



**Statutes**

**&**

**Rules of Governance & Operation**

**International Cheer Union**

## ARTICLE 1—DEFINITIONS

The following definitions apply for purposes of these Statutes.

- 1.1 “Athlete” means an athlete who is eligible under ICU rules to compete in International Athletic Competitions sanctioned by ICU.
- 1.2 “Athletic Competition” shall have the same meaning as “amateur athletic competition” as set forth in Section 1.3 of the USOC Bylaws, as amended from time to time. At the time of entering into these Statutes, “Athletic Competition” means a contest, game, meet, match, tournament, regatta, or other event in which Athletes compete.
- 1.3 “Statutes” means the governing statutes of ICU, as set forth herein.
- 1.4 “Cheer” means sport cheering.
- 1.5 “Cheer Community” means all those individuals, groups, and organizations that have an association with or interest in Cheer.
- 1.6 “Code” means the Internal Revenue Code of 1986, as amended.
- 1.7 “Councilmember” means a member of the Governing Council.
- 1.8 “IASF” means the International All-Star Federation.
- 1.9 “General Assembly” is defined in the preamble to Article 3.
- 1.10 “ICU” means the International Cheer Union, a nonprofit corporation organized on May 31, 2007 under the laws of the State of Texas, United States.
- 1.11 “International Athletic Competition” means Athletic Competition between one or more Athletes representing one or more countries.
- 1.12 “International Federation” shall have the same meaning as “International Federation” as set forth in Chapter 3 of the Olympic Charter.
- 1.13 “IOC” means the International Olympic Committee.
- 1.14 “Local Organizing Committee” means an “Organising Committee” as set forth in Section 35 of Chapter 5 of the Olympic Charter.
- 1.15 “Member Federation” is defined in Section 3.2.1.
- 1.16 “National Cheer Federation” means a National Sports Organization designated as the national governing body for Cheer for a particular country.

- 1.17 “National Olympic Committee” shall have the same meaning as “National Olympic Committee” as set forth in Chapter 4 of the Olympic Charter.
- 1.18 “National Sports Organization” means a nonprofit corporation, club, federation, union, association, or other group in any country that sponsors or arranges any Athletic Competition, instruction, events, or other services associated with Cheer.
- 1.19 “Olympic Charter” shall mean the codification of the Fundamental Principals, Rules, and Bye-Laws adopted by the IOC to be in force as from August 2015, as thereafter amended.
- 1.20 “Quadrennium” means the four-year (4-year) period that begins in January of the year following the Summer Olympic Games and extends until December 31 of the year in which the next Summer Olympic Games is held.
- 1.21 “TBOC” means the Texas Business Organizations Code.
- 1.22 “USOC” means the United States Olympic Committee.
- 1.23 “WADA” means the World Anti-Doping Agency.

## **ARTICLE 2—OFFICES; GENERAL PURPOSES**

- 2.1 Name and Purpose. The name of this corporation shall be “International Cheer Union” (hereinafter referred to as “ICU”). ICU is an exempt organization within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended (the “Code”) and shall be operated solely to act as the International Federation for Cheer with respect to the IOC, and to be recognized as such by the IOC. Pursuant to these purposes, ICU may engage in the following activities, without limitation:
- a. Manage, direct, promote, organize, and assist the activities and disciplines associated with Cheer worldwide;
  - b. Perpetuate and improve Cheer worldwide;
  - c. Encourage the growth and development of Cheer programs and opportunities to the world’s youth;
  - d. Communicate with and support the formation of new National Cheer Federations in countries that are interested in starting Cheer programs, activities, and events;
  - e. Encourage the creation of national teams to represent their respective countries in worldwide events, exchanges, and competition;
  - f. Coordinate efforts with all other organizations promoting Cheer;

- g. Recognize outstanding Cheer contributions by groups, individuals, and organizations;
- h. Provide National Cheer Federations, coaches, teachers, and educators with tools for researching trends, technology, ideas, issues, and solutions to problems associated with Cheer;
- i. Provide and create the opportunity to discuss, enhance, and evaluate changes in Cheer;
- j. Encourage and promote the moral standards which are enhanced through sports experiences and sports education;
- k. Follow and promote the regulations of the IOC and WADA;
- l. Create new activities, publications, literature, materials, promotions, and other enhancements to aid in the promotion and growth of Cheer;
- m. Establish and/or sanction procedures for the determination of eligibility standards for participation in International Athletic Competition, including, without limitation, World Championships, World Cups, Pan American Games, and Olympic Games; provided however, no standard shall be more restrictive than those established by the IOC;
- n. Work with the respective National Cheer Federations to allow for maximum participation in Cheer worldwide;
- o. Identify, train, and educate technical experts, officials, and other personnel to help guarantee fairness, accuracy of evaluation, and objectivity in competitive Cheer programs and events;
- p. Create, promote, disseminate, and exercise jurisdiction over the rules of conduct for International Athletic Competition, including World Championships, World Cups, Pan American Games, the Olympic Games, and the Olympic Youth Games;
- q. Assist in the coordination of the Olympic Games, working with the IOC as well as the respective Local Organizing Committee that is responsible for the conduct of the Olympic Games;
- r. Represent Cheer to the IOC, SportAccord, and other international organizations in the Cheer Community; and
- s. Do all things necessary for and incidental to the accomplishment of the purposes and goals of ICU.

- 2.2 Principal Office. The location of the principal office of ICU shall be determined by the Governing Council and ratified by the General Assembly. ICU may have such other offices, either within or without the State of Texas, United States, as the Governing Council may determine or as the affairs of ICU may require from time to time. ICU shall maintain membership records, business records, and financial account information at its principal office.
- 2.3 Registered Office and Registered Agent. ICU shall have and continuously maintain in the State of Texas, United States a registered office, and a registered agent whose office is identical with such registered office, as required by the TBOC. The address of the registered office may be changed from time to time by the Governing Council.

### ARTICLE 3—GENERAL ASSEMBLY

The General Assembly shall consist of all members of ICU, although voting power within the General Assembly shall be limited as set forth in Section 3.2 below.

- 3.1 Authority. The General Assembly, being the highest authority of ICU, shall manage and supervise the affairs of ICU, including overseeing the actions of the Executive Committee, Governing Council, officers, and committees. Decisions of the General Assembly shall be final. The General Assembly shall have the authority to take any lawful act and shall have the exclusive authority to make the following decisions (unless otherwise stated in these Statutes):
- (a) Ratify the location of ICU’s principal office (Section 2.2);
  - (b) Admit Member Federations (Section 3.2.1);
  - (c) Admit Provisional Member Federations as Member Federations (Section 3.2.2);
  - (d) Admit Regional Alliances (Section 3.2.3);
  - (e) Establish membership dues (Section 3.5.1);
  - (f) Approve special fees and assessments (Section 3.5.3);
  - (g) Approve the suspension of the membership of a Member Federation (Section 3.6.1);
  - (h) Terminate the membership of a Member Federation (Section 3.6.2);
  - (i) Terminate the membership of a Provisional Member Federation (Section 3.6.3);
  - (j) Elect Councilmembers (Section 4.2.2);
  - (k) Remove Councilmembers (Section 4.2.4);
  - (l) Approve ICU Budget (Section 4.3);
  - (m) Approve ICU depositary(ies) (Section 11.3.3);
  - (n) Elect officers (Section 5.3);
  - (o) Approve Grievance Procedure (Section 11.9); and
  - (p) Amend these Statutes (Article 12).
- 3.2 Membership. Membership in ICU shall not be restricted in any way and ICU shall reasonably assist countries, National Cheer Federations, National Olympic Committees,

and continental and other regions to create opportunities for participation. There shall be three (3) categories of membership, as set forth in this Section. Applications for membership shall be submitted to the Executive Committee, and admittance shall be determined as set forth in this Section.

3.2.1 Member Federation. Admittance of a Member Federation must be approved by the General Assembly.

This membership shall be open to all National Cheer Federations, except as otherwise provided in this Section. Only one (1) National Cheer Federation shall be admitted representing each country and no National Cheer Federation that represents more than one (1) sport shall be admitted. ICU shall generally admit as a Member Federation the National Cheer Federation recognized by a country's National Olympic Committee or another competent sport authority.

Each Member Federation which is in Good Standing (as defined in Section 3.5.2) shall have one (1) vote as a member of the General Assembly.

3.2.2 Provisional Member Federation. If a country's National Olympic Committee or another competent sport authority does not recognize a National Cheer Federation for Cheer within such country, a group or organization (including a consortium (whether informal or formal) of individuals and/or organizations for any country not otherwise represented to the ICU by a Member Federation) within that country may apply for ICU membership as a Provisional Member Federation; provided, however, that ICU shall reconsider this appointment if at any time such country's National Olympic Committee or another competent sport authority recognizes a National Cheer Federation for Cheer. The General Assembly may admit a Provisional Member Federation until such time as the General Assembly determines the appropriate organization to properly represent such country as a Member Federation for ICU purposes. A Provisional Member Federation shall have all of the rights and powers of a Member Federation under these Statutes, except that a Provisional Member Federation shall have no right to vote as a member of the General Assembly. Upon approval by the General Assembly, a Provisional Member Federation shall become a Member Federation.

3.2.3 Regional Alliances. Regional Alliances may include provinces, republics, islands, and other geographic locales, including unions and national and/or international alliances. Regional Alliances may be nominated for membership by the Executive Committee, the Governing Council, or a Member Federation in Good Standing. Admittance as a Regional Alliance must be approved by the General Assembly. Regional Alliances may attend meetings of the General Assembly as ex-officio (non-voting) members. For the avoidance of doubt, Regional Alliances shall not include countries (or part of countries) that are already represented by a Member Federation (as defined under Section 3.2.1 above).

- 3.3 Rules of Participation. Each member shall comply with the laws of ICU. No ICU rules shall be unreasonable, unduly restrictive, or more controlling or restrictive than the IOC rules. No rules of a member or Continental Region (see Section 4.2.2(a)) shall be more controlling or restrictive than the ICU rules set forth herein. It is further expected that the rules of each respective Member Federation shall not conflict or be in opposition to the rules of ICU or the IOC. Should such a case exist, the rules of ICU, including those regarding an Athlete's right to participate in international sport, including events such as the World Championships, the Pan American Games, or the Olympic Games, shall prevail.
- 3.4 Meetings of the General Assembly. There shall be a regular meeting of the General Assembly every year. The meeting shall take place at a time and place designated by the President, as approved by the Executive Committee, and upon notice (as set forth in Article 8 and including the agenda) to the Member Federations and all other members of at least thirty (30) days. At each meeting, a summary of the fiscal year(s) since the last regular meeting of the General Assembly shall be presented.
- 3.4.1 Special Meetings. The President, Executive Committee, Governing Council, or two-thirds (2/3) of the General Assembly (including the Provisional Member Federations and excluding the Regional Alliances) each have the right to call a special meeting of the General Assembly. Provided, however, if two-thirds (2/3) of the General Assembly (including the Provisional Member Federations and excluding the Regional Alliances) indicate their unwillingness to attend such a special meeting, no special meeting shall take place. Notice (as set forth in Article 8) of any special meeting of the General Assembly shall be provided at least thirty (30) days prior to such meeting.
- 3.4.2 Additional Provisions. Additional provisions regarding meetings and the manner in which the General Assembly shall act are set forth in Article 8.
- 3.5 Membership Dues.
- 3.5.1 Amount and Enforcement. Dues shall be set by the General Assembly. Notices shall be sent annually to announce and inform each member that its annual dues are requested. Additional notices shall be sent as determined by the Executive Committee. Lack of payment may cause ICU to suspend rights of a member in accordance with Section 3.6 below, including but not limited to, a Member Federation's right to vote or any member's right to participate in meetings of the General Assembly or committees (as applicable), including but not limited to the Executive Committee and Governing Council.
- 3.5.2 Good Standing. A member shall be considered in "Good Standing" for a fiscal year if such member's dues are paid in full on or before January 1 of such year (or, if no dues are assessed for such year) and if such member's membership has not been temporarily suspended pursuant to Section 3.6.1. Only members in Good Standing are entitled to receive the services and/or benefits of ICU.

3.5.3 Special Fees and Assessments. ICU may levy upon its members or applicants for membership such special fees and assessments as may be determined by the Governing Council (subject to the approval of the General Assembly) to be necessary to maintain a sound financial condition, or as may be relevant to the respective service or penalty.

### 3.6 Suspension or Termination of Membership.

3.6.1 Temporary Suspension. Membership, including that of a Member Federation, may be temporarily suspended by (i) the General Assembly, (ii) the Governing Council, or (iii) in case of urgency only, by unanimous vote of the Executive Committee, for any of the following reasons: repeated non-payment of dues, non-compliance of the rules and Statutes, disregard for IOC policies, unethical conduct of business or business dealings, the unfair treatment of Athletes, or conduct unbecoming a National Cheer Federation given the responsibility to manage and conduct its respective sport. Such temporary suspension shall be automatically lifted at the conclusion of the next regular meeting of the General Assembly, unless otherwise determined by the General Assembly.

3.6.2 Termination of Membership of Member Federation. Membership of a Member Federation may be terminated upon a three-quarters (3/4) vote of the General Assembly, if, in its sole discretion, the General Assembly determines that the Member Federation is not the appropriate organization to properly represent Cheer in the applicable country, or for any of the following reasons: repeated non-payment of dues, non-compliance of the rules and Statutes, disregard for IOC policies, unethical conduct of business or business dealings, the unfair treatment of Athletes, or conduct unbecoming a National Cheer Federation given the responsibility to manage and conduct its respective sport.

3.6.3 Termination of Membership of a Provisional Member Federation. A Provisional Member Federation may be removed by the General Assembly, or, in case of urgency only, by the Executive Committee or the Governing Council, if, in its sole discretion, the General Assembly (or the Executive Committee, or the Governing Council, as applicable), determines that the Provisional Member Federation is not the appropriate organization to properly represent Cheer in the applicable country, or for any of the following reasons: repeated non-payment of dues, non-compliance of the rules and Statutes, disregard for IOC policies, unethical conduct of business or business dealings, the unfair treatment of Athletes, or conduct unbecoming a National Cheer Federation given the responsibility to manage and conduct its respective sport.

3.6.4 Expulsion of Other Members. Membership of a Regional Alliance may be terminated by the General Assembly.



## ARTICLE 4—GOVERNING COUNCIL

4.1 General Powers. The Governing Council shall have those powers that are not attributed by the law or these Statutes to the General Assembly or another body of the ICU. Actions taken by the Governing Council, Executive Committee, or officers pursuant to these Statutes shall constitute the acts of ICU and have full binding effect.

4.2 Number, Election, Tenure, and Qualification.

4.2.1 The Governing Council shall consist of twelve (12) persons. Councilmembers may consist of both males and females, and shall be selected without discrimination on the basis of race, color, religion, age, sex, national origin, or disability.

4.2.2 Election. The Governing Council shall be elected by the General Assembly as follows every Quadrennium at the regular annual meeting of the General Assembly:

- (a) Councilmembers totaling eight (8), one from each of the following continents or continental regions (hereinafter, “a Continental Region”): North America, South America, Central America and the Caribbean, Western Europe, Eastern Europe, Northern Asia, South Asia/Oceania (including Australia, New Zealand, and all the Pacific Rim and island countries), and Africa.

The Member Federations within each Continental Region shall recommend for election that Continental Region’s Councilmember. The determination by a Continental Region with respect to a recommendation shall be made in a manner which (i) can be shown (upon request of the General Assembly, the Governing Council, or the Executive Committee) to be fair and representative to each relevant Member Federation, and (ii) is no more restrictive than those voting procedures set forth in Article 8 of these Statutes. Provided, however, that if voting within a Continental Region results in a tie, the country with the most individual participation in Cheer (as determined by the Executive Committee) shall exercise an additional one (1) vote. If the General Assembly does not elect an individual recommended by a Continental Region, such Continental Region shall recommend an additional individual for election by the General Assembly, and this process shall be repeated until the General Assembly elects an individual recommended by the Continental Region.

Any disagreement regarding in which Continental Region a Member Federation resides shall be determined by the General Assembly.

- (b) In order to maintain the culture of origin of Cheer, one (1) Councilmember shall be recommended by the USA Federation for Sport Cheering. If the General Assembly does not elect an individual recommended by USA Federation for Sport Cheering, USA Federation for Sport Cheering shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by USA Federation for Sport Cheering.
- (c) One (1) Councilmember shall be recommended by IASF. If the General Assembly does not elect an individual recommended by IASF, IASF shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by IASF. Provided, however, that the Councilmember recommended by IASF shall be an ex officio member of the Governing Council and shall not vote.
- (d) One (1) At-Large Continental Region Councilmember shall be recommended by the outgoing Governing Council. If the General Assembly does not elect an individual recommended by the Governing Council, the Governing Council shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Governing Council.
- (e) One (1) At-Large Athlete Councilmember shall be recommended by the outgoing Governing Council. If the General Assembly does not elect an individual recommended by the Governing Council, the Governing Council shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Governing Council.

Each Councilmember shall serve for a term of four (4) years and shall have no limitation to the number of additional terms that he or she may serve. The terms of one-half (1/2) of the Governing Council shall expire every two (2) years. A Councilmember shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

- 4.2.3 Vacancies. If a vacancy occurs on the Governing Council, it shall be filled by the same manner in which that Councilmember was elected prior to the occurrence of such vacancy, and the person elected to fill the vacancy shall serve for the remaining unexpired portion of the term in question, or until his or her earlier death, resignation, or removal.
- 4.2.4 Removal. A Councilmember may be removed by the General Assembly. Any vacancy due to removal shall be filled pursuant to Section 4.2.3.

- 4.2.5 Ex-Officio and Non-Voting Advisory Councilmembers. The Governing Council may designate any number of persons as ex-officio or advisory Councilmembers, and each such category or classification shall have such rights and privileges as the Governing Council may determine; provided however, that no ex officio or advisory Councilmember shall have the right to vote and that the number of ex officio or advisory Councilmembers shall be less than the number of elected Councilmembers.
- 4.3 Meetings. The Governing Council shall meet at least annually. At least ten (10) days written notice (as set forth in Article 8 and including the agenda) must be provided prior to the annual meeting of the Governing Council by the President, Secretary General, or Councilmember(s) who called the meeting. The Governing Council may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution. The Governing Council shall review any interim action taken by the Executive Committee or officers on behalf of the Governing Council at each meeting of the Governing Council. The Governing Council shall approve a recommended budget for each fiscal year at each annual meeting, subject to the approval of the General Assembly.
- 4.3.3 Special Meetings. Special meetings of the Governing Council may be called by the President, individually, or by either the President or the Secretary General at the request of the Governing Council. Notice (as set forth in Article 8) of any special meeting of the Governing Council shall be provided at least ten (10) days prior to the meeting.
- 4.3.4 Additional Provisions. Additional provisions regarding meetings and the manner in which the Governing Council shall act are set forth in Article 8.
- 4.4 Compensation. Councilmembers shall serve without compensation, and no member of the Governing Council shall receive any pecuniary benefit from ICU in his or her capacity as a member of the Governing Council except reimbursement for actual expenses incurred in connection with the business of ICU, to the extent such expenses are determined to be reasonable by the Executive Committee.
- 4.5 Powers. No Councilmember, officer (other than the President, as set forth below in this Section), or employee of ICU shall have the power to incur any indebtedness on behalf of ICU in excess of Five Hundred Dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Executive Committee. The President shall have the power to incur indebtedness on behalf of ICU in excess of Five Hundred Dollars (\$500.00) for any one transaction, but shall not have the power to incur indebtedness on behalf of ICU in excess of One Hundred Thousand Dollars (\$100,000.00) for any one transaction unless he or she has obtained advance authorization to do so by the Governing Council.

## ARTICLE 5—OFFICERS

- 5.1 The officers of ICU shall be a President, two (2) Vice Presidents, a Secretary General, and such other officers as shall be recommended by the Governing Council and elected by the General Assembly.

No person who is an officer or member of a governing body of another International Federation shall be eligible to be elected as an officer of ICU. The President and Vice Presidents shall be elected from members of the Governing Council; no such requirement shall apply for any officer other than the President and Vice Presidents. No Councilmember may serve in more than one (1) elected capacity as an officer.

- 5.2 Officers shall have specific responsibilities, obligations, and duties associated with their positions. Their titles, duties, obligations, and other responsibilities, will include, without limitation, the following:

5.2.1 President. The President shall preside at all meetings of the General Assembly, the Executive Committee, and the Governing Council and shall be the principal executive officer of ICU. The President shall have the responsibility to supervise and manage the organization's business and conduct such business as deemed necessary and appropriate when the Executive Committee, Governing Council, and General Assembly are not in session. He/she may sign, with the Treasurer, Secretary General, or any other proper officer of ICU authorized by the Executive Committee, Governing Council, or General Assembly, any deeds, mortgages, bonds, contracts, or other instruments which such governing body has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the General Assembly or by these Statutes or by law to some other officer or agent of ICU; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee, Governing Council, or General Assembly from time to time.

5.2.2 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice Presidents, together, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the event the Vice Presidents, while acting in the absence of the President, fail to come to a consensus on how to act, the Executive Committee shall determine the manner in which the Vice Presidents shall proceed. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President, Executive Committee, Governing Council, or General Assembly.

5.2.3 Secretary General. The Secretary General shall keep the minutes of the meetings of the General Assembly, Executive Committee, and the Governing Council in one (1) or more books provided for that purpose; supervise the distribution of the

minutes and any reports; give all notices in accordance with the provisions of these Statutes or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary General and such other duties as from time to time may be assigned by the President, Executive Committee, Governing Council, or General Assembly.

The Secretary General shall cause an annual proposed budget (with the assistance of the Treasurer) for ICU to be prepared on or before September 1 of each year, and shall submit such budget to the members of the Governing Council at their next annual meeting and the members of the General Assembly, for their approval, at their next regular meeting.

- 5.2.4 Treasurer. If required by the Governing Council, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Governing Council shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of ICU; receive and give receipts for moneys due and payable to ICU from any source whatsoever, and deposit all such moneys in the name of ICU in such banks, trust companies, or other depositories as shall be selected; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, Executive Committee, Governing Council, or General Assembly. The Treasurer shall make a written report of the finances of ICU at each regular meeting of the General Assembly, Governing Council, and Executive Committee, and at such other time(s) as shall be required.
- 5.3 Election. Election of officers shall be held every Quadrennium at the regular annual meeting of the General Assembly. The outgoing Governing Council shall recommend officers for election by the General Assembly. If the General Assembly does not elect an individual recommended by the Governing Council, the Governing Council shall recommend an additional individual for election, and this process shall be repeated until the General Assembly elects an individual recommended by the Governing Council. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal.
- 5.4 Vacancies. The Executive Committee shall fill any officer vacancies for any unexpired terms, subject to the limitations on eligibility contained in Section 5.1.
- 5.5 Removal. Any officer may be removed by the General Assembly whenever in its judgment the best interests of ICU would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any vacancy due to removal under this Section 5.5 shall be filled pursuant to Section 5.4.

## **ARTICLE 6—COMMITTEES**

- 6.1 Committees. The Governing Council may designate and appoint one (1) or more committees, including (without limitation) the following: Nominating, Statutes, Ethics, Disabled, Finance & Accounting, Rules & Technical Advisory, Medical & Sport Safety, and Audit. Committees shall at all times remain subject to the control and supervision of the Governing Council and General Assembly. In no event shall any committee have or and exercise the authority of the Governing Council or the General Assembly. Except as otherwise provided in these Statutes or as determined by the General Assembly, members of each such committee and a committee chair, as well as each member's term, shall be appointed by the President or Executive Committee. Any committee member may be removed by the President, Executive Committee, Governing Council, or General Assembly whenever, in their judgment, the best interests of ICU shall be served by such removal. Committees may have the composition, size, governance, and responsibilities as prescribed in the discretion of the Governing Council.
- 6.2 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6.3 Additional Provisions. Additional provisions regarding meetings and the manner in which a committee shall act are set forth in Article 8. Each committee may adopt rules for its own government not inconsistent with these Statutes or with rules adopted by the Governing Council, subject to approval by the General Assembly.

## **ARTICLE 7—EXECUTIVE COMMITTEE**

- 7.1 Composition. The Executive Committee shall consist of the following members:
- a. President;
  - b. Immediate Past President of ICU (unless such individual was subject to removal under Article 4), upon decision of the General Assembly;
  - c. Both Vice Presidents;
  - d. Secretary General; and
  - e. Treasurer.

The President may, at his or her discretion, add one (1) or more representative(s) of the Local Organizing Committee for the upcoming Olympic Games or World Cup (or their designee) to the Executive Committee in an ex-officio (non-voting) position. The President, at his or her discretion and with the approval of the Governing Council, may also add other individuals as ex-officio (non-voting) members that are necessary and needed to support the work of ICU. A member of the Executive Committee serving by virtue of his or her role as an officer of ICU shall cease to act as an Executive Committee member at any time he or she ceases to hold such office. A member of the Executive

Committee who is appointed by the President will cease to act as an Executive Committee member at the time prescribed in the President's appointment (if any). In addition, a member of the Executive Committee who is appointed by the President may be removed for cause at the discretion of the Governing Council or General Assembly.

- 7.2 Chair. The Executive Committee shall be chaired by the President.
- 7.3 Size. The Executive Committee shall not increase or decrease in size due to the election of additional officers under Article 5, or due to the removal of any officer. Any increase or decrease in the size of the Executive Committee shall be by the General Assembly.
- 7.4 Actions. The Executive Committee shall review and conduct all organization business between the meetings of the Governing Council. The Executive Committee shall, subject to the establishment of policies and operating principles by the Governing Council, (i) act on behalf of the Governing Council between meetings (except for those actions specifically delegated to the Governing Council herein), and (ii) carry out the day-to-day affairs of ICU.
- 7.5 Meetings of the Executive Committee. There shall be at least one (1) annual meeting of the Executive Committee, which may take place during the meeting of the General Assembly in those years in which the General Assembly meets. A regular annual meeting of the Executive Committee shall be held without notice other than these Statutes. The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.
- 7.5.1 Special Meetings. The President has the right to call a special meeting of the Executive Committee with the approval of the Executive Committee by a two-thirds (2/3) vote. Notice (as set forth in Article 8) of any special meeting of the Executive Committee shall be provided at least ten (10) days prior to such meeting.
- 7.5.2 Additional Provisions. Additional provisions regarding meetings and the manner in which the Executive Committee shall act are set forth in Article 8.

## **ARTICLE 8—ADDITIONAL PROCEDURES REGARDING ACTIONS AND MEETINGS OF GOVERNING BODIES**

- 8.1 Generally. Except as otherwise provided in these Statutes, the procedures for meetings and actions of any governing body (including the General Assembly, Governing Council, Executive Committee, and other committees) of ICU are set forth herein.
- 8.2 Quorum. A majority of the voting members of a governing body must be present at a meeting to constitute a quorum of such governing body, but if less than a majority is

present, a majority of such members present at such meeting may adjourn the meeting without further notice.

- 8.3 Manner of Acting. Except as otherwise provided in these Statutes, in the exercise of any of the powers herein given to a governing body, the act of a majority of the voting members of the governing body present at a meeting at which a quorum is present shall be the act of such governing body, and all actions of such governing body shall be taken either by resolution at a meeting or by written record without a meeting.
- 8.4 Action by Consent. Any action which may be taken at a meeting of a governing body (other than the General Assembly) may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority (or such greater proportion of such governing body as provided in these Statutes) of the members of such governing body. Provided however, that prompt notice (as set forth in this Article) of any such action shall be provided to the members of such governing body who did not sign such consent.
- 8.5 Proxy. A member of a governing body who is not present at a meeting may authorize, by a written signed instrument which shall be submitted to the Secretary General prior to any vote, another member of such governing body to vote on his or her behalf. Such authorization shall only be valid for one (1) meeting, and a new authorization must be signed for each subsequent meeting, and shall be retained by the Secretary General with the meeting minutes. No member of a governing body may vote by proxy at a meeting other than as set forth above in this Section. Provided, however, that if the urgency of the case requires such action, the Executive Committee (or, in the case of a meeting of the Executive Committee, the President) may authorize an alternate proxy procedure in its discretion.
- 8.6 Meetings.
- 8.6.1 General Assembly Members of the General Assembly shall be present at the meetings of such governing body, and participation by means of conference telephone, videoconference, or similar communications equipment is not authorized. Electronic voting systems are acceptable, unless members of the General Assembly holding one-half (1/2) of the voting power reject such a method.
- 8.6.2 Other Governing Bodies. Members of a governing body, other than the General Assembly, may participate in a meeting of such governing body by means of conference telephone, videoconference, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. Such governing body shall have the power to transact its business (including voting) by mail, electronic mail, telephone, facsimile, or any combination of these methods, if in the judgment of the Executive Committee (or, in the case of business of the Executive Committee, the



President), the urgency of the case requires such action; but if members of such governing body holding one-half (1/2) of the voting power of the governing body indicate their unwillingness to decide such a matter in such manner, the President must call a meeting of the Governing Council or obtain a resolution of the Governing Council to determine the question at issue.

8.7 Electronic Voting. Whenever electronic voting systems are used, the President and the Executive Committee shall prepare a procedural memorandum explaining to all members of the governing body how such a procedure shall be managed and executed.

8.8 Notice.

8.8.1 Manner. Whenever any notice is required to be given by law or under the provisions of the Certificate of Formation or the Statutes of ICU, it shall include the agenda of the meeting and be by written notice delivered personally or sent by mail, electronic mail, or facsimile to each member of the relevant governing body at his or her address as shown by the records of ICU. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by electronic mail or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Any member of the relevant governing body may waive notice of any meeting in writing. All such written waivers shall be filed with the minutes of such meeting. The attendance of a member of the relevant governing body at any meeting shall constitute a waiver of notice of such meeting, except where a member of the relevant governing body attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the relevant governing body need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Statutes.

8.8.2 Waiver. Whenever any notice is required to be given by law or under the provisions of the Certificate of Formation or the Statutes of ICU, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

8.9 Rules of Protocol. Rules of protocol at meetings of the governing bodies shall be presented to the Governing Council for approval and shall be generally based on Robert's Rules of Order. Such rules may not be inconsistent with these Statutes or the best interests of the operation and management of ICU.

8.10 Voting Generally. Except as otherwise provided in this Article or these Statutes, voting of any governing body of ICU shall be conducted in the manner set forth in this Section.

8.10.1 Majority Vote. Except as otherwise provided in these Statutes, voting within ICU must take place in such a way that the elections and decisions are made by a majority (more than 50 percent) of the votes cast. If there are more than two choices being voted upon, the final action will require a simple majority of the votes.

If, after the votes are recorded, no one choice has received a majority of the votes cast, the choice that attained the least amount of votes (fewest votes) will be eliminated and will not move into the next round of votes. The vote will be repeated for those choices remaining. This will be repeated until a choice receives a majority of the votes cast. If the least amount of votes is attained by two or more choices (i.e., a “tie”) there will be a vote that will only include those choices. After that vote, the choice with the fewest votes will be eliminated.

If the procedure set forth in this Section fails to result in a choice receiving a majority of the votes cast, the Governing Council shall determine an alternate procedure by which the vote shall be held (or, in the case of Governing Council votes, the President shall make this determination).

8.10.2 Manner of Voting. There will be a variety of options as to how a vote will be conducted at meetings of governing bodies of ICU (including the General Assembly, Governing Council, Executive Committee, and any other committee of ICU), including (without limitation) voice vote or ballot vote.

8.10.2.1 Voice Vote. In general, a “voice vote” may be used at any meeting except in the following instances:

- (a) The vote is regarding the election of an officer or Councilmember, amendment of the Statutes or organizing documents of ICU, or another issue of importance (as determined by the Governing Council), for which the ballot vote shall apply. For purposes of this Section, each of the following shall in particular be considered an “issue of importance”: (i) the approval of the suspension of the membership of a Member Federation (Section 3.1(g)); (ii) the termination of the membership of a Member Federation (Section 3.1(h)); (iii) the termination of the membership of a Provisional Member Federation (Section 3.1(i)); and (iv) the removal of Councilmembers (Section 3.1(k)); or
- (b) With respect to any vote of the General Assembly, any voting member or officer calls for a show of hands or a ballot vote (described in this Section).

8.10.2.2 Ballot Vote. If a ballot vote is required under Section 8.10.2.1 (a) above, the Executive Committee shall determine the voting

procedure, which shall be consistent with general practices in the international sport community, and which shall not conflict with any portion of these Statutes.

- 8.11 Communication Procedures. ICU shall use reasonable means to communicate and disseminate information among the members of a governing body. Communication via electronic mail and electronically may be normal and considered an acceptable method and manner to deliver information to the members of a governing body.

## **ARTICLE 9—CONFLICT OF INTEREST AND ETHICAL PRACTICES**

The Governing Council may adopt a written code of conduct and ethical practices for ICU which shall contain the requirement that each officer, member of the Governing Council, Executive Committee, other committees, and each key employee of ICU abide by such code. Such code may be amended from time to time by the Governing Council, or the General Assembly. The Executive Committee is entitled to recommend any amendment and modification to the code to the Governing Council or the General Assembly.

## **ARTICLE 10—INDEMNIFICATION**

- 10.1 Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 10.2, ICU shall indemnify and advance expenses to any person who (i) is or was a Councilmember, officer, employee, or agent of ICU or (ii) serves or has served at the request of ICU as a Councilmember, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent that a corporation may or is required to grant indemnification to a Councilmember under the TBOC; notwithstanding the foregoing, however, ICU may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 10.1(ii) and who is not a Councilmember to such further extent, consistent with law, as may be provided by ICU's Certificate of Formation, these Statutes, general or specific action of the Governing Council, by contract, or as otherwise permitted or required by common law.
- 10.2 Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of ICU against a person named in Section 10.1 by right of his or her holding a position named in Section 10.1, ICU shall only indemnify such person for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

- 10.3 Non-Exclusive. The indemnification provided by this Article shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement of disinterested Councilmembers, or otherwise.
- 10.4 Continuation. The indemnification and advance payment provided by this Article shall continue as to a person who has ceased to hold a position named in Section 10.1 and shall inure to his or her heirs, executors and administrators.
- 10.5 Insurance. ICU may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Councilmember, officer, employee, agent, or person as specified in Section 10.1, against any such expense, liability, or loss, whether or not ICU would have the power to indemnify such person against such expense, liability or loss under the TBOC.

## **ARTICLE 11—MISCELLANEOUS PROVISIONS**

- 11.1 Books and Records; Auditor. ICU shall keep correct and complete books and records of account and keep minutes of the proceedings of the General Assembly, Governing Council, Executive Committee, and other committees.

The General Assembly shall approve or modify the annual financial statements of ICU.

ICU shall appoint an independent auditor, who shall not be a current employee of ICU. The Governing Council may recommend for appointment by the General Assembly an individual to serve as auditor annually. The auditor may be re-elected for additional terms without limitation. The auditor shall audit the financial statements of ICU and submit a written report to the General Assembly; the auditor shall attend (in person or by other means, such as teleconference or videoconference) the General Assembly meeting at which such report is submitted.

- 11.2 Fiscal Year. The fiscal year of ICU shall begin on the first day of January and end on the last day in December in each year.

- 11.3 Contracts, Checks, Deposits, and Funds.

11.3.1 Contracts. The Governing Council or Executive Committee may authorize any officer or officers, agent or agents of ICU, in addition to the officers so authorized by these Statutes, to enter into any contract or execute and delivery any instrument in the name of and on behalf of ICU. Such authority may be general or confined to specific instances.

11.3.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ICU shall be signed by the President, Treasurer, or Secretary General such officer or officers, agent or

agents of ICU and in such manner as shall from time to time be determined by the Executive Committee.

- 11.3.3 Deposits. All funds of ICU shall be deposited from time to time to the credit of ICU in such banks, trust companies, or other depositaries as the President, Treasurer, or Secretary General (subject to the approval of the General Assembly) may select.
- 11.3.4 Gifts. The Executive Committee may accept on behalf of ICU any contribution, gift, bequest, or devise for the general purposes or for any special purpose of ICU.
- 11.4 Languages. The official language of ICU shall be English and all business and basic communication shall be provided in that language. Additional languages shall be evaluated to be provided at such meetings upon request. The Executive Committee shall make its best effort to assist and shall make all determinations regarding additional languages.
- 11.5 World Anti-Doping Agency. It is the goal of ICU to commit itself to respect and obligate its Athletes, coaches, and all its participants to the work of WADA. ICU shall enforce these rules and mandate its participants to strictly adhere to WADA's rules, policies, and protocols.
- 11.6 Olympic Games. ICU shall work directly with and on behalf of the IOC as it pertains to the Olympic Games and the future rights of participation in the Olympic Games. ICU shall participate under the rules and jurisdictions set forth and established by the IOC in the best interests of the Olympic relationship, the tradition of the Olympic movement, and the future growth and development of Olympic Solidarity.
- 11.7 Olympic Solidarity. ICU shall support and encourage participation in the IOC Olympic Solidarity program as requested by the IOC and the respective National Olympic Committees.
- 11.8 Olympic Charter. ICU supports and endorses the Olympic Charter, its contents, mandates, and obligations. ICU shall enforce and encourage its Member Federations to support and follow the rules and dictates of the Olympic Charter.
- 11.9 Dispute Resolution. All arbitrable disputes shall be submitted exclusively to the Court of Arbitration for Sport (CAS) and resolved definitively in accordance with the Code of Sports-related Arbitration.

## **ARTICLE 12—AMENDMENTS**

A two-thirds (2/3) affirmative vote of the General Assembly shall be required for initial adoption of these Statutes and for subsequent amendment of these Statutes. These Statutes may be

amended at any meeting of the General Assembly, if a minimum of thirty (30) days written notice (as set forth in Article 8 and including the text of the proposed amendment) is given of such intention to amend these Statutes. Any other operating procedures of ICU may be amended by the Governing Council, to the extent not inconsistent with the terms herein.

**\*\*\*Signature Page to Follow\*\*\***

The undersigned, as Secretary General of ICU, does hereby certify that the foregoing are the Statutes of ICU as approved and adopted by the General Assembly, effective on the 25<sup>th</sup> day of April 2017.

A handwritten signature in black ink, appearing to read 'Karl Olson', with a long horizontal stroke extending to the right.

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KARL OLSON, Secretary General