

Chapter

I NAME - PURPOSE

Name:

Article 1

1. The association Cyclistes Professionnels Associés (CPA) is an international, non-governmental, non-profit association, formed under Art. 60 *et seq.* of the Swiss Civil Code (*Code Civil Suisse, CCS*).
2. The association is headquartered in CH-1000 Lausanne.
3. The association is apolitical and independent.

Purpose:

Article 2

The association serves the following purposes:

1. protecting the interests of professional cyclists riding under a contract with a UCI ProTeam or Professional Continental team, at an international level;
2. protecting the interests of high-level women cyclists at both a national and an international level;
3. protecting the interests of cyclists riding under a contract with a continental team, as defined in the regulations of the UCI and of the National Federations;
4. ensuring that the abovementioned cyclists are duly represented within the UNION CYCLISTE INTERNATIONALE (UCI), as well as within all national and international federations and authorities which are responsible for managing, organising, and regulating cycling.

The goals of the association include:

- the protection of the interests, the persons, and the dignity of riders;
- lobbying the UCI for matters related to the protection of the interests of the cyclists;
- the opportunity for members of the CPA to sit on the committees or bodies of the UCI which are responsible for making decisions with an impact on professional cycling;

In carrying out its duties, the CPA shall act according to the following principles:

- a) equality of all members, without any discrimination, be it racial, political, religious, or other;
- b) non-interference in the internal affairs of the affiliate associations;
- c) non-profit-making purpose: the financial resources can solely be used to achieve the purpose outlined in these bylaws. The members of the CPA have no right to them.

**Chapter
II****MEMBERS***Admission
criteria:***Article 3**

The following are eligible as members of the CPA:

- a) national and supranational associations of pro riders, *legally constituted*, whose purpose and goals are not incompatible with these bylaws. Said associations represent their members in their own right.
- b) the association *Cyclistes Féminines de Haut Niveau* (acronym: CFHN). This association represents its members in its own right.
- c) as individuals, all professional cyclists, other than those represented by member associations, who are under a contract with a team registered with the UCI or whose contract has ended less than six months before their membership application.

*Membership:***Article 4**

The steering committee shall review all membership applications and forward its opinion to the general assembly, which has the power to decide. Associations submitting a membership application shall also provide their bylaws and any documents deemed necessary to prove that the association legally exists.

*Expulsion :***Article 5**

A member ceases to be a member by decision of the Steering Committee if said member fails to pay the annual fee by *30 June* of the current year.

Acting to the detriment of the interests or the purposes of the association, or in breach of specific obligations set forth in these bylaws, can result in the expulsion of a member. The expulsion of a member is decided by the general assembly, upon a proposal from the steering committee.

*Resignation:***Article 6**

Each member has the right to resign at the end of the current year following six months' notice, except on grounds of major importance.

Under no circumstances shall the annual fee be refunded.

*Annual fee :***Article 7**

The association receives an annual fee from its members.

The amount of the annual fee must be paid by each of the categories (individual members or associations). The steering committee shall determine the amount each year, in consideration of the number of affiliates of each association.

Liability :

Article 8

The members are discharged from any liability or responsibility in terms of the commitments made by the association, which are exclusively secured by the assets of the latter .

Bodies:

Article 9

The CPA is composed of:

- a) the general assembly
- b) the steering committee
- c) the executive board ;
- d) the riders' council;
- e) the auditor

Chapter

III GENERAL ASSEMBLY

Article 10

The general assembly is the supreme body of the association.

The general assembly of the members shall meet in regular session once a year at the invitation of the Steering committee, no later than on 31 December of each year. .

Powers and duties:

Article 11

The following are solely the responsibility of the general assembly:

- a) approval and review of the bylaws. Proposals of amendments must be submitted to the committee in writing at least 30 days prior to the general meeting;
- b) election of the president;
- c) appointment of the statutory auditor upon proposal from the steering committee;
- d) appointment of a chartered auditor ;
- e) approval of the annual accounts and of the report of the statutory auditor, as well as the report of the steering committee on its activity;
- f) production and approval of an overall work programme for the future;
- g) determination of the annual fee upon proposal from the steering committee;
- h) expulsion of members;
- i) resolution on the dissolution or the liquidation of the association. In this case, it decides by a majority of votes on the procedure to be followed and on the destination of the assets, which should in principle be devolved to associations with a purpose compatible with that of the CPA;

- j) resolutions concerning any other matter entrusted to the general assembly by the bylaws.

*Quorum and right
to vote :*

Article 12

The general assembly shall be deemed validly constituted regardless of the number of members in attendance.

It passes resolutions by a simple majority of the attendees. In case of an equality of votes, the proposal is rejected.

However, a two-thirds (2/3) majority of the votes of the members in attendance is required in the following instances:

- amendment to the bylaws;
- resolution on the dissolution of the association;
- any other resolution requiring the abovementioned majority in compliance with these bylaws.

The general assembly cannot pass resolutions on points that are not on the agenda, unless it is declared urgent by a two-thirds (2/3) majority of the members in attendance.

The member associations of the CPA act on behalf of their members and have the right to cast a number of votes equal to that of their members.

Each individual member who is not represented by an association is entitled to one vote.

*Extraordinary
assembly*

Article 13

The steering committee may call an extraordinary assembly as it deems appropriate.

Convening

Article 14

Notice of meetings must be sent to each member by post, fax, or e-mail, and published on the website, at least one month prior to the date of the meeting.

By a decision of two thirds of the members of the steering committee, an extraordinary assembly may be convened with 15 days' notice.

*Minutes and
resolutions:*

Article 15

The resolutions of the general assembly shall be described in the minutes of the meeting. During each meeting of the general assembly, the minutes of the previous meeting shall be read and approved or amended if and as needed.

**Chapter
IV**

STEERING COMMITTEE

Article 16

The steering committee is composed of the president, elected by the general assembly, and a representative -president, vice-president or secretary general- of each member association. It is solely the responsibility of the general assembly to appoint the representatives for the countries or

geographical regions where no association is present. The riders' council is entitled to appoint a representative to sit on the steering committee.

The representatives of the riders sitting on the UCI ProTour council shall automatically become members of the steering committee.

Powers and duties:

Article 17

The steering committee shall:

- determine its own organisational structure;
- appoint the secretary general of the CPA, and possibly a secretariat;
- run and manage the CPA, alongside being in charge of implementing the resolutions of the general assembly;
- be authorised to act on behalf of the CPA, as well as take any necessary initiative to protect the interests of the members and the purpose of the association;
- convene the general assembly and oversee the implementation of the approved resolutions;
- draw up, and submit to the general assembly for approval
 - the profit and loss account and the balance sheet of each fiscal year;
 - the programme and the budget proposed for the following fiscal year;
- hire the staff needed to carry out the activities of the CPA, determines their remuneration, and grants the external mandates that are necessary to carry out the activities of the CPA;
- create the committees or working groups necessary for pursuing the goals and ensuring that the CPA is effective;
- appoint, if it deems it necessary, an executive board responsible for the current affairs, consisting of the president, the vice-president, the secretary general, and possibly other people;
- issue, if it deems it necessary, regulations for the functioning of the steering committee and the executive board.

The steering committee has all the powers which have not been explicitly entrusted to or delegated to a different body of the Association.

Convening of the steering committee :

Article 18

The steering committee is convened by the president or their substitute. It holds ordinary sessions with a frequency established by its members, and at least once every six months.

The steering committee holds extraordinary sessions when called upon by the president or upon request from 3 of its members.

Structure of the steering

committee, quorum :

Article 19

The steering committee shall be validly constituted if it has been convened in compliance with Art. 17 of these bylaws and it gathers the majority of its members.

The members of the steering committee are required to attend all the meetings to which they have been summoned. Their absence may be excused if justified.

The decisions of the steering committee are adopted by simple majority of the votes of the members in attendance or represented. In case of an equality of votes, the president's vote counts double.

Committees, working

groups, proxies : **Article 20**

With the approval of 2/3 (two thirds) of its members, the steering committee may delegate some of its tasks to committees or working groups, as well as appoint proxies in order to entrust them with tasks that are deemed necessary.

Minutes,

resolutions:

Article 21

The resolutions passed by the steering committee will be listed in the minutes of the meetings. During each meeting of the steering committee, the minutes of the previous meeting shall be read out, approved or amended if and as needed. Any request for amendments shall be submitted to the president within 30 days of sending the minutes.

Signatures :

Article 22

The association is validly represented with regard to third parties by the joint signatures of 2 (two) persons registered to this end with the Company Register.

Chapter

V

PRESIDENT

Article 23

The president of the CPA is elected for a four-year period and may subsequently be re-elected.

The president chairs the general assembly of the CPA, as well as the steering committee. If the president is absent or unable to act, he/she is to be replaced by the vice-president or by the secretary general.

Chapter

VI

FINANCES

Article 24

The fiscal year of the CPA begins on 1 January and ends on 31 December.

The resources of the CPA come from the annual fees, from voluntary contributions from members, from income from initiatives or events organised by the intermediary of the CPA, from donations, or from bequests,

the latter being subject to an examination by the steering committee, which shall decide whether to accept or refuse them.

VII

Chapter

FINANCIAL CONTROL

Article 25

1. Upon proposal of the steering committee, the general assembly shall appoint a statutory auditor for a two-year period, and a chartered auditor for a one-year period.
2. The chartered auditor shall audit the accounts of the CPA. He/she is to produce a report on them, which is to be submitted to the general assembly.
3. The chartered auditor must be an independent company auditor, based in Switzerland.
4. The statutory auditor shall draw up the annual accounts of the CPA. He/she shall issue a report on them, which is to be submitted to the general assembly, through the chartered auditor.

VIII

Chapter

FINAL PROVISIONS

Communications :

Article 26

All notifications to be made by the association shall be considered duly made if published in the *Feuille Officielle Suisse du Commerce* (FOSC).

Entry into force: Article 27

These bylaws, adopted by the general assembly on 14 October 2006, shall enter into force on 1 January 2007 and replace those of 1 January 2006.

The Secretary General

Daniel Malbranque

The President

Francesco Moser