

Motions Requiring an Ordinary Resolution

MOTION 1

Proposed by:

Cuchulainn Cycling Club Dundalk Co Louth

Deirdre Armstrong (Secretary), Jason Boyle (Treasurer)

Motion:

It is proposed that in relation to cycling insurance cover when taking up or renewing Cycling Ireland membership, that the personal cover option be an opt-out option only. The effect of this proposal is that personal insurance is part of the third-party insurance package unless the applicant opts out.

Reason:

The proposal is to promote the taking up of personal insurance cover by members. Opting out is a decision that a member may take and thus exercise their choice of cover to include personal cover or not. If a member does not opt out personal cover is automatically included. The Club is of the opinion that it is better that members do take up personal insurance cover and that an opt-out rather than an opt-in serves this purpose better.

CI Strategic Plan 2020-2024: Section 1.6.5

MOTION 2

Proposed by:

Seven Springs CC, Loughrea, Co Galway

Colm Riordan (Chairperson), Mark Flaherty (Secretary)

Motion:

Seven Springs Cycling Club would like to put forward the motion that upon the purchase of a one day licence (ODL) all home club leisure riders may take part in the Time Trial & Hill Climb club league on basis that the ODL will cover the entirety of their clubs league.

Reason:

This motion is being put forward to encourage leisure riders to try a different discipline in the safety of their own club league as the risk is minimal in the hope of increasing the numbers of riders taking part in future open Time Trial & Hill Climb Competitions.

Technical Working Group Response:

TWG do not understand how a one day licence allows you to compete all year.

It is a one day licence – if you want to compete all year take out a competition licence rather than leisure.

They could get up to 30 or more events on a single one day licence would not work.

MOTION 3

Proposed by:

Newry Wheelers

Drew McKinley (Chairperson) Barry McKenna (Secretary)

Motion:

Applications to promote events shall be made on the Cycling Ireland website through the event permit system. Entry for events can be accepted by event organisers through an online system of their choosing prior to the event and on a hard copy sign-on sheet on the day of the event.

Reason:

The mandatory use of the Cycling Ireland Online Entry System (Eventmaster) for events is having a detrimental impact on event promoters as it is more expensive than other online systems.

The ability to enter on the day through the hard copy Cycling Ireland sign-on system is also required to ensure events maximise the entries permitted.

This is necessary to support clubs with their event promotion, participation and access to our events as outlined in Strategic Objective 1.1.

Unfortunately, it is our view that Strategic Objective 1.7.6 is conflicting with 1.1 however we feel this change is necessary to support event promoters at a challenging time for our events.

Technical Working Group Response:

As a TWG we understand this is already in place for riders being able to enter on the day with event master or sign on sheet.

MOTION 4

Proposed by:

McNally Swords CC

Fiona Maloney (Secretary) Mark McCarthy (Chairperson)

Motion:

We propose a motion requesting a full explanation/disclosure to be given by the board on the withdrawal of monies from Sporting Ireland in 2022, the sequence of events, who was involved and who benefitted from it. The stakeholders in this case are the members.

Reason:

We believe this motion to be important to propose in view of the 2020-2024 CI strategy. The 3 pillars of Participate, Perform, Enable, will only be successful if there is transparency, honesty and credibility in the governance and running of the organisation. Notwithstanding the fact that the members are the backbone of the organisation, with thousands of hours volunteered to make the sport of cycling happen at grassroots level and upwards, if these qualities are not upheld, membership will decline, which will have a knock on effect in terms of pillar one in the strategy working with clubs, youth and getting women into the sport. The events played out in the media have not painted a positive light on our sport. Pillar two focuses on identifying and targeting athletes for development for the



world stage, performance management, representing Ireland, winning medals etc, With the holding of funds from Sport

Ireland, this has to have an effect on meeting the strategy aims in this pillar. The strategy is very focused on the members, from grass roots up, to performance management, to the governance structures, which is positive but if Cycling Ireland are serious in implementing this strategy, getting buy in from the stakeholders, they need to disclose the events of the past year.

Motions Requiring a Special Resolution (75%)

MOTION 1

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To remove the section from Definitions and Preliminaries below in strikethrough:

~~“Company Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company as set out in Articles 56 and 57. who for the avoidance of doubt shall not be a member of the Board;~~

Reason:

To facilitate that a director may also act as Company Secretary in line with the Companies Act 2014

MOTION 2

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To insert the following section under Definitions and Preliminaries.

“Subject to the requirements of the mandatory provisions of the Companies Act 2014 (“CA2014”), the provisions of the constitution take precedence over the provisions of the CA2014; optional provisions of the CA2014 apply save to the extent that they are modified or replaced by the provisions of the constitution.”

Reason:

To define the interpretation between the provisions of the Constitution and the Provisions of the Companies Act 2014.

MOTION 3

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To remove the section from Article 29 under strikethrough below:

Subject to section 181 of the Act and Article 27 above, the Company shall give the Members 21 Clear Days notice in writing of the AGM, and the Company shall give 21 Clear Days notice in writing of an extraordinary general meeting at which it is intended to pass a special resolution(s). All other extraordinary general meetings shall be convened by the Company giving 14 Clear Days notice thereof. The agenda for an extraordinary general meeting shall be sent out with the notice therefore and shall specify the general nature of the business of such meeting. The date of receipt of the notice shall be deemed to be two working days following posting or delivery thereof and this date shall commence the notice period but shall exclude the day of the meeting. An extraordinary general meeting may be convened immediately following the Annual General Meeting ~~by giving the notice in the manner specified above or where three quarters of those members present and entitled to vote pass a resolution to hold such a meeting.~~

Reason:

The provision under strikethrough is in conflict with the requirements of the Companies Act 2014.

MOTION 4

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To amend Art 37d 'The Board should ensure to the greatest possible extent that at all times one of the Board Members is female'.

to

'The Board should ensure to the greatest extent that at all times the board of Cycling Ireland has a 30% Gender Balance'

Reason:

To improve the gender quota to meet national requirements.

MOTION 5

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To amend Article 38 from “There shall be three executive posts (Executive Posts) namely, President, Treasurer and Federation Secretary. The other members of the Board shall be Board Members without executive post.”

to

“There shall be two executive posts (Executive Posts) namely, President and Federation Secretary. The other members of the Board shall be Board Members without executive post.”

Reason:

The company employs a Chief Financial Officer (CFO) and has established a sub-committee for oversight of the activities of the CFO under Audit Finance and Risk . The role of Treasurer is therefore redundant in line with the Type C Organisation that Cycling Ireland is defined as under the Governance Code for Sport.

MOTION 6

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To Amend Article 53 from

“The Vice Presidents shall be persons with the necessary qualities and management skills and with the necessary dedication to the pursuance of the objects of the Company to assist the President in his duties and to act as a substitute for the President when he is unavailable to perform the duties of the President for whatever reason.”

To

“The Vice Presidents shall be persons with the necessary qualities and management skills and with the necessary dedication to the pursuance of the objects of the Company to assist the President in his duties and to act as a substitute for the President when he is unavailable to perform the duties of the President or when there is no President until the next AGM.”

Reason:

Providing clarity that the Vice President substitutes for President when there is no sitting President also.

MOTION 7

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

Dependant on the outcome of motion 5, change Article 54 from
“THE TREASURER

54. Subject to the duties of the Board and to the provisions of the Act, the Treasurer shall be a person with such accounting expertise as satisfying criteria as determined by the Board, who shall monitor all income and expenditure of the Company, bank statements, accruals and prepayments, funding, investments and loans, the financial records of the Company, budget preparation and reporting and shall make a report at meetings of the Board and/or the Company and Company AGMs where appropriate on all financial matters of the Company.”

To

“CHIEF FINANCIAL OFFICER (CFO)

54. Subject to the duties of the Board and to the provisions of the Act, the Chief Financial Officer shall be a person with such accounting expertise as satisfying criteria as determined by the

Chief Executive Officer who shall monitor all income and expenditure of the Company, bank statements, accruals and prepayments, funding, investments and loans, the financial records of the Company, budget preparation and reporting and shall make a report at meetings of the Board and/or the Company and Company AGMs where appropriate on all

financial matters of the Company. Such duties will be subject the oversight of the Audit Finance and Risk Committee as a sub-committee of the Board.”

Reason:

Dependent on the outcome of the motion affecting Art 38 if the role of Treasurer is to be removed and replaced with the above to reflect the current organisational responsibilities.

MOTION 8

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To amend Article 63 from

“The Board may establish such Sub-committees (“Sub-Committee(s)”) as it deems appropriate. Sub-Committees will be designated by the Board as either Standing Committees (“Standing Committees”) (e.g., Provincial Executives, Commissions and College of Commissaires), Board Committees (“Board Committees”) which shall be ongoing committees relating to the work of the Board, or Ad-hoc Committees (“Ad-Hoc”) Committees which will be short-term, task-focused in nature. All committees will be subject to the bye-laws as approved by the Board for the operation of the relevant type of Sub-Committee. The Board shall have the power to dissolve and/or suspend the activities of any Sub-Committee for stated reasons. No staff of the Company or Board Member shall be a member of any Standing-Committee, however, Board Members shall by prior agreement of the chairperson of the relevant Standing Committee be entitled to attend meetings of the Standing-Committees and to speak at those meetings but not to form part of the quorum or vote at those meetings. Any Board Member who at the time of adoption of this Constitution, is also a member of a Standing Committee, shall, stand down from one of these positions, either his position as a Board Member, or his position as a member of a Standing Committee when the first of these two posts become due for re-election.”

to

“The Board may establish such Sub-committees (“Sub-Committee(s)”) as it deems appropriate. Sub-Committees will be designated by the Board as either Standing Committees (“Standing Committees”) (e.g., Provincial Executives, Commissions and College of Commissaires), Board Committees (“Board Committees”) which shall be ongoing committees relating to the work of the Board, or Ad-hoc Committees (“Ad-Hoc”) Committees which will be short-term, task-focused in nature. ~~All committees will be subject to the bye-laws as approved by the Board for the operation of the relevant type of Sub-Committee. Save where the board otherwise prescribes by way of terms of reference or bye-laws, sub-committees shall conduct their business in a manner similar to the Board. The Board shall have the power to dissolve and/or suspend the activities of any Sub-Committee for stated reasons. No staff of the Company or Board Member shall be a member of any Standing-Committee, however, Board Members shall by prior agreement of the chairperson of the relevant Standing Committee be entitled to attend meetings of the Standing-Committees and to speak at those meetings but not to form part of the quorum or vote at those meetings. Any Board Member who at the time of adoption of this Constitution, is also a member of a Standing Committee, shall, stand down from one of these positions, either his position as a Board Member, or his position as a member of a Standing Committee when the first of these two posts become due for re-election.”~~

Reason:

Ensuring Good Governance principles of Integrity and Transparency continue from the top down and bottom up.

MOTION 9

Proposed by:

Board of Cycling Ireland

Conor Campbell (Vice President), Claire Young (Secretary)

Motion:

To remove the following from Article 81

- a. Art 81. Subject to all internal avenues of appeal having been exhausted, this Article shall apply to any dispute or difference arising out of, in connection with or under these Articles of Association or any rules, bye-laws, codes, policies or equivalent of the Company. This shall include without limitation any dispute arising out of, under or in connection with the legality of any decision made or procedure used by the Company or any part of it.*
- b. Each such dispute or difference shall be referred to Sport Dispute Solutions Ireland (SDSI) for final and binding arbitration by a single arbitrator in accordance with their Arbitration Rules and in accordance with the Arbitration Act 2010 as amended.*
- c. This Article shall also apply to every Member. Each such Member is bound to refer any dispute or difference which remains unresolved after all internal avenues of appeal have been exhausted to JSI arbitration in accordance with sub-article 81b above.*
- d. The provisions of this Article shall apply notwithstanding any other provision to the contrary contained within these Articles of Association and/or any other rules, bye-laws, codes, policies or equivalent of the Company from time to*

time. This Article applies notwithstanding the level within the Company that any such dispute or difference occurs in the first instance.

e. The effect of this Article is to prohibit any party to such dispute or difference from commencing legal proceedings before the Courts.

Reason:

The dispute resolution is no longer a requirement of Sport Ireland funding.

A revised Dispute Resolution mechanism will be included in the 2023 Constitution Review.

MOTION 10

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To amend Article 27a as follows:

27. Upon deciding on a date for the holding of an AGM in any year, the following procedure shall apply:

a. 90 Clear Days in advance of the date for holding the AGM the Company Secretary will send a preliminary notice to Affiliated Clubs and to the Standing Committees that the date has been set for the AGM and the date shall be specified in that preliminary notice. This notice shall invite from Affiliated Clubs and Standing Committees motions in the format prescribed by the Board (the **Prescribed Motion(s) Form**) for the AGM and nominations in the prescribed nominations form (the **Prescribed Nomination(s) Form**) for individuals seeking to stand for election to the Board.

The Prescribed Nomination(s) Form will contain

- Notice in writing signed by 2 Officers (Chair, Secretary or Treasurer) of the Affiliated Club or Standing Committee and who will be members of the company, of their intention to propose the person concerned for such election; and
- Notice in writing signed by the person concerned of his or her willingness to be so elected. (As per CA 2014)

The Board shall also be entitled to submit motions in the Prescribed Form for the AGM;
(As per CA 2014: Section 144 4a & 4b)

Reason:

This is to clarify that those nominating a person for election to the Board must be members of the Company and to bring it in to line with the Companies Act 2014.

MOTION 11

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To amend Article 37.a as follows

The Company shall be governed by the Board, who will exercise the powers not reserved to General Meetings. The Board shall comprise of up to twelve persons, all of whom must be members of the Company. Four of these shall be elected as per articles 44 and 45 hereof and four of whom will be comprised of one nominated person by each of the Provincial Executives.

Reason:

This is to formalise the provinces nominations to the Board and to strengthen the link between ordinary members who elect the Provincial Executive and the Board.

It keeps Cycling Ireland in line with other major organisations such as the UCI, IRFU, the GAA and British Cycling to name but a few organisations whose Board consists of nominated representatives from the Provinces or Regions.

It improves communications between the Board and major Stakeholders (Provincial Executives and members) as outlined in the Governance Code for Sport and Cycling Ireland's Strategy Document.

It provides a broader outlook with provincial nominees providing regional information and feedback to the Board.

MOTION 12

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To amend Article 37.b

The Board will have the power to co-opt up to four persons with *specialist* business skills (the Appointed Directors).

Following an internal skills audit of the Board, the Appointed Directors will [be] selected based on identified skills requirement of the Board. Such persons may be re-appointed individually on a recommendation of the Board and with the agreement of the members at the next Annual General Meeting. They will be members of the Company.

Reason:

This would be in line with Good Practice to ensure a Board is comprised of the necessary skills and knowledge to further the objectives of the company.

From the Governance Code for Sport.

Board review Process:

This is a process that the board should conduct on a regular basis to evaluate its own performance and assess how it is adapting to the challenges of the changing business and regulatory environment. The review should evaluate the individual and collective performance of board members, its skills, competencies, structures, policies, and procedures to ensure that they are fit-for-purpose.

MOTION 13

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To add a new Article, 37.e to read as:

The Board Director nominated by the Provincial Executive will have the same standing as an Elected Board Member. A person so appointed will be governed by the maximum consecutive term conditions as defined in Article 42. Notwithstanding the Board member appointed by the Provincial Executive may be replaced on the Board on a recommendation of his Provincial Executive and in consultation with the Board.

Reason:

This is to strengthen the links between the Board and Provinces which are an integral part of the company and key stakeholders, as well as assisting with the flow of information between the respective bodies. With the exception of sensitive commercial or HR information the sharing of knowledge This is to strengthen the links between the Board and Provinces which are an integral part of the company and key stakeholders, as well as assisting with the flow of information between the respective bodies. With the exception of sensitive commercial or HR information the sharing of knowledge and ideas will be mutually beneficial to all parties. This will tie in with the Governance Code for Sport.

Principle 3. Being transparent and accountable

We do this by:

3.1 Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure, there is regular and effective communication with them about our organisation;

And

CI Strategy

Strategic Objective 3.3: Communications

Achieve new levels of communication with our cycling community and stakeholder

3.3.2 Enhance our communications delivery

MOTION 14

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To add a new clause to Article 55 to read as follows;
The Company Secretary will ensure that the Minutes of all Board Meetings are published on the Company's Website (currently www.cyclingireland.ie) within 21 days of the Board Approval of said Minutes. Items of a commercially sensitive nature, HR issues or issues deemed confidential are to be excluded from the published minutes. At all times the fiduciary duties of the Board will be protected.

Reason:

This is to increase the transparency of board meetings to the members and other stakeholders. Notwithstanding the need for certain items to be withheld the board should hold itself and its meetings to always account to the members. This is a cornerstone of good governance and is part of the CI Strategic Plan.

This is to increase the transparency of board meetings to the members and other stakeholders. Notwithstanding the need for certain items to be withheld the board should hold itself and its meetings to always account to the members. This is a cornerstone of good governance and is part of the CI Strategic Plan.

Many major sporting organisations such as British Cycling publish the minutes of their meetings.

It fulfils guidelines set out in the Governance Code for Sport regarding improving communication with key stakeholders.

The Governance Code for Sport

Principle 3: Being transparent and accountable

Wording Below

Type C Organisation

3.1 (a)

Identify your key stakeholders and make sure there is a strategy in place for communicating with the appropriately.

CI Strategy Document

3.3.2 Enhance our communications delivery

MOTION 15

Proposed by:

Cycling Ulster

Thomas McCague (Chairperson), Paul Sanders (Secretary)

Motion:

To amend Article 72 as follows

No person may hold or continue to hold a position on the Board if they:

- I. Are adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction during their term of office unless the Board otherwise determines.
- II. Becomes prohibited from being a member of the Board by reason of any order made under Section 839 of the Act for the period of his or her disqualification, or
- III. Becomes of unsound mind, or
- IV. Resigns their office by notice in writing to the Board, or
- V. Is convicted on indictment, other than an offence under the road Traffic Acts, during his term of office.
- VI. Is appointed to a position of employment within the Company.
- VII. Has missed three consecutive Board Meetings
(CA 2014 – 148, 839, 840)

Reason:

This is to tidy up the original wording and make it more grammatically correct and to more accurately reflect the relevant sections of the Companies Act 2014, as well as to strengthen the principles of good governance for Cycling Ireland



and to reflect the governance principles quoted in the Sport Ireland Code of Governance and Cycling Ireland Strategic Plan.

(See Sections 148, 839, 840 of the Companies Act 2014 for additional information and periods of disqualification)

