

CONSTITUTIVE INSTRUMENT OF FOUNDATION  
of the  
AGENCE MONDIALE ANTIDOPAGE  
WORLD ANTI-DOPING AGENCY

Foundation in Lausanne

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**Article 1 - Designation**

Under the name “Agence mondiale antidopage”, “World Anti-Doping Agency”, hereinafter referred to as “the Foundation”, “WADA” or “the Agency”, is constituted a not for profit Foundation governed by the present provisions and articles eighty et seq. of the Swiss Civil Code.

**Article 2 - Seat**

The seat of the Foundation is in Lausanne.

The seat of the Foundation may be transferred to another location, in Switzerland or another country, with the agreement of the supervisory authority.

The site of the Agency may be in a different location from the seat of the Foundation.

**Article 3 - Duration**

The duration of the Foundation is unlimited.

**Article 4 - Object**

The object of the Foundation is:

1. to promote and coordinate at the international level the fight against doping in sport in all its forms; to this end, the Foundation will cooperate with intergovernmental organizations, governments, public authorities and other public and private bodies fighting against doping in sport, *inter alia* the International Olympic Committee (IOC), International Sports Federations (IF), National Olympic Committees (NOC), National Anti-Doping Organizations (NADO), Regional Anti-Doping Organizations (RADO), the International Paralympic Committee (IPC), the National Paralympic Committees (NPC) and the athletes; it will seek and obtain from all of the above the moral and political commitment to follow its recommendations;
2. to reinforce at the international level ethical principles for the practice of doping-free sport and to help protect the health of the athletes;

3. to establish, adapt, modify and update for all the public and private bodies concerned, *inter alia* the IOC, IFs, NOCs, the IPC, NPCs, NADOs and RADOs the list of prohibited substances and methods in sport; the Agency will publish such list at least once a year, to come into force on 1st January of each year, or at any other date fixed by the Agency if the list is modified during the course of the year;
4. to encourage, support, coordinate and, when necessary, undertake, in full cooperation with the public and private bodies concerned, in particular the IOC, IFs, NOCs, the IPC, NPCs, NADOs and RADOs, the organization of anti-doping testing;
5. to develop, harmonize and unify scientific, sampling and technical standards and procedures with regard to analyses and equipment, including the homologation of laboratories;
6. to establish and promote harmonized rules, disciplinary procedures, sanctions and other means of combating doping in sport, and contribute to the unification thereof, taking into account the rights of the athletes;
7. to devise and develop anti-doping education and prevention programs at the international level, with the objective of promoting the practice of doping-free sport in accordance with ethical principles;
8. to promote and coordinate research in the fight against doping in sport.

The Agency will be entitled to prepare plans and proposals in light of its conversion, if necessary, into a different structure, possibly based on international public law.

The Agency will, above all, seek to build on existing skills, structures and networks, and create new ones only when necessary. The Agency may, however, set up working parties, committees or working groups, on a permanent or ad hoc basis, in order to accomplish its tasks. It may consult with other interested private or public organizations, which may or may not be involved in sport.

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

## **Article 5 - Capital and Resources**

The founder endows the Foundation with an initial capital of five million Swiss francs (CHF 5,000,000.-).

The other resources of the Foundation shall consist of any other allocations, donations, legacies and other forms of allowance, subsidy or other contributions from all natural or legal persons and all intergovernmental organizations, governments, public authorities and other public and private bodies.

## Article 6 - Foundation Board

### Composition of the Foundation Board

The Foundation Board will be composed of at least ten members. This number may be increased to a total of no more than 42 members (including the President and Vice-President). The members of the Foundation Board are individuals appointed for a period of three years. They may be re-appointed for a maximum of two further three-year periods, with a maximum of twelve years of aggregate presence as member or deputy of the Foundation Board and of the Executive Committee. These limitations on reappointment, which shall not apply to the President and Vice-President, shall be applicable to each member of the Foundation Board for his/her next appointment or reappointment to the Foundation Board.

The first members of the Foundation Board, including the first President, will be appointed by the founder. The Foundation Board will be added to in accordance with the following principles:

1. Olympic Movement – A maximum of 20 members, of which 18 members will be appointed by the Olympic Movement (at least four of which will be athletes' representatives) and two members elected from and by the WADA Athlete Council with at least one member coming from Paralympic Sport.
2. Public Authorities – A maximum of 20 members, of which 18 members will be appointed by the intergovernmental organizations, governments, public authorities or other public bodies involved in the fight against doping in sport (hereinafter, collectively, the "Public Authorities") and two members elected from and by the WADA NADO Expert Advisory Group.
3. In the event of incapacity or death of a member of the Foundation Board, he/she will be replaced as soon as possible by the stakeholder which appointed him/her.
4. In the appointment of members, the regional and gender representation will be as balanced as possible.

As a general rule, when it is renewed and added to, the Foundation Board will seek to ensure that parity is maintained between, on one side, the members of the Foundation Board representing the Olympic Movement, and, on the other side, those representing the Public Authorities. The provisions of paragraph 6 below are reserved.

5. The Foundation Board may also invite a limited number of intergovernmental organizations or other international organizations to act in a consultative capacity for the Foundation. Such organizations, which will be invited on the basis of their legitimate interest in the work of the Foundation and their powers in the corresponding areas, may take part in the discussions of the Foundation Board but may not vote when the Foundation Board takes decisions.
6. To the extent that the annual allocations or contributions to the budget of the Foundation paid pursuant to article 13, paragraph 1 below, by the Olympic Movement on one side, and by the Public Authorities on the other side, are equivalent, each of the two parties, namely the Olympic Movement on one side, and the Public Authorities on the other side, will be entitled to designate an equal number of Foundation Board members. Failing such

equivalent annual allocations by each of the two above-mentioned parties, the number of Foundation Board members who may be designated by the party whose allocation actually paid is lower will be at least one fewer than the number of members designated by the other party. This system will apply for as long as the annual allocations or contributions to the Foundation budget paid by the two above-mentioned parties are not equivalent.

Public authority representatives from a country which has not paid its due, or whose country has not adhered to the UNESCO International Convention on Doping in Sport, will not be eligible to sit on the Foundation Board or the Executive Committee. On 1st January of each year, any Foundation Board or Executive Committee member representing a country which has not paid its due for the previous year, representing a country in which the NADO has been declared not to be in compliance with the World Anti-Doping Code, or representing a signatory to the World Anti-Doping Code that has been declared not to be in compliance with the World Anti-Doping Code will automatically lose its seat as a Foundation Board or Executive Committee member. The same rule shall also apply to membership of Permanent Special Committees, Standing or ad-hoc Committees, however, for specific expertise requirement, the chair of the committee, in agreement with the President and the Director General, may nevertheless grant membership to an independent expert.

7. The Foundation Board may depart from the rules laid down in paragraphs 1 to 6 above by a two-thirds majority of the votes cast by members present at the time of the vote.

### **Ethics**

8. The Foundation Board will see to it that its members, the members of the Executive Committee and any other person acting on behalf of the Foundation in whatever capacity respect the fundamental principles of ethics, in particular those with regard to dignity, integrity and impartiality. They must demonstrate the highest standard of integrity and confirm that they have never engaged, nor will engage, into conduct (disciplinary violation or professional breach) that could adversely affect the reputation or interests of the Agency. The Foundation Board will ensure that a Code of Ethics is in place to ensure the compliance with the rules of ethical conduct.
9. The members of the Foundation Board must be independent and free of undue influence when fulfilling their duties as required under specific rules on independence and conflict of interest issued by the Foundation Board.

### **Permanent Special Committees**

10. The Foundation Board may establish, as permanent special committees (Permanent Special Committees) of WADA, a Nominations Committee, a Compliance Review Committee, an Athlete Council, an Independent Ethics Board, as well as a Risk and Audit Committee whose mission and organization will be specified in one or more sets of rules which the Foundation Board will promulgate to this end.

## **Article 7 - Organization of the Foundation Board**

### **Principle**

The Foundation Board is an equal partnership between the Olympic Movement and the Public Authorities. The Foundation Board is self-organized.

### **President and Vice-President**

The Foundation Board elects a President and a Vice-President for an initial term of six years. The President and Vice-President can stand for re-election for a further term of three years. Any President or Vice-President cannot sit for more than nine years in each position. An election will take place at the end of each term in accordance with the process set out below. The President and the Vice-President must be independent from the Public Authorities and the Olympic Movement.

The President is elected before the Vice-President by a two-thirds majority of the votes (including blank votes) cast by the members present at the time of the vote. Each member has one vote; abstentions and spoiled votes are not taken into consideration in the calculation of the majority. The Vice-President is elected after the President by the same majority. The President and the Vice-President become members of the Foundation Board at the time of entry into office, if not already members of the Foundation Board at the time of their election. However, they do not take part in the vote for the renewal of their mandate or the election of their successors. The President does not take part in the vote for a Vice-President and the Vice-President does not take part in the vote for the President.

If no candidate for either of the positions of President or Vice-President obtains a two-thirds majority of the votes cast, successive rounds of voting will be organized. The candidate having the least number of votes in each round will be eliminated. In the case of a tie among two or more candidates, a vote between those candidates will be organized and the candidate having the least number of votes will be eliminated. If the last candidate, or the only candidate, does not obtain a two thirds majority in the last voting round, the Foundation Board may decide to have an additional round of voting on such candidate.

If the candidate for the position of President still does not obtain a two thirds majority, the current President will remain in his/her position, notwithstanding any other provision in the present Statutes. A new election shall be held within one year under the same process and the same required majority as outlined above.

If the candidate for the position of Vice-President does not obtain a two thirds majority in the last voting round, the Vice-President currently in place will remain in his/her position, notwithstanding any other provision in the present Statutes. A new election shall be held within one year under the same process and the same required majority as outlined above.

In case of death or incapacity of the President for more than 3 months, the Vice-President shall replace the President until the next Foundation Board meeting, when an election of a new President will be held. If the period until the next Board meeting is too short to organize such election, the Vice-President shall convene a special extraordinary meeting of the Foundation Board at an appropriate time to hold such election. If no candidate obtains a two-thirds majority at this election, the Vice-President shall continue to replace the President until a candidate is validly elected.

## **Article 8 - Meetings and Decisions of the Foundation Board**

### **Meetings**

The Foundation Board meets as often as is necessary, but at least once a year. The meetings of the Foundation Board are convened by the President. The President is bound to convene additional meetings of the Foundation Board at the written request of at least eleven members of the Foundation Board or at the request of the Executive Committee.

Meetings of the Foundation Board may be held in person, in a hybrid form or also by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other.

For meetings held by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other (or in a hybrid form), the President organizes the voting process as he/she sees fit; the majorities described in the present Statutes are applicable.

A set of minutes, approved by the members, records the deliberations and decisions of the Foundation Board.

### **Members Right to Information**

The members of the Foundation Board have the right to request and receive information on any matter pertaining to the competences of the Foundation Board. Such request must however be sent to the President at least 30 days before the meeting. Urgent matters may be tabled on the agenda on shorter deadline if agreed by at least eleven Foundation Board members.

### **Decisions and Majority**

Each member has one vote. Abstentions and spoiled votes are not taken into consideration in the calculation of the required majority.

Unless provided otherwise in the present Statutes, the Foundation Board takes its decisions by a two-thirds majority of the votes (including blank votes) cast by the members present at the time of the vote.

Any proposal requesting the removal of any member of the Foundation Board will only be submitted for voting if it is supported by a majority of all the Foundation Board members, as well as a minimum of fifty percent of the members nominated by the Public Authorities and fifty percent of the members nominated by the Olympic Movement. The provisions of article 16, paragraph 2 of the present Statutes are reserved.

The decisions of the Foundation Board can also be taken by correspondence (including voting by email or other secure and appropriate electronic means), in accordance with the majorities described in the present Statutes, without a meeting of the Foundation Board having to be held; the decisions must be recorded.

**Deputies**

With the exception of the President, the Vice-President, the two NADO representatives and the two representatives of the WADA Athlete Council, each member of the Foundation Board is allowed to nominate in advance, at the start of each year, two alternate deputies to represent him/her at the Foundation Board meetings. The WADA Athlete Council and the WADA NADO Expert Advisory Group can elect two deputies from within their respective groups. Members can only be represented once during a calendar year by either one of their two deputies and on the condition that the member is unable to participate, either physically or through video- or telephone conference at the Foundation Board meeting.

The deputies shall have the same rights and obligations as the represented member, including voting rights, which they shall exercise in the name and on behalf of the represented member in accordance with his/her instructions. Each member shall only be allowed to nominate two deputies per year; the President may approve exceptions, in particular if it is appropriate to ensure the equal representation of the Public Authorities and the Olympic Movement. The deputies shall only serve for as long as the member they represent is a member of the Foundation Board; exceptions may be granted by the President, provided, however, that deputies may not serve more than twelve years as deputy or member of the Foundation Board and of the Executive Committee. The President may decide to refuse the nomination of a specific deputy; in such a case, the concerned member is entitled to challenge the refusal and request that a decision be taken by the Foundation Board. The member shall register his/her deputies each year with the list of deputies kept with the Agency's Director General's office. Deputies are not entitled to appoint their own deputies. The Vice-President shall act as deputy to the President, and vice-versa, but he/she shall exercise only one voting right, with casting vote in case of a tie.

**Article 9 - Competences of the Foundation Board and Delegation of Competence to the Executive Committee**

The powers of the Foundation Board are determined, with regard to the Foundation, by the law, the present Statutes and all other rules and decisions of the Foundation Board.

The Foundation Board has the inalienable competences to:

- a) Propose amendments to the present Statutes.
- b) Transfer the site of the Agency.
- c) Adopt and amend the World Anti-Doping Code.
- d) Adopt and amend the WADA Code of Ethics.
- e) Adopt and amend the WADA Governance Regulations.
- f) Approve the annual and pluriannual budget.
- g) Approve the yearly financial statements.
- h) Give discharge to the members of the Executive Committee after approval of the yearly financial statements.
- i) Appoint the auditing body of the Foundation.
- j) Approve the pluriannual strategic plan of WADA.
- k) Approve any individual acquisition, expenditure, liability, commitment or transaction that is not foreseen in the adopted yearly budget and represent an amount over 10% of the yearly budget.
- l) Appoint and remove the President and Vice-President.

- m) Appoint, remove and suspend members of the Executive Committee.
- n) Appoint and remove members of the Independent Ethics Board.
- o) Approve and reject the annual report of the Executive Committee.
- p) Provide directions/recommendations to the Executive Committee.
- q) Initiate proceedings in front of the Independent Ethics Board.
- r) Take all decisions relating to the acquisition, against payment, or transfer, free or against payment, of all real estate.

### **Delegation of Competence**

Subject to its inalienable competences, the Foundation Board may delegate to an Executive Committee the actual management and running of the Foundation, the performance of all its activities and the actual administration of its assets. The Foundation Board may at any time amend such delegation and take back any of the powers delegated to the Executive Committee.

## **Article 10 - Obligations of the Foundation Board**

The Foundation Board is obliged, in particular:

1. to ensure the independence of the Foundation and transparency in all its activities;
2. to supervise all bodies, committees or persons entrusted with the running and representation of the Foundation, in order to ensure that the activity of the Foundation is in accordance with the Law, the present Statutes and the rules, and to keep itself informed about the conduct of the activities of the Foundation;
3. to promulgate the rules relating to the Foundation Board itself, the Executive Committee and other committees and bodies, together with all other rules indispensable to the operation of the Foundation, subject to their submission for comments and recommendations to the Federal Supervisory Authority for Foundations;
4. to see to it that the minutes of the Foundation Board and the necessary books are duly kept and that the management report, profit and loss account and balance sheet are established in conformity with the provisions of the law;
5. to publish, each year, a report in English and French on all its activities, its profit and loss account and its balance sheet, in accordance with the applicable legal requirements.

## **Article 11 - Executive Committee**

### **Composition**

The Executive Committee is composed of sixteen members (including the Chair and Vice-Chair). All members are appointed by the Foundation Board. The President and Vice-President of the Foundation Board automatically hold the position of Chair and Vice-Chair of the Executive Committee.



### **Members**

At least three members of the Executive Committee (in addition to the Chair and Vice-Chair) must be independent and chosen from outside the Olympic Movement and the Public Authorities. Except for the President and Vice-President of the Foundation Board, all members of the Executive Committee may not also be members of the Foundation Board; the same principle applies to the deputies of the members of the Executive Committee. The chair of WADA Athlete Council shall automatically be deemed to be nominated as a member of the Executive Committee.

The remaining members of the Executive Committee (five members nominated by the Olympic Movement and five members nominated by the Public Authorities) are appointed by the Foundation Board for a term of three years and may be reappointed for a maximum of two further terms of three years provided that they continue to meet all relevant eligibility criteria, with a maximum of twelve years of aggregate presence as member or deputy of the Foundation Board and of the Executive Committee. These limitations shall be applicable to each member of the Executive Committee for his/her appointment and reappointment to the Executive Committee (except for the Chair and Vice-Chair). The Foundation Board may adopt a rotation policy in order to guarantee continuity within the Executive Committee at the end of each three-year period.

In the appointment of members, the regional and gender representation will be as balanced as possible.

In the event of the incapacity or death of a member of the Executive Committee, he/she will be replaced immediately, determined either by the Foundation Board, or temporarily by the Executive Committee; such temporary appointment shall become final only upon its ratification by the Foundation Board, no later than during the next meeting of the Foundation Board.

### **Deputies**

With the exception of the Chair and Vice-Chair, the three independent members and the chair of the Athlete Council whose deputy shall only be the vice-chair of the Athlete Council, each member of the Executive Committee is allowed to nominate in advance, at the start of each year, two alternate deputies to represent him/her at Executive Committee meetings, but the member can only be represented once during a calendar year by either one of the two deputies and on the condition that the member is unable to participate, either physically or through video- or telephone conference at the meeting; the Chair may approve exceptions, in particular if it is appropriate to ensure the equal representation of the Public Authorities and the Olympic Movement. The Chair may decide to refuse the nomination of a specific deputy; in such a case, the concerned member is entitled to challenge the refusal and request that a decision be taken by the Executive Committee. The same individual cannot sit as deputy on both the Foundation Board and the Executive Committee in any given calendar year.

The deputies shall have the same rights and obligations as the represented member, including voting rights, which they shall exercise in the name and on behalf of the represented member in accordance with his/her instructions. The deputies may not serve more than twelve years as deputy or member of the Foundation Board and/or of the Executive Committee. The Vice-Chair shall act as deputy to the Chair, and vice-versa, but they shall exercise only one voting right, with casting vote in case of a tie.

**Meetings**

The Executive Committee meets as often as is necessary, but at least three times per year. The meetings are convened by the Chair.

Meetings of the Executive Committee may be held in person, in a hybrid form or also by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other. All decisions shall be recorded.

For meetings held by teleconference, videoconference or any such other electronic means that permit all participants to properly communicate with each other the majorities described in the present Statutes are applicable.

The Chair organizes the voting process as he sees fit.

**Competences of the Executive Committee**

The Executive Committee is competent to take all decisions which are not reserved by the law or by the present Statutes for the Foundation Board.

The Executive Committee has in particular the following competences:

- a. High-level assessment of the achievements of the management of WADA and issuance of directions to that effect;
- b. Implementing the decisions taken by the Foundation Board;
- c. Submitting proposals to the Foundation Board for items requiring Foundation Board's approval;
- d. Submitting an annual report to the Foundation Board on the activities of WADA and any other intermediate reports on items which require the Foundation Board to be informed;
- e. Organizing the accounting and financial planning and financial controls, risk assessment and financial supervision of WADA;
- f. Appointment and removal of the Director General of WADA;
- g. Supervising WADA Management;
- h. Amending/adopting the International Standards and any other regulatory documents supporting the World Anti-Doping Code;
- i. Appointing and removing the chair and members of the Permanent Special Committees except for the Independent Ethics Board and the Athlete Council.

Its mission and organization will be further specified in one or more sets of rules which the Foundation Board will promulgate to this end.

**Decisions and Majority**

Each member has one vote. Abstentions and spoiled votes are not taken into consideration in the calculation of the required majority.

Except for the decisions on (i) the adoption and amendments of International Standards established by WADA, (ii) the adoption of reconsideration measures in accordance with the WADA Code of Ethics, (iii) the recommendations made by the WADA Compliance Review Committee, and (iv) the appointment and removal of the Director General of WADA, which

shall be taken by a majority of two-thirds of the votes (including blank votes) cast by the members present at the time of the vote, the Executive Committee takes its decisions by an absolute majority of the votes (including blank votes) cast by the members present at the time of the vote; in the event of a tie, the Chair has the casting vote.

Furthermore, the decisions of the Executive Committee can also be taken by correspondence (including voting by email or other secure and appropriate electronic means), in accordance with the majorities described in the present Statutes, without a meeting of the Executive Committee having to be held. Decisions shall be recorded.

### **Delegation of Competence to the Director General**

The Executive Committee may delegate all or part of the management of the Foundation to the Director General.

### **Standing and Ad-hoc Committees**

The Executive Committee will if it deems it necessary, decide upon the creation of standing or ad hoc committees. The Executive Committee may adopt specific rules to regulate such committees.

## **Article 12 - Representation of the Foundation**

The Foundation is duly represented and bound vis-à-vis third parties by the collective signature of two of the persons designated as follows by the Foundation Board or the founder, in accordance with the method of signature below:

- a) one member of the Executive Committee together with the Chair or the Director General;
- b) at least two members of the Foundation Board; one of the two co-signatories must however be one of the members appointed by the Olympic Movement, and the other must be one of the members appointed by the Public Authorities.

## **Article 13 - Fiscal Year, Management Report, Balance Sheet and Profit and Loss Statement**

No later than 31st December of each year, the Foundation Board shall approve the budget for the following fiscal year. Failing such approval by a decision taken by a two-thirds majority of the votes cast by the Foundation Board members present at the time of the vote, the budget of the current fiscal year shall apply to the next fiscal year. The annual allocations and other contributions shall be paid no later than 31st December of each year for the following fiscal year. However, if and when necessary for technical government budgetary processes, payments could be made until 30<sup>th</sup> June of the current fiscal year before any sanctions for non-payment will be considered.

Each year, the Foundation Board submits to the supervisory authority the management report, balance sheet and profit and loss account as approved by the Foundation Board.

The fiscal year corresponds to the calendar year.

#### **Article 14 - Auditor**

Each year, the Foundation Board designates a qualified and independent auditor. If no decision on the appointment of the auditor can be reached before the end of a year, the auditor of the previous year shall automatically be reappointed. Each year, the auditor submits to the Foundation Board a report on the accounts of the Foundation; this report will be submitted to the supervisory authority. The same individual cannot fulfill the role of auditor for more than five years in a row.

#### **Article 15 - Indemnities**

The members of the Foundation Board are not entitled to any indemnity for the exercise of their functions; they are, however, entitled to reimbursement of their expenses subject to the conditions fixed by the Foundation Board.

For the performance of their functions and their participation in the meetings, the members of the Executive Committee are entitled to a per diem compensation and to the reimbursement of their expenses, in accordance with the principles fixed by the Foundation Board. The Chair, the Vice-Chair and the independent members (article 11 par 2) of the Executive Committee are entitled to an annual indemnity fixed by the Foundation Board.

The auditor is entitled to fees in accordance with professional practice.

The staff employed by the Foundation is entitled to the remuneration fixed by the Executive Committee, which also decides on the other conditions of employment.

#### **Article 16 - Modification of the Statutes**

The Foundation Board may propose amendments to the present Statutes to the supervisory authority.

Any proposed amendment, in particular any change to the object of the Foundation, must be approved by a decision taken by a two thirds majority of the votes cast by the Foundation Board members present at the time of the vote.

#### **Article 17 - Dissolution**

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

The Foundation Board may designate one or more liquidators.

No liquidation measure may be performed without the express agreement of the supervisory authority.

Any surplus from liquidation is given, with the agreement of the supervisory authority, to an institution pursuing the same or a similar object.

**Article 18 - Entry into the Trade Register**

The Foundation will be entered in the Canton de Vaud Commercial Register.

**Article 19 - Supervisory Authority**

The Foundation will be placed under the supervision of the Federal Department of the Interior, the competence whereof is hereby reserved.

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Statutes approved by the Foundation Board by decision of 14 June 2023 subject to the approval of the amendments by the Federal Supervisory Authority for Foundations.