

Articles of Association of the Association Internationale des Organismes de Courses Cyclistes (A.I.O.C.C.)

Association founded on 19 October 1956 in Paris

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I. NAME, REGISTERED OFFICE, LEGAL PERSONALITY AND OBJECT

Article 1: Name and registered office

A non profit-making association regulated by articles 60 et seq. of the Swiss Civil Code, is formed under the name: “Association Internationale des Organisateurs de Courses Cyclistes” (A.I.O.C.C.).

The registered office is located at Estavayer-le-Lac, for the attention of: Concept Chassot SA, Mr. Richard Chassot. Address: Champ de la Vigne 3, 1470 Estavayer-le-Lac, FR, Switzerland. Telephone: +41 26 662 13 49. E-mail: admin@aiocc.net.

Article 2: Duration

The duration of the Association is unlimited.

It may be dissolved under the terms of art. 17 of the Articles of Association.

Article 3: Legal personality

The Association Internationale des Organisateurs de Courses Cyclistes (A.I.O.C.C.) attains a legal personality through the expression, in these Articles of Association, of its intention to be organised on a corporate basis (art. 60 paragraph 1 Swiss Civil Code).

Article 4: Object

The aim of this Association is to encourage, develop and safeguard the sport of cycling through the collaboration of the organisers in all of the countries where international events are held on roads or on road circuits, not including events purely involving “heats” or “fairs”.

It groups a number of road cycling events of all classes and of all categories in the road world programme of the *Union Cycliste Internationale* (UCI).

It contributes, in particular, to the development of intercontinental road programmes through the UCI. It may submit its proposals, subject to examination of technical and sporting matters within its competence, to the International Federal Authorities.

The Association Internationale des Organisateurs de Courses Cyclistes (A.I.O.C.C.) is absolutely neutral on a political, ethical and religious level.

II. MEMBERS

Article 5: Membership

The Association is composed of and represented by individual or legal entities which organise cycling events defined by article 4 above and which come under the aegis of the international cycling federation (UCI). Under Swiss law, the members are also referred to as *sociétaires*.

Article 6: Admission of members

The Association may receive new members at any time. Admission of new members is decided upon by the Management Board.

The Management Board may admit or refuse new members and informs the General Assembly, which may subsequently decide, by the majority of the members present at the General Assembly, to reject the admission or the refusal decided by the Management Board.

A new member may exercise his voting right and may be elected from the first General Assembly that is held after he is admitted by the Management Board.

It is understood that the General Assembly shall vote on this at the start of the General Assembly.

Article 7: Loss of the status of member and exclusion

The status of member of the Association is automatically lost by:

- a. resignation;
- b. loss of the status of organiser—as defined by art. 4 of the Articles of Association—established at the opening of the General Assembly (by the majority of the Members present);
- c. non-payment of the subscription for two years.

In such an event, the Management Board shall initially issue formal notice to the member that shall grant the member a payment deadline of 15 days. If no payment is received in these 15 days, the member shall lose their status as member, unless he requests to be heard by the Management Board during this period, and the Board shall then make its final decision on the exclusion. An excluded member may appeal against this decision to the General Assembly within 20 days of the notification of the decision by registered letter. The franking date shall constitute proof. An appeal can be made by a letter sent to the registered office. The next General Assembly shall take a decision by the majority of the members present.

- d. exclusion pronounced, on serious grounds, observed and acknowledged by the Management Board.

The grounds for the exclusion shall be communicated to the member threatened with exclusion by the Management Board, and the member may present their defence [in writing/under any form] within 20 days of the franking date of the related letter. The member threatened with exclusion may be heard by the Management Board before the exclusion is pronounced definitively. The Management Board shall subsequently decide by a majority. The Management Board shall then inform the General Assembly.

In such an event, the final exclusion shall be confirmed by 2/3 of the members present at the General Assembly.

In the event of c and d, each member has only one vote.

Article 8: Payment of subscriptions

Members undertake to respond to calls for subscriptions defined in accordance with article 15 of these Articles of Association.

If they do not pay them when due, they risk exclusion from the Association, pursuant to art. 7c. above.

Article 9: Remuneration

Unless otherwise decided by the Management Board, the members of the Management Board receive no remuneration in consideration for the duties that may be assigned to them within the Association. They shall however be reimbursed for the expenses they incur in the course of their duties, for example, performed in the context of the Management Board.

Article 10: **Liability**

Liability is restricted to the equity of the Association with regard to the debts and commitments validly contracted by it.

Any personal liability of members is excluded. The foregoing is without prejudice to the personal liability of those who act on behalf of the Association, pursuant to article 55, par. 3 of the Swiss Civil Code.

This article stipulates that:

1. The intention of a legal entity is expressed by its bodies.
2. The bodies make undertakings on behalf of the legal entity through their legal instruments and other facts.
3. Personal liability is also incurred by the persons who commit offences in the name of the Association.

III. ORGANISATION

Article 11: **Administration**

The bodies of the association include:

- the General Assembly
- the Management Board
- the Executive Office

Article 12: **The General Assembly**

*Article 12.1: **Composition and competence***

The General Assembly is the governing body of the association. It is composed of all of the members of the A.I.O.C.C.

The General Assembly has in particular the following inalienable competences:

- Appointing the members of the Management Board.
- Admission / refusal of new members and the exclusion of members.
- Appointing statutory auditors,
- Approving the minutes from the previous General Assembly,
- Approving the annual report, the financial statements and the budget.
- Discharging the Management Board from its management.
- Discharging the statutory auditors,

- The acquisition and disposal of real estate, and the constitution, modification or removal of limited real rights.
- Amendments to the Articles Of Association.
- Approval, at the proposal of the Management Board, of internal rules for the A.I.O.C.C.
- Dissolution of the Association and liquidation of the Association's assets.
- Any other decisions reserved for it by the law or the Articles of Association.

Article 12.2: Convening and voting

The Ordinary General Assembly meets at least once every year when convened by the Secretary General of the Association.

The Ordinary General Assembly is convened during the month of November.

Invitations are sent by email or post or fax, with the agenda, at least 21 days prior to the date of the meeting.

Each member may add proposals for the next Ordinary General Meeting. Only subjects added to the agenda in this manner may however be voted on.

The General Assembly is, in principle, chaired by the Chairman of the Management Board in duty for the Association or, when they are absent, by another member of the Management Board.

In ordinary session, the General Assembly passes resolutions according to a majority of the votes of the members present. It may deliberate validly regardless of the number of members or their delegates who are present. In the event of a split vote, the vote of the Chairman shall be the deciding vote. Each member has one vote (other than as stipulated hereinafter).

Abstentions, in the event of a vote by raising hands, or spoilt ballots during secret ballots, are not taken into account when calculating the number of votes.

Decisions are taken by raising hands unless a secret ballot is requested by at least 10% of the members.

They are recorded in minutes signed by the Chairman and the Secretary General of the Association.

Postal votes are not permitted.

Votes by proxy are allowed, any one voter, however, being limited to carry a maximum of two votes by proxy.

Article 12.3: Voting rights

At the General Assembly, each member of the A.I.O.C.C., whose relationship with the Association is in order, is entitled to one vote per event organised by him (other than for the elections of members of the Management Board).

For the elections of members of the Management Board: the organisation of a long-term event gives the member the right to one additional vote per period of four days of racing over and above the first day inclusive. The total number of votes allowed for a single event may not, however, exceed **four**.

Article 12.4: Representation

Any member may appoint a proxy for the General Assembly. The proxy must have a validly drafted power of attorney.

Votes by proxy are allowed, any one voter, however, being limited to carry a maximum of two votes by proxy (see the internal rules).

Article 12.5: Specific cases for holding Extraordinary General Assemblies

The General Assembly holds an extraordinary session for:

- The election of the Management Board.
- To make a resolution about a modification to the Articles of Association.
- To make a resolution about the dissolution of the Association.

Invitations to the Extraordinary General Assembly are sent by email or post or fax, with the agenda, at least 21 days prior to the date of the meeting. The franking date / email date shall constitute proof.

The General Assembly, meeting in extraordinary session, may only validly vote when at least half of the members or their delegates are present.

It is, in principle, chaired by the Chairman of the Management Board in duty for the Association or, when they are absent, by another member of the Management Board.

Decisions are made by a two-thirds majority of the votes of the members present.

Abstentions, in the event of a vote by raising hands, or spoilt ballots during secret ballots, are not taken into account when calculating the number of votes.

Decisions are taken by raising hands unless a secret ballot is requested by at least 10% of the members.

The vote for the election of the Management Board always takes place by secret ballot.

They are recorded in minutes signed by the Chairman and the Secretary General of the Association.

Article 13: **The Management Board**

Article 13.1: Membership

The Management Board is composed of twelve members of the A.I.O.C.C. who hold posts within the organisation of their respective event.

The twelve candidates who obtained the most votes during the Extraordinary General Assembly convened pursuant to art. 12.5 of these Articles of Association are elected.

The term of office is four years. Members may be re-elected.

In the event of a seat becoming vacant, the Management Board may complete its numbers by co-option, provided that the appointment of the replacement is ratified by the subsequent General Assembly. The new member thus appointed remains in his post until expiry of the mandate of all of the members of the Management Board.

The functions of the members of the Management Board terminate at the expiry of four years.

They also terminate:

- In the event of resignation.
- In the event of absence without justification from more than three consecutive meetings of the Management Board.

- In the event of loss of the rank of organiser as defined by article 5 of these Articles of Association.

Article 13.2: Organisation and voting

The Management Board defines its own internal regulation within the framework of the principles established by the present articles of association.

The Management Board organises itself. Thus constituted, the Management Board will appoint from among its members:

- a Chairman
- a Deputy Chairman
- a Second Deputy Chairman
- a Secretary-General
- a Deputy Secretary-General
- a General Treasurer
- a Deputy General Treasurer

The Management Board is convened by the Chairman, the Secretary-General, the Director, the Deputy Chairman or the General Treasurer as often as the interests of the Association demand or if seven members of the Management Board request it.

It may only make resolutions on issues where at least half of its members are present.

Resolutions are made by simple majority of those present, each member only having one single vote. In the event of a tie, the Chairman has the casting vote.

The resolutions of the Management Board are recorded in minutes.

Article 13.3: Competences of the Management Board

The Management Board of the Association exercises all of the powers which are not conferred by the present articles of association to another organ of the Association. It is authorised to take any action that relates to the object of the Association, in particular:

- Carrying out the general and communal administrative management of the Association.

- Determining the planned annual subscriptions (art. 18 of the Articles of Association).
- Implementing the decisions of the General Assembly.
- Stipulating the terms, the date and the deadlines for the payment of subscriptions by the members of the Association.
- Studying, supervising and enacting the proposals made by the members of the Association that do not require a decision by the General Assembly.
- Making proposals for modifications to the Articles of Association to the Extraordinary General Assembly.
- Proposing the dissolution of the Association to the General Assembly, under the terms laid down in article xx of these Articles of Association.
- Drafting internal rules for the A.I.O.C.C, subject to their adoption by the General Assembly.
- In the fields that fall under its competence, it may draft the proposals provided for in art. 5 above.
- Taking all decisions that are allocated to it by the preceding articles.
- Appointing an Executive Director who is responsible for the day-to-day management (in cooperation with the Chairman, the Secretary General and the General Treasurer). The Executive Director reports to the Management Board.

To exercise the competences that are awarded to it, the Management Board may form working commissions, as well as commissions specialising in the technical and sporting organisation of all categories and, where necessary, associate with technical or legal advisors who may be appointed from outside the Association.

Article 13.4: Representation

The Chairman will represent the Association in relations with third parties. He may be represented in this function by one of his Deputy Chairmen.

Article 13.5: Adoption of Internal Rules

Besides the present articles of the Association, defined in accordance with article 8.2 and submitted for ratification by the General Assembly, the Management Board may create a set of internal rules for the A.I.O.C.C., with a view to facilitating the application of the present articles and making rulings on the various points not foreseen by the said articles of association.

The internal rules will only be applicable subject to approval by the General Assembly in ordinary session. The same goes for any amendments.

Article 14: The Executive Office

Article 14.1: Membership

The Executive Office is made up of four members of the Management Board:

- the Chairman
- the Deputy Chairman
- the Secretary General
- the General Treasurer
- and the Executive Director

Article 14.2: Competences

The Executive Office manages the daily affairs of the Association and may be substituted by the Executive Director.

It presents to the Management Board the suggestions and proposals which may lead to the need to take decisions concerning the events run by the members of the Association.

It appoints its representatives at the various federal meetings in which the A.I.O.C.C. is invited to participate.

It prepares the agenda of the meetings of the Management Board and of the Extraordinary and Ordinary General Assembly.

The Secretary-General assisted by a Director and an Administrative Secretary is entrusted, in particular, with convening meetings, electronic correspondence, drafting of press releases and reports.

Article 15: Management and Finances of the Association

The resources of the Association are constituted by:

- The subscriptions of its members for which the means, date and deadlines for payment, as well as the amount in Euros/CHF, are set annually by the Management Board.
- All other resources authorised by the legislation and regulations in force.

The expenses incurred by the members of the Management Board are validated by the Chairman of the Association or failing this by the Treasurer, the Deputy Treasurer or the Deputy Chairman who may delegate all or part of their powers to one of the members of the Management Board.

The accounts of the Association are the responsibility of the Chairman who manages the settlement of liabilities and the collection of the revenues. He may entrust the physical execution of these tasks to a person and authorise him to issue receipts for monies received.

The Association's annual accounting period is from 1st October to the following 30th September.

Article 16: **Amendments to the Articles of Association**

The articles of association may only be amended:

- upon the proposal of the Management Board;
- or upon demand of 1/10th of the members of the A.I.O.C.C., representing a tenth (1/10th) of the votes. Any such demand must be transmitted to the Management Board in order to be submitted, by the latter, to the General Assembly.

The General Assembly decides on a modification to the Articles Of Association in an extraordinary session, under the terms of article 12.5 of these Articles of Association.

Article 17: **Dissolution and liquidation**

The dissolution of the Association may only be proposed by a majority of the members of the Management Board or by one fifth (1/5th) of the members of the A.I.O.C.C., representing at least one fifth (1/5th) of the votes.

The dissolution of the A.I.O.C.C. can only be decided by a General Assembly (by 2/3 of the votes of the members present) convened in extraordinary session and specially convened for this purpose.

If it decides upon dissolution, the Management Board will appoint one or more liquidators. It will also make rulings on the transfer of the net assets to one or more analogous associations recognised to be of public service.

In no case will it order that the latter be divided up among the members of the A.I.O.C.C.

When they have completed their brief, the liquidators will report on all of their transactions to the General Assembly which will then pronounce the liquidation closed / after having approved or rejected the decisions and the actions of the liquidators that must request their discharge by the General Assembly.

Article 18: **Applicable law and competent jurisdiction**

In the event of a dispute regarding these Articles of Association, the text in French prevails.

Only Swiss law is applicable.

The exclusive jurisdiction is Lausanne.

Article 19: **Entry into force**

These Articles of Association were adopted by electronic means on 30 November 2020 and shall enter into force on 1 January 2021.

These Articles of Association cancel and replace the Articles of Association of 19 October 1956 and the subsequent amendments thereto: 18 and 19 October 1957 in Milan, 18 March 1960 in Milan, 28 September 1964, 11 February 1966, 25 October 1973, 24 October 1974, 22 October 1975, 17 October 1984, 26 November 1993, 13 December 1996 in Paris, 28 November 2003 in Aigle, 23 October 2008 in Paris and 23 November 2018 in Amsterdam.

Estavayer-le-Lac, 4 November 2020

In the name of the Management Board of the Association Internationale des Organisateurs de Courses Cyclistes (A.I.O.C.C.)