals who shall serve as ex-officio members without vote.

2.3 Rights of co-opted members

The CEO, and any member co-opted to the IPC Governing Board, shall have full and equal speaking rights and may propose recommendations; however, they are not empowered to propose or second motions, and have no voting rights.

2.4 Vacancies

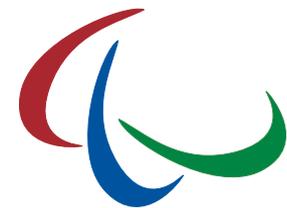
Vacancies on the GB arising by virtue of resignation, death or for any other reason during the four (4) year term of appointment of any GB member shall be filled by appointment by the GB, and shall be subject to ratification by the IPC General Assembly at the meeting next following such appointment.

2.5 Substitutes

At the official meetings of the GB, substitutes may not be made for elected or appointed GB members who are unable to attend; however, an exception is made for the Athletes' Representative, ex-officio member elected by the IPC Athletes' Council (AC), subject to being duly mandated by the IPC Athletes' Council (AC).

2.6 Expectation to attend GB meetings

GB members are expected to attend the official GB meetings, except in the event of circumstances beyond the control of members, which should be duly justified. Any member who does not attend two consecutive meetings (without a reasonable excuse as determined by the



GB) shall be deemed to have resigned his position, and as a result shall receive no further notice to attend.

3 Role and responsibilities of the Governing Board

3.1 Separation of governance and management role

In accordance with the IPC Constitution, the GB has the full power of authority to represent the IPC. In exercising this authority, the IPC operates under a structure that separates ‘governance’, which is the role of the IPC Governing Board on behalf of the IPC membership, from ‘management’, which is the responsibility of the management team under the leadership of the Chief Executive Officer (CEO). The CEO is a member of the IPC Governing Board and is the liaison between the governance and management responsibilities within the organisation. Key areas in the separation between governance and management functions are:

<i>President/Governing Board (GB)</i>	<i>CEO/management team (MT)</i>
<ul style="list-style-type: none"> ▪ Governance, non-executive role, responsible for effective governance of the organisation. 	<ul style="list-style-type: none"> ▪ Executive role, manages the operations/administration.
<ul style="list-style-type: none"> ▪ The GB has full power of authority to represent the IPC and approves the transaction of any business properly brought before the meeting. ▪ The GB mandates the CEO to represent IPC. ▪ The GB monitors the delivery of the goals. 	<ul style="list-style-type: none"> ▪ The CEO is responsible for the management of the organisation and represents the Board and the organisation in all day-to-day business affairs and in all proceedings and negotiations of all types against courts and authorities. ▪ The CEO shall not permit the GB to be uninformed or unsupported in its work. The CEO shall not fail to submit the information required for the Board to monitor compliance with the policies it has established, and shall not fail to report an actual or anticipated non-compliance with



	these policies.
<ul style="list-style-type: none"> ▪ President leads the GB in making decisions in the best interest of the IPC members 	<ul style="list-style-type: none"> ▪ The CEO ensures that the MT and IPC Committees carry out the strategies and policies decided by the Governing Board.
<ul style="list-style-type: none"> ▪ The GB approves the IPC Strategic Plan and the overall budgets which are based on the directions provided by the IPC membership at the General Assembly. 	<ul style="list-style-type: none"> ▪ The MT develops the Corporate Plan which is also linked to a detailed budget planning.
<ul style="list-style-type: none"> ▪ The GB considers and approves the financial reports and audited accounts. 	<ul style="list-style-type: none"> ▪ The MT in consultation with the Audit and Finance Committee (AFC) develops and recommends budgets for consideration by the GB. AFC reviews procedures for the appointment of internal and external auditors; reviews the audit of the annual financial statements and provides comments thereon to the GB and General Assembly.
<ul style="list-style-type: none"> ▪ The GB is responsible for ensuring that effective planning processes are in place, and for monitoring the results of these. 	<ul style="list-style-type: none"> ▪ The CEO ensures an effective risk assessment, risk management, and an effective human resource planning is in place.
<ul style="list-style-type: none"> ▪ The GB approves the agreements with the IOC and where relevant the OCOGs for the delivery of the Paralympic Games. ▪ The GB has the sole power to decide on the inclusion of a sport/discipline/event in the Paralympic Games. 	<ul style="list-style-type: none"> ▪ The CEO supports the President in the negotiations with the IOC, and where relevant prepares agreements with OCOGs. ▪ The MT is responsible for carrying out the agreements on operational level. ▪ The MT conducts a quadrennial review of the Paralympic programme and makes recommendations to the



	GB in consultation with the IPSFs.
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3.2 Other Governing Board authorities and GB delegation of authorities

3.2.1 Considering motions from IPC member organisations

The GB shall make recommendations on any motions submitted to the IPC General Assembly by the IPC members.

3.2.2 IPC membership:

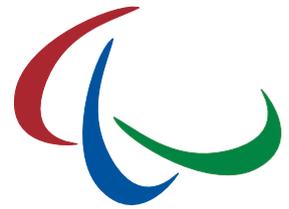
The GB shall recommend organisations for membership to the IPC for approval by the IPC General Assembly. Until such time, and upon the recommendation of the CEO, the GB may grant provisional membership in accordance with the 'IPC Bylaws Rights and Obligations of the IPC Members'.

3.2.3 Suspension of IPC membership

In accordance with the 'IPC Policy on the Suspension of Member Organisations',

- i) the GB has empowered the CEO to act on their behalf and suspend IPC members for any infringements of the obligations as outlined in the '*IPC Bylaws Rights and Obligations of the IPC Members*'.
- ii) the GB has empowered the IPC Legal and Ethics Committee Hearing Panel to act on their behalf and decide on sanctions, including suspensions for members having breached the IPC Code of Ethics in compliance with the '*IPC Rules Governing the Procedures for dealing with Complaints on Alleged Breaches of the Code of Ethics*'.

At the GB meetings, the CEO shall report to the GB on the suspensions currently in place. Should such suspension be likely to exceed four (4) consecutive years, the Governing Board shall bring forth a recommendation to the appropriate General Assembly for either continued suspension or termination of membership



3.2.4 Transfer of governance of an IPC sport

In accordance with the 'IPC Sport Governance and Management Bylaws', the GB has the authority to approve the transfer of governance of sports currently governed by the IPC to either an International Federation recognised by the IOC or to an independent International Federation established for the purpose of governing the relevant IPC sport on an exclusive and worldwide basis.

3.2.5 Reduction or waiving of the IPC membership fee

The GB shall have the power to consider requests made, under special circumstances, from members for a reduction or waiving of the membership fee payable to the IPC within the first 90 days of each calendar year.

3.2.6 Paralympic Sport status and inclusion in the Paralympic Games programme

The GB shall, at its sole discretion and subject to the sport meeting the conditions as outlined in the IPC Handbook section 'Paralympic Games Principles', grant the status of Paralympic Sport to an independent International Federation recognised by the IPC as the sole worldwide representative of the specific sport for athletes with an impairment, and decide on its inclusion in the Paralympic Games programme. The GB shall also, upon its discretion, grant Paralympic status to those sports under the IPC or IOSD governance.

Obtaining Paralympic Sport status is a precondition for an IF wishing to apply for IPC membership. Consequently, the GB shall suspend the membership of an IF that loses its Paralympic Sport status and that termination of membership shall subsequently be determined in accordance with the IPC Constitution.

3.2.7 IPC Recognition to IFs

In accordance with the 'IPC Policy for granting the status IPC recognised International Federation (IF)', the GB may grant such IPC recognition to an IF that is not on the Paralympic Games Sports programme (Winter or Summer) and is consequently not eligible to obtain IPC membership. Obtaining IPC recognition is a precondition for an IF wishing to apply to the GB for Paralympic Sport status and for inclusion in the Paralympic Games programme.



3.2.8 IPC bylaws, codes, policies, rules and regulations, and qualification criteria

The GB shall have final approval of all IPC bylaws, codes, policies, and all general rules and regulations issued by the IPC Committees, Councils and the IPC management team, prior to their publication and implementation.

However, the GB delegates the authority to the CEO to approve all IPC (sport) technical rules and regulations, as well as the IF's qualification criteria for the Paralympic Games. Only rules and regulations, or amendments thereto, that represent material changes and/or have legal or financial implications, or exposes the organisation to any other risk, including issues on athlete's well-being, shall be submitted to the Governing Board for approval.

3.2.9 Nationality of competitors

The GB delegates the authority to the CEO to decide and resolve all matters relating to the determination of the country that a competitor may represent in IPC competitions in accordance with the 'IPC Policy on the Nationality of Competitors'. Where relevant and required the CEO shall consult with the Legal and Ethics Committee.

3.2.10 Breaches of the Code of Ethics

The GB delegates the authority to the Legal and Ethics Committee to decide on sanctions for breaching the IPC Code of Ethics in accordance with the 'IPC Regulations governing the procedures for dealing with complaints regarding alleged breaches of the IPC Code of Ethics'

3.2.11 Intentional misrepresentation in classification

The GB delegates the authority to the Board of Appeal of Classification (BAC) Hearing Panel to determine the sanctions for intentional misrepresentation in accordance with the 'IPC Classification Code Intentional Misrepresentation Rules'.

3.2.12 Breaches of entry, qualification, participation rules

The GB delegates the authority to the CEO, in consultation with the Legal and Ethics Committee Chairperson to establish a Disciplinary Commission composed of the CEO and two (2) other GB Members to decide on sanctions in accordance with the 'IPC Policy on Disciplinary Measures for Breaching the Entry, Qualification and Participation Rules'.



3.2.13 Anti-doping rule violations:

The GB delegates the authority to the Anti-Doping Committee to determine the sanctions for anti-doping rule violations in accordance with the 'IPC Anti-Doping Code'.

3.2.14 Hearing/Appeal Panels and ad-hoc disciplinary commissions

Individual GB members may be asked by the President, or where relevant the Chairperson of the Legal and Ethics Committee, to serve on Hearing or Appeal Panels and/or an ad-hoc disciplinary commission for matters that fall under the IPC jurisdiction.

3.2.15 Anti-technicality clause

Where any IPC policy, bylaw, standing order, set of rules and regulations (including any Code such as the IPC Anti-Doping Code) requires any action on the part of the GB, the GB may nominate one or more of its members or another person or persons to act on behalf of the GB in relation to that matter. Where any person nominated under this paragraph is not available for whatever reason to carry out the delegated function, the Legal and Ethics Committee (LEC) Chairperson shall be contacted and asked to appoint a substitute; should the LEC Chairperson not be available, the IPC President will be contacted and asked to appoint a substitute.

3.3 IPC governance structures reporting to the Governing Board

3.3.1 IPC Standing Committees:

The GB may establish, disband, merge, suspend the operation of and in other ways regulate IPC Standing Committees from time to time, as required. Details with respect to the composition, responsibilities, and process for appointment to IPC Standing Committees are outlined in the Appendix 'Framework for IPC Standing Committee Bylaws' as approved and amended by the GB from time to time. The IPC President and the CEO are ex-officio members at meetings of the IPC Standing Committees, with speaking rights only.



3.3.2 IPC commissions and working groups:

The GB may establish, disband, merge, suspend the operation of and in other ways regulate Commissions and Working Groups, from time to time, as required. The GB shall clearly define the mandate for each of the IPC commissions established and shall also define the budget, process and timeframe to deliver the goals.

3.3.3 IPC Councils:

IPC Councils may be established from time to time by the IPC membership at the General Assembly upon the recommendation of the GB. The GB shall have final approval of the bylaws developed by each IPC Council, which shall be in full compliance with the Appendix 'Framework for IPC Council Bylaws' as approved and amended by the GB from time to time.

3.3.4 IPC Sport Technical Committees:

The GB may establish a Sport Technical Committee (STC) for each IPC sport in accordance with the 'IPC Sport Governance and Management Bylaws'. The STC shall have no authority that does not come from the GB. The GB has delegated the authority to the CEO to decide on the composition of the STC in consultation with the STC Chairperson, once appointed by the CEO. The STC is accountable to the management team on all matters related to the technical delivery of the respective IPC sport. The management team is accountable to the GB on all matters related to the day-to-day management of the IPC sports and the implementation of each IPC sport's strategic plan.

3.4 Principles to adhere to by GB Members, IPC Committee and Council members

3.4.1 Undertaking

As a condition for IPC accepting the nomination, all candidates for election or appointment are required to sign the IPC Undertaking which applies to all members of the Governing Board, IPC Councils, IPC Standing Committees, IPC Sports Technical Committees and all candidates for election or appointment to any other IPC representative body.



3.4.2 Liability

To protect the individual GB member from any personal liability, members shall not sign any agreement or contract on behalf of the IPC; shall not sign for the acceptance of any claim on behalf of the IPC, nor as an individual member of the IPC GB; shall not sign for the admission of settlement or any liability on behalf of IPC, nor as an individual member of the IPC GB.

3.4.3 Third parties invitations

When any GB member has been invited by any country to attend any meeting or events as a representative of IPC, any duly justified expenses will be paid by the host. If the expenses are not paid by the host, then the invitation and expenses must be authorised by the IPC President. In all cases, the IPC CEO shall be informed of such invitation in order to coordinate the official representation of the IPC.

3.4.4 Attendance of Paralympic Games:

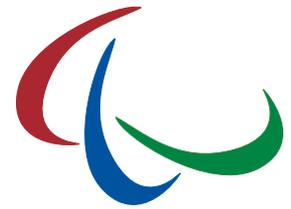
The GB members shall attend both Summer and Winter Paralympic Games for the full duration of the Games, except where prevented from doing so due to reasons beyond reasonable control, in which case such non-attendance shall be duly justified to the IPC.

3.4.5 Attendance of IPC conferences or other IPC meetings:

The GB delegates the authority to the CEO to make any decision relevant to the rights of IPC Committee and IPC Council members to participate in IPC congresses/conferences and any other scientific, educational or promotional activities organised by the IPC.

4 Specific functions pertaining to the IPC President and IPC Vice President

- 4.1 In the absence of the IPC President, and/or as and when required, the Vice President will take over the tasks of the President as referred to below.
- 4.2 The President's main role within the organisation includes, but is not limited to the following tasks and responsibilities:



- Chairs meetings of the General Assembly and of the Governing Board.
- Is the primary liaison between the Governing Board and the CEO.
- Works closely together with the CEO to enhance the overall efficiency of the organisation and its ability to deliver the key strategic objectives.
- Serves as an ex-officio member of the IPC Standing Committees and Councils as specified in the bylaws.
- Actively contributes to ensuring that the organisation maintains positive and productive relations with its membership, the Paralympic Games Organising Committees and its respective governments, international and non-governmental organisations, media, sponsors, donors, other organisations and with the community at large.
- Represents the IPC towards the International Olympic Committee (IOC) and, in his/her capacity of IPC President, may be asked to serve as a member of the IOC. This shall not exceed the duration of the President's term of office and is subject to nomination and election at the IOC Session).

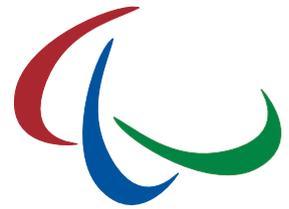
4.3 The IPC Constitution specifies that “the President may work for the IPC on the basis of a service agreement and receive an appropriate remuneration or compensation. If needed, the Vice-President may also work on the basis of a service agreement. The GB is responsible for the conclusion, content and termination of the service agreement with the President or Vice-President”.

This implies that the GB decides whether, or not, any remuneration for the President or Vice President is appropriate and if so, also decides on the amount that can be allocated within the budgetary possibilities. It shall further be noted that the budget is subject to approval of the IPC General Assembly.

5 GB meetings

5.1 Date and location

The GB shall normally meet three (3) times a year during three (3) days. The date and, if possible, the venue of the next GB meeting shall be set at the last session of each GB meeting.



5.2 Agenda and meeting documents

The tentative agenda for GB meetings shall be sent to the GB for feedback latest six (6) weeks prior to the meeting. The meeting papers shall normally be made available four (4) weeks prior to the meeting.

5.3 Conduct of the GB meeting

The GB meetings shall be conducted in compliance with the rules outlined in the 'IPC Standing Order for the Conduct of IPC GB/Committee/Council meetings'.

5.4 Quorum and majority vote

The quorum for the GB is 50 per cent plus one of the GB members entitled to vote. All decisions shall be taken by simple majority.

5.5 Voting and secret ballots

All voting shall be done by show of hands, except when, at the simple request of any member, a secret ballot is accepted by the President. A vote by secret ballot may also be agreed by the majority of the voting members. The recording of a voting by name may be requested by any member; however, not following a secret ballot.

5.6 Consent agenda

A 'consent agenda' may be presented at the beginning of a GB meeting. Items may be removed from the 'consent agenda' on the simple request of any GB member. All items remaining on the 'consent agenda' may be adopted by general consent without further debate. Removed items may be taken up either immediately after the 'consent agenda' or placed later on the normal business agenda at the discretion of the Governing Board.



5.7 Minutes

The 'IPC Policy on Confidentiality' outlines the procedures that apply for approving minutes and for releasing decisions taken at GB meetings.

5.8 Expenses

The IPC shall cover travel and accommodation costs for all GB members to attend meetings of the GB in accordance with the 'IPC travel reimbursement policies'. Where required, IPC will equally cover these expenses for guides to GB members with a visual impairment and assistants for wheelchair users.

5.9 Language

All meetings of the IPC Governing Board are conducted in English. No translations services (simultaneous or other) are provided or covered by the IPC during GB meetings.

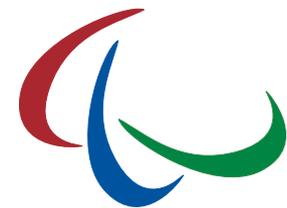
6 Votes by mail, e-mail, or other forms of transmission, hereinafter called 'Postal Vote'

Given that:

- The quorum for the GB to reach a decision is 50 per cent plus one of the voting members.
- All decisions are taken by simple majority
- An abstention or a vote which is not exercised does not count as a vote.

The GB may reach a decision by postal vote under following conditions.

- 6.1 The matter put to the vote must be a distinct question that can be answered with a clear "yes", "no", or "abstention"



- 6.2 Only straightforward, simple decisions can be made through a postal vote. Should any matter arise which requires previous debate, the CEO shall organise a conference call to provide members of the GB with further background information and to allow a discussion on the matter, prior to bringing the matter to the vote.
- 6.3 A member of the GB may object to holding a postal vote on a particular matter. Should such objection be received, the CEO shall immediately seek the opinion of the other members of the GB and shall only proceed with the postal vote if a simple majority of the GB is in support of continuing the procedure.
- 6.4 The CEO shall identify the timeframe for the GB to reach a conclusion, which shall normally be a minimum of seven (7) days. In any case, the timeframe shall allow sufficient time for the GB member to respond, to seek clarification where needed, and/or to confirm they have submitted their vote through the postal mail system.
- 6.5 In the case that by the given deadline 50 per cent plus one of the GB members with voting rights (= 8 members) have not responded, all efforts shall be made by the Management Team to contact the respective members of the GB, directly and personally, with an urgent request to vote within the next 48 hours.
- 6.6 In the case that, by the second deadline, still 50 per cent plus one of the GB members with voting rights (= eight members) have not responded, and until such time that a quorum has been reached, no formal decision can be taken and the matter remains open until the next formal meeting of the IPC GB.
- 6.7 The CEO shall inform all members of the GB of the results of the votes and will disclose how individual members have voted. The latter shall be considered as confidential information and shall remain within the GB.