



CONSTITUTION OF OCEANIA CYCLING CONFEDERATION INCORPORATED

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PART 1—PRELIMINARY

Division 1—Definitions and Interpretation

1. Definitions

In this Constitution, unless the context requires otherwise:

Act means the *Associations Incorporation Reform Act 2012* (Vic);

AGM has the meaning given in clause 27.1;

Applicant Federation has the meaning given in clause 12.1;

Associate Member means a cycling federation which becomes a Member of the OCC in accordance with clause 12;

Business Day means any day which is not a Saturday, Sunday or gazetted public holiday in Melbourne, VIC;

Chairperson means the person chairing a General Meeting or Executive Meeting as determined in accordance with clause 43;

Disciplinary Meeting means a meeting of the Executive or the Members (as the case may be) convened for the purposes of considering the proposed suspension or expulsion of a Member;

Dispute has the meaning given in clause 23.1;

Dispute Notice has the meaning given in clause 24;

Executive means the executive having management of the business of the OCC;

Executive Meeting means a meeting of the Executive held in accordance with this Constitution;

Executive Member means a member of the Executive;

Extraordinary General Meeting has the meaning given in clause 28.1(a);

Financial Year means the 12 month period specified in clause 80;

Full Member means a national cycling federation which becomes a Member of the OCC in accordance with clause 11(a);

General Meeting means an AGM and an Extraordinary General Meeting;

Group (1, 2, 3, 4) Member means the categorisation of all National Federation Members of the UCI into four levels on the basis of three objective criteria being Wealth, Sporting Maturity and Popularity;

Incorporated Association means a Victorian incorporated association incorporated under the Act;

Member means a Full Member or an Associate Member and **Membership** has a corresponding meaning;

Membership Application has the meaning given in clause 12.1;

OCC means Oceania Cycling Confederation Incorporated, an Incorporated Association incorporated under the Act;

Oceania means the Oceania region and includes Australia, New Zealand and the Pacific Islands;

Official means a board member of (or a person holding an equivalent position at), or a person employed or engaged by, the relevant body;

Registrar means the Registrar of Incorporated Associations;

Representative has the meaning given in clause 38.1;

Secretary means a person who carries the role of Secretary of the OCC and who satisfies the criteria given in clause 41;

Special Resolution means a resolution passed in accordance with clause 35 after compliance with the notice requirements set out in this Constitution;

UCI means the Union Cycliste Internationale;

UCI Code of Ethics means the code of ethics of the UCI;

UCI Congress means the congress of the UCI, constituted in accordance with the UCI Constitution;

UCI Constitution means the constitution of the UCI;

UCI Voting Delegate has the meaning given in clause 74;

UCI Management Committee means the management committee of the UCI, constituted in accordance with the UCI Constitution; and

UCI Members means national cycling federations which are members of the UCI and **UCI Membership** has a corresponding meaning.

Division 2—Name, Structure, Purposes, Powers and Principles

2. Name

The name of the OCC is “Oceania Cycling Confederation Incorporated”.

3. Structure

The OCC is a confederation of national cycling federations in Oceania which are Full Members and Associate Members of the OCC.

4. Purposes

4.1 The purpose of the OCC is to promote and develop cycling in Oceania.

4.2 The OCC will inform the UCI of the peculiarities and specific problems of cycling in Oceania. For this purpose, the OCC may submit reports and opinions to the UCI and make efforts together with the UCI for solutions or improvements with regard to the practice or organisation of cycling in Oceania and of cycling in general.

4.3 The OCC will submit to the UCI Management Committee proposals of activities at Oceania level, and in particular as regards:

- (a) establishing a calendar of events;
- (b) organising and planning the training courses for commissaires and technicians; and
- (c) organising Oceania championships and regional games.

4.4 The OCC will prepare rules and regulations, and policies and procedures, concerning the organisation of Oceania cycling activities and will submit them to the UCI Management Committee for approval.

4.5 The OCC will facilitate contacts between the UCI and the Members of the OCC as well as the participation of the Members in the functioning of the UCI.

4.6 The OCC is also responsible for:

- (a) defending the interests of cycling in Oceania, the OCC and its Members at the UCI and, in consultation with the UCI, at other international sporting authorities;
- (b) facilitating understanding, co-operation and mutual assistance with all international sporting authorities;

- (c) promoting sporting ethics in general and those of cycling in particular; and
- (d) combating any form of racial, political or religious discrimination and other forms of discrimination throughout the sporting movement in Oceania.

5. Powers of the OCC

5.1 The OCC has power to do all things incidental or conducive to achieve its purposes and, without limitation, may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it sees fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6. Principles

6.1 The activities of the OCC are based on the following principles:

- (a) respect for the equality of all Members, athletes and managers; and
- (b) non-interference in the internal affairs of the Members.

6.2 The OCC will respect the statutes and regulations of the UCI and will ensure that all its activities comply with the UCI's policies and management with regard to cycling.

6.3 The OCC will submit all of its activities, as well as those proposed by Members, to the UCI Management Committee.

6.4 The funds of the OCC may only be used for the pursuit of the aims stated in this Constitution.

7. Not For Profit Organisation

The OCC must not distribute any surplus, income or assets directly or indirectly to its Members, but this does not prevent the OCC from paying a Member:

- (a) reimbursement for expenses agreed with the OCC Executive and included in the OCC budget; or
- (b) reimbursement for expenses agreed with the OCC Executive not included in the budget up to \$1000 per member per year; or
- (c) a grant following the submission and approval of a business case, budget and project plan including deliverables; or
- (d) for goods or services provided by the Member,

if this is done in good faith on terms no more favourable than if the Member were not a Member.

Division 3—Incorporation

8. Incorporation

The OCC is incorporated as an Incorporated Association under the Act following the passing of a Special Resolution (as defined in the Act) by its members to incorporate the OCC as an Incorporated Association.

9. Effect of Incorporation

On incorporation of the OCC:

- (a) the first Executive Members of the OCC are those persons which held the same or similar positions immediately prior to incorporation;
- (b) the first Secretary of the OCC is the person who lodges the incorporation application, unless the application states another person as the Secretary.
- (c) the first Full Members of the OCC are those national cycling federations which were members immediately prior to incorporation having the same or similar rights as those of Full Members;
- (d) the first Associate Members of the OCC are those national cycling federations which were members immediately prior to incorporation having the same or similar rights as those of Associate Members;
- (e) the first UCI Voting Delegates of the OCC are those persons holding the same or similar positions immediately prior to incorporation; and
- (f) the rules and regulations, and policies and procedures, of the OCC are those rules and regulations, and policies and procedures, in place immediately prior to incorporation.

PART 2—MEMBERSHIP, SUSPENSION, EXPULSION AND GRIEVANCES

Division 1—Membership

10. Minimum Number of Members

The OCC must have at least 5 Members.

11. Eligibility to be a Member

- (a) UCI Members of Oceania that are approved by the UCI to be Full Members of the OCC, are eligible to become Full Members upon consenting in writing to be a Full Member (and in the form prescribed by the Executive (if any)) and paying any joining fee determined by the Executive.
- (b) National cycling federations in Oceania that are not UCI Members are eligible to become Associate Members of the OCC.

12. Associate Members

12.1 *Becoming an Associate Member*

Where permitted by Article 24 of the UCI Constitution, an eligible national cycling federation (**Applicant Federation**) may apply to become an Associate Member by submitting a written application (**Membership Application**) to the OCC consenting in writing to be an Associate Member (and in the form prescribed by the Executive (if any)), and paying any application fee determined by the Executive.

12.2 *Consideration of Membership Application*

The Full Members may determine by majority to approve the Membership Application (without condition or subject to any conditions that the Full Members determine) or reject the Membership Application.

12.3 *Cyclists of Associate Members*

Subject to clause 19 and any rules and regulations, and policies and procedures, of the OCC (including in relation to qualification) all cyclists of an Associate Member are entitled to participate in cycling events organised by the OCC (including Oceania Championships), provided that they comply with any specific requirements of the UCI in relation to their participation.

13. Awards and Distinctions

Upon proposal of the Executive the Full Members may by Special Resolution confer an Honorary title or other distinction to a person(s) for meritorious service to cycling.

14. Annual Contribution

- (a) At each AGM, the Full Members must determine the amount of the annual contribution (if any) for the current Financial Year.
- (b) The annual contribution will be payable in March of each year (or such other time determined by the Full Members), or if determined by the Full Members after March in any year, within 28 days of the date of determining the annual contribution.

15. Rights of Members

15.1 *General Rights of Members*

Each Member of the OCC:

- (a) has the right to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
- (b) to submit items of business for consideration at a General Meeting;
- (c) to attend and be heard at General Meetings;
- (d) to have access to the minutes of General Meetings and other documents of the OCC as provided under clause 9; and
- (e) to inspect the register of Members.

15.2 *Voting Rights of Full Members*

As voting Members, Full Members are entitled to vote at General Meetings and at any other time at which matters are put to the Members to vote on, or otherwise be determined by the Members.

15.3 *Associate Members*

As non-voting Members, Associate Members are not entitled to vote at General Meetings or at any other time at which matters are put to the Members to vote on, or otherwise be determined by the Members.

16. **Rights Not Transferable**

The rights of a Member are not transferable and end when Membership ceases.

17. **Ceasing Membership**

The Membership of a Member ceases on:

- (a) resignation in accordance with this Constitution, with effect from the date of receipt by the OCC of that Member's written notice of resignation; or
- (b) expulsion in accordance with this Constitution, with effect from the time of the determination to expel the Member.

Division 2—Suspension

18. **Suspension**

18.1 *Suspension by Executive*

A Member's Membership will be suspended by the Executive following that Member's suspension from the UCI or by the Full Members as set out in clause 18.2, and in such event its Membership will be suspended for so long as it is suspended from the UCI or the Full Members respectively.

18.2 *Suspension by Full Members*

A Member's Membership will be suspended following a determination by Special Resolution of the Full Members in a Disciplinary Meeting:

- (a) if any part of at least two of any of the following remain unpaid by the Member: joining fee, application fee, or annual contribution; or
- (b) that the Member has seriously or repeatedly discredited the interests or reputation of the OCC and in such event its Membership will be suspended until such time as the Members determine otherwise.

19. **Effect of Suspension**

19.1 For the duration that a Member is suspended:

- (a) that Member will not be entitled to exercise any of the rights set out in clauses 15.1(a) to 15.1(c);

- (b) if that Member is a Full Member, that Member will not be entitled to exercise the right set out in clause 15.2;
 - (c) subject to clause 19.2, cyclists of that Member are excluded from participating in Oceania championships and regional games organised by the OCC; and
 - (d) subject to clause 19.2, cyclists of that Member are excluded from participating in competitions organised by the UCI and other UCI Members (including Members of the OCC).
- 19.2 The Executive, the Full Members in a *Disciplinary Meeting* or General Meeting, or the UCI, may grant exceptions to clauses 19.1(c) or 19.1(d) in the interests of the cyclists concerned.

Division 3—Expulsion

20. Expulsion

20.1 *Expulsion by Executive*

A Member will be expelled from Membership of the OCC by the Executive and its Membership will cease following that Member's expulsion from the UCI or by the Full Members as set out in clause 20.2.

20.2 *Expulsion by Full Members*

- (a) A Full Member will be expelled from the OCC by the Executive and its Membership will cease if
 - (i) after a Disciplinary Meeting convened for the purposes of clause 18.2(b), the Full Members determine by Special Resolution that the Member be expelled (in lieu of being suspended), following the procedure set out in this Division; and
 - (ii) the Executive of the OCC propose to the UCI that the Member be expelled; and
 - (iii) the UCI, after its consideration of the proposal of the Executive, and after undertaking its own investigation, expels the Member.
- (b) An Associate Member will be expelled from the OCC by the Executive and its Membership will cease if at a Disciplinary Meeting convened for the purposes of clause 18.2(b), the Full Members determine by Special Resolution that the Member be expelled (in lieu of being suspended), following the procedure set out in this Division.

21. Notice

21.1 Before a Member is expelled, the Secretary must give written notice to the Member:

- (a) stating that the Executive proposes to expel that Member;
- (b) stating the grounds for the proposed expulsion;
- (c) specifying the date, place and time of the Disciplinary Meeting at which the Executive intend to consider the proposed expulsion; and
- (d) advising the Member that it may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Executive at that meeting; or
 - (ii) give a written statement to the Executive at any time before the Disciplinary Meeting.

21.2 The notice must be given no later than 7 days before the Disciplinary Meeting is held.

22. Determination

22.1 A person who is biased against, or in favour of, the Member concerned shall not be permitted to vote at the Disciplinary Meeting.

- 22.2 At the Disciplinary Meeting, the Executive must:
- (a) give the Member an opportunity to be heard; and
 - (b) consider any written statement submitted by the Member.
- 22.3 After complying with clause 22.2, the Executive must, if being satisfied that clauses 20.1 or 20.2 apply, immediately expel the Member.
- 22.4 The expulsion of a Member by the Executive under this clause takes effect immediately after the vote is passed.

Division 4—Grievance procedure

23. Application

- 23.1 The grievance procedure set out in this Division applies to a dispute (**Dispute**) under this Constitution between 2 or more of any of the following:
- (a) a Member;
 - (b) the Executive (or an Executive Member); or
 - (c) the OCC.
- 23.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of Divisions 2 or 3 of this Part until the disciplinary procedure has been completed.

24. Dispute Notice

A party to a Dispute may initiate the grievance procedure set out in this Division by giving written notice (**Dispute Notice**) to the other parties to the Dispute and to the OCC (if the OCC is not a party to the Dispute).

25. Attempt to Resolve the Dispute

The parties to a Dispute must attempt to resolve the Dispute between themselves within 14 days of the date of the Dispute Notice.

26. Mediation

- 26.1 If the parties to a Dispute are unable to resolve the Dispute between themselves within the timeframe set out in clause 25, the Dispute will be referred to the UCI Arbitral Board for determination.

PART 3—GENERAL MEETINGS

27. AGMs

- 27.1 The Executive must convene an annual General Meeting (**AGM**) of the Members to be held within 5 months after the end of each Financial Year, taking note of clause 27.2.
- 27.2 In the year of the election of the UCI Management Committee, the Executive must convene the AGM prior to 1 April at which all Executive positions become vacant in accordance with clauses 51.1 and 51.2.
- 27.3 The Executive may determine the date, time and place of the AGM.
- 27.4 The ordinary business of the AGM is as follows:
- (a) the approval of the minutes of the previous AGM and of any Extraordinary General Meeting held since then;
 - (b) the consideration of the annual report of the Executive on the activities of the OCC during the previous Financial Year;
 - (c) the consideration of the financial statements of the OCC for the previous Financial Year;
 - (d) the approval of the budget for the current Financial Year;
 - (e) the election of Executive Members (if any Executive Member positions are vacant under Part 4);
 - (f) the election of the OCC Representative and UCI Voting Delegates (if those positions are vacant under Part 5); and
 - (g) the determination of the annual contribution for the current Financial Year.
- 27.5 The AGM may also conduct any other business of which notice has been given in accordance with this Constitution, and any other business of which no notice has been given if all Full Members entitled to vote are present and agree to conduct that business.

28. Extraordinary General Meetings

28.1 *General*

- (a) Any General Meeting of the OCC, other than an AGM is an **Extraordinary General Meeting**.
- (b) The Executive may determine the date, time and place of an Extraordinary General Meeting, provided that if the meeting is convened by the Full Members in accordance with clause 28.3(c), those Full Members may determine the date, time and place of the meeting.
- (c) No business other than that set out in the notice given in accordance with this Constitution may be conducted at any Extraordinary General Meeting, unless all Full Members entitled to vote are present and agree to conduct that business.

28.2 *Extraordinary General Meetings Convened by Executive*

The Executive may convene an Extraordinary General Meeting whenever it sees fit.

28.3 *Extraordinary General Meetings at Request of Full Members*

- (a) The Executive must convene an Extraordinary General Meeting if a request to do so is made in accordance with clause 28.3(b) by at least 2/5 of Full Members.
- (b) A request for an Extraordinary General Meeting must:
 - (i) be in writing;

- (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the authorised signatories of the Full Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Executive does not convene and hold an Extraordinary General Meeting within 3 months after the date on which the request is made, the Full Members making the request (or any of them) may convene the Extraordinary General Meeting.
- (d) An Extraordinary General Meeting convened by Full Members under clause 28.3(c) must be held within 6 months after the date on which the original request was made.

29. Notice of General Meetings

- 29.1 Subject to clause 29.2, the Secretary (or, in the case of an Extraordinary General Meeting convened under clause 28.3(c), the Full Members convening the meeting) must give to each Member and the Executive at least 45 days' notice of a General Meeting.
- 29.2 The Secretary (or, in the case of an Extraordinary General Meeting convened under clause 28.3(c), the Full Members convening the meeting) may give each Member and the Executive shorter notice, if all Full Members entitled to vote at the General Meeting agree beforehand, provided that at least 21 days' notice must be given if a Special Resolution is to be proposed at the meeting.
- 29.3 The notice must:
- (a) specify the date, time and place of the meeting;
 - (b) include an agenda for the meeting which indicates the general nature of each item of business to be considered at the meeting;
 - (c) if a Special Resolution is proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution.
- 29.4 The agenda for each AGM must include at least the following:
- (a) the President's speech;
 - (b) the matters referred to in clause 27.4; and
 - (c) any other business.
- 29.5 The notice for each AGM must also enclose:
- (a) the annual report of the Executive for the previous Financial Year;
 - (b) the financial statements of the OCC for the previous Financial Year;
 - (c) any proposed alteration to this Constitution; and
 - (d) the proposed budget for the current Financial Year.
- 29.6 A copy of any notice given (including enclosed documents) in relation to a General Meeting must also be given to the UCI at the same time as it is given to the Members and the Executive.

30. Proxies

A Member may not appoint a proxy to vote or speak or otherwise on its behalf at a General Meeting.

31. Use of Technology

31.1 A Member not physically present at a General Meeting is entitled to participate in the meeting by the use of technology that allows that Member and the Members and Executive present at the meeting to clearly and simultaneously communicate with each other.

32. Quorum at General Meetings

32.1 No business may be conducted at a General Meeting unless a quorum of Members is present.

32.2 The quorum for a General Meeting is the presence (physically or as allowed under clause 31) of 1/3 of all Full Members entitled to vote, or 3 Full Members entitled to vote, whichever is largest.

32.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:

- (a) in the case of a meeting convened by, or at the request of, Full Members under clause 28.3, the meeting must be dissolved and the business that was to have been considered at the meeting is taken to have been dealt with; and
- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 7 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members and the Executive as soon as reasonably practicable after the meeting in accordance with clause 29 (subject to clause 32.3(b)(i) in relation to the notice period).

32.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under clause 32.3(b), the Members present at the meeting may proceed with the business of the meeting as if a quorum were present.

33. Adjournment of General Meeting

33.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Full Members entitled to vote and present at the meeting, adjourn the meeting to another time at the same place or at another place.

33.2 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned, unless all Full Members entitled to vote are present and agree to conduct that business.

33.3 Written notice of the adjournment of a meeting must be given in accordance with clause 29 (subject to clause 33.1 in relation to the notice period).

34. Voting at General Meetings

34.1 On any question arising at a General Meeting:

- (a) subject to clause 34.2, each Full Member who is entitled to vote has one vote;
- (b) Members shall vote personally; and
- (c) except in the case of a Special Resolution or as otherwise set out in this Constitution, the question must be decided on a majority of votes of those Full Members entitled to vote and present at the meeting.

34.2 If the question is whether or not to confirm the minutes of a previous meeting, only Full Members who were present at that meeting and are entitled to vote may vote.

34.3 Voting on any question arising at a General Meeting shall be conducted by secret ballot if required under this Constitution or at the request of at least one Full Member entitled to vote.

35. Special Resolutions

A Special Resolution is passed if not less than **3/4** of Full Members entitled to vote and voting at a General Meeting vote in favour of the resolution and notice of the proposed Special Resolution has been given in accordance with this Constitution.

36. Determining Whether Resolution Carried

36.1 Subject to any requirement under this Constitution that a matter be voted on by secret ballot, the Chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried unanimously or by a particular majority; or
- (b) lost.

36.2 Unless a higher majority is otherwise required under this Constitution, a motion is carried at a General Meeting if a **majority** of Full Members entitled to vote and present at the meeting vote in favour of the motion.

37. Minutes of General Meetings

37.1 The Executive must ensure that minutes are taken and kept of each General Meeting.

37.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote (including, if the resolution has been passed, a note as to whether the resolution was passed unanimously or by a particular majority).

37.3 In addition, the minutes of each AGM must include:

- (a) the names of the Members attending the meeting and the names of their Representatives;
- (b) any documents submitted to the General Meeting for the Members' consideration or approval; and
- (c) a certificate signed by 2 Executive Members certifying that the financial statements give a true and fair view of the financial position and performance of the OCC.

38. Representatives

38.1 Representatives (**Representatives**) act for and on behalf of each Member at General Meetings, and exercise all or any of the powers that a Member may exercise at General Meetings.

38.2 A Representative of a Member must be an Official of that Member.

38.3 A Member may be represented at a General Meeting by up to 3 Representatives.

38.4 Representatives are entitled to take part in all discussions at General Meetings.

PART 4—EXECUTIVE

Division 1—Powers of Executive

39. Role and Powers

- 39.1 The business of the OCC must be managed by or under the direction of the Executive. It will make all decisions required for the proper functioning of the OCC and for the execution of its tasks in the frame of the UCI.
- 39.2 The Executive may exercise all the powers of the OCC including as outlined in clause 5 except those powers required to be exercised by General Meetings of the Members of the OCC.
- 39.3 Without limiting clause 39.2, the Executive may:
- (a) appoint and remove staff;
 - (b) appoint and remove the Secretary;
 - (c) nominate at least 2 candidates for the OCC member elected to the UCI Management Committee; and
 - (d) establish subcommittees consisting of Executive Members with terms of reference it considers appropriate.

40. Delegation

- 40.1 The Executive may delegate in writing to an Executive Member, a subcommittee or staff, any of its powers and functions.
- 40.2 The delegation must be in writing and may be subject to the conditions and limitations the Executive considers appropriate.
- 40.3 The Executive may, in writing, revoke a delegation wholly or in part.

41. Secretary

- 41.1 A person is eligible to be appointed as the Secretary of the OCC under clause 39.3 if that person:
- (a) has consented in writing to be the Secretary;
 - (b) is 18 years of age or over but, if permitted by law, not more than 74 years of age; and
 - (c) is resident in Australia.
- 41.2 The Secretary may hold any office within the OCC, including as an Executive Member so long as they satisfy clause 41.

Division 2—Composition of Executive, Duties of Executive Members

42. Composition of Executive

The Executive consists of:

- (a) the President;
- (b) four additional Executive Members.

43. Chairperson

- 43.1 Subject to clause 43.2, the President or, in the President's absence or if the President is unable to chair the meeting, the Vice President (or the Vice President appointed by the Executive if there is more than one), is the Chairperson for any General Meetings and for any Executive Meetings.

- 43.2 If the President and Vice President(s) are absent, or are unable to chair a General Meeting or an Executive Meeting, the chairperson of the meeting must be:
- (a) in the case of a General Meeting, another Executive Member present and elected by the Full Members or if none are present, a Representative of a Full Member elected by the Full Members (being the Representative who receives the most votes); or
 - (b) in the case of an Executive Meeting, an Executive Member elected by the Executive Members present (being the Executive Member who receives the most votes).

44. Vice Presidents

- (a) The Executive shall appoint one or more of their own (not being the President) to act as the Vice President or Vice Presidents.
- (b) At least one of the Vice Presidents appointed shall be a member of a Group 2, 3 or 4 Member elected to the Executive.
- (c) The appointment(s) shall be made at the first meeting of the Executive after the AGM at which the Executive is elected.

45. Treasurer

- 45.1 The Executive may (but is not obliged to) appoint one of their own to act as the OCC's treasurer (**Treasurer**).

Division 3—Election of Executive Members and Term of Office

46. Eligibility to be an Executive Member

A person is eligible to be elected as an Executive Member of the OCC if that person:

- (a) has consented in writing to be an Executive Member (subject to their election in accordance with this Constitution);
- (b) is 18 years of age or over but, if permitted by law, not more than 74 years of age; and
- (c) is a member of a Full Member.

47. Positions to be Declared Vacant

47.1 This clause applies to:

- (a) the AGM of the OCC referred to in clause 51.2; and
- (b) each subsequent AGM to which clause 51.1 applies.

47.2 The Chairperson must declare all positions on the Executive vacant with effect from the conclusion of the relevant AGM and hold elections for those positions in accordance with this Constitution.

48. Nominations

48.1 The nomination of a candidate for an Executive position must be received by the OCC at least 30 days prior to the relevant AGM in accordance with clause 87, unless all Full Members entitled to vote (whether or not they are present) agree otherwise. Each Member may nominate one candidate for each Executive position who is a member of their national cycling federation.

48.2 Nominations may be received from Members at any time prior to the General Meeting:

- (a) if no candidate nominations are received for the relevant position within the required timeframe; or
- (b) if a candidate withdraws prior to the General Meeting.

48.3 A candidate who is nominated for an Executive position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held, provided that each Member may only nominate 1 candidate for each Executive position.

49. Election of Executive

49.1 Executive Members are elected in General Meetings by the Full Members by a majority of those Full Members entitled to vote and present. A maximum of 2 members of any one Member may be Executive Members at any one time.

49.2 The Secretary must advise the UCI in writing of the identity of the President within 7 days of that person's election.

50. Election and Removal Procedure

Elections and removals of Executive Members must be held in accordance with clause 84.

51. Term of Office

51.1 General

Subject to the rest of this clause and clause 54, an Executive Member holds office from the conclusion of the General Meeting at which they are elected until the conclusion of the AGM held in the year of the election of the UCI Management Committee.

51.2 Executive Members on Incorporation

Subject to clauses 51.4 and 54, the Executive Members on incorporation of the OCC will each hold office from the time of incorporation until the conclusion of the AGM held in the year of the election of the UCI Management Committee.

51.3 Casual Vacancies

An Executive Member elected in accordance with clause 55 holds office from the time of their election during the General Meeting at which they are elected until the conclusion of the AGM held in the year of the election of the UCI Management Committee.

51.4 Removals

Despite any other clause in this Division, any Executive Member removed by the Full Members in accordance with this Constitution holds office until the time of their removal at the General Meeting at which they are removed.

51.5 Replacements

Any Executive Member elected by the Full Members to replace an Executive Member removed by the Full Members holds office from the time of their election at the General Meeting at which they are elected.

52. Re-election

An Executive Member may be re-elected following the conclusion of their term of office.

53. Removal and Replacement at General Meetings

At a General Meeting, the Full Members may:

- (a) by Special Resolution remove an Executive Member from office; and
- (b) elect an eligible person to fill the vacant position in accordance with this Division.

54. Vacation of Office

54.1 Resignation

An Executive Member may resign from the Executive by written notice to the OCC.

54.2 *Vacation in Other Circumstances*

A person ceases to be the Secretary on ceasing to reside in Australia.

55. Filling Casual Vacancies

If the position of an Executive Member becomes vacant, the Full Members entitled to vote must elect an eligible person at a General Meeting to fill the position as soon as reasonably practicable after the position becomes vacant.

56. Ceasing to be an Official a member of an Executive Member

If an Executive Member ceases to be an Official a member of a Full Member, the Executive may (but is not obliged to), on the written request of the Full Member of which the Executive Member is no longer an Official a member, include a motion for that Executive Member's removal and replacement at the next General Meeting.

57. Executive May Continue to Act

Subject to clause 63, the Executive may continue to act despite any vacancy in its membership.

Division 4—Executive Meetings

58. Executive Meetings

58.1 The Executive must meet at least once in each year, which must be convened by the President. The President may, or on the requisition of 2 Executive Members must, convene an Executive Meeting at any time. The dates, times and places of Executive Meetings are determined by the President.

59. Notice of Executive Meetings

59.1 Subject to clause 60, notice of each Executive Meeting (which must include the date, time and place of the meeting, and the general nature of each item of business) must be given to each Executive Member by the President or the Secretary no later than 14 days before the date of the meeting.

59.2 The only business that may be conducted at the meeting is the business for which the meeting is convened, unless all Executive Members are present and agree to conduct that business.

60. Urgent Executive Meetings

60.1 In cases of urgency, an Executive Meeting can be held without notice being given in accordance with clause 59 provided that as much notice as reasonably practicable is given to each Executive Member by the quickest means reasonably practicable.

60.2 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened, unless all Executive Members are present and agree to conduct that business.

61. Procedure and Order of Business

The procedure to be followed, and order of business, at an Executive Meeting, are determined by the Chairperson.

62. Use of Technology

An Executive Member who is not physically present at an Executive Meeting may participate in the meeting by the use of technology that allows that Executive Member and the Executive Members present at the meeting to clearly and simultaneously communicate with each other.

63. Quorum

- 63.1 No business may be conducted at an Executive Meeting unless a quorum is present which is the presence (in person or as allowed under clause 62) of a majority of the Executive Members holding office.
- 63.2 If a quorum is not present within 30 minutes after the notified commencement time of an Executive Meeting, the meeting must be adjourned to a date no later than 7 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with clause 59 (subject to the notice period set out in this clause).
- 63.3 If a quorum is not present within 30 minutes after the time to which an Executive Meeting has been adjourned under clause 63.2, the Executive Members present at the meeting may proceed with the business of the meeting as if a quorum were present.

64. Voting

- 64.1 On any question arising at an Executive Meeting, each Executive Member present and entitled to vote at the meeting has one vote.
- 64.2 A motion is carried if a majority of Executive Members present and entitled to vote at the meeting vote in favour of the motion.
- 64.3 If votes are divided equally on a motion, the President (if present at the meeting) has a second or casting vote.
- 64.4 Voting by proxy is not permitted. If an Executive Member is unable to attend an Executive Meeting, he or she may appoint an observer to attend the Executive Meeting in his or her place. An observer will be entitled to attend and be heard at an Executive Meeting (but not vote or submit items of business or otherwise), provided that written notice of his or her appointment is provided by the relevant Executive Member to the other Executive Members prior to the Executive Meeting.

65. Conflicts of Interest

- 65.1 An Executive Member who has a material personal interest in a matter being considered at an Executive Meeting must disclose the nature and extent of that interest to the Executive, and:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 65.2 If there are not enough Executive Members to form a quorum to consider a matter because of clause 65.1:
- (a) one or more Executive Members (including those who have a material personal interest in the matter) may call a General Meeting; and
 - (b) in a General Meeting, the Full Members may determine the matter.

66. Minutes of Meetings

- 66.1 The Executive must ensure that minutes are taken and kept of each Executive Meeting.
- 66.2 The minutes must record the following:
- (a) the names of the Executive Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under clause 65.

PART 5—UCI MATTERS

Division 1—OCC President

67. President

The OCC President will be the OCC's Representative to the UCI and a member of the UCI Management Committee in accordance with the UCI Constitution.

Division 2—OCC Representative

68. Election of the OCC Representative

The Full Members must elect (by majority) an alternate OCC Representative to the UCI Management Committee (that is, alternate to the OCC President in accordance with Article 67 of the UCI Constitution) where required under Article 25.3 of the UCI Constitution. The Secretary must advise the UCI in writing of the identity of the OCC representative within 7 days of election.

69. Eligibility to be the OCC Representative

- 69.1 The OCC Representative must be an ~~Official~~ a member of a Full Member, and if permitted by law, not more than 74 years of age.

Division 3—Oceania member elected to the UCI Management Committee

70. Oceania member elected to the UCI Management Committee

OCC will have one member elected to the UCI Management Committee in addition to the OCC President, in accordance with Article 47.3 of the UCI Constitution.

71. Election of the Oceania member to the UCI Management Committee

- 71.1 The election of the Oceania member will be in accordance with Article 39 of the UCI Constitution, being understood that the OCC will present a list of at least two candidates in accordance with Article 48.1 of the UCI Constitution.
- 71.2 The Oceania nominations must be in writing and deposited by the OCC to the registered office of the UCI at least three months prior to the date of the UCI Congress, in accordance with Article 51 of the UCI Constitution.

72. Eligibility to be the Oceania member elected to the UCI Management Committee

- 72.1 A candidate for the Oceania elected member must be a member of a Full Member Federation, 18 years of age or over, and if permitted by law, not more than 74 years of age, in accordance with Article 51 of the UCI Constitution.
- 72.2 A candidate for the Oceania elected member may or may not be an OCC Executive Member.
- 72.3 A candidate for the Oceania elected member shall not be bound by an employment or service contract with the UCI, a national federation or a continental confederation at the same time in accordance with Article 52 of the UCI Constitution.
- 72.4 A candidate for the Oceania elected member must neither have been convicted for a breach of the Anti-Doping regulations nor any criminal offence incompatible with the position, in accordance with Article 51 of the UCI Constitution.

73. Nomination of candidates for the Oceania member elected to the UCI Management Committee

- 73.1 Each OCC Member Federation will be entitled to nominate one candidate for consideration by the OCC Executive to be subsequently nominated to the UCI as an Oceania member candidate for election to the UCI Management Committee.
- 73.2 OCC Member Federations will each be asked to nominate a candidate for consideration to the OCC Executive at least 45 days before the UCI deadline for nomination of Oceania member candidates to the UCI, that deadline being three months before UCI Congress in accordance with Art. 51.4 of the UCI Constitution.
- 73.3 The OCC Executive will schedule an OCC Executive Meeting to occur between 44 to five days prior to the UCI deadline for submitting candidates, with the purpose of this meeting to be the selection and nomination of at least two Oceania candidates to the UCI.
- 73.4 The process for selection of at least two Oceania candidates by the OCC Executive for nomination to the UCI for the Oceania member elected to the UCI Management Committee will be by vote of the OCC Executive, in accordance with Article 64 of the OCC Constitution.

Division 4—UCI Voting Delegates

74. UCI Voting Delegates

The OCC may up to have 3 delegates (**UCI Voting Delegates**) which have the right to attend and vote at the UCI Congress on behalf of the OCC in accordance with the UCI Constitution.

75. Eligibility to be a UCI Voting Delegate

- 75.1 Each UCI Voting Delegate must be ~~an Official~~ a member of a Full Member, and if permitted by law, not more than 74 years of age.
- 75.2 The President is not eligible to be a UCI Voting Delegate.

76. Election of UCI Voting Delegates

- 76.1 UCI Voting Delegates are democratically elected in General Meetings by a majority of those Full Members entitled to vote and present in accordance with Article 36 of the UCI Constitution.
- 76.2 The identity of the UCI Voting Delegates must be communicated to the UCI President in accordance with Article 37 of the UCI Constitution.
- 76.3 Any costs incurred by a UCI Voting Delegate in fulfilling that position shall be borne by the Full Member of which the UCI Voting Delegate is a member.
- 76.4 When voting at the UCI Congress, the UCI Voting Delegates shall vote in accordance with decisions and determinations (or similar) made by the Full Members in a General Meeting.

Division 5—UCI Constitution, Regulations & Code of Ethics

77. UCI Constitution

Where any matter is not regulated by this Constitution, the rules of the UCI Constitution apply.

78. UCI Officials

- 78.1 The officials of the UCI shall comprise the members of the UCI Management Committee, the honorary members, the members of the UCI commissions, the members of the UCI Judicial bodies, the voting delegates at the UCI Congress, the delegates at the UCI Congress, the executive members of all Continental Confederations and the candidates for an executive position within the UCI and all Continental Confederations.
- 78.2 Any official of the UCI shall abide by the Constitution, the Regulations and the Code of Ethics of the UCI.

Division 6—General

79. Documents and Notices to the UCI

All documents and notices given to the UCI must be given in French or English.

PART 6—FINANCIAL MATTERS

80. Financial Year

The Financial Year of the OCC is each period of 12 months ending on 31 December.

81. Source of Funds

The funds of the OCC may be derived from grants (including from the UCI), annual contributions, joining fees, application fees, donations, fund-raising activities, interest and any other sources approved by the Executive.

82. Management of Funds

- 82.1 The OCC must open an account with a financial institution from which all expenditure of the OCC is made and into which all of the OCC's revenue is deposited.
- 82.2 Subject to complying with any approved budget, the Executive may approve expenditure on behalf of the OCC.
- 82.3 Subject to complying with any approved budget, the Executive may authorise the Treasurer (if appointed) to expend funds on behalf of the OCC (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- 82.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive Members and electronic payments must be effected by 2 Executive Members.

83. Financial Statements

- 83.1 For each Financial Year, the Executive must ensure that all applicable requirements relating to financial statements of the OCC are met, including:
- (a) the preparation of the financial statements of the OCC;
 - (b) the certification of the financial statements by the Executive;
 - (c) the submission of the financial statements to the relevant AGM; and
 - (d) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- 83.2 The financial statements of the OCC will be submitted to the UCI's Financial Director at such times as determined by the UCI.

PART 7—GENERAL MATTERS

84. Election and Removal Procedure

84.1 Elections

- (a) If no person is nominated as a candidate for a vacant position, the Chairperson must declare the position vacant.
- (b) If there is only one candidate for a vacant position or if there are as many candidates as there are vacant positions, the election is conducted without voting.
- (c) If there are more candidates than there are vacancies for a given position, a secret ballot must be held.
- (d) Separate elections must be held for each vacant position in the following order:
 - (i) the President; and
 - (ii) 4 additional Members.
- (e) The Chairperson must specify the majority required under this Constitution in relation to the election.
- (f) The Chairperson of the meeting must appoint a scrutineer to conduct the ballot.
- (g) The scrutineer must not be a candidate for election.
- (h) Before the ballot is taken, each candidate may make a short speech in support of their election.
- (i) The election must be held by secret ballot.
- (j) The ballot may be held by technological means for voters not physically present and paper ballot for voters physically present. For paper ballots:
 - (i) the scrutineer must give a blank piece of paper to one Representative of each Full Member represented at the meeting and entitled to vote;
 - (ii) each voter shall vote for as many candidates as there are vacancies. All other votes shall be null and void;
 - (iii) the voter must write on the ballot paper the name(s) of as many candidates as there are vacancies. All other votes shall be null and void;
 - (iv) each ballot paper on which the name of a candidate has been written counts as one vote for that candidate. For ballots held by technological means the same principles apply (with necessary modifications).
- (k) The scrutineer must declare elected the candidates who received the most votes, provided that the candidates receive the majority required under this Constitution to be elected. In case of an equality of votes for the last position available, a runoff election of the tied candidates will be conducted by majority required under this Constitution to be elected. In such a case, votes shall be cast for one candidate only, under penalty of the vote being declared void.
- (l) With the exception of the election of the President, if the scrutineer is unable to declare the result of an election under clause 84.1(k), the scrutineer must conduct a further election(s) for the position in accordance with clauses 84.1(i) to 84.1(k). In the event of a tie after 2 further elections, the person elected to the vacant position will be decided by a toss of a coin.

- (m) In the case of election of the President, if the scrutineer is unable to declare the result of an election under clause 84.1(k), the scrutineer must conduct a further election(s) for the position in accordance with clauses 84.1(i) to 84.1(k). In the event of a tie after 2 further elections, the AGM at which the election is being conducted will be adjourned to a date no later than 7 days after the date of adjournment.
- (n) The scrutineer shall conduct a further election(s) for the position of the President, in accordance with clauses 84.1(e) to 84.1(k) at any AGM adjourned under clause 84.1(m). In the event of a tie after 2 further elections, the person elected to the position of the President will be decided by a toss of a coin.

84.2 *Removals*

- (a) Separate elections must be held for each proposed removal.
- (b) The Chairperson must specify the Constitutional majority required in relation to the proposed removal.
- (c) The Chairperson of the meeting must appoint a scrutineer to conduct the ballot.
- (d) The scrutineer must not be a person whose removal is proposed.
- (e) Before the ballot is taken, the person whose removal is proposed may make representations in writing (not exceeding 1,000 words in length) in relation to their proposed removal. The Chairperson must give a copy of the representations to each Member or read them out at the meeting.
- (f) The proposed removal must be held by secret ballot.
- (g) The ballot may be held by technological means for voters not physically present and paper ballot for voters physically present. For paper ballots: (i) the scrutineer must give a blank piece of paper to one Representative of each Full Member represented at the meeting and entitled to vote; (ii) the voter must write on the ballot paper whether they are for or against the proposed removal; and (iii) each ballot paper counts as one vote for or against the removal, as indicated in the ballot paper. For ballots held by technological means the same principles apply (with necessary modifications).
- (h) The scrutineer must declare the result of the proposed removal.

85. **Other Secret Ballots**

- 85.1 Where a vote on a motion is required to be held by secret ballot under this Constitution (other than in relation to elections for vacant positions and removals), it must be held in accordance with the following procedure.
- 85.2 The Chairperson must specify the majority required for the motion to be passed.
- 85.3 The Chairperson of the meeting must appoint a scrutineer to conduct the ballot.
- 85.4 The ballot may be held by technological means for voters not physically present and paper ballot for voters physically present. For paper ballots: (i) the scrutineer must give a blank piece of paper to one Representative of each Full Member represented at the meeting and entitled to vote; (ii) the voter must write on the ballot paper whether they are voting for or against the matter being voted on; and (iii) each ballot paper counts as one vote for or against the matter, as indicated in the ballot paper. For ballots held by technological means the same principles apply (with necessary modifications).
- 85.5 The scrutineer must declare whether the motion has been passed or not.

86. Registered Address

The registered address of the OCC is:

- (a) the address determined from time to time by the Executive which must be in Australia; or
- (b) if the Executive has not determined an address to be the registered address, the postal address of the Secretary.

87. Notice Requirements

87.1 Notice to Members

Any notice required to be given to a Member may be given:

- (a) by handing the notice to a board member of (or a person holding an equivalent position at) that Member or a Representative of that Member;
- (b) by sending it by prepaid registered post to the Member at the address recorded for the Member in the register of Members; or
- (c) by email or fax transmission, to the last known email address or fax number of the Member.

87.2 Notice to Executive Members

(a) Any notice required to be given to an Executive Member may be given:

- (i) by handing the notice to the Executive Member personally;
- (ii) by sending it by prepaid registered post to the Executive Member at the address recorded for the Executive Member in the register of Executive Members; or
- (iii) by email or fax transmission, to the last known email address or fax number of the Executive Member.

(b) Clause 87.2(a) does not apply to notice given under clause 60.

87.3 Notice to the OCC or the Executive

Any notice required to be given to the OCC or the Executive may be given:

- (a) by handing the notice to an Executive Member;
- (b) by leaving the notice at the registered address of the OCC;
- (c) by sending the notice by prepaid registered post to the OCC's registered address; or
- (d) if the Executive determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the OCC; or
 - (ii) by fax transmission to the fax number of the OCC.

88. Deemed Receipt

88.1 A notice will be deemed to have been received by the recipient:

- (a) if delivered by hand, at the time of delivery;
- (b) if given to the OCC under clause 87.3(b), at the time of leaving the notice at the OCC's registered address;
- (c) if sent by prepaid post domestically, on the 2nd Business Day after the date of posting;
- (d) if sent by prepaid post internationally, on the 5th Business Day after the date of posting;
- (e) if sent by email, at the time of sending provided that the sender does not receive notification that the email has not been delivered to the recipient; and

- (f) if sent by fax, at the time the sender receives confirmation that the fax (in its entirety) has been delivered to the recipient,

provided that if any notice is received on a day that is not a Business Day or after 5pm (in the place of the recipient) on a Business Day, it shall be deemed to have been received at 9am (in the place of the recipient) on the next Business Day.

89. Inspection of Books and Records

89.1 Members may on request inspect free of charge:

- (a) the register of Members;
- (b) the minutes of General Meetings; and
- (c) subject to clause 89.2, the financial records, books, securities and any other relevant document of the OCC, including minutes of Executive Meetings (which must be kept at the OCC's registered office).

89.2 The Executive may refuse to permit a Member to inspect records of the OCC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the OCC.

89.3 The Executive must on request make copies of this Constitution available to Members, national cycling federations who are eligible to become Full Members and Applicant Federations free of charge.

89.4 Subject to clause 89.2, a Member may make a copy of any of the records of the OCC referred to in this clause and the OCC may charge a reasonable fee for provision of a copy of such record.

89.5 For the purposes of this clause **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the OCC and includes the following:

- (a) its Membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the OCC.

90. Winding Up and Cancellation

90.1 The OCC may be wound up voluntarily by Special Resolution.

90.2 In the event of the winding up or the cancellation of the incorporation of the OCC, the surplus assets of the OCC must not be distributed to any Members or former Members of the OCC.

90.3 The surplus assets must be given to a body that has similar purposes to the OCC and which is not carried on for the profit or gain of its individual members.

90.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

91. Alteration of Constitution

This Constitution may only be altered by Special Resolution of the Full Members entitled to vote in, and present at, a General Meeting.

This Constitution was approved by the Members on 19 January 2017 and came into effect on the same day. This Constitution takes effect from 19 January 2017.

For and on behalf of the Oceania Cycling Confederation (OCC):

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The President

Ms Tracey Gaudry