

**Constitutional Documents of the  
Commonwealth Games Federation**

**Company No: 10449637**



## Index

### SECTION A ARTICLES OF ASSOCIATION OF COMMONWEALTH GAMES FEDERATION

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# **The Companies Act 2006**

## **Company Limited by Guarantee and not having a Share Capital**

### **Articles of Association of Commonwealth Games Federation**

#### **INTRODUCTION**

##### **1. Role, Governance and defined terms**

###### ***Role of the Federation***

- 1.1 The Federation is the supreme authority in all matters concerning the Commonwealth Games. Responsibility is vested in the Federation for the direction, policy and control of the Commonwealth Games and such other events and activities organised to further the Objects of the Federation;

###### ***Governance***

- 1.2 The Federation:

- 1.3 has directors who are together the Executive Board; and

- 1.3.1 has company law members called the Affiliated CGAs. The General Assembly meetings are general meetings of the Affiliated CGAs.

###### ***Interpretation***

- 1.4 The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

#### **OBJECTS AND POWERS**

##### **2. Objects**

- 2.1 The objects of the Federation are to:

- 2.2 deliver inspirational and innovative Commonwealth Games, built on friendships and a proud heritage, supported by a dynamic Commonwealth Sports Cities Network;

- 2.3 nurture and develop one of the best governed and well-managed sports movements federations in the world;

- 2.4 attract and build on public, private and social partnerships that widely benefit Commonwealth athletes, sports and communities;

- 2.5 champion, through its brand, Commonwealth athlete, citizen and community engagement in everything we do; and

- 2.6 encourage and assist sport development, physical recreation and charitable activities associated with sport.

### **3. Powers**

- 3.1 To further its objects the Federation may:
  - 3.1.1 organise and assist in the organisation of the Commonwealth Games;
- 3.2 acquire and use money, premises, equipment and any other property;
- 3.3 employ staff (making appropriate provision for pensions) and engage independent contractors and advisers;
- 3.4 raise funds by any means and trade as a means of carrying out its objects;
- 3.5 establish and participate in subsidiary companies;
- 3.6 establish and participate in other organisations and trusts, including making charitable donations;
- 3.7 undergo any full or part merger and receive or transfer assets and liabilities for such purpose;
- 3.8 use banking facilities, borrow, lend and give or receive security, guarantees and credit (in each case subject to applicable law);
- 3.9 invest any funds not immediately required in any investment, security or property and delegate investment management;
- 3.10 provide indemnity insurance for member of the Executive Board; and
  - 3.10.1 do anything else which may contribute to, or which is incidental, or conducive, to the furtherance of the Federation's objects.

### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Limitation on private benefits**

The income and property of the Federation shall be applied towards the promotion of its objects.

### **LIMITATION OF LIABILITY AND INDEMNITY**

#### **5. Liability of Affiliated CGAs**

- 5.1 The liability of each Affiliated CGA is limited to £1 (sterling), being the amount that each Affiliated CGA undertakes to contribute to the assets of the Federation in the event of its being wound up while he, she or it is an Affiliated CGA or within one year after he, she or it ceases to be an Affiliated CGA, for:
  - 5.1.1 payment of the Federation's debts and liabilities contracted before he, she or it ceases to be an Affiliated CGA;
  - 5.1.2 payment of the costs, charges and expenses of winding up; and

5.1.3 adjustment of the rights of the contributories among themselves.

## 6. **Indemnity**

Without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every member of the Executive Board of the Federation shall be indemnified out of the assets of the Federation in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Federation may be indemnified out of the assets of the Federation in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## **EXECUTIVE BOARD**

### ***EXECUTIVE BOARD'S POWERS AND RESPONSIBILITIES***

#### **7. Executive Board's general authority**

7.1 The Executive Board is the guardian and representative of Affiliated CGAs and shall be responsible for carrying into effect the CGF Documents and the vision, mission and objects of the Federation.

7.2 Subject to the Articles, the Executive Board is responsible for the management of the Federation's business, for which purpose it may exercise all the powers of the Federation. In particular, and noting the Executive Board's power to delegate, the Executive Board shall:

7.2.1 have full authority to act on behalf of the Federation in relation to the Commonwealth Games subject only to the powers specifically vested in the General Assembly by the CGF Documents;

7.2.2 be responsible for the financial affairs of the Federation;

7.2.3 appoint such committees and commissions on such terms as it may determine and shall report to each General Assembly on the work of such committees and commissions;

7.2.4 report regularly to Affiliated CGAs and the General Assembly on the activities of the Executive Board;

7.2.5 adopt, amend or repeal the Regulations from time to time in accordance with Article 10.2;

7.2.6 appoint such staff as required and define their duties;

7.2.7 inspect the facilities offered by a Candidate City for the Commonwealth Games;

7.2.8 review the general plans for the organisation of the Commonwealth Games with full and exclusive authority to grant approval thereto and act as the authority of last resort on any question whatsoever concerning the Commonwealth Games, subject to the powers vested in the General Assembly by the CGF Documents;

7.2.9 appoint or retain advisers as may be necessary from time to time on such terms as may be appropriate;

- 7.2.10 do all such things and incur such expense as it may consider necessary from time to time for the proper conduct of the activities of the Federation;
- 7.2.11 prepare and submit to the General Assembly annually audited financial statements outlining the revenues and expenditure, assets and liabilities of the Federation;
- 7.2.12 have authority to make donations to the Commonwealth Sports Foundation including but not limited to donations of all taxable profits of the Federation;
- 7.2.13 establish and amend as appropriate a strategic plan for the Federation and present this to the General Assembly;
- 7.2.14 have power to recommend to the General Assembly awards in recognition of meritorious services to the Federation, an Affiliated CGA or Commonwealth sport;
- 7.2.15 adopt, amend or repeal the Host City Contract from time to time;
- 7.2.16 appoint members to the CGF Evaluation Commission; and
- 7.2.17 prepare Games Manuals in any form and on any topic as it determines to be necessary for the preparation, management and control of the Commonwealth Games and amend or repeal such Games Manuals from time to time.

**8. Affiliated CGAs' reserve power**

- 8.1 The Affiliated CGAs may, by Special Resolution, direct the Executive Board to take, or refrain from taking, specified action.
- 8.2 No such Special Resolution invalidates anything which the Executive Board has done before the passing of the Special Resolution.

**9. Executive Board may delegate**

- 9.1 Subject to the Articles, the Executive Board may delegate any of its powers or functions to any duly constituted committee. The Executive Board shall as a minimum have the committees set out in the Byelaws.
- 9.2 Subject to the Articles, the Executive Board may delegate the implementation of its decisions or day to day management of the affairs of the Federation to any person or duly constituted committee.
- 9.3 Any delegation by the Executive Board may be:
  - 9.3.1 by such means;
  - 9.3.2 to such an extent;
  - 9.3.3 in relation to such matters or territories; and
  - 9.3.4 on such terms and conditions;
 as it thinks fit.

- 9.4 The Executive Board may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 9.5 The Executive Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 9.6 The Executive Board may by power of attorney or otherwise appoint any person to be the agent of the Federation for such purposes and on such conditions as it determines.
10. **Byelaws and Regulations**
- 10.1 The General Assembly may from time to time make, repeal or alter such Byelaws by Ordinary Resolution as it thinks fit as to the management of the Federation, the Commonwealth Games or the Federation's affairs. Such Byelaws shall be binding on all Affiliated CGAs of the Federation and no Byelaw shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 10.2 The Executive Board may from time to time make, repeal or alter such Regulations as it thinks fit as to the management of the Federation and its affairs. The Regulations shall be binding on all Affiliated CGAs of the Federation and the OC. No Regulation shall be inconsistent with the Companies Acts, the Articles, the Byelaws or any rule of law.
- 10.3 Any alterations made by the Federation to the CGF Documents after a Commonwealth Games have been awarded to a Host City and Host CGA, shall be binding on that Host CGA and OC, except amendments which result in substantially increased costs to the operation of the Commonwealth Games or which add events to the Sports Programme of the Commonwealth Games except as agreed from time to time by the parties to the Host City Contract.

#### ***DECISION-MAKING BY EXECUTIVE BOARD***

11. **Executive Board to take decisions collectively**
- 11.1 Any decision of the Executive Board must be either:
- 11.1.1 by decision of a majority of the Executive Board present and voting at a quorate Executive Board meeting (subject to Article 16); or
- 11.1.2 a decision taken in accordance with Article 17.
12. **Calling an Executive Board meeting**
- 12.1 In consultation with the Executive Board, the President may decide how and when the Executive Board shall meet, and the Executive Board shall meet at least once in each calendar year at such place as may be fixed from time to time by the President.
- 12.2 An Executive Board meeting must be called by at least fourteen Clear Days' notice unless either:
- 12.2.1 all the Executive Board agree; or

- 12.2.2 urgent circumstances require shorter notice.
- 12.3 Notice of Executive Board meetings must be given to each member of the Executive Board.
- 12.4 Every notice calling an Executive Board meeting must specify:
  - 12.4.1 the place, day and time of the meeting;
  - 12.4.2 the general nature of the business to be considered at such meeting; and
  - 12.4.3 if it is anticipated that Executive Board members 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.
- 12.5 Notice of Executive Board meetings must be in Writing.
- 12.6 Article 44 shall apply, and notice of Executive Board meetings may be sent by Electronic Means to an Address provided by the member of the Executive Board for the purpose.

### 13. **Participation in Executive Board meetings**

- 13.1 Subject to the Articles, members of the Executive Board participate in an Executive Board meeting, or part of an Executive Board meeting, when:
  - 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
  - 13.1.2 they can each communicate (for example via telephone or video conferencing) to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Executive Board members are participating in an Executive Board meeting, it is irrelevant where any member of the Executive Board is or how they communicate with each other.
- 13.3 If all the Executive Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### 14. **Quorum for Executive Board meetings**

- 14.1 At an Executive Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for Executive Board meetings is a majority of its voting members provided that a majority of those participating are also elected Executive Board members. For the avoidance of doubt for the purpose of this Article the elected Executive Board members are those referred to in Articles 22.1(a), 22.1(b) and 22.1(c).

### 15. **Chairing of Executive Board meetings**

The President or in his or her absence another member of the Executive Board nominated by the Executive Board present shall preside as chair of each Executive Board meeting.

16. **Executive Board Voting**

16.1 Each member of the Executive Board referred to in Article 22.1, shall have one vote.

16.2 If the numbers of votes for and against a proposal at an Executive Board meeting are equal, the chair of the meeting shall have a casting vote in addition to any other vote he or she may have.

16.3 Article 16.2 does not apply and the chair will not have a casting vote if, in accordance with the Articles, he or she is not voting on the matter due to a conflict of interest.

17. **Decisions without a meeting**

In the circumstances outlined in this Article, the Executive Board may make a majority decision without holding an Executive Board meeting.

17.1 If:

17.1.1 a member of the Executive Board has become aware of a matter on which the Executive Board needs to take a decision;

17.1.2 that member of the Executive Board has taken all reasonable steps to make all the other Executive Board members aware of the matter and need for a decision;

17.1.3 the Executive Board has had a reasonable opportunity to communicate its views on the matter and the required decision to each other; and

17.1.4 a majority of the members of the Executive Board vote in favour of a particular decision on a matter;

a decision of the Executive Board may be taken by majority and shall be as valid and effective as if it had been taken at a duly convened and held Executive Board meeting.

17.2 In accordance with this Article, Executives Board members participating in the taking of a majority decision otherwise than at an Executive Board meeting may:

17.2.1 be in different places, and participate at different times; and

17.2.2 communicate with each other by any means.

17.3 The President, or such other Executive Board member as shall be appointed by the Executive Board, shall be the chair of the decision-making process in accordance with this Article. The process shall include:

17.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Executive Board members are asked to cast their votes; and

17.3.2 the nomination of a person to whom all Executive Board members' votes must be communicated;

17.3.3 if a majority of the Executive Board vote in favour of the decision, the nominated person shall communicate the decision to all the Executive Board members and the date of the

decision shall be the date of the communication from the nominated person confirming formal approval; and

- 17.3.4 the nominated person must prepare a minute of the decision in accordance with Article 47.
- 17.4 In the case of an equality of votes in any decision-making process in accordance with this Article, the President shall be entitled to a casting vote in addition to any other vote he or she may have. However this does not apply and the President will not have a casting vote if, in accordance with the Articles, they are not voting on the matter due to a conflict of interest.

18. **Executive Board interests and management of conflicts of interest**

***Declaration of interests***

- 18.1 Unless Article 18.2 applies, a member of the Executive Board must declare the nature and extent of:
- 18.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Federation; and
- 18.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Federation or his or her duties to the Federation.
- 18.2 There is no need to declare any interest or duty of which the other Executive Board are, or ought reasonably to be, already aware.

***Participation in decision-making***

- 18.3 If an Executive Board member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Federation, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether an Executive Board member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Executive Board taking part in the decision-making process.
- 18.4 If an Executive Board member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Federation, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 18.4.1 the decision could result in the member of the Executive Board or any person who is Connected with him or her, receiving a benefit other than:
- (a) any benefit received by an Affiliated CGA, which is available generally to the Affiliated CGA's;
  - (b) the payment of premiums in respect of indemnity insurance for the Executive Board;
  - (c) payment under the indemnity set out at Article 6; and
  - (d) reimbursement of expenses; or

18.4.2 a majority of the other Executive Board participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 18.5.

18.5 If a member of the Executive Board with a conflict of interest or conflict of duties is required to comply with this Article 18.5, he or she must:

18.5.1 take part in the decision-making process only to such extent as in the view of the other Executive Board is necessary to inform the debate;

18.5.2 not be counted in the quorum for that part of the process; and

18.5.3 withdraw during the vote and have no vote on the matter.

#### ***Continuing duties to the Federation***

18.6 Where a member of the Executive Board or person Connected with him or her has a conflict of interest or conflict of duties and the member of the Executive Board has complied with his or her obligations under these Articles in respect of that conflict:

18.6.1 the member of the Executive Board shall not be in breach of his or her duties to the Federation by withholding confidential information from the Federation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

18.6.2 the member of the Executive Board shall not be accountable to the Federation for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

#### **19. Register of Executive Board member's interests**

The Executive Board must cause a register of Executive Board member's interests to be kept.

#### **20. Validity of member of the Executive Board actions**

All acts done by a person acting as a member of the Executive Board shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a member of the Executive Board.

### ***APPOINTMENT AND RETIREMENT OF EXECUTIVE BOARD***

#### **21. Number of Executive Board**

There shall be at least ten members of the Executive Board.

#### **22. Composition of the Executive Board**

22.1 The Executive Board shall consist of the following who are entitled to attend and (subject to the provisions relating to conflicts of interest) to vote at Executive Board meetings:

*Elected Executive Board members:*

- (a) the President elected in accordance with the Regulations;
- (b) three Vice Presidents drawn from at least two of the Federation's six regions, one of whom shall be a different gender elected in accordance with the Regulations;
- (c) six Regional Vice Presidents elected in accordance with the Regulations;

*Appointed Executive Board member:*

- (d) an Athletes Representative appointed by the Executive Board;

*Co-opted Executive Board members:*

- (e) if no Executive Board member is resident in the United Kingdom then the Executive Board may co-opt one individual who is so resident. Any Executive Board member co-opted in accordance with this sub-clause will be subject to formal confirmation by the General Assembly following his or her appointment. The Executive Board must follow all Regulations relating to co-option.
- (f) up to two co-opted Executive Board members may be co-opted by the Executive Board if required to meet the gender equity requirements set out in Article 23.8. Any Executive Board member co-opted by the Executive Board in accordance with this sub-clause will be subject to formal confirmation by the General Assembly following his or her appointment. The Executive Board must follow all Regulations relating to co-option.

22.2 The following shall be entitled to receive notice of all Executive Board meetings and attend, speak but not vote at Executive Board meetings (for the avoidance of doubt they shall not be Executive Board members for the purposes of the Companies Act):

22.2.1 the Vice Patron (ex officio);

22.2.2 the CEO (ex officio); and

22.2.3 an individual representing the future Games Host City/Country appointed by the Executive Board if they are not otherwise an Executive Board member through other means.

**23. Appointment and retirement of the Executive Board.**

23.1 Those persons notified to the Registrar of Companies as the first directors of the Federation shall be the first Executive Board.

23.2 The election and appointment of members of the Executive Board shall be made in accordance with the Regulations.

23.3 The members of the Executive Board (elected or appointed as the case may be) shall hold office from the date of their election/appointment until the conclusion of the General Assembly held in the year following the next Commonwealth Games, but each shall be eligible, subject to the Regulations, for re-election/re-appointment at that General Assembly.

- 23.4 Any person co-opted to the Executive Board may not be co-opted for any period beyond the date of the General Assembly in the year following a Commonwealth Games but may be co-opted for a lesser period. At the end of their period of co-option they are eligible, subject to the Regulations, to be co-opted again.
- 23.5 The Regional Vice Presidents shall consult with and keep the Affiliated CGAs of their Region informed about the business of the Federation.
- 23.6 If the President is unable or unwilling to act, the Executive Board shall appoint one of the Vice Presidents to act in the place of the President until a new President is elected at the next meeting of the General Assembly.
- 23.7 The Executive Board may fill any casual vacancy until the General Assembly next meets. The Executive Board shall inform Affiliated CGAs of the filling of the vacancy and invite nominations for the filling of the vacancy at the next General Assembly.

### ***Gender Equality***

- 23.8 Both genders shall contribute at least 20% or two (2) of the individuals who are elected Executive Board members and those on the Sports Committee and any other committees and commissions formed by the Executive Board, whichever is the lower. If such gender representation is not filled by election, the Executive Board shall co-opt individuals to the Executive Board or Sports Committee or any other committees and commissions in accordance with the procedures set out in the Regulations. For the avoidance of doubt, for the purpose of this Article the elected Executive Board members are those referred to in Articles 22.1(a), 22.1(b) and 22.1(c).

### ***General***

- 23.9 A member of the Executive Board may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Executive Board.

## **24. Disqualification and removal of Executive Board**

- 24.1 A member of the Executive Board shall cease to hold office if:
- 24.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 24.1.2 if the Executive Board member dies;
- 24.1.3 if the Executive Board member is unable to act for reasons of ill health or for any other reason for a period exceeding 6 months and the Executive Board resolve that he or she should cease to hold office;
- 24.1.4 notification is received by the Federation from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least ten Executive Board will remain in office when such resignation has taken effect); or
- 24.1.5 at a General Assembly of the Federation, an Ordinary Resolution is passed that he or she be removed from office.

- 24.2 Should the conduct of a member of the Executive Board breach the Code of Conduct and/or is not in keeping with the conduct expected from a member of the Executive Board then at a meeting of the Executive Board, a resolution may be passed that he or she be suspended from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify suspension from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Executive Board. A member of the Executive Board that is suspended may not vote, attend meetings of the Executive Board or receive any papers. Suspension may only continue until the next General Assembly where the General Assembly may either reinstate or remove the suspended member of the Executive Board.
25. **Patron, Vice Patron, Honorary Life Presidents, Honorary Life Vice Presidents, Honorary Life Members and Order of Merit**
- 25.1 The Patron of the Federation shall normally be the Head of the Commonwealth.
- 25.2 A Vice Patron may be appointed and removed by the Patron.
- 25.3 Former Presidents of the Federation automatically assume the position of Honorary Life Presidents.
- 25.4 The Federation may, in General Assembly, on the recommendation of the Executive Board elect former officers of the Federation as Life Vice Presidents for exceptional and distinguished services to the Federation.
- 25.5 The Federation may on the recommendation of the Executive Board in General Assembly elect Honorary Life Members for distinguished services rendered to the Federation.
- 25.6 The Federation may on the recommendation of the Executive Board in General Assembly award an Order of Merit for distinguished services rendered to Commonwealth sport, which may include services to an Affiliated CGA.

## **AFFILIATED CGAS**

### ***BECOMING AND CEASING TO BE AN AFFILIATED CGA***

26. **Becoming an Affiliated CGA**
- 26.1 The first Affiliated CGAs of the Federation shall be:
- 26.1.1 the Affiliated CGAs that are subscribers to the Memorandum of Association of the Federation; and
- 26.1.2 on the transfer of undertaking to the Federation from the unincorporated organisation called the Commonwealth Games Federation all remaining Affiliated CGAs of the said unincorporated organisation that were not subscribers to the Memorandum of Association shall be admitted as Affiliated CGAs of the Federation.
- 26.1.3 Thereafter the Affiliated CGAs shall include such other organisations as are admitted to company law membership of the Federation as an Affiliated CGA in accordance with the Byelaws.

### ***Unincorporated Affiliated CGAs***

- 26.2 An organisation that is unincorporated shall be admitted as an Affiliated CGA (“an Unincorporated Affiliated CGA”) through the person of its nominated representative from time to time. Every such Unincorporated Affiliated CGA must notify the Federation in writing of the name of its nominated representative and may replace such nominated representative at any time by giving notice to the Federation. The membership rights may be exercised by the nominated representative or by the Unincorporated Affiliated CGA which he or she represents. A member of the Executive Board may not act as a nominated representative of an Unincorporated Affiliated CGA in the General Assembly.

### ***Corporate Affiliated CGAs***

- 26.3 An organisation admitted to membership which is an incorporated body (“a Corporate Affiliated CGA”) may by resolution of its directors or other governing body authorise a person to act as its authorised representative at any meeting of the Federation. Evidence of the appointment of the authorised representative must be provided in such form as the Executive Board may reasonably require. A member of the Executive Board may not act as an authorised representative of an Affiliated CGA in the General Assembly.

## **27. Termination and suspension of membership as an Affiliated CGA**

- 27.1 Subject to Article 26.2, membership of the Federation as an Affiliated CGA is not transferable.

- 27.2 Membership of the Federation as an Affiliated CGA shall cease:

- 27.2.1 if the individual nominated representative of an Unincorporated Affiliated CGA appointed under Article 26.2, dies (in which case the Unincorporated Affiliated CGA shall appoint another nominated representative and, for the avoidance of doubt, the Unincorporated Affiliated CGA's membership of the Federation shall be deemed to be continuous);

- 27.2.2 in the case of a nominated representative of an Unincorporated Affiliated CGA appointed under Article 26.2, if their nominating Unincorporated Affiliated CGA ceases to exist;

- 27.2.3 in the case of a Corporate Affiliated CGA, if it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up or an equivalent action is taken in the relevant jurisdiction;

- 27.2.4 on the expiry of at least seven Clear Days' notice given by the Affiliated CGA to the Federation of their intention to withdraw;

- 27.2.5 if a Special Resolution is passed at a General Assembly resolving that the Affiliated CGA be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Federation. Such a Special Resolution may not be passed unless:

- (a) the Executive Board resolve by a 75% majority of those participating in the decision and entitled to vote that the Affiliated CGA should be expelled having first given at

least 60 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Executive Board; and

- (b) before the General Assembly meeting where the Special Resolution is to be presented, the Affiliated CGA has been given at least 60 Clear Days' notice that the Resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the General Assembly;
- 27.2.6 if the geographical area for which the Affiliated CGA is the official body ceases to be a Commonwealth Country (as defined in the Articles).
- 27.3 An Affiliated CGA may be suspended by the Executive Board for either of the following reasons:
- 27.3.1 not fulfilling the conditions for an Affiliated CGA to be a member of the Federation; or
  - 27.3.2 not complying with the obligations of an Affiliated CGA, as defined in the CGF Documents.

provided that membership of the Federation as an Affiliated CGA may only be suspended by the Executive Board for one year or until the next General Assembly, whichever is the longer and thereafter any further suspension must be approved by Ordinary Resolution of the General Assembly or the Affiliated CGA expelled in accordance with Articles 27.2.5.

- 27.4 Before an Affiliated CGA is suspended in accordance with Article 27.3, the Affiliated CGA shall have the right to be heard either in person or in writing by the Executive Board.
- 27.5 The Executive Board shall inform the General Assembly of all suspensions in progress.
- 27.6 An Affiliated CGA under suspension loses all rights and privileges of membership of the Federation. In particular, an Affiliated CGA shall not be entitled to be heard, except with respect to their suspension, or vote at meetings of members and/or participate in the activities of the Federation.
- 27.7 An Affiliated CGA under suspension will not usually be able to enter athletes in competitions sanctioned by the Federation however at the discretion of the Executive Board if a CGA is suspended in accordance with Article 27.3.2 then the Federation may allow athletes from the country or territory to compete under the Federation's flag.

## **ORGANISATION OF GENERAL ASSEMBLY MEETINGS**

### **28. Annual General Assembly**

- 28.1 The Federation must hold an annual general meeting called an Annual General Assembly within 18 months of incorporation and afterwards once in every calendar year and not more than 18 months shall pass between one Annual General Assembly and the next. It shall be held at such time and place as the Executive Board thinks fit.

28.2 The General Assembly shall take all necessary steps to ensure that the Federation and all Affiliated CGAs abide by the CGF Documents and carry into effect the vision, mission and the objects of the Federation.

28.3 The General Assembly shall select the Host CGA and Host City in accordance with the Byelaws and Regulations.

## 29. **General Assembly meetings**

29.1 An Extraordinary General Assembly may be convened:

29.1.1 by the President;

29.1.2 by resolution of the Executive Board;

29.1.3 by Ordinary Resolution of the General Assembly; or

29.1.4 if required to do so by the Affiliated CGAs under the Companies Acts;

29.2 A General Assembly meeting shall be convened within 6 weeks of receipt of a request made in accordance with Article 29.1, unless the provisions of the Companies Acts apply;

## 30. **Length of notice**

30.1 All General Assembly meetings must be called by either:

30.1.1 at least 30 Clear Days' notice; or

30.1.2 shorter notice provided it is so agreed by a majority in number of the Affiliated CGAs having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Affiliated CGAs.

## 31. **Quorum for General Assembly meetings**

31.1 No business (other than the appointment of the chair of the meeting) may be transacted at a General Assembly meeting unless a quorum is present.

31.2 The quorum for a meeting of the General Assembly shall consist of at least one third of Affiliated CGAs present in person, provided persons representing at least 2 Affiliated CGAs from each Region are present in person.

31.3 If a quorum is not present within half an hour from the time appointed for the meeting:

31.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

31.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

**32. Chairing General Assembly meetings**

32.1 The President or in his or her absence some other member of the Executive Board nominated by the Executive Board shall preside as chair of every General Assembly meeting.

32.2 If no member of the Executive Board is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Affiliated CGAs shall choose one of the nominated representatives of an Unincorporated Affiliated CGA or authorised representatives of a Corporate Affiliated CGAs present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a nominated representative of an Unincorporated Affiliated CGA or an authorised representative of a Corporate Affiliated CGA entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 32.2.

**33. Attendance and speaking by Executive Board and non-Affiliated CGAs**

33.1 The General Assembly may be attended by:

33.1.1 not more than 3 representatives of each Affiliated CGA (one of whom shall be the authorised representative of the Corporate Affiliated CGA or the nominated representative of an Unincorporated Affiliated CGA);

33.1.2 the Vice Patron, Life Presidents, Life Vice-Presidents and members of the Executive Board;

33.1.3 not more than 3 representatives of the OC of a Commonwealth Games either in progress or next to be staged; and

33.1.4 such number of observers as the President may allow to attend.

33.2 Only the authorised representative of a Corporate Affiliated CGA and the representative of an unincorporated Affiliated CGA (present in person or by proxy) may vote at the General Assembly as detailed further in the Articles.

33.3 The chair of the meeting may permit other persons who are not company law members of the Federation (or otherwise entitled to exercise the rights of members in relation to General Assembly meetings) to attend and speak at a General Assembly meeting.

**34. Adjournment**

34.1 The chair of the meeting may adjourn a General Assembly meeting at which a quorum is present if:

34.1.1 the meeting consents to an adjournment; or

34.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

34.2 The chair of the meeting must adjourn a General Assembly meeting if directed to do so by the meeting.

- 34.3 When adjourning a General Assembly meeting, the chair of the meeting must:
  - 34.3.1 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 Board; and
  - 34.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 Clear Days' notice of it:
  - 34.4.1 to the same persons to whom notice of the Federation's General Assembly meetings is required to be given; and
  - 34.4.2 containing the same information which such notice is required to contain.
- 34.5 No business may be transacted at an adjourned General Assembly meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### ***VOTING AT GENERAL ASSEMBLY MEETINGS***

##### **35. Voting: general**

- 35.1 Each Affiliated CGA shall have one vote, unless it has been suspended from voting in accordance with the CGF Documents.
- 35.2 A Resolution put to the vote of a General Assembly meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 35.3 On a vote on a Resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the Resolution:
  - 35.3.1 has or has not been passed; or
  - 35.3.2 has been passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 47 is also conclusive evidence of that fact without such proof.

##### **36. Votes**

###### ***Votes on a show of hands***

- 36.1 On a vote on a Resolution which is carried out by a show of hands, the following persons have one vote each:
  - 36.1.1 the nominated representative of each Unincorporated Affiliated CGA present in person;
  - 36.1.2 each authorised representative of a Corporate Affiliated CGA present in person;

36.1.3 (subject to Article 41.2) each proxy present who has been duly appointed by one or more persons entitled to vote on the Resolution; and

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

#### ***Votes on a poll***

36.2 On a vote on a Resolution which is carried out by a poll, the following persons have one vote each:

36.2.1 every nominated representative of an Unincorporated Affiliated CGA present in person;

36.2.2 every authorised representative of a Corporate Affiliated CGA (subject to Article 36.3) present; and

36.2.3 every Affiliated CGA present by proxy (subject to Article 41.2).

36.3 On a vote on a Resolution at a meeting, if more than one authorised representative of a Corporate Affiliated CGA purports to vote on behalf of the same Corporate Affiliated CGA:

36.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

36.3.2 if they purport to vote in different ways they will be treated as not having voted.

#### ***General***

36.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

### **37. Errors and disputes**

37.1 No objection may be raised to the qualification of any person voting at a General Assembly 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.

37.2 Any such objection must be referred to the chair of the meeting whose decision is final.

### **38. Poll votes**

38.1 A poll on an Ordinary or Special Resolution may be demanded:

38.1.1 in advance of the General Assembly meeting where it is to be put to the vote; or

38.1.2 at a General Assembly meeting, either before a show of hands on that Resolution or immediately after the result of a show of hands on that Resolution is declared.

38.2 A poll may be demanded by:

38.2.1 the chair of the meeting;

- 38.2.2 the Executive Board;
- 38.2.3 more than five persons present and having the right to vote on the Resolution;
- 38.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Affiliated CGAs having the right to vote on the Resolution.
- 38.3 A demand for a poll may be withdrawn by the requesting party or parties if:
  - 38.3.1 the poll has not yet been taken; and
  - 38.3.2 the chair of the meeting consents to the withdrawal.

39. **Procedure on a poll**

- 39.1 Subject to the Articles, polls at General Assembly meetings must be taken when, where and in such manner as the chair of the meeting directs.

**Results**

- 39.2 The chair of the meeting shall appoint scrutineers for any poll (who need not be a person entitled to vote at the meeting) and decide how and when the result of the poll is to be declared.
- 39.3 The result of a poll shall be the decision of the meeting in respect of the Resolution on which the poll was demanded.

**Timing**

- 39.4 A poll on:
  - 39.4.1 the election of the chair of the meeting; or
  - 39.4.2 a question of adjournment;must be taken immediately.
- 39.5 Other polls must be taken within 30 days of their being demanded.
- 39.6 If a poll is demanded the meeting may continue to deal with any other business which may be conducted at the meeting.

**Notice**

- 39.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 39.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

40. **Proxies**

***Power to appoint***

40.1 An Affiliated CGA is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Federation. A proxy must vote in accordance with any instructions given by the Affiliated CGA by whom the proxy is appointed.

***Manner of appointment***

40.2 Proxies may only be validly appointed by a notice in Writing (a "Proxy Notice") which:

40.2.1 states the name and address of the Affiliated CGA appointing the proxy;

40.2.2 identifies the person appointed to be that Affiliated CGA's proxy and the General Assembly meeting in relation to which that person is appointed;

40.2.3 is signed by or on behalf of the Affiliated CGA appointing the proxy, or is authenticated in such manner as the Executive Board may determine; and

40.2.4 is delivered to the Federation in accordance with the Articles and any instructions contained in the notice of General Assembly meeting to which they relate.

40.3 A proxy for a nominated representative for an Unincorporated Affiliated CGA may be appointed by the nominated representative or the Unincorporated Affiliated CGA which he or she represents.

40.4 The Federation may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

40.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more Resolutions.

40.6 Unless a Proxy Notice indicates otherwise, it must be treated as:

40.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural Resolutions put to the meeting; and

40.6.2 appointing that person as a proxy in relation to any adjournment of the General Assembly meeting to which it relates as well as the meeting itself.

41. **Delivery of Proxy Notices**

41.1 The Proxy Notification Address in relation to any General Assembly meeting is:

41.1.1 the registered office of the Federation; or

41.1.2 the electronic Address given by the Federation; or

41.1.3 any other Address or Addresses specified by the Federation as an Address at which the Federation or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

***Attendance of Affiliated CGA***

- 41.2 An authorised representative of a Corporate Affiliated CGA or a nominated representative of an Unincorporated Affiliated CGA who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Assembly meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Federation by or on behalf of that person (or the Affiliated CGA which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

***Timing***

- 41.3 Subject to Articles 41.4 and 41.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the General Assembly meeting or adjourned meeting to which it relates.
- 41.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at the Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 41.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 41.5.1 received in accordance with Article 41.3; or
- 41.5.2 given to the chair or Company Secretary (if any) at the meeting at which the poll was demanded.

***Interpretation***

- 41.6 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 41.

***Revocation***

- 41.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 41.8 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 41.8.1 the start of the meeting or adjourned meeting to which it relates; or
- 41.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

***Execution***

- 41.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## 42. **Amendments to Resolutions**

### ***Amendments to Ordinary Resolutions***

42.1 An Ordinary Resolution to be proposed at a General Assembly meeting may be amended by Ordinary Resolution as follows:

42.1.1 in the case of an amendment to correct a grammatical or other non-substantive error if a proposal is made before or during the General Assembly meeting; or

42.1.2 in the case of any other amendment, the proposal must be given to the Federation in Writing by a person entitled to vote at the General Assembly and must be received not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the General Assembly meeting is to take place (or such later time as the chair of the meeting decides). Any such amendment may be rejected by the chair of the meeting if in his or her reasonable opinion it materially alters the scope of the Ordinary Resolution.

### ***Amendments to Special Resolutions***

42.2 A Special Resolution to be proposed at a General Assembly meeting may be amended by Ordinary Resolution, if:

42.2.1 the chair of the meeting proposes the amendment at the General Assembly meeting at which the Special Resolution is to be proposed; and

42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the Special Resolution.

42.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a Resolution is out of order, the chair's error does not invalidate the vote on that Resolution.

## **WRITTEN RESOLUTIONS**

### 43. **Written Resolutions**

Affiliated CGAs may pass written Resolutions in accordance with the Companies Acts

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### 44. **Communications by the Federation**

#### ***Methods of communication***

44.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Federation under the Articles or the Companies Acts 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 the Federation, including without limitation:

44.1.1 in Hard Copy Form;

44.1.2 in Electronic Form; or

- 44.1.3 by making it available on a website.
- 44.2 Where a Document or information which is required or authorised to be sent or supplied by the Federation under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Executive Board may decide what agreement (if any) is required from the recipient.
- 44.3 Subject to the Articles, any notice or Document to be sent or supplied to an Executive Board Member in connection with the taking of decisions by the Executive Board may also be sent or supplied by the means by which that member of the Executive Board has asked to be sent or supplied with such notices or Documents for the time being.

***Deemed delivery***

- 44.4 An Affiliated CGA present in person or by proxy or via their authorised representative if a Corporate Affiliated CGA at a meeting of the Federation shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 44.5 Where any Document or information is sent or supplied by the Federation to the Affiliated CGAs:
- 44.5.1 where it is sent by post it is deemed to have been received 14 days (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 44.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent (calculated in accordance with the time zone in England);
- 44.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 44.6 Subject to the Companies Acts, a member of the Executive Board or any other person may agree with the Federation that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Failed delivery***

- 44.7 Where any Document or information has been sent or supplied by the Federation by Electronic Means and the Federation receives notice that the message is undeliverable:
- 44.7.1 if the Document or information has been sent to an Affiliated CGA or member of the Executive Board and is notice of a General Assembly meeting of the Federation, the Federation is under no obligation to send a Hard Copy of the Document or information to the Affiliated CGA's or member of the Executive Board's postal address as shown in the

Federation's register of members or Executive Board, but may in its discretion choose to do so;

- 44.7.2 in all other cases, the Federation shall send a Hard Copy of the Document or information to the Affiliated CGA's postal address as shown in the Federation's register of company law members (if any), or in the case of a recipient who is not an Affiliated CGA, to the last known postal address for that person (if any); and
- 44.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

### ***Exceptions***

- 44.8 Copies of the Federation's annual accounts and reports need not be sent to a person for whom the Federation does not have a current Address.
- 44.9 Notices of General Assembly meetings need not be sent to an Affiliated CGA who does not register an Address with the Federation or to an Affiliated CGA for whom the Federation does not have a current Address.

## **45. Communications to the Federation**

The provisions of the Companies Acts shall apply to communications to the Federation.

## **46. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written Resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **47. Minutes**

- 47.1 The Executive Board must cause minutes to be made:
  - 47.1.1 of all appointments of officers made by the Executive Board;
  - 47.1.2 of all Resolutions of the General Assembly and of the Executive Board (including, without limitation, decisions of the Executive Board made without a meeting); and
  - 47.1.3 of all proceedings at meetings of the Federation and of the Executive Board, and of committees of Executive Board, including the names of the Executive Board present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Executive Board meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Affiliated CGA or member of the Executive Board of the Federation, be sufficient evidence of the proceedings.

**48. Records and accounts**

48.1 The Executive Board shall comply with the requirements of the Companies Acts as to maintaining a members' register of Affiliated CGAs, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

48.1.1 annual reports;

48.1.2 annual returns; and

48.1.3 annual statements of account.

48.2 Except as provided by law or authorised by the Executive Board or an Ordinary Resolution of the Federation, no person is entitled to inspect any of the Federation's accounting or other records or Documents merely by virtue of being an Affiliated CGA.

**49. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**WINDING UP**

**50. Winding up**

50.1 At any time before, and in expectation of, the winding up or dissolution of the Federation, the Affiliated CGAs or, subject to any Ordinary Resolution of the Affiliated CGAs, the Executive Board, may resolve that any net assets of the Federation after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Federation be applied or transferred in any of the following ways:

50.1.1 directly for the objects of the Federation; or

50.1.2 to any Affiliated CGA or charity promoting sport within the Commonwealth, to use for the purposes of advancing participation in sport.

## SCHEDULE

### INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.1	<b>“Address”</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	<b>“Affiliated CGAs”</b>	means those sports bodies of Commonwealth Countries (including Commonwealth Games Associations, National Olympic Committee or other multi-sports body formed by a Commonwealth Country) which become affiliated to the Federation in accordance with Articles and Byelaws; who are company law members of the Federation (in the case of Unincorporated Affiliated CGAs, through their nominated representative).
1.3	<b>“Athletics Representative”</b>	means an Executive Board member appointed in accordance with Article 22.1(d) who shall have been an athlete at one of the two previous flagship Commonwealth Games
1.4	<b>“Articles”</b>	the Federation’s articles of association;
1.5	<b>“Candidate CGA”</b>	means an Affiliated CGA which has lodged a Candidature File in accordance with the bid procedures set out in the Candidate City Manual;
1.6	<b>“Candidate City”</b>	means a city nominated by a Candidate CGA as the venue for a Commonwealth Games;
1.7	<b>“Candidate City Manual”</b>	means the manual prepared by the Executive Board which sets out the bid procedures applying to Affiliated CGAs seeking to become a Host CGA for a Commonwealth Games;
1.8	<b>“Candidature File”</b>	means the bid document lodged by a Candidate City in accordance with the Candidate City Manual in support of its application to host a Commonwealth Games;
1.9	<b>“CEO”</b>	means the chief executive officer of the Federation;
1.10	<b>“CGF”</b>	means the Commonwealth Games Federation;

1.11	<b>“CGF Documents”</b>	means the Articles of Association, the Byelaws, the Regulations, the Code of Conduct and the Games Manuals of the Federation;
1.12	<b>“CGF Evaluation Commission”</b>	means the Commission which may be established by the Executive Board pursuant to the Regulations;
1.13	<b>“Clear Days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.14	<b>“Code of Conduct”</b>	means the Federation's Code of Conduct set out in Section D of the CGF Documents as amended from time to time;
1.15	<b>“Commonwealth Countries”</b>	means all: a) Commonwealth countries b) Crown dependencies c) countries in the United Kingdom and d) any dependent or associated territories of Commonwealth countries; and “Commonwealth Country” means any of them;
1.16	<b>“Commonwealth Games”</b>	means the flagship Commonwealth Games, the Commonwealth Youth Games and all other sports events hosted or organised by the CGF;
1.17	<b>“Commonwealth Games Intellectual Property”</b>	has the meaning given to that term in the Byelaws;
1.18	<b>“Commonwealth Games Team”</b>	means a team selected by an Affiliated CGA for participation in a Commonwealth Games;
1.19	<b>“Commonwealth Sports Cities Network”</b>	is a programme aimed at bringing together private, public and third sector partners from across the Commonwealth to collaborate in using sport and sporting events as a catalyst to deliver positive social change;
1.20	<b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Federation;
1.21	<b>“Company Secretary”</b>	the secretary of the Federation (if any) as defined in the Companies Acts;
1.22	<b>“Connected”</b>	any person falling within one of the following categories: <ul style="list-style-type: none"> <li>(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a member of the Executive Board; or</li> <li>(b) the spouse or civil partner of any person in (a);</li> </ul>

or

- (c) any other person in a relationship with a member of the Executive Board which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) any company, partnership or firm of which a member of the Executive Board is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

- 1.23 **“Corporate Affiliated CGA”** has the meaning given in Article 26.3;
- 1.24 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.25 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.26 **“Evaluation Report”** means the report prepared by the CGF Evaluation Commission and circulated to all Affiliated CGAs in accordance with the Regulations;
- 1.27 **“Executive Board”** means the Executive Board of the Federation constituted in accordance with Article 7;
- 1.28 **“Federation”** means the Commonwealth Games Federation;
- 1.29 **“Games Manual”** means the manuals prepared by the Executive Board in relation to the preparation, organisation and management of the Commonwealth Games in any or all forms or are developed and amended from time to time including, without limitation, the following:
  - (a) Games Manual - Accommodation;
  - (b) Games Manual - Accreditation;
  - (c) Games Manual - Brand Protection;
  - (d) Games Manual - Broadcasting;
  - (e) Games Manual - Ceremonies;
  - (f) Games Manual - City Operations;
  - (g) Games Manual - Doping Control;

- (h) Games Manual - Finance;
- (i) Games Manual - Games Family Services;
- (j) Games Manual - Image & Look;
- (k) Games Manual - Knowledge Management;
- (l) Games Manual - Legal;
- (m) Games Manual - Marketing;
- (n) Games Manual - Medical;
- (o) Games Manual - Overlay/Venue Development;
- (p) Games Manual - Press Operations;
- (q) Games Manual - Project Management;
- (r) Games Manual - Queen's Baton Relay;
- (s) Games Manual - Security;
- (t) Games Manual - Sport;
- (u) Games Manual - Technology;
- (v) Games Manual - Ticketing;
- (w) Games Manual - Transport;
- (x) Games Manual - Venue Operations;
- (y) Games Manual - Villages;
- (z) Games Manual - Workforce.

- 1.30      **“General Assembly”**                      means the General Assembly of the Federation constituted in accordance with the Articles;
- 1.31      **“Hard Copy” and “Hard Copy Form”**                      have the meanings respectively given to them in the Companies Act 2006;
- 1.32      **“Host CGA”**    means the Affiliated CGA which has been awarded the right to host a Commonwealth Games by the General Assembly;
- 1.33      **“Host City”**    means the city which has been awarded the right to host a Commonwealth Games by the General Assembly;

1.34	<b>“Host City Contract”</b>	means, the contract between the Federation, the Host CGA, the Host City, the OC, the Host Government and any other parties as the Executive Board deems necessary regarding the organisation of a Commonwealth Games which is signed at the General Assembly immediately after the awarding of a Commonwealth Games;
1.35	<b>“Host Country”</b>	means the Commonwealth Country in which the Host City is located;
1.36	<b>“Host Government”</b>	means the Government or Governments of the Host Country;
1.37	<b>“IF”</b>	means the International Federation of a particular sport;
1.38	<b>“OC”</b>	means the Organising Committee for a Commonwealth Games;
1.39	<b>“Ordinary Resolution”</b>	has the meaning given to it in the Companies Acts which in broad terms is a resolution of the General Assembly that requires majority approval;
1.40	<b>“Progress Report”</b>	means a report circulated by a Candidate CGA to one or more other Affiliated CGAs providing any information relating to the progress of its bid to become a Host CGA following the lodgement of its Candidature File which may be in any form, including, without limitation, a booklet or an email;
1.41	<b>“Proxy Notice”</b>	has the meaning given in Article 40;
1.42	<b>“Proxy Notification Address”</b>	has the meaning given in Article 41;
1.43	<b>“Public Holiday”</b>	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.44	<b>“Region”</b>	means one of the geographical regions set out in Regulation 5;
1.45	<b>“Regulations”</b>	mean the Federation's Regulations in force from time to time;
1.46	<b>“Resolution”</b>	in the case of a resolution of the General Assembly means both an Ordinary Resolution and a Special Resolution as the case may be;

- 1.47      **“Special Resolution”**                      has the meaning given to it in the Companies Acts which in broad terms is a resolution of the General Assembly that requires 75% approval;
- 1.48      **“Sports Committee”**                              means the committee described in Byelaw 9;
- 1.49      **“Sports Programme of the Commonwealth Games”**                      means the sports, disciplines and events to be contested in a Commonwealth Games;
- 1.50      **"Unincorporated Affiliated CGA"**                              has the meaning given in Article 26.2;
- 1.51      **“member of the Executive Board”**                              a director of the Federation, and includes any person occupying the position of director, by whatever name called; and
- 1.52      **“Writing”**    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.
2.              Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3.              Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Federation.

## SECTION B: THE BYELAWS

### Vision of the Federation

Building peaceful, sustainable and prosperous communities globally by inspiring Commonwealth Athletes to drive the impact and ambition of all Commonwealth Citizens through Sport.

### Mission

To be an athlete-centred, sport-focused Commonwealth Sports Movement, with integrity, global impact and embraced by communities that accomplishes the following:

- We deliver inspirational and innovative Commonwealth Games and Commonwealth Youth Games built on friendships and proud heritage, supported by a dynamic Commonwealth Sports Cities Network;
- We nurture and develop one of the best governed and well-managed sports movements in the world;
- We attract and build on public, private and social partnerships that widely benefit Commonwealth athletes, sports and communities;
- We champion, through our brand, Commonwealth athlete, citizen and community engagement in everything we do.

### Values

The Federation's values are Humanity, Equality, and Destiny.

- Driven by our **Humanity** we embrace all Commonwealth athletes, citizens, communities and nations;
- Respecting **Equality** we promote fairness, non-discrimination and inclusion in all that we do;
- Inspired by **Destiny** we combine high-performance sport with performances that have impact, helping Commonwealth athletes, citizens and communities realise their aspirations and ambitions.

These values uphold the ideals of the Commonwealth as expressed through the Commonwealth Charter (March 2013) and will underpin our strategic partnerships and collaboration with organisations, institutions and agencies in the public, private and third sectors.

### Byelaw 1 Definitions

The definitions applying to these Byelaws are set out in the Schedule to the Articles of Association.

### Byelaw 2 The Commonwealth and the Games

The flagship Commonwealth Games and the Commonwealth Youth Games shall, unless otherwise agreed by Special Resolution, be held every four years and shall be open to eligible competitors of the Affiliated CGAs of all Commonwealth Countries, which are collectively referred in the CGF Documents as "the Commonwealth".

### **Byelaw 3 Type of Contests**

The Commonwealth Games are contests between athletes and not contests between countries.

### **Byelaw 4 Numbering of the Commonwealth Games and the Commonwealth**

The first flagship Commonwealth Games was held in 1930 in Hamilton, Canada and subsequent Commonwealth Games are numbered consecutively as they take place thereafter.

The First Commonwealth Youth Games was held in 2000 in Edinburgh Scotland and subsequent Commonwealth Youth Games are numbered consecutively as they take place thereafter.

### **Byelaw 5 Discrimination**

For the Commonwealth Games and generally in respect of all activities and decisions of the Federation and events under its control, there shall be no discrimination against any country, nation, territory or person on any grounds whatsoever, such as race, colour, sex, sexual orientation, language, religion, political or other opinion, national or social origin, property, birth or other status.

### **Byelaw 6 Official Language**

The official language of the Commonwealth Games is English.

### **Byelaw 7 Headquarters**

The Headquarters of the Federation shall be in England or Wales.

### **Byelaw 8 Affiliation**

1. The Federation in General Assembly shall consider and, if thought fit, approve applications for affiliation from appropriate sports bodies of Commonwealth Countries and upon becoming affiliated to the Federation such sports bodies shall be referred to as an Affiliated CGA and shall be admitted as a member of the Federation in accordance with the Articles.
2. Each Affiliated CGA shall be the official body in its country or territory for all matters concerning the Commonwealth Games and shall deal directly with the Federation on all matters concerning the Commonwealth Games, subject to the role of the OC in organising a Commonwealth Games.
3. As a condition of their continued affiliation, all Affiliated CGAs:
  - 3.1 shall be bound by, and comply with, the CGF Documents,
  - 3.2 shall ensure that their anti-doping policies and rules comply with the applicable provisions of the World Anti-Doping Code; and
  - 3.3 Commonwealth Countries must be full members of the Commonwealth, as accepted by the Commonwealth Secretariat.
4. Any person, organisation or other entity not directly affiliated with the Federation but engaged in the organisation of the Commonwealth Games in any way whatsoever shall be bound by the provisions of the CGF Documents, the Host City Contract and shall abide by the directions of the Executive Board.

### **Byelaw 9 Sports Committee**

1. The Sports Committee shall consist of a Chairperson appointed by the Executive Board, and a representative from each of the six (6) Regions elected by their respective Region in accordance with the procedure prescribed in the Regulations.
2. In the event a gender is not represented in line with Article 23.8, co-option in line with the Regulations shall be implemented by the Executive Board.
3. The Executive Board shall appoint an athlete representative pursuant to nominations received from CGAs.
4. The Chairperson, regional representatives, athlete representative and co-optees shall have full voting rights.
5. Up to three (3) additional members of the Sports Committee may be co-opted by the Executive Board upon recommendation of the Sport Committee (including those co-opted for gender equity reasons in accordance with Article 23.8 and the Regulations).
6. Sports experts may be invited to state their views on any matter under discussion.
7. The President, Chief Executive Officer and Director of Sport ('Committee Secretary') shall serve as ex-officio non voting members of the Sports Committee.
8. The Committee acts as an advisory body to the Executive Board on strategic and technical matters related to sport and partnerships with International Federations which impact the Commonwealth Games and the broader Commonwealth Sport Movement.
9. The Committee shall liaise with the Development Committee and Medical Commission as well as any relevant organisations on issues related to the development of sport.
10. The Federation shall bear the reasonable costs of accommodation and travel for Sports Committee members for each meeting.

### **Byelaw 10 Development Committee**

1. The Development Committee shall consist of a Chair appointed by the Executive Board, the six Regional Vice Presidents elected by each respective Region in accordance with the procedure prescribed in Regulation 3 and an athlete representative appointed by the Executive Board pursuant to nominations received from CGAs.
2. Each member of the Development Committee shall have one vote.
3. Subject matter experts may be invited to state their views on any matter under discussion by the Development Committee. The Executive Board shall have the power to co-opt up to three additional voting members to the Development Committee.
4. The Development Committee may make recommendations to the Executive Board regarding:
  - 4.1 the strategic direction, programming and overall budget for the Federation's CGA Development Programme;

- 4.2 the establishment of programmes and activities which directly assist CGAs with their planning and preparation for the flagship Commonwealth Games and Commonwealth Youth Games; and
- 4.3 the provision of opportunities to enhance and develop CGA administration, management and governance capabilities.
5. The Federation shall bear the reasonable costs of accommodation and travel for Development Committee members for each meeting.

#### **Byelaw 11 Code of Conduct**

The Federation may, by Ordinary Resolution in General Assembly, adopt and, from time to time, amend the Code of Conduct applying to the Executive Board, all Affiliated CGAs, office holders and persons participating in the activities of the Federation.

#### **Byelaw 12 Bid Procedures and the Host City**

1. The honour of holding the Commonwealth Games is entrusted to a Host CGA and Host City.
2. The selection of the Host CGA and the Host City shall be made in accordance with the Candidate City Manual as prepared by the Executive Board and made available to Candidate Cities at least 18 months prior to the awarding of a Commonwealth Games to a Host CGA and Host City.
3. The Host CGA and Host City of a Commonwealth Games shall be chosen at the General Assembly which follows the Commonwealth Games held 8 years prior to the Commonwealth Games in question.

#### **Byelaw 13 Hosting the Commonwealth Games**

1. The Organising Committee ("OC"), the Host CGA, the Host Government(s) and the Host City will be jointly and severally responsible for organising and staging the Commonwealth Games and for all commitments related to the organisation and staging of the Games, including, without limitation, all financial commitments relating to the organisation and staging of the Games in accordance with the Host City Contract and the CGF Documents.
2. The powers vested in the OC by the Federation cannot be assigned or otherwise transferred to any other person, Government or entity without the prior written agreement of the Federation.

#### **Byelaw 14 Sports in the Programme of the Commonwealth Games**

1. The sport programme of the Commonwealth Games shall, at a minimum, consist of the following compulsory sports (disciplines) – Aquatics (Swimming), Aquatics (Swimming Para), Athletics, Athletics (Para), Badminton, Cycling (Road), Boxing, Gymnastics (Artistic), Hockey (Men and Women), Judo, Lawn Bowls, Lawn Bowls (Para), Netball (Women), Rugby Sevens (Men & Women), Squash, Table Tennis, Triathlon, Weightlifting, Powerlifting (Para), and Wrestling (Freestyle).

2. Quota positions shall be established for each compulsory sport (discipline). The total number of quota positions for compulsory sports (disciplines) shall not exceed 3,800 athletes unless otherwise agreed by the CGF Executive Board.
3. A Candidate City/OC may select optional sports (disciplines) from the following list – Archery (Recurve), Aquatics (Diving), Basketball 3x3 (Men and Women), Basketball Wheelchair Para 3x3 (Men and Women), Cricket (Men and Women), Cycling (Mountain Bike), Cycling (Track), Cycling (Track Para), Gymnastics (Rhythmic), Shooting (Clay Target), Shooting (Full Bore), Shooting (Pistol), Shooting (Small Bore), Table Tennis (Para), Triathlon (Para), Volleyball (Beach).
4. Quota positions shall be established for each optional sport (discipline). The total number of quota positions for optional sports (disciplines) shall not exceed 500 athletes unless otherwise agreed by the CGF Executive Board.
5. Including compulsory and optional sports (disciplines), there shall be no more than 4 team sports on the programme of a Commonwealth Games. In such case whereby Basketball (3x3) is selected from the pool of optional sports, Basketball (Wheelchair Para 3x3) may be also selected (or vice versa) in which case the sport of Basketball shall be considered as one team sport. In such case whereby Cricket is selected from the pool of optional sports, Basketball (Wheelchair Para 3x3) may also be selected.
6. Including compulsory and optional sports (disciplines), a minimum of 300 quota positions shall be devoted to para-sports (disciplines) within the prescribed quotas as approved by the Executive Board.
7. All International Federations with a sport/discipline on the programme must meet their obligations as defined in the Games Manual in order for their sport to be maintained on the programme. Failure to meet such obligations may result in the sports exclusion from the programme.
8. The CGF Executive Board from time-to-time may recommend to the CGF General Assembly the recognition of International Federations governing and developing a sport practised in the Commonwealth which are not compulsory or optional sports (disciplines) on the Commonwealth Games sports programme. Such recognition will be granted with the designation of “CGF Recognised Sport”. International Federations granted with such recognition must meet their obligations as defined by the CGF Executive Board. Failure to meet such obligations may result in the sport no longer being recognised by the CGF.

#### **Byelaw 15 Duration and Character of the Commonwealth Games**

1. Subject to Byelaw 15(2), the duration of the Commonwealth Games shall not exceed 11 days, exclusive of the day of the Opening Ceremony.
2. The Executive Board, in its sole discretion, may extend the duration of the Commonwealth Games beyond 11 days.
3. The Commonwealth Games must be staged in a dignified manner and without excessive commercialisation. Advertising signs shall only be allowed inside the stadium or other sports venues with the approval of the Executive Board. Clothing or equipment used officially at the Commonwealth Games shall not be marked conspicuously for advertising purposes, unless otherwise approved by the Executive Board.

4. The Commonwealth Games must be staged as a separate entity. The Commonwealth Games may only be staged in connection with another enterprise (such as a fair or exhibition) or other international sporting event with the approval of the Executive Board.
5. The Host CGA may only allow Commonwealth Championships or such other sports events or activities in non-programme sports to be held in the Host Country during the Commonwealth Games or three months prior to or after the Commonwealth Games, with the approval of the Executive Board.

#### **Byelaw 16 Cultural Programme**

The OC may either itself organise a cultural programme of national and/or Commonwealth focused items, or give its patronage for such a programme to take place in the Host City during the Commonwealth Games.

#### **Byelaw 17 Eligibility**

1. Subject to Byelaw 17(2), as a condition of entry to compete in the Commonwealth Games, all competitors must be citizens or subjects of the Commonwealth Country which enters them and must:
  - 1.1 not be currently under disqualification or suspension by the Federation, or their respective Affiliated CGA or IF or under the World Anti-Doping Code;
  - 1.2 comply with all applicable rules and regulations of the Federation, their respective IFs and the World Anti-Doping Code as may be modified and applied by the Federation to ensure that the overriding principles of the Commonwealth Games are observed.
2. Subject to Byelaw 17(3), where a competitor was born in a Commonwealth Country which has common citizenship/passport with other Commonwealth Countries, the competitor may initially represent either the competitor's Commonwealth Country of birth; or the Commonwealth Country of birth of his or her father or mother who shares the same citizenship/passport.
3. After having represented one Commonwealth Country at the Commonwealth Games, a competitor may not represent another Commonwealth Country unless he or she receives the approval of the Federation, the relevant IF and the Affiliated CGAs of the two Commonwealth Countries concerned. Applications under this byelaw must be submitted to the Executive Board at least 12 months prior to the commencement of the Games.
4. It is the responsibility of all Affiliated CGAs to ensure that their competitors are fully aware of and comply with the eligibility rules of the Federation.
5. The Executive Board shall have the power to waive the provisions of Byelaw 17 (1-3) in its discretion.

#### **Byelaw 18 Commonwealth Games Intellectual Property**

1. The Federation shall establish and maintain the Official Emblem which shall be "The Bar". All rights related to the Official Emblem of the Commonwealth Games shall belong exclusively to the Federation.

2. The Federation shall establish and maintain the Official Flag which will comprise the Official Emblem set on a white background featuring "CGF" above "The Bar". All rights related to the Official Flag shall belong exclusively to the Federation.
3. The Federation may establish a symbol or symbols of the Commonwealth Games (to be named an Official Symbol) at its discretion. All rights related to the Official Symbol or Symbols shall belong exclusively to the Federation.
4. The "Commonwealth Games Intellectual Property" consists of the intellectual property rights in the term "COMMONWEALTH GAMES", the initials "CGF", the Official Emblem ("The Bar"), the Official Flag, the Official Symbol or Symbols, event specific names, symbols and logos, intellectual property relating to the organisation, exploitation, broadcasting and/or reproduction of the Commonwealth Games by any means whatsoever and any other materials, products or works that a reasonable person would assume are related to or connected with the Commonwealth Games.

## **Byelaw 19 Commercial Rights**

### **A. The Federation**

#### **1. Commonwealth Games Intellectual Property**

- 1.1 The Commonwealth Games Intellectual Property is the exclusive property of the Federation and the Federation owns all rights concerning its use, organisation, exploitation, broadcasting and/or reproduction by any means whatsoever.
- 1.2 Subject to the CGF Documents, the Federation has exclusive right to exploit the Commonwealth Games Intellectual Property in any way that it sees fit;
- 1.3 No other entity shall have any rights in respect of the Commonwealth Games Intellectual Property or any representation thereof, without the express written approval of the Federation.
- 1.4 The Executive Board is authorised to assign or otherwise deal with the right to commercially exploit part or all of the Commonwealth Games Intellectual Property to one or more Affiliated CGAs and/or the OC on such terms and conditions as it sees fit. The decision to assign or otherwise deal with the Commonwealth Games Intellectual Property is at the sole discretion of the Executive Board.
- 1.5 Affiliated CGAs and OCs must vest in the Federation any intellectual property to which the Federation is entitled pursuant to the CGF Documents.

#### **2. Broadcast Rights**

The Federation reserves the right to exploit commercially all broadcast and/or narrowcast and/or any other form of communication rights relating to the transmission of the Commonwealth Games to the public, including those related to television, radio, internet and television and radio archives, on a worldwide basis.

#### **3. Sponsorship**

- 3.1 The Federation reserves the right to commercially exploit sponsorship rights in relation to the Commonwealth Games and Commonwealth Games Intellectual Property on a worldwide basis.
- 3.2 The Executive Board is authorised to assign any or all of the sponsorship rights described in Byelaw 19(3)(3.1) to the Host CGA and/or the OC on such terms and conditions as it sees fit.
- 3.3 The Federation reserves the right to exploit:
  - 3.3.1 any sponsorship rights not assigned to the Host CGA and/or the OC pursuant to Byelaw 19(3)(3.2); and
  - 3.3.2 the commercial sponsorship of the Federation.
- 3.4 Subject to the directions of the Executive Board, Sponsors of the Commonwealth Games shall have the right to be named an Official Sponsor of the Commonwealth Games on a worldwide basis.
- 3.5 Subject to the directions of the Executive Board, Sponsors of the Federation shall have the right to be named an Official Sponsor of the Federation on a worldwide basis.
- 3.6 Subject to the directions of the Executive Board, Sponsors of the Queens Baton Relay (QBR) and the Commonwealth Youth Games (CYG) shall have the right to be named an Official Sponsor of the QBR or CYG on a worldwide basis.

#### **4. Residual Commercial Rights**

- 4.1 The Federation reserves the right to commercially exploit all rights associated with the Queen's Baton Relay and the Commonwealth Youth Games on a worldwide and domestic basis.
- 4.2 Federation sponsorship and marketing programmes under Byelaw 19A may be exploited in the territory of any Affiliated CGA provided that there is prior agreement with the Affiliated CGA. Such agreement shall not be unreasonably withheld.

#### **5. Revenue**

Any revenue received by the Federation from the exploitation of commercial rights under Byelaw 19A shall be split according to terms and conditions included in the Host City Contract.

#### **B. Commonwealth Games Associations**

1. A Commonwealth Games Team is the exclusive property of the Affiliated CGA of its territory and that Affiliated CGA owns all rights concerning its organisation and exploitation by any means whatsoever.
2. An Affiliated CGA may exploit the commercial rights in respect of its Commonwealth Games Team within its territory. Sponsors shall have the right to be designated as an Official Sponsor of a Commonwealth Games Team.

3. Subject to the written approval of the Federation, each Affiliated CGA shall incorporate the Official Emblem along with a design of its own choosing to make its own emblem.
4. Subject to the CGF Documents and the directions of the Executive Board from time to time, the Federation assigns to all Affiliated CGAs the right to exploit commercially the Official Emblem as incorporated into the emblem of the Affiliated CGA within the territory of that Affiliated CGA.
5. Any Affiliated CGAs granted rights under Byelaw 19B(4) shall not exploit those rights outside the territory of its country or within the territory of another Affiliated CGA without the prior written agreement of that Affiliated CGA and the Federation.
6. An Affiliated CGA which is not a Host CGA shall not exploit commercially the Official Emblem of the Federation or the OC under any circumstances, unless specifically approved in writing by the Executive Board.
7. The emblems of an Affiliated CGA and OC shall not be used for commercial purposes except as specifically allowed in the CGF Documents or the Host City Contract or unless specifically approved in writing by the Executive Board.

**C. Host Commonwealth Games Associations and the Organising Committee**

1. Subject to the written approval of the Executive Board, each OC shall incorporate the Official Emblem along with a design of its own choosing to make its own emblem.
2. Subject to the CGF Documents, the Host City Contract and any directions of the Executive Board from time to time, the Federation assigns to all OCs the right to exploit commercially the Official Emblem as incorporated into the emblem of the OC within the territory of that OC.
3. In the event that any rights are assigned by the Federation to the Host CGA and/or the OC pursuant to Byelaw 19, the Host CGA and/or the OC shall be required to obtain the approval of an Affiliated CGA should any commercial rights assigned to it be exercised within the territory of the Affiliated CGA. Such approval shall not be unreasonably withheld.

**Byelaw 20 Dispute Resolution – Composition and Operations of the Federation Court**

1. The President, the Vice Presidents and the Legal Adviser shall constitute the Federation Court.
2. The President shall chair all meetings of the Federation Court. In the President's absence one of the Vice Presidents shall chair the meeting. Three members shall constitute a quorum and in the event of an equality of votes the person chairing the Federation Court shall have a casting vote in addition to his or her vote.
3. Subject to Byelaw 21, the Federation Court shall be authorised to determine such disputes as are determined to be within its jurisdiction by any one or more Games Manuals from time to time.

### **Byelaw 21 Arbitration**

1. Any dispute arising under or in connection with the interpretation of this CGF Documents shall be solely and exclusively resolved by mediation or arbitration by the Court of Arbitration for Sport according to the Code of Sports-Related Arbitration.
2. The decision of the Court of Arbitration for Sport shall be final.
3. All mediations and arbitrations conducted in accordance with Byelaw 21(1) will be conducted in accordance with English law.

### **Byelaw 22 Anti-Doping**

1. The Executive Board shall establish a Federation Anti-Doping Policy in accordance with the WADA Anti-Doping Code. The Executive Board is authorised to amend the Federation Anti-Doping Policy from time to time.
2. The Federation Anti-Doping Policy and any amendments to it shall be made available to all Affiliated CGAs as soon as practicable after being finalised.
3. The policies and procedures relating to doping controls at the Commonwealth Games shall be set out in the *Games Manual – Doping* from time to time.
4. Any dispute arising under or in connection with the interpretation or application of the Federation Anti-Doping Policy or the *Games Manual–Doping* shall be solely and exclusively resolved according to the procedures established in the *Games Manual–Doping*, as amended from time to time.

## **SECTION C: REGULATIONS**

The Definitions applied in the Articles apply in these Regulations.

### **Regulation 1 Bid Procedures**

#### **1. Candidature Files**

- 1.1 The official Candidature File lodged by Candidate CGAs shall be delivered to the Federation's office on a date and in a form prescribed in the Candidate City Manual which is at least 6 months prior to the date upon which the General Assembly is scheduled to meet to decide the Host CGA and Host City for a Commonwealth Games.
- 1.2 Copies of all Candidature Files submitted by Candidate CGAs shall be sent to the Executive Board and all other Affiliated CGAs. The Executive Board reserves the right to establish rules permitting or rejecting the use of electronic applications.
- 1.3 Regardless of the form of the Candidature File, the bid must be signed (physically or electronically) by the President and Secretary General (or chair and CEO as the case may be) of the Candidate CGA and endorsed by the Chairman and one other senior official of an OC that may have already been formed by the Candidate CGA at the time of entering a bid. The Candidature File must also be supported by the written approval of the various levels of the Candidate Governments and the Candidate City in order to ensure their cooperation in the successful staging of the Commonwealth Games.
- 1.4 When furnishing the Candidature File, each Candidate CGA shall undertake with the Federation, if the Commonwealth Games is awarded to it, the Candidate CGA, Candidate City and various levels of Candidate Governments will execute a Host City Contract at the time of awarding the Commonwealth Games in a form approved by the Executive Board.
- 1.5 After their Candidature File is lodged with the Federation, other than as provided for within the Candidate City Manual Candidate CGAs, Bid Committees, the Candidate City and various levels of Candidate Governments shall not make any special visits or approaches to members of other Affiliated CGAs by themselves or through diplomatic channels. Candidate Cities may, however organise a reception on the occasion of a General Assembly and may provide a hospitality room and any exhibition or display by means of models, photographs, films etc. showing arrangements in the Candidate Cities.
- 1.6 Candidate CGAs may only circulate Progress Reports after the CGF Evaluation Commission has circulated its Evaluation Report but no later than one month prior to the vote for the Host CGA and Host City.
- 1.7 Not more than 2 Progress Reports may be circulated by any Candidate CGA after the lodgement of its Candidature File.
- 1.8 A Progress Report will be deemed to be circulated by a Candidate CGA on the date that it is sent to the Executive Board.

2. **Selection of Host CGA and Host City**

- 2.1 The General Assembly shall award the Commonwealth Games to a Host City and Host CGA at the General Assembly which follows the Commonwealth Games held 8 years prior to the Games in question.
- 2.2 At the meeting of the General Assembly, a delegation of each Candidate City, (not exceeding 6 in number), shall be entitled to present its case to the General Assembly for a period not exceeding 30 minutes, excluding question time which is not to exceed ten minutes. The order in which Candidate Cities shall present their case will be decided by the drawing of lots.
- 2.3 If countries from other Regions are making acceptable applications to act as hosts to the Commonwealth Games, the Commonwealth Games shall not be awarded in succession to countries in the same Region.
- 2.4 The voting procedure to select the Host CGA and Host City shall be as follows (for the avoidance of doubt this decision making process is not an Ordinary or Special Resolution):
  - 2.4.1 Each Affiliated CGA present in person or by proxy shall be entitled to one vote. A first vote shall be taken by the General Assembly in relation to the Candidate CGAs and if one Candidate CGA obtains more than 50% of the total votes cast, it shall be awarded the Commonwealth Games.
  - 2.4.2 If no Candidate CGA receives more than 50% of the total votes cast, the Candidate CGA obtaining the least number of votes shall be withdrawn from the voting, and a further vote shall be taken.
  - 2.4.3 If necessary, this procedure shall be continued until only 2 Candidate CGAs remain and the Commonwealth Games shall then be awarded to the Candidate CGA obtaining a majority of votes cast.
  - 2.4.4 Only the nominated or authorised representative of an Affiliated CGA present in person or by proxy and entitled to vote at the General Assembly may vote on the choice of Host City in accordance with the voting procedures set out in these Regulations.

3. **Grants and Gifts**

- 3.1 With the exception of CGA, team travel grants and funds for sports development programmes in accordance with the terms and conditions outlined in the CGF's Candidate Manual, absolutely no grants or gifts of any kind, either to one or more Affiliated CGA, the CGF or any individual or organisation associated in any way with an Affiliated CGA or the CGF are allowed.
- 3.2 The OC will provide free travel to all or a specified number of competitors and team officials in accordance with the Candidate City Manual. The travel grant shall not in any event be less than:

For teams* numbering	1 to 10	25%
	11 to 20	20%

21	to	30	15%
51	to	70	10%
71	to	100	7%
101	+		5%

\* Teams incorporate both competitors and team officials.

### **Regulation 2 CGF Evaluation Commission**

1. The Executive Board shall be authorised to create the CGF Evaluation Commission.
2. Prior to the meeting at which the Host City and Host CGA is decided, a delegate or delegates from the CGF Evaluation Commission shall visit each Candidate City to inspect the facilities and to evaluate the bid. So far as practicable the same delegate or delegates shall visit all Candidate Cities.
3. After all Candidate Cities have been inspected; the CGF Evaluation Commission will draft an Evaluation Report regarding each Candidate City. The Evaluation Report shall include, without limitation:
  - 3.1 the progress of construction of Commonwealth Games facilities;
  - 3.2 the ability and/or capacity of the Candidate City and Candidate CGA to comply with the representations made in their Candidature Files; and
  - 3.3 any information that the CGF Evaluation Commission believes will assist CGAs in their deliberations regarding the Candidate Cities.
4. The Evaluation Report shall be published as soon as practicable after Candidate Cities have been inspected.
5. The Evaluation Reports shall be distributed to all Affiliated CGAs and to the Executive Board.
6. The Executive Board reserves the right to appoint technical advisers to act as temporary members of the CGF Evaluation Commission. Such temporary members shall be granted the same benefits and conditions as apply to regular CGF Evaluation Commission members.

### **Regulation 3 Election of Executive Board Members**

1. The General Assembly meeting in the year following the occasion of a Commonwealth Games shall in accordance with Regulation 3 below:
  - 1.1 elect the President;
  - 1.2 elect the three Vice Presidents referred to in Article 22.1(b);
  - 1.3 confirm the election of Regional Vice Presidents and Regional Members of the Sports Committee elected in accordance with the Regulations.

1.4 all positions on the Executive Board and Sports Committee are subject to a limit of a maximum of two consecutive terms.

## 2. Elections & Eligibility

2.1 Nominations for election to the positions specified in Regulation 3 (1) above shall be submitted in writing to the Federation office not less than 3 months before the date of the General Assembly except in the case of filling casual vacancies in which case the Executive Board may reduce this notice period. For the avoidance of doubt, the Elections set out in this Regulation 3 are not decisions made as either Ordinary or Special Resolution. Only the nominated or authorised representative of an Affiliated CGA present in person or by proxy and entitled to vote at the General Assembly may vote in accordance with the voting procedures set out in this Regulation 3.

2.2 Any CGA may nominate a candidate for election or appointment as the case may be.

2.3 The person nominated shall be a Commonwealth citizen and ordinarily resident in a Commonwealth country.

2.4 If elected the candidate shall hold office from the date of election to the conclusion of the General Assembly in the year following the next Games.

## 3. Procedure on election of the President

If more than one nomination is received voting shall be by secret ballot. To be elected any candidate must receive in excess of 50% of the vote of those present and entitled to vote.

3.1 Only the nominated or authorised representative of an Affiliated CGAs present in person or by proxy at the General Assembly at which the election of the President takes place shall be entitled to vote. Each affiliated CGA shall be entitled to one vote.

3.2 After the first ballot any candidate getting less than 10% of the votes of those present and entitled to vote or, if more than 10%, the candidate receiving the least number of votes will be eliminated.

3.3 If at any stage any candidate of the voting any candidate receives more than 50% of the votes of those present and entitled to vote he or she shall be declared elected.

3.4 The same procedure as above will be carried out until only two candidates remain and the election will then be decided by a simple majority vote.

## 4. Election of Vice Presidents

If more than 3 nominations are received for the position of Vice President the following applies:

4.1 A secret ballot of the General Assembly shall be conducted. Only the nominated or authorised representative of an Affiliated CGA present in person or by proxy at the General Assembly at which the election of Vice Presidents takes place shall be entitled to vote. Each Affiliated CGA shall be entitled to one vote.

- 4.2 Affiliated CGAs shall vote for three candidates drawn from at least two regions, one of whom shall be a different gender. Ballot papers not complying with the above provision shall be invalid.
- 4.3 Two candidates of one gender and one candidate of a different gender, who must be from at least two different regions, receiving the largest number of votes shall be elected.
- 4.4 In the event that candidates receive an equal number of votes, there shall be a second ballot. In the event that the two candidates still receive an equal number of votes then the chair of the meeting may use a casting vote in addition to any other vote he or she might have.
5. The procedure for the election of Regional Vice Presidents and Regional Members of the Sports Committee shall be as follows:
  - 5.1 Each Region shall meet at the time of the General Assembly in the year following a Commonwealth Games.
  - 5.2 If two or more nominations are received for a position, a secret ballot of all nominated and authorised representatives of Affiliated CGAs from the relevant Region present in person or by proxy shall be held.
  - 5.3 After the first ballot the names of any candidates getting less than 10% of the votes of those present and entitled to vote, or if more than 10%, the candidate receiving the least number of votes will be eliminated
  - 5.4 If at any stage of the voting any candidate receives more than 50% of the votes of those present and entitled to vote, that candidate shall be declared elected.
  - 5.5 The same procedure as above will, if necessary, be carried out until only two candidates remain and the election will then be decided by a simple majority vote. In the event the two candidates shall receive an equal number of votes, then the chair of the meeting may use a casting vote in addition to any other vote he or she might have.

#### **Regulation 4 Procedures for the co-option of Board members or Commissions of the Federation**

1. Where 20% gender representation is not achieved in the election of elected Executive Board members or those elected to the Sports Committee, additional members shall be co-opted to provide a minimum of 20% representation or two (2) individuals of the under-represented gender, whichever is the lower. All Affiliated CGAs shall be encouraged to make nominations and submit CVs directly to the Federation and also through their Regional Vice Presidents. The Executive Board, Committee and Commissions of the Federation may also nominate candidates.
2. Appointments by co-option to the Executive Board and Federation Committees/Commissions shall be by the Executive Board, and shall be subject to confirmation by the General Assembly at its next meeting.
3. Appointments shall be made on merit.

4. Gender representation consistent with (1) above shall apply for all other committees and commissions appointed by the Executive Board in accordance with Article 7.2.3.
5. An individual co-opted to the Executive Board and any Federation Committees/Commissions pursuant to Regulation 4 will have full rights and voting privileges.

Regulation 5 Regions

<b>Africa</b>	<b>America</b>	<b>Asia</b>	<b>Caribbean</b>	<b>Europe</b>	<b>Oceania</b>
Botswana	Bahamas	Bangladesh	Anguilla	England	Australia
Cameroon	Belize	Brunei Darussalam	Antigua & Barbuda	Cyprus	Cook Islands
Ghana	Bermuda				Fiji
Kenya	Canada	India	Barbados	Gibraltar	Kiribati
Lesotho	Falkland Islands	Malaysia	British Virgin Islands	Guernsey	Nauru
Malawi	Guyana	Maldives	Cayman Islands	Isle of Man	New Zealand
Mauritius	St Helena	Pakistan	Dominica	Jersey	Papua New Guinea
Mozambique		Singapore	Grenada	Malta	
Namibia		Sri Lanka	Jamaica	Northern Ireland	Niue
Nigeria			Montserrat	Scotland	Norfolk Island
Rwanda			Saint Kitts & Nevis	Wales	Samoa
Seychelles			Saint Lucia		Solomon Islands
Sierra Leone			Saint Vincent & The Grenadines		Tonga
South Africa			Trinidad & Tobago		Tuvalu
Swaziland			Turks & Caicos Islands		Vanuatu
Tanzania					
Uganda					
Zambia					
(18)	(7)	(8)	(14)	(10)	(14)

## **Regulation 6 Factors and Criteria for New Sports and Disciplines in the Programme of the Commonwealth Games**

In formulating recommendations on the Sports Programme for the Executive Board and the General Assembly, the Sports Committee will ensure that sports and events within the Commonwealth Games maintain high standards of excellence and pan-Commonwealth participation.

The Sports Committee and Executive Board shall consider a range of factors and criteria which will include, but will not necessarily be limited to, the following:

1. Participation levels within the Commonwealth: The Sports Programme includes sports and events that have a high rate of participation by Commonwealth athletes and nations, measured by:
  - 1.1 the number of Commonwealth nations affiliated with the international federation for that sport or discipline;
  - 1.2 the number of Affiliated CGAs active in that sport or discipline;
  - 1.3 the number of participants (men & women) from Commonwealth nations at the last three World Championships and other major Games including the Olympics;
  - 1.4 the number of Commonwealth nations hosting international tournaments sanctioned by the relevant International Federation (i.e., over the last 4 years)
2. Excellence: The Commonwealth Games includes sports and events which have high profile Commonwealth athletes capable of excellence, with world-class performances and a supportive relationship with the International Federation, measured by:
  - 2.1 the number of medallists (men & women) from Commonwealth nations at the last three World Championships & Olympic Games;
  - 2.2 the number of Commonwealth athletes ranked in the top 20 by the relevant International Federation; and
  - 2.3 a 'best endeavours' agreement by the International Federation not to hold world championships or other major fixtures within two weeks of the Commonwealth Games.
3. Equity: The Commonwealth Games retains its status as a leader in promoting gender equity. A factor that will be taken into account for future programme decisions is the relevant International Federation's commitment to gender equity.
4. Marketability: The chosen sports/events shall be able to attract live and broadcast audiences, sponsorship and to generate media interest, in particular for World Championships & Olympic Games. This will be measured by:
  - 4.1 major sponsors;
  - 4.2 attendance and ticket sales;
  - 4.3 television coverage across the Commonwealth;

- 4.4 television rights sales;
- 4.5 media accreditation requests and written press coverage;
- 4.6 website hits and visits.
- 5. Expense: The cost to host the sport/events and the cost to Commonwealth nations to participate in the sport/events shall be considered. In particular:
  - 5.1 competition & training venue costs versus use of existing facilities;
  - 5.2 equipment at venues e.g., sport specific, time scoring results and scoreboards;
  - 5.3 technology;
  - 5.4 security of venues and associated assets;
  - 5.5 television production.
- 6. Miscellaneous: Relevant information pertaining to the International Federation including; brief outline of the sport, HQ location, history, participation in other multi sport events, environment policies, development of the sport and anti doping policies and education.

#### **Regulation 7 Medical Commission**

- 1. A Federation Medical Commission ("Medical Commission") shall be set up or established by the Medical Adviser for the duration of the Commonwealth Games.
- 2. The Medical Adviser shall be authorised to appoint on an international basis additional members to the Medical Commission for the duration of the Commonwealth Games.
- 3. No country shall have more than 50% of the total number of members of the Medical Commission. Up to 6 members may be appointed from outside the Host Country and the team doctors representing Affiliated CGAs at the Commonwealth Games.
- 4. The Medical Commission shall perform the functions assigned to it in the *Games Manual - Medical*.

#### **Regulation 8 Advertising in connection with the Competition**

Advertising in connection with the Commonwealth Games and relating to commercial identification on personal competition clothing and personal equipment shall be as approved by the Executive Board in consultation with the OC, and shall be in accordance with the Games Manuals.

## SECTION D - CODE OF CONDUCT

### (A) VISION OF CGF

Building peaceful, sustainable and prosperous communities globally by inspiring Commonwealth Athletes to drive the impact and ambition of all Commonwealth Citizens through Sport.

### (B) LEADERSHIP

The Federation, Affiliated CGAs and Executive Board Members shall promote and support the Code of Conduct and all activities of the Federation and the Affiliated CGAs by leadership and example. Their philosophy shall be to at least equal the dedication and discipline of the athletes with energy, vision and professionalism.

### (C) PRINCIPLES OF CONDUCT

1. *Selflessness*: The Federation, Affiliated CGAs, and Executive Board Members shall take decisions solely in the Federation's interest. They shall not do so in order to gain benefits for themselves or their sport.
2. *Integrity*: The Federation, Affiliated CGAs and Executive Board Members shall not place themselves under any financial or other obligation to individuals or organisations which might influence them in the performance of their duties.
3. *Objectivity*: In carrying out the business of the Federation including appointing or electing officials, awarding contracts or recommending individuals for rewards or benefits, the Federation, Affiliated CGAs and Executive Board Members shall make choices on merit.
4. *Accountability*: The Federation, Affiliated CGAs and Executive Board Members are accountable for their decisions and actions to the Federation and shall submit themselves to whatever scrutiny is appropriate. The Executive Board Members and members of elected committees shall report regularly to and communicate with the Affiliated CGAs which elected them. Communication shall not be confined to meetings held during Annual General Assemblies of the Federation.
5. *Openness*: The Federation, Affiliated CGAs and Executive Board Members shall be as open as possible about all the decisions and actions that they take. They shall give reasons for their decisions and restrict information only when the wider interest clearly demands it.
6. *Honesty*: The Federation, Affiliated CGAs and Executive Board Members have a duty to declare any private interests relating to their duties and to take all steps to resolve any conflicts arising in a way that protects the interest of the Federation and sport in general.
7. *Non Discrimination*: The Federation, Affiliated CGAs and Executive Board Members shall not discriminate against any country or person on any grounds whatsoever including race, colour, gender, religion or politics and shall adhere to the Gleneagles Declaration.

(D) **BREACH OF CODE OF CONDUCT**

1. Any allegation of a breach of this Code of Conduct shall be first referred to an Ethics Commission established by the Executive Board for the investigation.
2. The Ethics Commission shall investigate such allegations acting in accordance with the principles of natural justice and report to the Executive Board with its recommendations and the reasons therefor.
3. Thereafter, a breach of the Code of Conduct by an Affiliated CGA or Executive Board member shall be dealt with in accordance with the Articles of the Federation. A breach of the Code of Conduct by any other person holding office or participating in the activities of the Federation shall be dealt with by the Executive Board who may remove that person from office or continuing participation.
4. The Executive Board shall report to the General Assembly on the proceedings of the Ethics Commission with its recommendations or action taken.