

Cycling Ireland Constitution

Briefing Note:

This Constitution has been drafted based on the following process:

1. Analysis of the current constitution against four other NGB's for specified reasons including:
 - a. British Cycling – A Constitution of another Cycling NGB
 - b. Football Association of Ireland – As an organisation that has underwent significant governance reform with a Constitution that reflects that reform
 - c. Swim Ireland – A Constitution for a NGB of a similar size to Cycling Ireland
 - d. Volleyball Ireland – Winner of the National Governing Body of the year award 2022
2. References to the Companies Act 2014 have been cross referenced and updated where necessary.
3. Text language referring to the male gender have been changed to gender neutral language.

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.

The next steps are:

1. 30th August
 - Publish the Draft Constitution with the AGM Final Notice ahead of the 30th September AGM.
2. 30th September
 - Present the Constitution to the Cycling Ireland AGM for approval by Special Resolution (75%) as the new piece of governance legislation for Cycling Ireland for the future.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
CONSTITUTION
OF
IRISH CYCLING FEDERATION
As amended by special resolution on [dd/mm/yyyy] at
Irish Cycling Federation AGM

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draft

MEMORANDUM OF ASSOCIATION

1. The name of the company (hereinafter referred to as "the Company") is "Irish Cycling Federation" Company Limited by Guarantee trading as "Cycling Ireland".
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.
 - 2.1 The registered office of the Company is situated in Ireland.
3. The Company objects are:
 - 3.1 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') 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;
 - 3.2 The advancement of the sport and activity of Cycling by being the national federation and governing body in Ireland for the sport and activity of Cycling, recognised by the UCI, Sport Ireland and Sport Northern Ireland as having ultimate responsibility for the governance and promotion of the sport of Cycling in Ireland;
- 4 The following objects are subsidiary to and in furtherance of the main object:
 - 4.1 to establish friendly relations between cyclists, to assist the efforts of individuals and groups and to assist in the formation of new Affiliated Clubs;
 - 4.2 to arrange competitions and Irish National Cycling Championships as determined by the Company.
 - 4.3 to respect and promote compliance with and prevent any infringement of, and to take reasonable steps to ensure that its members respect and comply with the regulations of the Union Cycliste Internationale (UCI) and to co-operate with such other sporting associations as the Company shall from time to time approve;
 - 4.4 to promote principles of integrity, ethics and fair play with a view to preventing methods or practices such as corruption, doping or competition manipulation, which might jeopardise the integrity of Members, Participants, competitions or any of them;
 - 4.5 to promote, through its rules and regulations, adherence to the Code of Ethics and Good Practice for Children's Sport as published by the relevant regulatory authorities in Ireland and as amended from time to time;

- 4.6 to promote, through its rules and regulations, adherence to the Safeguarding and Protection Policies issued by the relevant regulatory authorities in Ireland and as amended from time to time;
- 4.7 to promote and strengthen good governance principles and practices at national level, and to encourage Members to adopt their own good governance principles;
- 4.8 to promote and plan for increased and sustainable diversity and inclusion within the sport and activity of Cycling, including the full participation of all genders at all levels of cycling governance;
- 4.9 to govern the sport of Cycling at national level, and to govern and supervise all forms of international cycling competitions throughout Ireland, in accordance with the UCI Regulations and any other directly applicable regulations of the UCI;
- 4.10 to provide for the representation of Ireland at international contests at home or abroad subject to approved policies;
- 4.11 to arrange for the organisation of cycling activities and events of every kind and description;
- 4.12 to provide facilities for cycling and to encourage the provision of facilities for cycling;
- 4.13 to decide and to seek to resolve all sporting disputes and to enforce any decisions or awards of the Federation in respect of such disputes, irrespective of whether the Federation is directly concerned in such dispute or not, that may arise between:
 - (A) Provincial Associations;
 - (B) Commissions;
 - (C) Clubs;
 - (D) Member€(E) any persons who are members of, or alleged to be members of, or are employed or engaged by, any such Provincial Associations, Commissions or Clubs;
 - (F) any other interested persons,

in reference to disciplinary matters and due compliance with the Regulations of the sport of Cycling, the Constitution, the UCI Regulations, or any other rules of the Federation but this object shall not extend to any contractual or employment dispute which is not provided for under the Disciplinary Regulations or the Terms of Reference for the appropriate Dispute Resolution mechanism.

- 4.14 To maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the

POWERS

5 The following powers shall enable the Company to achieve its main object:

- 5.1 To carry on any business which may be seen by the Company as capable of being conveniently carried on in connection with the above main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights, or interests;
- 5.2 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.
- 5.3 To employ such officials, staff or employees as are deemed advantageous or necessary to the Company from time to time provided such officials, staff or employees are not also Directors of the Company;
- 5.4 To provide or contribute towards the salaries, wages, stipends or any other reward or remuneration properly arising from the employment of any person for the purposes of the Company.
- 5.5 To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects;
- 5.6 To pay or remunerate any person, firm or Company (other than a director of the Company) for rendering services for and on behalf of this Company and to pay any costs, charges or expenses incurred or sustained by or in connection with the formation and incorporation of this Company;
- 5.7 To manufacture, purchase, sell, and deal in cycles, accessories, clothing and all other items and equipment relating to cycling;
- 5.8 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in whatever form and on such terms as the Company may determine. To establish, promote or otherwise assist any company and to promote or

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otherwise assist any person or firm for the purpose of acquiring all or any of the properties and/or liabilities or for furthering any of the objects of this Company or for the purpose of instigating or opposing any proceedings or applications which may be considered necessary, advantageous or useful to the Company;

- 5.9 To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill, assets, liabilities, and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on;
- 5.10 To acquire, whether on lease or by purchase or in exchange any estate, interest of tenure, whether in fee-simple, or for a freehold or leasehold or any other tenancy, estates, houses or portion thereof, buildings lands or other hereditaments, or to build, restore, alter, enlarge, repair, decorate, maintain, furnish and endow buildings, and to layout, alter and maintain lands provided that such premises be considered necessary, advantageous or useful to the Company for use in connection with its objects;
- 5.11 To construct, build, erect, alter, enlarge, demolish, lay down, maintain, any buildings, roads, bridges, walls, fences, banks and waterways and to carry out preliminary and associated works or contract, subcontract, and join with others to carry out or complete any of the aforesaid and to work, manage and control the same or join with any person, firm or company in doing so;
- 5.12 To acquire in any manner (including acquisitions by purchase out of funds of the Company) and hold any investments (being at the time of acquisition of a nature authorised by law for the investments of trust funds, or of a nature authorised by the trust of the funds out of which the same shall be acquired or by the donor of the same) and to apply the income thereof subject to any trust imposed by the donor or otherwise affecting the same for the preservation and maintenance of the property of the Company or any part or parts thereof or for any particular purpose of the Company or any part or parts thereof or for its general purpose.
- 5.13 To levy, charge, collect and receive subscriptions, levies, fees, grants and other payments from persons whether members or not and expend the same in furthering all or any of the objects of the Company or providing for the expenses of the Company;
- 5.14 To borrow or raise money in such a manner as the Company shall deem fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets, whether present or future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability undertaken thereby. Provided that no mortgage or other person or company advancing money or finance to the Company shall be concerned to enquire into the necessity or propriety of raising money or as to the amount required or the application thereof;
- 5.15 To enter into and carry into effect any arrangement with any person, firm, company or Government or Government Body or authority that may seem conducive to the

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Company's objects and to apply for, promote, and obtain from any person, firm, company or Government or Government body or authority any contracts, concessions, privileges, charters, decrees and rights which the Company may think is desirable and to carry out and exercise and comply with same;

- 5.16 To undertake and execute the office of nominee, trustee, executor, administrator, registrar, secretary, committee or attorney for any purpose and either solely or jointly with others and generally to undertake, perform and fulfil any office of trust or confidence;
- 5.17 To guarantee, support or secure, whether by mortgaging or charging all or any part of the undertaking, property and assets both present and future of the Company or both the performance and discharge or any contract, obligation or liability of a Company or of any person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interested whether directly or indirectly and in particular to give security for any debts, obligations or liabilities of any Company;
- 5.18 To carry on any business which may be seen by the Company as capable of being conveniently carried on in connection with the above main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;
- 5.19 To make and publish where necessary, rules and regulations for the governance of Cycling (in all its forms) in Ireland;
- 5.20 To provide and seek representation for the Company in Ireland and internationally;
- 5.21 To determine any matter referred to the Company under the provisions of the Rules and Regulation Relating to cycling published by the Company and authorised by the Board which may be amended thereby from time to time;
- 5.22 To invest any monies of the Company that it deems necessary to invest in any manner which may be thought fit and whether trustee investments or otherwise or in the purchase of freehold or leasehold properties with power from time to time to vary such investments;
- 5.23 To draw, make, accept, endorse, discount, negotiate and issue promissory notes, bills of exchange, warrants, Bills of Lading and other negotiable or transferable instruments;
- 5.24 To effect insurances and to take such other measures as may be considered necessary or expedient for the purposes of safeguarding and securing the Company and its Directors, Members, employees and people using its premises and any property of which the Company may be a trustee, manager, agent or custodian, against liability,

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- loss and damage of every description;
- 5.25 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;
- 5.26 To apply the whole or any part of the assets properly vested in the Company whether capital or income (i) in or towards payment of the expenses of the Company, or (ii) for or towards all or any of the purposes aforesaid or hereinafter mentioned;
- 5.27 To develop, improve, manage, cultivate, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company; and
- 5.28 To do all such things as may to the Company in its absolute discretion be deemed incidental and conducive to the attainment of all the main objects.

PRINCIPLES OF THE FEDERATION

- 6 To further the objects of the Federation, and in accordance with the principles of good governance required by the Federations affiliation to Sport Ireland, Sport Northern Ireland, and UCI, but subject to the other provisions of this Constitution and any provision of law, the Federation shall aspire and endeavour:
- 6.1 to promote and plan for greater and sustainable diversity and inclusion in participation in the sport and activity of Cycling in all disciplines of the Federation. Work towards this principle should include the development by the Federation, of a specific core strategic pillar within the wider strategic vision of the Federation to achieve greater gender diversity and inclusion in participation, administration and leadership throughout the Federation and the implementation of that strategy by the Federation in order to realise the intention of the Federation to:
- 6.1.1 ensure that a gender ratio of 60:40 is maintained on the Board of Cycling Ireland (provided that the failure to achieve such gender balance shall not invalidate any decision or act of, or appointment to, the Board); and
- 6.1.2 ensure that a gender ratio of 60:40 is encouraged throughout the organisation including attendees at the General Meeting and membership of the various sub-committees of the Board of Cycling Ireland (provided that the failure to achieve such gender balance shall not invalidate any decision or act of, or appointment to, the General Meeting or to any Committee).
- 6.2 to respect internationally recognised human rights and to promote the protection of these rights;

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- 6.3 to prohibit discrimination of any kind by any Member against a country, private person or group of people on account of race, skin colour, ethnic, national or social origin, gender, disability, language, religion, political opinion or any other opinion, wealth, birth or any other status, sexual orientation or any other reason;
 - 6.4 to remain neutral in matters of politics and religion and the Federation shall require that its Members (and that their respective members shall) be, and remain, neutral in matters of politics and religion;
 - 6.5 to avoid undue political interference;
 - 6.6 to manage its affairs independently and to procure that its own affairs are not unduly influenced by third parties;
 - 6.7 to require that its Members adopt procedures that guarantees the independence of elections or appointments of members of the bodies of the Federation;
 - 6.8 to promote friendly relations between its Members, Clubs, Provinces, Commissions and Officials for humanitarian objectives;
 - 6.9 to provide the necessary institutional means to resolve any internal sporting dispute that may arise between any of its Members, Clubs, Provinces, Commissions and Officials , or any of them;
 - 6.10 to require its members to:
 - 6.10.1 observe the Regulations, directives, decisions and the Code of Ethics of the Federation and the UCI;
 - 6.11 to recognise the jurisdiction of the CAS over matters of an international dimension as specified in the relevant provisions of the UCI Regulations;
 - 6.12 (subject to the exhaustion of all internal dispute resolution channels of the Federation) to refer any dispute of national dimension relating to the sport or activity of Cycling or the application of this Constitution or any Regulations to arbitration in accordance with the Regulations and the Disciplinary Regulations;
- 7 The income and property of the Company shall be applied solely towards the promotion of its main objects as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

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- 7.1 reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company;
 - 7.2 sums to any Director or to any firm or company in which the Director is a partner or a shareholder or an employee, in return for services actually rendered to the Federation, provided always that such services are:
 - 7.2.1 not services provided by the Director in the ordinary course of his or her duties to the Federation as set out in this Constitution or the Act; and
 - 7.2.2 provided on commercial arm's length terms and pursuant to a written contract awarded by the Federation following the completion of a tender process conducted under the supervision of the Board where the Director in question was not present at meetings when such tenders, contracts and payments were discussed or voted upon;
 - 7.3 interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the company to the Company;
 - 7.4 reasonable and proper rent for premises demised and let by any member of the Company (including any Director) to the Company;
 - 7.5 reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
 - 7.6 fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company.
- 8 The Liability of the members is limited.
- 9 Every member of the Company undertakes to contribute to the Assets of the Company in the event of the Company being wound up while they are a member or within one year after they cease to be a member for payment of the debts and liabilities of the Company, contracted before they cease to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among such amount as may be required not exceeding one Euro (€1).
- 10 If upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institute having objects similar to the main object of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under and by virtue of the Income and Property clause hereof, such institution or institutions to be determined by the members of the Company at or before the final dissolution and if and so far as effects cannot be given to this provision then to some other charitable objects. Final accounts will be prepared and submitted to Revenue that

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will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

- 11 No addition, alteration or amendment shall be made to the provisions of the main object clause, the income and property clause, the winding up clause, the keeping of accounts clause or this clause of the Constitution for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.
- 12 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 1180(1) of the Companies Act 2014, 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.
- 13 True accounts shall be kept of the sums of money received and expended by the Federation and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Federation, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations and/or policies of the Federation for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts shall be examined, and the correctness of the balance sheet ascertained by one or more qualified auditor(s). Such annual audited accounts shall be kept and made available to the Revenue Commissioners on request.
- 14 Notwithstanding clause 13 above, for so long as the Federation benefits from sports body tax exempt status from the Revenue Commissioners, (i) the Federation shall audit its accounts where its gross annual income exceeds €250,000, and (ii) the Federation shall keep and make available to the Revenue its annual audited accounts.
- 15 It is hereby expressed declared that each of the objects shall operate and be construed entirely independently of each other, and none of the objects shall be deemed to be subsidiary or dependent on any other object, provided always that the provisions of that clause shall be subject to the Company obtaining where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority that may be required by law.

It is hereby expressly declared that each sub-Clause of this Clause shall be construed independently of the other sub-Clauses hereof, and that none of the objects mentioned in any sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-Clause.

And it is hereby declared that in the construction of this clause the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in no way restricted by reference to or interference from the terms of any other paragraph or the name of the Company.

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Provided that the Company shall not support with its funds or endeavour to impose or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association.

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ARTICLES OF ASSOCIATION

DEFINITIONS AND PRELIMINARIES

In these Articles, unless inconsistent with the subject or context:

"Act" means the Companies Act, 2014 as amended from time to time;

"Appointed Director" A non-executive director appointed to the Board in accordance with Article 41.2

"Board" means the board of Directors for the time being of the Company;

"Board Member" means a member for the time being of the Board;

"CEO" means the Chief Executive Officer as the most senior executive in charge of managing the Company appointed by the Board;

"Clear Days" in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is stated to take effect;

"Club" means any club involved in the coaching, operation, promotion and/or management of cycling and associated disciplines in Ireland which is affiliated to the Company in accordance with these Articles;

"Company" means Irish Cycling Federation trading as Cycling Ireland;

"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 64 and 65;

"Delegate" means any person duly appointed by an Affiliated Club or a Standing Committee, to represent it as a delegate and vote on behalf of the Affiliated Club or Standing Committee's behalf (as appropriate) at any general meeting of the Company;

"Directors" means the directors for the time being of the Company and includes any person occupying the position of Director by whatever name called;

"Elected Director" An executive or non-executive director elected to the Board in accordance with Articles 41, 42 and 43.

"Electronic Communications" has the meaning given to those words in the Electronic Commerce Act 2000 and for the purposes of these Articles shall only include communication means or methods that have been approved by the Board in advance;

"Executive Posts" means the President, Federation Secretary and Treasurer of the Company;

"Ex-Officio" means, in relation to a person who is ex officio a member of the Board, any Standing Committee, Sub-Committee or similar body (each of the foregoing a "Relevant Body"), that such person has the right to attend and speak at, but not to vote or be counted in the quorum for the purposes of, any meeting of a Relevant Body of which they are an ex officio member.

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"Federation Secretary" means the Board Member elected pursuant to Article 41, 42 and 43 or otherwise in accordance with these Articles and having the role as set out in Article 63;

"General Meeting" means an Annual or Extraordinary General Meeting of the Company;

"The office" means the registered office for the time being of the Company;

"Ordinary Resolution" means a resolution passed by a simple majority of votes cast by Delegates representing Members entitled to vote and present at a general meeting of the Federation;

"President" means the President of the Company as elected by the members pursuant to Article 41, 42 and 43 and who shall carry out the functions as more particularly described in Article 60;

"Provincial Association" means 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."

"Province" A province is any one of the four provinces of Ireland;

"The Seal" means the common seal of the Company;

"Special Resolution" means a resolution passed by not less than 75% of votes cast by Delegates representing Members entitled to vote and present at a general meeting of the Federation;

"Standing Committee" means one of the committees listed in Article 71 and any committee created as a Standing Committee by the Board;

"Technical Regulations" means the uniform rules and regulations governing the operation and management of Cycling and associated disciplines in Ireland which are drafted by the Board or their nominated sub-committee and amended from time to time by the Board;

"Term" means the time between four successive Annual General Meetings;

"UCI" means the Union Cycliste Internationale;

"UCI Constitution" means the constitution of the UCI;

"Year" means a calendar year other than in the context of elections to any office under these Articles, where "Year" shall mean the period from the conclusion of one Company AGM to the conclusion of the next;

INTERPRETATION

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form provided that the expression shall not include writing in electronic form except as provided in these Articles and/or, where it constitutes writing in electronic form sent to the Company, the Company has agreed to its receipt in such form;

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Unless the contrary intention appears, the use of the word "address" in these articles in relation to Electronic Communications includes any number or address used for the purpose of such communications;

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Words importing the singular number only shall include the plural number and vice versa and words importing a person shall include any individual, firm, body corporate, association or partnership, government or state or agency of a state, local authority or government body or any joint venture (whether or not having a separate legal personality)

Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time modified or re-enacted;

Expressions referring to execution of any document shall include any mode of execution under seal or under hand or under any mode of electronic signature as shall be approved by the Board and expressions referring to receipt of any electronic communications shall, unless the contrary intention appears, be limited to receipt in such manner as the Company has approved;

As a member of the UCI the Company recognises its obligations to comply with the Regulations of the UCI. In the case of any conflict between these Articles and the Regulations of the UCI the Regulations shall prevail.

The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

1. 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).
2. For the purpose of registration, the number of Members is declared to be unlimited but shall not be less than three.
3. The Board may at its sole discretion refuse membership to any applicant or revoke membership from a class as set out in Article 4.
4. There shall be eight 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:
 - 4.1. Full Competition Membership
 - 4.2. Limited Competition Membership
 - 4.3. Leisure Membership
 - 4.4. Junior Membership
 - 4.5. Youth Membership
 - 4.6. Cycling Supporter Membership
 - 4.7. Commuter Membership
 - 4.8. Honorary Membership
5. Any individual wishing to apply for membership of the Federation must:
 - 5.1. complete the appropriate application form and make the requisite payment
 - 5.2. make a payment for any outstanding fines, levies or other debts owed to the Federation
 - 5.3. agree to abide by the Federation's Articles, Bye Laws, and any Regulations or Policies including but not limited to the Technical Regulations, agree to abide by the Disciplinary Regulations, Anti-Doping Regulations, Safeguarding Regulations, and the Equality Policy as updated from time to time
 - 5.4. agree to abide by any other conditions as may be set by the Board on their category of membership from time to time, subject to the Act; and
 - 5.5. The Board may accept or reject any such application in its absolute discretion and may suspend any membership pursuant to the Disciplinary Regulations.

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AFFILIATED CLUBS

6. 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.
7. Affiliated Clubs shall have the following rights:
 - 7.1. the right to notice of, and to attend at, general meetings of the Company;
 - 7.2. the right to nominate Delegates in accordance with the provisions of Article 25 to attend general meetings of the Company. Such Delegates shall have the right to speak and the right to vote at general meetings.

CLUB MEMBERS

8. A Club Member is a private individual being a member of an Affiliated Club who, has paid the annual subscription to Cycling Ireland determined by the Annual General Meeting from time to time.
9. Club members shall have the right to attend and at the discretion of the chair to speak at, general meetings of the Company but not the right to vote at general meetings.

HONORARY MEMBERS

10. An Honorary Member - a person whom the Company may wish to honour for distinguished service in the cause of cycling may be appointed by the Board of the Company as an Honorary Member provided that there shall not be more than twenty such at any one time. An Honorary member is appointed for life or until they resign, retires, or is removed as hereinafter provided.
11. Honorary Members shall have the right to attend and at the discretion of the chair to speak at, general meetings of the Company but shall not form part of the quorum or have the right to vote except when they are nominated as delegates from an affiliated club or as a delegate from a sub-committee of Cycling Ireland.

UN-ATTACHED MEMBERS

12. An Un-Attached Member - a private individual not being a member of an Affiliated Club who, wishing to be affiliated to the Company shall pay an annual subscription determined by the Annual General Meeting from time to time.
13. Un-Attached Members shall have the right to attend at general meetings of the Company but not the right to vote. At the discretion of the Chair an Un-Attached Member may speak at general meetings.

14. Except for an offence under anti-doping regulations if the conduct of any Member is such as shall in the opinion of the Board be injurious to the character or interests of the Company or render that Member unfit to remain a Member of the Company, or if any Member shall refuse or wilfully neglect to comply with any of these Articles or if the Board shall for any good reason require that a Member be expelled from membership the Board may by a resolution of a majority of at least three-quarters (75%) of the Board present and voting at a Board meeting specially convened for this purpose suspend such Member from membership indefinitely or otherwise limit for a stated period the rights of membership of that Member or may expel such a member from membership of the Company provided that such a Member shall have fourteen (14) Clear Days' notice sent to them of the Board meeting and shall be entitled to attend such a meeting and be heard in their defence but shall not be present at the voting or take part in the proceedings otherwise than as the Board shall permit. Notice under this Article shall be deemed to have been served and delivered if it is sent by post in accordance with the provisions set out in Article 87.
15. Expulsion/Suspension of members and appeals against such expulsions/suspensions, for breaches of anti-doping regulations, shall be in accordance with the anti-doping regulations in force at the time the offence was discovered.
16. An appeal against the resolution of the Board under Article 14, or an appeal against any other resolution of the Board, may be made by the member concerned in accordance with the disciplinary regulations in the at the time the offence was discovered.
17. Any cessation of membership of the Company howsoever occurring:
 - 17.1.1. shall not entitle the Member to repayment of the whole or any part of any contribution or subscription previously paid by them; and
 - 17.1.2. shall be without prejudice to the Member's liability to pay any contribution or subscription which has become due and payable before such cessation.
18. The rights of any member shall not be transferable and shall cease:
 - 18.1. On the demise of a member or on the cessation of an Affiliated Club. Cessation is defined as per Articles 18.2 or 18.3 hereof or failure to hold an Annual General Meeting within a fifteen-month period;
 - 18.2. 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;
 - 18.3. On being expelled by a resolution of the Board under Article 14 hereof. Cessation of membership shall not be effective until the time limits and further conditions for an appeal

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as laid out in Article 16 are complied with.

19. The amounts of annual membership subscriptions shall be decided by vote at the Annual General Meeting of the Company on the recommendation of the Board. In the event of the said Board's recommendation not being accepted, the annual members' subscriptions shall remain as in the previous year or they shall be increased by that amount which was passed by way of an amendment to the motion of the Board by a majority of the members entitled to vote at the Annual General Meeting.
20. Any person who is admitted to membership in November or December of any year shall be liable only to pay the annual subscription for the succeeding calendar year.
21. 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.
22. If a member has not paid his subscription by the 31st of December in any year or in accordance with the provisions of Article 21, they cease to be a member unless they can show good reason for their default. The Board of the Company shall have the sole and final discretion in deciding if a reason shown by a member shall be deemed to be a "good reason".

GENERAL MEETINGS

23. An Annual General Meeting (AGM) shall be held once in every year (not being more than fifteen months after the holding of the last preceding AGM) and at such time and place as may be prescribed by the federation at the last preceding AGM or as otherwise fixed by the Board. All other general meetings shall be call Extraordinary General Meetings (EGM).
24. Subject to the provisions of the Act, a general meeting of the federation may be held either in full or in part by electronic communications.
25. At all General Meetings:
 - 25.1. Delegates from 5% of the federation's Affiliated Clubs present and entitled to vote shall be a quorum.
 - 25.2. Affiliated Clubs registered with the federation for at least six months prior to the date on which the General Meeting is due to take place shall be entitled to vote in accordance with the provisions of Article 36. However, in the event that a General Meeting is held in the months of June, July or August in any year, Affiliated Clubs registered with the federation for at least three months prior to the date on which the General Meeting is due to take place shall be entitled to vote in accordance with the provisions of Article 36.
 - 25.3. There shall be no voting by proxy.

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- 25.4. The Chair (as defined in Article 34.2) shall have a casting vote in addition to their right to vote as a Board Member as per Article 36.
26. Without prejudice to the powers of the Board to include on the agenda of any AGM such other matters as they may, in their absolute discretion, think fit, the business of the AGM shall include the following matters:
- 26.1. the receipt and consideration of the minutes of the preceding general meeting;
 - 26.2. the receipt and consideration of the Association's statutory financial statements, of the report of the statutory auditors on those statements and on the report of the Board;
 - 26.3. the Ratification, election and re-election of Directors in accordance with Articles 41 to 47 inclusive;
 - 26.4. to fix the rate of annual subscription fees for members to the federation for the following calendar year.
 - 26.5. the appointment or re-appointment of statutory auditors save where they are deemed re-appointed in accordance with Section 383(2) of the Act;
 - 26.6. the review of the Federations' affairs including motions and nominations as outlined in Articles 28 and 29;
 - 26.7. the transaction of all such other business as provided for by the agenda (if any).

NOTICE OF GENERAL MEETINGS

27. Subject to section 181 of the Act and Article 27, the Company shall give the Members 60 Clear Days' notice in writing of the AGM.

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 89 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.

28. 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

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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 30 clear day deadline for the receipt of motions in advance of the AGM. The Company Secretary shall be the focal point for any correspondence to the relevant Board Sub-Committee.

29. 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 30 clear day deadline for the receipt of nominations in advance of the AGM-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.

30. NOTICE OF EXTRAORDINARY GENERAL MEETINGS

- 30.1. The Board may, whenever it thinks fit, convene an EGM respecting the timelines as set by this Constitution.
- 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.
- 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 Federation and may consist of several documents in like form each signed on behalf of one or more requisitionists.
- 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.
- 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.
- 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.
- 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.

31. Each notice of a general meeting shall specify the date, hour and place at which it is intended to hold the said meeting. Notice of a general meeting will be sent in accordance with Articles 84, 85, 86, and 87.
32. The Annual General Meeting will be held on a rotational basis across the four provinces.
33. The accidental omission to give notice or the non-receipt of such a notice specified above to a Member entitled to be present and voting at a general meeting shall not in itself invalidate the proceedings at a general meeting.

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PROCEEDINGS AT GENERAL MEETINGS

CONDUCT OF THE MEETING:

34. No business shall be transacted at any general meeting unless:
 - 34.1. a quorum (as defined in Article 25.1) be present when the meeting proceeds to business. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened on the requisition of members of the Company shall be dissolved. In any other case, it shall stand adjourned to the same day next in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if

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at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Delegates present shall be a quorum.

- 34.2. The President or failing them a Vice President shall preside as Chair, (“the Chair”) at every General Meeting of the Company.
- 34.3. The President or, in their absence, the Vice-President shall preside as chairperson at every general meeting. If neither the President nor the Vice-President is present within 15 minutes after the time appointed for the holding of the meeting or is present but unwilling to act, the Board shall choose one of their number to preside as chairperson for the duration of that general meeting.
- 34.4. The chairperson of a general meeting with the consent of any meeting at which a quorum is present may (and shall, if so directed by the meeting) adjourn any general meeting from time to time, and place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 34.5. If at such adjourned meeting a quorum be not present, those members entitled to vote and being present shall be deemed to be a quorum and may do all the business which a full quorum might have done.
- 34.6. The chairperson of a general meeting shall ensure that the general meeting is conducted in compliance with the Constitution and the Regulations, shall open and close the general meeting and manage the debates held at it, and, unless the General Assembly decides otherwise, grant Delegates permission to speak and conduct all discussions.

VOTING BY BALLOT

35. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by alternative means as determined by the Chairperson unless a Ballot is demanded before any vote on the resolution is taken, whether by a show of hands or by alternative means as determined by the Chairperson :
 - 35.1.1. by the chairperson of the general meeting,
 - 35.1.2. by at least three delegates present in person and eligible to vote;

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- 35.2. Unless a ballot is so demanded, a declaration by the Chair that the resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 35.3. A demand for a Ballot may be withdrawn by the person or persons who have made the demand.
- 35.4. Except as provided in Article 35.5 hereof if a ballot is duly demanded it shall be taken in such manner as the Chair directs and the result of the ballot be deemed to be the resolution of the meeting at which the ballot was demanded.
- 35.5. Where there is an equality of votes, whether on a show of hands or on a Ballot, the chairperson of the general meeting shall have a casting vote.
- 35.6. The ballot, demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith. A ballot demanded on any other question shall be taken at such time as the Chair of the meeting directs, any business other than that upon which a ballot has been demanded may be proceeded with pending the taking of the ballot.

VOTING AT GENERAL MEETINGS

36. Affiliated Clubs, compliant with Article 25.2 hereof having:
 - 36.1. 6 - 19 members shall be entitled to have two Delegates attend at any General Meeting of the Company;
 - 36.2. between 20 and 49 members shall be entitled to have 3 Delegates attend at any General Meeting of the Company;
 - 36.3. between 50 and 99 members shall be entitled to have 4 Delegates attend at any General Meeting of the Company;
 - 36.4. having 100 members or more shall be entitled to have 4 Delegates and 1 extra Delegate for every 100 members after that attend at any General Meeting of the Company.
37. All nominated Delegates who for the avoidance of doubt cannot be employees of the Company or Board Members must present themselves to the Company Secretary or persons appointed by the Company Secretary and advise the Company Secretary or the person so appointed which Affiliated Club or Standing Committee they are representing at that General Meeting, prior to the commencement of that General Meeting.

In addition every member of the Board shall have a single vote at General Meetings of the Company.

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Furthermore, any Standing Committee established by the Board pursuant to Article 71 shall be entitled to have two Delegates attend at any General Meeting of the Company.

Pursuant to Article 25.2 each Delegate may only cast one vote for their Affiliated Club (of which he must be a member) or Standing Committee.

In addition, those casting votes must be at least 18 years old as at the date of the General Meeting.

38. No Delegate shall be entitled to attend or vote at any general meeting unless all Membership Fees due by them and/or their club and any other amounts immediately payable to the Federation by the Member whom that Delegate represents and which have been demanded in writing by the Federation, prior to the general meeting in question, have been paid.
39. No objection should be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered. Every vote not disallowed at such a meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
40. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, such discovery shall not affect the validity of any resolution or matter passed or done at the general meeting, unless an objection to such votes be taken at the same meeting and where the chairperson of the meeting shall decide that the error is of sufficient magnitude to affect such resolution or matter.

THE BOARD

41. The management, governance and control of the Company shall be vested in the Board. The Board shall be constituted as set out in this Article and, save as otherwise provided in these Articles, shall carry out its functions in accordance with the Constitution and with the Act.
 - 41.1. The Board shall comprise of up to ten persons, six of whom shall be elected as per articles 50, 51 and 52 hereof and who will be members.
 - 41.2. 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.
 - 41.3. The Board should ensure that a gender ratio of 60:40 is maintained on the Board of Cycling Ireland (provided that the failure to achieve such gender balance shall not invalidate any decision or act of, or appointment to, the Board);
42. 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.
43. Persons whom it is intended putting forward for election to the executive posts of President, Federation Secretary or Treasurer shall be nominated as standing for election for each such respective post. The President, Federation Secretary and Treasurer shall be elected by the

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Annual General Meeting to fill each of those posts respectively and the other Board Members not holding executive posts shall also be elected, for a term by the Annual General Meeting.

44. A Board Member may not apply for employment with the Company. No person shall become a Board Member of the Company who has been an employee of the Company within three years of seeking to be appointed as a Board Member.
45. Subject to the provisions of Article 46 and 47, a person appointed or elected 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.
46. 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.
47. 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.
48. At a General Meeting of which extended notice has been given in accordance with Section 146 of the Act, the Company may by ordinary resolution 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.
49. The Board will select from its number a person to act as Vice President.
50. 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.
51. 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 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.

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52. 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.
53. 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.
No co-options will occur in the time period from the initial notification of the AGM and the date of the AGM.
54.
The Board shall meet at least once every three months and Board meetings shall be called in accordance with the standing orders for the Board. Questions arising at the meeting shall be decided by a majority of votes. The Chair shall have a casting vote in the event of a tie. A meeting shall be convened at any time on the requisition of three members of the Board.
55. A Director shall not vote in respect of any contract, appointment, or arrangement in which there are interested and they shall not be counted in the quorum present at the meeting during the time when the contract, appointment or arrangement is discussed and voted upon.
56. 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.
57. Any Director may participate in a meeting of the Board by means of a conference or other telecommunication facility between some or all of the Directors who are not all in one place, but each of whom is able (directly or by means of telephonic, video, or other electronic communication) to speak to each of the others and to be heard by each of the others. Any Director so participating in such a meeting will be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum. Accordingly, where a Director is unable to speak or be heard by the other Directors during a meeting being held by a conference or other telecommunication facility, but where a quorum is present without counting such Director, the meeting may proceed to consider the business of the meeting.
58. The continuing members of the Board may act, notwithstanding any vacancy in their number. However, if and for so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the continuing members or member may act for the purpose of increasing the number of members to that number, or if summoning a General Meeting of the Company but for no other purpose.
59. The President or failing them, a Vice President, shall preside as Chair at any meeting of the Board and if none of such persons is present within fifteen minutes after the time appointed for the holding of the meeting or if such person is unwilling to act, the Board Members present shall

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elect one of their number to be Chair of their meeting.

THE PRESIDENT

60. The duties of the President shall include (but not be limited to) liaising with the Chief Executive Officer on the day-to-day management of the Company and with the Chief Executive Officer, the Federation Secretary, Treasurer, and any relevant committees on other matters as appropriate.

THE VICE PRESIDENT

61. The Vice President 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 their duties and to act as a substitute for the President when they are unavailable to perform the duties of the President for whatever reason or when the role of President is vacant until a replacement is elected at a General Meeting.

THE TREASURER

62. Subject to the duties of the Board and to the provisions of the Act, the Treasurer shall be a person with such professional accounting expertise as satisfying criteria as determined by the Board. The Treasurer shall lead the relevant sub-committee of the board, who shall, through the Chief Financial Officer (CFO), have oversight of 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.

THE FEDERATION SECRETARY

63. The Federation Secretary shall be a person with the necessary organisational skills and knowledge to act as Federation Secretary. The Federation Secretary's duties should assist the Company Secretary with issuing notices and agenda of all meetings of the Board and of the Company within the appropriate time limits, recording minutes of all meetings of the Board and of the Company, attending to correspondence as Federation Secretary of the Company on behalf of the Board, carrying out all such other administrative and management duties as the office of the Federation Secretary requires from time to time, and any other duties assigned to the Federation Secretary from time to time.

THE COMPANY SECRETARY

64. The Company Secretary shall be a person with the necessary organisational skills to act as Company Secretary. The Company Secretary's duties shall include keeping the register of Members up to date, keeping the statutory registers, books, and records of the Company up to date, and making all statutory filings on behalf of the Company to the necessary authorities.

65. The Company Secretary shall be appointed by the Board from time to time for such term and upon such conditions as the Board thinks fit. Any Company Secretary so appointed may be

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removed by the Board at any time and the Company Secretary may resign from their position on giving notice in writing to the Board.

CHIEF EXECUTIVE OFFICER (“CEO”)

66. The Executive shall be led by the Chief Executive who shall be appointed by the Board and employed by the Company as a paid official. The remuneration and terms of engagement of the Chief Executive shall be decided by the Board on the recommendation of the People and Culture Committee. The Chief Executive or their nominee shall, if so invited by the Board, attend meetings of the Board and shall, in any event, perform all duties which the Board from time to time may require.

67. The Chief Executive Officer shall be responsible for the day to day running of the Company subject to the provisions of the Act and as prescribed by the Board. The CEO shall report to the Board accordingly at its meetings and shall liaise with the President between Board meetings.

BORROWING POWERS

68. The Board may exercise all the powers of the Company to borrow money, and to mortgage, or change its undertaking and property or any part thereof and to issue debentures, debenture stock or other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD

69. Governance - The business of the Company shall be governed by the Board who may exercise all such powers of the Company and do on behalf of the Company all acts as may be exercised and done by the Company, save for those acts required by the Act or the Regulatory Documents to be exercised or done by the Company in a General Meeting. No regulation made by the Company in a General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

70. 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):

A) competition rules;

B) technical regulations;

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;

D) rules to combat doping in cycling or sport and to ensure compliance with national and international rules relating to anti-doping;

E) disciplinary regulations;

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F) appeals procedure;

G) rules for the promotion and organisation of competitions and activities;

H) mechanisms for co-ordinating the arrangement of and the date of fixtures of cycling competitions; and

I) mechanisms for co-ordinating the commercial activities of the sport of cycling and any televising or broadcasting of cycling competitions.

SUB-COMMITTEES

71. 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:

- A) Standing Committees (e.g., Provincial Association, Commissions and College of Commissaires) who will report to the CEO or their designate, or
- B) 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) who will report to the Board, or
- C) Ad-hoc Committees which may be short-term, task-focused in nature (e.g. Technical Working Group, High Performance Working Group) who will report to the CEO or their designate.

71.1. 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.

71.2. Membership of Standing Committees is limited to members of the Company. No person can be a full member (i.e., having voting rights and counting towards the quorum of the relevant Standing Committee) of more than two Standing Committees at any time and no person shall hold the positions of either Chair, Secretary or Treasurer of more than one standing Sub-Committee at any time.

71.3. No sub-committee shall have any powers, except where expressly instructed by the Board and stated within its terms of reference.

71.4. 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.

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- 71.5. All acts and proceedings of sub-committees shall be reported at regular intervals to the Board.
- 71.6. The Board shall have the power to dissolve and/or suspend the activities of any Sub-Committee for stated reasons.
72. The Board may, from time to time and at any time, by Power of Attorney appoint any Company, firm, person, or body of persons, whether nominated directly or indirectly by the Board to be the Attorney or Attorneys of the Company for such purposes and with such power, authorities and discretions (not exceeding those vested or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit.
- Any such Powers of Attorney may contain such provisions for the protection and the convenience of persons dealing with any such Attorney as the Board may think fit and may also authorise any such Attorney to delegate all or any of the powers, authorities and discretions vested in them.
73. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be drawn, signed, accepted, endorsed, or otherwise executed as the case may be, by such person or persons and in such a manner as the Board may from time, by resolution, determine.
74. The Board shall keep proper minutes of all appointments of officers made by the Board and of the proceedings of and business transacted at all meetings of the Company, Board and any committees of the Board including the use of the Common Seal. Any such minutes, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further approval required.
75. A resolution in writing, agreed in writing by a majority of the Board, shall be as valid as if it had been passed at a meeting of the Board duly convened.
76. All acts bona fide done by any meeting of the Board or any committee of the Board or by any person acting with the authority of the Board shall, notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
77. No member of the Board shall be disqualified by their office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or arrangement entered into by, or on behalf of the firm or Company in which any Member of the Board shall be in any way interested, be thereby voided. Any member of the Board shall be liable to account to the Company for the profits arising from any such office or profit realised by any such contract or arrangement by reason only of such member of the Board holding that office or of the contractual relations thereby established. The nature of such interest must be disclosed by them at the meeting of the Board at which the contract or arrangement is first taken into

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consideration if their interests then exist. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, the disclosure of their interest should be made at the first meeting of the Board, held after they have become so interested. Any member of the Board may not vote in respect of any contract or arrangement in which they are so interested as aforesaid.

REMOVAL FROM THE BOARD

78. The General Meeting of the Company may by Ordinary Resolution remove any Director before the expiration of their period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director.
79. Without prejudice to any other provisions of these Articles, the office of Director shall be vacated:
- 79.1. If a receiving order is made against them or they make any arrangement or composition with their creditors; or
 - 79.2. If a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
 - 79.3. Becomes prohibited from being a member of the Board by reason of any order made under Section 839 of the Act; or
 - 79.4. Resigns their office by notice in writing to the Company Secretary; or
 - 79.5. Is convicted of an indictable offence other than an offence under the Road Traffic Acts unless the Board otherwise determines; or
 - 79.6. If they are appointed to a position of employment within the Company; or
 - 79.7. If they have been absent from three consecutive Board meetings without special leave of absence being granted by the Board or where the Board, by simple majority, resolve that this provision shall not apply in any specific instance; or
 - 79.8. If they are removed from office by ordinary resolution duly passed pursuant to section 146 of the Act; or
 - 79.9. 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;

THE SEAL

80. The Company shall have a common seal which shall be under the charge of the Board. The Seal shall be used only by the authority of the Board or of a Committee authorised by the Board in that behalf.

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Any instrument to which the Seal shall be affixed shall be signed by a Director or by some other person appointed for the purpose by the Directors or by such Committee of them and shall be countersigned by a second Director or by the Company Secretary or by some other person appointed or authorised by the Directors for that purpose.

ACCOUNTS

81. The Board shall cause or shall delegate to the Executive to cause adequate accounting records to be kept relating to:
 - 81.1. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
 - 81.2. All sales and purchases of goods by the Company; and
 - 81.3. The assets and liabilities of the Company.
82. Adequate accounting records shall be deemed to have been maintained if they explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
 - 82.1. The accounting records shall be kept at the registered office of the Federation or subject to section 283 of the Act, at such other place as the Board thinks fit, and shall at all reasonable times be open to the inspection of the Board.
 - 82.2. The Board shall, from time to time determine whether and to what extent and at what time and place and on what conditions the accounts and books of the Company or any of them should be open to inspection by members, not being members of the Board and no member not being a member of the Board shall have any right of inspection of any account or book or document of The Company except as conferred by statute as authorised by members of the Board or by the Company in General Meeting.
 - 82.3. The members of the Board shall from time to time, in accordance with the Act cause to be prepared and be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheet, group accounts and reports as are required by the Sections to be prepared and laid before the Annual General Meeting of the Company.
 - 82.4. A copy of any balance sheet, including every document required by law to be annexed thereto, is to be laid before the Annual General Meeting of The Company together with a copy of the Directors' Report and Auditor's Report and shall, not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.
 - 82.5. A copy of the Audited Annual Accounts shall be made available to the Revenue Commissioners on request.

AUDIT

83. The financial year end of the Company shall be such date as the Board may decide, subject to the provisions of the Act.
84. The Company at each AGM shall appoint auditors to hold office until the next AGM and to carry out a yearly audit of the accounts of the Company and the following provisions shall have effect:
- 84.1. An officer or member of the Board shall not be capable of being appointed statutory auditor of the Company.
- 84.2. Every statutory auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to receive from the Company, the Company Secretary, the Executive, and any Committee, all such information and explanations as may be necessary for the performance of the duties of the auditor.
- 84.3. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.

BYE-LAWS

85. 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.
86. 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..

NOTICES

87. A notice to be served in pursuance of the Act may be served by the Association to any Member either in writing or by electronic means subject to the provisions of this Article and the Act.
88. A notice in writing may be served on or given to the Member in one of the following ways:
- 88.1. by email or other electronic means (including being made available or displayed on a website);
- 88.2. by delivering it by hand to the Member or their authorised agent;
- 88.3. by leaving it at the usual, registered or notified address of the Member; or
- 88.4. by sending it by post in a prepaid letter or by courier to the usual or notified address of the Member; or

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- 88.5. and each of the Members hereby consents to the above means being used and further agrees to provide the Company with an email address to which notices may be served or given.
89. Any notice or documents served, delivered or given in accordance with the provisions of Article 88 shall be deemed, in the absence of any agreement to the contrary between the Company and the Member, to have been served or given:
- 89.1. in the case of service by email or other electronic means, 12 hours after dispatch;
- 89.2. in the case such notice or document is given, served or delivered by being made available or displayed on a website, 12 hours after being made so available or so displayed;
- 89.3. in the case of its being delivered, at the time of delivery (or, if delivery is refused, when tendered);
- 89.4. in the case of it being left, at the time that it is left;
- 89.5. in the case of it being posted (to an address in the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
- (A) on a Friday – 72 hours after dispatch; or
 - (B) on a Saturday or Sunday – 48 hours after dispatch;
- 89.6. in the case of it being posted (to an address outside the State) on any day other than a Friday, Saturday or Sunday, 24 hours after dispatch and in the case of its being posted (to such an address):
- (A) on a Friday – 168 hours after dispatch; or
 - (B) on a Saturday or Sunday – 120 hours after dispatch,
90. The non-receipt of a notice of any general meeting, or meeting of the Board or of a Committee by any member of such bodies shall not invalidate the proceedings at such meetings.

USE OF ELECTRONIC COMMUNICATION

91. Notwithstanding any other provision of these Articles, whenever any person (including without limitation the Company, the Board, a Director, the Company Secretary, any officer of the Company, any member of any Committee, any member of the Executive, a Member or any other person) is required or permitted by these Articles or otherwise to give or receive information in writing such information may be given or received in electronic form, whether as an electronic communication or otherwise in such manner or form and subject to such terms, conditions or restrictions as the Directors may, subject to the Act, determine or approve from time to time in their absolute discretion.

92. Subject to the provisions of the Act, every Director or member of a Committee appointed by the Board or by the General Meeting or any agent of the Board or of such a Committee, auditors, Company Secretary, Executive and every other officer for the time being of the Company provided they are acting in accordance with the law and in good faith, shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities including any such liabilities as are mentioned in paragraph (3) of the provision in Section 235 of the Act. Any liability incurred by any of them in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such capacity where judgment is given in their favour or in which they are acquitted, or in connection with any application under section 233 of the Act in which relief is granted to them by the Court.

DISPUTE RESOLUTION

93. Subject to the exhaustion of all internal dispute resolution channels of the Company, disputes relating to the sport and activity of Cycling, the application of this Constitution or the Regulations shall be referred to arbitration in accordance with the Regulations and the final decision of such person appointed as arbitrator shall be final and binding on the parties to the exclusion of any ordinary court, unless prohibited by the laws of Ireland.
94. Each such dispute or difference shall be referred to Sport Ireland's dispute resolution body 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.
95. 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 Sport Dispute Solutions Ireland (SDSI) arbitration in accordance with Article 94 above.
96. 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.
97. The effect of this Article is to prohibit any party to such dispute or difference from commencing legal proceedings before the Courts.
98. Disputes of international dimension arising from or related to the relevant provisions of the regulations, directives and decisions of the UCI shall be submitted in the last instance to the Court of Arbitration in Sport.