

To the CPA
to the attention of Mr. Gianni Bugno
President

Sent by email only:

info@cpacycling.com

Eagle, September 13, 2018
Ref: Legal

Your letter of September 5th, 2018

Dear Mr. President of the CPA,

I am following your letter of 5 September 2018, which content has received our full attention and to which the President of the UCI has charged me to answer you directly.

As a preliminary, we confirm that we have taken note of the date of the next elective general meeting of the CPA (hereinafter AG) on September 27, at which time you intend to solicit a new presidential term.

We have read your interpretation of the CPA Statutes and your request for the UCI's advice on the subject, in order to ensure the proper conduct of the election. In this respect, while recalling that the UCI must observe its strict duty of neutrality with respect to the CPA elections, we are pleased to send you hereinafter a legal opinion limited to the statutory interpretation in this question.. We draw your attention to the fact that the opinion given in this letter is only informative and cannot carry any legal value in case of disagreement during the general meeting (AG) of the CPA.

Number of professional riders per nation

Please find in the attachment to this letter the list of all riders registered in a World or Professional Continental Team as per September 10, 2018 (see second and third card in the table).

Notion of "participant" at the General Assembly of the CPA

While it seems clear that only "participating members" are allowed to vote at the GA, the CPA Statutes remain silent on the proper interpretation of the term "participant". According to our interpretation, the choice of using the term "participant" instead of the term "member" in Article 12 of the CPA Statutes, which deals with the exercise of the right to vote, suggests that the proxy votes are not voluntarily authorized. This of course subject to a possible tolerance with respect to the use of proxies that would have developed over the previous GA of the CPA.

We take this opportunity to note that the CPA Statutes seem silent on the possibility for professional riders belonging to an UCI Continental Team to become individual members of the CPA. As the interests of Continental riders are part of the aims of the CPA within the meaning of Article 2 of the Statutes, the question of the representation of their interests within the CPA should indeed be clarified during your next discussions.

Representative Association of high level Women's Cyclists

In our opinion and according to the terms of your letter there does not currently exist among the members of the CPA, a representative association of female high-level cyclists that is organized by statute and has a legal personality as required by Article 4 of the CPA Statutes. If so, we agree with you that a group of female cyclists should not be allowed to vote as a CPA member.

Regarding the possibility for female cyclists to vote individually, this possibility would only be possible in the event that they: (i) have a professional status and (ii) have been previously admitted as members of the CPA.

New members

We are of the opinion that any new affiliation of a member must follow the statutory procedure, in accordance with the deadlines related to the agenda. Unless otherwise decided by a majority of 2/3 of the votes of the members present on the day of the GA (in accordance with article 12 of the CPA Statutes), an applicant whose application for affiliation was not validly included on the agenda of the General Assembly cannot be admitted as a member at the time of the General Meeting.

Change of the agenda

The article 12 of the CPA Statutes seems clear on the fact that "the General Assembly cannot deliberate on items that are not on the agenda, unless a 2/3 majority (two thirds) of all the attending members does not decide the urgency.

Change of the Statutes

We agree with you that Article 11 of the CPA Statutes requires that any proposal for a statutory change must reach the Executive Committee at least 30 days before the GA. As the Statutes represent the fundamental charter of the association, it seems to us that the existence of a minimum notice for any proposed change is more than legitimate, also for reasons of legal certainty.

Presence of an independent observer

We have taken note of your wish to have the presence of an independent observer to ensure the transparency and neutrality of the polling of the election, which we can only recommend. In this respect and in order to ensure the utmost independence of the polling, we suggest, similar to what the UCI does during its own elections, to appoint a lawyer external to the CPA, if possible without any particular link with the cycling family and ideally domiciled in the place of your next GA .

Regardless of the above, please note that Mr. Tom Van Damme, President of the CCP and the UCI Road Commission, will be pleased to attend your next elective GA as an observer.

Hoping to have helped to clarify the CPA's statutory position for the upcoming elections, we wish you all the best in your organization. We take this opportunity to invite the CPA, once the elections are past, to undertake a complete revision of its Statutes in order to fill any possible gaps and thus to prevent any risk of misinterpretation of certain provisions.

Mr. President of the CPA, I beg you to believe in the assurance of my sincere considerations.

Nicolas Valticos
Head of the Legal Service