



## **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 8<sup>th</sup>, 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 Panam Sports 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;

“Panam Sports” means the Pan American Sports Organization;

“President” means the President of Panam Sports unless the context requires otherwise;

“Regulations” means the regulations made by the 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. Panam Sports 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. Panam Sports 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 Panam Sports.

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 Panam Sports' 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 Panam Sports 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 2, 1998, through which Panam Sports remained juridically organized, integrated and registered as a non-profit Civil Association of Mexican Nationality.

3.2. The headquarters registered office of Panam Sports 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 Panam Sports sub-offices established at such locations as may be approved by the Executive Board.

### **ARTICLE 4 – PANAM SPORTS'S OBJECTS**

4.1. The objects of Panam Sports 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 Panam Sports' 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 Panam Sports, 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 Panam Sports.

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 Panam Sports.

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 Panam Sports and all others connected with Pan American sport to take measures that reflect such concerns in their activities.

4.1.24. To ensure that Panam Sports 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 Panam Sports including without limitation an Ethics Commission, Finance Commission, and Legal 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 Panam Sports shall be Spanish and English. In case of conflict in the texts, the Spanish version shall prevail.

5.2. The Motto of Panam Sports approved by the V<sup>th</sup> General Assembly held in the City of Mexico on March 9<sup>th</sup>, 1954, is “AMÉRICA, ESPÍRITO, SPORT, FRATERNITÉ”.

5.3. The LV General Assembly held in the City of Prague on November 4<sup>th</sup>, 2017, with the approval of the IOC, adopted a new Emblem of and for Panam Sports. The Emblem of Panam Sports includes an inner and outer circle enclosing between the two circles the words Panam Sports at the top and Organization at the bottom. The Emblem has two contrasting colours of blue and within the inner circle a depiction of the Americas in white. Spaced below the outer circle are the Olympic Rings. The Emblem may be used with or without the Olympic Rings.

5.4. The Flag is rectangular in shape, white in color and twice as long as it is wide, with the Panam Sports 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 Panam Sports Anthem, belong exclusively to Panam Sports.

## ARTICLE 6 – MEMBERSHIP

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

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

ANTIGUA AND BARBUDA	
ARGENTINA	GUATEMALA
ARUBA	GUYANA
BAHAMAS	HAITI
BARBADOS	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 Executive Board are approved for admission to membership by the Panam Sports General Assembly.

6.3. The Associate Members of Panam Sports 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 Panam Sports such a sport governing organization must apply for membership in such manner as is prescribed by the Executive Board and must be approved for admission to membership by the Panam Sports General Assembly on recommendation of the Executive Board. There may be only one Associate Member of

Panam Sports 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 Panam Sports pursuant to Article 13.1.2.

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

6.6. If a Voting Member of Panam Sports has its rights and privileges suspended by the IOC, it shall thereupon immediately have its rights and privileges suspended in Panam Sports. Once the suspension of any such Voting Member is lifted by the IOC, Panam Sports 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 Panam Sports so long as the suspension continues.

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

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 Panam Sports General Assembly, or

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

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

6.7.4. Acts in any way detrimental to the interests of Panam Sports, the Executive Board may admonish, and/or suspend the rights and privileges of the Panam Sports 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 Associate Member whether the Associate Member is to be expelled from membership in Panam Sports.

6.8. Before deciding whether to admonish, and/or suspend a Member of Panam Sports, 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 Executive Board and shall cease to be a member of Panam Sports on the date specified in the notice or the earlier date of acceptance of the resignation by the 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 Panam Sports suspended, or in the case of an Associate or Honorary Member or Honorary



Life President is expelled from Panam Sports, or otherwise ceases to be a Member of Panam Sports, any financial obligations owed to Panam Sports remain owing to Panam Sports notwithstanding the resignation, suspension or expulsion of the Member from Panam Sports, or other cessation of membership in Panam Sports.

## **ARTICLE 7 – RIGHTS OF THE MEMBERS OF PANAM SPORTS**

7.1. The Voting Members of Panam Sports have the following rights:

7.1.1. To vote at Panam Sports 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 Panam Sports. 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 Panam Sports 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 Panam Sports which may be useful for the resolution of any issue in which Panam Sports has jurisdiction.

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

## **ARTICLE 8 – DUTIES OF THE MEMBERS OF PANAM SPORTS**

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

## **ARTICLE 9 – GOVERNING BODIES**

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

## **ARTICLE 10 – GENERAL ASSEMBLIES**

10.1. The General Assembly is the supreme governing body of Panam Sports.

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. Subject to the application of either of Articles 10.5 and 10.6 below, 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.

10.4. The Executive Board shall decide on the date and place, or means in the case of the application of either of Articles 10.5 or 10.6 below, of the remaining Ordinary General Assemblies to be held, taking into consideration the applications of any Members of Panam Sports that have applied to host any of the remaining Ordinary General Assemblies.

10.5. If Panam Sports makes available a telephonic, video conference, or other electronic communication facility that enables all persons entitled to attend and participating in a General Assembly to hear each other and have their voice heard effectively and simultaneously, any person, NOC, or Organization entitled to attend the General Assembly may do so by means of the just described communication facility that Panam Sports has made available. Notice of the General Assembly must be given as hereinafter provided and any person, NOC, or Organization participating in this manner at a General Assembly shall constitute the presence of that person, NOC, or Organization at that General Assembly.

10.6. The Executive Board, and in the case of a General Assembly requisitioned under article 10.9.1 the requisitioning NOCs, may determine that a General Assembly shall be held entirely by means of telephonic, video conference, electronic or other communication facility that enables all persons entitled to attend and to participate in the General Assembly to hear each other and to have their voice heard effectively and simultaneously during the meeting.

10.7. For the purposes of the above Articles 10.5 and 10.6, the telephonic, video conference, electronic or other communication facility must permit votes to be conducted at the General Assembly through the communication facility such that:

- (a) the votes are gathered in a manner that permits their subsequent verification; and
- (b) the tallied votes may be presented to the General Assembly in the event of a secret ballot without it being possible for Panam Sports to identify how a voter cast their vote.

10.8. A notice summoning an Ordinary General Assembly stating the date, time and venue, or means in the case of the application of either of paragraphs 10.5 or 10.6 above, shall be sent to the Members at least 90 days prior to the General Assembly.

10.9. 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.

10.10. 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.

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

10.11.1. 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;

10.11.2. President's report;

10.11.3. Secretary General's report;

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

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

10.11.6. Any elections as set out in this Constitution;

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

10.11.8. Any other matters properly brought before the Assembly.

10.12. 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:

10.12.1. By written requisition of at least two thirds of the Voting Members of Panam Sports; or

10.12.2. By the Executive Board.

10.13. 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:

10.13.1. 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;

10.13.2. 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;

10.13.3. 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.

10.14. The Member of Panam Sports 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:

10.14.1. 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.

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

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

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

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

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

10.15. 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.

10.16. In the case that a Member of Panam Sports is proposing to hold an Ordinary or Extraordinary General Assembly of Panam Sports, 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 PANAM SPORTS**

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

11.2. Each Voting Member of Panam Sports shall be entitled to cast one (1) vote at all General Assemblies of Panam Sports 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 Panam Sports, 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 Panam Sports upon the invitation of the President; and

11.3.4. The members of the 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 Panam Sports 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 Panam Sports 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 PANAM SPORTS GENERAL ASSEMBLIES**

12.1. The quorum for a General Assembly shall be a majority of the total number of Voting Members of Panam Sports. 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 Panam Sports and seconded by at least two (2) other Members of Panam Sports, 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 Panam Sports to comply notwithstanding they might not have participated therein.

12.4. The President of Panam Sports, 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 Panam Sports 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 Panam Sports by:

12.5.1. A resolution in writing signed and approved by all Voting Members of Panam Sports. 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 PANAM SPORTS**

13.1. The powers of the Voting Members of Panam Sports 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 Panam Sports and an Honorary Life President upon recommendation of the Executive Board;

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

13.1.4. Admonish and/or suspend a Member of Panam Sports, or in the case of an Associate or Honorary Member of Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports and the Organizing Committee provided that nothing in this Article of the Constitution and no such sanction in any way limits the right of Panam Sports to pursue such remedies for any such failure to comply under the laws of any jurisdiction and against such parties as Panam Sports 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 Panam Sports shall elect the members of the Executive Board to hold office until the Ordinary General Assembly that is to be held in four (4) years' time.

13.1.14. Dissolve Panam Sports.

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 Panam Sports 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 Panam Sports. Before deciding on the removal of a member of the Executive Board, or of the Executive 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 Panam Sports 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 Panam Sports, 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**

14.1. The Executive Board 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 Panam Sports;

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 Panam Sports Legal 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 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 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 may be terminated by resolution of the Executive Board, and the vacancy created on the Executive Board 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 Panam Sports 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 Panam Sports at the time of being nominated and elected.

15.4. No person may be elected President of Panam Sports for more than three (3) consecutive four (4) year terms, and a person who is elected President of Panam Sports 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 Panam Sports shall be submitted in writing by the Member of Panam Sports 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 Panam Sports, the day after the deadline to submit nominations.

15.6. Nominations for all other elected positions of the 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 Panam Sports in writing the day after the deadline.

15.7. Candidates for the position of Vice-President of Panam Sports 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 members of the Executive Board of their respective National Olympic Committees.

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) Panam Sports 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  
-BELIZE  
-BERMUDA  
-CANADA  
-COSTA RICA  
-EL SALVADOR  
-UNITED STATES  
-GUATEMALA  
-HAITI  
-HONDURAS  
-NICARAGUA  
-PANAMA  
-MEXICO  
-DOMINICAN REPUBLIC

**GROUP TWO**

-ANTIGUA & BARBUDA  
-BARBADOS  
-CAYMAN ISLANDS  
-CUBA  
-DOMINICA  
-GRENADA  
-VIRGIN ISLANDS  
-BRITISH VIRGIN ISLANDS  
-JAMAICA  
-PUERTO RICO  
-ST. LUCIA  
-ST. KITTS & NEVIS  
-ST. VINCENT & THE GRENADINES

**GROUP THREE**

-ARGENTINA  
-ARUBA  
-BOLIVIA  
-BRAZIL  
-COLOMBIA  
-CHILE  
-ECUADOR  
-GUYANA  
-PARAGUAY  
-PERU  
-SURINAME  
-TRINIDAD & TOBAGO  
-URUGUAY  
-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 Panam Sports.

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 Panam Sports shall be elected, regardless of the Group that he or she belongs to by means of a general election of the Members of Panam Sports participating at the General Assembly. The successful candidate must receive a majority of the votes cast by the Members of Panam Sports 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 Panam Sports of each Group, through exclusive voting of the Members of Panam Sports from each respective Group meeting privately, will elect its Panam Sports 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 Panam Sports 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 in addition to its just elected Panam Sports Vice President. The Members of Panam Sports of each Group, through exclusive voting of the Members of Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports. 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 Panam Sports 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 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**

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

16.2. The Member of Panam Sports 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 Panam Sports 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 Executive Board, for the Honorary Life President and for any Honorary Member of Panam Sports who has been invited by the President to attend the Executive Board meeting, and for up to eight members of the Panam Sports Secretariat;

16.2.3. Accommodation in a double room and board for each of the members of the Panam Sports 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 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 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 Panam Sports may, upon invitation of the President, attend meetings of the Executive Board 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 Legal Commission who do not have a vote.

16.8. The President of Panam Sports 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 shall be:

- 17.1.1. To be responsible for all of the affairs of Panam Sports;
- 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 Panam Sports and cause annual audited financial statements of Panam Sports 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 Panam Sports' 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 Panam Sports. 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 Panam Sports Code of Ethics, including without limitation, the power to suspend, expel, and ban from engagement in Panam Sports and activities under the jurisdiction of Panam Sports, 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 Panam Sports which requests assistance;
- 17.1.13. To appoint from amongst its members a delegate or delegates who shall represent the Executive Board 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, 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 Panam Sports 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 Panam Sports 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 Panam Sports;

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

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

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

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

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 Panam Sports;

17.1.23. To review the finances of Panam Sports 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 PANAM SPORTS ideals and, always informing the General Assembly of Panam Sports about them;

17.1.25. To consider, study and decide on all matters that may be submitted to it by the Members of Panam Sports, 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 Panam Sports 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 Panam Sports 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 Panam Sports, 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 Panam Sports, 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 Panam Sports 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 Panam Sports, 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 Panam Sports Commission, to the President or Secretary General, to any Panam Sports employee, or to any other individual or organization.



## **ARTICLE 18 – POWERS AND DUTIES OF THE MEMBERS OF THE EXECUTIVE BOARD**

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

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

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 Panam Sports.

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

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

18.7. The President of Panam Sports 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 Panam Sports in his or her Group and bring to the attention of the 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 Panam Sports and shall be responsible for the day to day management and operations of Panam Sports 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 Panam Sports' 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 Panam Sports;

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 Panam Sports 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 Panam Sports;

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

18.15.6. To present a Treasurer's report to each Annual General Assembly of Panam Sports reporting on the financial affairs of Panam Sports 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 Panam Sports in the preparation of Panam Sports' Annual Financial Statements and Auditor's Report, and shall review and recommend approval of Panam Sports' 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 Panam Sports all books, papers, vouchers, money and other records or property in the Treasurer's possession or under the Treasurer's control, belonging to Panam Sports or for which Panam Sports is responsible.

18.16. The duties of the Group Members shall be to provide support for the work of their respective Panam Sports 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 ACODEPA.

18.19. The duties of the President of the Legal 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports, and a person who resigns as a ranked Vice President of Panam Sports 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 Executive Board shall inform the President and Executive Board of any and all issues affecting Panam Sports 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 Panam Sports and the Olympic Movement.

## **ARTICLE 19 – PANAM SPORTS ELECTED ANOC EXECUTIVE COUNCIL MEMBERS**

19.1. As provided in Article 18 the elected President of Panam Sports 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 Panam Sports General Assembly, at the Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports 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 Panam Sports at which a person shall be elected for the balance of the term of the position on the ANOC Executive Council.

## **ARTICLE 20 – PANAM SPORTS SEAL**

20.1. Panam Sports 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 Panam Sports 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 Panam Sports. All contracts, documents or instruments in writing of any kind so signed shall be binding on Panam Sports 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 Panam Sports 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 Panam Sports to the document. The President or Secretary General may certify a copy of any instrument, resolution, Bye-law or other document of Panam Sports, including without limitation this Constitution, to be a true copy of it.

## **ARTICLE 22 – BANKING ARRANGEMENTS**

22.1. The banking business of Panam Sports 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 may:

23.1.1. Borrow money on the credit of Panam Sports;

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

23.1.3. Give a guarantee on behalf of Panam Sports; and

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

## **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 Panam Sports. Subject to this Rule, Panam Sports 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 Panam Sports 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 Panam Sports and shall be organized in accordance with this Constitution, the Regulations of the Pan American Games and the Host City Contract.

26.2. The dates of the Pan American Games are determined by the Executive Board.

26.3. The duration of the competition of the Pan American Games shall not exceed 16 days, save for exceptional circumstances as determined by the Executive Board.

26.4. 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 Panam Sports 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 Panam Sports.



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

26.6. The honor and responsibility of hosting each edition of the Pan American Games, subject to Article 31.1, are entrusted by Panam Sports to a City in the Americas which is elected to be the Host City.

26.7. The Executive Board determines the procedure to be followed leading up to the election of a Host City.

26.8. The election of a Host City is the prerogative of the General Assembly.

26.9. Save in exceptional circumstances, the election of a Host City shall take place 6 years before the celebration of the Games.

26.10. Any City of the Americas, with the approval by the NOC of its country, may apply to Panam Sports for the honor and responsibility of hosting the Pan American Games. If there are two or more cities in the same country that wish to apply to host the Games, only one city from that country may apply, as decided by the NOC of the country concerned.

26.11. From the day of submission to Panam Sports of an application to host the Pan American Games, the NOC of the Applicant City's country shall supervise and shall be responsible for the actions and conduct of the Applicant City and its Bid Committee in relation to the application and the Applicant City's candidature to host the Pan American Games.

26.12. Each Applicant City must comply with the Panam Sports Constitution, the Panam Sports Regulations of the Pan American Games, and with any other regulations or requirements issued by the Executive Board including without limitation the Candidate City Guidelines.

26.13. Applications shall be submitted in the following form and on the following terms:

26.13.1. No later than the 31<sup>st</sup> of January of the year in which the General Assembly selection of the site of the Pan American Games is to take place, interested NOC Members of Panam Sports shall deliver to the President of Panam Sports:

26.13.1.1. A Letter of Intent from the NOC approving the candidature of the Applicant City to apply to organize the Pan American Games.

26.13.1.2. A Letter signed by the highest government authority of the Applicant City undertaking to respect the Panam Sports Constitution, the Regulations of the Pan American Games and the Candidate City Guidelines.

26.13.1.3. 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 Panam Sports Constitution, the Regulations of the Pan American Games and any agreements entered by Panam Sports with the Applicant City and/or the Organizing Committee including, without limitation, the Host City Contract.

26.13.1.4. A Letter signed by the highest governmental authority of the country in which the Applicant City is located in which the Government guarantees to Panam Sports that it will respect the Panam Sports Constitution, the Regulations of the Pan American Games and any agreements entered into by Panam Sports with the Applicant City and/or the Organizing Committee including, without limitation, the Host City Contract. The Letter shall include a firm legally binding guarantee to, or be accompanied by a legally binding instrument that guarantees 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 on nomination by their respective National Olympic Committees, or by the relevant Pan American Sport Confederation and/or International Federation, or by the Executive Board.

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

26.13.3. Not later than the 30<sup>th</sup> 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 Panam Sports, and supplying the information requested in the Regulations for the Pan American Games and the Questionnaire for Candidate Cities applying to host the Pan American Games.

26.1.3.4. Any Applicant City that failed to meet these requirements by the April 30<sup>th</sup> deadline shall thereby be disqualified from becoming a Candidate City for that edition of the Pan American Games.

26.13.5. On the 1<sup>st</sup> day of May of the same year, the President of Panam Sports shall notify all Members of Panam Sports in the manner stated above which Applicant Cities have delivered a Letter of Intent, the required deposit, and supplied the required information and have thus become Candidate Cities.

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

26.14. Each Candidate City shall provide such financial guarantees for the Games as may be determined by the Executive Board. The Executive Board will decide whether such guarantees shall be issued by the Candidate City, by any other competent local, regional or national public authorities, by a third party or parties, or by any combination of these.

26.15. For each edition of the Pan American Games, the President will appoint an Evaluation Commission in order to evaluate the candidacies of each Candidate City. The Evaluation Commission shall include a member of the Executive Board, a member of the Technical Commission, a member of the Athletes Commission, a representative of ACODEPA, and a representative of the Americas Paralympic Committee. The President may appoint experts or other qualified persons to assist the Evaluation Commission in its work. Nationals of Candidate Cities' countries are not eligible to be members of the Evaluation Commission.

26.15.1. The Evaluation Commission shall study the candidatures of each Candidate City, inspect the Candidate Cities, the proposed sites of all competition and non-competition venues, and all aspects of the Candidate Cities and their candidatures that relate in any way to the proposals of the Candidate Cities.

26.15.2. The Evaluation Commission shall submit a written report to Panam Sports within such timeframe prior to the election of the Host City as the Executive Board shall determine.

26.15.3. Following submission of the report of the Evaluation Commission, and after each Candidate City has been given the opportunity to present its candidature to the General Assembly within the time and parameters prescribed by the Executive Board, the election of the Host City will take place.

26.16. The election of the Host City by in the General Assembly shall be conducted without regard to the Groups to which the countries of the Candidate Cities belongs and in accordance with Article 11 of this Constitution. It shall be decided by a secret ballot and the successful Candidate City shall need a majority of the votes cast of the NOC Members of Panam Sports present with the right to vote.

26.16.1. In the case of a single candidate, the Chair of the General Assembly may waive the requirement for a secret ballot and declare the Candidate City elected by acclamation or conduct a vote accepting the candidature by whatever means he/she deems appropriate.

26.16.2. 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 Candidate City has secured a majority of the votes cast by of the NOC Members of Panam Sports present at the General Assembly with the right to vote. In the case of a tie between the last two Candidate Cities, then further additional elections will be held until the tie is broken.

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

26.18. Upon being awarded the right to host the Pan American Games, the successful City, now Host City, shall make an additional payment of two hundred and fifty thousand U.S. dollars (U.S. \$250,000.00) to Panam Sports, due and payable within thirty (30) days of the election of the Host City, and shall commit to Panam Sports that it will organize the General Assemblies of Panam Sports 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 of this Constitution with respect to the hosting of the General Assemblies and Executive Board Meetings.

26.19. A Host City that has been granted the honor and responsibility to organize the Games, but which does not carry out its commitments, shall forfeit any and all deposits and payments made to Panam Sports, unless in the opinion of the General Assembly good and justifiable reasons exist to return the deposits to the Host City.

26.20. Immediately upon the election of the Host City, Panam Sports shall enter into a written Agreement with the 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 Panam Sports determines appropriate. 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, the Host NOC, and Panam Sports.

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

26.22. The Sports Program of the Pan American Games shall be determined in accordance with the Regulations of the Pan American Games.

#### **ARTICLE 27 – LOCATION, SITES AND VENUES OF THE PAN AMERICAN GAMES**

27.1. The Opening and Closing Ceremonies must take place in the Host City.

27.2. Unless the Executive Board authorizes the organization of certain events in other cities, sites or venues in the same country but outside of the Host City, all sports competitions must take place in the Host City of the Pan American Games.

27.3. The Opening and Closing Ceremonies must take place in the Host City itself. The location, sites and venues for any sports or other events of any kind must all be approved by the Executive Board.

27.4. Any change to the location, site or venue of a sport or other event from that which was presented in the candidature at the time of the Host City election must be approved by the Executive Board before any action on it may be taken.

27.5. The organization, staging, and media coverage of the Pan American Games shall not be impaired in any way by any other event taking place in the Host City, in the vicinity of the Host City, or in other competition sites and venues outside the Host City. In this regard, 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 Executive Board.

#### **ARTICLE 28 – OBLIGATIONS OF THE NATIONAL OLYMPIC COMMITTEE HOSTING THE PAN AMERICAN GAMES**

28.1. The Host National Olympic Committee, reporting to Panam Sports, 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.

28.2. 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 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 Host National Olympic Committee to the President of Panam Sports within ninety (90) days following the date on which the Host City was elected.

28.3. The Host National Olympic Committee, as the Representative of Panam Sports, 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 Executive Board as and when requested to do so.

28.4. The Host National Olympic Committee shall keep the President of Panam Sports 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.

28.5. 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 Panam Sports.

28.6. 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.

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

## **ARTICLE 29 – PAN AMERICAN GAMES ORGANIZING COMMITTEE**

29.1. From the time it is constituted, the Organizing Committee reports directly to the Executive Board, and from the time it is constituted until it is liquidated and dissolved, the Organizing Committee shall conduct all its activities in accordance with the Panam Sports Constitution and Regulations of the Pan American Games, the Host City Contract, any other Panam Sports regulations, and instructions from the Executive Board.

29.2. 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 Panam Sports, and by its assumption of the Host City Contract, guaranteeing the fulfillment of the responsibilities conferred upon it by this Constitution.

29.3. Cases of conflict, controversies or dispute between the Organizing Committee and the National Olympic Committee, shall be submitted to the President of Panam Sports for final decision which shall be binding upon all parties.

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

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

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

29.5.2. 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;

29.5.3. 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 Panam Sports and the Organizing Committee;

29.5.4. 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 Executive Board for its approval a minimum of six months prior to the Opening Ceremony of the Pan American Games;

29.5.5. 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 Opening Ceremony of the Games;

29.5.6. To plan, organize and stage the Sports Program in accordance with the Regulations of the Pan American Games;

29.5.7. 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;

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

29.5.9. To provide representatives of the news media duly accredited on nomination 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.

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

## **ARTICLE 30 – PAN AMERICAN GAMES COORDINATION COMMISSION**

30.1. To improve the organization of the Games and to facilitate the understanding of preparations for the Games, the President shall appoint a Pan American Games Coordination Commission (“Coordination Commission”). The mandate of the Coordination Commission includes the following:

30.1.1. to monitor the progress of the Organizing Committee in all aspects with regard to the organization of the Games;

30.1.2. to review and examine any particular aspect of the organization of the Games including, without limitation, the Organizing Committee itself;

30.1.3. to advise and assist the Organizing Committee within the limited scope of its ability to do so;

30.1.4. to help with liaison between the Organizing Committee, on the one hand, and on the other hand, Panam Sports, the Pan American Confederations and/or International Federations, and the NOCs;

30.1.5. to help resolve any differences that may arise between or among any of the just mentioned parties;

30.1.6. to ensure that the Pan American Confederations and/or International Federations and the NOCs are kept informed by the Organizing Committee, or on the Coordination Commission's own initiative, of progress with regard to the organization of the Games;

30.1.7. to ensure that the Executive Board is kept informed of progress with regard to the organization of the Games and any and all matters of importance collateral thereto;

30.1.8. to monitor the efforts of the Organizing Committee, and provide advice and direction where and when appropriate, to pursue arrangements of beneficial cooperation with NOCs such as in the areas of air transport, freight, rental of accommodation for additional officials, and procedures for allocating tickets to the Pan American Confederations and/or International Federations, NOCs and appointed travel agencies;

30.1.9. to suggest to the Organizing Committee and to determine, subject to approval by the Executive Board,

30.1.9.1. arrangements at the competition and training venues and accommodation and facilities at the Pan American Village,

30.1.9.2. costs of participation, accommodation and related services to be provided by the Organizing Committee,

30.1.9.3. provisions for transport and accommodation of participants and officials and other matters which, in its opinion, concern the well-being of competitors and officials and their ability to perform their necessary functions at the Games;

30.1.10. to inspect competition, training and other facilities, and to report thereon in respect of any matters it may be unable to resolve to the Executive Board;

30.1.11. to ensure that the Organizing Committee responds appropriately to the views of the Pan American Confederations and/or International Federations, the NOCs and their Chefs de Mission;

30.1.12. to carry out after the Pan American Games an analysis relating to the organization of the Games and to report on such to the Executive Board;

30.1.13 to ensure that the Organizing Committee co-operates with and participates in a post-Games debrief event in the Host City of the next Pan American Games with the Organizing Committee of those Games and Panam Sports;

30.1.14. to exercise any additional authority or to carry out any other instructions conferred on it by the Executive Board;

30.1.15. in the event a matter arises that the Coordination Commission determines it is unable to resolve, or in respect of which any party refuses to act in accordance with its decision, it shall immediately report such matter and the full circumstances thereof to the Executive Board and the Executive Board shall decide upon the matter. The Executive Board decision is final and binding on all concerned parties who shall act in accordance with it;

30.1.16. during the Pan American Games, the duties of the Coordination Commission shall revert to the Executive Board. The Chairperson of the Coordination Commission is required to attend any meeting of the Executive Board during the Games on the request of the President.

#### **ARTICLE 31 – LIABILITIES – WITHDRAWAL OF THE ORGANIZATION OF THE PAN AMERICAN GAMES**

31.1. The Host NOC, the Organizing Committee, and the Host City are jointly and severally liable for all commitments entered into individually or collectively concerning the organization and staging of the Pan American Games, excluding the financial responsibility for the organization and staging of such Games, which shall be entirely assumed jointly and severally by the Host City, such other government body as may be provided in the Host City Contract, and the Organizing Committee, without prejudice to any liability of any other party, particularly as may result from any guarantee given to Panam Sports. Panam Sports has no financial responsibility whatsoever in respect of the organization and staging of the Pan American Games.

31.2. In the event of noncompliance with this Constitution, or the Regulations of the Pan American Games, or instructions of the Executive Board, or a breach of the obligations entered into by the Host NOC, the Organizing Committee, or the Host City, Panam Sports is entitled to withdraw, at any time and with immediate effect, by decision of the Executive Board, the organization of the Pan American Games from the Host City, the Organizing Committee, and the Host NOC, without prejudice to compensation for any damage thereby caused to Panam Sports. In such a case, the NOC, the Organizing Committee, the country of the Host City and all of the governmental and other authorities of the country, and any other party, whether at the local, state, provincial, other regional or national level, shall have no claim for any form of compensation against Panam Sports, without prejudice to any claim Panam Sports may have against any one or more of them.

#### **ARTICLE 32 – CHEFS DE MISSION AND ATTACHÉS**

32.1. During the Pan American Games, the competitors, officials and other team personnel of each NOC are under the responsibility of a Chef de Mission appointed by his or her NOC whose task, in addition to



any other functions assigned to him or her by his or her NOC, is to liaise with Panam Sports, the Pan American Sports Confederations and/or International Federations, and the Organizing Committee.

32.2. During the Pan American Games, the Chefs de Mission reside in the Pan American Village and have access to all medical, training, and competition sites, as well as to the media centres and the Pan American Games hotels.

32.3. Each NOC may appoint an attaché in accordance with the Regulations of the Pan American Games.

### **ARTICLE 33 – PAN AMERICAN VILLAGE**

33.1. For the purpose of bringing together all competitors, team officials and other team personnel in one place, the Organizing Committee shall provide a Pan American Village for such period as is determined by the Executive Board.

33.2. The Pan American Village shall meet all requirements as established by the Executive Board.

33.3. The quotas for team officials and other team personnel accommodated in the Pan American Village shall be established by the Executive Board.

33.4. Should the Executive Board authorize the Organizing Committee to hold events in any location other than in the Host City, the Organizing Committee may be required to provide appropriate accommodations, services and facilities in accordance with requirements established by the Executive Board.

33.5. The Organizing Committee shall bear all expenses for board and lodging of competitors, team officials and other team personnel in the Pan American Village and other accommodations as required above, as well as their local transport expenses.

### **ARTICLE 34 – RIGHTS AND OBLIGATIONS OF THE MEMBERS OF PANAM SPORTS AT THE PAN AMERICAN GAMES**

34.1. The participating Members of Panam Sports 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 participating Members of Panam Sports must ensure that the entries proposed by the National Federations comply in all respects with the provisions of the Panam Sports Constitution and the Regulations of the Pan American Games.

34.2. Subject to the Organizing Committee's obligations in this regard, the participating Members of Panam Sports shall provide for the equipment, transportation and accommodation of the members of their delegations. They shall, in addition to or complimentary to the Organizing Committee's obligations in this regard, contract for the benefit of the members of their delegations 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, and shall bear the cost of any damage to property, reasonable wear and tear excepted, caused by the members of their delegations whilst at the Games.

34.3. The participating Members of Panam Sports 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 participating Member of Panam Sports 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 participating Member of Panam Sports concerned for approval if there is any reference, express or implied, to the Pan American Games.

34.4. 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.

34.5. A competitor who is a national of two or more countries at the same time may represent either one of them, but only 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 34.6 below that apply to persons who have changed their nationality or acquired a new nationality.

34.6. 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, which takes into account the circumstances of each case.

34.7. 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. In determining whether a competitor is or is not a national of a given country, the Executive Board, without limitation, may take into account the nationality, citizenship, domicile, and residency of the competitor.

34.8. Only Voting Members, and Associate Members if and to the extent and on such terms as may be permitted by the Executive Board, may enter competitors in the Pan American Games. The right of final acceptance of entries rests with the Executive Board. In exercise of its right of final acceptance of entries, the Executive Board may in its absolute discretion, at any time, refuse any entry, without indication of the grounds for doing so. No one is entitled to any right of any kind to participate in the Pan American Games.

34.9. The participating Members of Panam Sports shall only exercise their rights to enter competitors in the Pan American Games upon the recommendations for entries given by their National Federations. If the participating Member of Panam Sports approves thereof, it shall transmit such entries to the Organizing Committee. The Organizing Committee must acknowledge their receipt. Each participating Member of Panam Sports 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.

34.10. The Executive Board decides the number of all participants in the Pan American Games.

34.11. As a condition precedent to participation in the Pan American Games, every competitor shall comply with all provisions contained in the Panam Sports Constitution and the Regulations of the Pan American Games, the World Anti-Doping Code, the Olympic Movement Code on the Prevention of Manipulation of Competitions, and the technical regulations of each sport. It is the responsibility of each participating Member of Panam Sports that enters a competitor to ensure that such competitor is fully aware of and complies with the Panam Sports Constitution, the Regulations of the Pan American Games, and the World Anti-doping Code, the Olympic Movement Code on the Prevention of Manipulation of Competitions, and the technical regulations of his or her sport.

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

34.13. All participants in the Pan American Games in whatever capacity must comply with the entry process as prescribed by the Executive Board, and by the Organizing Committee under authorization of the Executive Board, including the signing of the entry form, which includes an obligation to (i) comply with the Constitution and the Regulations of the Pan American Games, the World Anti-Doping Code, the Olympic Movement Code on the Prevention of Manipulation of Competitions, and the technical regulations of the sport in respect of which they will participate in at the Games and (ii) submit disputes as provided in the Constitution.

34.14. The relevant NOC shall also comply with the entry process, including the signing of the entry form, referred to in the immediately preceding Article 34.13, to confirm and guarantee that all the relevant provisions, rules, and regulations have been brought to the attention of the competitor and that the NOC has been authorized by the national sport federation concerned to comply with such entry process on its behalf.

34.15. At the request of the Organizing Committee, the relevant Pan American Sport Confederation or International Federation shall confirm and guarantee at the close of entries that the participants entered for its sport have satisfied the relevant qualification criteria to be entered in and compete in the Pan American Games.

34.16. No entry shall be valid unless the above provisions have been complied with.

34.17. The number of entries for each sport is decided by the Executive Board.

34.18. In case of a dispute between a National Federation, the National Olympic Committee and a Pan American Sport Confederation or an International Federation regarding the entry of a competitor, the Executive Board, after consideration of the recommendation of its Technical Commission, if any, may in its absolute discretion decide whether such entry will be allowed or not allowed, and if allowed may impose such conditions to the entry as in its opinion are appropriate.

34.19. Each participating Member of Panam Sports shall pay Panam Sports a registration fee in such amount as is determined by the Executive Board 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 35 – PANAM SPORTS MARKETING RIGHTS**

35.1. The Pan American Games are the exclusive property of Panam Sports which owns all rights and data relating thereto, in particular and without limitation, all rights relating to (i) the organization, exploitation and marketing of the Pan American Games, (ii) authorizing the capture of still and moving images of the Pan American Games, (iii) registration of audio-visual recordings of the Pan American Games, and (iv) the broadcasting, transmission, retransmission, reproduction, display, dissemination, making available or otherwise communicating to the public, by any means known or to be developed in the future, works or signals embodying audio-visual registrations or recordings of the Pan American Games. Panam Sports 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.

35.2. The Panam Sports emblem, flag, motto, anthem, identifications (including but not limited to "Pan American Games", "Pan Am Games", and "Panam Games"), designations, marks, flame and torches, and any musical works, audio-visual works or other creative works or artifacts commissioned in connection with the Pan American Games by Panam Sports, the NOCs and/or Organizing Committees of the Pan American Games, may, for convenience, be collectively or individually referred to as "Panam properties". All rights to the Panam properties, as well as all rights to the use thereof, belong exclusively to Panam Sports, including but not limited to the use for any profit-making, commercial or advertising purposes. Panam Sports may license all or part of its rights on such terms and conditions as may be determined by the Executive Board.

35.3. The Executive Board may allow by prior 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 such Marketing and Licensing rights and opportunities associated with the celebration of the Pan American Games as may be assigned to the Organizing Committee by Panam Sports.

35.4. The Executive Board must approve and shall approve the design of the Organizing Committee's emblem provided that there is no risk of confusing such emblem with Panam Sports' emblem, the emblem of any of the Members of Panam Sports 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 in the opinion of the Executive Board the proposed emblem is an appropriate emblem for the Games.

35.5. Without limiting the generality of the Executive Board's right to approve the emblem as set out above, the Organizing Committee must meet the following conditions with respect to any proposed emblem:

35.5.1. 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.

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

35.5.3. 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.

35.5.4. Such other conditions as may be prescribed by the Executive Board.

35.6. The Organizing Committee of the Pan American Games may use the approved emblem for non-commercial purposes related to the Games and for such commercial purposes as may be permitted by Panam Sports.

35.7. The Executive Board shall have the exclusive right to transfer, sell and/or assign, totally or partially, any of Panam Sports' rights regarding the marketing of the Pan American Games.

#### **ARTICLE 36 – VARIANCE BY HOST CITY CONTRACT**

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

#### **ARTICLE 37 – DISPUTE RESOLUTION AND APPEALS**

37.1. Decisions made under the Panam Sports Anti-Doping Rules (the "Rules") shall be appealed as provided in the Rules.

37.2. Subject to Article 37.1 immediately above, any dispute not falling under the Panam Sports Anti-Doping Rules relating to the Pan American Games shall in the first instance be submitted to the Executive Board 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 (21) days after communication of the Executive Board decision to the appealing party.

37.3. Subject to Article 37.1 above, any other decisions not falling under the Panam Sports Anti-Doping Rules made by the Executive Board, any admonishment, suspension, or expulsion of a Member, Associate or Honorary Member of Panam Sports 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 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 Panam Sports, that is final in nature (i.e. where there is no further appeal or formal requirement for review or mediation within Panam Sports) 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 (21) days after communication of the decision or matter in dispute to the appealing party, or twenty-one (21) days after the election in the case of elections, whichever shall first occur.

## ARTICLE 38 – AMENDMENTS TO THE CONSTITUTION

38.1. In order to amend the Constitution:

38.1.1. 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.

38.1.2. A minimum of 32 Members of Panam Sports, duly accredited, must be present at the General Assembly.

38.1.3. 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 39 – TRANSITORY PROVISIONS

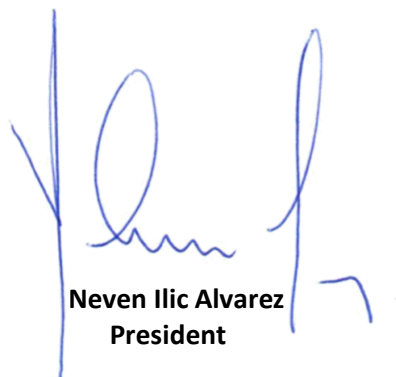
39.1. This Constitution was adopted by the Extraordinary General Assembly of Panam Sports held in Brasilia, Brazil, on May 4<sup>th</sup>, 2016.

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

39.3. 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.

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*This is to certify that this Constitution was duly adopted by the Extraordinary General Assembly held in Brasilia, Brazil, on May 4<sup>th</sup>, 2016, and includes all amendments since its adoption to and including the most recent amendments that were adopted by the LVI General Assembly held in Lima, Peru, on September 5<sup>th</sup> and 6<sup>th</sup>, 2018; by the LVII General Assembly held in Lima, Peru, on July 25<sup>th</sup>, 2019 and by the LVIII General Assembly held virtually on December 15<sup>th</sup> and 16<sup>th</sup>, 2020.*



**Neven Ilic Alvarez**  
President



**Ivar Sisniega**  
Secretary General