

Introduction:

Draft version 0.4 of the Cycling Ireland Constitution was shared with the Board of Cycling Ireland for initial consultation between the 9th June 2023 and the 29th June 2023. In total, 8 comments were received within the reference period with a further submission of 38 comments received from Cycling Ulster outside of the reference period which are addressed by the Constitution Review Working Group. This gives a total of 46 comments. Comments have been copied directly into this document without any changes to any text received.

The next phase in the process was to review and generate a response to each comment. Areas for discussion were brought from the Working Group to the Cycling Ireland Governance and Ethics Committee for discussion along with some external opinions to help decide on some articles.

Cycling Ireland Constitution V0.6 was submitted to the Board for approval at the 28th August 2023 Board Meeting and is published as part of the AGM pack for the 2023 Cycling Ireland AGM. A Special Resolution of 75% of the voting delegates attending will be required for the acceptance of the Constitution which will become effective from the 1st November 2023.

Individual comments and responses

In responding to comments, a standard terminology has been applied to attest the Constitution Review Groups position. This terminology is as follows:

(a) **Accepted** — The Constitution Review Group agrees with the comment and any proposed amendment is wholly transferred to the revised text.

(b) **Partially accepted** — The Constitution Review Group either agrees partially with the comment, or agrees with it but the proposed amendment is only partially transferred to the revised text.

(c) **Noted** — The Constitution Review Group acknowledges the comment but no change to the existing text is considered necessary.

(d) **Not accepted** — The comment or proposed amendment is not shared by the Constitution Review Group.

Actions Completed

Responses drafted by Gary McIlroy and reviewed by James Quilligan (CEO) on 21/07/23

Comments have been reviewed by the Governance and Ethics Committee on 02/08/23

Working Group Review and update of the outstanding comments completed by 13/08/23

Submitted to the Board of Cycling Ireland for consideration for 28/08/23 Meeting.

1. Comment by: Brendan Tallon

Article	42
Comment	I believe that to stand for election for any executive board post, one must have served one full term as a board member.
Response	<p>Not Accepted</p> <p>The pool of volunteers will to put themselves forward for any Board Director position, let alone an Executive Director position is miniscule for the size of the organisation. To include the comment as suggested would reduce the volunteer pool even further.</p> <p>The absence of the requirement referenced in the comment to have served one full term as a board member before being eligible for an Executive Post is mitigated for by the Governance Code Requirement (Principle 4.1) to have an induction program for all new directors. This induction program has been in place since 2022 as part of Cycling Irelands compliance with the Governance Code for Sport.</p>

2. Comment by: Lochlann Walsh

Article	19
Comment	The AGM should not decide on subscription fees. This should be a matter for the executive and the board if the organisation want to operate in a commercially sustainable way
Response	<p>Noted</p> <p>The comment is noted and is currently part of the organisations reform project. However, with the current fee structure including levies to Provincial Associations, there is a process to be undertaken to ensure Cycling Ireland is in the correct position to ensure the reform of the fees structure is in place first with confidence from members, clubs and Provincial Executives to then move to withdraw the item from the AGM Agenda of deciding on subscriptions fees from the Constitution and the Company deciding on the subscription fees subject Board approval to ensure the fees are delivering the best service possible to the members while also avoiding a monopoly situation.</p>

3. Comment by: Lochlann Walsh

Article	36
Comment	Board members and Standing Committees should not have a vote at the AGM, the members alone should have voting rights if the organisation wants to be truly representative of members. This encourages member engagement
Response	<p>Not Accepted</p> <p>After careful consideration and consultation with Governance experts on the Cycling Ireland Governance and Ethics Committee and also consultation with Carmichael, the status surrounding Board Directors and Standing committees having a vote at a General Meeting will remain for the following reasons:</p> <ol style="list-style-type: none"> 1. There is no provision within the Companies Act 2014 preventing Board Members from having a vote. In DACs and LTDs for example Board Directors will always have a vote. For a CLG which Cycling Ireland is, the same standard can continue. 2. While there is a risk of unfair weighting in favour of the Board in the event of a low turnout at an AGM, this cannot be a reason for the removal of a Board Directors vote whereby Board Directors are also members of the company and as such should be permitted to vote on matters that affect the organisation for which they are members. 3. Board Directors should be able to exercise their leadership responsibility by indicating whether they are for or against any motion with the Chairperson having a casting vote in the case of a tie as is currently the situation. 4. For the purpose of clarity, this applies to Appointed Directors also who become members of the company upon commencement of their services.

4. Comment by: Lochlann Walsh

Article	45
Comment	The wording “consecutive terms” indicates that a board member could serve 3 terms, take a 4 year break and come back for a further 3 terms. Is that the intention? The wording should be clear on the number of terms in total
Response	<p>Accepted</p> <p>The wording is not clear enough. Article 45 refers to a maximum of 3 consecutive terms (9 years) however Article 46 refers to non-consecutive terms ‘subject to the term limits and other eligibility requirements’. This can be clarified further to directly refer to the maximum of 9 years either in consecutive terms or non-consecutive years.</p> <p>Wording is now, “The maximum number of consecutive terms a Board Director (and for the avoidance of doubt this includes Appointed Directors) may serve is three, that being three consecutive full terms which will not exceed nine years.”</p> <p>“Directors may serve non-consecutive terms on the Board, subject to the term limits and other eligibility requirements as outlined in this constitution and will not exceed the same number of years as having served three consecutive terms, that being a maximum of nine years. The only circumstance where the maximum limit of nine years may be exceeded is the time period in the event of a co-option to the Board prior to being formally accepted at the next General Meeting.”</p>

5. Comment by: Lochlann Walsh

Article	45
Comment	Suggest this should be 2 terms (8 years) unless a Non-Exec member moves to an executive post, then it can be 3 terms (12 years) in total
Response	<p>Not Accepted</p> <p>3 year terms and a maximum of 3 terms is what is recommended for organisations of this type in accordance with Good Governance Principles. The re-establishment of a director rotation following the reconstitution of the Board in 2022 completes in 2023. If the terms of service were to be adjusted again to the rotation it will result in inconsistent terms being served by different Directors. Therefore, the integrity of the rotation will be the priority with the number of years to be served in a term potentially being adjusted to keep within the rotation.</p> <p>Adjustments to the text surrounding terms of service have been made in line with other comments received.</p>

6. Comment by: Lochlann Walsh

Article	45
Comment	Do not agree that Treasurer and Secretary can serve for 4 terms (16 years) in certain circumstances. This will not encourage proper succession planning by the board
Response	<p>Accepted</p> <p>The definition of a term of being between four successive AGMs includes the AGM at which the Election or Appointment took place and the AGM at which it ceases. It is effectively 3 years. The extension period element is noted and can be removed as Cycling Ireland now factors in succession planning for the Board in accordance with Principle 4.3 of the Governance Code for Sport and so it should not be necessary to extend the role of Treasurer and Secretary beyond the maximum 9 year period.</p>

7. Comment by: Lochlann Walsh

Article	53
Comment	Make it a duty of the director to declare any conflicts of interest
Response	<p>Noted</p> <p>It is currently a duty of a director to declare any conflicts of interest either initially upon Election or Appointment through the <u>Code of Conduct and Register of Interests form</u> to the Company Secretary and also at the opening of every Board meeting as a standing agenda item. This is a requirement under Principle 5.2 of the Governance Code for Sport of which Cycling Ireland has been in compliance with since October 2022.</p>

8. Comment by: Lochlann Walsh

Article	Board
Comment	Consider limiting board membership to no more than one from each club (i.e. a club cannot have 1 member on the board)
Response	<p>Noted</p> <p>This is not currently the case and while the potential for the scenario to develop does exist, there is also not a wide pool of interested volunteers willing to come forward for the Board Director role. However, it is understood as to how club alliances may form. Each Director must understand from Induction, Code of Conduct and Register of Interests and Board training how Conflict of Interest and Conflict of Loyalty are biases that cannot be tolerated at Board level particularly as a Conflict of Loyalty may escalate to the point of being a Conflict of Interest. Directors with a conflict of interest must excuse themselves from any discussions or votes on the topic to which the conflict has been declared.</p>

9. **Comment by:** Paul Sanders – Cycling Ulster

Article	3.1
Comment	This should be The Island of Ireland. Those in the North of Ireland will take exception to being lumped in as Ireland
Response	<p>Accepted</p> <p>An addition to the text will now read as, <i>“To encourage, promote, develop, and control the sport and activity of cycling in all its forms amongst all sections of the community on the island of Ireland (henceforth referred to as ‘Ireland’)</i> taking into consideration the principle of fair play and the unifying, educational, cultural and humanitarian values of the sport and activity of Cycling, particularly through youth and development programmes;”</p>

10. **Comment by:** Paul Sanders – Cycling Ulster

Article	4.2
Comment	Cycling Ireland does not arrange any events. This point was raised before and clubs took great exception to it.
Response	<p>Not Accepted</p> <p>Cycling Ireland is one community of an association of clubs and un-attached members. The arrangement of competitions is via the promotion of competitions by clubs, promotion of a National Series incorporating existing competition/non-competition promotions in various disciplines and the list of championships as per Appendix AT.7 of the Cycling Ireland technical and Administrative Regulations.</p>

11. Comment by: Paul Sanders – Cycling Ulster

Article	5.b current Memorandum
Comment	<p>The suggestion to remove: <i>“To provide charity and leisure cycles, entertainment, leisure and informative activities of every kind and description for members of the Company and their guests including, but not exclusively, bar and restaurant facilities, musical events, dances, lectures, film shows and any other similar or ancillary activity.”</i></p> <p>Should this be removed ?- eg to run a dinner dance , quiz, social evening etc. Have you the power to do this elsewhere in the Constitution???</p>
Response	<p>Accepted</p> <p>Paragraph re-instated as Article 5.2</p>

12. Comment by: Paul Sanders – Cycling Ulster

Article	5.18
Comment	Should be Island of Ireland
Response	<p>Partially Accepted</p> <p>The reference update to specify the ‘Island of Ireland’ is captured in Article 3.1 (or comment 9 above) with the inclusion of the text (henceforth referred to as ‘Ireland’) also included. Therefore, the reference in Article 5.18 can remain as drafted.</p>

13. Comment by: Paul Sanders – Cycling Ulster

Article	5.19
Comment	Should be Island of Ireland
Response	<p>Partially Accepted</p> <p>The reference update to specify the ‘Island of Ireland’ is captured in Article 3.1 (or comment 9 above) with the inclusion of the text (henceforth referred to as ‘Ireland’) also included. Therefore, the reference in Article 5.19 can remain as drafted.</p>

14. Comment by: Paul Sanders – Cycling Ulster

Article	5.21
Comment	<p><i>“To lend and advance money or give credit, solely in furtherance of the promotion of Cycling and on such terms as may seem expedient, to any club affiliated to the Company;”</i></p> <p>Surely you need a Licence to lend money as a company??? Cycling Ulster does not agree with lending.</p>
Response	<p>Accepted</p> <p>The Article was because of analysis of Volleyball Ireland and the FAI which both included it. The FAI as a larger organisation whereby its clubs are paying salaries, it can be seen as a protective measure in the event of a club being in financial difficulty. As Cycling Ireland does not operate on the same paid professional structure for its clubs, it is deemed not necessary for this organisation. Article is removed.</p>

15. Comment by: Paul Sanders – Cycling Ulster

Article	5.25
Comment	<p><i>“To act as agents, brokers and as trustees for any person, firm or company and to establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company’s business;”</i></p> <p>Why are we acting as agents?? Clarification needed,</p>
Response	<p>Noted</p> <p>The understanding as a common article under the powers of the company as contained in the reference constitutions is acting as an agent for its members in representing the organisation in the conduct of the Company’s business for the benefit of its members. This would be linked to Agency Theory in that it is <i>“ a concept used to explain the important relationships between principals and their relative agent. In the most basic sense, the principal is someone who heavily relies on an agent to execute specific financial decisions and transactions that can result in fluctuating outcomes.”</i></p> <p>In this case the Agent is the Company led by the CEO and the principals are the Board who are either elected or appointed by the members and the with the ultimate Responsibility of conducting oversight over the Company.</p>

16. Comment by: Paul Sanders – Cycling Ulster

Article	Definitions and Preliminaries
Comment	<p><i>"Executive Posts" means the Chairperson and Federation Secretary of the Company;"</i></p> <p>Where is the Treasurer? The Treasurer is mentioned later in the Constitution as an Executive Post Holder.</p>
Response	<p>Accepted</p> <p>Paragraph updated to include Treasurer due to omission and also to change Chairperson to President for consistency based on this review which now states:</p> <p><i>""Executive Posts" means the President, Federation Secretary and Treasurer of the Company;"</i></p>

17. Comment by: Paul Sanders – Cycling Ulster

Article	Definitions and Preliminaries
Comment	<p><i>"Provincial Association" A Provincial Association is a subcommittee of the board of Cycling Ireland. Provincial Associations' are responsible for the implementation of the Cycling Ireland Strategy at a regional level. The membership of the Provincial Association will be nominated by the clubs based in each province and subject to ratification by the board of Cycling Ireland. Provincial Associations will conduct its affairs in accordance with approved Terms of Reference and agreed operational plans.</i></p> <p>What are the Terms of Reference and Agreed Operational Plans. How can we agree to something we have not seen?</p>
Response	<p>Noted</p> <p>Comment is noted. The current 'Terms of Reference' is the 'The Standard Definitions, Structure and Operating Procedures for the Provincial Executives and the Commissions of Cycling Ireland' 13th December 2009.</p> <p>Structure of Provincial Executives para 4 states: <i>"Provincial Executives have the task of regulating the sport of cycling in their area as laid down in the Technical, General, Sporting and other regulations of Cycling Ireland. The Provincial Executives have tasks set out in the Strategy Plan for Cycling Ireland."</i></p>

Comment Response Document v0.6 – Constitution V0.5

	<p>Operating Procedures for Provincial Executives para 11 – 14:</p> <p><i>“11. Each Provincial Executive will prepare a spending plan for the year ahead. The spending plan must be submitted to the Board of Cycling Ireland before 28th of Feb. of each year. This plan shall cover all the proposed activities of the Provincial Executive and shall make provision for reasonable expenses incurred by the Provincial Federation members in fulfilling its remit.</i></p> <p><i>12. The Provincial Executive will adhere to the budget approved by the Board of Cycling Ireland.</i></p> <p><i>13. The Provincial Executives will keep the Board of Cycling Ireland apprised of their activities and expenditure on an ongoing basis.</i></p> <p><i>14. Each Provincial Executive will use the Business Procedures of Cycling Ireland as the method to conduct their affairs or such Business Procedures as agreed by the Board of Cycling Ireland”</i></p> <p>The expectations have been in existence since 2009 at the latest with the expectation that these are being followed. The comment received has justified the need for a review and update to correctly formalise the Terms of Reference and Operational Plans for the provincial Executives.</p> <p>This is a separate workstream that will follow this workstream as the framework for the organisation and in collaboration with the Provincial Associations.</p>
--	--

18. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 1
Comment	<p><i>“The Irish Cycling Federation is an association of Affiliated Clubs.”</i></p> <p>What about including Unattached Members. Are they not part of the company??</p>
Response	<p>Accepted</p> <p>Article updated to <i>“The Irish Cycling Federation is an association of Affiliated Clubs, their Members and Members who do not belong to an Affiliated Club (Un-Attached Members).”</i></p>

Article	Membership & Subscriptions Art 4
Comment	<p><i>“There shall be nine categories of individual membership, the benefits of which shall be set by the Board, and all are subject to the terms and conditions as prescribed at the time of purchase.”</i></p> <p>There are only eight classes of membership listed - not nine. Should Life Membership be included??</p>
Response	<p>Noted</p> <p>Research on previous Annual Reports has shown that Life Membership was removed at the 2020 AGM when the proposed Membership fees for 2021 did not have Life Membership listed. This fee structure was accepted at the 2020 AGM for the 2021 year and has continued since.</p>

19. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 4.2
Comment	What defines a club?
Response	<p>Noted</p> <p>What defines a club is outlined in Article 6 of the Constitution which states:</p> <p><i>“An Affiliated Club – Any club constituted to promote and develop the activity of cycling and is in accordance with the bye laws of the Company may be admitted to membership of the Company. A club wishing to be affiliated to the Company shall pay an annual subscription determined by the Annual General Meeting from time to time.”</i></p> <p>Furthermore, what defines a club is further defined in the Cycling Ireland Technical and Administrative Regulations Chapter G1 .2</p> <p><i>“A club wishing to become an Affiliated Club of Cycling Ireland must apply to the provincial Secretary of the Province in which the club is based. The club must have a minimum of 6 Members and must have an individually named Chairperson, Secretary, and Treasurer, all of whom must be aged 18 or over. The club must also have a named Safety Person and Safeguarding Officer both of whom must also be aged 18 or older. The Safeguarding Officer in the club will ensure the protection is in place for all members of the club. The Provincial Executive, before forwarding the clubs request to Cycling Ireland to become an Affiliated Club, must ensure that the club satisfies the requirements of Article 6 of Cycling Ireland’s Articles of Association.”</i></p>

20. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 6
Comment	<p><i>“An Affiliated Club – Any club constituted to promote and develop the activity of cycling and is in accordance with the bye laws of the Company may be admitted to membership of the Company. A club wishing to be affiliated to the Company shall pay an annual subscription determined by the Annual General Meeting from time to time.”</i></p> <p>What Bye Laws? These need to be seen before agreeing to them.</p>
Response	<p>Noted</p> <p>The Bye Laws for clubs are the requirements as specified in the current Technical and Administrative Regulations Chapter G1 Art.2,</p> <p><i>“2. A club wishing to become an Affiliated Club of Cycling Ireland must apply to the provincial Secretary of the Province in which the club is based. The club must have a minimum of 6 Members and must have an individually named Chairperson, Secretary, and Treasurer, all of whom must be aged 18 or over. The club must also have a named Safety Person and Safeguarding Officer both of whom must also be aged 18 or older. The Safeguarding Officer in the club will ensure the protection is in place for all members of the club. The Provincial Executive, before forwarding the clubs request to Cycling Ireland to become an Affiliated Club, must ensure that the club satisfies the requirements of Article 6 of Cycling Ireland’s Articles of Association.”</i></p>

21. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 18
Comment	<p><i>“If a member (other than an Honorary Member) shall fail to pay any subscription due from them on or before the 31st day of December in any year with the exception of members in categories of membership which have been deemed by the Board to have a different date on which annual subscriptions shall become due and payable;”</i></p> <p>Should remain at 31st January. 31st December is very soon after Christmas so there should be a 'grace period'. Need to be covered by insurance for January.</p>
Response	<p>Not Accepted</p> <p>As part of the proposed membership fees at the 2020 AGM the following notes upon which the changes to the fees were based upon were included:</p> <p>Proposed Membership Fees 2021 <i>The membership year runs from the 1st of January to the 31st of December annually</i></p> <ul style="list-style-type: none"> • In mid 2020, a working group of the CI Board and staff met on a number of occasions with the aim of proposing a revised membership fee structure for the CI Board to present at the 2020 AGM. The group reviewed feedback from the membership throughout the year, and from the Voice of the Membership survey conducted in July 2020. The following sets out the proposed 2021 fees and levies for the consideration of the voting membership. • It should be noted the fees/levies structure is being proposed in one resolution, and as the proposed Standing Orders for the 2020 AGM do not allow for amendments to be proposed during the meeting, the resolution will be only accepted or defeated. • The schedule of 2020 Fees & Levies is presented at Appendix One for comparative purposes. <p>Following the approval, the Technical and Administrative Regulations were changed but the Constitution was not. The comment was raised with the insurers for Cycling Ireland who rejected the concept that they would honour any claims for incidents that may occur in the extended period up to 31st January after the preceding membership year. It was acknowledged that there may be a small grace period, but it would be at the insurer's own discretion and so Cycling Ireland could not rely upon that discretion, hence seeking to bring the proposed article change in line with the above extract.</p>

22. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 21
Comment	<p><i>“Annual subscriptions for membership shall become due and payable on the 31st Day of December in each year except for categories of membership deemed by the Board to have a different date on which annual subscriptions shall become due and payable.”</i></p> <p>Should remain at 31st January</p> <p>21 and 22 are changed from 31st January to 31st December despite it saying 'No Change'</p>
Response	<p>Not accepted</p> <p>As per comment number 22 above.</p> <p>Editorial error noted and Change Matrix updated. Change Matrix updated to reflect the change.</p>

23. Comment by: Paul Sanders – Cycling Ulster

Article	Membership & Subscriptions Art 22
Comment	<p><i>“Annual subscriptions for membership shall become due and payable on the 31st Day of December in each year except for categories of membership deemed by the Board to have a different date on which annual subscriptions shall become due and payable.”</i></p> <p>Should remain at 31st January</p>
Response	<p>Not accepted</p> <p>As per comment number 22 above.</p>

24. Comment by: Paul Sanders – Cycling Ulster

Article	General Meetings Art 26
Comment	<p><i>“To fix the rate of annual subscription fees for members to the federation for the following calendar year.”</i></p> <p>What about Fees for Club Affiliation, ODDL's etc? What about third party fees eg Event Master etc</p>
Response	<p>Noted</p> <p>The current format of the table of fees is what is produced for consideration at each AGM and is voted upon. These include Club Affiliations, Levies and Event Licence fees.</p> <p>Third party fees are a result of a contract entered with a third party that the Cycling Ireland must take responsibility for in ensuring that engaging with a third party produces the results expected and captured in the corresponding contract while also balancing the overall financial impact to the organisation. i.e. consider the impact of a loss of membership if contracted third party fees have too much of a negative impact on members compared to the service being provided.</p>

25. Comment by: Paul Sanders – Cycling Ulster

Article	General Meetings Art 27
Comment	<p><i>“Subject to section 181 of the Act and Article 27, the Company shall give the Members 21 Clear Days’ notice in writing of the AGM.</i></p> <p><i>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 in accordance with Article 87 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.”</i></p> <p>This is insufficient period of notice. A preliminary notice should be issued at 50 days advising members of the upcoming AGM, Time and Place etc. Clubs, Provinces etc need more notice to allow time for consultation. Clubs etc will have up until the 21 Day notice (provide date) to submit nominations and Motions. What about if members want to call an EGM. Clarification and time lines required here.</p>
Response	<p>Accepted</p> <p>The timeline for an AGM is the minimum notice period in accordance with the Companies Act which does not suit an organisation structure like Cycling Ireland. The comment is noted of suggested timelines of 50 days for a preliminary notice and 21 days for a final notice and deadline for motions and nominations.</p> <p>To better suit the organisation structure of Cycling Ireland, it is now proposed a 60 clear day minimum notice period for AGMs with a 30 clear day deadline for Motions and Nominations. The final notice with the Agenda will be issued 21 clear days in advance.</p> <p>The EGM timeline is as per the companies act in that it is a legal requirement to give a minimum 21 clear days notice if a ‘Special Resolution’ is required to be passed or 14 Clear Days notice for other business.</p> <p>Additional Article added to clarify the process if members want to call an EGM. This article is modelled on the FAI reference document with the quorum reduced from 10% (FAI) to 7% which reflects the current quorum required for a Cycling Ireland AGM.</p> <p>30 Extraordinary General Meetings</p>

Comment Response Document v0.6 – Constitution V0.5

	<p>30.1 The Board may, whenever it thinks fit, convene an EGM respecting the timelines as set by this Constitution.</p> <p>30.2 The Board shall, on the requisition of Affiliated Clubs whose Delegates hold at the date of the deposit of the requisition, not less than 7 per cent of the total voting rights exercisable at any general meeting of the Federation forthwith proceed duly to convene an extraordinary general meeting of the Federation.</p> <p>30.3 Any requisition given in accordance with Article 30.2 shall state the purpose or agenda of the meeting and shall be signed by a Delegate of each requisitioner and deposited at the registered office of the Association and may consist of several documents in like form each signed on behalf of one or more requisitionists.</p> <p>30.4 If the Board does not within 21 days after the date of the deposit of a requisition under Article 30.3, proceed duly to convene a meeting to be held within 2 months after that date (the “requisition date”), then not less than 50% of the requisitionists may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.</p> <p>30.5 Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitionists by the Federation.</p> <p>30.6 If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any Member may convene an EGM in the same manner as nearly as possible as that in which meetings may be convened by the Board.</p> <p>30.7 Notice of every general meeting of the Federation shall be given in the manner provided for in these Articles to such persons as are under the Act and these Articles entitled to receive notices from the Federation including every Member and the statutory auditors for the time being of the Federation.</p>
--	--

26. Comment by: Paul Sanders – Cycling Ulster

Article	General Meetings Art 28
Comment	<p><i>“Motions for consideration will be submitted through the Company Secretary on the approved Motion form to the relevant Board Sub-Committee. A feasibility assessment will take place by the relevant Board Sub-Committee which, depending on the motion type, may involve the Executive and/or Provincial Associations. This will ensure that the spirit of the motion can be achieved to the best extent possible. If the motion is determined as not feasible for the betterment of Cycling on the island of Ireland or due to operational/financial constraints that may exist from time to time for the Executive, the motion will not be permitted for consideration at the AGM with a detailed rationale provided to the submitter. This process can commence at any point in the year for consideration prior to the 21-day notice period commencing when an embargo will take effect. The Company Secretary shall be the focal point for any correspondence to the relevant Board Sub-Committee.”</i></p> <p>Clubs, Provinces etc need more notice to allow time for consultation. 50 days Notice Required.</p>
Response	Accepted

	<p>To better suit the organisation structure of Cycling Ireland, it is now proposed a 60 clear day minimum notice period for AGMs with a 30 clear day deadline for Motions and Nominations.</p> <p>The final notice with the Agenda will be issued 21 clear days in advance.</p> <p>The Cycling Ireland CEO will also endeavour to communicate as early as practicable to the Provincial Associations the expected date for the AGM to allow for their own planning.</p>
--	--

27. Comment by: Paul Sanders – Cycling Ulster

Article	General Meetings Art 29
Comment	<p><i>“Nominations for the position of Board Director (Executive or Non-Executive posts) can be received by the Company Secretary via the approved Nomination Form at any stage of the year up to the point when the 21-day notice period commences in advance of the AGM. Nomination forms will be checked by the Governance and Ethics Committee for completeness and compliance with the relevant provisions of the Act and this Constitution prior to a candidate being added to the AGM agenda for consideration.”</i></p> <p>Need more Notice. Plus are these nominees being vetted. What about the Appointed Directors - are they also subject to the same process?? Article 29 is about is about Nominations and not Motions as stated in the text</p>
Response	<p>Partially Accepted</p> <p>To better suit the organisation structure of Cycling Ireland, it is now proposed a 60 clear day minimum notice period for AGMs with a 30 clear day deadline for Motions and Nominations.</p> <p>The final notice with the Agenda will be issued 21 clear days in advance.</p> <p>The question about nominees being vetted is not accepted. As per the nomination form, the content is assessed against legal requirements and also skills based requirements as required under sub-principle 4.3 (b) of the Governance Code for Sport to ensure the right skillset needed for the effective oversight of the company is being achieved through succession planning. It is a transparent process that relies upon Sport Ireland guidance that allows for continuous resource planning for the organisation at Board level.</p> <p>Appointed directors are not subject the same process. Current article 37b and proposed article 40.2 to which there is no change outlines that Appointed Directors are initially co-opted for their specialist skills. These are identified through succession planning and through a gap analysis of the skills identified by any potential candidates for elected positions. This process requires the agreement of the Board for the co-option and then recommended to the AGM for membership agreement at the next AGM.</p>

28. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 40.1
Comment	<p><i>“The Board shall comprise of up to ten persons, six of whom shall be elected as per articles 49 and 50 hereof and who will be members.”</i></p> <p>This make up has been challenged before. Why 6:4? We need Provincial Representation. Discussion required on this matter.</p>
Response	<p>Noted</p> <p>The proposal was not previously accepted and continues not to be as it is the proposal of one Provincial Association that impacts on all four Provincial Association. Following discussion with other provinces, the issue of the lack of volunteers at Provincial level remains and Provincial Associations would want to retain the quality volunteers at Provincial level.</p> <p>There has not been any evidence of Provinces nominating candidates for Elected Director positions on the Board of Cycling Ireland which they are entitled to do as Standing Committees of the Board under article 27a of the current constitution.</p> <p>This is a mechanism that is currently available if wishing to have Provincial Representation on the Board of Cycling Ireland subject to the understanding of the potential Directors Fiduciary Duties to the company with respect to Conflict of Interest and Conflict of Loyalty.</p> <p>This would also hamper any Provincial Association as the Provincial Representative on the Board would also forfeit any access to the CEO by way of being a Board Director and which communications with the CEO is through the President or Vice President.</p> <p>The comment is noted for review in the future but is not currently workable under the current organisational structure due to the decline in volunteerism.</p>

29. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 40.2
Comment	<p><i>“The Board will have the power to co-opt up to four persons with specialist business skills (the Appointed Directors), such persons may be re-appointed on a recommendation of the Board and with the agreement of the next Annual General Meeting.”</i></p> <p>We need Provincial Representation. Discussion required on this matter. Possibly 4 Elected, 4 Provincial and 2 Appointed, Clarification on do they need ratified annually or when ratified how long is it for.</p>
Response	<p>Not Accepted</p> <p>The proposal was not previously accepted and continues not to be as it is the proposal of one Provincial Association that impacts on all four Provincial Association. Following discussion with other provinces, the issue of the lack of volunteers at Provincial level remains and Provincial Associations would want to retain the quality volunteers at Provincial level.</p> <p>There has not been any evidence of Provinces nominating candidates for Elected Director positions on the Board of Cycling Ireland which they are entitled to do as Standing Committees of the Board under article 27a of the current constitution.</p> <p>This is a mechanism that is currently available if wishing to have Provincial Representation on the Board of Cycling Ireland subject to the understanding of the potential Directors Fiduciary Duties to the company with respect to Conflict of Interest and Conflict of Loyalty.</p> <p>The appointed directors carry the specialist business skills in Governance, Finance, Legal and Corporate. It is not possible for that to be carried by 2 Appointed Directors as proposed and with no guarantee that the Skill Set required can be met by the 4 Provincial Representatives.</p> <p>Appointed directors are ratified for the same term requirements as Elected Directors, i.e., three year terms and a maximum of three consecutive terms or 9 non-consecutive years with a ratification being subject to recommendation from the Board at the end of each term.</p>

30. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 37 c (Current Constitution)
Comment	<p>Suggested removed article</p> <p><i>“Any Board Member appointed as an Appointed Director may be removed as a Board Member by a resolution to this effect passed by the Board. Any Board Member appointed under the category of Appointed Director shall not be entitled to vote on any such resolution for the removal as a Board Member of a person of that category.”</i></p> <p>Much more clarification is required in the Appointment Process, terms of reference, term of office and consecutive terms of the Appointed Directors</p>
Response	<p>Noted</p> <p>The appointment process is as per the current constitution which does not change with respect to Appointed Directors which is based on initial co-option, approval by the Board and based on their recommendation at the next AGM, ratified by the members with the Elected Director conducting the same number of consecutive terms or non-consecutive years service as Elected Directors while being subject ratification at the end of each term.</p> <p>A gap analysis is conducted of the skillset required for the effective oversight of Cycling Ireland by the Board utilising Sport Ireland guidance. This gap analysis identifies the skills required and informs the Board as to the type of candidates that are needed to be sought as appointed directors.</p> <p>Current article 37b and proposed 40.2 to which there is no change outlines that Appointed Directors are initially co-opted for their specialist skills. This process requires the agreement of the Board for the co-option and then recommended to the AGM for their agreement at the next AGM.</p> <p>The proposed article 45 (originally article 42) outlines the term of office and consecutive terms i.e. three year terms with a recommendation by the Board for agreement by the AGM at the end of each term. A maximum of three terms applies (9 years). As per the previous comment, for clarification the maximum number of consecutive terms is three (9 years) or non-consecutive years is nine.</p>

31. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 41
Comment	<p><i>“There shall be three executive posts (Executive Posts) namely, President, Treasurer and Federation Secretary. The other members of the Board shall be Non-Executive Directors.”</i></p> <p>In the Definitions there are only two Executive Posts mentioned namely President and Federation Secretary.</p>
Response	<p>Accepted</p> <p>Definition has been updated to reflect the three Executive posts.</p>

32. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 44
Comment	<p><i>“Subject to the provisions of Article 45, a person appointed to the Board shall occupy that position for a Term or until they resign or cease to be a Board Member. A Board Member who resigns from the Board may not seek election to the Board at the General meeting immediately following their resignation”</i></p> <p>Does this include the Appointed Directors??</p>
Response	<p>Noted</p> <p>Reference to ‘A Board Member’ applies to both Elected and Appointed Directors.</p>

33. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 45
Comment	<p><i>“The maximum number of consecutive Terms a Board member (and for the avoidance of doubt this includes the Appointed Directors) may serve is three. An exception which applies to this maximum number of consecutive Terms served by a Board Member , is in circumstances where there are no candidates nominated for the post of Treasurer or Federation Secretary in accordance with article 41 when they have reached their maximum number of consecutive Terms. In this case a vote shall be taken at the Annual General Meeting at which the relevant Board Member should retire to decide on whether or not to grant the Board Member in question one additional consecutive Term, if they so desire. If the relevant Board Member chooses not to serve for that additional Term then nominations for the relevant Board Member position may be sought from the delegates attending the Annual General Meeting.”</i></p> <p>The wording below should be included in a separate section and more thought given to this process.</p> <p><i>“If the relevant Board Member chooses not to serve for that additional Term then nominations for the relevant Board Member position may be sought from the delegates attending the Annual General Meeting.”</i></p> <p>Is that person then voted on and elected without the Application Proccess that other Nominees have gone through.</p>
Response	<p>Noted</p> <p>Based on a similar comment at Comment 6 above, it is anticipated that the section regarding the additional term for Treasurer and Federation Secretary is removed. If it were utilised it would show that Board Succession Planning as required by the Governance Code for Sport Principle 4.3 (b) would have failed. The paragraph pre-dates the requirements under the Governance Code for Sport.</p>

34. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 47
Comment	<p><i>“The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Board Member before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Board Member. Such removal shall be without prejudice to any claim such Board Member may have for damages for breach of any contract of service between them and the Company.”</i></p> <p>What reasons???</p>
Response	<p>Noted</p> <p>The reasons cannot be specifically prescribed as it may be as a result of improper behaviour such as breaching any of the provisions of the Companies Act 2014, Code of Conduct or policies and procedures for which Board Members must abide by to ensure they act with the utmost integrity, transparency and accountability for the best interest of Cycling Ireland.</p>

35. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 49
Comment	<p><i>“At each Annual General Meeting of the Company at least two of the elected Board Members 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 Board Members so that at no Annual General Meeting shall all three holders of the Executive Posts retire. For the avoidance of doubt however, the provisions of this Article shall not apply to the Appointed Directors.”</i></p> <p>Does this mean that the Appointed Directors can stay for nine years without any election????? The process should be the same for all directors.</p>
Response	<p>Not Accepted</p> <p>Appointed Directors are recommended by the Board at the end of each term to the AGM for ratification by the delegates to continue into the next term. Appointed directors generally have a limited interest in Cycling but while licence holders, may not even be a member of a club. Appointed Directors are serving the members by bringing their skills and experience for the effective, independent oversight of the Company.</p>

36. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 50
Comment	<p><i>“No valid nomination made in accordance with the provisions of Article 29 may be withdrawn without the written consent of the person nominated for the position to be filled. In the event of there being no nominations or an insufficient number of nominations for the positions to be filled, candidates may be proposed and seconded at the Annual General Meeting.”</i></p> <p>This should be 2 separate sections. There should be a process of filling the positions which is fair and equitable. The process outlined here means that anyone can be elected without having gone through the same procedures as other nominees.</p>
Response	<p>Accepted</p> <p>The comment is accepted on the basis that if this Constitution is agreed, then an EGM can subsequently be called for the agreement of potential candidates utilising remote technology which is now incorporated into this draft.</p> <p>The section in red has been removed and a new article has been inserted which states,</p> <p><i>“In the event of there being no nominations or an insufficient number of nominations for the number of positions to be filled, a further advertising period will be created seeking nominations. Once nominations have been received, an EGM will be called to consider the election to the vacant post. If no nominations have subsequently been received, the Board may co-opt a member in accordance with Article 53 below.”</i></p>

37. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 51
Comment	<p><i>“In the event of a casual vacancy occurring on the Board the Board may co-opt a member to fill such a vacancy. A person so co-opted shall serve for the remaining Term of the person they replace.”</i></p> <p>Itt would be better and more fair and equitable for the position to come uo at the next AGM??</p>
Response	<p>Accepted</p> <p>The comment is accepted. The following text has been inserted,</p> <p>“In the event of a casual vacancy occurring on the Board the Board may co-opt a member to fill such a vacancy. A member so co-opted shall complete the same administrative process for nominations as per the previous AGM. Such a member shall be formally elected or appointed at the next General Meeting of the Federation for the remainder of the term of the position so co-opted for and subsequently as per the rotational sequence for that specific Director Position.</p> <p>No co-options will occur in the time period from the initial notification of the AGM and the date of the AGM.”</p>

38. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 54
Comment	<p><i>“The quorum for meetings of the Board shall be 50% of the Board Members plus one additional Board Member, provided always that this number is no less than four Board Members at any given time.”</i></p> <p>There should never be any less than 50% of the constituted Board. A quorum of 4 means that 4 Appointed Directors could make decisions which are not in the best interests of the Sport of Cycling and they do so without an elected mandate.</p>
Response	<p>Noted</p> <p>However, as experienced in 2022 due to exceptional circumstances the company was operating on the limit of 4 directors whose focus was to re-constitute and re-establish a full board again. A quorum of 4 would not be allowed to make key decisions by the membership and it would likely be a case that an EGM would be triggered if exceptional circumstances dictated that the numbers would drop so low.</p>

39. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 68
Comment	<p><i>“The Board shall have the power to make, vary and revoke the Bye Laws and rules, regulations, policies or similar for the administration of the sport and the Company including (without limitation):</i></p> <p><i>A) competition rules;</i> <i>B) technical regulations;</i> <i>C) rules for the selection of teams or competitors to represent Ireland in international events and competitions and the management of any team or competitors so selected;</i> <i>D) rules to combat doping in cycling or sport and to ensure compliance with national and international rules relating to anti-doping;</i> <i>E) disciplinary regulations;</i> <i>F) appeals procedure;</i> <i>G) rules for the promotion and organisation of competitions and activities;</i> <i>H) mechanisms for co-ordinating the arrangement of and the date of fixtures of cycling competitions; and</i> <i>I) mechanisms for co-ordinating the commercial activities of the sport of cycling and any televising or broadcasting of cycling competitions.”</i></p> <p>Cycling Ulster objects strongly to the inclusion of this article. If included it should only refer to the sporting aspects of Cycling Ireland All other Bye Laws and rules need to be approved by the members at the AGM This a member-based organisation.</p>
Response	<p>Partially Accepted</p> <p>The Board is in place to provide oversight over the organisation of Cycling Ireland which is led by the CEO. The majority of the Board are Elected Directors (six) and so the majority have been elected by the members and so are serving the member-based organisation. By having such a management system in place with the use of the Executive and the various Board Sub-Committees the current organisation structure already satisfies all aspects of this article. While responsibility for the Executive rests with the CEO, the ultimate accountability for the organisation and its management system rests with the Board of Directors. By electing Elected Directors and ratifying Appointed Directors, the member-based organisation has placed their trust in those Board Directors to oversee the organisation in line with their Fiduciary Duties as required under section 228 of the Companies Act 2014.</p>

Comment Response Document v0.6 – Constitution V0.5

	<p>However, the wording of the first line has been updated to reflect the response above, <i>“The Board shall be accountable for the administration of the Bye Laws and rules, regulations, policies or similar for the administration of the sport and the Company including (without limitation):...</i>”</p>
--	--

40. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 69
Comment	<p><i>“The Board may establish and appoint Sub-committees as it deems appropriate for the better and more effective conduct of the affairs of the Company. Sub-Committees will be designated by the Board as either:</i></p> <p>A) <i>Standing Committees (e.g., Provincial Associations, Commissions and College of Commissaires), or</i> B) <i>Board Sub-Committees which shall be ongoing committees or working groups relating to the work of the Board (e.g., Governance and Ethics, Audit Finance and Risk, People and Culture, or</i> C) <i>Ad-hoc Committees which may be short-term, task-focused in nature (e.g. Technical Working Group, High Performance Working Group).”</i></p> <p>More structure needed and Provincial Executives need to be included in a better framework. They should not fall under the category of Sub-committees as it deems appropriate</p>
Response	<p>Not Accepted</p> <p>Provincial Associations as proposed above are designated as Standing Committees, as is currently the case in the current constitution by being established as sub-committees of the Board. We cannot change the origin of the Provincial Associations. The separate workstream underway covers the Re-Organisation of Cycling Ireland and its sub-committees which includes Provincial Associations. The Constitution is the foundation document for the organisation. The more defined framework will be contained in the various Terms of Reference that will follow in the next phase in consultation with the Provincial Associations which is already underway with the CEO.</p> <p>Additional text has been added to this article clarifying who each sub-committee type reports to. For Standing Committees and Ad-hoc Committees, the reporting line is to the CEO or their designate.</p> <p>For Board Sub-Committees, their reporting line is to the Board.</p>

41. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 69.3
Comment	<p><i>“No sub-committee shall have any powers, except where expressly instructed by the Board and stated within its terms of reference.”</i></p> <p>How does this impact on Provincial Executives??</p>
Response	<p>Noted</p> <p>It does not have a negative impact on the Provincial Executives (Associations). What it means is how the Provincial Associations operates needs to be documented in Terms of Reference that are approved by the Board as it is the Board of Directors that are Accountable for the entire organisation and the effective operation of its structures by ensuring any operational risk is mitigated to a tolerable level.</p>

42. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 69.4
Comment	<p><i>“Sub-committees may consist of such persons as the Board may appoint.”</i></p> <p>How does this impact on Provincial Executives??</p>
Response	<p>Partially Accepted</p> <p>Sub-committees is the general term for any Committee outside of the Board.</p> <p>Further clarification is provided to the article by specifying the following, <i>“Sub-committees may consist of such persons as the Board may appoint in the absence of approved Terms of Reference (including election and appointment procedures) for each Sub-Committee.”</i></p>

Comment Response Document v0.6 – Constitution V0.5

	<p>This may only impact on Provincial Executives if no Terms of Reference including election and appointment procedures exist. It is acknowledged that this currently may not be the case for all Provincial Executives. This will be captured in the separate workstream of establishing Terms of reference for all Provincial Executives.</p>
--	---

43. Comment by: Paul Sanders – Cycling Ulster

Article	The Board Art 77.9
Comment	<p><i>“If the Board at any time resolves that they should be removed as a member of the Board provided that no resolution shall be effective unless approved by at least 75% of the Board; or”</i></p> <p>With the a previous quorum stated as 4 persons this means effectively that 3 people can remove a Director. Plus more clarification need as regarding in what cases can a director be removed.</p>
Response	<p>Noted</p> <p>The reasons cannot be prescribed as it may be as a result of improper behaviour such as breaching any of the provisions of the Companies Act 2014, Code of Conduct or policies and procedures for which Board Members must abide by to ensure the act with the utmost integrity, transparency and accountability for the best interest of Cycling Ireland.</p> <p>The scenario outlined is possible, however if the scenario of 4 remaining directors were to occur, the focus as experienced in 2022 is to re-constitute the Board as our stakeholders would not permit a Board of 4 to make those key decisions as a Type C Organisation.</p>

44. Comment by: Paul Sanders – Cycling Ulster

Article	Bye-Laws Art 83
Comment	<p><i>“The Board shall have the power to make, alter and revoke Bye-Laws for regulating the affairs of the Company and such Bye-laws shall be binding on every member of the Company.”</i></p> <p>All Bye-Laws need the approval of the members at an AGM especially those relating to the Governance of the organisation</p>
Response	<p>Partially Accepted</p> <p>Bye-Laws, Terms of Reference, Letters of Agreement etc will be established in consultation with the respective parties. As the Board are legally accountable for the organisation and the effective operation of its structures in delivering its primary objectives, it is only right that the Board has the responsibility to review the Bye-Laws for the company.</p> <p>As the Board Directors are legally obliged to act in the best interests of the organisation, they in turn are doing so for the members and are duty bound to ensure the structures are functioning correctly which currently is not the case.</p> <p>Wording changed to reflect the above to read, <i>“The Board shall be accountable for the administration of Bye-Laws for regulating the affairs of the Company and such Bye-Laws shall be binding on every member of the Company. Changes to the Bye-Laws for regulating the affairs of the company shall occur in consultation with the relevant entity affected by those changes”.</i></p>

45. Comment by: Paul Sanders – Cycling Ulster

Comment Response Document v0.6 – Constitution V0.5

Article	Bye-Laws Art 84
Comment	<p><i>“If any Bye-law of the Board is unclear or open to doubt, the Board shall have power to put such reasonable construction or interpretation on such Bye-law as they may determine and such determination shall be final and binding on all members.”</i></p> <p>This gives the Board too much power. Unclear resolution need approval at an AGM because they will be binding on the members s members must be able to discuss and accept or reject such bye-laws</p>
Response	<p>Partially Accepted</p> <p>Bye-Laws, Terms of Reference, Letters of Agreement etc will be established in consultation with the respective parties. As the Board are legally accountable for the organisation and the effective operation of its structures in delivering its primary objectives, it is only right that the Board has the responsibility to review the Bye-Laws for the company.</p> <p>As the Board Directors are legally obliged to act in the best interests of the organisation, they in turn are doing so for the members and are duty bound to ensure the structures are functioning correctly which currently is not the case.</p> <p>Wording changed to reflect the above to read, <i>“If any Bye-Law, for which the Board is accountable for, is unclear or open to doubt, the Board shall have the responsibility to put such reasonable construction or interpretation on such Bye-Laws as they may determine and such determination shall be final and binding on all members.”</i></p>