

ASSOCIATION INTERNATIONALE DES ORGANISATEURS DE COURSES CYCLISTES (A.I.O.C.C.)

ARTICLES OF ASSOCIATION

I. NAME, OBJECT, DURATION, MEANS, REGISTERED OFFICE

ARTICLE 1

1.1.

On 19 October 1956 was founded in Paris, between those persons subject to the present articles of association, a non profit-making association regulated by the law of 1901 and the decree of 16 August 1901, being called: « ASSOCIATION INTERNATIONALE DES ORGANISATEURS DE COURSES CYCLISTES » (A.I.O.C.C.).

1.2.

The original articles of association have been amended successively by the general meetings of 18 and 19 October 1957 in Milan, of 18 March 1960 in Milan, of 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, of 28 November 2003 in Aigle, of 23 October 2008 in Paris and of 23 November 2018 in Amsterdam.

ARTICLE 2

2.1.

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 ».

2.2.

It groups a number of road cycling events of all classes and of all categories in the road world programme of the International Cycling Union (ICU).

2.3.

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

ARTICLE 3

3.1.

The duration of the Association is unlimited.

ARTICLE 4

4.1.

The registered offices are at Maison du Sport Français – CNOSF, 1, avenue Pierre de Coubertin, 75640 PARIS Cedex 13 - France. They may be transferred to any other place by means of a straightforward resolution by the Management Committee.

II. MEMBERS

ARTICLE 5

5.1.

The Association is composed of and represented by individual or legal entities which organise cycling events defined by article 2 above and which come under the aegis of the cycling international federation.

5.2.

Admission of new members is decided upon by the Management Board. Each candidature will be submitted in advance to the Management Board before being presented for approval at the subsequent General Assembly. Once his admission has been approved, the new member may only exercise his right to vote and eligibility from the General Assembly that approved his admission.

ARTICLE 6

6.1.

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

- a) resignation,
- b) loss of the status of organiser established at the opening of the General Meeting,
- c) non-payment of the subscription for two (2) years after implementation remained unsuccessful for 15 days,

- d) cancellation pronounced, on serious grounds, by a majority of the members of the Management Board, after the interested party has been informed of the grievances held against him and has been given an opportunity to defend himself against them. The cancellation must be confirmed by 2/3 of the General Assembly.

ARTICLE 7

7.1.

Members undertake to respond to appeals for subscriptions defined in accordance with article 13.1 of the present articles of association.

7.2.

They may not receive any reward for the duties which are entrusted to them within the Association, except decision of the Management Board.

7.3.

They are in no way personally responsible for the engagements contracted in the name and for the account of the Association.

III. ADMINISTRATION

ARTICLE 8

8.1.

The Association is administered by:

- a Management Board
- an Executive Office
- A Director named by the AIOCC's members (decision taken at the General Assembly in Hamburg on 20.11.2015)

8.2.

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

Within the limits of its competence, it develops proposals falling within the aim defined by article 2.1. of the present articles of association.

8.3.

The Management Board contains twelve (12) members, including a Chairman and a Secretary-General, all elected for four (4) years and qualifying for re-election.

The twelve (12) candidates obtaining the most votes are elected at the Extraordinary General Assembly.

8.4.

The electoral college is convened by the Secretary-General of the A.I.O.C.C. at least 21 days before the date set for the General Assembly.

The agenda is set out on the invitations sent to all of the members.

8.5.

Should a seat become vacant through resignation of its occupant, or for any other reason, in particular one of those defined by article 6.1., the defaulter may be replaced by cooptation proposed by the Management Board and approved by the next General Assembly. The replacement thus appointed will remain in place until the expiry of the current mandate of all of the members of the Management Board.

8.6.

Commissions specialising in the technical and sporting organisation of all categories may be constituted (on the initiative of and by the Management Board).

IV. MANAGEMENT BOARD

ARTICLE 9

9.1.

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.

In particular, it is responsible for general management and everyday administration.

It determines the annual subscriptions as foreseen by article 13.1 of the present articles of association. It studies, coordinates and ratifies the proposals emanating from one or the other member of the Association.

It may form working commissions and, where necessary, associate with technical or legal advisors who may be appointed from outside the Association.

9.2.

The Management Board is composed of twelve (12) members elected by the members of the A.I.O.C.C. who meet in an extraordinary general meeting every four (4) years according to the rules of quorum and majority defined by articles 17 and 18 of the present Articles of Association. Only members of the A.I.O.C.C. who hold posts within the organisation of their respective event may be elected to the Management Board.

Thus constituted, the Management Board will appoint from among its members:

- 1 Chairman
- 1 Deputy Chairman
- 1 Second Deputy Chairman
- 1 Secretary-General
- 1 Deputy Secretary-General
- 1 General Treasurer
- 1 Deputy General Treasurer
- 5 Members

9.3.

The functions of the members of the Management Board terminate at the expiry of four (4) years on the occasion of the General Meeting which ends the annual accounting period. (They are renewable upon request of the departing members)

They also terminate:

- in the event of resignation,
- in the event of absence without justification from more than three (3) consecutive meetings of the Management Board,
- in the event of loss of the rank of organiser which gives the holder the right to attend the meetings of the Management Board.

9.4.

In the event of a seat becoming vacant, the Management Board may complete its numbers by cooptation, provided that the appointment of the replacement be 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.

9.5.

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.

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 (1) single vote. In the event of a tie, the Chairman has the casting vote.

V. EXECUTIVE OFFICE

ARTICLE 10

10.1.

The Executive Office manages the daily affairs of the Association and 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 General Assembly.

10.2.

The Executive Office is made up of four (4) members of the Management Board:

- the Chairman
- the Deputy Chairman
- the Secretary-General
- the General Treasurer
- the Director assists at the Executive Office

10.3.

The Chairman will represent the Association in legal matters and in all civil matters. He may be represented in this function by one of his Deputy Chairmen.

ARTICLE 11

11.1.

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, as well as the maintenance of the register as defined by Article 5 of the Law of 1 July 1901.

VI. GENERAL ASSEMBLY

ARTICLE 12

12.1.

The General Assembly contains all of the members of the A.I.O.C.C. who may be represented by the duly accredited delegates from their organisations. It is convened at least once per year. Invitations are sent by email or post or fax, with the agenda, by the Secretary-General of the A.I.O.C.C., at least 21 days prior to the date of the meeting.

12.2.

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; organisation of a long-term event gives the member the right to one additional vote per period of four (4) days of racing over and above the first (1st) day inclusive; the total number of votes allowed for a single event may not, however, exceed six (6).

Postal votes are not permitted.

Votes by proxy are allowed, any one voter, however, being limited to carry a maximum of two (2) votes by proxy.

12.3.

The General Assembly holds an extraordinary session for the election of the Management Board and in order to make a resolution about a modification of the status of association or the dissolution of the Association. In this case, the rules of quorum and majority are those specifically defined by articles 17 and 18 of the present articles of association.

12.4.

The General Assembly will convene in ordinary session in order to pass resolutions other than those defined by article 12.3 and, in particular, in order to discuss the management of the financial period gone by or in order to announce the admission of new members. It has supreme authority with respect to change of its agenda on the proposal of one of its members.

In ordinary session, the General Assembly may deliberate validly regardless of the number of members or their delegates who are present. It passes resolutions according to a majority of the votes of the members present.

VII. MANAGEMENT AND FINANCES

ARTICLE 13

13.1.

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, are set annually by the Management Board.
- all other resources authorised by the legislation and regulations in force.

ARTICLE 14

14.1.

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

ARTICLE 15

15.1.

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.

15.2.

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

ARTICLE 16

16.1.

During the three (3) months following the end of each accounting period, the General Assembly is convened in ordinary session.

It hears the reports on the management and the legal and financial situation of the Association, as well as the reports of the auditors on the accounts. It discusses and makes rulings on all of the matters relating to the accounts of the previous accounting period.

It appoints the auditors responsible for the inspection of the Association's ledgers for the following accounting period and passes resolutions on the remaining matters on the agenda.

VIII. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION

ARTICLE 17

17.1.

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, and transmitted to the Management Board in order to be submitted, by the latter, to the General Assembly.

17.2.

The General Assembly, when making rulings in extraordinary session, may only validly decide on the proposal to amend if at least half of its members or their delegates are present.

The decision is taken where there is a majority of two-thirds of the votes of those present.

ARTICLE 18

18.1.

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.

18.2.

Dissolution of the A.I.O.C.C. can only be decided by a General Assembly convened in extraordinary session and specially convened for this purpose.

The General Assembly may only deliberate on the proposal of dissolution where at least half (50%) of the members of the Association, or their delegates, are present.

The decision is taken where there is a majority of two-thirds of the votes of those present.

18.3.

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.

18.4.

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.

IX. INTERNAL RULES

ARTICLE 19

19.1.

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 20

20.1

In case of discussion of the status, the text in French prevails

20.2

Only french law applies and is authentic. It is based in the courts of Paris.

20.3

In the event of a dispute, only the courts in Paris are competent.