

ASSOCIATION OF PARALYMPIC SPORT ORGANISATIONS

**STATUTES**

17 November 2022

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### 1. General Provisions

- 1.1. The Association of Paralympic Sport Organisations (APSO) is a collective association bringing together International Sport Organisations that govern Para sports on the Paralympic Games program.
- 1.2. APSO is constituted as a not-for-profit association under articles 60 to 79 of the Swiss Civil Code. It is constituted as a separate legal entity in Switzerland.
- 1.3. APSO is only liable for its obligations with its assets, APSO members, officers, and employees are not responsible for its debts.
- 1.4. The Registered Address and Headquarters of APSO is in Lausanne, Switzerland.
- 1.5. The official language of APSO is English.

### 2. Objects

- 2.1. The role of APSO is to unite and promote the development of Para sports as well as to support and represent the International Sport Organisations governing Para sports on the program of the Paralympic Games and movement.
- 2.2. To achieve this, APSO will:
  - a) Discuss matters of common interest related to the promotion of all Para sports for the International Sport Organisations and gain consensus as possible on matters related to the Paralympic Games and the Paralympic Movement.
  - b) Advocate and represent the common interests of APSO Members in the context of the Paralympic Games and the Paralympic Movement.
  - c) Determine the distribution among APSO Members of Para sport grants from the International Paralympic Committee (IPC) and any other Paralympic Games related revenues, in order to achieve the goals mentioned under paragraph 2.1. in the most efficient manner. Unless otherwise agreed with the IPC, the grants will be paid directly by the IPC and the Members cannot claim payment from APSO.
  - d) Advise the IPC on IPC membership fees charged to APSO Members.
  - e) Consider and support nominations to the IPC Governing Board, standing Committees, and councils by APSO Members.
  - f) Appoint representatives to commissions, boards, and other organisations where APSO is invited to have representation.
  - g) Exchange best practices and expertise among APSO Members and with other organisations in the Paralympic Movement.
  - h) Provide advice and input to the IPC regarding codes, rules, and regulations related to the Paralympic Games and the Paralympic Movement.
  - i) Provide input to IPC and other major games organisations regarding common expectations and delivery standards for multi Para-sport events that include athletes with a disability.

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- 2.3. APSO is based on the principle of equality and mutual respect between all APSO Members, without regard to race, sex, sexual orientation, language, ethnicity, political opinion or other opinion, national or social origin, religion, property, birth or other status.
- 2.4. APSO and its Members shall encourage and support the promotion of diversity, inclusion and gender equality in sport at all levels and in all structures with a view to implementing the principle of equality.
- 2.5. APSO and its Members are committed to promoting a safe sporting environment and therefore all forms of harassment and abuse are prohibited and will not be tolerated by APSO.
- 2.6. APSO and its Members encourage and support the promotion and implementation of ethics and of the basic principles of good governance in their organisations.

### **3. Members**

- 3.1. Membership in APSO is open to International Sport Organisations that govern Para-sports on the program of upcoming Paralympic Games.
- 3.2. APSO Members must be independent from IPC constituted organisations recognized by the IPC as the worldwide governing body of a Para-sport or Para-sports for athletes with a disability. International Sport Organisations may hold only one membership in APSO, regardless of the number of sports they represent within APSO. Where a Para-sport is already represented by one Member, no further membership will be granted to this Para-sport.
- 3.3. Effective from the date that the Governing Board of IPC approves the inclusion of a Para-sport on the program of next Paralympic Games the International Sports Organisation that governs that Para-sport becomes eligible for membership.
- 3.4. If a Para-sport governed by an APSO Member is not included in next Paralympic Games, that Member will remain eligible for membership until January 1 of the year following the last Paralympic Games in which a Para-sport governed by the Member was included.
- 3.5. Regardless of any other provision of these Statutes, the IPC (including, for the avoidance of doubt, any Para-sport for which the IPC is the international federation) will not be eligible for membership in APSO.
- 3.6. Eligible Members will be admitted to APSO upon application and following approval by the General Assembly.
- 3.7. In exceptional circumstances, the Executive Board may grant membership to an applicant but only on a provisional basis until the next General Assembly. Until then, this applicant has the rights of an Affiliate.

### **4. Affiliates**

- 4.1. Affiliate status in APSO is open to International Sport Organisations which were granted status of the IPC Recognised International Federation, but which do not govern a Para-sport on the program of next Paralympic Games.

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- 4.2. Affiliates do not have nominating or voting rights in APSO. Affiliates are not eligible to receive any funds contributed by IPC through APSO or arising from Paralympic Games revenues. Affiliates may attend APSO General Assembly in a consultative capacity.
- 4.3. Affiliates will be admitted to APSO upon application and following approval by the General Assembly.
- 4.4. An APSO Member that loses eligibility under article 3.4 of these Statutes will become an Affiliate upon the date they cease to be a Member, subject to being granted the status of Recognised International Federation by the IPC.
- 4.5. An APSO Affiliate that is removed the status of Recognised International Federation by the IPC immediately ceases to be an APSO Affiliate.

### **5. Suspension, Expulsion and Termination**

- 5.1 The Executive Board may suspend any Member or Affiliate which violates its obligations or in any way jeopardizes the interests of APSO or brings it into disrepute, until the next General Assembly.
- 5.2 Upon the decision of the Executive Board to suspend any Member or Affiliate the Secretariat on behalf of the Executive Board will notify the Member or Affiliate of the suspension and the reasons for the suspension in writing within 7 days of the decision to suspend. The Secretariat will also inform the Members of this suspension.
- 5.3 A failure to pay a Membership or Affiliation fee may be deemed as violation of obligation.
  - a. If payment is not received within 30 days of the Secretariat sending a reminder to the Member or Affiliate that the payment fee is overdue the Member or Affiliate may be suspended.
  - b. If the lack of payment of fees by a Member or Affiliate lasts for less than one year after the reminder to pay is provided to the member by the Secretariat, the rights of the Member or Affiliate are automatically reinstated upon payment of the past fees.
  - c. If the lack of payment of the fee lasts for over one year after the reminder to pay by the Secretariat, the Member or Affiliate will automatically lose its Membership or Affiliation. The Member or Affiliate will only be reinstated after a complete application process and payment of past dues is completely.
- 5.4 Members and Affiliates that are suspended, no matter the grounds, may not exercise any rights as APSO Members or Affiliates. These rights will be fully recovered by them if the suspension ends.
- 5.5 The General Assembly may pronounce or extend a suspension, or exclude any Member or Affiliate for the same reasons mentioned above in 5.1. A two-thirds majority is required for exclusion or suspension.
- 5.6 In any case, the Member or Affiliate must be given the possibility to be heard on the matter of the suspension or exclusion, save in case of non-payment of fees.
- 5.7 Membership or Affiliation in APSO will terminate:

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- a. Upon receipt of a written request from the Member or Affiliate to the President.
- b. Upon the dissolution of the Member or Affiliate or its merger into a different corporate entity.
- c. In cases described in Articles 3.4 for Member and 4.5 for Affiliate.

### **6. Independence and Autonomy of Members**

- 6.1. APSO Members maintain full independence and autonomy in the governance of their Para-sports.
- 6.2. Members will observe the decisions taken by the General Assembly in relation to the common interests and goals of APSO as stated in these Statutes.

### **7. Organs of APSO**

- 7.1. The organs of APSO are the General Assembly (articles 8-11), the Executive Board (articles 12-14) and the Secretariat (article 15).

### **8. General Assembly**

- 8.1. The General Assembly is the supreme governing body of the association.
- 8.2. The General Assembly is the meeting of APSO Members. Quorum for the General Assembly will be at least half of the Members.
- 8.3. The exclusive responsibilities of the General Assembly are:
  - a. to adopt and modify the Statutes of the APSO;
  - b. to elect the Directors and the President of the Executive Board;
  - c. to vote on the admission and exclusion of Member and Affiliate;
  - d. to vote on the approval of the management and the accounts;
  - e. to vote on the approval of the distribution among APSO Members of Para-sport grants from the IPC and any other Paralympic Games related revenues, suggested by the Executive Board (cf. article 2.2 let. c);
  - f. to obtain from the Executive Board any further information upon the management of the other organs and any useful information in order to vote in full knowledge of the matter in question;
  - g. to exercise general supervision of the association by being informed of the activities and management of APSO;
  - h. to settle cases which are not attributed to any other organ, by its residual competence;
  - i. to revoke the Executive Board decisions whenever justified by good causes, without prejudice to any contractual rights of those dismissed;
  - j. to decide the dissolution of the APSO.
- 8.4. The General Assembly can delegate to the other organs of APSO any other responsibility which is not exclusively its by mandatory Swiss law.
- 8.5. Subject to Article 8.10 a General Assembly will be held in person at least once

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every two years, at a place and on a date to be determined by the Executive Board. At least three months written notice will be given to each Member and Affiliate of the date and place of the General Assembly. This notice will include a draft agenda. For the purpose of sending notice to Members or Affiliates, the address will be the last address recorded by the APSO Secretariat.

- 8.6. Members may add items to the agenda including motions. These items must be sent in writing to the APSO Secretariat at least forty-five days prior to the meeting. A complete agenda will be sent to all Members at least thirty days prior to the meeting, accompanied by all documentation concerning the meeting.
- 8.7. At the start of the General Assembly, the agenda is approved by a simple majority. Any subsequent changes to the agenda may only be made by a two-thirds majority vote. Only matters appearing on the agenda may be discussed or decided upon accordingly to article 67 paragraph 3 of the Swiss civil Code.
- 8.8. No Member may be represented or vote by proxy at the General Assembly. A Member can have no more than two (2) Delegates at the General Assembly.
- 8.9. The General Assembly will be opened, directed, and closed by the President of the Executive Board, or any other Executive Board Member designated by the President or, in his/her absence, any individual designated by the General Assembly.
- 8.10. The General Assembly may be held by electronic means in exceptional circumstances as the Executive Board may decide. The proceedings shall be as valid and effective as if the meeting had been held in person.

### **9. Decisions**

- 9.1. Each Member has one vote, which it expresses through the one Delegate it has entitled to exercise the vote.
- 9.2. Decisions at the General Assembly will be taken by show of hands, with the exception of elections, which will be taken by secret ballot. Upon the request of at least two Members, decisions may be taken by secret ballot. Decisions will be taken by simple majority unless otherwise specified in these Statutes.
- 9.3. Modifications to the Statutes require the approval of at least two-thirds of the Members present, representing at least half of the Members of APSO.
- 9.4. Decisions on financial matters, particularly on the distribution of funds from the IPC, other revenues related to the Paralympic Games, must be taken unanimously. If unanimity is not obtained after one round of voting, a two-thirds majority of the Members present will be sufficient. If not, decision taken at the previous General Assembly shall apply accordingly in this matter.

### **10. Minutes**

- 10.1. Minutes of any General Assembly shall be supervised and approved by the President. Minutes must record all resolutions passed at a General Assembly and where applicable the dates on which they are to come into effect. The Executive Board will distribute minutes to all Members and Affiliates within one month after each meeting.

**11. Extraordinary Meetings**

- 11.1 The Executive Board will convene an Extraordinary Meeting of the Members if at least one-fifth of the Members make a request in writing, or if the Executive Board considers it necessary.
- 11.2 An Extraordinary Meeting will be held at a place and on a date proposed by those who requested its convocation, after consultation with the Executive Board. At least forty-five days' notice will be given of an Extraordinary Meeting. The notice will include the agenda and all necessary explanatory and accompanying papers.
- 11.3 An Extraordinary Meeting may discuss or decide upon only those items appearing on its agenda.

**12. Executive Board**

- 12.1 The property and business of APSO will be managed by the Executive Board.
- 12.2 The Executive Board consists of a President and four Directors, all from different Members.
- 12.3 Members of the Executive Board are elected by the General Assembly for four-year terms in the year following the Paralympic Summer Games (article 14). Each Term starts at the close of the General Assembly at which they are elected and conclude at the end of the annual General Assembly four years after.
- 12.4 Individuals may hold the same position on the Executive Board for a maximum of two consecutive terms, provided this term lasts at least two years. In any case, an individual may not sit at the Executive Board more than three consecutive terms including if the individual seeks to occupy a different position.
- 12.5 The Executive Board will elect among the Directors a Vice-President for a term of four years. A Vice-President may be re-elected as long as he or she remains a Director.
- 12.6 The responsibilities of the Executive Board are:
  - a. to provide strategic direction to APSO;
  - b. to manage the affairs of APSO on behalf of the Members between meetings;
  - c. to ensure the pursuit of the objects of APSO as set out in article 2.2, if instructed so by the General Assembly;
  - d. to prepare for and direct the General Assembly;
  - e. to make an annual report to the General Assembly;
  - f. to implement the decisions and resolutions of the General Assembly;
  - g. to prepare the annual budget for approval of the General Assembly;
  - h. to suggest to the General Assembly the distribution among APSO Members of Para-sport grants from the IPC and any other Paralympic Games related revenues (cf. article 2.2 let. c);
  - i. to open any bank accounts necessary for achievement of the objects of APSO;

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- j. to consult and communicate with the Members and Affiliates on matters of common interest in relation to the Paralympic Games and the Paralympic Movement;
  - k. to choose APSO representatives on Commissions or organisations where APSO is invited to have representation;
  - l. to appoint such agents and engage such employees as it will deem necessary from time to time to have such authority and perform such duties as prescribed;
  - m. to set the remuneration for agents and employees of APSO;
  - n. to establish a Member and Affiliate admission process, in order for the General Assembly to approve their admission.
- 12.7 The office of an Executive Board member will be vacated:
- a. If the Member who nominated the Executive Board member ceases to be a Member.
  - b. If at a General Assembly, a resolution is passed by two-thirds of the votes cast in favor of the removal of the Executive Board member.
  - c. If the Executive Board member delivers a written resignation to the Executive Board President.
  - d. If the Executive Board member misses more than two consecutive meetings of Executive Board without providing an explanation which is acceptable to the Executive Board.
  - e. If the Executive Board member becomes a paid employee or agent of APSO or the IPC.
  - f. If the Executive Board member is found by a court to be of unsound mind or guilty of a relevant criminal offence.
  - g. If the Executive Board member becomes bankrupt or suspends payment or compounds with his or her creditors.
  - h. On death.
- 12.8 The Executive Board may, by appointment, fill any vacancy until the next General Assembly. At that time an election will be held for the remaining period of the term in question. Filling a vacancy for any period of less than two years does not count as a full Term.
- 12.9 Executive Board members will serve as such without remuneration and will not directly or indirectly receive any profit from their position as such. Executive Board members may be paid reasonable expenses incurred by them in the performance of their duties. Remunerated employees of APSO may sit on Executive Board of APSO only in an advisory capacity.

### **13. Executive Board meetings**

- 13.1. Meetings of the Executive Board will be held at a time and place to be determined by the Executive Board, provided that seven days' notice of such meeting will be given to each Executive Board member. No notice of meeting will be required if

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- all Executive Board members are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence.
- 13.2. No error or omission in giving notice of any meeting of the Executive Board or of any adjourned meeting will invalidate such meeting or make void any decisions taken thereat as long as the entire Executive Board members were present at the meeting.
  - 13.3. Any Executive Board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all decisions taken or had thereat.
  - 13.4. The Executive Board may determine that a particular meeting be held by teleconference or other electronic means.
  - 13.5. The President shall chair the meetings of the Executive Board, or may delegate chairmanship to another Executive Board member or, in his/her absence, any individual designated by the Executive Board.
  - 13.6. A majority of Executive Board members in office, but no fewer than three, one of whom must be the President or Vice-President, will constitute a quorum for meetings of the Executive Board. Any meeting of the Executive Board at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions of the Executive Board under the Statutes of APSO. The Chair of the meeting may invite to the Executive Board meeting one or more experts in a consultative capacity.
  - 13.7. Decisions of the Executive Board will be taken by vote, with all Executive Board members having one vote. Members of the Executive Board cannot vote by proxy. All matters shall be decided by show of hands or verbal votes unless two Executive Board members request a secret ballot. A majority will determine the question, except where the vote or consent of a greater number is required by these Statutes. Executive Board members who abstain from voting will not be counted. Voting by the Executive Board may be conducted via teleconference, electronic mail, or postal vote. Minutes of all meetings shall be supervised by the Chair of the meeting.

### **14. Elections**

- 14.1. At each General Assembly in the year following the Paralympic Summer Games, the Members will elect the Executive Board.
- 14.2. Each APSO Member may nominate one individual for President and one (who may be the same individual) for Director, without prejudice of para. 12.2. Nominations must be received by the APSO Secretariat at least fifteen days before the General Assembly. The APSO Secretariat shall send to the Members in writing, the day following the deadline, the names placed in nomination along with any information that is included with the nomination and which may be of use to the Members in preparing for the meeting.
- 14.3. Elections will be held by secret ballot, unless there is only one candidate for a position whereby that candidate will be acclaimed.
- 14.4. The Assembly will first elect the President, then the Directors. A majority of the valid votes cast is required for election. If no candidate reaches a majority, the candidate obtaining the smallest number of votes in each ballot will be eliminated until one or more candidates obtain a majority.

### 15. Secretariat

- 15.1. The Executive Board may appoint an individual or individuals as Honorary Secretary General to fulfill the role of APSO Secretariat. The Honorary Secretary General will report to the Executive Board, and through the Executive Board to the General Assembly.
- 15.2. The tasks of the Secretariat will be determined by the Executive Board, but will include:
  - a. Preparation and management of the General Assembly, including notices, organisation, documentation, reports, and minutes;
  - b. Maintenance of a list of the membership of APSO;
  - c. Maintenance of the accounts of APSO.
- 15.3. The Honorary Secretary General is appointed by the Executive Board, and attends meetings of the Executive Board without a vote. The Honorary Secretary General may attend any meeting of any APSO body ex officio, without a vote.
- 15.4. The Honorary Secretary General is responsible for the following:
  - a. the management of the general business of APSO, including financial and commercial issues within the scope of the APSO budget;
  - b. the leadership of APSO Secretariat and office;
  - c. the implementation of the policies and decisions of the Executive Board and General Assembly;
  - d. the preparation and presentation of the long-term and annual plans;
  - e. the preparation and presentation of the budget;
  - f. the promotion of good communications and relations between the Secretariat, APSO members and other relevant organisations;
  - g. the observance of APSO Statutes and rules;
  - h. the correspondence of APSO and the execution of formal documents other than those that need to be executed by the Executive Board;
  - i. the arrangements for taking the Minutes of all meetings of the Executive Board and
  - j. other duties as delegated by the Executive Board.

### 16. Commissions and Working Groups

- 16.1. The General Assembly or the Executive Board may appoint Commissions or working groups to study or address a particular problem or issue or to present a report to the Assembly.

### 17. Finances

- 17.1. Members of APSO will pay an annual subscription, the amount to be fixed at each General Assembly. In the event the Member loses its Membership, subscription fees are not reimbursed. The APSO Secretariat must receive payment of the annual subscription by the end of the month of March of the corresponding year.

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- 17.2. Each Member is responsible for the expenses incurred by the participation of its delegates to the Assemblies, and for its nominees elected to the Executive Board. If the financial situation so allows, the Executive Board may pay an allowance to help cover these expenses, disbursed equally among the Members.
- 17.3. The APSO Secretariat will keep the accounts of APSO. An independent qualified firm of accountants appointed by the General Assembly will audit the accounts annually. The General Assembly will approve the final account each year, which can occur through mail ballot.

### **18. Books and records**

- 18.1. The Executive Board will see that all necessary books and records of APSO required by the Statutes of APSO or by any other applicable statute or law are regularly and properly kept.

### **19. Execution of documents**

- 19.1. Contracts, documents, and any other instruments in writing requiring the signature of APSO will be signed by any two Executive Board members, one of who must be the President or Vice-President. All contracts, documents and instruments in writing so signed will be binding upon APSO without any further authorization or formality.
- 19.2. Every Executive Board member of APSO and their heirs, executors and administrators, and estate and effects, respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of APSO, from and against:
  - a. All costs, charges and expenses which such Executive Board member sustains or incurs in or about any action, suit or decisions which is brought, commenced or prosecuted against the Executive Board Member, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by the Executive Board Member, in or about the execution of the duties of his or her office or in respect of any such liability.
  - b. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

### **20. Dissolution**

- 20.1. The dissolution of APSO may be decided only by the General Assembly and will require the approval of at least two-thirds of the Members present, representing at least half of the Members of APSO.
- 20.2. Any modification of the article 20.1 will require to the same extent the approval of at least two-thirds of the Members present, representing at least half of the Members of APSO.
- 20.3. APSO is dissolved by operation of law if it is insolvent or if the Executive Board may no longer be appointed in accordance with the articles of its Statutes.

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- 20.4. In the event of dissolution, the assets available will be entirely allocated to a Swiss institution pursuing a purpose similar to APSO having a public utility purpose. In any case, the property or assets shall be returned to the Founders or to the Members, or be used for their benefit wholly or in part and in any manner whatsoever.

### **21. Final provisions**

- 21.1. The financial year of APSO begins on January 1 and ends on December 31 of each year.
- 21.2. When the Statutes are silent regarding a matter, the articles of the Civil Swiss code, in particular the article 60ss CC, are applicable as subsidiary rules.
- 21.3. Any dispute arising out of or in connection with these Statutes shall be submitted for arbitration to the Court of Arbitration for Sport of Lausanne (Switzerland), who will apply the Swiss law, including paragraph 12 of the Swiss International Private law Act.
- 21.4. Any expenses incurred by a dispute accordingly article 21.3 will be the responsibility of the concerned parties unless otherwise determined by the adjudicating body.
- 21.5. These amended Statutes were adopted by the General Assembly at its meeting on 17 November 2022 and came into force on the same day.