



**ASSOCIATION OF THE SPORT INTEGRITY GLOBAL  
ALLIANCE  
(SIGA)**

**Association**

**Switzerland**

**CONSTITUTION**

## **WHEREAS**

Each of the Founding Members has agreed with the other Members to form a non-profit independent association pursuant to art. 60 ff of the Swiss Civil Code (the “Association”) to create a sport integrity global alliance (SIGA) to promote good governance and safeguard the integrity of sport through the adoption, implementation and monitoring of a set of Core Principles and Universal Standards in the areas of good governance, financial integrity and sports betting integrity.

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## **Constitution of the Association**

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**IT IS HEREBY AGREED AND DECLARED AS FOLLOWS**

### **TITLE 1: LEGAL FORM, NAME, SEAT DURATION**

#### **1. Constitution**

A not for profit association, within the meaning of Article 60 and following of the Swiss Civil Code is created under the name “Sport Integrity Global Alliance” (hereafter, the “**Association**”).

#### **2. Seat**

The seat of the Association shall be at the location of its main premises in Switzerland.

#### **3. Language**

The official language of the Association is English.

#### **4. Duration**

The duration of the Association is indefinite.

#### **5. Legal personality and registration in the Register of Commerce**

5.1. The Association is an independent and neutral entity, with legal capacity. The Association acquires legal personality through the adoption of the present statutes.

5.2. The Association shall be registered with the Register of Commerce.

### **TITLE 2: PURPOSES, MEANS AND LIMITATIONS**

#### **6. Purposes**

6.1. The Association has no profit motive.

- 6.2. The purpose of the Association is to provide global multi-stakeholder leadership, promote good governance and safeguard the integrity of sport through the adoption, implementation and monitoring of a set of Core Principles and Universal Standards in the areas of good governance, financial integrity and sports betting integrity.

## 7. Means

The Association may engage in all activities and take all actions necessary and appropriate to carry out its purpose in accordance with these Statutes, including but not limited to, standards development, implementation and enforcement; advocacy, stakeholder engagement, and collective action in support of the SIGA mission; research, analysis, policy development; and development of a rating system and auditing mechanisms.

## 8. Limitations

All of the purposes and powers of the Association shall be exercised exclusively for non-profit making purposes.

### TITLE 3: MEMBERSHIP AND COMMITTEE SUPPORTERS

## 9. Membership

### 9.1. Members

- 9.1.1. The Members shall be those Members who participate in this Constitution of the Association.
- 9.1.2. Any legal entity concerned with the purposes of the Association and representing one of the following stakeholder groups may become a Member of the Association:
- a) **sporting organisations**, including national and international sports federations, leagues and other competition organisers, Olympic committees, players' unions and other representative bodies;
  - b) **governments and regulatory authorities**;
  - c) **international and inter-governmental organisations** (public or private);
  - d) **commercial organisations**, including broadcasters, sponsors, financial services, other commercial/ private sector partners; and
  - e) **civil society**, including relevant non-governmental organisations, academic institutions, think and/or action tanks, foundations, and other keystakeholders.

## 9.2. **Admission of New Members**

- 9.2.1. Any legal entity which is not a Member of the Association and wishes to be admitted by the Association as a Member shall file a written application for the purpose, addressed to the CEO, which shall be in a manner and form as required by the Association from time to time, but as a minimum will include a declaration as the applicant will always comply with the Statutes of the Association, as well as with its Core Principles on Sport Integrity and Universal Standards.
- 9.2.2. The admission of new Members is approved by the Council and ratified by the General Assembly.
- 9.2.3. Once the application for admission has been approved, the applicant becomes a Member after the payment of the respective membership contribution.

## 9.3. **Minimum Period of Membership**

Members undertake to maintain their membership statutes for at least three (3) years from the date upon which they become Members. The membership period will be automatically renewed for similar periods on a rolling basis, unless expressly conveyed otherwise, in writing, by either the Member or SIGA, by the 1<sup>st</sup> December of the third year of every given period.

## 9.4. **Representative of Members**

- 9.4.1. Members of the Association must appoint a physical person of appropriate level as its representative to the Association.
- 9.4.2. The Members must inform the CEO of any modification concerning this appointment so that an official record can be maintained.

## 9.5. **Rights and Obligations of Members**

### 9.5.1. **Rights of Members**

The individual Members have the rights to participate in all activities organised by the Association, nominate representatives for the Association's bodies and exercise all other rights arising from this Constitution. In particular, the individual Members shall have the following rights:

- a) To participate in the activities organised by the Association to perform its purposes;
- b) To propose and vote upon nominations for membership of the Council;
- c) To make suggestions to the members of the Council to improve the performance of the purposes of the Association;
- d) To be called to and attend the meetings of the General Assembly, with the right to speak and to vote;
- e) To be informed of the state of the accounts of the Association;
- f) To be informed of any internal regulations of the Association;
- g) To be informed of the resolutions adopted by the General Assembly and by the Council, when these relate to the Members;

### 9.5.2. **Obligations of Members**

The individual Members shall have the following obligations:

- a) To contribute financially by paying membership contributions;
- b) To provide at least one representative at all meetings of the General Assembly;
- c) To implement the resolutions adopted by the General Assembly and the Council;
- d) To aid at all times the development of the Association, contributing actively to the performance of its purposes;
- e) To discharge with due diligence all obligations inherent in their membership of the Association;
- f) To comply fully with the Statutes of the Association, Core Principles on Sport Integrity and Universal Standards, and use their best endeavours to ensure that these are also respected by its own members and affiliates, where applicable.

### 9.6. **Cessation of Membership**

9.6.1. The quality of Member and the related rights and obligations are terminated:

- a) By the loss of its legal personality;
- b) By the resignation of the Member, notified by registered letter to the CEO;
- c) By the exclusion of the Member decided by the Council;
- d) If the annual contribution has not been paid, six months after it is due;
- e) For any other serious reason, notably if the concerned Member has acted contrary to the interests of the Association and/or in material breach of its Constitution and/or the SIGA Code of Ethics and has not either disclosed and/or remedied a breach within a sufficient timeframe.

## 10. **Committed Supporters**

- 10.1. In exceptional cases to be defined by the Council and ratified by the General Assembly, a physical person or legal entity concerned with the purpose of the Association may become a Committed Supporter of the Association.
- 10.2. The Committed Supporters shall have no formal representation and no voting rights, but may be called to participate as expert organisations (or individuals) in support of the activities of the Association.
- 10.3. The admission of Committed Supporters and respective contributions to the Association are subject to review and approval by the Council and ratified by the General Assembly.
- 10.4. The Committed Supporters may be exempted of any financial contributions by the Council. Absent an exemption, the Council sets the annual contribution amount.

10.5. Committed Supporters may lose their status as Committed Supporters of the Association if the concerned Committed Supporter has acted contrary to the interests of the Association and/or in material breach of its Constitution and/or the SIGA Code of Ethics and has not disclosed and/or remedied a breach within a sufficient timeframe.

## **11. Annual contributions**

11.1. The amount of the contributions of the Members is set by the Council and ratified by the General Assembly.

### **TITLE 4: THE ASSOCIATION BODIES**

## **12. The Association's bodies**

12.1 The bodies of the Association are:

- The General Assembly;
- The Council;
- The Executive Committee);
- The Standing Committees;
- The Audit and Compliance Committee;
- The Ethics Committee;
- The Youth Council;
- Other bodies, as decided from time to time by the Council

12.2. The principles of gender parity, diversity and inclusion shall be respected in the composition of the bodies of the Association.

### **A. The General Assembly**

## **13. Composition, convening and quorum**

13.1 The General Assembly is the supreme body of the Association and shall be comprised of all Members.

13.2 The General Assembly determines the general policy of the Association and delegates powers and authority to the Council and the CEO in that respect.

13.3 A General Assembly shall take place at least once a year.

13.4 Extraordinary meetings of the General Assembly may be convened by the Council upon request of at least twenty percent (20%) of the Members or by decision of the Council, the Chair and/or the CEO.

13.5 The Notices convening the General Assembly shall be sent by the CEO by e-mail, which

will contain the place, the date, time, and the agenda. The notice will be sent at least 15 days before the date set for the meeting.

- 13.6 The General Assembly shall be quorate when the number of attendees to the meeting, present or represented, represents at least a simple majority of all Members.
- 13.7 The General Assembly may convene and shall be deemed quorate in the event that a second notice is issued with the same requirements pursuant to Article 13.5 of the Association's Constitution, in the event that Members of the Association in attendance represent less than a simple majority of all Members.
- 13.8 Any Member who is prevented from or may not attend the General Assembly may give his proxy, according to a model which will be annexed to the convening notice. The proxy equals to a presence at the General Assembly and must be calculated in the quorum. Each Member may not receive more than two proxies.
- 13.9 The General Assembly is chaired by the Chair of the Council, or in his absence, by any other member of the Council, designated by the Chair.
- 13.10 The meetings of the General Assembly shall convene either physically or by video conference.

#### **14. Responsibilities**

- 14.2. The General Assembly shall make all general policy decisions necessary for the achievement of the purposes of the Association and in particular shall have the following responsibilities:
  - (a) Unanimous vote of all Members of the Association required:
    - (i) To transfer the seat of the Association with a change of applicable legislation as a consequence; and
    - (ii) To alter, amend or supplement the Association's purposes.
  - (b) Two-thirds of votes of all Members of the Association required:
    - (i) To alter, amend or supplement the Constitution of the Association other than in respect to the modification of its purposes;
    - (ii) To wind-up the Association and decide upon distribution of any remaining property;
    - (iii) To ratify the admission of new Members upon proposals made by the Council;
    - (iv) To remove any of the Members upon a proposal made by the Council; and
    - (v) To ratify the appointment of the Chair of the Council and the CEO.
  - (c) Simple Majority of all Members of the Association required:
    - (i) To examine and approve the Association's annual accounts;
    - (ii) To approve the annual budgets;
    - (iii) To dismiss the Chair of the Council;
    - (iv) To dismiss the CEO, subject to compliance with the applicable law;
    - (v) To appoint and dismiss the members of the Council;
    - (vi) To set the powers of the Council;

- (vii) To appoint and dismiss the members of the Ethics Committee, Audit and Compliance Committee and independent external auditor, upon proposals submitted by the Council; and
- (viii) To approve the membership contributions upon proposal of the Council; and
- (ix) To set up subsidiary entities.

## **15. Decisions**

- 15.2. The General Assembly deliberates on the items on the agenda. Upon decision of the simple majority of the Members present at the meeting, the General Assembly may debate points which are not on the agenda.
- 15.3. Each Member has one vote at the General Assembly.
- 15.4. The votes shall be open, unless half of the Members' present require a secret ballot.
- 15.5. The deliberations of the General Assembly are recorded in minutes, which are signed by the Chair and the CEO.
- 15.6. Committed Supporters shall have the right to attend, but not to vote at General Assembly meetings.

## **B. The Council**

### **16. Appointment and Composition**

- 16.2. The Council shall be composed of up to 12 members.
- 16.3. The members of the Council shall be appointed by the General Assembly for a period of four (4) years per term, not to exceed three (3) terms.
- 16.4. A member of the Council can be revoked by a unanimous vote of all the other Council members.
- 16.5. The appointment, the renewal of mandate and the removal of the members of the Council must be approved by the General Assembly, pursuant to Article 16 of the present Statutes.
- 16.6. The members of the Council are selected based on their level of expertise, their commitment, professionalism, the diversity of their expertise, ideas and point of views in connection with the purposes of the Association.
- 16.7. The composition of the Council may include a minimum of at least one (1) representatives from each of the member categories as identified in Art. 9.1.2
- 16.8. The composition of the Council shall include independent members.



- 16.9. The Chair may also propose the co-option of members, provided such proposal is approved by at least, the simple majority of the Council.
- 16.10. The Chair of the Council shall be appointed from its ranks..
- 16.11. The members of the Council shall act on an unremunerated basis.
- 16.12. Members of the Council shall be subject to integrity checks to ensure fitness for their role.
- 16.13. The CEO of the Association is a member of the Council ex-officio.
- 16.14. The Chair of the SIGA Youth Council is a member of the Council ex-officio.

## **17. Responsibilities**

- 17.1. The Council is responsible for setting SIGA's mission, strategic direction, policies and values, of the Association. The Council has a non-executive nature and its responsibilities include, as a minimum:
- a) To approve the strategies and direct the policies of the Association;
  - b) To approve the internal rules and policies of the Association;
  - c) To implement the resolutions approved by the General Assembly;
  - d) To submit to the General Assembly the global strategy, accounts and budget of the Association;
  - e) To propose to the General Assembly amendments to the Statutes of the Association, the admission and removal of new Members, and members of the Association's Audit and Compliance Committee, independent external auditor, and Ethics Committee;
  - f) To appoint the Chair of the Council and the CEO, and submit to the General Assembly such appointments for ratification;
  - g) To set the amount of the membership contributions for approval by the General Assembly; and
  - h) To create Standing Committees, appoint its members and approve the respective terms of reference.
  - i) To propose to the General Assembly the establishment of subsidiary entities to meet the strategies and objectives of the Association.

## **18. Meetings of the Council**

- 18.1. The Council shall be convened by the Chair or by half of its members, as often as the interest of the Association requires, but at least twice a year.
- 18.2. The meetings of the Council shall convene either physically or by any other means, such as conference call, video conferences, etc.
- 18.3. The quorum is of the simple majority of the members.
- 18.4. The membership of the Council must be directly exerted by the individuals elected and appointed to such office, and may not be delegated to a third person.

- 18.5. Each member shall have one vote. The decisions are taken by single majority of the members' present. In case of equality of votes, the Chair shall have a casting vote.
- 18.6. The Chair shall convene the meeting of the Council. The convening notices are sent by email at least ten days before the scheduled meeting.
- 18.7. The decisions of the Council may also be taken in the form of a circular decision signed by a simple majority of the members of the Council, if the proposition was submitted to all the Council members.
- 18.8. The decisions taken by the Council are recorded in minutes of the meeting, signed by the Chair and the CEO.
- 18.9. Council membership shall cease in the event of absence of 75% of the meetings by the member on an annual basis or the non-attendance of two or more consecutive meetings or three in total during the term, without just cause.

## **19. Permanent Committee**

- 19.1. The Council shall have a permanent committee composed of a maximum of seven members of the duly elected Council, namely:
  - a) The Chair;
  - b) The Vice-Chairs; and
  - c) The CEO.
- 19.2. Between ordinary meetings of the Council, the Permanent Committee is authorised to take and execute final decisions on urgent matters that fall under the authority of the Council.
- 19.3. The Permanent Committee may take decisions in meetings in person by video conference, by conference call or correspondence.
- 19.4. The Permanent Committee may also assist with the preparation of business to be dealt with by the Council.
- 19.5. The SIGA Chair and/or the CEO may call meetings of the Permanent Committee either by phone or by email.
- 19.6. The SIGA Chair chairs the meetings of the Permanent Committee. In the absence of the Chair, the CEO chairs the meeting of the Permanent Committee.
- 19.7. The Permanent Committee decides by a simple majority of all its members. In the event of a tie, the Chair has the casting vote.
- 19.8. Minutes of the deliberations and decisions of the Permanent Committee are kept and sent to all members of the Council before its next meeting. The CEO appoints a member of the SIGA administration to take the minutes. The minutes include the date, place and composition of the Permanent Committee meeting, the agenda, the deliberations as well as the decisions taken. The minutes are signed and dated by both the Chair and the CEO.

- 19.9. The members of the Permanent Committee may receive such reasonable functional indemnity, in accordance with the terms approved by the Council, to cover expenses incurred with the attendance of meetings and the discharge of other statutory responsibilities.
- 19.10. All decisions taken by the Permanent Committee shall be ratified by the Council at its next meeting.

## **20. Resignation**

The members of the Council may resign at any time by submitting a written declaration to the Chair specifying when the resignation shall take effect.

## **C. The Administration**

### **21. Responsibilities**

- 21.1. The Executive Committee is responsible for the daily management of the Association and its members are appointed by the CEO.
- 21.2. The Executive Committee is directed, overseen and guided by the CEO, who is the highest-ranking executive of the Association.
- 21.3. The CEO role is elected for a term of four (4) years, renewable, for a maximum period of three (3) consecutive terms.
- 21.4. In particular, the CEO has the following responsibilities:
- a) To direct and execute the general affairs of the Association and its subsidiaries, if existing;
  - b) To work with the Chair the Council and the General Assembly to direct and carry out the strategy necessary to meet the Association's objectives;
  - c) To represent the interests of the Members of the Association;
  - d) To organise the preparations for the meetings of the Council and General Assembly and execute their decisions;
  - e) To administer and record the expenses of the association;
  - f) To establish the budget, annual accounts and annual report of activities of the Association for approval by the Council and ratification by the General Assembly;
  - g) To coordinate and support the work of the Standing Committees;
  - h) To monitor and oversee the development and implementation of the SIGA Universal Standards and other projects and initiatives;
  - i) To represent the Association vis-a-vis third parties;
  - j) To perform any other tasks that may be entrusted to it by the Chair, the Council and General Assembly.

## **D. Standing Committees**

### **22. Competencies**

- 22.1. The Standing Committees are appointed by the Council to undertake specific areas of policy, standards and programmatic development for the Association.
- 22.2. The Association shall have the following Standing Committees:
- a) Good Governance in Sport;
  - b) Financial Integrity in Sport;
  - c) Sports Betting Integrity;
  - d) Sponsorship, Media and Sport Integrity;
  - e) Youth Development and Child Protection; and
  - f) Gender, Race, Inclusion and Diversity in Sport.
- 22.3. The Standing Committees have an advisory nature and address matters pertaining to the respective strategic areas, fostering exchange of knowledge and information, addressing common concerns, and advising the Council and CEO on relevant matters.
- 22.4. The terms of reference of the Standing Committees, including their composition, representation criteria and term, shall be approved by the Council. As a rule, each Standing Committee shall be composed of up to 15 members of recognised expertise in relevant fields.

## **E. Audit and Compliance Committee**

### **23. Composition**

- 23.1. The Audit and Compliance Committee is appointed by the General Assembly.
- 23.2. The Audit and Compliance Committee's composition consists of three (3) individuals, including a Chair, which verifies the accounts of the Association.
- 23.3. The duration of its mandate is for three years, renewable, for a maximum of two consecutive terms.

### **24. Competencies**

- 24.1. The Audit and Compliance Committee shall deliver a yearly written report. It communicates its observations, if any, to the Council and to the General Assembly.

## **F. Ethics Committee**

### **25. Composition**

- 25.1. The Ethics Committee is appointed by the General Assembly.

- 25.2. The Ethics Committee has an independent nature and its composition consists of three (3) individuals, including a Chair.
- 25.3. The duration of its mandate is for three years, renewable, for a maximum period of two consecutive terms.

## **26. Competences**

- 26.1. The Ethics Committee is responsible for conducting independent checks of all candidates to the Association's Council and senior members of the Administration to ensure their proper fit and proper standing, in particular good repute, and probity.

## **G. Youth Council**

### **27. Nature, Role, Composition and Term**

- 27.1. The Youth Council shall be appointed by the SIGA Council.
- 27.2. The Youth Council shall have an autonomous nature and will perform an advisory and advocacy role in relation to all matters pertaining to Youth Sport and Integrity, including universal standards and policies, thought leadership initiatives, and others foreseen in its Terms of reference or entrusted upon it from time to time by the SIGA Council.
- 27.3. The composition of the Youth Council shall consist of up to 12 (twelve) members, including a Chair and Vice Chair, to be elected from within and by the members of the Youth Council, and reflect the highest standards in term of racial, gender and social and geographical representation.
- 27.4. The duration of its mandate is for two years, renewable, for a maximum period of two consecutive terms.

## **TITLE 4: RESOURCES**

### **28. Resources**

- 28.1. The Association derives its resources from:
- a) Membership fees;
  - b) In-kind contributions by Members;
  - c) Donations
  - d) Benefits in kind;
  - e) Revenues accruing on its own assets and goods;
  - f) Public and State donations and subsidies; and/or
  - g) Other resources, e.g. an integrity fund.
- 28.2. The resources of the Association and its subsidiaries, as well as the potential revenues accruing from its assets will be used entirely and exclusively in furtherance of the Association's public utility purposes. Surplus revenues realised by the Association and its subsidiaries may in no case be distributed to Members of the Association.

## **29. Business and accounting year**

- 29.1. The Association's business and accounting year runs from 1<sup>st</sup> of January to 31<sup>st</sup> of December of each year.

## **30. Accounting**

- 30.1. Accounting records shall be kept yearly and shall show a statement of income and a balance sheet.

### **TITLE 5: REPRESENTATION, SIGNATURE AND LIABILITY**

## **31. Representation**

- 31.1. The Association shall be represented by the Chair, the CEO or any other representative authorised by the Council.

## **32. Signature**

- 32.1. An effective signature requires at least two members of the Council, one of which must be the Chair.

## **33. Liability of the Members**

- 33.1. The Association's financial obligations and liability shall be satisfied only from its assets.
- 33.2. Members of the Association shall not be personally liable and shall not owe any further supplementary payments for any commitment taken by the Association.

### **TITLE 6: DISSOLUTION – LIQUIDATION**

## **34. Dissolution**

- 34.1. The Association may be dissolved only during an extraordinary General Assembly, convened to that effect.
- 34.2. The dissolution shall require a vote of not less than two-thirds of the members present.
- 34.3. The convening of the General Assembly must be communicated by registered mail, email or fax to each member of the Association at least thirty days before the date of the meeting. The Convening notice shall contain an explanation of the reasons of the dissolution of the Association.

## **35. Liquidation**

- 35.1. In case of a dissolution, the General Assembly appoints a liquidator and gives him/her the necessary instruction to that effect.
- 35.2. In the event of liquidation of the Association, its remaining assets, after the payment of the



debts, shall be entirely assignable to one or several public utility and tax exempt entities pursuing similar objectives to those of the Association. In no case shall the Association's assets be returned to the Founder or Board members or to any of their successors or assignees or be used in any way for their profit, be it in whole or in part.

- 35.3. This provision is an immutable provision with regards to the assets and may not be modified.

## **TITLE 7: BY-LAWS – FORMALITIES**

### **36. Amendments of the Statutes**

- 36.1. The present Statutes can be amended in whole or in parts. Any amendment request must be sent in writing to the Council.

### **37. Applicable law**

- 37.1. Swiss law, in particular articles 60 and of the Swiss civil code is applicable to any questions not covered by the Statutes.

### **38. Entry into force**

- 38.1. This Constitution has been adopted during the constitutive General Assembly, during its session dated 13 September 2016, they enter into force with immediate effect, with the amendments approved by the General Assembly during its session dated 27 March 2019.

### **39. By-laws**

- 39.1. This Constitution is supplemented by by-laws which are foreseen in the Constitution, notably with respect to the functioning of the Association.

Approved in London, England, on 31 January 2017 (thirty-first of January twenty seventeen) of which each Founding Member recognises having received a copy of the same. The second copy will be used for the deposit with the relevant authorities and the third copy will be returned by the Association for its record. As subsequently amended by the SIGA General Assemblies on 27 March 2019, 16 July 2020 and 12 April 2021.