

*ATTACHMENT 1:*

**CONSTITUTION AND BY - LAWS OF THE  
AMERICAN SAMOA SWIMMING ASSOCIATION  
(A Non-profit Public Benefit Corporation)**

**ARTICLE 1: ORGANIZATION**

- 1.1 The Association herein after referred to as "ASSA" shall be the AMERICAN SAMOA SWIMMING ASSOCIATION, an American Samoa non-profit incorporated organization.

**ARTICLE 2: PURPOSE**

- 2.1 maintain recognition as the national body governing Swimming in American Samoa by World Aquatics, World Para Swimming, and ASNOC.
- 2.2 act as the sole American Samoa National Federation Member of World Aquatics, and to assume ultimate responsibility for the actions of Affiliate Members to World Aquatics in accordance with the World Aquatics Statutes and Regulations.
- 2.3 conduct, encourage, promote, advance, control and manage all levels of Swimming in American Samoa, with Members and others.
- 2.4 adopt, formulate, issue, interpret and amend Policies for the regulation of Swimming in American Samoa and otherwise for the Association's Objectives.
- 2.5 support and encourage integrity, ethics and values that promote community confidence in Swimming in American Samoa.
- 2.6 prevent and address threats to the integrity of Swimming in American Samoa, and support and encourage a national approach to matters relating to the integrity of Swimming in American Samoa.
- 2.7 To provide drug free aquatic sports and operate at all times with compliance with the World Aquatics and WADA Rules and Regulations.
- 2.8 To actively promote the elimination of the use of prohibited substances and techniques from the sport of swimming in American Samoa, and to impose sanctions on members committing doping offences.
- 2.9 encourage the provision and development of appropriate facilities for participation in Swimming.
- 2.10 maintain and enhance standards, quality and reputation of Swimming for the collective and mutual benefit and interests of members and Swimming.
- 2.11 promote the sport of Swimming for commercial, government and public recognition and benefits.
- 2.12 (subject to the requirements of the ASNOC in relation to the Olympic Games) be the only body entitled to prepare, nominate, select and enter American

Samoa Swim Teams to participate in Swimming competitions anywhere throughout the world.

- 2.13 be the only body entitled to nominate athletes for selection by the ASNOC, for the sport of Swimming, in the American Samoan Olympic Team; be the only body entitled to nominate athletes for selection, for the sport of Swimming, in the Pacific Games Team; and be the only body entitled to nominate athletes for selection in the American Samoan Paralympic Team.
- 2.14 promote, sanction, control, manage and conduct Swimming events, competitions and championships including national events (however for the avoidance of doubt, this clause itself does not operate to prohibit a Member conducting an event which is not sanctioned by the Association).
- 2.15 encourage and promote widespread participation in Swimming.
- 2.16 promote standards designed to ensure that all Swimming in American Samoa is carried on in a manner that secures and enhances the safety of participants, officials, spectators and the public.
- 2.17 respect the basic human rights, dignity and value of each member as well as their ultimate right to self-determination.
- 2.18 treat and respect each of the members (swimmers, officials, coaches, volunteers) in swimming, in the context of their activity, without regard to sex, ethnic origin, religion, political allegiance or socio-economic status.
- 2.19 use, promote, license the use of, and protect the Intellectual Property the American Samoa Swimming Association.
- 2.20 work in good faith with the Members to deliver the best outcomes for the sport of Swimming and Aquatics.
- 2.21 pursue through itself or others, such commercial arrangements, including sponsorship, marketing and promotional opportunities, government funding, fundraising and media rights as are appropriate to further Swimming and the Association.
- 2.22 undertake international relationships with other organizations responsible for promotion and governance of Swimming, such as other national federation members of World Aquatics.
- 2.23 undertake other actions or activities necessary, incidental or conducive to advance these Objects, Swimming or the Association.
- 2.24 to manage its affairs independently and without regard to undue influence by third parties or government(s).

World Aquatics is the only recognized body in the world which governs Aquatics on a worldwide basis. The ASSA shall always comply with the World Aquatics Constitution and the World Aquatics Rules, the WADA Code, the decisions and directives of the World Aquatics Bodies, as well as the decisions of CAS. This Constitution and rules of the ASSA shall always comply with the World Aquatics Constitution and the World Aquatics Rules.

The World Aquatics Constitution and Rules take precedence to (but *only* to, and *subject always* to any applicable American Samoan legislation) the extent of any inconsistency between this Constitution and the Policies on the first part, and the World Aquatics Constitution and Rules on the second part.

The Association, in being a National Federation Member of World Aquatics, shall be presumed to acquiesce in, and be bound by the World Aquatics Statutes and Regulations. Subject to that acquiescence, one single National Federation Member per Country shall be recognized by World Aquatics as the sole holder of the Appointed Responsibility and the sporting power for the enforcement of the present World Aquatics Statutes and Regulations in that Country, and control of Swimming in that Country.

The Association has been, and is so recognized by World Aquatics as the National Federation Member for American Samoa, and the Association is by virtue of that recognition delegated by World Aquatics with exercising the Appointed Responsibility for Swimming in American Samoa.

### ARTICLE 3: OFFICES

3.1 The Board of Directors may at any time establish a principal or branch office at any place or places in American Samoa.

### ARTICLE 4: CORPORATE POWERS

4.1 To achieve its purpose, ASSA Board of Directors shall have the power to make and adopt and from time to time amend or repeal by-laws not inconsistent with any law for the management of its interests, the election and removal of its officers, the regulation of its affairs, and for all other purposes permitted by law; and furthermore, ASSA shall have all other powers not provided or which may hereafter be provided by law of Incorporated entities, and which may be implied therefrom.

### ARTICLE 5: MEMBERSHIP

#### 5.1 MEMBERSHIP CLASSES

5.1.1 "Athlete Member" is open to all persons who are actively participating in amateur swimming and aquatic events and other such persons recognized by the Board of Directors of ASSA, shall:

- a. Have general election voting rights if 18 years old or over and if he/she meets the other conditions set in Article 6.8.
- b. Be eligible to serve as a board member or an officer if 18 years old or over.
- c. Be eligible to serve on a committee.
- d. Pay annual dues of \$10.

5.1.2 "Non-Athlete Member" is open to any person or organization not actively participating in amateur swimming or aquatic events, but who support the purpose and interests of ASSA, shall:

- a. Not have voting rights.
- b. Not be eligible to serve as an officer.
- c. Be eligible to serve on a committee

d. Pay annual dues of Five (5) US Dollars

5.1.3 "Family Member" is open to all persons who are actively participating in amateur swimming and aquatic events and other such persons recognized by the Board of Directors of ASSA, shall:

- a. Have one vote for the member family as set in the conditions of Article 6.8.
- b. Be eligible to serve as a board member or an officer or on a committee if 18 years old or over.
- c. Include all children of within the immediate family up to the age of 16.
- e. pay annual dues of Thirty (30) US Dollars.

## 5.2 Effect of Membership

5.2.1 Each Member acknowledges and agrees that this Constitution constitutes a contract between each of them and the Association; and a contract between each member and each other Member. Each Member acknowledges and agrees that they are bound by this Constitution and the Policies.

5.2.2 Members are obliged to:

- (i) Support the Association in its efforts to achieve its Objectives.
- (ii) Fully and faithfully comply with, and observe this Constitution and the Policies, and any determination, decision or resolution which may be made or passed by the Board or by the Association.
- (iii) Renew their Membership in accordance with the Association's prescribed manner and procedures.
- (iv) Always respect the values of the Association, and act in good faith and loyalty to maintain and enhance the Association and Swimming, its standards, quality and reputation for the collective and mutual benefit of Swimming.
- (v) Ensure that the Association is not brought into disrepute or censure in any way whatsoever, as a consequence of the acts or omissions of the member.
- (vi) Treat all Directors and all of the Association's officers, staff, contractors, members and representatives with respect and courtesy always.

5.2.3 Neither Membership of the Association, nor this Constitution or any Policy creates, grants or conveys any:

- (i) proprietary right of Members in, to or over the Association or its property or assets.
- (ii) Automatic or presumed right of Members of renewal of Membership of the Association.

### 5.3 Admission of Members

A person or entity will become a Member; and the Board will direct the Association Secretary to record their name, address, email address, date on which they became a Member, and all other information required; in the Register kept by the Association. That person or entity shall become a Member only upon meeting and satisfying all of the criteria applicable to the relevant category of Membership set out in this Constitution, and provided the person or entity has submitted an application for Membership to the Association in the form required by the Board and which is accepted by the Board, in which the Member undertakes to:

- (a) be bound by this Constitution and Policies (including all Policies specific to the relevant category of Membership) and the World Aquatics Constitution World Aquatics Rules, as well as directives and decisions of the World Aquatics bodies and CAS.
- (b) pay all of the fees and subscriptions determined to apply to the Member under.
- (c) renew their Membership annually in accordance with the Association prescribed manner and procedures.
- (d) support the Association in the encouragement and promotion of its Objects.

Where Membership in a particular class is available only for a specified term where thereafter that Membership must be renewed, the Association is not, unless required by this Constitution, obliged to accept any application or renewal of Membership, whether or not that application for renewal complies with the requirements of this clause.

### 5.4 Member debts to ASSA.

- a. Members who have not paid their membership dues or have other debts over sixty (60) days shall be notified by ASSA with a warning of losing membership.
- b. Ex-members may be reinstated if all ASSA indebtedness is paid.
- c. The Board may waive the renewal fee at its discretion for adequate reason.

## 5.5 Termination of Membership

- a. Any member may withdraw from membership at any time, for any reason, or for no reason whatever, but, if a member withdraws he/she shall not be entitled to have returned any portion of any contribution made to the Association, or any portion of any sum paid as membership fees.
- b. Any members may be expelled by majority vote of written ballot of the Board of Directors.
- c. Membership in this Association automatically shall terminate upon death of the member.
- d. Membership in this Association shall not be transferable.

## 5.6 General

- (a) No Member whose Membership ceases has any claim against the Association, its' Directors or Officers for damages or otherwise arising from cessation, suspension, or termination of Membership.
- (b) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with Membership to any other person and any attempt to do so shall be void.

## 5.7 Limited Liability

Members have no liability in that capacity of being a Member of the Association except as set out in clause 5.4 or Applicable Law.

## ARTICLE 6: MEETINGS

### 6.1 The agenda may consist of:

- a. Roll call and accrediting of new members.
- b. Reading, correction and adoption of previous meeting minutes.
- c. Reports of Officers, Directors and Committees.
- d. Unfinished Business.
- e. New Business.
- f. Nomination or election of Board of Directors and Officers (if applicable).
- g. Amendments to the Articles of Association and or By-laws (if applicable).
- h. Set date for next meeting if needed.
- i. Adjournment.

### 6.2 Meeting minutes shall be available to the public by electronic means or on hard copy.

### 6.3 Place of Meeting: Meetings of the membership shall be held at any place within Tutuila American Samoa as designated by the board of directors. Meetings as well as ASSA events involving children shall be alcohol free and conducted in a professional manner.

### 6.4 Annual Meeting: An annual meeting of the general membership shall be held by the Board of Directors no later than the 30<sup>th</sup> of January of each year.

- 6.5 Special Meeting: The Board may convene a Special Meeting as it thinks fit, and must do so if requisitioned by at least 50% of the Voting Members.
- 6.6 Board Meeting: Board meetings may be called at any time for any purpose by the President, Secretary or by any other member of the Board of Directors.
- 6.7 Notice of Meetings as called shall be given by the Secretary, or by some person designated by him/her. If the Secretary fails or refuses to give notice of any annual or special meeting or fails or refuses to designate a person to give such notice, then such notice may be given by the President or any other member of the Board of Directors. At least 10 days' notice of the time and place of a General Meeting must be given, together with:
- (i) all information required to be included in accordance with these By-Laws.
  - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution.
- 6.8 Quorum: 50% or more of the voting members shall constitute a quorum for the transaction of business at an Annual or Board meeting.
- 6.9 Voting: There shall be only one vote per household for voting members unless it is approved otherwise by the board. Such vote shall only be exercised by a regular member who has been a member for at least 3 months, is 18 years old or older and is actively participating in amateur swimming and aquatic events. No club or organization of athlete members shall possess voting rights at any meeting. The method of voting at any meeting of members shall be either by written ballot, or by oral voting, but voting by ballot shall not be required except for the election or removal of Directors or Officers or upon request, at meeting of any member entitled to vote. Any resolution or Motion shall be carried if a majority of votes are cast in favor of the resolution or motion.
- 6.10 Proxies: Proxy votes from a voting member are allowed in writing and signed by that member and only if that voting member is off island.
- 6.11 Cancellation or postponement of General Meeting: Where an Annual Meeting or Special Meeting is convened by the Board, the Board may, if the Directors think fit, cancel the Meeting or postpone the Meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:
- (a) the Board, at the request of a Majority of Members; or
  - (b) a court.
- 6.12 Written notice of cancellation or postponement of a Meeting: Notice of the cancellation or postponement of a Meeting must state the reasons for doing so and be given in the same manner that notice of a Meeting is required to be given. A notice postponing a Meeting must specify the new date and time for the

Meeting; the place where the Meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the Meeting.

6.13 Virtual Meeting: An Annual Meeting or Special Meeting may be held by means of a Virtual Meeting, provided that:

- (i) the number of Members participating is not less than a quorum required for a Meeting; and
- (ii) the meeting is convened and held in accordance with this Constitution and By-Laws.
- (iii) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting.

## 7. GRIEVANCES AND DISCIPLINE OF MEMBERS

### 7.1 Jurisdiction

All Members including all Individual Members will be and are subject to, and do submit unreservedly to the jurisdiction, procedures, sanctions, penalties and appeal mechanisms of the Association, whether under the Policies or under this Constitution.

### 7.2 Policies

- (a) The Board may make or adopt a Policy or Policies:
  - (i) for the investigation, hearing, determination, and reporting of:
    - (A) complaints by a Member that feels aggrieved by a decision or action of the Association; and
    - (B) disputes between Members relating to the conduct or administration of Swimming.
  - (ii) for the discipline of Members including bringing the Association or Swimming into disrepute.
  - (iii) to further the integrity of the sport of Swimming.
  - (iv) for the formation and administration of an appeals tribunal, including for referral of matters to the NST.
  - (v) for the suspension, termination or and other sanctioning of Members.
  - (vi) for any other purpose consistent with the Objects.

- (b) The Board may, in making or adopting a Policy under clause 7.2(a), incorporate provisions within the Policy to exclusively govern its subject matter, to the exclusion of clause 7.2(c) and/or other Policies.
- (c) The Board in their sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Board or any duly authorized Committee; or
  - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or Swimming, or both; or
  - (iii) prejudiced the Association or Swimming or reasonably perceived to have brought the Association or Swimming or themselves into disrepute or censure, for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Board consider appropriate.
- (d) Unless suspension is dealt with under a Policy, in which case the provisions regarding suspension in the applicable Policy apply, during investigatory or disciplinary proceedings under this clause a respondent may not participate in Swimming, pending the determination of such proceedings (including any available appeal) unless the Board decide continued participation is appropriate having regard to the matter at hand.

#### ARTICLE 8: NUMBER OF BOARD OF DIRECTORS

The board of directors of the Association shall consist of 5, 7 or 9 directors as determined by the board, all of whom must be adult members, whom have been a member for at least two years prior to election, and are in good standing with the Association. The number of directors may be changed from time to time within the limits and in the manner prescribed by law, or by amendment of this Constitution and By-Laws. The composition of the Board of Directors is subject to the following limitations:

- A. No two or more directors may serve the same term and be of the same household unless it is approved by the board.
- B. Subject to Clause 8(C), one Director may be appointed by the Athletes Committee in accordance with this constitution.
- C. The Board of Directors shall within 30 days after the effective date of this Constitution appoint the first Athletes' Director, where the selected appointee satisfy all of the qualifying requirements of this Constitution and By-Laws .

## ARTICLE 9: DIRECTORS

### 9.1 - POWERS OF THE BOARD OF DIRECTORS

- A. The Board of Directors, the governing body of ASSA, in the furtherance of specific and primary purpose of this association may perform such acts as are necessary or convenient to exercise the powers of this Association lawfully may do or perform in the furtherance of its specific and primary purposes.
- B. It shall be the policy of this Association to budget and disburse each year substantially all of its ordinary net income in the furtherance of its primary and specific purpose.
- C. Where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may at their absolute discretion extend that time, period, or date as it thinks fit.

### 9.2 — ELECTION AND TERM OF OFFICE

In November following the Summer Olympics at a meeting held for the purpose of electing Directors and Officers, any Member, Director or Officer may nominate a person to act as a Director. Candidates receiving the highest number of votes shall be elected as directors. Elected Directors shall serve for a term of four (4) years, but shall continue to hold office until the next election. Persons may serve an unlimited number of terms as a Director, if reelected. Directors shall be elected by secret ballot.

### 9.3 — MEETING OF THE BOARD OF DIRECTORS

Board meetings of the Board of Directors shall be called at any time by the President, Vice-President, Secretary, Public Relations Officer, or by any two other Directors. A Board Meeting may be held by means of a Virtual Meeting, provided that:

- (i) the number of Members participating is not less than a quorum required for a Meeting; and
- (ii) the meeting is convened and held in accordance with this Constitution and By-Laws .
- (iv) All provisions of this Constitution relating to a Board Meeting apply to a Virtual Meeting.

### 9.4 — QUORUM

A quorum of the directors consists of 50% or more of the elected directors, which is necessary to conduct business for the Association. Every act done and every decision made by the majority of the Directors present at a meeting duly held at which a quorum is present is acting on behalf of the entire Board of Directors.

## 9.5 — ACTION WITHOUT A MEETING

Any action by the Board of Directors may be taken without a meeting, if a majority of the members individually or collectively agree to this action. Separate copies of the Resolution and/or statement may be used for signing by the Directors if the wording of the resolution and/or statement is identical in each copy. An email or document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of this clause and is taken to be signed when received by the Association in legible form. Such documents shall be filed with the minutes of the Board.

## 9.6 — REMOVAL OF DIRECTORS

Any Director of the Board may be removed from office by written vote of 50% or more of the existing Board of Directors. In case any one or more Directors are removed, new Directors may be appointed by the remaining Directors. A person appointed to fill an elected Director's vacancy will complete the term for that Director.

## 9.7 - FILLING VACANCIES IN THE BOARD OF DIRECTORS

Any vacancy in the Board of Directors shall be filled by appointment. The majority of the remaining Board of Directors shall concur with such an appointment. A person appointed to fill an elected Director's vacancy will complete the term for that Director.

## 9.8 - DIRECTORS MEMBERSHIP

The members of the Board of Directors must be Regular members of this Association.

## 9.9 - COMPENSATION OF DIRECTORS

The Directors shall receive: a) no compensation for their services and b) such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

## 9.10 - Athletes' Director

- (a) Subject to clauses 8(B) and 8(C) and the Athletes Committee being established in accordance with clause 10.5, the Athletes Committee will as soon as practicable of a vacancy occurring in the office of Athletes' Director, nominate up to three persons for appointment to the Board as the Athletes' Director. In any circumstance where the Athletes Commission nominates more than one person for appointment, the decision on which person to be appointed from that group of nominees put forward by the Athletes Commission shall be made by the Board of Directors.
- (b) Subject to clause 9.10(a) the Athletes Commission may appoint and remove the Athletes' Director by written notice served on the Association and signed by the chairperson of the Athletes Commission. That written notification must be accompanied by the written consent to appointment signed by the nominee and a signed declaration made by the person in relation to such matters as determined by the Board, and any other

instrument required to be delivered by the nominee under this Constitution and By-Laws .

- (c) The Athletes Commission must give at least 14 days prior written notice of nomination of the proposed nominee (or such lesser period determined by the Board from time to time) to the Association Secretary and the Board of Directors, and the Board of Directors may on reasonable grounds during that 14-day period reject in writing the proposed nominee for appointment as Athletes' Director. If the Board of Directors does not so reject the proposed nominee, that nominee shall be appointed as the Athletes' Director on and from the expiration of the notice period.
- (d) Subject to the provisions of this Constitution relating to the earlier retirement or removal of Directors, the Athletes' Director shall be appointed for a term of one year.

## ARTICLE 10: OFFICERS

### 10.1- DESIGNATION OF OFFICERS

- A. This Association shall name a President, Vice-President, Secretary and Treasurer all of whom must be adult regular members in good standing with the Association. The officers are the executive committee of the Association and of the board of directors. In addition, other persons may be named to officer positions as the Board deems necessary.
- B. President - Shall be the chief executive of this Association. Shall preside at meetings of the general membership as well as the Board of Directors. Shall also have fiscal responsibilities so as to be aware of all financial obligations of this Association. Shall accept other duties as may be designated by the Board of Directors.
- C. Vice-President — Shall serve pro-temp in the capacity of President or any other elected position should that position be vacant at any time. Shall be responsible for establishing committees and seeking out members to fill positions on said committees. Shall perform other duties as designated by the Board of Directors.
- D. Secretary — Shall be responsible for the day to day operations of this Association. Shall obtain current rulebooks as they become available and make available to all members. Shall give prior notice in public media regarding meetings. Shall work closely with the President in developing and selecting members and coaches of international teams. Shall keep all minutes of Board Meetings, Annual Meetings and Special Meetings.
- E. Treasurer — Shall be responsible for the financial obligations of this Association. Shall Chair the Fund Raising Committee. Shall have available at all general meetings or called meeting of the Board of Directors a financial statement showing assets, liabilities, and known amounts in dispute. Shall take charge of any and all accounts bearing the name of this Association and shall, along with the President and Secretary, be the names available to sign checks for payment from this Association.

### 10.2 — CHAIRMANSHIP

No one person may hold two or more chairmanship positions.

### 10.3 - ELECTION OF OFFICERS

In November following the Summer Olympics at a meeting held for the purpose of electing Directors and Officers, any Member, Director or Officer may nominate a director to act as an Officer. Candidates receiving the highest number of votes shall be elected as Officers. Elected Officers shall serve for a term of four (4) years, but shall continue to hold office until the next election. Persons may serve an unlimited number of terms as a Director, if reelected. Directors shall be elected by secret ballot.

### 10.4 — TERM OF OFFICE

The term of office for each elected Officer on the Board of Directors shall be for one (1) year, but shall continue to hold office until the election of Officers at the Annual Meeting of Members. Persons may serve an unlimited number of terms as an Officer if reelected.

### 10.5 - VACANCIES OF ELECTED OFFICER POSITIONS

If there becomes a permanent vacancy amongst the elected Officers the remaining Board shall elect a replacement to serve out the remainder of the term as selected.

### 10.6 — REMOVAL OF ELECTED OFFICERS

Any Officer may be removed from their elected position by written ballot whenever it is found by the Board to be in the best interest of the Association. Such removal from an elected position does not automatically constitute a removal from the Board.

### 10.7 - POWERS AND DUTIES OF OFFICERS

The Officers of this Association shall have in addition to the specific power stated in this section, such powers generally conferred upon them by Law.

## ARTICLE 11: COMMITTEES

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. Committees shall report to the board or directors.

### 11.1 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms and limitations of the delegation, any Committee Charter, and any directions of the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

### 11.2 Committee meetings

Unless otherwise determined by the Board, Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

### 11.3 AQUATICS INTEGRITY COMMITTEE

#### 11.3.1 Objectives of the AQIC: The objectives of the AQIC are:

- a) to maintain public confidence in the integrity of Aquatics, and in the commitment of ASSA to take all steps necessary to protect that integrity;
- b) to combat all forms of corruption and ethical misconduct, investigate fraudulent behavior and detect all forms of misconduct and of non-compliance with this Constitution and/or the World Aquatics Rules to ensure the confidence of all Athletes in American Samoa who dedicate their lives to reach their sporting goals; and
- c) to ensure that ASSA, all its Members, Officials, Athletes, Coaches, Agents and all people subject to this Constitution, act in compliance with this Constitution, the World Aquatics Rules, and the WADA Code.

#### 11.3.2 Responsibilities of the AQIC: The responsibilities of the AQIC include:

- a) to handle all anti-doping responsibilities, which have not been delegated to a third-party;
- b) to handle all integrity matters related with ASSA, including disciplinary, ethics, various forms of harassment, competition manipulation, fraud, illicit betting and other event interference offenses, in accordance with the applicable Rules;
- c) to educate all Officials, ASSA Members, ASSA staff, Athletes, Athlete Support Personnel, and others who are bound by the Constitution and the World Aquatics Rules about their obligations thereunder, and to monitor their compliance with those obligations;
- d) to pursue Anti-Doping Rule Violations;
- e) to obtain relevant intelligence and information from and to share relevant intelligence and information with other relevant authorities; and
- f) to deal with any other task attributed to the AQIC by this Constitution, a decision of the Association, or the ASSA Rules.

#### 11.3.3 Independence of the AQIC: The AQIC shall operate neutrally and independently, in accordance with this Constitution, the World Aquatics Rules, the WADA Code and the AQIC Rules. The appropriate nomination and election rules shall be determined in the AQIC Rules, taking into due consideration the needs and the tasks of the AQIC.

11.3.4 Resources of the AQIC: The AQIC shall be provided by ASSA with all the necessary organizational and budget resources to be able to operate efficiently and independently.

11.3.5 Composition of the AQIC: Three Directors of the Board, one of which must be the Athlete's Director;

11.3.6 AQIC Procedures, Rules and Terms of Office: The activities and the procedures of the AQIC, the remuneration as well as the eligibility requirements for any member of the AQIC shall be set out in detail in the AQIC Rules and remain in compliance with this Constitution as well as with the World Aquatics Rules. The term of office for any position in the AQIC shall be of four (4) years; every member of the AQIC may be appointed for such number of successive terms as considered appropriate by ASSA, with a maximum of three (3) terms for each position.

#### 11.4 Athletes Committee

- (a) An Athletes Committee will be established by the Board within 120 days after the Effective Date of this Constitution and By-Laws .
- (b) The composition, duties and functions of the Athletes Committee shall be defined by the Board in the Athletes Committee Charter, which must not conflict with the World Aquatics Statutes and Regulations or the constitution, rules and by-laws of the American Samoa Olympic Committee.
- (c) The Athletes Committee is accountable to, and must report to the Board.

### ARTICLE 12: RECORDS AND REPORTS

12.1 The Association shall keep:

- a. Adequate and correct books and records of account.
- b. Minutes in written form of the proceedings of its members, board and committees of the board.
- c. A record of its members, giving their names and addresses.
- d. Annual report.

12.2 Records and reports shall be made available to members and public upon request.

### ARTICLE 13: INDEMNITY

13.1 Indemnity of Officers and Directors

- (a) This applies to every person who is or has been:
  - (i) a Director, or Officer of the Association; and

- (ii) to any other officers, employees, former officers, or former employees of the Association or of its related bodies corporate as the Board in each case determine.

Each person referred to in this clause is referred to as an Indemnified Officer for the purposes of the rest of this clause.

- (b) The Association will indemnify each Indemnified Officer out of the property of the Association against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association or of a related body corporate of the Association; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Association or of a related body corporate of the Association,

unless:

- (iii) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

#### ARTICLE 14: ANTI-DOPING RULES

The Association shall comply with all Anti-Doping Rules and allow out-of-competition doping control by World Aquatics. The World Aquatics and WADA Rules regarding Anti-Doping shall be deemed as incorporated herein and shall be directly applicable to and shall be agreed to and followed by competitors, competitor support personnel, coaches, physicians, trainers, managers, officials, medical or paramedical personnel, team leaders, and club and the Association's representatives under the jurisdiction of ASSA.

#### ARTICLE 15: AMENDMENTS

15.1 The By-laws may be amended by the vote or written consent of a majority of the Board at a meeting specifically called, with written advance notice or two (2) weeks, for this purpose.

- a. Proposals for change, deletion or addition to the By-laws may be made by any current voting member in good standing.
- b. The Board may propose amendments.
- c. Proposals shall be submitted to the Board for review.

- d. The Board shall review all change, deletion and addition proposals for possible conflict with the Articles of Incorporation, the By-laws, American Samoa Law and United States Law.
- e. The Board may recommend wording change to the author to enhance clarity but the author has final editorial control.
- f. Following review of proposals submitted in a timely manner, the Board shall post the change proposal, for membership consideration, at least 10 days prior to any meeting that will consider the proposal.
- g. The Board may recommend approval or disapproval for any By-law change proposal.

15.2 By-law amendments shall be in effect when voted on and approved by 50% or more of the Board of Directors.

- a. The amended By-laws shall be posted and be made available to all members immediately after signing within fourteen (14) days.

15.3. Any potential amendments to this Constitution shall be submitted to World Aquatics for approval by the Bureau.