



Minutes of the 23rd A.G.M.

Saturday 12th November 2011.

Radisson Blu Hotel, Golden Lane, Dublin 8

As there was not a quorum at the appointed hour for the commencement of the meeting the Chairman invoked Art 23 of the Articles and Memorandum in that the meeting stand suspended until 11.30 when it would re convene. A quorum was still not present at the new appointed hour nevertheless the Art. as referred to above allows for the commencement of the meeting with those in attendance deemed to be a quorum. The Chairman declared the meeting formally opened at 11.50 AM.

1) President's Address

The President in opening his address asked the members to stand for a minute's silence to acknowledge the friends and colleagues who had died during the year. During his address he highlighted the following.

Board's responsibilities in relation to clause 2a of the Memos of Cl..

How the Board work in line with the Strategy Document and why there was a need to update the current Strategy Document mid term.

The increase in Board resources - booklets, Corkagh Park, MTB downhill track in Kerry, designated BMX track at Ratoath etc.

Lakeside Whs and the overwhelming success of their involvement with the Sprocket Rocket programme.

The expansion of the Sprocket Rocket programme into Ulster.

H.P.- acknowledgement of the work of Phil Leigh the previous HPD, the Paracycling successes, The appointment of the Olympic and Paralympic managers and best wishes to them and the selected riders.

Acknowledged the weaknesses with communication within Cl. and steps to be taken to address these.

The need for Child Protection Officers in every club.

Problems with the operating of some commissions and the need to revisit the Commission Operating Document.

The need to revisit the Cl Complaints Procedures with the aim of streamlining this.

The need to update the Articles and Memorandums of Cl.

Wishing every success to our paracycling and able-bodied cyclists at London 2012 Olympics under the management of Denis Toomey and Martin O'Loughlin respectively.

Thanks to the staff, Board sponsors and funding partners and all the volunteers and members who make Cl such a vibrant organisation.

2) Standing Orders.

These were accepted by the meeting on the proposal of Sam D'Arcy and seconded by Martin O'Loughlin.

Ordinary Business.

3) Minutes of the 2010 AGM.

These were accepted on the proposal of Marian Lamb seconded by Declan Byrne with no queries raised.

4) Directors Report.

In moving to points 4) and 5) which were taken together the President acknowledged the presence of Mairead O'Connell (Grant Thornton) in the room and the support from the company to Irish cycling.

This was presented by the Hon. Treasurer Sam McArdle and is contained within the Congress Manual.

5) Audited Financial Statements for 2010.

These were presented by the Hon. Treasurer Sam McArdle and are contained within the Congress Manual. There were no points raised regarding these statements.

6) Income and Expenditure Accounts to 30th. Sept. 2011.

These were presented by the Hon. Treasurer Sam McArdle and are contained within the Congress Manual.

At the conclusion of the financial presentations points were raised in respect of the Youth Commission budget as the figures quoted were not in line with the money handled by the commission treasurer Gerard Campbell. The President undertook to clear this with Gerard outside the AGM. Other points were made regarding what appeared to be a high expenditure in respect of the CI website and the possible ongoing costs if the Fruitfield Project (indoor training track at Tallagh). Items 5) and 6) were accepted on the proposal of Mick Lawless seconded by Maurice McAllister.

7) Membership Fees for 2012 and 2013.

The proposed fees for 2012 are contained within the Congress Manual and were proposed by the Hon. Treasurer Sam McArdle and seconded by Jack Watson. These provoked a prolonged discussion and on being put to the meeting the proposal was lost. The proposed Open Event levy of €50 was also proposed by the Hon. Treasurer and seconded by Valerie Considine but following discussion this was also lost. However an amendment that the 2011 membership fees in respect of all senior members be increased by €5 and the sponsored club levy be removed was proposed by Tommy Lamb and seconded by Ian Mellor. This was accepted by the President and being put to the meeting was accepted as the substantive motion in respect of the 2012 fees. This was subsequently passed.

8) Appointment of 2011 Auditors.

Grant Thornton were re appointed as the auditors on the proposal of Declan Byrne and seconded by Gerard Campbell

9) Reports.

It was accepted that the reports, which are contained within the Congress Manual, would be taken as read unless the delegates or presenter wished otherwise.

a) Youth Commission.

The report was accepted on the proposal of Anto Moran and seconded by Mick Lawless.

b) Off Road Commission.

The report was accepted on the proposal of Morgan O'Connell and seconded by Ritchie Byrne. The President complimented the commission on the methodical way they got on with running and promoting MTB. It was noted that the first BMX event on the new Ratoath facility was scheduled for 27th Nov. and entries were coming in very fast.

c) Track Commission.

The report was accepted on the proposal of Mick Lawless and seconded by Sam D'Arcy. The President complemented the commission on the work carried out by it during the year.

d) Women's Commission.

This report was accepted on the proposal of Michelle Lawless seconded by Sam D'Arcy. The question was raised as to the success or otherwise of Ras na mBan being upgraded from a 3 to a 5 day. Valerie Considine gave a detailed reply to this. Anto Moran as the liaison person appointed by the Board to the commission congratulated the commission on the year's achievements.

e) Paralympic Commission.

This report was accepted on the proposal of Marian Lamb seconded by Terry Cromer. The President congratulated the commission on their achievements in qualifying so many places for London 2012 and their World Cup and World Championship successes.

f) Road Commission Report.

As there had been a number of resignations from the commission including the chairman and secretary there was no report. Maurice McAllister, a member of the commission gave his view of what he feels are the responsibilities of the commission. He had attempted to call an AGM but the support had not been forthcoming on the day. The President asked him to have another try at calling this again.

g) Anti Doping Report.

This report was accepted on the proposal of Sean McNicholl and seconded by Dennis Twomey. At the request of one of the delegates Declan Byrne gave an overview of the SIMON on line scheme and also mentioned some points on the similar ADAMS scheme. The President acknowledged the standing of Declan Byrne and Jack Watson within the anti doping field in that they would both be working as Doping Control Officers at the forthcoming London Olympics.

h) College of Commissaires Report.

This report was accepted on the proposal of Liam Walker and seconded by Marian Lamb. Dany Blondel asked if something more formal could be done to compensate those commissaires who were out of pocket on a regular basis due to travel costs in getting to their appointments. Jack Watson explained the historical background to the fee structure and Eddy Keogh explained what happened in Munster. The chairman of Cycling Ulster gave an undertaking that the problem would be looked at by the Cycling Ulster Executive

i) Coaching Update.

The very professional and detailed power point presentation given by the Coach Education Officer Rachel Ormrod was very well received by all the delegates and this was accepted on the proposal of Valerie Considine and seconded by Maurice McAllister. Questions were raised and answered regarding the availability to clubs of the numerous documents now available from CI and also the fees payable to those other organisations, BC and SCU, with whom CI had signed partnership agreements

10) Election of Honorary President.

For the election of the President the outgoing President invited Vice President Jack Watson to take the chair. The current incumbent Rory Wyley was the only nomination for the post and the acting chairman gave a brief overview of his commitment to the role. He was elected for a further two year term by acclamation.

11) Election of Two Board Members.

As one of the vice presidents, Orla Hendron, had indicated that she did not wish to run for the Board for a further term the President complemented her on her work and commitment during her time on the Board and the fact that she was going to carry on as the National Child Protection Officer. However he went on to stress his and the Board's disappointment that with an increasing woman's membership that no woman come forward to run for one of the Board vacancies. Orla formally replied to the President's comments.

The four persons nominated Messrs McGlynn, Horgan, Byrne and Moran were invited by the President to make a short presentation, maximum 3 minutes, to the delegates prior to the election and this was taken up by all four.

Following the election Messrs Moran and Horgan were declared elected and both were congratulated by the President and he also thanked the other two nominees for making themselves available.

General Business.

12) Business and Strategy Update.

Chief Executive Officer Geoff Liffey made a very detailed presentation which can be found in the Congress Manual. This provoked a very active discussion from the delegates.

Motions – Special Business

Prior to the resolution being put to the meeting the President gave an overview of the need for these and the thinking behind them. He also emphasised that as special resolutions these required a 75% majority before these could be enacted and would be subject to approval by the Revenue Commissioners and acceptance by the CRO (Companies Registration Office)

13) To amend the Memorandum of Association as required by the (former) Department of Enterprise, Trade and Employment, submitted by the Board of Cycling Ireland.

This change is required as Cycling Ireland has dispensation (under section 24 of the Companies Act 1963) not to use the word “Limited” in its name and power to grant such dispensation now lies with the Registrar of Companies.

The motion is to replace current clauses 7 and 8 of the Memorandum of Association:

7. “No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for Enterprise Trade and Employment and the Revenue Commissioners.
8. The third and seventh paragraphs of this Memorandum contain the conditions on which a licence is granted by the Minister for Industry and Commerce to the Company in pursuance of Section 24 of the Companies Act, 1963.”

With:

7. “No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum or in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Revenue Commissioners.
8. No addition, alteration or amendment shall be made to the objects of the Company, such that there would be non-compliance with the requirements of section 24(1) (a) and (b) of the Companies Act 1963, as provided for in the provisions of this memorandum of association for the time being in force unless the same shall have been previously submitted and approved by the Registrar of Companies.”

This was proposed by the President, seconded by Liam Walker and passed by the appropriate majority.

It was noted that there was no number 14 on the Order of Business

15) To amend the Articles of Association of Cycling Ireland as below so as to reduce the quorum requirement from 20% to 5%, submitted by the Board of Cycling Ireland.

This is to reflect actual attendance at recent AGMs.

The motion is to replace current clause 20 b) i of the Memorandum of Association:

“Delegates from 20% of the Company’s Affiliated Clubs present and entitled to vote shall be a quorum.”

With:

“Delegates from 5% of the Company’s Affiliated Clubs present and entitled to vote shall be a quorum.”

This was proposed by the President, seconded by Michelle Lawless and after some discussion passed by the appropriate majority.

16)To amend the Articles of Association of Cycling Ireland as below so as to expand the Board membership by two, the two additional places being persons co-opted by the Board for their specialist business skills, submitted by the Board of Cycling Ireland.

The Board feel it would benefit from specialist expertise as the organisation continues to expand.

The motion is to replace current clause 28 of the Memorandum of Association:-

“The Company shall be administered by a Board of six persons who shall be collectively described as “the Board of Directors” or “the Board”, who will exercise the powers not reserved to the General Meeting and who will be members of the categories referred to at (b), (c), (d), (e), (f) and (g) of Regulation 2 hereof.”

With:

“28 (a) The Company shall be administered by a Board collectively described as “the Board of Directors” or “the Board”, who will exercise the powers not reserved to the General Meeting. The Board shall comprise of up to eight persons, six of whom shall be elected as per articles 36 and 37 hereof and who will be members of the categories referred to at (b), (c), (d), (e), (f) and (g) of Regulation 2 hereof. The Board will have the power to appoint up to two persons with specialist business skills, such persons may be re-appointed on a recommendation of the Board and with the agreement of the next Annual General Meeting, but thereafter shall not be required to have their appointment approved and shall not be subject to the requirements of regulation 36 herein.

28 (b) Any director appointed as a person with specialist business skills may be removed as a director by a resolution to this effect passed by the directors of the Company. Any director appointed under the category of a person with specialist business skills shall not be entitled to vote on any such resolution for the removal as a director of a person of that category.”

And replace current clause 36 of the Memorandum of Association

“At each Annual General Meeting of the Company at least 50% of the Board shall retire by rotation. The persons who shall retire shall be those who have served a term. If the appropriate number cannot be decided in this manner or some other manner the person or persons to retire shall be drawn by lots among the members of the Board, so, however, that at no Annual General Meeting shall all three holders of Executive Posts retire.”

With

：“At each Annual General Meeting of the Company at least 50% of the Board shall retire by rotation. The persons who shall retire shall be those who have served a term. If the appropriate number cannot be decided in this manner or some other manner the person or persons to retire shall be drawn by lots among the members of the Board, so, however, that at no Annual General Meeting shall all three holders of Executive Posts retire. The provisions of this regulation shall not apply to persons appointed as persons with specialist business skills appointed pursuant to regulation 28(a), who shall not be required to retire by rotation, whether or not such person would be a person who might also be a person within a category set out in regulation 2(b) to (g) inclusive.”

This was proposed by the President, seconded by Jack Watson and after some discussion passed by the appropriate majority.

17) To amend the Articles of Association of Cycling Ireland as below so as to limit the number of consecutive terms a Board member may serve to three, submitted by the Board of Cycling Ireland.

The Board’s view is that limiting the number of consecutive terms will increase the rotation of Board members thereby encouraging new Board members and additional fresh ideas.

The motion is to replace current clause 32 of the Memorandum of Association:

“A person appointed to the Board shall occupy that position for a term or until he shall resign or cease to be a director of the Company but shall, on the expiry of that term be eligible to seek re-election.”

With:

“Subject to the provisions of regulation 33, a person appointed to the Board shall occupy that position for a term or until he shall resign or cease to be a director of the Company but shall, on the expiry of that term be eligible to seek re-election.”

And replace current clause 33 :-

“There shall be no limitation to the number of terms of office that may be held by persons appointed to the Board.”

With:

“The maximum number of consecutive terms a Board member may serve is three. A person having served a maximum of three terms may not seek re-election until the AGM following the AGM at which he stood down. Terms of office served prior to the Annual General Meeting of 2011 shall not be taken into account in calculating the number of terms served by any director for the purposes of the application of this regulation.”

This was proposed by the President, seconded by Orla Hendron and after some discussion passed by the appropriate majority.

Motions – General Resolution

18) That the junior Category be reintroduced as a stand-alone category for 2012, complete with their own color numbers and where there is a separate A3 event being staged as part of a promotion, this is the event in which the juniors compete for prizes. Also there will be no upgrade for the 2 year duration of their junior status. By Drogheda Wheelers CC

This motion was proposed by Gerard Campbell and seconded by Martin McNally.

After some discussion it was agreed that an addendum be added to the motion as follows:

“However those riders who are being prepared for a specific event (s) may, with the written permission of the appropriate performance coach, race in designated events open to A2 riders.”

This was accepted by the delegates and passed.

19) That color coordinated frame or shoulder numbers or both be issued with all racing licenses for 2012 to assist judges at the races. By Drogheda Wheelers CC

This motion was proposed by Gerard Campbell and seconded by Martin McNally.

After some discussion it was agreed to amend the motion as follows:

“That double back numbers be issued with all racing licenses for 2012.”

This was accepted as the substantive motion and passed.

20) Cycling Ulster propose that the following paragraph is added to Chapter G8 Point 11. A club promoting an Open Race will also be permitted to run a non-open race on the day of their Open promotion regardless of the day of the week. This supporting event will be held for a group of riders defined by the promoting club. By Cycling Ulster

This motion was proposed by Tommy Lamb and seconded by Maurice McAllister

During the discussion concern was raised that the use of the word “defined” was too loose and it was agreed that the motion be amended to:

“Cycling Ulster propose that the following paragraph is added to Chapter G8 Point 11. A club promoting an Open Race will also be permitted to run non-open races on the day of their Open promotion regardless of the day of the week in respect of 50+ riders and women.”

This was accepted as the substantive motion and passed.

21) As there were no delegates from Curran Racing in attendance to move the motion it was lost.

Other.

22) AOB.

Marian Lamb raised the subject of the necessity for all coaches, officials working with youth riders etc to obtain Access NI clearance to reflect the all island inclusiveness of CI.

Mick Lawless acknowledged the work of the CEO Geoff Liffey and this was greeted by acclamation.

23) Close of Meeting.

As there was no further business the President thanked the delegates for their attendance and wished them a safe journey home and the meeting closed at 16:15.