



World Cycling Alliance AISBL

CONSTITUTION

Identification No. 715579839

NAME

Article 1:

It is hereby constituted an international not-for-profit association under the law 27 June 1921 modified by the laws of 6 December 1954, 30 June 2000 and 2 May 2002. The Association shall be named "World Cycling Alliance" in English and "Alliance Mondial du Cyclisme" in French. Following the Belgian law the name shall be followed by the abbreviation AISBL (Association Internationale Sans But Lucratif in French, international non-profit organisation in English). The name can be abbreviated to "World Cycling Alliance" or "WCA", which will be used in the rest of this document.

REGISTERED OFFICE

Article 2:

The Association is based in the Region of Brussels. WCA has its office at Rue Franklin 28, 1000 Brussels, Belgium. The address can be transferred to any other place in Belgium by a simple majority decision of the Board. The new address should be published in the "Moniteur Belge" within a month of the decision.

OBJECT

Article 3:

WCA is an independent international non-profit association with no political party affiliation and devoid of any profit-making motive. The aim of WCA is to promote cycling for the benefit of people worldwide and to advocate for cycling as active mobility and a means of sustainable transport. WCA aims to deliver on to the Sustainable Development Goals, adopted by the United Nations in 2015, and supports the New Urban Agenda, endorsed by the United Nations in 2016.

WCA believes that cycling as active mobility and a means of sustainable transport supports the following Sustainable development Goals:

- # 1: End poverty in all its forms everywhere
- # 2: End hunger, achieve food security and improved nutrition and promote sustainable agriculture
- # 3: Ensure healthy lives and promote well-being for all at all ages
- # 4: Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all

- # 5: Achieve gender quality and empower all women and girls
- # 7: Ensure access to affordable, reliable, sustainable and modern energy for all
- # 8: Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all
- # 9: Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation
- # 10: Reduce inequality within and among countries
- # 11: Make cities and human settlements inclusive, safe, resilient and sustainable
- # 12: Ensure sustainable consumption and production patterns
- # 13: Take urgent action to combat climate change and its impacts
- # 16: Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels
- # 17: Strengthen the means of implementation and revitalize the global partnership for sustainable development.

WCA believes that cycling as active mobility and a means of sustainable transport supports New Urban Agenda, Quito Declaration on Sustainable Cities and Human Settlements for All, especially what is stated in Article 114:

- “We will promote access for all to safe, age- and gender-responsive, affordable, accessible and sustainable urban mobility and land and sea transport systems, enabling meaningful participation in social and economic activities in cities and human settlements, by integrating transport and mobility plans into overall urban and territorial plans and promoting a wide range of transport and mobility options, in particular through supporting:
 - A significant increase in accessible, safe, efficient, affordable and sustainable infrastructure for public transport, as well as non-motorized options such as walking and cycling, prioritizing them over private motorized transportation;
 - Equitable “transit-oriented development” that minimizes the displacement, in particular, of the poor, and features affordable, mixed-income housing and a mix of jobs and services;
 - Better and coordinated transport and land-use planning, which would lead to a reduction of travel and transport needs, enhancing connectivity between urban, peri-urban and rural areas, including waterways; and transport and mobility planning, particularly for small island developing States and coastal cities;
 - Urban freight planning and logistics concepts that enable efficient access to products and services, minimizing their impact on the environment and on the liveability of the city, and maximizing their contribution to sustained, inclusive and sustainable economic growth.”

The objectives of WCA are:

- to promote cycling and to advocate for cycling worldwide;
- to build knowledge on cycling and to share best practices
- to catalyze, with other strategic partners, cycling-inclusive cultures around the world;
- to spread a positive message of cycling and the multiple benefits it delivers to communities of all cultures and to foster its development worldwide;

- to constitute a key global voice on cycle-inclusion and participate in alliances with other like-minded players, particularly in sustainable transport and health;
- to stimulate and to support the foundation and work of international federations of national, regional and local NGOs and Civil Society Organizations that promote cycling
- to perform all acts related directly or indirectly to its purposes and to lend its support and engage in all activities similar to its purposes.

Article 4:

The association is composed of Voting Members and Non-Voting Members from two categories, and of supporters. The association consists of at least 3 Voting Members from 3 different regions of the following seven world regions: Africa, North America, South America, South Asia, East Asia, Europe and Oceania. The geographical definition of the regions is attached in Annex 1 of this constitution.

1. Categories of Members:

- Category A: Members from regions where a region-wide international federation of national, regional and local NGOs and Civil Society Organizations that promote cycling, is established as a legal entity.
- Category B: Members from regions where no region-wide international federation of national, regional and local NGOs and Civil Society Organizations that promote cycling.

2. There shall be only one Voting Member from Category A Regions: the international federation of national, regional and local NGOs and Civil Society Organizations appointed by the AGM of WCA. All Members of that international federation shall be Non-Voting Members of WCA. No organization that is not a member of the international federation in its region can be appointed as Voting or Non-Voting Member of WCA.

3. There can be more than one Voting Member from Category B Regions: international national, regional and local NGOs and Civil Society Organizations that promote cycling and that commit to international collaboration with organizations in their region and worldwide.

4. Supporters of the WCA are Individuals, organisations, institutions or companies who share the objectives of the WCA and support the WCA in kind or financially.

Article 5:

1. Applications for membership must be sent in writing to the Board. The AGM of WCA decides on applications for membership of Voting Members on the basis of a recommendation by the Board. The Board is entitled to appoint organizations that apply for Voting-Membership provisional as Non-Voting Members; their application as Voting Member is subject to the approval of the AGM.

2. The Board is entitled to adopt Supporters of the WCA.

Article 6:

Membership of WCA requires acceptance of its constitution and of decisions taken in accordance with the constitution. Organisations accepted as Members of WCA are

authorised to publicise themselves as such. Supporters adopted by the Board of WCA are authorised to publicise themselves as supporter of WCA.

Article 7:

1. Membership will cease when:

- the written notice of the resignation of the Member is received by the Board;
- the Member is dissolved;
- the Member does not pay its membership fee for two consecutive years without making an arrangement with the Board;
- the member is expelled.

2. The AGM may expel a Member, by a two-thirds majority of the votes present, either for failure to pay a subscription or for taking actions or expressing views contrary to the aims of WCA. No Member may be expelled without having been informed in writing of the reasons behind such expulsion. Such notification shall be given at least three months before the date of the AGM required to decide on the matter, and the Member shall have been given the opportunity to put forward its defence.

Article 8:

A Member that ceases to belong to WCA does not have any claim on the assets of WCA.
THE ANNUAL GENERAL MEETING (AGM)

Article 9:

1. The supreme body of WCA is the Annual General Meeting (AGM) of the Voting Members. Non-Voting Members and Supporters are invited to the AGM but are not entitled to vote.

2. The regular duties of the AGM are to:

- appoint and revoke Board members;
- appoint and revoke internal auditors;
- set the size of the annual membership fee of Members;
- discuss the activities of WCA
- endorse or reject the annual report including the accounts of the previous financial year;
- endorse the budget for the coming year;
- discharge the liability of the Board members.

3. In addition, the AGM has the following powers which it may choose to exercise, or be invited by the Board to exercise, as circumstances dictate:

- Modify the constitution;
- Pronounce the dissolution of the Federation;
- Appoint and expel Members;
- Adopt and modify internal rules and regulations;
- Set the number of Board members; the Board must be composed of a minimum of 5 member and by a maximum of 12 members;
- Exercise in a general way all powers given by law and the constitution.

Article 10:

1. The voting entitlement of each Voting-Member from Category A is: Three votes.
2. The voting entitlement of each Voting-Member from Category B is: Three votes in the case there is one Voting-Member from the region. In the case WCA has more than one Voting-Member from a region the value of the vote will be divided by the number of Voting-Members from that region.

Article 11:

Voting rights are the entitlement of delegates from only those Voting-Members that have paid the stipulated subscription fee for the previous year. Voting delegates must either hold a representative position of the Member organisation (director, secretary general or chairperson) she/he is representing or hold a written power of attorney from that organisation. Delegates may hold more powers of attorney in addition to his/her own vote, but cannot exercise more than three votes in total and cannot represent more than three Voting-Members.

Article 12:

Decisions made by voting are taken by simple majority of the votes present except for circumstances described elsewhere in this constitution.. At elections, relative majority is applied. In the event of a tie there shall be a second vote. In the event of a second tie the principle of lottery is applied. All voting is open unless a voting delegate demands a secret ballot. The procedure for elections shall be decided on by a bylaw, adopted by the AGM.

Article 13:

The AGM should be held every year no earlier than April 1st and no later than October 31st. The Board should notify the Members of the date of the AGM in writing a minimum of six weeks in advance of the AGM. The AGM shall be held in a place and a month decided by the AGM, by a recommendation of the Board.

Article 14:

1. The agenda of the AGM should include:
 - Ratification of the register of voting delegates;
 - Decision whether the AGM has been properly convened;
 - Election of chairperson and assistant chairperson for the AGM;
 - Announcement of the Board's choice of secretary for the AGM;
 - Report of the Board (regarding finances as well as activities);
 - Report of the internal auditors;
 - Ratification of the reports;
 - Approval of the reports and discharge of liability of the Board members;
 - Membership changes/re-ratification of register of Voting-Members and Non-Voting Members
 - Proposals from the Board to the AGM, including subscription fees and budget for the coming year;
 - Proposals from Members to the AGM;
 - Decision on number of Board members to be elected;

- Election of Board members;
- Election of auditors;
- Any other business.

2. Decisions can only be made on issues presented on the agenda. Any other business can be discussed without decisions being made. Decisions of the AGM should be kept in a dedicated file at the association's legal address. Decisions of the AGM will be sent in writing to all Members.

Article 15:

Proposals from Members, for decision at the AGM, should reach the Board no later than two months prior to the month of the AGM.

EXTRAORDINARY GENERAL MEETINGS

Article 16:

Extraordinary General Meetings (EGMs) can be called by the Board at any time. The Board should provide no less than 45 days notice. EGMs shall be held in a place decided by the Board. The Board is obliged to call an EGM should at least one-third (taking in account the voting entitlements in article 10) of the Voting-Members request, in writing, for the Board to do so.

THE BOARD

Article 17:

WCA is administered by a Board formed by no fewer than 5 persons and no more than 12 persons. The Board is appointed by the AGM. The Board Members shall be appointed for three years. All regions with a Voting-Member are entitled to nominate candidates for the board elections to represent their region on the board. The AGM may additionally appoint up to 5 board members that do not represent any organization, institution or company. The procedure for the nomination of candidates for the board shall be decided on by a bylaw, adopted by the AGM. Board Members can resign by notifying their decision with a registered letter addressed to the President, or in the case the President resigns to the 1st Vice-President, at least one month before the date of resignation will take effect.

Article 18:

The Board is entrusted with the most extensive powers for the administration and the management of WCA. This includes:

- Preparing proposals to the AGM including annual work plans and budgets and changes in the membership;
- Executing decisions of the AGM;
- Developing and deciding the policies of WCA in political and organisational matters, taking into account the decisions of the AGM;
- The Board is responsible for all matters with the exception of those matters for which the AGM has been given the responsibility in this constitution or by law. In the absence of a specific delegation to a Secretary General, all the acts engaging the association and regularly decided upon by the Board are signed by the President or,

in case of absence, by one of the Vice-Presidents jointly with another member of the Board. The President may initiate legal action on behalf of WCA if required.

- Defining the duties of the Secretary General, appointing the Secretary General, and supervising the Secretary General in his/her work.

Article 19:

All Regions with a Voting-Member should be represented on the board. The Board itself will appoint a President, a Treasurer and up to 7 Vice-Presidents. The position of Treasurer can be combined with the position of Vice-President. Two Vice-Presidents will be appointed by the Board as 1st and 2nd Vice-President who will substitute for the president in case of absence.

Article 20:

The Board will meet at least four times a year, either convened by the acting President or on decision of a majority of the Board's members. The Board Meetings may be held as telephone or video-conferences.

Article 21:

The decisions of the Board are taken by a majority of the members present. Each member has one vote. In the event of a tie, the vote of the acting President will be the casting vote, apart from in the case of her/his election. The quorum for Board meetings is one-half of its membership.

Article 22:

The financial year begins each year on January 1st. The accounts must be closed on December 31st.

CHANGES TO THE CONSTITUTION

Article 23:

This constitution can be changed on proposal in advance and in writing from the Board or from one or several Voting Members. Decisions on the change of the constitution can only be taken if 2/3 of the Voting-Members are present or represented. Decisions to change the constitution must be accepted by at least 2/3 of the votes present at the AGM. Proposals should be included with the convocation of the AGM. If the first meeting can not decide on the changes of constitution because less than 2/3 of the members are present or represented, then a second meeting can be called. This meeting can decide, irrespective of the number of members present. Modification to the constitution must be submitted to the Belgian Ministry of Justice for approval and be published in the "Moniteur Belge".

DISSOLUTION

Article 24:

WCA AISBL may be dissolved upon proposal from the Board or following a written proposal from two thirds of the Voting-Members. A proposal for dissolution should be included with the notice for the General Meeting. In this case the General Meeting can only validly deliberate if Members representing two-thirds of the votes recognised for General Meetings

are present. Decision on dissolution will be valid only if approved by the majority of two-thirds of the votes present. In case of dissolution of WCA AISBL, the General Meeting will decide on the destination of the net assets, which shall be donated to NGOs in with objectives in line with the objectives of WCA.

In case of dissolution a liquidator will be appointed by the General Meeting. Failing an agreement of the General Meeting the liquidator will be nominated by the Court of first instance at the request of the Board.

Article 25:

If the General Meeting does not have the necessary quorum to decide on the dissolution, another General Meeting can be called. This second Meeting can be convened immediately upon decision of at least three quarter of the members present or represented at the first Meeting. This second meeting may come to a decision irrespective of the number of Members present.

GENERAL ISSUES

Article 26:

Anything which is not provided for in this constitution, and in particular publications to be made in the "Moniteur Belge" (Belgian State Gazette), will be settled in accordance with the provisions of the Belgian law of 27 June 1921 "sur les associations sans but lucrative, les associations internationales sans but lucrative et les fondations" modified by the law of 2 May 2002.