

CONSTITUTION OF THE PAN AMERICAN SPORTS ORGANIZATION

PREAMBLE

This is the Constitution of the Pan American Sports Organization.

The Pan American Sports Organization was established on August 8th, 1948 and is recognized by the International Olympic Committee as the Continental Association of the National Olympic Committees of the Americas.

It is juridically constituted, integrated and registered as a non-profit Civil Association.

The Voting Members of the Pan American Sports Organization are the National Olympic Committees of the Americas recognized by the International Olympic Committee.

Its principal objects are the celebration and conduct of the Pan American Games and the promotion, development and protection of sport, as well as the Olympic Movement, in the Americas through its member National Olympic Committees.

DEFINITIONS AND INTERPRETATIONS

Definitions: In this Constitution the following terms have the following meanings:

“ACODEPA” means the Association of Pan American Sport Confederations;

“Americas” means all of North America, Central America, South America and the Caribbean;

“ANOC” and “ACNO” mean the Association of National Olympic Committees;

“CAS” means the Court of Arbitration for Sport;

“Continental Association” means a Continental Association recognized as such by the International Olympic Committee and ANOC;

“Continent” and “continental” mean the Americas unless the context requires otherwise;

“Constitution” means this Constitution, as amended and in effect from time to time;

“Executive Board” means the Executive Board of the Pan American Sports Organization unless the context requires otherwise;

“General Assembly” means a meeting of members of the Pan American Sports Organization and may refer to an Annual General Assembly or an Extraordinary General Assembly;

“Honorary Life President” means the Honorary Life President of PASO unless the context provides otherwise;

“International Sport Federation” means an International Sport Federation recognized by the International Olympic Committee;

“IOC” means the International Olympic Committee;

“Majority” means a whole number that is greater than one-half. Where the calculation of a specific majority or number results in a fractional number, the number required is the fractional number rounded up to the next whole number;

“Member” means a member of the Pan American Sports Organization and includes both a Voting Member, Associate Member, and an Honorary Member;

“National Olympic Committee” means a National Olympic Committee that is recognized by the IOC;

“NOC” means a National Olympic Committee;

“Olympic Charter” means the IOC Olympic Charter;

“Olympic Movement” means the organizations, athletes and other persons who agree to be guided by the Olympic Charter as described in the Olympic Charter;

“Olympic Solidarity” means Olympic Solidarity as described in the Olympic Charter;

“Organization” means the Pan American Sports Organization unless the context requires otherwise;

“Ordinary resolution” means a resolution passed by a majority of the votes cast on the resolution;

“Pan American Sport Confederation” means a Pan American Sport Confederation of the Americas recognized by its relevant International Sport Federation;

“Pan American Solidarity Program” means the programs of assistance to NOCs developed by the Pan American Sports Organization using its own financial resources;

“PASO” means the Pan American Sports Organization;

“President” means the President of PASO unless the context requires otherwise;

“Regulations” means the regulations made by the PASO Executive Board, as amended and in effect from time to time;

“Resolution” means an ordinary resolution unless expressly stated otherwise in this Constitution;

“Special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on the resolution;

“WADA” means the World Anti- Doping Agency.

Interpretation: This Constitution shall be interpreted as follows:

Any reference to this Constitution or to any law, act, regulation, rule, Bye-law or to the Olympic Charter includes any amendment to it and any replacement passed in substitution for it.

Words in the singular include the plural and vice-versa; words in one gender include all genders; and “person” includes an individual, body corporate, partnership, trust and an unincorporated organization.

The Preamble in this Constitution is included by way of background and the headings are inserted for convenience. Neither the Preamble nor the headings shall affect the Constitution or interpretation of this Constitution.

Any reference to an Article number is a reference to an Article number in this Constitution, unless expressly stated otherwise.

In the case of a conflict between this Constitution and the Olympic Charter, the Olympic Charter prevails.

ARTICLE 1 – NAME

1.1. The name of the Organization is the Pan American Sports Organization.

ARTICLE 2 – NONDISCRIMINATION POLICY AND FUNDAMENTAL PRINCIPLES

2.1. PASO does not permit any discrimination based on political belief, ideology, religion, language, gender, race, ethnicity, sexual orientation or any other form of unlawful discrimination.

2.2. PASO is guided in all that it does by the following fundamental principles:

2.2.1. To spread Olympism as defined in the Olympic Charter throughout the Americas in close collaboration with the IOC, ANOC, International Sport Federations, Pan American Sport Confederations, and other Continental Associations of NOCs recognized by the IOC.

2.2.2. To contribute to the education of youth through sport in a spirit of better understanding, friendship, solidarity, and respect for the environment, contributing thereby to the development of a harmonious and more peaceful world.

2.2.3. To defend the right of its Members and their athletes to participate in all the activities organized under the jurisdiction of PASO.

2.2.4. To develop innovative and creative ideas and strategies that assist its Members in their pursuit of ways and means to improve their sport performance and competitive level in Regional, Continental, and Olympic Games, promoting at all times the participation of women in sport;

2.2.5. To promote cooperation amongst its Members through research, study of common interests, exchange of information and the defense of PASO's principles.

ARTICLE 3 – LEGAL PERSONALITY AND REGISTERED OFFICE

3.1. In the presence of Notary Public #50 of Mexico City, United States of Mexico, the PASO Constitution was formalized under scripture number 72,304 of Book 1384 duly registered in the Public Registry of Property and Commerce of Mexico City, under folio 43019, record 3119 dated February 20th, 1998, through which PASO remained juridically organized, integrated and registered as a non-profit Civil Association of Mexican Nationality.

3.2. The headquarters registered office of PASO shall be in Mexico City, Mexico and may be, subject to approval by the General Assembly, transferred to another location by decision of the Executive Board. There may be such other PASO sub-offices established at such locations as may be approved by the Executive Board.

ARTICLE 4 – PASO's OBJECTS

4.1. The objects of PASO are:

4.1.1. To further the development of sport and the Olympic Movement, in accordance with the Olympic Charter.

4.1.2. To encourage ethical behavior and good governance in sport in compliance with the Basic Universal Principles of Good Governance of the Olympic and Sports Movement.

4.1.3. To promote cooperation between national authorities and sport organizations in the countries of the Americas, and to the extent possible within PASO's powers to promote, protect, and guarantee the autonomy of sport and the NOCs of the Americas.

4.1.4. To ensure transparency in the governance of PASO, subject to generally accepted practices with regard to the protection of personal and corporate confidential information and data.

4.1.5. To strengthen and tighten the bonds of friendship and solidarity among the peoples of the continent, through the National Olympic Committees of the Americas.

4.1.6. To ensure the quadrennial celebration of the Pan American Games; and to regulate and to supervise their organization in accordance with this Constitution and the Regulations of the Pan American Games.

4.1.7. To ensure that the spirit of fair play prevails in sport in the Americas.

4.1.8. To ensure the protection of clean athletes.

4.1.9. To promote integrity in sport and protect sport from all forms of corruption including, without limitation, unethical competition manipulation, all in concert with the initiatives in this regard of the IOC.

4.1.10. To maintain close relations with the Pan American Sports Confederations and other Sports Organizations involved in the development of sport in the Americas and to coordinate the technical aspects of the Pan American Games, according to this Constitution and the Regulations of the Pan American Games.

4.1.11. To establish, regulate, and supervise the organization of all kinds of events, functions, and activities, including without limitation Continental Sport Festivals, and Continental Games of any nature and kind.

4.1.12. To encourage Candidate Cities for any Games to present a Games proposal that best matches their sports, economic, social and environmental long-term planning needs.

4.1.13. To work with Games organizers to ensure the participation of the best athletes of the Americas in the Games.

4.1.14. To promote the blending of sport and culture at Games and in the periods between Games.

4.1.15. To establish and maintain relations with the Organizing Committees of other Regional Games recognized by the IOC and by PASO.

4.1.16. To establish and maintain cooperative relations with the International Sports Federations.

4.1.17. To coordinate the Olympic Solidarity Continental Programs of the IOC for the benefit of the National Olympic Committees of the Americas.

4.1.18. To execute a Pan American Solidarity Program for the benefit of the National Olympic Committees of the Americas in compliance with the fundamental principles of the Olympic Charter.

4.1.19. To cooperate with the National Olympic Committees of the Americas for the promotion and organization of specialized courses and seminars, through the IOC and Pan American Olympic Solidarity Programs.

4.1.20. To provide advice to the National Olympic Committees of the Americas through qualified specialists in areas of marketing, construction of sports facilities, technical and administrative development, Sports Legislation, Sports Medicine, as well as other program areas that may require the support and advice of PASO.

4.1.21. To maintain close relations with the IOC and the Association of National Olympic Committees.

4.1.22. To strongly encourage the promotion of women in sport at all levels and in all structures, particularly in the executive bodies of national and international sports organizations, ensuring the strict application of the principle of equality of opportunity.

4.1.23. To ensure that the Pan American Games are held in conditions which demonstrate a responsible concern for environmental issues and sustainable development and to encourage the Members of PASO and all others connected with Pan American sport to take measures that reflect such concerns in their activities.

4.1.24. To ensure that PASO embraces sustainability in its own operations.

4.1.25. To encourage and promote the education of youth through sport, Olympic Academies in the Americas, and the activities of other institutions that dedicate themselves to Olympic values-based education in the Continent.

4.1.26. To adopt a Code of Ethics that reflects the principles of transparency, good governance and accountability consistent with the IOC Code of Ethics.

4.1.27. To establish such Commissions as may be necessary to support the activities of PASO including without limitation an Ethics Commission, Finance Commission, and Juridical Commission.

4.1.28. To engage in any other activities that are consistent with these objects.

4.1.29. To do all and any things to carry out these objects.

ARTICLE 5 – LANGUAGES, MOTTO, EMBLEM, FLAG, ANTHEM AND PAN AMERICAN TORCH

5.1. The official languages of PASO shall be Spanish and English. In case of conflict in the texts, the Spanish version shall prevail.

5.2. The Motto of PASO approved by the Vth General Assembly held in the City of Mexico on March 9th, 1954, is “AMÉRICA, ESPÍRITO, SPORT, FRATERNITÉ”.

5.3. The Emblem of PASO approved by the Vth General Assembly held in the City of Mexico on March 9th, 1954, includes the Motto together with the Pan American Torch placed across five concentric rings in yellow, green, white, red and blue from the center in that order. The XXXV General Assembly held in the City of Mexico on October the 12th and 13th, 1998, modified the Emblem with the approval of the International Olympic Committee to superimpose the symbol of the five Olympic rings of the International Olympic Committee over the Pan American Torch.

5.4. The Flag is rectangular in shape, white in color and twice as long as it is wide, with the PASO Emblem in the center.

5.5. The Pan American Torch shall be lit before the Pan American Games at a special ceremony in Teotihuacan, Mexico at the Pyramid of the Sun and carried to the Host City of the Games.

5.6. All the rights to the Motto, Emblem, Flag, Pan American Torch as well as the music and lyrics of the PASO Anthem, belong exclusively to PASO.

ARTICLE 6 – MEMBERSHIP

6.1. Membership in PASO is limited to Voting Members, Associate Members, Honorary Members, and an Honorary President.

6.2. The Voting Members of PASO are the NOCs of the following countries in the Americas:

ANTIGUA AND BARBUDA

ARGENTINA

ARUBA

BAHAMAS

BARBADOS

GUATEMALA

GUYANA

HAITI

HONDURAS

BELIZE	JAMAICA
BERMUDA	MEXICO
BOLIVIA	NICARAGUA
BRAZIL	PANAMA
BRITISH VIRGIN ISLANDS	PARAGUAY
CANADA	PERU
CAYMAN ISLANDS	PUERTO RICO
CHILE	ST. KITTS & NEVIS
COLOMBIA	ST. LUCIA
COSTA RICA	ST. VINCENT & THE GRENADINES
CUBA	SURINAME
DOMINICAN REPUBLIC	TRINIDAD & TOBAGO
DOMINICA	URUGUAY
EL SALVADOR	UNITED STATES
ECUADOR	VENEZUELA
GRENADA	VIRGIN ISLANDS

and such other National Olympic Committees of countries in the Americas as shall in the future be recognized by the IOC and which on recommendation of the PASO Executive Board are approved for admission to membership by the PASO General Assembly.

6.3. The Associate Members of PASO are the sport governing organizations of the countries, territories, protectorates, or protectorate-like countries of the Americas that do not qualify to have a National Olympic Committee recognized by the IOC but which in their countries carry out a function and role similar to that of a National Olympic Committee. To be admitted to Associate Membership in PASO such a sport governing organization must apply for membership in such manner as is prescribed by the PASO Executive Board and must be approved for admission to membership by the PASO General Assembly on recommendation of the PASO Executive Board. There may be only one Associate Member of PASO at any given time in a country, protectorate, or protectorate-like country that qualifies for such membership.

6.4. Honorary Members and the Honorary Life President are those persons elected to such membership in PASO pursuant to Article 13.1.2.

6.5. If a Voting Member of PASO has its recognition by the IOC withdrawn, it shall thereupon immediately cease to be a Voting Member of PASO. However, a Voting Member that has its recognition by the IOC withdrawn may apply for Associate membership in PASO.

6.6. If a Voting Member of PASO has its rights and privileges suspended by the IOC, it shall thereupon immediately have its rights and privileges suspended in PASO. Once the suspension of any such Voting Member is lifted by the IOC, PASO shall automatically do likewise. A Voting Member that is under suspension of its rights and privileges by the IOC is not entitled to apply for Associate Membership in PASO so long as the suspension continues.

6.7. Without limitation, if the Executive Board of PASO believes that at any time a Member of PASO:

6.7.1. Acts in contravention of this Constitution or of any regulation enacted in furtherance of it, the Regulations of the Pan American Games or an instruction or decision of the Executive Board or the PASO General Assembly, or

6.7.2. Acts in a manner which has brought or brings disrepute to PASO, or

6.7.3. Acts in breach of the PASO Code of Ethics and/or the IOC Code of Ethics, or

6.7.4. Acts in any way detrimental to the interests of PASO, the Executive Board may admonish, and/or suspend the rights and privileges of the PASO Member on such terms as it determines are appropriate, provided that such suspension by the Executive Board does not extend beyond the next Ordinary or Extraordinary General Assembly convened.

At such General Assembly it will be determined whether the suspension ends or continues and if so, the period and terms of suspension, and in the case of an Associated Member whether the Associate Member is to be expelled from membership in PASO.

6.8. Before deciding whether to admonish, and/or suspend a Member of PASO, or to expel an Associate Member, the Executive Board and the General Assembly, as the case may be, shall provide the Member a reasonable opportunity to be heard before the Executive Board and the General Assembly, as is applicable.

6.9. An Honorary Member and the Honorary Life President may be admonished, suspended or expelled for the reasons and in the manner provided in Articles 6.7 and 6.8 above with any necessary modifications.

6.10. A Member may resign its membership upon giving notice of its resignation to the PASO Executive Board and shall cease to be a member of PASO on the date specified in the notice or the earlier date of acceptance of the resignation by the PASO Executive Board.

6.11. Without in any way limiting the obligations of a Member that wishes to resign or has its rights and privileges within PASO suspended, or in the case of an Associate or Honorary Member or Honorary Life President is expelled from PASO, or otherwise ceases to be a Member of PASO, any financial obligations owed to PASO remain owing to PASO notwithstanding the resignation, suspension or expulsion of the Member from PASO, or other cessation of membership in PASO.

ARTICLE 7 – RIGHTS OF THE MEMBERS OF PASO

7.1. The Voting Members of PASO have the following rights:

7.1.1. To vote at PASO General Assemblies;

7.1.2. To be represented by up to three delegates, its President or his or her designate, its Secretary General who may not be replaced by another person, and one additional designated person at the General Assemblies of PASO. Each delegate shall be duly accredited by the Voting Member he/she represents and shall reside within the jurisdiction of such Voting Member. Each Voting Member shall designate its principal delegate, as well as its alternate delegate, and its further alternate delegate in the event that both of its other two delegates are absent.

7.1.3. To apply together with a City within its jurisdiction for the right to host the Pan American Games.

7.1.4. To requisition the summoning of an Extraordinary General Assembly as provided in this Constitution.

7.2. The Associate Members have the following rights:

7.2.1. To be represented at its own cost, by a delegate at the General Assemblies of PASO which delegate does not have a right to vote. A delegate of an Associate Member shall be duly accredited by the Associate Member he or she represents and shall reside within the jurisdiction of such Associate Member.

7.3. The Honorary Life President has the following rights:

7.3.1. To offer his or her advice to the President, Executive Board, and General Assembly.

7.4. All Members have the following rights:

7.4.1. To apply for the right to host General Assemblies or Executive Board Meetings.

7.4.2. To request advice from PASO which may be useful for the resolution of any issue in which PASO has jurisdiction.

7.4.3. To send reports to be discussed in the General Assemblies.

ARTICLE 8 – DUTIES OF THE MEMBERS OF PASO

8.1. Each Member of PASO shall strictly comply with this Constitution and any regulations enacted in furtherance of it, the Regulations of the Pan American Games, the PASO Code of Ethics, and the resolutions and decisions of the Executive Board and the PASO General Assembly.

ARTICLE 9 – GOVERNING BODIES

9.1. The governing bodies of PASO are the General Assembly and the Executive Board.

ARTICLE 10 – GENERAL ASSEMBLIES

10.1. The General Assembly is the supreme governing body of PASO.

10.2. Meetings of the General Assembly may be Ordinary or Extraordinary and shall be presided over by the President or in his or her absence by the Vice Presidents in order of rank, or by a chair elected by the General Assembly.

10.3. Ordinary General Assemblies shall be held once each calendar year. Ordinary General Assemblies shall be held at the site of the Pan American Games, two years prior to the Games and immediately before the Opening Ceremony of the Pan American Games, on dates to be decided by the Executive Board of PASO.

10.4. The Executive Board shall decide on the date and place of the remaining Ordinary General Assemblies to be held, taking into consideration the applications of any Members of PASO that have applied to host any of the remaining Ordinary General Assemblies.

10.5. A notice summoning an Ordinary General Assembly stating the date, time and venue shall be sent to the Members at least 90 days prior to the General Assembly.

10.6. The Executive Board shall determine the agenda for an Ordinary General Assembly. A Voting Member may submit to the Executive Board written proposals for items of business to be considered at an Ordinary General Assembly at least 60 days prior to the Assembly. If the Voting Member's proposals are supported in writing by at least 5 other Voting Members, the proposed items of business shall be added to the agenda of the Assembly. If the Voting Member's proposals are not supported in writing by at least 5 other Voting Members, it shall be in the discretion of the Executive Board to decide whether or not to add any such proposed items of business to the agenda of the Assembly.

10.7. The agenda containing the items of business with supporting papers, if applicable, shall be sent out to all Members and the Executive Board at least 30 days prior to the date of the Assembly.

10.8. The agenda for an Ordinary General Assembly shall include the following items:

10.8.1. Approval of the minutes of the previous Ordinary General Assembly, and approval of the minutes of any Extraordinary General Assemblies that may have taken place since the previous Ordinary General Assembly;

10.8.2. President's report;

10.8.3. Secretary General's report;

10.8.4. Presentation of the audited annual financial statements covering the last completed financial year;

10.8.5. Appointment of an auditor recommended by the Executive Board;

10.8.6. Any elections as set out in this Constitution;

10.8.7. Any amendments to this Constitution properly brought before the Assembly; and

10.8.8. Any other matters properly brought before the Assembly.

10.9. Extraordinary General Assemblies shall be held in exceptional cases under circumstances that affect the sport interests of the Americas and/or for reasons of grave general importance and shall be called:

10.9.1. By written requisition of at least two thirds of the Voting Members of PASO; or

10.9.2. By the Executive Board.

10.10. A written requisition of the Voting Members and a resolution of the Executive Board shall specify the matters to be considered at the Extraordinary General Assembly. The Extraordinary General Assembly shall:

10.10.1. In the case of an Extraordinary General Assembly called by written requisition of the Voting Members, be held within 90 days of receipt of the requisition and summoned by the Secretary General by giving notice of the Extraordinary General Assembly at least 45 days prior to the Assembly;

10.10.2. In the case of an Extraordinary General Assembly called by the Executive Board, be held upon notice being given at least 30 days prior to the Extraordinary General Assembly;

10.10.3. Only consider the matters specified in the requisition for Extraordinary General Assembly together with any additional matters requested by the Executive Board or the

matters specified in the Executive Board resolution calling the Assembly, which in either case shall be stated in the notice summoning the Assembly.

10.11. The Member of PASO holding an Ordinary or Extraordinary General Assembly or the Organizing Committee in the event that the Ordinary or Extraordinary General Assembly takes place in the country that is the site of the next Pan American Games shall pay:

10.11.1. All the administrative expenses of the General Assembly including without limitation meeting rooms, commission meeting rooms, simultaneous translation, recording, secretarial staff, auxiliary personnel for the Assembly, publications in Spanish and English, local transportation and communications.

10.11.2. The cost of business class air transportation for each member of the Executive Board of PASO, and of any Honorary Member of PASO who has been invited by the President to attend the corresponding Executive Board meeting, to and from the site city of the General Assembly.

10.11.3. The cost of air transportation, in economy class, for two of the accredited delegates of each Voting Member of PASO referred to in Article 7.1.2 to and from the site city of the General Assembly.

10.11.4. Accommodation in a double room and board for each of the entitled delegates who represent the Members of PASO at the General Assembly.

10.11.5. Accommodation in a double room and board for each of the Members of the PASO Commissions who are required to be present at the General Assemblies.

10.11.6. Accommodation in a double room and board for each of the Members of the PASO Executive Board, for any Honorary Member of PASO who has been invited by the President to attend the corresponding Executive Board meeting, and for up to eight Members of the PASO Secretariat.

10.12. The Organizing Committee hosting the Ordinary General Assemblies at the site of the Pan American Games two years prior to the Games and immediately before the Opening Ceremony of the Pan American Games shall pay the cost of air transportation, in economy class, for the President of each Continental Confederation whose sport is on the program of the Games to and from the site city of the General Assembly. The Organizing Committee shall also pay for accommodation in a double room and board for each of the Continental Confederation Presidents.

10.13. In the case that a Member of PASO is proposing to hold an Ordinary or Extraordinary General Assembly of PASO, the Executive Board may, in its discretion, waive any of the above listed payment requirements provided that in no case can any such waiver add cost to the NOCs that are attending the General Assembly.

ARTICLE 11 – VOTING RIGHTS AND RIGHTS OF ATTENDANCE AT GENERAL ASSEMBLIES OF PASO

11.1. Each Voting Member of PASO shall have the right to attend and speak at General Assemblies.

11.2. Each Voting Member of PASO shall be entitled to cast one (1) vote at all General Assemblies of PASO through one of its accredited delegates, provided that Voting Members that have organized Pan American Games shall have the right to cast an additional vote, therefore two (2) votes in total, but only with respect to electing the Host City of the Pan American Games and electing and ratifying, as the case may be, the members of the Executive Board.

11.3. In addition to the Voting Members of PASO, the following persons are entitled to attend and speak at a General Assembly but shall not have the right to vote except as otherwise provided in this Constitution:

11.3.1. The IOC Members and Honorary Members of the IOC for any country in the Americas upon invitation of the President.

11.3.2. The Honorary Life President.

11.3.3. Honorary members of PASO upon the invitation of the President; and

11.3.4. The members of the PASO Executive Board but if a member of the Executive Board is also attending a General Assembly as a delegate on behalf of his or her NOC, he or she shall have the right to vote in that capacity.

11.3.5. Members of PASO Commissions upon the invitation of the President but their right to speak is limited, unless otherwise permitted by the Chair of the Assembly, to matters within the terms of reference of their Commissions.

11.3.6. Special guests upon the invitation of the President but they have the right to speak only if granted permission to do so by the Chair of the Assembly.

11.4. Associate Members of PASO have the right to attend and speak at a General Assembly but do not have a right to vote at General Assemblies.

11.5. Except as otherwise provided in this Constitution, the Chair may cast a vote on any matter that is before the General Assembly in the case of a tie of votes in order to break the tie.

ARTICLE 12 – QUORUM AND PASSING RESOLUTIONS AT PASO GENERAL ASSEMBLIES

12.1. The quorum for a General Assembly shall be a majority of the total number of Voting Members of PASO. If a quorum is not present at the scheduled time for the commencement of the General Assembly, it shall be adjourned and reconvened to a time not later than 48 hours after the scheduled time for commencement. The quorum of any such adjourned meeting shall be the same quorum as for the original meeting.

12.2. If a quorum is present at the commencement of a General Assembly, the General Assembly may proceed even if a quorum is not present throughout the meeting provided that a least one-third of the total Voting Members are present.

12.3. In order for a matter to be discussed, it shall be proposed by a Member of PASO and seconded by at least two (2) other Members of PASO, all of whom have the right to vote. Resolutions may be adopted by a majority of the votes cast, except as may otherwise be expressly provided in this Constitution. The resolutions adopted by the General Assembly shall bind all Members of PASO to comply notwithstanding they might not have participated therein.

12.4. The President of PASO, acting as Chair of a General Assembly, shall have the right to cast a vote only in the case of a tie to break the tie.

12.5. If in the opinion of the President an urgent or important matter arises between Ordinary General Assemblies which requires a decision of the Voting Members of PASO before the next Ordinary General Assembly or before an Extraordinary General Assembly can be called or if it is not practicable for an Extraordinary General Assembly to be called, then the President may seek approval of a resolution by the Voting Members of PASO by:

12.5.1. A resolution in writing signed and approved by all Voting Members of PASO. Any such resolution in writing originally signed or transmitted by email, facsimile or other form of communication shall be valid as if it has been passed at the General Assembly. Any such resolution may be signed or transmitted in counterparts consisting of several documents in the same form each signed or transmitted by one (1) or more Voting Members; or by

12.5.2. A resolution by email or other electronic means of voting. At least 72 hours from the time the proposed resolution is sent for electronic vote shall be provided to Voting Members to enable them to cast a vote on the resolution. At least two-thirds of the total number of Voting Members must be in favour of a resolution voted on in this manner for it to be passed.

ARTICLE 13 – POWERS OF THE GENERAL ASSEMBLIES OF PASO

13.1. The powers of the Voting Members of PASO in a General Assembly or by resolution are to:

13.1.1. Make resolutions in accordance with this Constitution;

13.1.2. Elect Honorary Members of PASO and an Honorary Life President upon recommendation of the Executive Board;

13.1.3. Admit new Members of PASO upon recommendation of the Executive Board;

13.1.4. Admonish and/or suspend a Member of PASO, or in the case of an Associate or Honorary Member of PASO or in the case of the Honorary Life President expel the Member. This power of the General Assembly is independent of the power of the Executive Board to execute and enforce the PASO Code of Ethics under Article 17;

13.1.5. Amend this Constitution;

13.1.6. Elect the President, Secretary General, Treasurer, and other members of the Executive Board as provided for in this Constitution;

13.1.7. Remove any member of the Executive Board or the Executive Board as a whole;

13.1.8. Appoint an auditor upon the recommendation of the Executive Board;

13.1.9. Review and consider the annual audited financial statements;

13.1.10. Approve or reject reports that are presented to it for its consideration which reports shall be sent to the Members at least thirty (30) days in advance of the General Assembly at which they are to be considered;

13.1.11. Impose upon any member of PASO that has accepted the responsibility of hosting the Pan American Games such sanctions as are recommended by the Executive Board and are deemed appropriate, which may be of a financial nature, in order to compensate PASO for damages caused in the event that the Organizing Committee for the Pan American Games does not comply with the provisions of this Constitution, the Regulations of the Pan American Games, the Host City Contract, or any other agreement between PASO and the Organizing Committee provided that nothing in this Article of the Constitution and no such sanction in any way limits the right of PASO to pursue such remedies for any such failure to comply under the laws of any jurisdiction and against such parties as PASO may deem appropriate.

13.1.12. Elect, at the Ordinary General Assembly that shall be held two (2) years before the Pan American Games, the Host City of the Pan American Games to be held six (6) years later; and

13.1.13. At the Ordinary General Assembly which shall meet in the year following the Pan American Games, the Members of PASO shall elect the members of the Executive Board of PASO to hold office until the Ordinary General Assembly that is to be held in four (4) years' time.

13.1.14. Dissolve PASO.

13.1.15. The powers shall be exercised in the manner specified in this Constitution.

13.2. Provided that proper notice is given under this Constitution, the Voting Members in a General Assembly may remove any member of the Executive Board, or the Executive Board as a whole, prior to the expiry of their terms of office if the General Assembly decides that a member of the Executive Board or the Executive Board as a whole has engaged in conduct unbecoming an Executive Board member of PASO or has been unable, or has failed without acceptable excuse, to fulfill the duties of an Executive Board member, or of the Executive Board as a whole. Any decision of the General Assembly under this Article must be passed by an affirmative vote of at least three-quarters of the total number of Voting Members of PASO. Before deciding on the removal of a member of the Executive Board, or of the Executive Board as a whole, under this Article, the members of the Executive Board concerned, or the Executive Board as a whole, as the case may be, must be given on reasonable notice.

13.2.1. Particulars of the alleged inability or failure to fulfill his, her, or their duties; and

13.2.2. Reasonable opportunity to be heard at the General Assembly in accordance with the principles of natural justice.

13.2.3. This power of the General Assembly is independent of the power of the Executive Board to execute and enforce the PASO Code of Ethics under Article 17.

13.2.4. In the exercise of its jurisdiction under this article of the Constitution, the General Assembly may appoint such person or persons as in its opinion is or are appropriate, whether from within or outside of PASO, with such terms of reference as it determines appropriate to conduct a fact finding investigation in respect of any alleged failure on the part of a member or members of the Executive Board to fulfill his, her, or their duties as an Executive Board member or members, or alleged failure on the part of the Executive Board as a whole to fulfill its duties, which may or may not, as directed by the General Assembly, include recommendations regarding removal in the event the investigation concludes that there has been a breach of duties as described. Notwithstanding any such recommendations, it remains the unfettered discretion of the General Assembly to remove or not remove a member or members of the Executive Board, or the Executive Board as a whole.

ARTICLE 14 – EXECUTIVE BOARD OF PASO

14.1. The Executive Board of PASO shall consist of:

14.1.1. The President;

14.1.2. Three (3) Vice-Presidents in order of rank;

14.1.3. The Secretary General;

14.1.4. The Treasurer;

14.1.5. Nine (9) Members comprised of three (3) per group of Voting Members of PASO;

14.1.6. The President of the Athletes Commission, ex officio as a voting member;

14.1.7. The President of the Association of Pan American Sport Confederations, ex officio as a non-voting member; and

14.1.8. The Chair of the PASO Juridical Commission, ex officio as a non-voting member;

14.1.9. Such additional members as may be elected or appointed by the Executive Board in order to ensure compliance with the general requirements within the membership of the Executive Board.

14.2. At least 3 voting members of the Executive Board shall be women.

14.3. Except as otherwise provided in this Constitution, each member of the Executive Board has the right to vote at all meetings of the Executive Board and on all resolutions that come before it.

ARTICLE 15 – ELECTION OF THE EXECUTIVE BOARD

15.1. The members of the Executive Board of PASO who are required to be elected shall be elected every four (4) years.

15.2. The terms of office of the elected members of the Executive Board shall commence upon the conclusion of the Ordinary General Assembly at which they are elected held every four (4) years in accordance with this Article and shall expire at the conclusion of the Ordinary General Assembly held four (4) years later. However, except for the ex officio members of the Executive Board, if a member of the Executive Board of PASO ceases to have any affiliation with his or her National Olympic Committee or the support of his or her National Olympic Committee, his or her membership on the Executive Board of PASO may be terminated by resolution of the Executive Board of PASO, and the vacancy created on the Executive Board of PASO shall be filled for the balance of the term of such member as provided for in this Constitution.

15.3. Candidates for the position of President of PASO must have at least three (3) years' experience as a President, Vice-President or Secretary General of their respective National

Olympic Committees or must be the incumbent President of PASO at the time of being nominated and elected.

15.4. No person may be elected President of PASO for more than three (3) consecutive four (4) year terms, and a person who is elected President of PASO to fill a vacancy in the Presidency shall be treated as having served a four (4) year term while filling the vacancy if he or she is elected to fill the vacancy less than two (2) years after the immediately previous Ordinary General Assembly at which the elected members of the Executive Board were elected. All other elected persons on the Executive Board are indefinitely eligible for re-election subject to the eligibility requirements in this Constitution.

15.5. Nominations for the position of President of PASO shall be submitted in writing by the Member of PASO to the General Secretariat of the Organization at least 90 days prior to the election. The Secretary General and/or the Executive Secretary shall circulate the names of such nominees to the Members in writing to all the Members of PASO, the day after the deadline to submit nominations.

15.6. Nominations for all other elected positions of the PASO Executive Board, except for the Secretary General and the Treasurer, shall be submitted in writing at least 60 days prior to the elections. The Secretary General or the Executive Secretary shall circulate the names of such nominees to all the Members of PASO in writing the day after the deadline.

15.7. Candidates for the position of Vice-President of PASO must have at least three (3) years' experience as a President, Vice-President or Secretary General of their respective National Olympic Committees at the time of being nominated and elected.

15.8. Candidates for the position of Secretary General, Treasurer and the nine (9) elected members, three (3) per Group, of the Executive Board must have a minimum of at least three (3) years' experience as a President, Vice-President or Secretary General of their respective National Olympic Committees, or alternatively in the case of the Treasurer, the Treasurer of his or her National Olympic Committee.

15.9. In cases where a National Olympic Committee has a different organizational structure duly established under its constitution or other governing statute, the positions equivalent to those indicated in Articles 15.3, 15.7 and 15.8 shall be taken into account.

15.10. With respect to the election of the three (3) Vice-Presidents, one (1) from each Group, and nine (9) other elected members, three (3) from each Group, of the Executive Board and taking into consideration that there are forty-one (41) PASO Voting Members, three (3) Groups are established in a balanced way and with a preferential geographical inclination. Such Groups are numbered one (1), two (2) and three (3) and they are grouped as set forth below:

GROUP ONE
-BAHAMAS

GROUP TWO
-ANTIGUA & BARBUDA

GROUP THREE
-ARGENTINA

-BELIZE	-BARBADOS	-ARUBA
-BERMUDA	-CAYMAN ISLANDS	-BOLIVIA
-CANADA	-CUBA	-BRAZIL
-COSTA RICA	-DOMINICA	-COLOMBIA
-EL SALVADOR	-GRENADA	-CHILE
-UNITED STATES	-VIRGIN ISLANDS	-ECUADOR
-GUATEMALA	-BRITISH VIRGIN ISLANDS	-GUYANA
-HAITI	-JAMAICA	-PARAGUAY
-HONDURAS	-PUERTO RICO	-PERU
-NICARAGUA	-ST. LUCIA	-SURINAME
-PANAMA	-ST. KITTS & NEVIS	-TRINIDAD & TOBAGO
-MEXICO	-ST. VINCENT & THE GRENADINES	-URUGUAY
-DOMINICAN REPUBLIC	-VENEZUELA	

When the General Assembly approves a new member, it will be placed in one of the three Groups by resolution of the Executive Board, taking into account the principles of equality and balance between the three groups of PASO.

15.11. With the purpose of providing an adequate and equitable representation of the three (3) Groups hereinbefore mentioned in the preceding paragraph, the election of the Executive Board members shall be carried out in the following manner and sequence:

15.11.1. The President of PASO shall be elected, regardless of the Group that he or she belongs to by means of a general election of the Members of PASO participating at the General Assembly. The successful candidate must receive a majority of the votes cast by the Members of PASO present at the General Assembly. If there are more than two candidates for the position of President and none of them receives the required number of votes on the first ballot, the candidate who receives the least number of votes shall be dropped from the ballot and there shall be such successive ballots as may be required and held in the same manner until a candidate is elected.

15.11.2. Likewise, the election of the Vice Presidents of each Group will then take place. The Members of PASO of each Group, through exclusive voting of the Members of PASO from each respective Group meeting privately, will elect its PASO Vice President, without considering his or her numerical order, such that one Vice President is elected by each of the three Groups. The candidate elected for the position of Vice-President of each Group must receive a majority of the votes cast by the Members of PASO from that Group. If there are more than two candidates for the position of Vice President from a Group and none of them receives a majority of votes cast on the first ballot, the candidate of the respective Group who receives the least number of votes shall be dropped from the ballot and there

shall be such successive ballots as may be required and held in the same manner until a candidate is elected.

15.11.3. Next, each Group shall elect its three Members of the Executive Board of PASO in addition to its just elected PASO Vice President. The Members of PASO of each Group, through exclusive voting of the Members of PASO from each respective Group meeting privately will elect three Members of the Executive Board such that three members are elected by each of the three Groups in addition to each Group's PASO Vice President. If there are only three candidates nominated in a Group they will be automatically elected. If there are more than three candidates nominated, there shall be an election in which a candidate must receive a majority of the votes cast by the Members of PASO from that Group. If on the first ballot there are less than three candidates who receive a majority of the votes cast, the candidate of the respective Group who receives the least number of votes shall be dropped from the ballot and there shall be such successive ballots as may be required and held in the same manner until three candidates are elected. However, in the case that eliminating the candidate who receives the least number of votes on a ballot will result in only one candidate being on the next ballot, the candidate who receives the least number of votes shall not be dropped from the next ballot.

15.11.4. In the election of their Vice President and three Members of the Executive Board, each Group must elect at least one woman.

15.11.5. Once the Vice Presidents and Members of the Executive Board from each Group have been declared elected in the manner described herein, all of the Members of PASO at the General Assembly will vote to determine who will become the First, Second and Third Vice-Presidents in that order of election. If there is only one candidate nominated for First or Second Vice-President he or she will be automatically elected. If two or more candidates are nominated for the position of First or Second Vice President, and none of them receives the required number of votes on the first ballot, the candidate who receives the least number of votes shall be dropped from the ballot and there shall be such successive ballots as may be required and held in the same manner until a candidate is elected. The successful candidate must receive a majority of the votes cast by the Members of PASO present at the General Assembly. The Vice President not elected as First or Second Vice President, shall be Third Vice President.

15.11.6. In any of the elections provided for in this Article, if there is a tie for the least number of votes and a candidate is to be dropped from the ballot, a runoff vote shall be held to determine which candidate is to be dropped from the ballot in which case the candidate with the least number of votes shall be dropped from the ballot.

15.11.7. Finally, the Members of PASO present at the General Assembly shall ratify the appointment of the Secretary General and the Treasurer who have been proposed by the elected President of PASO. In order to be ratified, each of the Secretary General and Treasurer in their respective ratifications must receive a majority of the votes cast.

In case the Secretary General and Treasurer proposed by the President do not receive a majority of the votes cast by the General Assembly, the President shall propose new candidates depending on the case, until the indicated percentage of votes is attained by a proposed candidate .

15.12. The President of the Athletes Commission must have competed at a Pan American Games and/or an Olympic Games in a sport on the program of the Olympic Games at the time of his or her election as President, and he or she must be elected to the PASO Athletes Commission at a Pan American Games and elected to be President of the Commission in accordance with regulations in that regard established by the PASO Executive Board.

15.13. The President of ACODEPA shall be elected at a duly constituted ACODEPA general meeting of its Pan American Sport Confederation members by a majority vote of the Sport Confederation members of ACODEPA that represent sports, at the time of the election, that are on the program of the next Olympic Games combined with the non-Olympic sports that are eligible to be included on the program of the Pan American Games.

ARTICLE 16 – MEETINGS OF THE EXECUTIVE BOARD OF PASO

16.1. The Executive Board of PASO shall meet at least twice (2) a calendar year. In each quadrennial a minimum of two meetings of the Executive Board of PASO shall be held at the site of the next Pan American Games.

16.2. The Member of PASO holding an Executive Board meeting or the Organizing Committee of the Pan American Games, in the event that the Executive Board meeting takes place in the country that is the site of the next Pan American Games, shall pay all the administrative expenses of the Executive Board meeting as detailed in Articles 10.11 and 10.12 as well as:

16.2.1. The cost of air transportation in business class for each member of the Executive Board, for the Honorary Life President and for any Honorary Member of PASO who has been invited by the President to attend the Executive Board meeting, to and from the Executive Board meeting;

16.2.2. Accommodation in a double room and board for each of the members of the PASO Executive Board, for the Honorary Life President and for any Honorary Member of PASO who has been invited by the President to attend the Executive Board meeting, and for up to eight members of the PASO Secretariat;

16.2.3. Accommodation in a double room and board for each of the members of the PASO Commissions who are required to be at the Executive Board meetings.

16.3. The President shall issue the summons for each of the Executive Board meetings giving thirty (30) days advance notice, fixing the place, date and time thereof. In cases of grave emergency, the President may issue the summons with such notice as he or she deems appropriate.

16.4. The presence of a majority of the voting members of the Executive Board of PASO with the right to vote shall constitute a quorum required to hold a valid meeting.

16.5. The Honorary Life President may attend meetings of the Executive Board of PASO and is entitled to participate at the meeting but he or she is not entitled to vote. He or she shall have all the rights and privileges of an Executive Board member for all purposes of the meeting except the right to vote. A seat at the meeting shall be reserved for the Honorary Life President beside the President.

16.6. The Honorary Members of PASO may, upon invitation of the President, attend meetings of the Executive Board of PASO and if invited, will be entitled to participate at the meeting but they are not entitled to vote. If invited to attend, Honorary Members shall have all the rights and privileges of an Executive Board member for all purposes of the meeting except the right to vote.

16.7. Each member of the Executive Board is entitled to vote at meetings of the Executive Board except for the President of ACODEPA and the Chair of the Juridical Commission who do not have a vote.

16.8. The President of PASO shall be entitled to a casting vote to break a tie vote.

16.9. Any one (1) or more members of the Executive Board, including the Executive Board as a whole, may participate in any meeting of the Executive Board and vote on any proposed resolution at a meeting of the Executive Board without being physically present. Such meetings may occur by telephone, through video conference facilities or by other means of electronic communication, other than electronic mail (e-mail) communications, provided that prior notice of the meeting is given to all members of the Executive Board, and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any member of the Executive Board in this manner at a meeting shall constitute the presence of that member at that meeting.

16.10. A resolution in writing signed and approved by all members of the Executive Board entitled to vote on that resolution at a meeting of the Executive Board originally signed or transmitted by email, facsimile or other form of visible or other electronic communication shall be valid as if it had been passed at a meeting of the Executive Board. Any such resolutions may be signed or transmitted in counterparts, consisting of several documents in the same form each signed or transmitted by one (1) or more members of the Executive Board.

16.11. If in the opinion of the President an urgent or important matter arises between Executive Board meetings which requires a decision of the Executive Board before its next meeting and it is not practical for a meeting to be held by any of the means provided in this Constitution, the President may seek approval of a resolution by the members of the Executive Board by email or

other electronic means of voting. At least 72 hours from the time the proposed resolution is sent for electronic vote shall be provided to members of the Executive Board to enable them to cast a vote and at least two-thirds of the total number of members of the Executive Board entitled to vote must vote in favour of a resolution voted on by this means for it to be passed, except for a resolution to requisition an Extraordinary General Assembly meeting by the Executive Board in which case a majority of votes in favour of such resolution is required.

ARTICLE 17 – THE POWERS AND DUTIES OF THE EXECUTIVE BOARD

17.1. The powers and duties of the Executive Board of PASO shall be:

17.1.1. To be responsible for all of the affairs of PASO;

17.1.2. To guarantee and protect the celebration and continuity of the Pan American Games;

17.1.3. To prudently manage the finances and investments of PASO and cause annual audited financial statements of PASO to be prepared in accordance with International Financial Reporting Standards and presented to the Ordinary General Assembly;

17.1.4. To approve income and expenditure budgets at least annually for all of PASO's activities;

17.1.5. To appoint such Commissions, Working Groups, and other advisory bodies as it sees fit;

17.1.6. To report annually to the General Assembly on the financial and general state of affairs of PASO. The President, upon request of the Executive Board may so report on behalf of the Executive Board;

17.1.7. To establish, regulate and supervise the organization of all kinds of events, functions, and activities, including without limitation Continental Sport Festivals, and Continental Games of any nature and kind;

17.1.8. To execute and enforce the PASO Code of Ethics, including without limitation, the power to suspend, expel, and ban from engagement in PASO and activities under the jurisdiction of PASO, and to remove from any office or position held. This power of the Executive Board is independent of the power of the General Assembly to remove a member of the Executive Board or the Executive Board as a whole under Article 13;

17.1.9. To execute and enforce the Resolutions of the General Assemblies;

17.1.10. To summon Extraordinary General Assemblies in accordance with this Constitution;

17.1.11. To designate and dissolve Special Commissions informing the next General Assembly about the reasons of their formation or dissolution as well as the results of their efforts;

17.1.12. To assist the Organizing Committee of the Pan American Games or any other Member of PASO which requests assistance;

17.1.13. To appoint from amongst its members a delegate or delegates who shall represent the Executive Board of PASO in dealing with those specific matters, within or outside the area of his or her domicile in accordance with instructions given to him or her by the Executive Board of PASO, including a requirement that he or she renders a full report upon completion of this mission;

17.1.14. To inspect at least one year before the beginning of the Pan American Games, or at any other time that might seem necessary, the sports facilities, which must comply with the technical conditions foreseen by the rules of each sport, as well as to review the organization of the Pan American Games with full and exclusive authority to grant approval thereto, according to the provisions of the Regulations of the Pan American Games.

17.1.15. To approve the dates of the Pan American Games when the Host City is chosen, to approve the sport program for the Games at least three years prior to the Opening Ceremonies of the Pan American Games and communicate this information to its Members, the International Olympic Committee and to the Pan American Sports Confederations or similar sports organizations and to the International Federations.

17.1.16. To admonish and/or suspend a Member of PASO in accordance with this Constitution.

17.1.17. To recommend to the General Assembly that it admonish or reprimand the Organizing Committee for the Pan American Games and the Host NOC in the event that they do not comply with the provisions of this Constitution, the Regulations of the Pan American Games, the Host City Contract signed at the time of the awarding of the Pan American Games or any other written agreements between PASO and the Organizing Committee and take any action that it deems desirable including the suspension or transfer of the Pan American Games, in order to protect the interests of PASO;

17.1.18. To collaborate with the Members of PASO, the Pan American Sports Confederations or similar sports organizations and the International Federations in all matters which may affect the interests of PASO;

17.1.19. To comply with and enforce the resolutions, provisions and agreements of the IOC that have application to PASO and its jurisdiction;

17.1.20. To accept or reject, provisionally, the admission request of new Members of PASO, until the confirmation of the General Assembly of PASO;

17.1.21. To regulate this Constitution and interpret the same, submitting such interpretation for ratification by the following General Assembly of PASO;

17.1.22. To approve and amend without retroactive effect, the Regulations of the Pan American Games and report these amendments to the next General Assembly of PASO;

17.1.23. To review the finances of PASO and to ensure that the budgets which have been approved by the General Assembly are being followed;

17.1.24. To grant the Pan American Olympic Award, the Sports Merit Medal “Mario Vázquez Raña” and the rest of the awards and recognitions considered adequate within the PASO ideals and, always informing the General Assembly of PASO about them;

17.1.25. To consider, study and decide on all matters that may be submitted to it by the Members of PASO, the Pan American Sports Confederations or similar sports organizations, International Federations or the Organizing Committee of the Pan American Games. In addition, the Executive Board shall intervene in all matters that relate to the interpretation and application of this Constitution and the Regulations of the Pan American Games and its decision, with respect to these matters, shall be binding upon all parties;

17.1.26. To carry out such of the objects of PASO as it may deem appropriate from time to time, and to enforce the provisions of the Regulations of the Pan American Games;

17.1.27. To promote a better theoretical and practical understanding among the Members of PASO of methods of teaching and preparation in sports, as well as to sponsor other studies with application to sport and to hold congresses within the discipline of Sports Medicine and other Sports Applied Sciences;

17.1.28. To assist and support, as deemed appropriate and possible, the Members of PASO, as well as other Regional Sports Organizations that develop activities to benefit the development and promotion of sports within the continent;

17.1.29. To approve the program of the Opening, Closing and Awards Ceremonies as prepared by each Organizing Committee of the Pan American Games, within the provisions of the Regulations of the Pan American Games;

17.1.30. To negotiate all contracts related to the production and distribution of the television, Internet and the radio rights as well as any other electronic platforms or other means relative to the Pan American Games;

17.1.31. To bring to the attention of the Members of PASO, and to the corresponding commissions for study, consideration and recommendation, all proposals or motions which involve modifications to the Constitution, so that the Members of PASO shall receive the same, together with the report of the corresponding commission and the opinion of the Executive Board, at least sixty (60) days before the Opening of the General Assembly which is to study and resolve them;

17.1.32. To monitor the organization of the Pan American Games to ensure that they are held in conditions which demonstrate a responsible concern for environmental issues;

17.1.33. To approve the Pan American Solidarity Programs which are to be submitted to it for its consideration;

17.1.34. To enact regulations in furtherance of this Constitution;

17.1.35. To exercise all the powers of PASO, except those that are by this Constitution or by law expressly directed or required to be exercised by the General Assembly or that are otherwise restricted by this Constitution;

17.1.36. To decide on all matters that are not expressly provided for under this Constitution, which shall be by reference to and analogy to the Olympic Charter if the Olympic Charter makes provision for the matter under consideration;

17.1.37. To extend or abridge any time provided for in this Constitution.

17.2. The Executive Board may delegate any of its powers to any one or more of the Executive Board members, to any PASO Commission, to the President or Secretary General, to any PASO employee, or to any other individual or organization.

ARTICLE 18 – POWERS AND DUTIES OF THE MEMBERS OF THE EXECUTIVE BOARD OF PASO

18.1. The President shall be responsible for implementing the strategic plans and policies of PASO. The President shall have, subject to the authority of the Executive Board, general supervision of the affairs of PASO.

18.2. The President shall, when present, chair the meetings of the Executive Board and shall chair the General Assemblies of PASO.

18.3. The President shall have such other duties and powers as the Executive Board may assign to him or her and as may be otherwise set out in this Constitution.

18.4. The President is the official spokesperson of PASO.

18.5. The President may delegate any of the powers of the President with respect to management of the affairs of PASO to the Secretary General or to any other member of the Executive Board or to any employee of PASO.

18.6. The President of PASO shall serve as Vice-President of the Americas on the Executive Council of ANOC, subject to the ANOC Constitution.

18.7. The President of PASO shall represent the Pan American Sports Organization having the following powers and authority, which may be limited or increased by the Ordinary General Assembly:

18.7.1. General power of attorney for litigation and collections, with full general authority including special matters that require a special power or clause according to the legislation, with no limitation and with the scope referred to in the first paragraph of article two thousand five hundred and fifty four, article two thousand five hundred and eighty seven and article two thousand five hundred and seventy four of the Civil Code of Mexico City, and the corresponding Civil Codes of the Mexican United States.

The following powers are included but not limited to:

I.- Dismiss; II.- Compromise; III.- Submit to arbitration; IV.- Replication and statement of the parties; V.- Surrender of property; VI.- Challenge to judges VII.- Receive payments; VIII.- File civil and criminal complaints and dismiss them when the legislation allows it and grant pardon as the case may warrant; IX.- Collaborate with the Attorney General; and X.- Bring and settle any legal action, including appeal hearings.

18.7.2. General power of attorney for acts of management, according to the terms provided in the second paragraph of article two thousand five hundred and fifty four of the Civil Code of Mexico City and the corresponding Civil Codes of the Mexican United States.

18.7.3. General power of attorney for acts of ownership, according to the terms provided in the third paragraph of article two thousand five hundred and fifty four of the Civil Code of Mexico City and the corresponding Civil Codes of the Mexican United States.

18.7.4. Representation for the purpose of labor matters, according to the terms provided in article eleven of the Labor Law including the following powers: a.- Act before labor unions with which collective labor contracts are established and before any collective conflict; b.- Act before personally considered employees and before any individual conflict; c.- In general for any labor relationships and before any labor and social services authority

referred to in article five hundred and twenty three of the Labor Law; d.- Appear in the Federal Conciliation and Arbitration Commissions, whether Local or Federal, representing labor matters for the effect of articles eleven, forty six and forty seven of the same Law and to certify capacity in trials or outside of them, according to the terms of article six hundred and ninety two of the same Law; e.- Appear in examination of the parties, according to the terms of articles seven hundred and eighty seven and seven hundred and eighty eight of said Law, with authority for the replication of statement and examination of the parties; f.- Indicate addresses to receive notifications according to the terms or article eight hundred and seventy six of the same Law; g.- Appear with full legal authority in the hearing referred to in article eight hundred and seventy three of the same Law in its three phases of claim and exceptions, and offer and admission of proof, as well as to appear in hearings for filing of documentary evidence; h.- Propose settlement agreements, execute transactions, take any kind of decisions, negotiate and enter into labor agreements and act as a director, administrator or manager in any kind of trials and labor procedures before any authority: i.- Enter into labor agreements and terminate them; and, j.- Appear in the Mexican Institute of Social Security, the Federal Housing Fund and the Federal Workers Consumption Fund, as well as in any process required regarding the Retirement Savings Fund.

18.7.5. Authority to grant, subscribe, accept, endorse and negotiate in general any kind of negotiable instruments according to the terms of article ninth of the General Law of Titles and Credit Operations, as well as to carry out the credit operations regulated by said Law.

18.7.6. Authority to open and cancel bank accounts; issuing checks against checking accounts funds and carry out any kind of operations through electronic banking, as well as to authorize, appoint and revoke the persons that may carry out said acts.

18.7.7. Authority to grant and revoke general and special powers, with specific faculty to grant the same authority.

18.8. The Vice-Presidents shall represent the interests of PASO in his or her Group and bring to the attention of the PASO Executive Board any issues and matters of concern that may arise in his or her Group.

18.9. The First Vice President shall have the duty to assist the President and shall substitute for the President, if the necessity arises.

18.10. The Second Vice President shall have the duty to assist the President and shall substitute for the first Vice-President if the necessity arises.

18.11. The Third Vice-President shall have the duty to assist the President and shall substitute for the second Vice-President if the necessity arises.

18.12. The Secretary General shall be the chief operating officer of PASO and shall be responsible for the day to day management and operations of PASO under the direction of the President.

18.13. Without limiting the generality of the provisions of Articles 18.5 and 18.12 above, represent the Pan American Sports Organization in the absence of the President or by specific delegation of authority from him/her of the matters regarding the Organization, with the following powers and authority, which may be limited or increased by the Ordinary General Assembly:

18.13.1. General power of attorney for litigations and collections, with full general authority including special matters that require a special power or clause according to the legislation, with no limitation and with the scope referred to in the first paragraph of article two thousand five hundred and fifty four, article two thousand five hundred and eighty seven and article two thousand five hundred and seventy four of the Civil Code of Mexico City, and the corresponding Civil Codes of the Mexican United States.

The following powers are included but not limited to:

I.- Dismiss; II.- Compromise; III.- Submit to arbitration; IV.- Replication and statement of the parties; V.- Surrender of property; VI.- Challenge to judges VII.- Receive payments; VIII.- File civil and criminal complaints and dismiss them when the legislation allows it and grant pardon as the case may warrant; IX.- Collaborate with the Attorney General; and X.- Bring and settle any legal action, including appeal hearings.

18.13.2. General power of attorney for acts of management, according to the terms provided in the second paragraph of article two thousand five hundred and fifty four of the Civil Code of Mexico City and the corresponding Civil Codes of the Mexican United States.

18.13.3. Representation for the purpose of labor matters, according to the terms provided in article eleven of the Labor Law including the following powers: a.- Act before labor unions with which collective labor contracts are established and before any collective conflict; b.- Act before personally considered employees and before any individual conflict; c.- In general for any labor relationships and before any labor and social services authority referred to in article five hundred and twenty three of the Labor Law; d.- Appear in the Federal Conciliation and Arbitration Commissions, whether Local or Federal, representing labor matters for the effect of articles eleven, forty six and forty seven of the same Law and to certify capacity in trials or outside of them, according to the terms of article six hundred and ninety two of the same Law; e.- Appear in examination of the parties, according to the terms of articles seven hundred and eighty seven and seven hundred and eighty eight of said Law, with authority for the replication of statement and examination of the parties; f.- Indicate addresses to receive notifications according to the terms or article eight hundred and seventy six of the same Law; g.- Appear with full legal authority in the hearing referred to in article eight hundred and seventy three of the same Law in its three phases of claim and exceptions, and offer and admission of proof, as well as to appear in hearings for filing of documentary evidence; h.- Propose settlement agreements, execute transactions, take any kind of decisions, negotiate and enter into labor agreements and act as a director,

administrator or manager in any kind of trials and labor procedures before any authority: i.- Enter into labor agreements and terminate them; and, j.- Appear in the Mexican Institute of Social Security, the Federal Housing Fund and the Federal Workers Consumption Fund, as well as in any process required regarding the Retirement Savings Fund.

18.13.4. Authority to grant, subscribe, accept, endorse and negotiate in general any kind of negotiable instruments according to the terms of article ninth of the General Law of Titles and Credit Operations, as well as to carry out the credit operations regulated by said Law.

18.13.5. Authority to open and cancel bank accounts; issuing checks against checking accounts funds and carry out any kind of operations through electronic banking, as well as to authorize, appoint and revoke the persons that may carry out said acts.

18.13.6. Authority to grant and revoke general and special powers, with specific faculty to grant the same authority.

18.14. The Secretary General shall have such other duties and powers as the Executive Board, or the President acting on behalf of the Executive Board, may assign to him or her and as may be otherwise set out in this Constitution.

18.15. The duties of the Treasurer shall be:

18.15.1. To exercise supervisory powers in respect of the custody of PASO's funds and securities;

18.15.2. To exercise supervisory powers in respect of the keeping of full and accurate accounts of receipts and disbursements in books belonging to PASO;

18.15.3. To exercise supervisory powers in respect of the deposit of all money and other valuable securities or effects in the name and to the credit of PASO in such depositories as may be designated by the Executive Board from time to time;

18.15.4. To render to the President and the Executive Board at its regular meetings, or whenever the President or the Executive Board may require it, an account of the finances of PASO;

18.15.5. To present to the President and the Executive Board, upon request, any or all of the books and accounts of PASO kept under the Treasurer's supervision;

18.15.6. To present a Treasurer's report to each Annual General Assembly of PASO reporting on the financial affairs of PASO for the immediately preceding calendar year and for the then current year to the date of the General Assembly.

The Treasurer shall render such assistance as is required by the auditor appointed by the General Assembly of PASO in the preparation of PASO's Annual Financial Statements and Auditor's Report, and shall review and recommend approval of PASO's Annual Financial Statements and Auditor's Report to the Executive Board.

The Treasurer shall also perform such other duties as may from time to time be determined by the Executive Board, or by the President acting on behalf of the Executive Board.

Upon retirement or removal from office, the Treasurer shall immediately return to PASO all books, papers, vouchers, money and other records or property in the Treasurer's possession or under the Treasurer's control, belonging to PASO or for which PASO is responsible.

18.16. The duties of the Group Members shall be to provide support for the work of their respective PASO Vice-Presidents in their respective Groups and to perform such other duties as the Executive Board, or the President acting on behalf of the Executive Board, may assign to them or may be otherwise set out in the Constitution.

18.17. The duties of the President of the Athletes Commission are to represent the interests of the athletes of the Americas.

18.18. The duties of the President of the Association of Pan American Sport Confederations are to represent the interests of the Confederations and ACOGPA.

18.19. The duties of the President of the Juridical Commission are to provide advice and counsel on all matters of a juridical nature that come before the Executive Board.

18.20. If a vacancy arises in the office of President, the First Vice-President shall assume the office of President for the period until the next Ordinary General Assembly, at which time the office of President shall be filled by election as provided in Article 15 for the balance of the term of the vacated position, provided that if when the vacancy arises the summons for the next Ordinary General Assembly has already been sent the election shall not take place at that Ordinary General Assembly but rather shall take place at the next succeeding Ordinary General Assembly after that or at an Extraordinary General Assembly summoned by the Executive Board to take place prior to the next succeeding Ordinary General Assembly, respecting always the election timelines set out in Article 15.

18.21. When the First Vice President assumes the office of President as provided for in this Constitution, he or she shall have all the same power and authority as the President, and he or she shall continue to perform his or her duties as a Vice President.

18.22. If a vacancy arises in the position of First Vice President, the Second Vice President shall become the First Vice President for the balance of the term of the vacated position, and the Third Vice President shall become Second Vice President for the balance of the same term and shall

thereupon cease to hold the position of Third Vice President. At the next Ordinary General Assembly, or at an earlier Extraordinary General Assembly if summoned for this purpose by the Executive Board, a new Vice President shall be elected by and for the Group whose Vice Presidency has become vacant as provided for in Article 15, respecting always the timelines set out in that Article. The Vice President of the Group then elected shall serve as Vice President of the Group and as Third Vice President of PASO for the balance of the same term.

18.23. If a vacancy arises in the position of Second Vice President, the Third Vice President shall become the Second Vice President for the balance of the term of the vacated position and shall thereupon cease to hold the position of Third Vice President. At the next Ordinary General Assembly, or at an earlier Extraordinary General Assembly if summoned for this purpose by the Executive Board, a new Vice President shall be elected by and for the Group whose Vice Presidency has become vacant as provided for in Article 15, respecting always the timelines set out in that Article. The Vice President of the Group then elected shall serve as Vice President of the Group and as Third Vice President of PASO for the balance of the same term.

18.24. If a vacancy arises in the position of Third Vice President, at the next Ordinary General Assembly, or at an earlier Extraordinary General Assembly if summoned for this purpose by the Executive Board, a new Vice President shall be elected by and for the Group whose Vice Presidency has become vacant as provided for in Article 15, respecting always the timelines set out in that Article. The Vice President of the Group then elected shall serve as Vice President of the Group and as Third Vice President of PASO for the balance of the vacated term.

18.25. A person who resigns as Vice President of his or her Group shall be deemed to also resign as a ranked Vice President of PASO, and a person who resigns as a ranked Vice President of PASO shall be deemed to also resign as Vice President of his or her Group.

18.26. If a vacancy arises in the position of a Group Member, at the next Ordinary General Assembly, or at an earlier Extraordinary General Assembly if summoned for this purpose by the Executive Board, a new Group Member shall be elected by and for the Group that has had a Group Member position become vacant as provided for in Article 15, respecting always the timelines set out in that Article. The Group Member then elected shall serve in such capacity for the balance of the vacated term.

18.27. When filling a vacancy in the position of a Group Vice President or Group Member the provisions of Article 15.11.4 shall be respected.

18.28. If a vacancy arises in either the position of Secretary General or the position of Treasurer, the Executive Board may elect or appoint a person proposed by the President to fill the vacated position until the next Ordinary General Assembly, or until an earlier Extraordinary General Assembly if summoned for this purpose by the Executive Board, at which General Assembly that person or any other person who may be proposed by the President shall be ratified in accordance with Article 15, to fill the vacancy for the balance of the term of the position on the Executive Board.

18.29. All of the Group elected members of the PASO Executive Board shall inform the President and Executive Board of any and all issues affecting PASO or the Olympic Movement that arise within their Group and shall collaborate with the President and Executive Board in the resolution of such issues for the betterment of PASO and the Olympic Movement.

ARTICLE 19 – PASO ELECTED ANOC EXECUTIVE COUNCIL MEMBERS

19.1. As provided in Article 18 the elected President of PASO shall be the Vice President of ANOC for the Americas, subject to the ANOC Constitution.

19.2. In the year of the expiry of the terms of office of the three (3) other members of the ANOC Executive Council elected to those positions by the PASO General Assembly, at the PASO Ordinary General Assembly in that year, or at an Extraordinary General Assembly in that year if summoned for this purpose by the Executive Board, the PASO General Assembly shall elect three (3) persons to become the three (3) other members of the ANOC Executive Council from the Americas for the ensuing four (4) year ANOC Executive Council term. To be eligible for election a candidate must be either the President, Secretary General, or a Vice-President of his or her National Olympic Committee at the time of his or her nomination and at the time of election.

19.3. If a vacancy arises in one of the PASO elected positions on the ANOC Executive Council, the Executive Board may elect or appoint a person to fill the vacancy, in the case of the Vice President of ANOC until the next General Assembly of PASO at which a President is elected, and in the case of any of the three (3) other elected position until the next General Assembly of PASO at which a person shall be elected for the balance of the term of the position on the ANOC Executive Council.

ARTICLE 20 – PASO SEAL

20.1. PASO may have a corporate seal in the form approved from time to time by the Executive Board. If a corporate seal is approved by the Executive Board, the Secretary General shall be the custodian of the corporate seal.

ARTICLE 21 – EXECUTION OF DOCUMENTS

21.1. Contracts, documents or instruments in writing of any kind requiring the signature of PASO may be signed by the President. The President may delegate this authority to the Secretary General or to any one or more of the Vice Presidents of PASO. All contracts, documents or instruments in writing of any kind so signed shall be binding on PASO without further authorization or formality. The Executive Board shall have power from time to time by resolution to appoint any one or more of the President, Secretary General, Vice Presidents, or any other person or persons on behalf of PASO either to sign contracts, documents or instruments in writing of any kind generally or to sign specific contracts, documents or instruments in writing of any kind.

21.2. Any persons authorized to sign any document may affix the corporate seal, if any, of PASO to the document. The President or Secretary General may certify a copy of any instrument, resolution, Bye-law or other document of PASO, including without limitation this Constitution, to be a true copy of it.

ARTICLE 22 – BANKING ARRANGEMENTS

22.1. The banking business of PASO shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business anywhere in the Americas or elsewhere in the world as the Executive Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the President or Secretary General and/or other persons as the Executive Board may by resolution from time to time designate, direct or authorize.

ARTICLE 23 – BORROWING POWERS

23.1. The Executive Board of PASO may:

23.1.1. Borrow money on the credit of PASO;

23.1.2. Issue, reissue, sell, pledge or hypothecate debt obligations of PASO;

23.1.3. Give a guarantee on behalf of PASO; and

23.1.4. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of PASO owned or subsequently acquired, to secure any debt obligations of PASO.

ARTICLE 24 – NOTICES

24.1. Any notices given by or required to be given under this Constitution must be in writing but may be sent by such means including email or any other electronic means as determined by the Secretary General.

24.2. A notice delivered personally to a person or to an address shall be deemed to have been given when so delivered. A mailed notice shall be deemed to have been given seven days after it is deposited at a post office or in a public letter box. A notice sent by any means of facsimile, email or other electronic means or any other form of transmitted or recorded communication shall be deemed to be given on the next day at the place of transmission.

24.3. Except as otherwise required by law, any person entitled to notice under this Constitution may waive such requirement of notice.

ARTICLE 25 – INDEMNITY

25.1. The President, the Vice Presidents, the Secretary General and every member of the Executive Board in exercising the power and discharging the responsibilities of the President, the Vice Presidents, the Secretary General and of Executive Board members, shall act honestly and in good faith with a view to the best interests of PASO. Subject to this Rule, PASO shall indemnify the President, the Vice Presidents, the Secretary General, and each member of the Executive Board in respect of:

25.1.1. Liability to any person other than PASO for any act or omission in their capacity as President, Vice President, Secretary General and as a member of the Executive Board; or

25.1.2. Costs incurred by any such person in defending or settling any claim or proceeding relating to any such liability; or

25.1.3. Liability, not being criminal liability, arising from any such act or omission.

ARTICLE 26 – THE PAN AMERICAN GAMES

26.1. The Pan American Games shall be celebrated every four (4) years in the year preceding the Summer Olympic Games unless otherwise determined by the General Assembly of PASO and shall be organized in accordance with this Constitution, the Regulations of the Pan American Games and the Olympic Charter. In the case of a conflict between the provisions of the Olympic Charter and the provisions of this Constitution and/or the Regulations of the Pan American Games, the provisions of the Olympic Charter shall prevail.

26.2. The Pan American Games are competitions between athletes in individual or team events and not between countries. They bring together the athletes entered in the Games for such purpose by their respective NOCs, whose entries have been accepted by PASO and who through their sports performances compete under the technical direction of the Pan American Sports Confederations and the International Federations, subject to the authority of PASO.

26.3. The authority of last resort on any question concerning the Pan American Games rests with PASO, and in particular the PASO Executive Board.

26.4. Members of PASO together with a City within their respective countries may apply to PASO for the honor of hosting the Pan American Games. Applications shall be submitted in the following form and terms:

26.4.1. No later than the 31st of January of the year in which the Ordinary General Assembly selection of the site of the Pan American Games is to take place, interested Voting Members of PASO shall deliver to the President of PASO:

26.4.1.1. A Letter of Intent from the National Olympic Committee approving the candidature of the Applicant City to apply to organize the Pan American Games.

26.4.1.2. A Letter of Intent from the highest government authority of the Applicant City undertaking to respect the PASO Constitution, the Regulations of the Pan American Games and the conditions prescribed in the Guide for Applicant Cities.

26.4.1.3 A Letter signed by the highest authority of the Regional Government, the State or Province in which the Applicant City for the Games is located, undertaking to respect the PASO Constitution, the Regulations of the Pan American Games and any agreement entered by PASO with the Applicant City and/or the Organizing Committee.

26.4.1.4. A Letter signed by the highest governmental authority of the country in which the Applicant City is located in which the Government guarantees to PASO that it will respect the PASO Constitution, the Regulations of the Pan American Games and any agreement entered into by PASO with the Applicant City and/or the Organizing Committee, and making a firm guarantee to grant access to the country for athletes, sport leaders, officials, judges, representatives of the media and other participants during the Pan American Games duly accredited by their respective National Olympic Committees.

26.4.2. On the 1st of February of the same year, the President of PASO shall inform by electronic means or by telephone all the Members of PASO, about the Letters of Intent that have been received. If any of these letters is withdrawn, the President shall promptly notify the Members of PASO accordingly by the same means.

26.4.3. Not later than the 30th of April of the same year following the submission of the Letters of Intent, each Applicant City shall complete its application by making a deposit of fifty thousand U.S. dollars (U.S. \$50,000.00) to PASO, and supplying the information requested in the Regulations for the Pan American Games and the Guide for the Candidate Cities applying to host the Pan American Games.

26.4.4. On the 1st day of May of the same year, the President of PASO shall notify all Members of PASO which Applicant Cities have delivered a Letter of Intent, the required deposit, and supplied the required information and have thus become Candidate Cities. In

the event that any Candidate City withdraws its candidacy the President shall notify immediately all Members of PASO in the same manner.

26.4.5. The Pan American Games shall be awarded openly and regardless of the Group to which the country of the Candidate City belongs. It shall be decided by a secret ballot and the successful Candidate City shall need a majority of the votes cast of the Members of PASO present with the right to vote. In the case of several candidates, and if none receives the required number of votes on the first ballot, the Candidate City with the least number of votes will be eliminated. In the event that two or more Candidate Cities tie with the least number of votes, a special election will take place between those two Candidate Cities and the Candidate City with the least number of votes in the special election will be eliminated from the next ballot and the City or Cities with the higher number of votes will be presented for voting on the next ballot. In the same manner, the voting shall proceed until a city has secured a majority of the votes cast of the Members of PASO present at the General Assembly with the right to vote. In case of a tie between the last two candidates, then further additional elections will be held until the tie is broken.

26.4.6. The deposits made to complete the applications shall be returned to the unsuccessful Candidate Cities.

26.4.7. Upon being awarded the right to host the Pan American Games, the successful City shall make an additional payment of two hundred and fifty thousand U.S. dollars (U.S. \$250,000.00) to PASO and shall commit to PASO that it will organize the General Assemblies of PASO and Executive Board Meetings which shall take place at the site of the Pan American Games in accordance with the provisions of this Constitution and it shall be responsible to pay those expenses outlined in Articles 10.11 and 10.12, and Article 16.2 with respect to the hosting of those General Assemblies and Executive Board Meetings.

26.4.8. The City and the Member of PASO which have been granted the right to organize the Games, but which do not carry out their commitments, shall forfeit any and all deposits and payments made by either of them to PASO, unless in the opinion of the General Assembly good and justifiable reasons exist to return the deposits to the corresponding City or National Olympic Committee.

26.4.9. Upon selecting the site for the Pan American Games, PASO shall enter into a written Agreement with the successful now Host City and the Host NOC, which shall specify in detail the obligations incumbent upon them in the organizing and staging of the Pan American Games. This Agreement shall be called the Host City Contract and shall contain such terms as PASO determines appropriate. The Host NOC and the Host City are jointly and severally liable for all commitments entered into individually and collectively concerning the organization and staging of the Pan American Games. The Host City Contract shall be signed immediately upon the selection of the City as the host for the Pan American Games. The Host City Contract shall govern the contractual relationship between the Host City, the Organizing Committee, and PASO.

26.4.10. The Pan American Games shall be organized in accordance with this Constitution and the Regulations of the Pan American Games, in coordination with the Continental Sport Confederations and/or the International Federations.

26.4.11. The Sports Program of the Pan American Games with respect to sports, disciplines and events, shall be as provided for in the Regulations of the Pan American Games. The PASO Executive Board may take any exceptional measure regarding the Program of the Games in order to benefit the Members of PASO.

ARTICLE 27 – OBLIGATIONS OF THE NATIONAL OLYMPIC COMMITTEE HOSTING THE PAN AMERICAN GAMES

27.1. The National Olympic Committee, reporting to PASO, is the highest authority ensuring that the Host City complies with the obligations set forth in the Constitution, as well as those set forth in the Host City Contract.

27.2. The Host National Olympic Committee shall cause an Organizing Committee to be created that shall have the status of a legal person in its country. The executive body of the Organizing Committee shall take into account the various local factors which may contribute to the success of the Games and shall include representatives of the Host City, the President of the NOC, and at least one additional nominee of the NOC President. The President of the National Olympic Committee, as a rule, shall not be the President of the Organizing Committee. The establishment and incorporation of the Organizing Committee shall be carried out and communicated in writing in full detail by the National Olympic Committee to the President of PASO within ninety (90) days following the date on which the site of the Games was granted.

27.3. The Host National Olympic Committee, as the Representative of PASO, is responsible for overseeing the work of the Organizing Committee and the progress made in the organization and preparations for the Games, as well as reporting periodically to the PASO Executive Board as and when requested to do so.

27.4. The National Olympic Committee shall keep the President of PASO informed with respect to the organizational and financial situation of the Pan American Games, with special emphasis on those aspects regarding the Pan American Village and the works being carried out on the sports facilities.

27.5. The Host National Olympic Committee shall participate in the execution of the marketing programs for the Games, exclusively within its own territory, and oversee the agreement made in this regard between the Organizing Committee and PASO.

27.6. The Host National Olympic Committee shall, together with the National Federations involved, contribute to the design of the Project of the Official Program of the Games.

27.7. The Host National Olympic Committee shall, together with the Organizing Committee, encourage full cooperation with the International Federations and/or Pan American Confederations to ensure compliance with the technical requirements for each sport.

27.8. The Host National Olympic Committee shall be represented at the highest level of authority of the Organizing Committee by its President and by at least one other Representative.

27.9. The Host National Olympic Committee, the Organizing Committee and Host City shall ensure that no other important meeting or event, national or international, takes place in the Host City itself, in the vicinity of the Host City, or in the other competition sites outside of the Host City, during the Pan American Games or during the preceding or following week, without the consent of the PASO Executive Board.

ARTICLE 28 – PAN AMERICAN GAMES ORGANIZING COMMITTEE

28.1. The Organizing Committee, which must have the status of a legal person in its country, shall take the responsibility to organize the Games. It shall function by virtue of the powers assigned to it by the National Olympic Committee of the Host Country, the Host City, by PASO, and by its assumption of the Host City Contract, guaranteeing the fulfillment of the responsibilities conferred upon it by this Constitution.

28.2. Cases of conflict, controversies or disparity between the Organizing Committee and the National Olympic Committee, shall be submitted to the President of PASO for final decision which shall be binding upon all parties.

28.3. The Organizing Committee shall have its headquarters in the Host City of the Pan American Games.

28.4. The Organizing Committee shall have amongst others the following obligations:

28.4.1. To plan, organize, finance, promote and stage Pan American Games;

28.4.2. To plan and carry out simultaneously with the Pan American Games a program of cultural activities and exchange of information on subjects of general interest to the National Olympic Committees of the Americas;

28.4.3. To plan, promote and host Pan American Sports Congresses and the Pan American Congress on Sports Medicine on dates to be fixed by agreement between PASO and the Organizing Committee;

28.4.4. To plan the Opening, Closing and Awards Ceremonies of the Pan American Games and the design of the Medals and Diplomas submitting the said plans and design to the PASO Executive Board for its approval a minimum of six months prior to the opening of the Pan American Games;

28.4.5. To provide appropriate competition and training venues for each sport and the Pan American Village for the athletes and officials, as well as other facilities required for the Games, all of which shall be fully completed at least ninety (90) days prior to the inauguration date of the Games;

28.4.6. To prepare and organize the Sports Program to be approved by the Executive Board of PASO on the recommendation of its Technical Commission, acting in coordination with the Host National Olympic Committee, the Continental Sports Federations and the International Federations;

28.4.7. To hold test events in each of the sports included on the program of the Games during the six months preceding the Opening Ceremony of the Games or at such other times as may be approved by the Executive Board of PASO;

28.4.8. To organize test events in all facilities using all systems including timing results, score boards and technical services for the media required for the Pan American Games;

28.4.9. To provide representatives of the news media duly accredited by their respective National Olympic Committees or by the Organizing Committee with the facilities and services that are necessary for the fulfillment of their functions.

ARTICLE 29 – FINANCIAL OBLIGATIONS OF THE PAN AMERICAN GAMES ORGANIZING COMMITTEE

29.1. The Organizing Committee shall make the following payments to PASO:

29.1.1. Pay PASO Ten (10%) Percent of the face value of all tickets, irrespective of any tax that may be payable thereon or that is included in the face value price, sold at the Opening and Closing Ceremonies of the Pan American Games.

29.1.2. Out of the sports competition of the Pan American Games, the Organizing Committee shall pay PASO Ten (10%) Percent of the face value of all tickets, irrespective of any tax that may be payable thereon or that is included in the face value, sold for the competitions of each sport. PASO, after receiving such amount will distribute it amongst the Pan American Sports Confederations according to the total amount of tickets sold for the events under the jurisdiction of the respective Pan American Sports Confederations.

29.1.3. In case that any tickets are given away as a courtesy or promotion by the Organizing Committee of the Pan American Games either for the Opening Ceremonies, the Closing Ceremonies or the Sports Competitions, Ten (10%) Percent of the equivalent value of the tickets shall be paid to PASO unless written arrangements are made with the President of PASO to the contrary.

29.1.4. Pay the cost of air transportation in economy class, except for the Executive Board Members and Honorary Members of PASO, whose tickets shall be business class, as well as the cost of food and lodging during the duration of the Pan American Games for the President or his designate and the Secretary General of each Member of PASO that takes part at the Pan American Games, the Members of the Executive Board of PASO, the Honorary Members of PASO, the Members of the PASO Commissions required at the Games, up to eight (8) Members of the PASO Secretariat, and the Presidents of each Pan American Sport Confederation whose sport is on the program of the Games.

29.1.5. Pay the sum of Fifty Thousand (\$50,000.00 U.S.) U.S. dollars to PASO to guarantee the publication and presentation of the Pan American Games Memoirs. When the memoirs are approved by the PASO Executive Board and delivered to PASO, the deposit shall be returned to the Organizing Committee.

29.2. The payments to be made by the Organizing Committee to PASO pursuant to the provisions of Articles 29.1.1, 29.1.2, and 29.1.3 hereof shall be paid within 15 days after the completion of the Closing Ceremonies and the payments pursuant to paragraphs 29.1.4 and 29.1.5 shall be paid not less than 45 days before the Opening Ceremonies of the Pan American Games.

29.3. In addition to the foregoing, the Organizing Committee shall:

29.3.1. Fully pay for the local expenses (food, lodging and transportation) of all duly accredited athletes, officials and other personnel of the National Olympic Committees in attendance lodged at the Pan American Village;

29.3.2. In those exceptional cases in which the PASO Executive Board authorizes the Organizing Committee to house athletes and/or officials outside the Pan American Village, the local expenses (food, lodging and transportation) for those athletes and/or officials shall be fully paid by the Organizing Committee;

29.3.3. To pay the cost of participation of eleven (11) athletes and one (1) official from each Member of PASO including without limitation, economy airfare, food and housing at the Pan American Village;

29.3.4. If there are sub-sites in the Pan American Games, the Organizing Committee shall pay the economy airfare, food and housing for a sub-Chef de Mission of each National Olympic Committee delegation at each site for those National Olympic Committees that take part in the sports held at that sub-site;

29.3.5. To provide airfare, meals and accommodation and other appropriate local transportation for working visits of members of the Executive Board of PASO, the PASO Coordination Commission, the PASO Technical Commission, and other PASO Commissions in their official visits to assist the Organizing Committee to plan for the Pan American Games;

29.3.6. To pay the cost of air transportation in economy class, as well as accommodation in double rooms and lodging during their stay, of the International Judges and Referees appointed to officiate in their respective sports during the Pan American Games;

29.3.7. Notwithstanding obligations of the Organizing Committee to PASO concerning Marketing, Licensing, Broadcasting Rights and Commercialization as referred to in the Constitution, the Organizing Committee shall enter into a Formal Agreement with PASO which details all commercial matters pertaining to PASO's rights and properties prior to commencing any commercial revenue generating activities;

29.3.8. To provide international quality broadcasting of at least ten (10) hours duration per day during the Pan American Games at no cost to PASO; such an Agreement between the Organizing Committee and the TV Producer must be completed at least two years before the Pan American Games, with the approval of the Executive Board of PASO.

ARTICLE 30 – RIGHTS AND OBLIGATIONS OF THE MEMBERS OF PASO AT THE PAN AMERICAN GAMES

30.1. The Members of PASO shall constitute, organize and lead their respective sports delegations at the Pan American Games. They decide on the entry of athletes proposed by their respective National Federations. Such selection shall be based not only on the sport performance of an athlete but also on his or her ability to serve as an example to the sporting youth of his or her country. The Members of PASO must ensure that the entries proposed by the National Federations comply in all respects with the provisions of the PASO Constitution and the Regulations of the Pan American Games.

30.2. The Members of PASO shall provide for the equipment, transportation and accommodation of the members of their delegations. They shall contract for the latter's benefit adequate insurance covering the risk of death, disability, illness, medical and pharmaceutical expenses and third party

liability. They are responsible for the behavior of the members of their delegations during the celebration of the Pan American Games.

30.3. The Members of PASO have the sole and exclusive authority to prescribe and determine the clothing and uniforms to be worn, and the equipment to be used, by the members of their delegations on the occasion of the Pan American Games and in connection with all sports competitions and ceremonies related thereto. This exclusive authority does not extend to specialized equipment used by athletes of their delegations during the actual sports competitions. For the purposes of this rule, specialized equipment shall be limited to such equipment acknowledged by the Member of PASO concerned as having a material effect on the performance of athletes, due to the specialized characteristics of the equipment. Any publicity in respect of any such specialized equipment must be submitted to the Member of PASO concerned for approval if there is any reference, express or implied, to the Pan American Games.

30.4. Any competitor in the Pan American Games must be a national of the country of the NOC that is entering such competitor in the Games.

30.5. A competitor who is a national of two or more countries at the same time may represent either one of them, as he or she may elect. However, after having represented one country in the Pan American Games or Olympic Games, or in world or regional championships recognized by the relevant Pan American Sport Confederation, and/or the corresponding International Federation, he or she may not represent another country unless he or she meets the conditions set forth in paragraph 30.6 below that apply to persons who have changed their nationality or acquired a new nationality.

30.6. A competitor who has represented one country in the Pan American Games or Olympic Games, or in world or regional championships recognized by the relevant Pan American Sport Confederation and/or the corresponding International Federation; and who has changed his or her nationality or acquired a new nationality, may participate in the Pan American Games to represent his or her new country provided that at least three years have passed since the competitor last represented his or her former country. This period may be reduced or even cancelled, with the agreement of the NOCs and the Pan American Sport Confederations concerned, by the Executive Board of PASO, which takes into account the circumstances of each case.

30.7. All matters relating to the determination of the country that a competitor may represent in the Pan American Games shall be resolved by the Executive Board.

30.8. Only Voting Members, and Associate Members if and to the extent and on such terms as may be permitted by the Executive Board of PASO, may enter competitors in the Pan American Games. The right of final acceptance of entries rests with the Executive Board of PASO.

30.9. The Members of PASO shall only exercise such rights upon the recommendations for entries given by their National Federations. If the Member of PASO approves thereof, it shall transmit such entries to the Organizing Committee. The Organizing Committee must acknowledge their receipt.

Each Member of PASO must investigate the validity of the entries proposed by the National Federations and ensure that no one has been excluded for political, ideological, religious, language, gender, racial, ethnic, or sexual orientation reasons, or by reason of other forms of unlawful discrimination.

30.10. As a condition precedent to participation in the Pan American Games, every competitor shall comply with all provisions contained in the PASO Constitution and the Regulations of the Pan American Games, the World Anti-Doping Code, and the technical regulations of each sport. It is the responsibility of each Member of PASO that enters a competitor to ensure that such competitor is fully aware of and complies with the PASO Constitution, the Regulations of the Pan American Games, and the World Anti-doping Code.

30.11. Should there be no National Federation for a particular sport in a country which has a recognized NOC, the latter may enter competitors individually in such sport in the Pan American Games subject to the approval of the Executive Board of PASO considering the position of the Pan American Sport Confederation governing such sport.

30.12. In case of a conflict between a National Federation, the National Olympic Committee and a Pan American Sport Confederation or an International Federation, the Executive Board of PASO, by proposal of its Technical Commission, may decide upon the entry of the athletes in the Pan American Games with all the obligations and prerogatives, assuring with this the protection and guarantee of the athletes' rights.

30.13. Each Member of PASO shall pay PASO a registration fee of fifty dollars (U.S. \$50.00) for each athlete and official entered to compete or to act as an NOC Team Official at the Pan American Games. This payment shall be made at the time that the delegation's nominal entry is filed.

ARTICLE 31 – PASO MARKETING RIGHTS

31.1. The Pan American Games are the exclusive property of PASO which owns all rights and data relating thereto, in particular and without limitation, all rights relating to the organization, exploitation, broadcasting, recording representation, reproduction, access and dissemination in any form and by any means or medium whatsoever, whether now existing or developed in the future. PASO shall determine the conditions of access to and the conditions of any use of data relating to the Pan American Games and to the competitions and sports performances of the Pan American Games. All benefits derived from the celebration of the Pan American Games shall be used for the development of the Olympic Movement and sport in the Americas.

31.2. PASO shall retain exclusive property in all Television, Internet and Radio Rights of the Pan American Games and shall negotiate the licensing of those rights on such terms and conditions as may be determined by the PASO Executive Board including without limitation the sale of those

rights and transferring of the same to third parties. Advertising time may be subsequently sold as part of a sponsorship package or on any other basis that may be deemed appropriate in the sole discretion of the PASO Executive Board.

31.3. The PASO Executive Board may allow by written approval, the Organizing Committee of the Pan American Games and/or the Host National Olympic Committee to develop an emblem for the Games which shall be registered in the name of the Host National Olympic Committee with the appropriate copyright and trademark rights pertinent to the country and/or territory in which the Pan American Games are celebrated to exploit Marketing and Licensing opportunities associated with the celebration of the Pan American Games.

31.4. The PASO Executive Board shall approve the design of the Organizing Committee's emblem provided that there is no risk of confusing such emblem with PASO's emblem, the emblem of any of the Members of PASO or any other emblem created by the Host National Olympic Committee in relation to the celebration of the Pan American Games and provided further that the conditions set out in numeral 2 of this Article have been fully complied with.

31.5. In addition to the provisions contained in Articles 31.1 and 31.2, the Organizing Committee must meet the following conditions:

31.5.1. The emblem must be designed in such a way that it is clearly identifiable as being connected with the organization of the Pan American Games.

31.5.2. The distinctive element of the emblem cannot be limited to the sole name or abbreviation of such name of the country or the Host City of the Pan American Games.

31.5.3. The distinctive element of the emblem cannot contain mottos, designations or other generic expressions which give the impression of being universal or international in nature.

31.6. The Organizing Committee of the Pan American Games may use the approved emblem to exploit its domestic marketing program and all sponsorship categories other than those designated as International Sponsorship categories. All contracts for the sale of sponsorship rights and the domestic marketing programs shall be approved in advance and in writing by PASO in order to preserve the exclusivities of the International Sponsors. The Organizing Committee shall pay PASO 5% of the revenues of the domestic marketing program after deduction of all expenses.

31.7. The PASO President will be responsible for, subject to the provisions of Article 31.9, negotiating and signing all contracts relating to sponsorship of the Pan American Games. The PASO President shall provide full particulars of any and all such sponsorship contracts to the Executive Board.

31.8. Without in any way limiting any other provision of this Constitution, PASO is the owner of all rights in and to the Pan American Games and in and to all Pan American Games properties which have the potential to generate revenues or which have no potential to generate revenues.

31.9. The PASO Executive Board shall have the exclusive right to transfer, sell and/or cede, totally or partially, any of PASO's rights regarding the marketing of the Pan American Games established in this Constitution.

ARTICLE 32 – VARIANCE BY HOST CITY CONTRACT

Any provision of the Constitution relating to the Pan American Games and any provision of the Regulations of the Pan American Games is subject to and may be varied by the Host City Contract.

ARTICLE 33 – DISPUTE RESOLUTION AND APPEALS

33.1. Decisions made under the PASO Anti-Doping Rules (the "Rules") shall be appealed as provided in the Rules.

33.2. Subject to Article 33.1 immediately above, any dispute relating to the Pan American Games shall in the first instance be submitted to the Executive Board of PASO for resolution. Any party to the Executive Board decision, any person who is the subject of the decision although not a party to it, or any person who is directly affected by the decision although not a party to it may submit the decision exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which will resolve the dispute definitively in accordance with the Code of sports-related arbitration. The time limit for the appeal is twenty-one days after communication of the Executive Board decision to the appealing party.

33.3. Subject to Article 33.1 above, any other decisions made by the Executive Board of PASO, any admonishment, suspension, or expulsion of a Member, Associate or Honorary Member of PASO by the General Assembly, any removal of an Executive Board member by the General Assembly, any dispute relating to the election of the President, Secretary General, Treasurer and other members of the Executive Board of PASO as provided for in this Constitution, any dispute relating to the election of the Host City of the Pan American Games, and any other dispute relating to the affairs and operations of PASO, that is final in nature (i.e. where there is no further appeal or formal requirement for review or mediation within PASO) may be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which will resolve the dispute definitively in accordance with the Code of sports-related arbitration. The time limit for appeal is the earlier of twenty-one days after communication of the decision or matter in dispute to the appealing party, or twenty-one days after the election in the case of elections, whichever shall first occur.

ARTICLE 34 – AMENDMENTS TO THE CONSTITUTION

34.1. In order to amend the Constitution:

34.1.1. Notice of the proposed amendment(s) must be circulated 60 days in advance of the General Assembly at which the amendment(s) is (are) to be considered.

34.1.2. A minimum of 32 Members of PASO, duly accredited, must be present at the General Assembly.

34.1.3. At least two thirds of the voting delegates present at the General Assembly must be in favor of the proposed amendment.

All the amendments shall be implemented immediately.

ARTICLE 35 – TRANSITORY PROVISIONS

35.1. This Constitution was adopted by the Extraordinary General Assembly of PASO held in Brasilia, Brazil, on May 4th, 2016.

35.2. Consistent with the resolution taken, the previous Statute is abrogated.

35.3. The adoption and amendment of this Constitution shall not affect the previous operation of any Article that is amended or repealed nor the validity of any act done or right, privilege, obligation or liability acquired or incurred under, nor the validity of any contract or agreement made under, this Constitution, or any predecessor Statute, prior to its adoption or amendment. All elections and resolutions of the General Assembly and of the Executive Board with continuing effect passed under this Constitution or any predecessor Statute prior to its amendment shall continue to be good and valid until amended or repealed, except to the extent of any inconsistency with this Constitution following its adoption or amendment.

Neven Ilic Alvarez
President

Ivar Sisniega Campbell
Secretary General

This is to certify that this Constitution was duly adopted by the PASO General Assembly at its LV General Assembly held in Prague, Czech Republic, on Saturday, November 4th, 2017.



**Neven Ilic Alvarez
President**

**Ivar Sisniega
Secretary General**