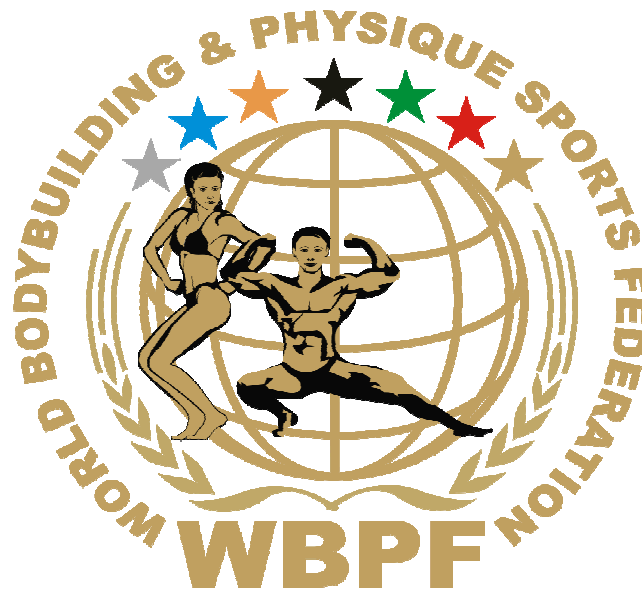


CONSTITUTION
OF
WORLD BODYBUILDING AND
PHYSIQUE SPORTS
FEDERATION

2009



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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Constitution, unless the context requires otherwise—

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

"Annual Congress Meeting" means the annual general meeting of the Members for the purposes of the Act in accordance with the terms of this Constitution;

"bankruptcy" includes individual insolvency proceedings in England and Wales and/or in other jurisdictions which have an effect analogous to that of bankruptcy;

"CAS" means the Court of Arbitration for Sport;

"chairman" has the meaning given in Article 41;

"chairman of the meeting" has the meaning given in Article 18(1);

"Code of Ethics" means the Code of Ethics that has been established in accordance with the terms of this Constitution;

"Commission" means a commission of the Federation that has been established in accordance with the terms of this Constitution;

"Committee" means a committee of the Federation that has been established in accordance with the terms of this Constitution;

"Communication" means the same as in the Electronic Communications Act 2000;

"Company Secretary" means the company secretary of the Federation or any other person appointed to perform the duties of the company secretary of the Federation, including a joint, assistant or deputy secretary;

"Congress" means the Full Members of the Federation together in meeting in accordance with this Constitution;

"Congress Meeting" means either an Annual Congress Meeting or a Special Congress Meeting convened in accordance with the terms of this Constitution;

"Constitution" means the articles of association of the Federation for the purposes of the Act, as may be amended or modified from time to time by the Congress in accordance with the terms of this Constitution;

"Continental Federation" means the duly recognised continental federations for each of the six continental areas listed in Article 4(4);

"Continental Member" has the meaning given in Article 4;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic communication" means the same as in the Electronic Communications Act 2000;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"executed" includes any mode of execution;

"Executive Council" means the board of directors of the Federation for the purposes of the Act that has been established in accordance with the terms of this Constitution;

"Executive Officer" means a director of the Federation for the purposes of the Act and includes any person occupying the position of director, by whatever name called;

"Federation" means the company, the World Bodybuilding and Physique Sports Federation;

"Full Member" has the meaning given in Article 4;

"Honorary Life Officer" means any person appointed as an Honorary Life President, Honorary Life Vice-President or Honorary Life Executive Officer in accordance with Article 13(4);

"Intellectual Property" means patents, rights to inventions, copyright and related rights, moral rights, trade marks and service marks, trade names and domain names, rights in get-up, rights to goodwill or to sue for passing off or unfair competition, rights in designs, rights in computer software, database rights, rights in confidential information (including know-how and trade secrets) and any other intellectual property rights, in each case whether registered or unregistered and including all applications (or rights to apply) for, and renewals or extensions of, such rights and all similar or equivalent rights or forms of protection which subsist or will subsist now or in the future in any part of the world, relating to the Federation or any event, championships or any competition or activity or programme of or conducted, promoted or administered by the Federation;

"IOC" means the International Olympic Committee;

"Member" has the meaning given in section 112 of the Act;

"National Federation" means the duly recognised national governing body for bodybuilding and physique sports to which an athlete or other person under this Constitution is affiliated and which can apply to be a Full Member of the Federation in accordance with the terms of this Constitution

"Office" means the registered office of the Federation;

"Ordinary Resolution" means a resolution passed by a simple majority of votes properly cast at a meeting in accordance with section 282 of the Act;

"Original Subscribers" means Axel Bauer, Hussain Ahmed Ali Al Saffar, Philip Stanley Hope, Paul Chua and Osama Ahmad Abdulla Alshafar¹;

"participate", in relation to an Executive Officers' meeting, has the meaning given in Article 39;

"Person" means a natural person or an organisation or other entity;

"President" has the meaning given in Article 30;

"Regional Federation" means a recognised regional federation concerned with the benefit, development, interest and promotion of bodybuilding and physique sports in a particular region;

"Rules" means rules, regulations, bye-laws, policies, guidelines, directives and decisions which the Executive Council may from time to time adopt, amend or modify for the purpose of carrying out the objects of the Federation;

"Special Congress Meeting" means any general meeting of the Federation other than the Annual Congress Meeting, convened in accordance with the terms of this Constitution;

"Special Resolution" means a resolution passed by a majority of not less than 75% of the votes properly cast at a meeting in accordance with section 283 of the Act;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"the United Kingdom" means Great Britain and Northern Ireland;

"Vice-President" has the meaning given in Article 31;

"WADA" means the World Anti-Doping Agency; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context requires otherwise, other words or expressions contained in this Constitution bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Federation.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent enactment.

Liability of members

- 2.- The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Federation in the event of the Federation being wound up while it is a Member or within one year after it ceases to be a Member, for—

¹ All provisions of this Constitution that are highlighted in bold italics have been included specifically for the purposes of ensuring the operation of the Federation up to the end of the inaugural Congress Meeting. Thereafter, such provisions shall lapse and shall be removed from the Constitution.

- (a) payment of the Federation's debts and liabilities contracted before it ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2
OBJECTS

Objects

3.-

The objects for which the Federation is established are:-

- (1) To act as the world governing body for bodybuilding and physique sports;
- (2) To foster and promote the growth and development of bodybuilding and physique sports on a worldwide basis;
- (3) To encourage participation in bodybuilding and physique sports at all levels throughout the world regardless of gender or race;
- (4) To strive to ensure that no gender, race, religious, political or other kind of unfair discrimination exists, or is allowed to develop, in bodybuilding and physique sports;
- (5) To establish and enforce rules and regulations governing bodybuilding and physique sports and to ensure that, in all competitions, whether sanctioned by the Federation, a Full Member, a Continental Member, or a Regional Federation, that such rules and regulations shall be applied in accordance with their terms;
- (6) To supervise the activities and enforce the obligations of its Members;
- (7) To create and enforce a mechanism whereby all disputes within bodybuilding and physique sports are resolved by arbitration;
- (8) To organise and promote World Championships and any other championships, competition or event the Federation considers would be desirable;
- (9) To sanction, regulate and control other bodybuilding and physique sports competitions;
- (10) To implement an anti-doping programme in compliance with the World Anti-Doping Code and to support any other programme promoting the fight against doping in sport as may be developed by WADA from time to time;
- (11) To conduct training programmes for athletes, coaches, judges, and other officials;
- (12) To examine, study, investigate, consider and report on all matters affecting bodybuilding and physique sports to its Members and to other interested individuals and organisations;

- (13) To act as the official international representative of bodybuilding and physique sports at all international sports federations meetings and events;
- (14) To collaborate on any other trade or business whatsoever which can, in the opinion of the Federation, be advantageously carried on by the Federation in connection with or ancillary to any of the general business of the Federation or is calculated directly to benefit the Federation or enhance the value of or render profitable any of the Federation's property or rights or is required by any customers of or persons dealing with the Federation;
- (15) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property;
- (16) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Federation;
- (17) To invest and deal with the moneys of the Federation not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (18) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Federation may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person included any holding company, subsidiary or fellow subsidiary company in any manner;
- (19) To borrow and raise money in such manner as the Federation shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Federation's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Federation of any obligation or liability it may undertake or which may become binding on it;
- (20) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (21) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Federation's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Federation may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions;
- (22) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Federation, or to contract with any person, firm or company to pay the same;
- (23) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.

In carrying out the aforesaid objects the Federation shall have regard to promoting the physical, mental and spiritual well being of the community.

The objects set forth in each sub-clause of this Article shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in each sub-clause or from the name of the Federation. None of each sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Federation shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Article, except where used in reference to the Federation, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated whether domiciled in the United Kingdom or elsewhere.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Categories of membership

4.-

- (1) The Federation has two categories of Members, namely:
 - (a) Full Members; and
 - (b) Continental Members (without voting rights).
- (2) Each category of Member shall have the rights and be subject to the restrictions set out in the Constitution, including without limitation, those contained in Article 15 relating to voting and attendance at Congress Meetings.
- (3) The Full Members shall be *the Original Subscribers from the date of adoption of this Constitution until the expiry of the inaugural Congress Meeting of the Federation and shall thereafter be* duly recognised national governing bodies for bodybuilding and physique sports who agree in each case, upon becoming Full Members, to be bound by the Constitution and the Rules.
- (4) The Continental Members shall be the duly recognised continental federation for each of the following six areas in which the Full Members are located:
 - (a) Africa;
 - (b) Asia;
 - (c) Europe;
 - (d) North America;
 - (e) Oceania; and

- (f) South America.
- (5) The number of Members shall be unlimited.
- (6) A register of Members, comprising the names of all Members, shall be kept updated by the Company Secretary and the Secretary General.
- (7) Neither this Constitution, nor a Member's membership, shall constitute the Federation or a Member being an agent of the other or create a partnership, joint venture or similar relationship between the parties, nor shall the Constitution constitute the authorisation of either party to act for or on behalf of the other.

Eligibility for membership

5.-

- (1) The national governing body for bodybuilding and physique sports in any country or territory shall be eligible for membership as a Full Member. Only one national governing body for each country or territory may be a Full Member and such Full Member shall be recognised by the Federation as the only national governing body for bodybuilding and physique sports in such country or territory.
- (2) Only one Continental Member in respect of each area listed in Article 4(4) above shall be eligible for membership of the Federation as a Continental Member and such Continental Member shall be recognised by the Federation as the only continental federation for bodybuilding and physique sports in such aforementioned area.

Applications for membership - Full Members

6.-

- (1) No national governing body for bodybuilding and physique sports shall become a Full Member of the Federation unless—
 - (a) it is an organisation which is not for profit distribution; and
 - (b) it has completed an application for membership in a form approved by the Executive Council, as more particularly described in Article 6(2) below; and
 - (c) the Executive Council has approved the application and granted the Full Member provisional membership; and
 - (d) the provisional membership of the Full Member is confirmed by a Special Resolution of the Full Members at the next Annual Congress Meeting.
- (2) Each new application for membership as a Full Member shall be submitted to the Secretary General. The application must include full details of the activities of bodybuilding and physique sports in the applicant's country or territory and shall be accompanied by:
 - (a) a certified copy of the applicant's current constitution and regulations;
 - (b) a list of its principal officers;
 - (c) a list of its active membership (affiliated members);

- (d) a formal undertaking to observe and abide by the Constitution and the Rules; and
 - (e) a sum equivalent to the current annual subscription fee payable by a Full Member. If the application is approved, such payment shall be applied by the Federation as being the subscription fee due from the applicant for the year in which it becomes a Full Member; if the application is not approved, the subscription fee shall be returned to the applicant.
- (3) Provided that an application for membership as a Full Member complies with the requirements set out in Article 6(2) above, the Secretary General shall place the application before the next meeting of the Executive Council. The Executive Council shall have the power to accept a national governing body to membership on a provisional basis. Membership provisionally granted by the Executive Council must be confirmed by the Full Members at the next Annual Congress Meeting in accordance with Article 6(5) below.
 - (4) The Executive Council may decide at its discretion not to support an application for membership in which case the application shall not be forwarded to the Congress for approval. The Executive Council shall not be required to give reasons for its decision.
 - (5) Applications for membership as a Full Member supported by the Executive Council shall be considered at the next Annual Congress Meeting. An application for membership as a Full Member shall be successful if it is approved by a Special Resolution of the Congress.
 - (6) *The provisions of this Article 6 shall not apply to the Original Subscribers.*

Applications for membership - Continental Members

7.-

- (1) No continental federation shall become a Continental Member of the Federation unless:
 - (a) it is an organisation which is not for profit distribution; and
 - (b) it has completed an application for membership in a form approved by the Executive Council, as more particularly described in Article 7(2) below; and
 - (c) the Executive Council has approved the application and granted the Continental Member provisional membership; and
 - (d) the provisional membership of the Continental Member is confirmed by a Special Resolution of the Full Members at the next Annual Congress Meeting.
- (2) An application for membership as a Continental Member must be submitted to the Secretary General and shall include:
 - (a) the name of the continental federation;
 - (b) the current constitution of the continental federation which shall in no sense be in conflict with this Constitution;
 - (c) the names of the office holders of the continental federation;
 - (d) the names and addresses of its affiliated members;

- (e) the membership fees paid by its affiliated members;
 - (f) a list of major championships and other events which the continental federation organises on a regular basis;
 - (g) a list of any other international affiliations; and
 - (h) a formal undertaking to observe and abide by the Constitution and the Rules.
- (3) Provided that an application for membership complies with the requirements set out in Article 7(2) above, the Secretary General shall place the application before the next meeting of the Executive Council. The Executive Council shall have the power to grant membership as a Continental Member on a provisional basis. Membership as a Continental Member provisionally granted by the Executive Council must be confirmed by the Full Members at the next Annual Congress Meeting in accordance with Article 7(5) below.
 - (4) The Executive Council may decide at its discretion not to support an application for membership in which case the application shall not be forwarded to the Congress for approval. The Executive Council shall not be required to give reasons for its decision.
 - (5) Applications for membership as a Continental Member supported by the Executive Council shall be considered at the next Annual Congress Meeting. An application for membership as a Continental Member shall be successful if it is approved by a Special Resolution of the Congress.
 - (6) A membership fee of US\$500.00 (five hundred) shall become payable upon membership as a Continental Member. Subsequent annual membership fees shall be due on the first business day of January each year.
 - (7) Following a successful membership application, the Continental Member will inform the Federation of any changes to the information provided in Article 7(2) and must have any amendment or modification to its constitution approved by the Executive Council in advance of its implementation.
 - (8) Continental Members may accept for membership any Full Members which are within the geographical area in respect of which the Continental Member has been established.
 - (9) Where a National Federation could be a member of a Continental Member, it may not apply for membership of the continental federation until such time as it has become a Full Member of the Federation.
 - (10) A Full Member shall only be a member of one Continental Member.
 - (11) The role of a Continental Member shall be:
 - (a) to provide a link between its affiliated members, including Full Members, and the Federation;
 - (b) to execute all functions which the Federation may delegate to the Continental Member;
 - (c) to represent its affiliated members in their dealings with the Federation, if asked to intervene on their behalf;

- (d) to uphold the Constitution and Rules of the Federation in the relevant continental area;
- (e) to promote and stimulate competition and sportsmanship among its affiliated members;
- (f) to establish and sanction calendars of events at all levels within the continent, including the national championships of its members;
- (g) to administer as required by the Federation any Federation funds which the Continental Member may receive;
- (h) to promote, establish and coordinate development and educational programmes within the continent; and
- (i) to render a detailed written annual report of its activities (including a financial report) to the Annual Congress Meeting (*save for the inaugural Congress Meeting*) and, in so doing, draw to the attention of the Congress any issues specific to bodybuilding and physique sports in the continental area. The report must be submitted to the Secretary General no later than 120 (one hundred and twenty) days before the Annual Congress Meeting.

Termination of membership

8.-

- (1) A Member ceases to be a Member if it resigns or is expelled as a Member in accordance with the terms of this Constitution.
- (2) A Member may withdraw from membership of the Federation on giving not less than 3 (three) months notice of resignation to the Secretary General. Upon expiration of the notice period, the Member shall automatically cease to be a Member of the Federation and any annual subscription or membership fee, as applicable, for the year in which the Member withdraws from membership shall be retained by the Federation.
- (3) A Member may be expelled from membership of the Federation following the passing of a Special Resolution by the Full Members of the Federation to that effect, on the recommendation of the Executive Council. Upon expulsion as a Full Member of the Federation, that Member shall automatically have its membership of any Continental Member or Regional Federation of which it is a member terminated.
- (4) Membership is not transferable.
- (5) A Member's membership terminates when that Member is dissolved.
- (6) A Member that ceases to be a Member of the Federation shall forfeit all rights in and claims against the Federation and its property, including Intellectual Property, and shall not:
 - (a) be entitled to attend, speak at or, where applicable, vote at the Congress;
 - (b) be entitled to any other privileges or benefits to which it would otherwise be entitled including participation in any competition, activity, event, function or meeting of the Federation or any Full Member, Continental Member or recognised Regional Federation;

- (c) be entitled, where applicable, to be a member of any Continental or Regional Federation; and
- (d) use any property of the Federation, including its Intellectual Property,

unless and until it is subsequently reinstated as a Member.

- (7) Members that have resigned or been expelled may be reinstated by Special Resolution of the Congress. A motion seeking reinstatement must be submitted in accordance with Article 16(2) (Notice of Annual Congress Meeting Business).
- (8) ***Subject to there being at least one Full Member of the Federation at the expiry of the inaugural Congress Meeting of the Federation whose membership is no longer provisional and who is not an Original Subscriber, the Original Subscribers shall automatically cease to be Full Members at this time.***

OBLIGATIONS OF MEMBERSHIP

Obligations of membership

9.-

- (1) Full Members (***other than the Original Subscribers in respect of (f) and (g) below***) shall have the following obligations of membership:
 - (a) to respect and further the objects in Article 3 above;
 - (b) to comply with the Constitution and all applicable Rules;
 - (c) to accept and comply with the decisions of the Congress and the Executive Council;
 - (d) to insert into their constitutions and regulations such provisions as may be required by the Constitution and the Rules or by a decision of the Executive Council from time to time;
 - (e) to keep on file with the Federation a copy of its current constitution and regulations in English;
 - (f) to pay an annual subscription fee of US\$200.00 (two hundred), due on the first business day of January each year;
 - (g) to make an annual report set out in Article 9(2).
- (2) ***Subject as aforesaid***, all Full Members shall be required to submit to the Federation, within the first 3 (three) months of the start of each calendar year, an annual report which shall include the following information:
 - (a) the Full Member's address, telephone, fax, e-mail etc.
 - (b) a list of principal officers;
 - (c) active membership of the Full Member (affiliated members);

- (d) national championships and competitions held during the year (senior, junior, men, women etc);
- (e) a report on all in and out-of-competition drug testing conducted in the country or territory of the Full Member in the preceding year other than that carried out by the Federation.

Full Members shall be required to submit a copy of the annual report to their Continental Member and, where applicable, Regional Federation at the same time as submitting a copy to the Federation. Appropriate sanctions shall be imposed on Full Members which fail to meet the deadline for submitting the annual report to the Federation.

- (3) Continental Members shall at all times respect and work within the Constitution and Rules of the Federation. Continental Members shall be subject to obligations as Continental Members as set out in the Constitution but shall not be subject to the specific obligations on Full Members set out in Articles 9(1) and 9(2).

SANCTIONS ON MEMBERS

Sanctions on Full Members

10.-

- (1) Any Full Member may be subject to sanctions or expulsion as a Member in accordance with this Constitution if it:
 - (a) fails to pay its annual subscription fee (or other outstanding payments) by the due date; or
 - (b) fails to submit its annual report by the due date; or
 - (c) breaches, fails, refuses or neglects to comply with a provision of this Constitution and/or the Rules; or
 - (d) acts in a manner unbecoming of a Full Member including engaging in conduct prejudicial to the objectives or the interests of the Federation and/or bodybuilding and physique sports; or
 - (e) brings the Federation and/or bodybuilding and physique sports into disrepute.
- (2) In the event of a breach of Article 10(1)(a), a Full Member shall be suspended from membership if any fees (including annual subscription fees) or other payments to the Federation are due and outstanding. Before such suspension can occur, the Executive Council must give the Full Member written notice specifying the amount(s) due and demanding payment by a due date, being not less than 7 (seven) days from the date of the demand. If payment is not made by the due date, the Full Member shall be notified that it is suspended pending payment. If such suspension continues for more than 90 (ninety) days from the date notification of the suspension was given, the Full Member shall automatically cease to be a Full Member on the expiry of such 90 (ninety) day period.
- (3) In the event of a breach of Article 10(1)(b), a Full Member shall be suspended from membership if any annual report is due and outstanding. Before such suspension can occur, the Executive Council must give the Full Member written notice demanding filing of the report by a due date, being not less than 7 (seven) days from the date of the demand. If the

annual report is not filed by the due date, the Full Member shall be notified that it is suspended pending its filing. If such suspension continues for more than 90 (ninety) days from the date notification of the suspension was given, the Full Member shall automatically cease to be a Full Member on the expiry of such 90 (ninety) day period.

- (4) In the event of any other breach of Article 10(1), the Executive Council shall set up an ad hoc Disciplinary Commission to determine the allegation in accordance with rules of procedure to be determined and published by the Executive Council from time to time in accordance with the provisions of Article 35(8). The Disciplinary Commission shall include a chairman and two other members, at least one of whom shall be legally qualified. The Disciplinary Commission may be assisted by such person or persons as the chairman considers to be appropriate in the circumstances of the case.
- (5) The Full Member concerned shall be given timely notice of the allegation(s) against it and shall have the option of appearing before the Disciplinary Commission in person or presenting its defence in writing, in which latter case, the Disciplinary Commission may elect not to hold a hearing. The Disciplinary Commission shall report to the Executive Council on the procedure that it has conducted, including a recommendation to the Executive Council on its findings and the sanction (if any) to be imposed. The Disciplinary Commission's recommendation shall not be binding on the Executive Council whose findings and decision on sanction in accordance with Article 28(1)(u) below shall constitute the decision of the Federation in the matter.
- (6) The decision of the Executive Council taken pursuant to Article 10(5) above shall be subject to an appeal to CAS in accordance with Articles 50(3) and 50(4) below.
- (7) If a Full Member is suspended from membership, the Full Member concerned shall not for the period of suspension:
 - (a) be entitled to attend, speak at or vote at the Congress;
 - (b) be entitled to any other privileges or benefits to which it would otherwise be entitled including participation in any competition, activity, event, function or meeting of the Federation, Continental Member or Regional Federation;
 - (c) use any property of the Federation, including its Intellectual Property.
- (8) Save as set out in Articles 10(2) and 10(3) above (automatic cessation of membership), the Executive Council may not expel a Full Member from the Federation but may recommend the Full Member's expulsion. The decision to expel a Full Member shall only be made by the Congress in accordance with Article 10(9) below.
- (9) The Congress may expel a Full Member if the Executive Council makes a recommendation to do so under Article 10(8) and a motion to that effect is notified to the other Full Members in accordance with the terms of this Constitution. Before the Congress may expel a Full Member, the Full Member must be notified of its right to be heard, and must be offered the opportunity to exercise that right before the Congress. The motion for expulsion must be adopted by a Special Resolution of the Congress.
- (10) The decision of the Congress to expel a Full Member pursuant to Article 10(9) above shall be subject to an appeal to CAS in accordance with Articles 50(3) and 50(4) below.

Sanctions on Continental Members

11.-

- (1) A Continental Member shall have its membership of the Federation suspended if any fees (including annual membership fees) or other payments to the Federation are due and outstanding. Before such suspension can occur, the Executive Council must give the Continental Member written notice specifying the amount(s) due and demanding payment by a due date, being not less than 7 (seven) days from the date of the demand. If payment is not made by the due date, the Continental Member shall be notified that it is suspended pending payment. If such suspension continues for more than 90 (ninety) days from the date notification of the suspension was given, the Continental Member shall automatically cease to be a Continental Member on the expiry of such 90 (ninety) day period.
- (2) A Continental Member shall have its membership of the Federation suspended if its report to the Annual Congress Meeting in accordance with Article 7(11)(i) is due and outstanding. Before such suspension can occur, the Executive Council must give the Continental Member written notice demanding filing of the report by a due date, being not less than 7 (seven) days from the date of the demand. If the report is not filed by the due date, the Continental Member shall be notified that it is suspended pending filing. If such suspension continues for more than 90 (ninety) days from the date notification of the suspension was given, the Continental Member shall automatically cease to be a Continental Member on the expiry of such 90 (ninety) day period .
- (3) If a Continental Member is suspended from membership, the Continental Member concerned shall not for the period of suspension:
 - (a) be entitled to attend or speak at the Congress;
 - (b) be entitled to any other privileges or benefits to which it would otherwise be entitled including participation in any competition, activity, event, function or meeting of the Federation, a Full Member or Regional Federation;
 - (c) use any property of the Federation, including its Intellectual Property.
- (4) Any Continental Member whose continued membership would, in the opinion of the Executive Council, damage the international standing of bodybuilding and physique sports, shall be expelled by the Federation if a Special Resolution to that effect is passed by the Congress. Notice of such a proposed motion shall appear in the agenda of the Congress Meeting at which it is to be moved. Before the Congress may expel a Continental Member, the Continental Member must be notified of its right to be heard, and must be offered the opportunity to exercise that right before the Congress.
- (5) The decision of the Congress to expel a Continental Member pursuant to Article 11(4) above shall be subject to an appeal to CAS in accordance with Articles 50(3) and 50(4) below.

REGIONAL FEDERATIONS

Regional Federations

12.-

- (1) Organisations that are not for profit distribution and are concerned with the benefit, development, interest and promotion of bodybuilding and physique sports on a regional basis may apply to the Federation for the status of a recognised Regional Federation.
- (2) Recognised Regional Federations shall not be Members of the Federation, and in consequence will not have any of the rights of Members. Recognised Regional Federations will, however, be obliged to agree to be bound by the Constitution and Rules by way of their application for recognition.
- (3) Due notice of the application to be a recognised Regional Federation must be submitted to the Secretary General and shall include:
 - (a) the name of the organisation;
 - (b) the constitution and a description of the past activities of the organisation;
 - (c) the names of the office holders of the organisation; and
 - (d) a formal undertaking to be bound by the Constitution and the Rules.
- (4) Provided that an application for recognition as a Regional Federation complies with the requirements set out in Article 12(3) above, the Secretary General shall place the application before the next meeting of the Executive Council. The Executive Council shall have the power to grant recognition as a Regional Federation on a provisional basis. Recognition provisionally granted by the Executive Council must be confirmed by the Full Members at the next Annual Congress Meeting in accordance with Article 12(6) below.
- (5) The Executive Council may decide at its discretion not to support an application for recognition in which case the application shall not be forwarded to the Congress for approval. The Executive Council shall not be required to give reasons for its decision.
- (6) Applications for recognition as a Regional Federation supported by the Executive Council shall be considered at the next Annual Congress Meeting. An application for recognition as a Regional Federation shall be successful if it is approved by a Special Resolution of the Congress.
- (7) A recognition fee of US\$300.00 (three hundred) shall become payable upon approval as a recognised Regional Federation. Subsequent annual recognition fees shall be due on the first business day of January each year.
- (8) Any recognised Regional Federation may resign by notice in writing to the Federation delivered on or before the 31st (thirty first) day of December in any year. No part of the recognition fee due for that year shall be refundable.
- (9) Any recognised Regional Federation that fails to pay its annual recognition fee shall have its recognition as a Regional Federation suspended by the Federation. Before such suspension of recognition can occur, the Executive Council must give the Regional Federation written notice specifying the amount(s) due and demanding payment by a due date, being not less

than 7 (seven) days from the date of the demand. If payment is not made by the due date, the Regional Federation shall be notified that its recognition is suspended pending payment. If such suspension continues for more than 90 (ninety) days from the date notification of the suspension was given, the Regional Federation shall automatically cease to be recognised on the expiry of such 90 (ninety) day period.

- (10) If a Regional Federation has its recognition as a Regional Federation suspended, the Regional Federation concerned shall not for the period of suspension:
 - (a) be entitled to attend or speak at the Congress;
 - (b) be entitled to any other privileges or benefits to which it would otherwise be entitled including participation in any competition, activity, event, function or meeting of the Federation, a Full Member or Continental Member;
 - (c) use any property of the Federation, including its Intellectual Property.
- (11) Any recognised Regional Federation whose continued recognition would, in the opinion of the Federation, damage the international standing of bodybuilding and physique sports, shall have its recognition revoked by the Federation if a Special Resolution to that effect is passed by the Congress. Notice of such a proposed motion shall appear in the agenda of the Congress Meeting at which it is to be moved. Before the Congress may revoke the recognition of a Regional Federation, the Regional Federation must be notified of its right to be heard and must be offered the opportunity to exercise that right before the Congress. There shall be no right of appeal against a decision of the Congress by Special Resolution to revoke the recognition of a Regional Federation.
- (12) Recognised Regional Federations shall at all times respect and work within the Constitution and Rules.

CONGRESS

Congress

13.-

- (1) The Congress is the meeting of the Members and is the highest authority of the Federation.
- (2) The Congress shall meet at Annual Congress Meetings and at Special Congress Meetings convened in accordance with the Constitution.
- (3) The Congress has the authority to:
 - (a) adopt, amend or modify the Constitution;
 - (b) elect and remove the Executive Officers;
 - (c) admit and expel Members and consider the reinstatement of a former Member in accordance with this Constitution;
 - (d) provide its views on the direction and decisions of the Federation on behalf of the membership;

- (e) decide upon the introduction of new competitions directly organised by the Federation;
 - (f) decide upon the location of the Federation's administrative office from time to time;
 - (g) approve and adopt the audited profit and loss account and balance sheet of the Federation for the previous accounting year;
 - (h) appoint an independent firm of auditors of international reputation on the recommendation of the Executive Council;
 - (i) dissolve the Federation; and
 - (j) perform such other functions as it is empowered to fulfil as specified in this Constitution.
- (4) In addition, on the recommendation of the Executive Council, the Congress may grant the following recognition/awards:
- (a) WBPF Patron: to any natural person or legal entity that fosters and promotes the interests of bodybuilding and physique sports by making a substantial financial contribution to the Federation;
 - (b) WBPF Veteran Pin: for long and meritorious service to the cause of bodybuilding and physique sports within the Federation's activities;
 - (c) Plaque of Merit: for meritorious service to the cause of bodybuilding and physique sports within a Continental Member or recognised Regional Federation's activities, to be proposed by the Continental Member or recognised Regional Federation in question;
 - (d) Admission to the Hall of Fame: for exceptional performances of outstanding athletes and other persons within the Federation's activities; and
 - (e) Honorary Life Officers: to Executive Officers who have retired after having served 2 (two) terms in office.
- (5) In consideration for a retired Executive Officer being granted recognition as an Honorary Life Officer, the retired Executive Officer shall be required to enter into a written agreement with the Federation pursuant to which he agrees to be bound by the Constitution and any Code of Ethics in force from time to time.

ORGANISATION OF CONGRESS MEETINGS

Congress Meetings

14.-

- (1) **Annual Congress Meeting**: The Federation must hold an Annual Congress Meeting once every year at such time, date and place as the Executive Council determines but not more than 15 (fifteen) months after the last Annual Congress Meeting. The Annual Congress Meeting shall constitute the annual general meeting for the purpose of the Act.

- (2) **Special Congress Meetings:** Any other Congress Meetings requisitioned in accordance with this Constitution by the Members shall be known as Special Congress Meetings.
- (3) The Secretary General must call a Special Congress Meeting upon a written request from:
 - (a) the Executive Council; or
 - (b) 30% (thirty per cent) or more of the Full Members.

The written request for a Special Congress Meeting must state the purpose for which the Special Congress Meeting is requisitioned including any proposed motion or motions. The Special Congress Meeting must only deal with the business for which the Special Congress Meeting is requisitioned.

Attendance and speaking at Congress Meetings

15.-

- (1) A person is able to exercise the right to speak at a Congress Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a Congress Meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) Save as set out in this Constitution, the Executive Council may make whatever arrangements they consider appropriate to enable those attending a Congress Meeting to exercise their rights to speak or vote at the Congress Meeting.
- (4) The Congress shall comprise no more than 2 (two) delegates on behalf of each Full Member, only one of whom may record voting.
- (5) The delegate(s) for each Full Member is a duly authorised representative of the Full Member. The Full Member shall notify the Secretary General of the identity of its delegate(s) in writing by no later than 14 (fourteen) days prior to each Congress meeting. In the event that a delegate(s) for a Congress meeting is not able to attend all or any part of it, the executive council of the Full Member may appoint an alternate delegate, whose identity must be notified in writing to the Secretary General prior to the meeting.
- (6) No delegate may represent more than one Full Member at the same Congress meeting.
- (7) Each Full Member shall have one vote at meetings of the Congress. Voting by proxy or post is not permitted.
- (8) Each Continental Member may appoint up to 2 (two) duly authorised representatives to attend the Congress as observers and who may speak but who shall have no right to vote.

Notice of Congress Meetings

16.-

- (1) **Notice of Annual Congress Meeting:** The Secretary General must give at least 150 (one hundred and fifty) days' notice in writing to the Executive Council, the Members and the Federation's auditors of the Annual Congress Meeting *save that, in respect of the inaugural Congress Meeting of the Federation, the notice period shall be 60 (sixty) days' notice in writing*. The notice shall set out:
 - (a) the date, time and venue for the Annual Congress Meeting;
 - (b) the date and time by which notification of the identity of the delegate(s) pursuant to Article 15(5) above for the Annual Congress Meeting must be received by the Secretary General;
 - (c) in an election year, the number of positions to be filled in the Executive Council for which nominations are sought;
 - (d) in a non-election year, the number of vacancies, if any, arising in the positions of the Executive Council for which nominations are sought; and
 - (e) the closing date(s) for nominations for any elections, proposed motions and other items of business to be submitted to the Secretary General.
- (2) **Notice of Annual Congress Meeting Business:** Not less than 120 (one hundred and twenty) days before the date set for the Annual Congress Meeting, any nominations for any elections, proposed motions and other items of business must be received in writing by the Secretary General from the Members and/or where applicable the Executive Council, as the case may be. *In the case of the inaugural Congress Meeting, this period shall be reduced to 30 (thirty) days.*
- (3) **Business of Annual Congress Meeting:** The following business shall be discussed at each Annual Congress Meeting:
 - (a) the approval of the Minutes of the preceding Annual Congress Meeting and of any subsequent Special Congress Meeting;
 - (b) the confirmation of any new Members that have been accepted for membership on a provisional basis by the Executive Council;
 - (c) the confirmation of any new Regional Federation that has been accepted for recognition on a provisional basis by the Executive Council;
 - (d) the receipt from the Executive Council of an annual report and audited profit and loss account and balance sheet for the preceding accounting year;
 - (e) in an election year, the election of the positions of the Executive Council;
 - (f) in a non-election year, the election of any vacancies arising in the positions of the Executive Council;
 - (g) the appointment of an independent firm of auditors of international reputation for the next financial year;

- (h) any motion or motions proposing to alter this Constitution; and
 - (i) any other motions or matters within the authority of the Congress that have been properly submitted for consideration at the Annual Congress Meeting.
- (4) **Agenda:** An agenda containing the business to be discussed at an Annual Congress Meeting (as set out in Article 16(3)) shall be forwarded by the Secretary General to the Executive Council and the Members by no later than 90 (ninety) days before the date of the Annual Congress Meeting (*or, in the case of the inaugural Congress Meeting, no later than 15 (fifteen) days*), with the exception of the audited profit and loss account and balance sheet which shall be forwarded by the Secretary General no later than 21 (twenty-one) days before the date of the Annual Congress Meeting. Any additional items of business not listed on the agenda may only be discussed by agreement by Ordinary Resolution of those delegates entitled to vote at the meeting.
- (5) **Short Notice:** An Annual Congress Meeting may be called by shorter notice than prescribed in Article 16(1), with the notice periods in Articles 16(2) and 16(4) also being shortened respectively, if it is so agreed by a majority in number of the Full Members having a right to attend and vote at the meeting, being a majority who together represent not less than 90% (ninety percent) of the total voting rights at that meeting of all the Full Members.
- (6) **Notice of Special Congress Meeting:** Not less than 30 (thirty) days' written notice must be given by the Secretary General to the Executive Council and the Members for a Special Congress Meeting. The Secretary General must give such notice within 14 (fourteen) days of receiving the request for the Special Congress Meeting under Article 14(3). The notice of the Special Congress Meeting shall include:
- (a) the date, time and venue of the meeting;
 - (b) the date and time by which notification of the identity of the delegate(s) for the Special Congress Meeting must be received by the Secretary General; and
 - (c) the proposed motion or motions that have been properly submitted for consideration.
- (7) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any Person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

Quorum for Congress Meetings

17.-

- (1) No business is to be transacted at a Congress Meeting unless a quorum is present at the time the meeting is due to commence as set out in the notice of the meeting. The quorum for Congress shall exist if delegates representing 30% (thirty percent) of the Full Members are present.
- (2) At the start of a Congress meeting, immediately after the number of Full Members present has been confirmed, the first voting strength shall be announced and the appointment of 3 (three) scrutineers nominated by the Executive Council from the delegates present shall be approved by the Congress.

- (3) Confirmation of any membership provisionally granted by the Executive Council under Article 6(5) above shall then be voted upon and the second voting strength shall be announced.

Chairing Congress Meetings

18.-

- (1) The President shall be the chairman of all Congress Meetings. In such capacity, the President shall be known as the chairman of the meeting.
- (2) If the President is absent, unwilling or is unable to chair a Congress Meeting, then one of the Vice-Presidents, as determined by the Executive Council, shall preside.

Attendance and speaking by Executive Officers and non-Members

19.-

- (1) Executive Officers may attend and speak at Congress Meetings but they shall have no right to vote in that capacity (except the right of the chairman to a casting vote under Article 21(6)).
- (2) ***Subject to Article 19(3) below***, Executive Officers may only attend and speak at Congress Meetings in their capacity as Executive Officers. Executive Officers may not attend Congress Meetings as a delegate nominated by a Full Member in accordance with Article 15(5).
- (3) ***Without prejudice to Article 19(2) above, Executive Officers who are also Original Subscribers may attend, speak and vote at the inaugural Congress Meeting in that capacity.***
- (4) Regional Federations may appoint 1 (one) duly authorised representative who may attend the Congress as an observer and who may speak but who shall have no right to vote.
- (5) Any individual who has been granted recognition or an award by the Congress pursuant to Article 13(4) may attend and speak at Congress Meetings but he shall have no right to vote.
- (6) The chairman of the meeting may permit other persons who are not Members of the Federation to attend and speak at a Congress Meeting and, following an Ordinary Resolution of the Full Members, those persons may be allowed to speak but shall not have a right to vote.

Adjournment

20.-

- (1) If the persons attending a Congress Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, the chairman of the meeting must adjourn it and a second meeting be convened for another day, time and place as determined by the Executive Council. If no quorum is obtained at the second meeting, then the persons present at that second meeting are deemed to constitute a valid quorum. If no quorum is obtained at the second meeting, the persons present, who are deemed to constitute a valid quorum, shall be entitled to transact any and all business save for motions to amend the Constitution.
- (2) The chairman of the meeting may adjourn a Congress Meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a Congress Meeting if directed to do so by an Ordinary Resolution passed at the meeting.
- (4) When adjourning a Congress Meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Council, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by an Ordinary Resolution of the Full Members present at the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 (fourteen) days after it was adjourned, the Federation must give at least 7 (seven) clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the Federation's Congress Meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned Congress Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT CONGRESS MEETINGS

Voting: general

21.-

- (1) A resolution put to the vote of a Congress Meeting must be conducted by voice or decided on a show of hands, unless a poll or secret ballot is duly demanded in accordance with the Constitution, or where Article 21(4) applies (Elections). The chairman of the meeting may determine that voting be undertaken by other means, including technological means.
- (2) An Ordinary Resolution of those delegates present and entitled to vote is sufficient for a vote at Congress Meetings to be valid, except as otherwise specified in this Constitution. If this Constitution requires a matter to be decided by Ordinary Resolution, the passing of such resolution by a Special Resolution shall not affect its validity.
- (3) On a show of hands, a declaration by the chairman of the meeting is conclusive evidence of the result, provided that the declaration reflects the result of the show of hands. The chairman of the meeting shall announce the number or proportion of the votes recorded in favour and against any motion, and this shall be recorded in the Minutes of the meeting.
- (4) The following voting procedure shall apply to the elections of the President and the other members of the Executive Council, save that in respect of the Vice-Presidents this election

procedure should only apply in respect of the inaugural Congress Meeting after which the provisions of Article 46(6) shall apply:

- (a) if there is only one candidate who has been nominated, he shall be declared elected;
 - (b) if there are 2 (two) candidates who have been nominated, a secret ballot shall be undertaken and the successful candidate shall be determined by Ordinary Resolution;
 - (c) if there are more than 2 (two) candidates who have been nominated, a secret ballot shall be undertaken and the successful candidate shall be determined by Ordinary Resolution. If no successful candidate has been determined by Ordinary Resolution, a further round of voting will be held by secret ballot and the successful candidate shall be the person with the highest number of votes.
- (5) The scrutineers shall determine the validity of all votes cast by poll or secret ballot.
 - (6) In the event of equality of votes at a Congress Meeting, the chairman of the meeting shall have a casting vote.
 - (7) All decisions made at Congress Meetings shall come into effect 30 (thirty) days after the close of the Congress Meeting, unless the Congress fixes another date for a decision to take effect.

Errors and disputes

22.-

- (1) No objection may be raised to the qualification of any person voting at a Congress Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.
- (3) Any irregularity, error or omission in notices, agendas and relevant papers of Congress Meetings or the omission to give notice within the required time frame, or the omission to give notice as specified in this Constitution, and any other error in the organisation of the meeting, shall not invalidate the meeting nor prevent the meeting from considering the business of the meeting provided that:
 - (a) the chairman of the meeting in his discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error or omission; and
 - (b) a motion to proceed is put to the meeting and carried by Special Resolution.

Poll votes

23.-

- (1) A poll or secret ballot on a resolution may be demanded—
 - (a) in advance of the Congress Meeting where it is to be put to the vote, or
 - (b) at a Congress Meeting, either before or immediately after a show of hands on that resolution.

- (2) A poll or secret ballot may be demanded by—
 - (a) the chairman of the meeting;
 - (b) a majority of the Executive Council; or
 - (c) Full Members representing not less than one tenth of the total voting rights of all the Full Members having the right to vote on the resolution.
- (3) A demand for a poll or secret ballot may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls or secret ballots must be taken immediately and in such manner as the chairman of the meeting directs.

Amendments to resolutions

24.-

- (1) An Ordinary Resolution to be proposed at a Congress Meeting may be amended by Ordinary Resolution if—
 - (a) notice of the proposed amendment is given to the Federation in writing by a Full Member at the Congress Meeting at which it is to be proposed not less than 48 (forty-eight) hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A Special Resolution to be proposed at a Congress Meeting may be amended by Ordinary Resolution, if—
 - (a) the chairman of the meeting proposes the amendment at the Congress Meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Minutes

25.-

Minutes shall be kept by the Secretary General of all Congress Meetings and made available upon request by any Full Member. Minutes shall be approved by the Full Members at the next Congress Meeting.

PART 4

EXECUTIVE OFFICERS

Executive Council

26.-

- (1) The Executive Officers of the Federation are the directors of the Federation for the purposes of the Act.
- (2) The Executive Council is the board of directors for the purposes of the Act and is comprised as follows:
 - (a) the President;
 - (b) 6 (six) Vice-Presidents;
 - (c) Secretary General;
 - (d) Assistant Secretary General;
 - (e) Treasurer;
 - (f) Chairperson of the Judges Committee;
 - (g) Chairperson of the Technical Committee;
 - (h) Chairperson of the Science and Research Committee;
 - (i) Chairperson of the Medical and Anti-Doping Committee; and
 - (j) Chairperson of the Women's Committee.

EXECUTIVE OFFICERS' POWERS AND RESPONSIBILITIES

Executive Council's general authority

27. -

- (1) Subject to the Constitution, the Executive Council is responsible for the management of the Federation's business between Annual Congress Meetings, for which purpose it may exercise all the powers of the Federation.
- (2) In carrying out its role, the Executive Council may take advice in such form and from such person or persons as it deems to be necessary. In all legal-related matters, the Executive Council shall take advice from the Federation's Legal Counsel, who shall be appointed by the Executive Council for a period of 4 (four) years at its first meeting following an election Congress.

Powers of the Executive Council

28.-

- (1) Without limiting the generality of the Executive Council's powers to manage the affairs and carry out the objectives of the Federation as it considers necessary, the Executive Council shall have specific powers to carry out the following duties:
 - (a) to adopt clearly defined delegations of authority from the Executive Council to the Secretary General or to such other Executive Officer as the Executive Council determines from time to time;
 - (b) to adopt and regularly review a strategic plan for the Federation;
 - (c) to adopt and regularly review an annual plan and budget for financial performance and to monitor results against the annual plan and budget;
 - (d) to facilitate national, continental and regional forums for its Members;
 - (e) to accept national governing bodies and continental federations to membership on a provisional basis;
 - (f) to promulgate, repeal, amend or modify any Rules and any policies and procedures as it thinks appropriate;
 - (g) to promulgate, repeal, amend or modify Rules for the regulation and control of any competitions or events under the Federation's jurisdiction, including conditions of entry;
 - (h) to make decisions regarding the interpretation of the Rules which decisions shall be notified to the Members and reported to the next Congress;
 - (i) to promulgate, repeal, amend or modify any Code of Ethics as it thinks appropriate;
 - (j) to propose motions to amend the Constitution;
 - (k) to establish such other Committees and Commissions than those listed in Article 35(1) below as it considers appropriate, and to delegate such powers and responsibilities as it considers appropriate. The President or, in his absence, his nominee shall have the right to attend any meeting of any Committee or Commission;
 - (l) to control expenditure and raise any money to fulfil the objectives of the Federation;
 - (m) to determine the criteria and procedures for Members to apply in respect of the appointment of coaches, selectors, managers of national squads and teams;
 - (n) to ensure the Federation has in place all the necessary internal reporting systems and controls, together with the means of monitoring performance and results;
 - (o) to open and operate in the name of the Federation such bank accounts as deemed necessary;
 - (p) to regularly agree on performance indicators and standards with management;

- (q) to engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Executive Council;
- (r) to facilitate and co-ordinate the establishment of an official worldwide calendar of events and competitions;
- (s) to decide on dates and venues for World Championships and other international competitions which are directly organised by the Federation;
- (t) to fix the annual subscription, membership or recognition fee, as the case may be, for Full Members, Continental Members and Regional Federations;
- (u) to discipline Members as specified in this Constitution, including, without limitation, Articles 10 and 11, and the Rules. The Executive Council shall have the power to impose any one or more of the following sanctions on Full Members under this Article:
 - (i) a reprimand or warning as to future conduct;
 - (ii) a fine;
 - (iii) suspension;
 - (iv) a withholding of grants or subsidies;
 - (v) exclusion of a Full Member's athletes from one or more types of international competition as defined in the Rules;
 - (vi) removal or denial of accreditation to officers or representatives of a Full Member; or
 - (vii) such further or other penalty as it considers appropriate;
- (v) to fill any vacancy on the Executive Council as specified in this Constitution;
- (w) *in respect of the period prior to the inaugural Congress Meeting, to appoint any person to a position on the Executive Council;*
- (x) to make recommendations to Congress to grant any recognition or award it considers appropriate in accordance with this Constitution;
- (y) to adopt and implement an effective anti-doping programme;
- (z) to develop, maintain and regularly update an internet website; and
- (aa) to review its own processes and effectiveness.

Executive Council may delegate

29.-

- (1) Subject to the Constitution, the Executive Council may delegate any of the powers which are conferred on it under the Constitution—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as it thinks fit.

- (2) If the Executive Council so specifies, any such delegation may authorise further delegation of the Executive Council's powers by any person to whom they are delegated.
- (3) The Executive Council may revoke any delegation in whole or part, or alter its terms and conditions.

The President's role and duties

30.-

- (1) The President shall have the following role and duties:
 - (a) to preside over all meetings of the Congress and the Executive Council;
 - (b) to be an ex officio member of all Committees and Commissions referred to in Article 35 (other than any ad hoc Disciplinary Commission);
 - (c) to represent the Federation in all dealings with the IOC, Sportaccord, WADA and other international sporting and governmental bodies and organisations;
 - (d) to ensure the effective functioning of the Congress, the Executive Council and the Committees and Commissions to ensure they achieve their objectives;
 - (e) in close co-operation with the Secretary General, to be responsible for overseeing the operations of the Federation's office and, where appropriate, to take such measures as he considers necessary for the proper administration of the Federation, including, without limitation, to appoint someone to act as Chief Executive of the Federation;
 - (f) to report to the Congress at the Annual Congress Meeting on the performance of the Federation;
 - (g) to negotiate or oversee the negotiation of all major contracts on behalf of the Federation in consultation with the appropriate members of the Executive Council and/or any other relevant persons;
 - (h) to create any task force or working group he may deem necessary or advisable to address any urgent situation;
 - (i) to perform such other duties as specified in the Rules or policies of the Executive Council.

- (2) If the President is absent or unavailable for any meeting or activity or to carry out a task, one of the Vice-Presidents, as determined by the President, shall deputise in his place. The President may delegate any of his duties as he considers appropriate in consultation with the Executive Council.
- (3) If during a term of office, the President is temporarily or indefinitely prevented or unable to perform his duties, one of the Vice-Presidents as determined by the Executive Council, shall act as President until the next Congress, at which time a new President shall be elected.

The Vice-Presidents

31.-

There shall be 6 (six) Vice-Presidents of the Federation. The Vice-President(s) shall deputise for the President, as requested by the President, or as otherwise provided for in the Constitution.

The Executive Officers' Duties

32.-

- (1) In addition to the statutory duties imposed on the Executive Officers by the Act, the duties of the Executive Officers are to:
 - (a) act in good faith and in the best interests of the Federation at all times;
 - (b) exercise the powers of the Executive Council for proper purposes;
 - (c) act, and ensure the Federation acts, in accordance with this Constitution;
 - (d) not agree to, nor cause or allow, the activities of the Federation to be carried on in a manner likely to create a substantial risk of serious loss to the Federation or its creditors;
 - (e) not agree to the Federation incurring any obligations unless the Executive Officer believes at that time on reasonable grounds that the Federation will be able to perform the obligations when it is required to do so;
 - (f) exercise the care, diligence and skill that a reasonable Executive Officer would exercise in the same circumstances taking into account, but without limitation, the nature of the Federation, the nature of the decision and the position of the Executive Officer and the nature of the responsibilities undertaken by the Executive Officer;
 - (g) if the Executive Officer has a conflict of interest, he shall not participate in the deliberation nor vote on the matter.
 - (h) not disclose information that the Executive Officer would not otherwise have available to him other than in his capacity as an Executive Officer, to any Person, or make use of or act on the information except:
 - (i) as agreed by the Executive Council for the purposes of the Federation; and
 - (ii) as required by law or regulation;
 - (i) regularly attend Executive Council meetings and Congress meetings.

- (j) use his best efforts to consult widely with the Members and others in the bodybuilding and physique sports community to keep abreast of the issues, provided that this Article shall not waive the duty of confidentiality in respect of information disclosed to an Executive Officer under Article 32(1)(h).

Full Members' reserve power

33.-

- (1) The Full Members may, by Special Resolution, direct the Executive Officers to take, or refrain from taking, specified action.
- (2) No such Special Resolution invalidates anything which the Executive Officers have done before the passing of the resolution.

Rules

34.-

- (1) The Executive Council shall have the power to make, vary, modify and revoke Rules for the better administration of the Federation and bodybuilding and physique sports generally.
- (2) When a new Rule, or a variation, modification or revocation of an existing Rule, is adopted, a fixed date for when the new Rule, variation, modification or revocation shall take effect shall be determined by the Executive Council, failing which the new Rule, variation, modification or revocation shall take effect as from 30 (thirty) days following the conclusion of the Executive Council meeting at which it was passed. Any new Rule, or variation, modification or revocation of an existing Rule shall be reported to the next Annual Congress Meeting.

Committees and Commissions

35.-

- (1) The following standing Committees shall be established under this Constitution:
 - (i) Judges Committee;
 - (ii) Technical Committee;
 - (iii) Scientific and Research Committee;
 - (iv) Medical and Anti-Doping Committee;
 - (v) Women's Committee
- (2) The Chairpersons of the Committees in Articles 35(1)(i) - (v) above shall be elected by the Congress in accordance with Article 46 below. At the first Executive Council meeting following such elections, the Executive Council, in consultation with the relevant Chairperson, shall appoint a secretary and 3 (three) members of the Committee for a term of 4 (four) years commencing at the conclusion of the Executive Committee meeting at which they are appointed.
- (3) The Executive Council shall establish such other additional Committees or Commissions as it deems to be necessary from time to time, including but not limited to an ad hoc Disciplinary

Commission pursuant to Article 10(4). Such Committees and Commissions shall stand until such time as the Executive Council determines. The duties of any such Committees or Commissions shall be set out in the Rules.

- (4) No Full Member may have more than one representative on any one Committee or Commission.
- (5) The President shall ex-officio be a member of all Committees and Commissions (except for any ad hoc Disciplinary Commission) without voting rights.
- (6) All Committees and Commissions shall submit reports to the Executive Council within 60 days of the date of the meeting of such Committee or Commission.
- (7) Committees and Commissions to which the Executive Council delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Constitution which govern the taking of decisions by the Executive Council.
- (8) The Executive Council may make and publish rules of procedure for all or any Committees and Commissions.

DECISION-MAKING BY EXECUTIVE OFFICERS

Executive Officers to take decisions collectively

36.-

- (1) The general rule as regards decision-making by Executive Officers is that any decision of the Executive Officers must be either a majority decision at a meeting or a decision taken in accordance with Article 37.
- (2) Each Executive Officer shall have one vote at Executive Council meetings. In the event of a deadlock, the chairman shall have an additional casting vote. Voting shall be by voices, or upon the request of any Executive Officer, by a show of hands or by a ballot or secret ballot. Proxy and postal voting is not permitted.

Unanimous decisions

37.-

- (1) A decision of the Executive Officers is taken in accordance with this Article when all eligible Executive Officers indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive Officer or to which each eligible Executive Officer has otherwise indicated agreement in writing and shall be valid as if it had been passed at a meeting of the Executive Council. Any such resolution may consist of several documents in the same form each signed by one or more of the eligible Executive Officers.
- (3) References in this article to eligible Executive Officers are to Executive Officers who would have been entitled to vote on the matter had it been proposed as a resolution at an Executive Council meeting.

Calling an Executive Council meeting

38.-

- (1) The President may call an Executive Council meeting at any time on giving reasonable notice to the Executive Officers. The Executive Council shall meet at regular intervals and no less than 2 (two) times per year. The Executive Council shall always meet at the time of the Annual Congress Meeting. Except to the extent specified in this Constitution, the Executive Council shall adopt its own procedure to regulate the conduct of Executive Council meetings.
- (2) Notice of any Executive Council meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Executive Officers participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of an Executive Council meeting must be given to each Executive Officer, but need not be in writing.
- (4) Notice of an Executive Council meeting need not be given to Executive Officers who waive their entitlement to notice of that meeting. Notice by an Executive Officer that he waives his entitlement to notice of the meeting may be given to the Federation either: (i) in advance of the meeting where he is aware of the meeting but has not received notice of it in accordance with Article 38(3) above; or (ii) not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, the fact that an Executive Officer did not receive notice of the meeting in advance shall not affect the validity of the meeting or of any business conducted at it.

Participation in Executive Council meetings

39.-

- (1) Subject to the Constitution, Executive Officers participate in an Executive Council meeting, or part of an Executive Council meeting, when—
 - (a) the meeting has been called and takes place in accordance with the Constitution, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) Any one or more Executive Officers may participate in any meeting of the Executive Council and vote on any proposed resolution at a meeting of the Executive Council without being physically present. This may occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Executive Officers and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any Executive Officer in this manner at a meeting shall constitute the presence of that Executive Officer at that meeting.

Quorum for Executive Council meetings

40.-

- (1) At an Executive Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Executive Council meetings shall be not less than 50% (fifty per cent) of the number of Executive Officers from time to time.

Chairing of Executive Council meetings

41.-

- (1) The President shall chair all meetings of the Executive Council. In such capacity, the President shall be known as the chairman.
- (2) If the President is absent, unwilling or is unable to chair an Executive Council, the participating Executive Officers shall appoint one of themselves to chair it.

Casting vote

42.-

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other Executive Officer chairing the meeting has a casting vote.
- (2) Article 42(1) does not apply however if the chairman or other Executive Officer chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes, pursuant to Article 43(1) below.

Conflicts of interest

43.-

- (1) If a proposed decision of the Executive Council is concerned with an actual or proposed transaction or arrangement with the Federation and/or any Member and/or any Regional Federation, in each case in which an Executive Officer is interested, that Executive Officer is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if Article 43(3) applies, an Executive Officer who is interested in an actual or proposed transaction or arrangement with the Federation is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This Article applies when—
 - (a) the Federation by Ordinary Resolution disapplies Article 43(1);
 - (b) the Executive Officer's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Executive Officer's conflict of interest arises from a permitted cause.

- (4) For the purposes of this Article 43, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to an Executive Officer in respect of an obligation incurred by or on behalf of the Federation or any of its subsidiaries; and
 - (b) arrangements pursuant to which benefits are made available to employees and Executive Officers or former employees and Executive Officers of the Federation or any of its subsidiaries which do not provide special benefits for Executive Officers or former Executive Officers.
- (5) For the purposes of this Article 43, references to proposed decisions and decision-making processes include any Executive Council meeting or part of an Executive Council meeting.
- (6) Subject to Article 43(7), if a question arises at a meeting of Executive Officers or of a committee of Executive Officers as to the right of an Executive Officer to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Executive Officer other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Executive Officers at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

44.-

The Executive Council must ensure that the Federation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Executive Council.

Executive Officers' discretion to make further rules

45.-

Subject to the Constitution, the Executive Officers may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Executive Officers.

APPOINTMENT OF EXECUTIVE OFFICERS

Methods of appointing Executive Officers

46.-

- (1) Every person seeking election to the positions in the Executive Council must be nominated by at least one Full Member. No Full Member may have more than one representative on the Executive Council with the exception of the President and the Treasurer who may be from the same country or territory. Nominations must be received by the Secretary General by no later than 120 (one hundred and twenty) days prior to the Annual Congress Meeting at which elections for such positions shall take place.

- (2) The Secretary General shall notify the Full Members of the nominees at the same time as the agenda for the Annual Congress Meeting is distributed.
- (3) The election of the President and other members of the Executive Council shall be conducted in accordance with the procedure in Article 21(4). The elections shall proceed in the following order:
 - (a) President;
 - (b) 6 (six) Vice-Presidents;
 - (c) Secretary General;
 - (d) Assistant Secretary General;
 - (e) Treasurer;
 - (f) Chairperson of the Judges Committee;
 - (g) Chairperson of the Technical Committee;
 - (h) Chairperson of the Science and Research Committee;
 - (i) Chairperson of the Medical and Anti-Doping Committee;
 - (j) Chairperson of the Women's Committee.
- (4) Subject to Article 46(8) below, the President shall be elected by the Congress at an Annual Congress Meeting for a period of 4 (four) years. The term of office shall commence upon the closure of the Annual Congress Meeting at which he is elected.
- (5) The process for nominating and electing the President shall be the same as for the other members of the Executive Council in Articles 46(1)-(3).
- (6) The Vice-Presidents shall be elected for a period of 4 (four) years. ***At the inaugural Congress Meeting of the Federation, the 6 (six) Vice-Presidents shall be elected by the Congress in accordance with the election procedure set out in Article 21(4). Thereafter, one Vice-President shall be elected by each of the Continental Members in accordance with the election procedures set out in their respective constitutions. The term of office of the Vice-Presidents shall commence at the Congress Meeting following their election at the continental level and shall expire at the conclusion of the fourth Congress after their election.***
- (7) ***Unless otherwise determined, the process for nominating and electing the Vice-President(s) at the inaugural Congress Meeting shall be the same as for the other members of the Executive Council in Article 46(1)-(3).***
- (8) In any case where, as a result of death or otherwise, a vacancy arises on the Executive Council ***and/or any position on the Executive Council is not filled***, the remaining Executive Officers shall appoint a person of their choice to fill the vacancy until the next Annual Congress Meeting when there shall be an election for that position for the remaining term of office.
- (9) ***Any persons who are appointed as Executive Officers at the date of adoption of this Constitution or who are otherwise appointed pursuant to Article 28(1)(w) above, shall hold***

office until the expiry of the inaugural Congress Meeting unless elected in accordance with the provisions of this Constitution.

Termination of Executive Officers' appointment

47.-

- (1) A person ceases to be an Executive Officer as soon as—
 - (a) that person ceases to be an Executive Officer by virtue of any provision of the Companies Act 2006 or is prohibited from being an Executive Officer by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Federation stating that that person has become physically or mentally incapable of acting as an Executive Officer and may remain so for more than three months;
 - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (f) notification is received by the Secretary General from the Executive Officer that the Executive Officer is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (g) that person is removed from office by a Special Resolution of the Full Members;
 - (h) that person fails to attend 2 (two) consecutive Executive Council meetings and that person does not have, in the reasonable opinion of a majority of the other Executive Officers, a satisfactory explanation for his non-attendance; or
 - (i) *the provisions of Article 46(9) apply.*
- (2) The Full Members in a Special Congress Meeting called for such purpose may, by Special Resolution, remove any Executive Officer before the expiration of his term of office.
- (3) Upon the Secretary General receiving a request for a Special Congress Meeting for the purpose of removing an Executive Officer, he shall send the notice of the Special Congress Meeting to the Executive Officer concerned, in addition to the persons specified in Article 16(6) (Notice of Special Congress Meeting).
- (4) Following notification under Article 16(6) (Notice of Special Congress Meeting) and before voting on the resolution to remove an Executive Officer, the Executive Officer affected by the proposed resolution, shall be given the opportunity prior to, and at, the Special Congress Meeting to make submissions in writing and/or verbally to the delegates entitled to be present at the Congress meeting about the proposed resolution.

Executive Officers' expenses

48.-

The Executive Council may, by majority vote, reimburse its Executive Officers for their actual and reasonable expenses incurred in the conduct of the Federation's business. Prior to doing so, the Executive Council must establish a policy to be applied to the reimbursement of any such expenses which shall include reference to such reimbursement being subject to the Federation's budget.

PART 5

DISPUTES AND COURT OF ARBITRATION FOR SPORT

Arbitration Panel

49.-

- (1) The Federation shall establish an Arbitration Panel to hear disputes referred under Article 50(1) below.
- (2) The Federation Arbitration Panel shall consist of 6 (six) appointed panellists, 1 (one) person from each of the 6 (six) Continental Members. All panellists shall be legally trained. No Full Member may have more than one representative on the Arbitration Panel.
- (3) Upon request, each Continental Member shall send the Secretary General nominations for the Arbitration Panel of 1 (one) person who normally resides in their continental area. Persons must be nominated on the basis of their experience, ability, impartiality and their knowledge and experience of bodybuilding and physique sports and/or of sport in general. A curriculum vitae must accompany each nomination.
- (4) The Secretary General shall forward the nominations to the Executive Council who shall approve such nominations at its first meeting following an election Congress. The Executive Council may decide not to support a nomination in which case the relevant Continental Member shall be asked for another nomination. The Executive Council shall not be required to give reasons for its decision not to support any nomination.
- (5) The term of office for the panellists of the Arbitration Panel shall be 4 (four) years, commencing at the conclusion of the Executive Council meeting at which they are appointed by the Executive Council.
- (6) Once appointed, the 6 (six) panellists shall nominate a chairperson from amongst their number.
- (7) If a vacancy on the Arbitration Panel arises, the Executive Officers shall appoint a person of their choice to fill the vacancy until a suitable replacement has been nominated from the relevant continental area and approved by the Executive Council for the remaining term of office for that position.
- (8) The Arbitration Panel shall conduct itself in accordance with Rules that may be determined and published by the Executive Council from time to time.

Disputes

50.-

- (1) Subject to Article 50(5) below, and unless otherwise stated in this Constitution, all disputes arising between (i) a Member and the Federation (ii) an athlete and the Federation and (iii) two or more Members shall be settled by arbitration before the Federation Arbitration Panel in accordance with Rules to be determined and published by the Executive Council from time to time.
- (2) The decisions of the Federation Arbitration Panel shall be subject to appeal to the CAS.
- (3) The CAS appeal shall be decided in accordance with the CAS Code of Sports-related Arbitration currently in force (Appeal Arbitration Procedure), save that the CAS shall be bound to apply the Articles of this Constitution. The appeal shall be decided in accordance with English law and the language of the arbitration shall be English.
- (4) The decision of the CAS shall be final and binding on the parties and no right of appeal will lie from the CAS decision. The Members shall take all necessary action to ensure that the decision of the CAS takes immediate effect.
- (5) All disputes arising under the Rules shall be resolved in accordance with the provisions of the Rules.

PART 6

ANTI-DOPING

Anti-Doping

51.-

- (1) Doping in all forms is strictly prohibited in bodybuilding and physique sports.
- (2) The Executive Council shall adopt and implement a strict Federation anti-doping policy. The purpose of the anti-doping policy shall be to maintain the integrity of bodybuilding and physique sports and to protect the health and rights of the athletes who participate in its competitions.
- (3) As part of its anti-doping policy, the Federation shall promulgate a set of Anti-Doping Rules in full compliance with the World Anti-Doping Code. The Anti-Doping Rules shall be distributed by the Federation to all Members and it shall be a condition of membership of the Federation that all Members shall comply with the Anti-Doping Rules. The Anti-Doping Rules shall be incorporated either directly or by reference into the rules and regulations of each Member and each Member shall include in its rules the procedural regulations to be able to implement the Anti-Doping Rules effectively.
- (4) The Executive Council may amend the anti-doping policy at any time.

PART 7

ADMINISTRATIVE ARRANGEMENTS

Alterations to the Constitution

52.-

- (1) This Constitution may only be amended by the Congress by Special Resolution passed at a duly convened Congress Meeting in accordance with this Constitution, save as provided in Article 20(1).
- (2) A motion to amend the Constitution at an Annual Congress Meeting, unless proposed by the Executive Council, must be sent to the Secretary General by a Full Member or Executive Officer at least 120 (one hundred and twenty) days before the Annual Congress Meeting at which it is to be considered. All motions shall be sent by the Secretary General to the Full Members at least 90 (ninety) days before the Annual Congress Meeting. *In respect of the inaugural Congress Meeting, these time periods shall be reduced to 30 (thirty) days and 15 (fifteen) days respectively.*
- (3) Notice of a motion to amend the Constitution at a Special Congress meeting, must be provided in accordance with the provisions of Article 16(6) (Notice of Special Congress Meeting).
- (4) A motion for amendment to the Constitution may be withdrawn at any time but a withdrawal by a Full Member must be in writing unless it is made by an authorised delegate of that Full Member during the Congress Meeting at which the motion is moved.
- (5) If the Congress resolves to amend any part of this Constitution, it may delegate the responsibility for approval of the final wording of any such amendment to the Executive Council.
- (6) Any amendments so made shall take effect as from 30 (thirty) days following the conclusion of the Congress Meeting at which the proposed motion to alter the Constitution is moved and passed, unless the Congress decides otherwise.

Accounts

53.-

- (1) Unless otherwise determined by the Executive Council, the financial year of the Federation shall end on 30 June and an annual profit and loss account and balance sheet shall be prepared and audited as soon as practicable thereafter.
- (2) The Executive Council shall cause true accounting records of the receipts and disbursements of cash and of the assets and liabilities of the Federation to be kept at the Federation's registered office, or at such other place or places as the Executive Council shall think fit. The accounting records shall always be open to the inspection of the Executive Council.
- (3) The Executive Council shall from time to time determine whether, and to what extent and at what times and places and under what conditions or regulations, the accounting records of the Federation or any of them shall be open to the inspection of Members not being the Executive Council, and no Member (not being an Executive Officer) shall have any right of inspecting

any accounting records or other book or document of the Federation except as conferred by statute or authorised by the Executive Council or by the Congress.

- (4) At the Annual Congress Meeting in every year (*save for the inaugural Congress Meeting*), the Executive Council shall lay before the Congress a profit and loss account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Federation, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Council and the auditors of the Federation, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 (twenty-one) days before the date of the Congress meeting at which they are to be laid, be delivered or sent by post to the auditors and to all persons entitled to receive notice of Congress Meetings in the manner in which notices are hereinafter directed to be served.

Audit

54.-

- (1) Once at least in every year the accounts of the Federation shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified auditors.
- (2) Auditors shall be appointed annually at each Annual Congress Meeting.

Means of communication to be used

55.-

- (1) Subject to the Constitution, anything sent or supplied by or to the Federation under the Constitution may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Federation.
- (2) Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put in the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice shall, if given using electronic communication, be deemed to be given at the expiration of 24 (twenty-four) hours after the time it was sent.
- (3) The accidental omission to give notices of a meeting or the non-receipt of a notice of meeting by the Member entitled to receive notice shall not invalidate the proceedings of that meeting.
- (4) Subject to the Constitution, any notice or document to be sent or supplied to an Executive Officer in connection with the taking of decisions by Executive Officers may also be sent or supplied by the means by which that Executive Officer has asked to be sent or supplied with such notices or documents for the time being.
- (5) An Executive Officer may agree with the Federation that notices or documents sent to that Executive Officer in a particular way are to be deemed to have been received within a

specified time of their being sent, and for the specified time to be less than 48 (forty-eight) hours.

No right to inspect accounts and other records

56.-

Except as provided by law or as authorised by the terms of this Constitution, no Person is entitled to inspect any of the Federation's accounting or other records or documents merely by virtue of being a Member.

Logo

57.-

The logo of the Federation is the physique of a man and a woman with a globe in the background surrounded by a laurel wreath and seven multi-coloured stars. The logo is a registered trademark and shall not be used without the express written consent of the Federation.

Official Language

58.-

The official language of the Federation shall be English. The proceedings and reports of the Congress, the Executive Council and any Committee or Commission shall be conducted and printed in English. All communications, publications, documents, and correspondence between the Federation and its Membership shall be in English.

INDEMNITY AND INSURANCE

Indemnity

59.-

Every Executive Officer or other officer or employee of the Federation shall be entitled to be indemnified against all damages, and costs (including legal costs) for which he might become liable as a result of his acts and omissions in or about the execution of his duties connected with the Federation, except occurring as a result of negligence or wilful misconduct.

Insurance

60.-

- (1) The Executive Council may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any relevant Executive Officer or other officer or employee of the Federation in respect of any relevant loss.
- (2) In this Article—
 - (a) a “relevant Executive Officer” means any Executive Officer or former Executive Officer of the Federation or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Executive Officer in connection with that relevant Executive Officer's duties

or powers in relation to the Federation, any associated company or any pension fund or employees' share scheme of the Federation or associated company, and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

DISSOLUTION

Dissolution

61.-

- (1) The Federation shall only be liquidated, wound up or dissolved at a Special Congress Meeting specifically convened for the purpose and passed by a Special Resolution.
- (2) If upon the liquidation, winding up or dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Federation but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation or which otherwise are for the benefit of bodybuilding and physique sports and which shall prohibit the distribution of its or their income to its or their members. Such institution or institutions shall be determined by the Full Members at the Special Congress meeting at which it is resolved to liquidate, wind up or dissolve the Federation. Where no such institution or institutions exist, any such property of the Federation remaining shall be given or transferred to a charitable institution or institutions as determined by the Full Members at the Special Congress meeting at which it is resolved to liquidate, wind up or dissolve the Federation.

GOVERNING LAW

Governing Law

62.-

This Constitution shall be governed by and construed in accordance with the laws of England.

