

TRINIDAD & TOBAGO CYCLING FEDERATION

CONSTITUTION



Approved July 23, 2016

TABLE OF CONTENTS

| | |
|--|----|
| Vision Statement..... | 4 |
| Mission Statement..... | 4 |
| Article 1. Definitions and Interpretation..... | 4 |
| Article 2. Name and Headquarters..... | 6 |
| Article 3. Affiliation..... | 6 |
| Article 4. Objects..... | 7 |
| Article 5. Membership..... | 9 |
| Article 6. Membership Fee..... | 14 |
| Article 7. Termination and Suspension of Membership..... | 15 |
| Article 8. Executive Officers..... | 17 |
| Article 9. Duties of Executive Officers..... | 19 |
| Article 10. Removal of Executive Officers..... | 28 |
| Article 11. The Council..... | 30 |
| Article 12. Council Meetings..... | 31 |
| Article 13. Annual General Meeting (AGM)..... | 33 |
| Article 14. Business at Annual General Meetings..... | 34 |
| Article 15. Extraordinary General Meetings..... | 37 |
| Article 16. Quorum at Meetings | 38 |
| Article 17. Voting..... | 39 |
| Article 18. Notice..... | 39 |
| Article 19. Trustees..... | 40 |
| Article 20. Finance..... | 41 |
| Article 21. Audit..... | 42 |
| Article 22. Standing Committee..... | 42 |
| Article 23. Disciplinary Committee..... | 46 |
| Article 24. Appeals Committee..... | 47 |
| Article 25. Race Meeting..... | 48 |

| | | |
|--------------------|-------------------------------------|-----------|
| Article 26. | Anti- Doping Compliance..... | 49 |
| Article 27. | Paralympic Clause..... | 50 |
| Article 28. | Child Protection..... | 50 |
| Article 29. | Non-Interventionist | 51 |
| Article 30. | Dissolution..... | 51 |
| Article 31. | Amendment..... | 52 |

I. VISION

To become the leading sporting discipline in this nation, for the development of the sport locally and internationally, so as to inspire our youths to further achieve their goals in the sporting world.

II. MISSION STATEMENT

To promote, encourage and develop the sport of cycling and to support and protect the interest of cyclists both competitively and recreationally. We will achieve our aim by continuous improvement in the implementation of systems in Sport Development to enhance our athletes, officials and communities in character and discipline, through the art of cycling for pleasure, work and competition.

ARTICLE 1

DEFINITIONS AND INTERPRETATION

1.1 When used herein, unless the context specifically and explicitly requires otherwise, the following terms shall have the meanings ascribed to them hereunder:-

| | | |
|--------------|----------|---|
| NGB | - | National Governing Body |
| TTADO | - | Trinidad and Tobago Anti-doping Organisation |
| TTOC | - | Trinidad and Tobago Olympic Committee |
| TTPC | - | Trinidad and Tobago Paralympic Committee |
| TTCF | - | Trinidad and Tobago Cycling Federation |

UCI - **Union Cycliste Internationale** (World Governing Body for Cycling)

WADA - **World Anti-Doping Agency**

CCC - **Caribbean Cycling Confederation**

COPACI - **Panamerican Cycling Confederation**

1.2 **“Articles”** means and refers to these Articles of this Constitution and ‘Article’ when followed by a number refers to the specific Article of these Articles which are divided into clauses, sub-clauses and paragraphs.

1.3 **“Council”** means the Council of the Federation as from time to time constituted under the Constitution and Bye-Laws.

1.4 **“Bye-Laws”** means any Bye-Law of the Federation from time to time in force.

1.5 **“the Federation”** means **TRINIDAD AND TOBAGO CYCLING FEDERATION**.

1.6 **“General Meeting”** means Extraordinary Meeting and Annual General Meeting.

1.7 **“Meeting”** means Council, Extraordinary General and Annual General Meetings.

1.8 **“Days”**: reference to “days” includes weekends and public holidays;

1.9 **“Returning Officer”** means the official who presides and oversees the elections at a General Meeting.

1.10 Words including the singular shall include the plural and vice-versa and words importing one gender shall include all genders; the word “person” includes bodies

corporate, companies, partnerships, individuals, syndicates, trusts, local and foreign authorities and any association of persons whether or not a separate legal entity; and the word “individual” means a natural person;

1.11 The headings and sub-headings are inserted for convenience only and shall not affect the construction or interpretation of these presents;

1.12 Words or expressions which have a special meaning assigned to them in the Act shall if not consistent with the subject or context have the same meaning in these presents;

1.13 References to any statutory provisions are to be construed as references to that Statutory provision as amended supplemented re-enacted or replaced from time to time (whether before or after the date of these presents) and are to include any orders regulations instruments or other subordinated legislation made under or deriving validity from that statutory provision.

ARTICLE 2

NAME AND HEADQUARTERS

The name of the organisation shall be the TRINIDAD AND TOBAGO CYCLING FEDERATION and it shall have its headquarters in the Republic of Trinidad and Tobago.

ARTICLE 3

AFFILIATION

The Federation shall be affiliated to the UCI, COPACI, CCC, TTOC and the TTPC and any other governing bodies associated with cycling.

ARTICLE 4

OBJECTS

The objects of the Federation shall be:

- 4.1 To promote, encourage and develop the art, past time and sport of cycling and to support and protect the interest of cyclists both competitively and recreationally.
- 4.2 To supervise and control all aspects of cycle racing in Trinidad and Tobago, as included in the Olympic Charter and to encourage and promote cycle racing, whether amateur or professional and whether at championship level or otherwise.
- 4.3 To establish and maintain a repository of records pertaining to the sport of cycling in Trinidad and Tobago, including all certified and approved records by amateur and professional racing cyclists.
- 4.4 To secure and provide, and to improve or secure the improvement of track facilities in Trinidad and Tobago, either independently or with the assistance of or in consultation or co-operation with other promoting bodies.

4.5 To seek the interest of cyclists in the establishment of proper velodromes/racing venues/facilities throughout Trinidad and Tobago in accordance with UCI standards.

4.6 To organize, promote and stage from time to time;

4.6.1 All disciplines of cycling governed by UCI;

4.6.2 Such other competitions as may be deemed expedient.

4.7 To collect, receive and hold funds and property, whether by way of subscriptions, voluntary contributions, gifts, legacies or otherwise, and to apply the same for the advancement of the objects of the Federation or any contributor or donor may desire or direct.

4.8 To enter into agreements with other persons or bodies for the furtherance of the objects.

4.9 To do all such other acts or things as are incidental or as the Federation may think conducive to these objects or any of them.

4.10 To engage in commercial activity that would not affect its non-profit status of the Federation.

ARTICLE 5

MEMBERSHIP

There shall be the classes of membership with the qualifications, liabilities and privileges appertaining thereto as follows:

5.1 Ordinary Membership:

5.1.1 Ordinary Membership shall be open to any person above the age of eighteen (18) years, who is interested in the objects of the Federation and does not already hold any other form of membership therein.

5.1.2 Ordinary membership status cannot be changed until the end of the financial year.

5.1.3 An ordinary financial member shall be entitled to cast one (1) vote at every Annual or Extraordinary General Meeting of the Federation.

5.1.4 An ordinary member must be a member for a period of nine (9) months to exercise voting rights and cannot be eligible to be elected to office.

5.2 Life Membership:

5.2.1 Life Membership shall be open to any ordinary financial member and who is such a member for ten (10) or more consecutive years.

5.2.2 Upon any person so becoming a Life Member, shall be no longer liable to pay any fees to the Federation, and he shall be entitled to the same privileges as an Ordinary Member.

5.3 Honorary Membership:

5.3.1 Honorary Membership may be granted to any person who has rendered long meritorious outstanding and selfless service and who has contributed to the Federation financially or otherwise and such a person be recommended therefore by the Council.

5.3.2 Election to that honour shall be approved by at least two-thirds majority of the members present and voting at any General Meeting to which the recommendation shall be submitted for approval.

5.4 Club Membership:

5.4.1 Club Membership shall be open to cycling clubs, whose constitution and rules conform with the objects of the Federation and whose membership comprises not less than six (6) registered cyclists.

5.4.2 Every riding member of any club admitted to club membership shall be registered if such member desires to take part in race meetings promoted by or held under the auspices of the Federation.

- 5.4.2.1 Each riding member of any club shall be required to pay a membership fee and shall include insurance.
 - 5.4.2.2 Upon payment of such fee the riding member will be issued a licence for the current period.
 - 5.4.2.3 A riding member of any club shall not ride for any other club while such member licence is in force, but such member, after ceasing membership with a club, may ride independently for the remainder of the racing year.
 - 5.4.2.4 A riding member of any club who never competes for his current club shall be able to switch from his current club to another club.
- 5.4.3 Club membership shall entitle the club to be represented at the Annual General Meeting and Extraordinary General Meetings of the Federation by two (2) delegates whose credentials must be signed by the President and Secretary of the club;
- 5.4.3.1 Each such delegate having one (1) vote at any such meetings.

5.5 Private Rider Membership:

- 5.5.1 Private Rider Membership shall be opened to any person who is not registered as a riding member of any club.

- 5.5.2 A Private Rider Member shall pay an annual fee, which shall include insurance, on payment of which the Private Rider Member shall be issued a license to take part in all race meetings promoted by or held under the auspices of the Federation.
- 5.5.3 A Private Rider Membership shall only be applicable for a period beginning from date of membership of the current year and expires on the 31st December of the ensuing year.
- 5.5.3.1 after the period in 5.5.3 described above such a member shall register to become a riding member of a club.
- 5.5.4 A Private Rider Member shall not be entitled to vote at any meeting, or to hold any office, in the Federation.
- 5.6 All applications for membership (other than honorary membership) of the Federation, whether by an individual or a club, shall be in writing and shall state such particulars as may be required by the Council.
- 5.7 Every such application shall be signed by the applicant personally, if an individual or, if a club, by its President and Secretary on its behalf, and shall be proposed and seconded by members of the Federation.
- 5.8 In the case of a club, a copy of its Constitution and Rules and a list of its officers and of the cyclists it proposes to register shall be submitted with its application.
- 5.9 Applications shall be forwarded to the Secretary and placed before the Council who shall consider and decide upon same, provided however, no application shall be considered by the Council unless at least seven (7) days prior to its

meeting the Secretary shall have given notice to its members of such particulars and the full particulars thereof;

5.10 A successful applicant shall, within twenty-one (21) days of being notified by letter of election to membership, pay the subscription fee stipulated hereinabove and on payment thereof shall be duly enrolled as a member of the Federation.

5.11 Failure to pay the subscription fee within the time aforesaid shall nullify election to membership.

5.12 On being enrolled as such, a member shall be furnished with a copy of the Constitution and Rules of the Federation.

5.13 A simple majority of votes of those present is required for acceptance of any application at a duly constituted Council Meeting.

5.14 An applicant whose membership has been rejected shall not be eligible for membership until a period of six (6) months has elapsed.

5.15 **Recreational Membership**

5.15.1 Recreational Membership shall be opened to any person who is not registered as a riding member of any club.

5.15.2 A Recreational Member shall pay an annual fee, on payment of which the Recreational Member shall be issued a license and shall take part in all non-competitive events not promoted by or held under the auspices of the Federation.

5.15.3 A Recreational Member shall not be entitled to vote at any meeting, or to hold any office, in the Federation.

5.16 Dual Membership

5.16.1 No member of the Federation shall have or be prescribed dual membership.

ARTICLE 6

MEMBERSHIP FEE

6.1 Subscription and Fees

6.1.1 The annual subscription fee (if any) and any other fees payable by members (or any category of member) to the Federation the time for, the amount and manner of payment shall be as determined by the Council from time to time.

6.1.2 The yearly subscription fee shall be due on 1st October and shall be payable on or before 31st October of each year.

6.1.3 Any ordinary and club member whose yearly fee is in arrears shall be notified by the Secretary and until the same is paid, shall not be entitled to

speaking or voting at any meeting nor be entitled to any benefits, advantages, privileges or services attached to his class of membership.

- 6.1.4** Any member, after being notified by the Secretary as hereinabove provided and whose yearly fee is still in arrears on the 31st day of October shall be reported by the Secretary to the Council who may direct a formal notice to be given by registered letter or by any other electronic means that, unless the arrears are paid within ten (10) days from the date of such notice, his (or its) membership shall be deemed to have ceased and, if such member shall fail to pay the whole of the arrears within the time limited by such notice, the Secretary shall remove his (or its) name from the list of members. On removal of the name of any club from such list of members, all or any cyclists registered as its riding members shall 'ipso facto' cease to be registered. Any member whose name has been removed from the list of members for non-payment of the yearly fee may on payment of the full amount due, apply to be restored to such list.

ARTICLE 7

TERMINATION AND SUSPENSION OF MEMBERSHIP

Membership shall be automatically terminated: -

- 7.1 If a member resigns by delivering a written resignation to the General Secretary of the Federation.
- 7.2 If a member in any of the categories of membership is expelled from the UCI.

- 7.3 Automatically upon the dissolution of the club.
- 7.4 A member may be suspended for the following reasons:
- 7.4.1 Failure to pay the annual membership fee as determined at the Annual General Meeting, unless otherwise decided by the Council; or
 - 7.4.2 Not fulfilling the conditions for membership and not complying with the obligations of members, as defined in the Constitution and/or bye-laws.
- 7.5 Membership in the Federation may be suspended by the Council. Should such suspension be likely to exceed one (1) year, the Council shall bring forth a recommendation to the appropriate General Meeting for either continued suspension or termination of membership.
- 7.6 Should any member consistently contravene the provisions of this Constitution, any bye-law, rules or regulations made thereunder, Council may, either suspend the member for a specific or indefinite period or, withhold funds due to such member, or alternatively, terminate the membership of such body or individual provided that:
- 7.6.1 such termination or suspension, or withholding of funds, shall receive the approval of a two-thirds (2/3) majority of the meeting of the Council;
 - 7.6.2 such termination or suspension shall not in any way extinguish any financial liability of such member to the Federation;
 - 7.6.3 any such termination shall, or in the case of suspension, such suspension shall during the period thereof, result, ipso facto, in the forfeiture of all

right to payment, distribution or participation in the competitions, assets, income, sponsorships or monies of the Federation;

- 7.7 The Council shall inform the Annual General Meeting of all suspensions in progress.
- 7.8 A member under suspension loses all rights and privileges of membership. In particular, a member shall not be entitled to be heard, except with respect to their suspension, or vote at meetings of members, and/or enter athletes in competitions, and/or participate in Federation activities.

ARTICLE 8

EXECUTIVE OFFICERS

8.1 The Executive Officers (hereinafter referred to as "the Officers") of the Federation shall be:

8.1.1 A President

8.1.2 Three (3) Vice Presidents: (1) Vice President Finance
(2) Vice President Racing
(3) Vice President Discipline

8.1.3 A General Secretary (in these articles referred to as "The Secretary")

8.1.4 A Treasurer

8.1.5 A Racing Secretary

8.1.6 An Assistant General Secretary

8.1.7 An Assistant Racing Secretary

8.1.8 A Public Relations Officer

8.1.9 Immediate Past President

8.2 Officers shall be elected at an Annual General Meeting of the Federation.

8.3 Officers shall hold office for a term of four (4) years and shall be eligible for re-election.

8.4 An Officer shall not hold office for more than two consecutive terms.

8.5 If any vacancy arises among Officers within forty-two (42) months of a four (4) year term, a bye-election shall be held at a Special General Meeting to fill the vacancy from amongst its members; but if the vacancy arises six (6) months or less from the end of a four (4) year term, the Executive shall fill such vacancy from among the Officers.

8.6 The Officers shall have the power to:

8.6.1 appoint as deemed necessary qualified individuals to direct, supervise and perform the day to day business operations of the Federation;

8.6.2 appoint a Chief Executive Officer (ex-officio member of the executive without a right to vote) of the Federation and may appoint any other person to carry out a specialized purpose, if necessary.

8.6.3 determine and establish the terms and conditions of service for employees;

8.6.4 To discipline and dismiss employees

8.7 No Member shall hold more than one elected and/or appointed office within the Council at the same time.

ARTICLE 9

DUTIES OF THE EXECUTIVE OFFICERS

9.1 President

9.1.1 The President shall preside at all Meetings of the Federation. In his absence he may designate any Vice-President to preside. Failing such designation by the President the meeting itself shall appoint to preside over it any Vice-President who may be present thereat or, if no Vice-

President be in attendance, any ordinary or life member who may be present.

9.1.2 The President shall be ex-officio a member of all committees and sub-committees of the Federation but shall not preside thereat unless specifically appointed by the Vice-President or requested to do so by the chairman of the committee and shall have a right to vote.

9.1.3 Ensures that the organisation maintains positive and productive relations with its membership, media, sponsors, donors, other organisations and the community at large.

9.2 Vice-Presidents

9.2.1 Subject to Article 9.1.1 in the absence of the President at any Meeting, the Vice-President shall preside and enjoy for the time being the same rights as if he were President.

9.2.2 A Vice-President may be responsible for special duties which shall be defined by the President.

9.2.3 Vice-President Finance

9.2.3.1 The Vice-President shall preside at all meetings of the Finance Committee. In his absence he may designate the President to preside.

9.2.3.2 Develop financial plan and oversee financial budgeting and forecasting for the Federation at the last Council meeting

before the Annual General Meeting for approval and same to be reviewed within the first quarter of the financial year.

9.2.3.3 Modify financial and marketing plan and budget amount based on the allocated funds.

9.2.3.4 Review the actual results against the budgeted goals to identify and correct accounting issues and variances.

9.2.3.5 Manage a finance and marketing team for the delivery of monthly targets successfully.

9.2.3.6 Support process improvement initiatives to achieve financial goals.

9.2.4 Vice-President Racing

9.2.4.1 The Vice-President shall preside at all meetings of the Racing Committee. In his absence he may designate the President to preside.

9.2.4.2 Review and update racing rules and ensure it is in keeping with standards set by the Governing body (UCI).

9.2.4.3 Prepare yearly racing calendar with Committee and publish within the first quarter of the financial year.

- 9.2.4.4 Prepare, review and update development programmes that would assist in the enhancement of the sport.
- 9.2.4.5 Ensure communication of relevant racing information is completed in a timely, effective and efficient manner.
- 9.2.4.6 Manage a Racing Committee team for the delivery of monthly targets successfully.
- 9.2.4.7 Support process improvement initiatives to achieve the Federation's goals and objectives.
- 9.2.4.8 Prepare annual racing budgets for submission to the Finance Committee within the first quarter of the year.

9.2.5 Vice-President Discipline

- 9.2.5.1 The Vice-President shall preside at all meetings except hearings of the Discipline Committee.
- 9.2.5.2 Consult regularly with legal experts in the field in relation to codes of behaviour, disciplinary policies, procedures and penalties.
- 9.2.5.3 Establish, review and update disciplinary matrix that can be used as a guide regarding penalties to be attached to specific offences.

- 9.2.5.4 Make recommendation to the Racing Committee regarding issues relating to the Racing Rules as and when required.
- 9.2.5.5 Manage a Disciplinary Committee team for the delivery of monthly targets successfully.
- 9.2.5.6 Support process improvement initiatives to achieve the Federation's goals and objectives

9.3 Secretary

- 9.3.1 The Secretary shall be in charge of correspondence in respect whereof he shall forthwith hand over to the Treasurer any fees or other monies that may be sent to him for the account of the Federation.
- 9.3.2 The Secretary shall be responsible for the convening of Meetings and his duties shall also include the keeping of:
 - 9.3.2.1 The register of members of the Federation, showing the names in each class of membership.
 - 9.3.2.2 The register of members of the Council and all committees that may be appointed.
 - 9.3.2.3 True and proper minutes of all proceedings at any Meeting and meetings of all committees except the Racing Committee, and
 - 9.3.2.4 All other records of the Federation.

9.3.3 The Secretary shall be the secretary of the Finance Committee.

9.4 Assistant General Secretary

9.4.1 The Assistant General Secretary shall be of general assistance to the Secretary, and shall perform such duties as may be assigned by the Secretary and both shall conform with any directions and perform such other duties as may be given or required by the Council.

9.4.2 The Assistant General Secretary shall be the secretary of the Disciplinary Committee.

9.5 Treasurer:

9.5.1 Keep such books of accounts as may be necessary or as the Council shall from time to time direct.

9.5.2 Receive all monies payable and/or paid to the Federation and issue receipts therefore and deposit all such monies in the Bank to the credit of the account of the Federation.

9.5.3 Make such payments as may be duly authorized by the Council.

9.5.4 Be one of the persons to operate the petty cash records and bank accounts of the Federation. The others being, the President, the Vice President Finance and the Secretary.

- 9.5.5 Prepare and submit for audit, with all proper vouchers, a financial statement for the period ending the 30th day of September in every year, such statement to be so prepared and submitted no later than the 31st day of October of the said year.
- 9.5.6 Present to the Secretary the financial statement as soon as the same shall have been duly audited so that the copies thereof may be issued to members with the notices convening the Annual General Meeting.
- 9.5.7 Present his monthly and quarterly reports on the finances of the Federation, including but not limited to balance sheets, income statements, bank reconciliation, payables and receivables and subledgers, to the Council.
- 9.5.8 Present reports on the finances of the Federation, together with the audit financial statement, to the Annual General Meeting.

9.6 Racing Secretary:

- 9.6.1 Convene meetings of the Racing Committee.
- 9.6.2 Keep true and proper minutes of all proceedings of the Racing Committee.
- 9.6.3 Forward to the Secretary one copy of such minutes as soon as they have been confirmed so that the same may be kept among the records of the Federation.

- 9.6.4 Keep the register of all registered cyclists. Accurately record therein all classifications of cyclists, and furnish a copy to the Secretary.
- 9.6.5 Keep full and accurate records of all racing events promoted by or held under the auspices of the Federation.
- 9.6.6 Keep all such other records as may be directed by the Racing Committee.
- 9.6.7 Enter in all copies of the Rules of Racing kept by him all amendments thereof or additions thereto as may from time to time be effected.
- 9.6.8 Make available rules of racing to clubs (detail for each type of race/event).
- 9.6.9 Prepares reports for the Council and Annual General Meeting by forwarding such reports to the Secretary.

9.7 Assistant Racing Secretary:

- 9.7.1 The Assistant Racing Secretary shall be of general assistance to the Racing Secretary, and shall perform such duties as may be assigned by the Racing Secretary and both shall conform with any directions and perform such other duties as may be given or required by the Racing Committee.

9.8 Public Relations Officer

- 9.8.1 Ensure that details of the Federation's activities, appointments and awards are publicised and communicated appropriately to the membership and to the wider market as necessary.
- 9.8.2 In consultation with the Officers of the Federation, decide what is the appropriate vehicle for communication; website, newsletter, professional publication, e-mail, flyer, personal letter or telephone and any other form of communication.
- 9.8.3 Consult with Council the strategy for publicity and formulate a plan for implementation.
- 9.8.4 Report regularly to Council on both the communications and success rate, recommending any revision to the plan.
- 9.8.5 Deal with the media on behalf of the Federation ensuring that details of any such media involvements are immediately communicated to the Federation.
- 9.8.6 Researching, writing and distributing press releases to targeted media and ensuring that any Federation press releases are timeously distributed.
- 9.8.7 To do all such other acts or things as are incidental to the office.

ARTICLE 10

REMOVAL OF OFFICERS

10.1 Any Officer may be removed from their duties by a vote of no confidence before the expiration of his term of office by a decision reached by a two third (2/3) majority of the members present at an Extraordinary General Meeting convened for that purpose, of which notice specifying the intention to pass such a resolution has been given, and may elect any qualified person in his stead for the remainder of his term on any of the following grounds:

10.1.1 Breach of fiduciary duty;

10.1.2 behaviour or conduct inimical to the best interests of the Federation;

10.2 Any member can propose a vote of no confidence and such proposal must be in writing to the President or Secretary as appropriate to the circumstances.

10.2.1 In the event that either the President or the Secretary is the subject of 10.2 above, the written proposal shall be brought to one of the Vice Presidents or Assistant Secretary.

10.3 The proposal shall state:

10.3.1 The name of the officer who is to be the subject of the proposed vote.

10.3.2 A brief statement of the grounds on which the vote is being proposed.

- 10.3.3 The name of the member who is proposing the vote.
- 10.3.4 The name of the member who is seconding the proposed vote.
- 10.3.5 A list of at least twenty-five (25) members supporting the proposal.
- 10.3.6 No second or subsequent vote of no confidence can be proposed by that same person or any other person, relating to the same post holder, in the same post, on the same grounds, relating to the same incident, in any one year of office of a post holder.
- 10.4 On receipt of the written proposal for a vote of no confidence, the President or Secretary must take steps to inform all of the other members of the Federation, including the proposer, of the matter, outlining the details as specified in the Article 10.3, within 7 days of receipt.
- 10.4.1 In the event that either the President or the Secretary is the subject of 10.2, one of the Vice Presidents or Assistant Secretary shall carry out the procedure at 10.4 above.
- 10.5 Notice shall be served on the Officer, no more than 7 days prior to any vote taking place, in writing, outlining details as specified in Article 10.3, including the date, time, and place of the Extraordinary General Meeting, informing the Officer that he may attend and speak at the Extraordinary General Meeting and may also make written submission.
- 10.6 Once due consideration of the matter has been given, the proposal for removal of the Officer shall be put to a vote.

- 10.7 All disputes arising between members, clubs teams, affiliates and such other parties registered with the Federation shall be resolved by domestic remedies and be referred to a recognized local Arbitration Body, for resolution through mediation or arbitration in terms of the rules and procedures for the resolution of disputes in sports prevailing at the time, such dispute is so referred.

ARTICLE 11

THE COUNCIL:

- 11.1 The Council shall be vested with due authority to act on behalf on all matters of the Federation, including its property and any investments whereof, save only such as may be otherwise specifically directed by these Articles.
- 11.2 The Council shall be elected at every Annual General Meeting and shall comprise of the following:
- 11.2.1 All the Officers of the Federation elected at an Annual General Meeting.
- 11.2.2 One accredited delegate from each member club
- 11.2.3 A number of other members of the Federation such that when this number be added to the number of Officers, the two together share equal the number of club delegates as set out in Article 11.2.2.
- 11.2.4 A member appointed by the College of Commissaries.

11.3 A member of the Council shall not be disqualified by his office from contracting with the Federation;

11.3.1 If such contract be entered into directly or indirectly through an agent, he shall before entering into same make full disclosure to the Council of the nature and extent of his interest therein and he shall not vote on any question, however arising, which may relate thereto.

11.4 The Council may at any time or from time to time appoint any special purpose committee from among the members of the Federation to consider and report to or take action on any question and may, in so doing, delegate to such committee all or any of its powers as regards the settlement of any such question.

ARTICLE 12

COUNCIL MEETINGS

12.1 The Council shall meet not less than six times a year.

12.2 Council Meetings shall be convened by giving not less than seven (7) days' notice to Council members.

12.2.1 Electronic Meetings

12.2.1.1 Council Meetings may be held by electronic means at the discretion of the Executive.

12.2.1.2 Standing Rules specific to electronic meetings may be adopted by the Council from time to time.

12.2.1.3 A quorum for an electronic meeting shall be the same as 16.1 and accounted for by simple acknowledgement or other verification.

12.2.1.4 Any resolution, motion, decision in writing, signed or assented to electronically or by facsimile by Council Members shall be as valid as if it had been passed at a Council Meeting of members duly convened and held.

12.3 Any Officer or other member of the Council, who is absent for any three (3) consecutive Council Meetings in which due notice has not been given to the Council, such absent Officer or any other Council member, shall 'ipso facto' be deemed to have resigned from the Council.

12.3.1 Vacancy

12.3.1.1 In the event of any vacancy arising by reason of the death, incapacity or resignation of any member of the Council, the Council may fill such vacancy from among the members of the Federation; the new appointee shall retain membership for as long as the

vacating member would have retained the same if no vacancy had occurred.

- 12.3.1.2 if a vacancy so arising shall be in respect of the delegate of any member club, such club shall nominate to the Council such person as it may desire to fill such vacancy and the person so nominated shall be such club's delegate in place of the delegate so vacating office.
- 12.4 Emergency meetings of the Council may at not less than 24 hours notice be called by the President, but the business conducted at such meetings shall be of an urgent nature only.

ARTICLE 13

ANNUAL GENERAL MEETINGS

- 13.1 The Annual General Meetings shall be held no later than the 31st December in each year on such day as the Council shall appoint.
- 13.2 The Members as referred in the Articles below shall constitute the Annual General Meeting:
- 13.2.1 Ordinary members
 - 13.2.2 Life Members

13.2.3 Club Members – Two Club representatives from each club

- 13.3 The Secretary shall cause notice of such meeting, published in at least two (2) daily newspapers and the Federation’s website, to be given to all members at least thirty (30) days before the Annual General Meeting which notice shall include a copy of the Agenda, shall available on or before the Annual General Meeting.
- 13.4 Members may give notice of intention to introduce special business. Notice of intention to introduce any special business at the Annual General Meeting shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting. Such notice shall be signed by the proposer and seconder, if from a club, the seconder shall not be from the same club and such notice shall be sent by the Secretary to all members at least fourteen (14) days before the Annual General Meeting.

ARTICLE 14

BUSINESS AT ANNUAL GENERAL MEETING

- 14.1 The ordinary business of an Annual General Meeting shall be:
- 14.1.1 To confirm the minutes of the proceeding Annual General Meeting and of any Extraordinary General Meetings which may have been held since the date of the last preceding Annual General Meeting.

- 14.1.2 To deal with any matters arising from the minutes as confirmed.
- 14.1.3 To receive the report of the Council on the activities of the Federation since the date of the preceding Annual General Meeting.
- 14.1.4 To receive the report of the Treasurer on the finances of the Federation, together with the audited financial statement for the previous fiscal year.
- 14.1.5 To discuss and deal with the reports submitted.
- 14.1.6 To announce the delegates of member clubs appointed to the Council.
- 14.1.7 To appoint auditors.
- 14.1.8 To amend, modify or amplify the Constitution and/or Bye-laws of the Federation, provided that due notice as hereunder provided for shall have been given.
- 14.1.9 To consider and determine any motion or other business included in the agenda or, if not included therein, which all the members present and two-thirds (2/3) voting may agree to entertain at the Annual General Meeting.
- 14.2 At the Annual General Meeting taking place in the year of the election of Officers and other members of the Council, same shall be included in the Agenda.

14.2.1 All nominations must be received by the Secretary at least twenty-one (21) days before the Annual General Meeting. Such nominations shall be in writing and contain an acceptance in writing by the candidate so nominated.

14.2.2 A member not present at the Annual General Meeting but who is Financial can be nominated to office provided that such nomination is accompanied in writing by the said nominee for such post that he is nominated to serve.

14.2.3 The Returning Officer shall have the conduct of the meeting.

14.2.4 Voting shall be by secret ballot.

14.2.5 In the case of any dispute as to whether a ballot can conveniently be used or is a spoiled ballot, the Returning Officer of the meeting shall determine the same and such determination shall be final and conclusive.

14.2.6 The election shall be by simple majority.

14.3 Outgoing Officers and other members of the Council shall demit office immediately before the election and shall hand over all papers, books, and documents pertaining to such office to the incoming officers then or within a reasonable time thereafter.

ARTICLE 15

EXTRAORDINARY GENERAL MEETINGS

15.1 The Council may call an Extraordinary General Meeting of the Federation for special business.

15.1.1 Notice in writing of the objects of such meeting and of the time for holding the same shall be given by the Secretary to each member fourteen (14) days previous thereto.

15.2 Upon a requisition being presented to the Secretary, signed by at least twenty-five (25) members of the Federation, stating the question in the front of resolutions intended to be brought forward, the Secretary shall within seven (7) days thereafter summon an Extraordinary General Meeting to be held not less than fourteen (14) but not more than twenty one (21) days after the date of the notice summoning the same for the consideration and determination of such questions, and no question decided at such meeting shall be reopened for at least six (6) months.

15.2.1 If any member club shall desire to sign any such requisition it shall be signed by its President and Secretary on its behalf.

ARTICLE 16

QUORUM AT MEETINGS

- 16.1 Fifteen (15) members shall form a quorum at Council Meetings. A two-thirds (2/3) majority is required to change or rescind any decision taken by the Council.
- 16.2 A quorum at any General Meeting shall consist of twenty-five (25) members, in calculation of which each delegate of any member club shall count as one (1) member.
- 16.2.1 Notwithstanding 16.2 above, a quorum for an EGM for the removal of officers shall be thirty-five (35) members, any other EGM shall be twenty-five (25) members.
- 16.3 In the event of a quorum not being present within a half hour of the time fixed for a Meeting of which due notice shall have been given, the Meeting(s) stands adjourned to the same day of the next week at the same time and place or such other time and place as the Chairman of the Meeting may appoint.
- 16.4 Notice of such adjourned Meeting shall be given to the membership via email.
- 16.5 If at such adjourned meeting a quorum is not present, then the Chairman of the Meeting shall conduct the meeting with those members present and transact business for which the Meeting was called.

ARTICLE 17

VOTING

- 17.1 At any General or Council Meeting a resolution put to the vote shall be decided by the show of hands by a majority present in person and entitled to vote unless before the resolution is put to the vote a secret ballot is demanded by two (2) or more members eligible to vote.
- 17.2 Each Council member, delegate and voting member shall be entitled to one (1) vote.
- 17.3 In the event of the voting being equal, the Chairman of the Meeting shall have a casting vote in addition to his ordinary vote.

ARTICLE 18

NOTICE

18.1 Notice of Meetings:

- 18.1.1 Any notice given under the Constitution shall be deemed to have been properly given if delivered, posted or emailed to the last address or email address notified to the Secretary within the time prescribed in this Constitution.

ARTICLE 19

TRUSTEES

- 19.1 There shall be two (2) Trustees elected by the Council of the Federation
- 19.2 The term of a trustee shall be four (4) years.
- 19.3 Any Trustee permanently leaving the country or being declared bankrupt or compounding with creditors or becoming physically or mentally incapable of acting or refusing to act or convicted of a criminal offence of a serious nature or suffering imprisonment shall ipso facto vacate office and the vacancy shall be filled by the Council appointing another Trustee in his/her stead, who shall hold office for as long as the vacating member would have retained the same if no vacancy had occurred.
- 19.4 The Trustees shall stand possessed of the property and funds of the Federation in trust for the Federation and shall apply and dispose of the same for the benefit of the Federation in such manner as directed by the Council in writing signed by the President or one of the Vice Presidents, the Secretary and other member thereof.
- 19.5 The Trustees of the Federation, duly authorized by the Council, shall have full powers to sue and defend all legal proceedings instituted by or against the Federation and, for such purpose, shall have power to sign all Powers of Attorney or other legal documents requisite as necessary. The Trustees shall be indemnified against all risks and expenses incurred by them out of the property and assets of the Federation.

ARTICLE 20

FINANCE

20.1 The funds of the Federation shall primarily consist of:

20.1.1 Annual membership fees of members and

20.1.2 Such contributions, legal grants and other income as may be received for use by or in connection with the Federation's activities.

20.2 The financial year shall be from October of the previous year to September of the ensuing year.

20.3 **Application of Income and Property:**

20.3.1 The income and property of the Federation whensoever derived shall be applied solely towards the promotion of the objects of the Federation, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to any member of the Federation, provided, however, that if in the opinion of the Council any officer or member shall at anytime or from time to time render any special services deserving of recognition, nothing herein contained shall prevent the payment to him in good faith of an honorarium in respect of such services.

ARTICLE 21

AUDIT

- 21.1 Once in every year the accounts of the Federation made up to the 30th day of September shall be audited by an auditor or auditors duly appointed. Such appointment shall be made by the Federation at each Annual General Meeting and any auditor or auditors so appointed shall hold office until the next Annual General Meeting and shall be eligible for reappointment.
- 21.2 The audited accounts and balance sheet, together with the Treasurer's report thereon, shall be presented to each member at the Annual General Meeting.

ARTICLE 22

STANDING COMMITTEE

- 22.1 Within fifteen (15) days after the close of the Annual General Meeting, the Council shall meet and appoint, need not be from its own members, the following Standing Committees:
- 22.1.1 Finance
- 22.1.2 Racing
- 22.1.3 Disciplinary

22.1.4 Appeals

22.2 The number of persons to be appointed to any Standing Committee shall be in the discretion of the Council, provided however that they shall not be less than five (5). Two-thirds of the members of the respective committees shall be a quorum.

2.2.2.1 Notwithstanding 22.2 above, not less than seven (7) persons shall form the Racing and Finance Committees. Two-thirds of the members shall be a quorum.

22.3 The Standing Committees shall submit written reports on their activities to the Secretary not later than the 15th day of October covering the period October 1st to September 30th.

22.4 The Finance Committee

22.4.1 The Finance Committee shall consider all questions relating to the finances of the Federation and save and regard such matters as the Council may authorize the Committee to decide finally, shall make recommendations thereon to the Council for approval or otherwise.

22.4.2 In making its appointment as provided by 'Rule 22.2' of this article, the Council shall appoint a Vice President and the Secretary to the Finance Committee, and such appointee shall be Chairman and Secretary respectively of the Finance Committee to which they shall have been so

appointed. The Treasurer shall automatically be appointed a member of the Finance Committee.

22.5 The Racing Committee shall be responsible for:

22.5.1 Propose additions to, amendment of and/or deletions from the rules of Racing in consultation with the College of Commissaries which, if approved by the Council, shall take effect accordingly: and it is hereby expressly provided that no such addition, amendment or deletion shall become effectual unless the same shall have been recommended by the Racing Committee.

22.5.2 Deal with (and make recommendations to the Council on) all matters relating to the proper control and governance of all cycling competitions, the improvement of track facilities, the provision of accommodation for cyclists, the organization of (including preparing the programs) for all cycling or mixed competitions promoted by the Federation, and any other matter in the interest and for the advancement of the sport cycling which it may think fit.

22.5.3 To select competitors for national teams representing the Federation at local and overseas meetings in accordance with approved selection policy.

22.5.4 Together with a representative of the College of Commissaries, inspect any cycle track and road race course, whenever situated in Trinidad & Tobago for the purpose of approving or disapproving of same and of determining the maximum number of cyclists who shall be permitted to race together in any single event or heat thereon; provided however that such number need not be the same whatever the distance or conditions of

the race but may vary according to the distance and / or conditions thereof.

22.5.5 Classify all cyclists taking part in racing whether as private rider members of the Federation or as registered riding members of any member club, and any such classification by the Racing Committee shall take effect without reference to the Council.

22.6 The Racing Committee shall cause to be kept in due order by the Racing Secretary:

22.6.1 A classification Register in which shall be recorded the classification of cyclists taking part in racing as aforesaid.

22.6.2 A Record Register in which shall be entered all certified and approved records pertaining to the sport of cycling in Trinidad & Tobago.

22.6.3 Such other registers or record as the Committee may itself at anytime or from time to time think or as the Council may direct.

22.7 The Racing Secretary and the Assistant Racing Secretary (if any) shall be automatically appointed thereto and shall be its Secretary and Assistant Secretary respectively.

22.8 If any member of a Standing Committee or sub-committee shall die, resign or be disqualified from membership or by any other reason becomes vacant, the Council shall be required to fill the vacancy following the time the vacancy occurred.

22.8.1 The new appointee shall retain membership for as long as the vacating member would have retained the same if no vacancy had occurred.

ARTICLE 23

DISCIPLINARY COMMITTEE

- 23.1 The Federation shall establish a Disciplinary Committee for the purpose of dealing with all disciplinary matters submitted to it.
- 23.2 The Disciplinary Committee shall comprise no more than five (5) persons entirely independent of the Federation from whom any three (3) shall form a panel for the purpose of a disciplinary hearing, one of which shall be an Attorney-at-Law.
- 23.3 The Chairman of the Disciplinary Committee shall be an Attorney-at-Law.
- 23.4 The Disciplinary Committee shall meet to hear disciplinary matters within 28 days of a complaint being lodged.
- 23.5 The Disciplinary Committee has power to sanction, which includes suspensions, expulsions or fines.
- 23.6 The Member appearing before the Disciplinary Committee shall be informed of his right to be represented at the hearing.

ARTICLE 24

APPEALS COMMITTEE

- 24.1 The Appeals Committee shall comprise of one (1) person who shall be a former judge.
- 24.2 The Appeals Committee shall hear and determine appeals from a decision of the Disciplinary Committee.
- 24.3 The Appeals Committee on hearing an appeal may:
- 24.3.1 Confirm, vary, amend or set aside a decision;
 - 24.3.2 Make any such decision as the Disciplinary Panel from whose decision the appeal panel might have made;
 - 24.3.3 Make any decision which ought to have been made; or
 - 24.3.4 Make such further or other decision as the nature of the case may require.
- 24.4 The Appeals Panel shall hear appeals within 21 days of the Secretary receiving the appeal.
- 24.5 Any decision made by Appeals Panel constituted under Article 23 may be submitted exclusively by way of appeal to the Court of Arbitration for Sport in Lausanne, Switzerland, which will resolve the dispute definitively in accordance with the Code of sports-related arbitration.

24.5.1 The time limit for appeal is twenty-one (21) days after the reception of the decision concerning the appeal.

ARTICLE 25

RACE MEETINGS:

- 25.1 No race meeting shall be held in which cyclists shall take part without first obtaining the sanction of the Racing Committee and paying the non-refundable sanction fee prescribed in respect thereof should accompany the application. Such sanction fee shall be as determined and advised by the Racing Committee.
- 25.2 For any other meeting - such fee as the Finance Committee may in its discretion prescribe, provide always that the Finance Committee in its discretion may remit the whole or part when satisfied that it is just and expedient so to do.
- 25.3 In granting any such sanction as aforesaid, the Racing Committee may attach such conditions (if any) regarding track facilities, accommodation for cyclists and the number of participants in any race or heat as the Racing Committee may think necessary or expedient.
- 25.4 The Officers of the Racing Committee and the Officers of the Federation shall be entitled to be present at every Race Meeting receiving the sanction of the Racing Committee and shall have free access to all enclosures and other places used for the purpose of the Meeting.

- 25.5 The Program for any meeting together with the names of all officials thereat shall be submitted for approval or otherwise not less than twenty-one (21) days before the date of the Meeting. The Racing Committee reserves the right to appoint the entire Commissaries Panel.
- 25.6 If any disciplinary action be taken to any race meeting, the same shall be reported to the Racing Committee within seven (7) days after the conclusion of the Meeting and the Council may take such steps thereon as it may think fit.

ARTICLE 26

ANTI-DOPING COMPLIANCE

- 26.1 The Federation shall adhere to the rules, principles, intent and spirit of the WADA Code and UCI as updated from time to time and shall incorporate, whether by reference or otherwise, the provisions of the National Anti-Doping Policy established by TTADO.
- 26.2 The Federation shall also comply with the provisions of the Anti-Doping in Sport Act 2011 and shall be amenable to the jurisdiction given to TTADO under the said Act.

ARTICLE 27

PARALYMPIC CLAUSE

- 27.1 The Federation shall be affiliated to the TTPC and shall adopt its rules, regulations, codes and bye-laws and any and all other documents relevant to the administration and governance of the TTPC.
- 27.2 The Federation shall also, mutatis mutandis, adopt and incorporate by reference, the rules, regulations, codes and laws of the IPC currently in force and as may be amended from time to time.”

ARTICLE 28

CHILD PROTECTION

- 28.1 The Federation shall ensure that it has adopted appropriate and up-to-date child protection policies in keeping with international best practice in child protection schemes.
- 28.2 Non-compliance with Section 27.1 above may result in a loss of future Government support, whether financial or non-financial, for the Federation and/or a loss of its status as an NSO.

ARTICLE 29

NON-INTERVENTIONIST

- 29.1 The Federation must manage their internal affairs with total independence and ensure that no third party interferes in their operations. They must remain autonomous and resist all political, religious and financial pressure which may infringe their commitment to abide by the Constitution of the UCI. Any external form of interference or attempt to interfere must be reported to the UCI.
- 29.2 The constitution and regulations of the Federation must make provision for an election or internal appointment system that ensures complete independence of the Federation vis-à-vis third parties.
- 29.3 The Federation shall not allow government and other public authorities to appoint members of the governing bodies of the Federation.

ARTICLE 30

DISSOLUTION

- 30.1 The Association shall not be dissolved except upon a resolution proposed at an Extraordinary General Meeting especially convened for that purpose; provided, however, that no such resolution shall be of any force or validity of effectual for any purpose whatsoever unless it shall have been carried by a majority of not less than five-sixths of the members present thereat; and provided also that the voting on any such resolution shall be by secret ballot.

30.2 If upon dissolution of the Association there remains after the satisfaction of all its debt and liabilities any property whatever, the same shall be paid, transferred or assigned to some other Association or Associations having objects similar to the objects of the Association in such manner and / or in such proportions as the Council in being immediately prior to the dissolution shall think fit.

ARTICLE 31

AMENDMENT

31.1 Save for Article 30 which shall be irrevocable and unalterable, these Articles or any other Articles hereafter made may be annulled, rescinded or varied; and new Articles may be made at any General Meeting of the Federation; provided, however, that not less than twenty-one (21) days' notice of such proposed annulment, rescission or variation or of any such new Articles shall have been given and circulated with the notice of the Meeting; and provided also that the proposal is carried by a majority of at least two-thirds of the members present and voting thereat.

31.2 The Council shall have power to do all such things as may be reasonably necessary to give effect any such resolution as aforesaid.