



AGENDA ITEM 8

PROPOSED AMENDMENTS TO THE OFI'S CONSTITUTION BY SPECIAL RESOLUTIONS

This paper summarises all Board decisions relating to proposed amendments to our Constitution which are now to be considered by our Members via a vote on three separate Special Resolutions, each requiring 75% of the votes present to pass.

The notice of this meeting details each of the three resolutions. Please also find enclosed the marked-up copy of the proposed new Constitution.

The changes to the Constitution arise from three main considerations.

- 1) Proposed amendments which arose from observations during the 2024 Board election process.
- 2) Proposed amendments to the OFI's Athletes Commission status.
- 3) Other proposed amendments designed to provide enhanced clarity, improve definitions and remove references which are no longer applicable.

Each of these three areas are discussed in detail below.

All proposed amendments have been considered in detail by the OFI's Governance and Executive Committees as well as the OFI's solicitors.

BOARD ELECTION PROCESS – SPECIAL RESOLUTION A

The proposed amendments in this regard are detailed in articles 17.13 and article 20.

During the Board Election process which took place in the fourth quarter of 2024, a number of observations were made by OFI staff, Board Directors and Members. Listed below are the observations followed by the proposed amendments.

Observations:

- The current Constitution does not legislate for a situation whereby a Board Director ceases to hold office during his or her term of office.
- During the lead-in to the 2024 election, there was a query from one Member Federation as to whether they could nominate more than candidate to run in the election. Clarification of article 20.3 was required.
- The current Constitution provides that with respect to the requirement for Minimum Gender Representation (MGR) following any Board election, that Independent Directors are excluded from the calculation. In other words, immediately following a Board election, a minimum gender balance of 40% of the elected Directors and the Athletes' Commission Chair (but not any Independent Directors) must be achieved. This end result is that following an election, the Board as a whole including Independent Directors may not comply with the MGR.

- The current Constitution states that voting must take place prior to the commencement of the EGM at which the results are announced. This means the Members must arrive a significant length of time before the meeting starts.
- During the lead-in to the 2024 election, article 20.14 was interpreted by a few candidates as meaning that each Member Federation could only vote for one candidate in each ballot, rather than voting for up to six candidates in the 'Ordinary Director' ballot as is the intention of that article.

Proposed Amendments:

- The proposed addition of 17.13 clarifies that if a Director leaves office during their term and a Board election is not due to be held within 12 months then an election must be held at a General Meeting within 12 months of the vacancy arising.
- The proposed amendments to 20.3 clarifies that a Member Federation may nominate only one candidate for election.
- The proposed amendments to 20.8 results in the need for the Board to be fully compliant with MGR provisions following each Board election.
- The proposed amendments to 20.13 removes the need to hold the voting in advance of the EGM at which the results are announced.
- The proposed amendments to 20.14 clarifies that Member Federations may vote for up to six candidates in the 'Ordinary Directors' ballot.

All proposed amendments relating to the Board election process as detailed above will be considered by the Membership as **Resolution A**.

ATHLETES COMMISSION – SPECIAL RESOLUTION B

The proposed amendments in this regard are detailed in articles 10.4, 10.6, 11.6, 15.9(e), 15.9(f) and 15.10.

Observations:

Under the current Constitution, the Chair and Vice-Chair of the Athletes Commission are ex-officio Full Members of the OFI. Furthermore the Chair of the Athletes Commission is an ex-officio member of the Board of the OFI.

As a Full Member, the Chair of the Athletes Commission is entitled to attend and vote at General Meetings of the OFI. However, article 15.9(b) prohibits Board Directors from acting as official delegates and voting at General Meetings, hence the current situation is contradictory.

Proposed Amendments:

It is proposed that, going forward, the Athletes Commission itself will be the Full Member. As an unincorporated body, the Commission will have to appoint a nominee to represent them – this nominee must be a Member of the Commission, and that nominee would represent the Athletes Commission at General Meetings of the OFI. That nominee would not be the Chair of the Commission.

- The proposed amendment to 10.4 clarifies that the nominee of the Commission will be the Full Member of the OFI.
- The proposed amendments to 10.6 and 11.6 deletes reference to the Chair and Vice-Chair of the Commission being Full Members.
- The proposed addition of 15.9(f) (and corresponding amendment to 15.9(e)) clarifies that the Chair of the Commission, being an ex-officio Board Director, may not vote at General Meetings.

- The proposed amendment to 15.10 further clarifies that the nominee of the Commission is a Full Member of the OFI and no members of the Commission other than the voting delegate are entitled to vote on behalf of the Commission at General Meetings.

All proposed amendments relating to the OFI's Athletes' Commission as detailed above will be considered by the Membership as **Resolution B**.

OTHER – SPECIAL RESOLUTION C

The table below details a number of other proposed amendments to the Constitution designed to provide enhanced clarity, improve definitions and remove references which are no longer applicable. These will be considered by the Membership as **Resolution C**.

Memorandum Clause or Article	Observations and Proposals
Memorandum 4(d) & 4(f)	Change " <i>National Sports Federations</i> " to " <i>National Federations</i> ".
Memorandum 4(e)	Addition of a 'comma'.
Memorandum 4(f)	Change " <i>Olympic Representative Body</i> " to " <i>National Olympic Committee for Ireland</i> "
Memorandum 4(g)	Change " <i>Charter</i> " to " <i>Olympic Charter</i> "
Definitions	All definitions to be alphabetised.
Article 1 - Definitions	Change definition of " <i>Olympic Charter</i> " to " <i>The Olympic Charter per the IOC website as amended and in force from time to time</i> ".
Article 1 - Definitions	Replace the definition of " <i>Specified General Meeting</i> " with the wording for " <i>Subsequent General Meeting</i> " and delete all reference to " <i>Subsequent General Meeting</i> " throughout the Constitution.
Article 1 - Definitions	From 2025 onwards the Board Officer positions of the 'First and Second Vice-Presidents' have been replaced by only a 'Vice-President'. Proposal to change the definition of " <i>Vice-President</i> " to " <i>The Vice President for the time being of the Federation</i> " and remove the word " <i>First</i> ".
Article 1 - Definitions	Remove ' <i>2020 General Meeting</i> ' and ' <i>2024 General Meeting</i> '.
Article 1 - Definitions	Addition of a definition for the words/terms " <i>Olympism</i> ", " <i>Olympic Charter</i> ", " <i>Olympic Museum</i> ", " <i>IOC Code of Ethics</i> ", " <i>IOC Executive Board</i> ", " <i>National Olympic Committee</i> ", and " <i>IPC</i> " defining them all as referring to the IOC definition in their Charter.
Article 1 - Definitions and Article 17.2(a)	Addition of the definition of ' <i>Minimum Gender Representation</i> ' (MGR) and deletion of the wording in article 17.2(a) describing MGR, replacing it with a reference to the definition.
Article 3	Addition of the words " <i>as amended from time to time</i> " after " <i>World Anti-Doping Code</i> ".
Article 5	Addition of article 5.12 as follows: " <i>implement the Olympic Movement Code on the Prevention of the Manipulation of Competitions as amended from time to time</i> ".
Article 7	Clarification that the Charter mentioned is the ' <i>Olympic Charter</i> ' and capitalisation of the word " <i>Constitution</i> " to clarify that it refers to the Constitution of the OFI.
Article 8.1	There is currently no process described in our Constitution to deal with a situation whereby a change to the IOC's Olympic Charter would result in the OFI's Constitution not being in accordance with the Charter.

	Proposal is that language is added to clarify that should such a situation arise then the Board are obliged to call a General Meeting within six months of the Board becoming aware of the inconsistency, to discuss with the Membership.
Article 14.2(a)	It is currently unclear as to exactly when Full Members revert to Associate Members once their sport is no longer on the Programme. Currently notice of Board elections must be circulated 50 days in advance of the EGM at which the election is held. It is now being proposed that on that date, if the IOC has not confirmed the sport as being on the Programme, then the applicable sport converts from Full Membership to Associate Membership status.
Article 15.15	This article makes reference to the “Second Vice-President”, a position that is no longer recognised. Proposal is to delete the second sentence in article 15.15 and in the third sentence, delete the words “<i>and Second Vice-Presidents</i>”.
Article 17.1	• Deletion of 17.1(a)(i) which relates to the period 2020 to 2024. • 17.1(a)(ii) – deletion of the words “<i>From the 2024 General Meeting and thereafter</i>”. • 17.1(b) – deletion of the reference to the number of Directors to be elected at the 2020 Board elections and clarification that from 2024 onwards each Board elections (specified meeting) requires six Directors to be elected.
Article 17.2	Proposed amendments to this article clarify that Minimum Gender Representation (MGR) of the Board must be achieved immediately following the co-option of an Independent Director(s). Should there subsequently be a change on the membership of the Board of Directors, for example a resignation mid-term, there is no obligation to achieve MGR until the next election or co-option of an Independent Director.
Article 17.4	The IOC is of the opinion that any re-appointment of an Independent Directors should be ratified by the Membership. There is currently no obligation on the OFI to do so. Proposal is that in the last sentence of article 17.4, to replace the words “<i>not fall to</i>” with the word “<i>also</i>” and to add the words “<i>at the next General Meeting</i>” to the end of the last sentence.
Article 17.11	This article references the “Second Vice-President”, a position that is no longer recognised. The proposals to this article clarify the situation.
Article 19.1	Addition of language clarifying the eligibility of the terms of Board Directors who were subject to transitional arrangements pursuant to the Constitution in place at the time of their election.
Article 19.2	Deletion of this article which is no longer applicable as it relates to the process to be followed at the 2024 Board elections.
Article 24.4	Deletion of this article as it refers to the position of the Honorary General Secretary ceasing to exist in 2024.
Article 25.2(b)	The Disciplinary Committee is mistakenly listed in this article as one of the Board’s standing committees. Proposal is to delete article 25.2(b)(ii).

Article 25.3	Clarification regarding the required composition of the members of each of the three standing committees.
Article 26.3(a)	Deletion of the words “ <i>With effect from the 2024 General Meeting, the</i> ”.
Article 34.1	Replacement of the word “ <i>IOC</i> ” with the word “ <i>OFI</i> ” in order to correct which Athletes’ Commission is being referred to.