

MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF THE BRITISH CYCLING FEDERATION

1. The name of the Company is The British Cycling Federation ("the BCF").
2. The BCF's registered office is the National Cycling Centre, Stuart Street, Manchester M11 4DQ.
3. The BCF's objects are :
 - (a) to encourage, promote, develop and control the sport and pastime of cycling in all its forms amongst all sections of the community in Great Britain, the Isle of Man and the Channel Islands;
 - (b) to support and protect the interests of their members, by all such lawful means as the National Council of the BCF may from time to time think fit;
 - (c) to represent in the Congress of the Union Cycliste Internationale the BCF and cycling associations of such members of Commonwealth Associations as are not directly affiliated to that organisation and
 - (d) to issue licences for the purposes of international cycle racing to BCF Members and the individual members of Commonwealth Associations.

In furtherance of the BCF's objects the BCF shall have power :

- 1) to acquire by any means any property or rights whatsoever;
- 2) 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 BCF;
- 3) to dispose of by any means the whole or any part of any undertaking, property and rights of the BCF;
- 4) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the BCF;
- 5) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the BCF's undertaking and property (whether present or future) the discharge of any obligation of the BCF or any other person;
- 6) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person;
- 7) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- 8) to establish and subsidise or support any other association, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- 9) to pay out of the funds of the BCF all expenses which it may lawfully pay with respect to its formation and registration;

- 10) to acquire and undertake the whole or any part of the assets and liabilities of any other body or person, and to amalgamate with any other body.
 - 11) to do all things as are necessary to the attainment of the above objects or any of them.
4. The liability of the members is limited.
 5. Every member of the BCF undertakes to contribute such amount as may be required (not exceeding £1.00) to the BCF's assets if it should be wound-up while he is a member or within one year after he ceases to be a member, for payment of the BCF's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves.
 6. The profits or other income of the BCF shall be applied in promoting its objects, and no dividends shall be paid to its members.
 7. On a winding-up of the BCF all its assets which would otherwise be available to its members generally shall be transferred either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the BCF).

Signed on behalf of the British Cycling Federation.

Brian Cookson – President

Jim Hendry – General Secretary

9th March 2000.

ARTICLES OF ASSOCIATION

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ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1985 to 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE BRITISH CYCLING FEDERATION

Company Number: 3943494

Incorporated on the 9th day of March 2000

1. Interpretation

1 The following terms shall, for the purposes of these Articles, bear the meaning set opposite them:

“the Act”	The Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment for the time being in force.
“the BCF”	The above-named company.
“Board”	The Board of the BCF established in accordance with Article 44, the members of which are the Directors of the BCF for the purposes of the Act.
“the Chief Executive”	The Chief Executive of the BCF appointed by the Honorary Officials.
“the Regions”	Such groups of the membership geographically divided as set out in Article 30.
“Regional Council”	The council of each Region as specified in Article 30(a).
“Regional Councillor”	An individual nominated by a Member Organisation in accordance with Article 6(b).
“Due Date”	1st January of each year.
“General Meeting”	An Annual or Extraordinary General Meeting of the BCF.
“the Company Secretary”	The Company Secretary of the BCF appointed in accordance with Article 39.
“Honorary Directors”	Those Members appointed in accordance with Article 10.
“Honorary Officials”	The Honorary Directors and President for the time being of the BCF.
“In writing”	Written or printed or partly one and partly another and other modes of representing or reproducing words in visible form (including e-mail).
“Life Members”	Individuals nominated by the Board and/or National Council for life membership.

“Members”	The individual and Life Members of the BCF together
“Member Organisation”	A cycling club affiliated to the BCF.
“National Council”	A General Meeting of the BCF.
“National Councillor”	A representative of the Regional Council in a General Meeting.
“National Executive Board”	The National Executive Board of the unincorporated body known as the British Cycling Federation immediately prior to the adoption of these presents.
“the Office”	The registered office of the BCF.
“President”	The President of the BCF appointed in accordance with Article 10(a)
“Register of Members”	The BCF’s register of members.
“Rules”	The rules and regulations of the BCF (including, without limitation, the bye-laws and rules for Members, Member Organisations, Regional Council and National Council) made by the National Council and amended from time to time.
“these presents”	These Articles of Association, the Memorandum of Association and the Rules of the BCF from time to time in force.

(a) Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

(b) Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof enforced at the date on which these Articles become binding on the BCF shall, if not consistent with the subject or context, bear the same meanings in these presents

- 2 The number of members is unlimited.
- 3 The provisions of Section 352 of the Act shall be observed by the BCF and every member of the BCF shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

MEMBERSHIP

- 4 All Members of the unincorporated body known as the British Cycling Federation immediately prior to the adoption of these presents shall become Members of the BCF at the date of the adoption of these presents and the Board shall at its sole discretion admit other persons in accordance with the provisions hereinafter contained to be Members of the BCF, and their names shall be entered in the Register of Members accordingly. No person shall be admitted as a Member unless approved by the Board.
- 5 (a) Members shall be admitted from time to time by the Board in accordance with the classes of membership decided by the National Council. To qualify to vote through a Member Organisation or for an individual to represent him at the relevant Region as his Regional Councillor, a member must be a member of that Member Organisation. All members may vote as individuals in accordance with Article 28.

- (b) Applications for membership shall be made to the Federation's headquarters on such terms as the Board shall require from time to time and in such a manner as the Board deem to be appropriate.
 - (c) Eligibility for Life Membership shall be in accordance with the Rules.
- 6
- (a) Any organisation wishing to become a Member Organisation shall forward to the Federation's headquarters a signed application of affiliation whereupon the Board shall in its absolute discretion decide whether to accept or decline the application in accordance with the Rules.
 - (b) Each Member Organisation, in accordance with the Rules, may nominate a Member as their Regional Councillor and/or withdraw such nomination and substitute such Regional Councillor by notice in writing to the Regional Secretary signed by an officer of the Member Organisation.
 - (c) Each Regional Councillor shall sit on the Regional Council representing the area in which his Member Organisation is situated. The Regional Council shall administer the business of the BCF within its Region in accordance with the Rules and these presents.
 - (d) Each Regional Council shall be entitled to nominate, elect and remove from office one or more National Councillors in accordance with the Rules and these presents.
 - (e) The procedures of the Member Organisations and Regions including the constitution of their committees, councils and voting procedures shall be as set out in the Rules.
 - (f) The Scottish Cyclists' Union and the Welsh Cycling Union shall each nominate, elect and remove from office one National Councillor for each complete percentage point of the total membership represented by members from the affiliated body as counted on the last day of August preceding the Annual General Meeting of the National Council. No Region shall have less than one National Councillor.
 - (g) The British Universities Sports Association and the British Schools Cycling Association shall each nominate, elect and remove from office one National Councillor in accordance with the Rules and these presents.
 - (h) Past Presidents of the British Cycling Federation shall be National Councillors for the period of their lifetime.
- 7
- Every Member of the BCF shall be held to have agreed to be bound by these presents and shall be bound further to the best of his ability by the Rules, objects and interests of the BCF.
- 8
- (a) Any Member may resign at any time by giving not less than seven days' notice in writing to the Federation's headquarters. Resignation from the BCF by a Member shall not affect any liability of such Member arising prior to the date of such resignation.
 - (b) A Member shall cease to be a Member of the BCF upon the expiration of 7 days after service on him by the Board of a notice requiring him to withdraw from the BCF pursuant to a resolution of the Board passed at a meeting specially convened and held and of which he shall have been given reasonable notice and at which he shall have been given reasonable opportunity of attending and being heard.
 - (c) A member shall cease to be a Member if he fails to pay his subscription within 30 days of the Due Date.
 - (d) Any Member or Member Organisation may be removed as a Member or Member Organisation by the National Councillors in a General Meeting by a two thirds majority.
- 9
- The Board shall have power to make, vary and repeal the Rules concerning subscriptions for membership, provided that any such regulations shall not be effective until approved by the National Council in a General Meeting.

PRESIDENT AND DIRECTORS

- 10 (a) The BCF shall have a President and eight Honorary Directors whose appointment shall be made in accordance with Articles 10(b) and 44. The Honorary Officials shall be members of the National Council.
 - (b) Any casual vacancy in either office may be filled by the Honorary Officials.
 - (c) The Chief Executive shall be appointed by the Honorary Officials and shall be a Director within the meaning of the Act.
- 11
- The Chief Executive may from time to time appoint technical administrative or educational directors whose roles within the BCF shall not encompass being directors within the meaning of the Act. For the avoidance of doubt such persons shall not be entitled to attend, speak or vote at Board meetings and the appointment of such persons shall not require the Company Secretary of the BCF to inform Companies House of such appointment pursuant to the terms of the Act.

GENERAL MEETINGS

- 12
- The BCF shall hold a General Meeting in October, November or December of each calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 13
- All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
- 14
- The Company Secretary shall, on an order of the Board or a written request of not less than 10 percent of the total number of National Councillors having at the date of deposit of the written request a right to vote at General Meetings, convene an Extraordinary General Meeting. Such an order or request indicating the nature of the business to be transacted, shall be laid before the Chief Executive who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such an order or request.

NOTICE OF GENERAL MEETINGS

- 15
- There shall be given not less than 21 days' notice of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day in which it is served or deemed to be served and of the day for which it is given) shall be given in the manner hereinafter described to National Councillors and the Auditors. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any National Councillor shall not invalidate any resolution passed or proceedings held at any meeting.
- 16
- Every notice calling a General Meeting shall specify the place and the day and the hour of the meeting. If other than routine business is to be transacted (namely special business), the notice shall specify the general nature of such business; and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 17
- The Annual General Meeting shall be held for the following purposes:-
- (a) Considering the income and expenditure account and balance sheet and the reports of the Board and of the Auditors;
 - (b) Electing the President and Honorary Directors in place of those retiring;
 - (c) Appointing Auditors and fixing their remuneration.
 - (d) Approving regulations concerning subscriptions made by the Board in accordance with Article 9.
 - (e) Transacting such other business as may be brought before it.
- 18
- All business transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with

the exception of consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors and the fixing of their remuneration shall be deemed special business.

PROCEEDINGS AT GENERAL MEETINGS

- 19 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided 25 National Councillors present shall be a quorum.
- 20 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, shall be adjourned and shall be reconvened for the same day in two weeks, at the same time and place, or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
- 21 The President, or in his absence the Chairman of the Board, or in his absence the Chief Executive, or in his absence the Company Secretary shall preside as the Chairman at every General Meeting, but if at any meeting none of the aforesaid shall be present within 15 minutes after the time appointed for holding the same and willing to preside, the National Councillors present shall choose some member of the Board, or if no such member be present or if all the members of the Board present decline, they shall choose a National Councillor who is present to preside.
- 22 The Chairman of the General Meeting may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting.
- 23 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a 75% majority in the case of extraordinary and special resolutions and by a two thirds majority in the case of changes to the Rules or a simple majority in other matters. The majority to be of the persons present in person and being entitled to vote, do so, unless before or upon the declaration of the result of the show of hands a poll be demanded by at least two National Councillors present. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the BCF shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 24 Subject to the provisions of Article 25, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 25 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 26 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall with the exception of Article 44(b) be entitled to a second or casting vote.
- 27 The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 28 Members shall not be entitled to receive notice of or to vote at a General Meeting save in respect only of such business of the meeting as concerns the winding-up of the BCF.

- 29 Every National Councillor duly appointed in accordance with Article 6(d), 6(e), 6(f), 6(g), 6(h), and 10(a) shall be entitled to be present and to speak and to have one vote at any General Meeting. Proxy voting shall not be permitted but any Region shall be entitled to nominate an alternative person, being a Regional Councillor in the same Regional Council, to act on its behalf at any General Meeting from which its appointed National Councillor is absent, such nomination to be deposited at the Company Secretary's office normally not less than 48 hours before the time appointed for the meeting or adjourned meeting but acceptable up to the start of the meeting at the Chairman's discretion.

REGIONS

- 30 a) The Regions of the BCF as determined by the Board and listed in the Rules from time to time;
- b) These Regions shall:-
 - (i) perform such powers and duties as set out in these presents and the Rules as may from time to time be delegated to them by the Board;
 - (ii) deal with matters of common interest to their members including all such matters as may be referred to them by the Board; and may
 - (iii) nominate National Councillors in accordance with Article 6(d) to act on their behalf and vote at General Meetings.
- c) The composition of the Regional Council shall be as defined in the Rules.
- d) Other arrangements applicable to the Scottish Cyclists Union and the Welsh Cycling Union will remain in the formal agreements relevant to those organisations.

BOARD OF DIRECTORS

- 31 The Honorary Officials shall be appointed or re-appointed at the Annual General Meeting in the year 2000. In the year 2000 the Honorary Officials so appointed shall comprise the President and Honorary Directors elected by the National Councillors from nominations already submitted and from those members of the outgoing National Executive Board who offer themselves for election.
- 32 The Directors to be appointed or re-appointed in the calendar year 2000 and subsequently shall comprise:-
 - (a) The President, in accordance with Articles 10(a) and 44;
 - (b) The Honorary Directors nominated and voted on by the National Council at the Annual General Meeting;
 - (c) The Board, until otherwise determined by a General Meeting, shall comprise of 10 Directors namely the President, 8 Honorary Directors and the Chief Executive.
- 33 There shall be no upper age limit and the BCF shall not be subject to Section 293 of the Act.
- 34 The Board shall have power at any time and from time to time to co-opt National Councillors as additional members of the Board and shall use their best endeavours to maintain the number at no less than 4 and no more than 9. Any Member appointed under Article 10(b) or 34 shall retain his office only until the conclusion of the next Annual General Meeting at which Directors are due to retire in accordance with Article 42 and then be eligible for re-nomination or re-election.

DUTIES AND POWERS OF THE BOARD

- 35 a) Management - The business of the BCF shall be managed by the Board, who may exercise all such powers of the BCF and do on behalf of the BCF all acts as may be exercised and done by the BCF, and as are not by statute or by these presents required to be exercised or done by the BCF in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time

being in force and affecting the BCF and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the BCF in General Meeting, but no regulation made by the BCF in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- b) **Rules** - The Board shall make and from time to time revise such rules as it may think fit for the proper conduct of the BCF's affairs, including but not limited to technical regulations, bicycle specific regulations, anti-doping regulations and regional regulations.
- 36 The Board may act notwithstanding any vacancy in their body; provided that if it shall at any time be reduced in number to less than 4, it shall be lawful for them to act as the Board for the purpose of filling vacancies in their body or of summoning a General Meeting, but not for any other purpose.

COMMITTEES AND SUB-COMMITTEES

- 37 The Board shall from time to time establish and appoint such regional, specialist and other committees and sub-committees as they may think fit for the better and more effective conduct of the affairs of the BCF but no such committee or sub-committee shall have any powers and its function shall be confined solely to reporting to the Board or committee concerned on the matters entrusted to it by the Board. Such committees and sub-committees may consist of such persons (whether or not Board Members) as the Board may appoint.
- 38 All acts and proceedings of such committees including the regions shall be reported at regular intervals to the Board

COMPANY SECRETARY

- 39 The Company Secretary of the BCF shall be appointed by the Chief Executive and shall be the secretary of the BCF for the purposes of the Act. The Chief Executive may from time to time by resolution appoint an Assistant or Deputy Secretary who may act in place of the Company Secretary if there is no Company Secretary or no Company Secretary available or capable of acting.

DISQUALIFICATION OF DIRECTORS

- 40 The office of Director shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (b) If he becomes of unsound mind;
- (c) If he ceases to be eligible in accordance with these presents;
- (d) If, by notice in writing to the BCF, he resigns his office;
- (e) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
- (f) If he is removed from office by resolution duly passed pursuant to Section 303 of the Act.

RETIREMENT AND NOMINATION OR ELECTION OF PRESIDENT AND DIRECTORS

- 41 At the Annual General Meetings to be held in the calendar years after 2000 the President and Honorary Directors for the time being shall retire from office and shall be eligible for re-nomination and/or re-election in accordance with Article 10.
- 42 With effect from the Annual General Meeting to be held in the calendar year 2000 the terms of office for the Honorary Officials shall be:
- (a) The term of office for the President shall be for one year and shall commence upon the result of the election process. The President shall also be an Honorary Director for the term of office for which he is President.

- (b) Subject to Article 10 above, the term of office for an Honorary Director shall be for three years and shall commence at the conclusion of the Annual General Meeting at which they are elected.

- 43 (a) Nominations together with the consent of each such person to serve shall be sent in writing to the Company Secretary at least 45 days if made in accordance with Article 44(a)(i) or 28 days if made in accordance with Article 44(a)(ii) before the Annual General Meeting at which election is proposed.

- (b) All nominations for election to the office of Honorary Official shall require the following information typed on a single A4 sheet:

Name

Club and Region

Number of Years a Member of the BCF

Offices held with dates

Club

Region

National

Competitive experience

Race promotions/officiating experience

Other experience relevant to office sought

Statement of business interests and Directorships

Statement of policy (not exceeding 100 words)

It shall be the responsibility of the nominated person to ensure that the information, dated and duly signed as a true record, is submitted within the time limit specified in Article 43 (a).

- 44 The Honorary Directors shall be nominated in the following manner:-

- (a) i) By a Regional Council or by any organisation with direct representation at General Meeting in accordance with Articles 6 (d) (f) and (g).

ii) The Board may also make nominations which shall not take precedence over, but shall rank *pari passu* with those made by the Regional Council.

- (b) If more than one candidate is nominated for the office of President or if the number of persons nominated as Honorary Directors shall exceed the maximum number fixed pursuant to Article 32(c) a ballot shall be held at the Annual General Meeting for the election of such President or Honorary Directors as the case may require. Balloting lists shall show the candidates' names in alphabetical order, with the names of their nominators. Candidates who receive the largest numbers of votes up to the available number of vacancies shall be elected and in the case of equality of votes, the tied candidates shall be submitted to a further ballot and if this does not resolve the matter then the unfilled places shall be regarded as casual vacancies to be filled in accordance with Article 10(b).

- (c) Subject as aforesaid, the Board shall make regulations to ensure that not less than the minimum numbers of Honorary Directors prescribed by or pursuant to Article 32(c) shall be nominated for elections and may make further regulations for the holding of ballots as they shall think fit.

- (d) The nomination or election of Honorary Directors shall take effect on the retirement of the outgoing Directors pursuant to Article 43.

- 45 The BCF may from time to time in General Meeting increase or reduce the number of Honorary Directors and may make the appointments necessary for effecting any increase.

- 46 Without prejudice to any statutory provision for the time being enforced relating to the removal of Honorary Directors by Ordinary Resolution, the National Council may by

Extraordinary Resolution remove any Honorary Director before the expiration of his period of office and may by an Ordinary Resolution appoint another individual in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

- 47 The Board shall from time to time elect a Chairman and Deputy Chairman to preside at meetings of the Board and may determine for what period (not exceeding 2 years continuously) they are to hold office but if no such Chairman or Deputy Chairman be elected, or if at any meeting neither the Chairman nor Deputy Chairman be present within 5 minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose one of their number to be Chairman of the meeting.
- 48 On the request of the Chairman or not less than 4 members of the Board, the Company Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members thereof. A member who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 49 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Four Honorary Officials shall be a quorum. Questions arising in any meeting shall be decided by a majority of votes. In a case of an equality of votes, the Chairman shall have a second or casting vote.
- 50 A meeting of the Board at which a quorum is present shall be competent to exercise all authorities, powers and discretions by or under the regulations of the BCF for the time being vested in the Board generally.
- 51 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.
- 52 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the BCF and of the Board and of committees of the Board and all business transactions at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further approval of the facts therein stated.
- 53 A resolution in writing signed by all the members for the time being of the Board or of any specialist or regional committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE EXECUTIVE BOARD

- 54 Subject to the provisions of the Act, the Board may not enter into an agreement or arrangement with any member of the Board for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a member of the Board. This Article shall not apply to the Chief Executive.

ACCOUNTS

- 55 The Board shall cause proper books of account to be kept in accordance with Section 221 and 222 of the Act.
- 56 The BCF in a General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and

books of the BCF or any of them and, subject to such conditions and regulations, the accounts and books of the BCF shall be open to inspection of Members at all reasonable times during business hours.

- 57 At the Annual General Meeting in every year the Board shall lay before the BCF a proper income and expenditure account for the period since the last preceding account made up to a date not more than 12 months before such meeting, together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements of the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting (subject nevertheless to the provisions of Section 240 of the Act) be sent to all persons entitled to receive notices of a General Meeting in a manner in which notices are hereinafter directed to be served.

AUDIT

- 58 Once at least in every year the accounts of the BCF shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.
- 59 Auditors shall be appointed and their duties regulated in accordance with Section 236, 237, 241 and 384 to 390 of the Act.

NOTICES

- 60 A notice may be served by the BCF upon any National Councillor, either personally or by sending it through the post in pre-paid letter, addressed to such National Councillor at his registered address as appearing in the Register of Members.
- 61 Any National Councillor described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the BCF an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those National Councillors who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the BCF.
- 62 Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the Notice was put into the post and in proving such service it shall be sufficient to prove that the letter contained the notice and was properly addressed and put into the post office as a pre-paid letter.

AMENDMENTS TO ARTICLES

- 63 These Articles may only be amended by the National Councillors by special resolution passed at a duly convened general meeting of the BCF.

RULES, REGULATIONS, STANDING ORDERS AND BYE-LAWS

- 64 The Board shall have the power to make, vary and revoke rules, regulations, mechanisms and standing orders for the better administration of the BCF including (without limitation):
 - (a) competition rules;
 - (b) technical regulations;
 - (c) rules for the selection of competitors to represent the United Kingdom in international matches and competitions and the management of any team of competitors so selected;

- (d) rules to combat doping in cycle sport to ensure compliance with national and international rules relating to doping control;
- (e) appeals procedure;
- (f) rules for the promotion and organisation of competitions, championships and selection trials;
- (g) mechanisms for co-ordinating the arrangement of and the date of fixtures of cycling competitions;
- (h) mechanisms for co-ordinating the commercial activities of the sport of cycling and any televising or broadcasting of cycling competitions.

INDEMNITY

65 Subject to the provisions of the Act, the Memorandum and these Articles every member of the Board and of the BCF's secretariat and the holder of every office of the BCF shall be entitled to be indemnified by the BCF against all charges, costs, losses, expenses and liabilities incurred by them in good faith in the execution of their responsibilities relating to the BCF.

DISSOLUTION

66 Clause 7 of the Memorandum of Association of the BCF relating to the winding-up and dissolution of the BCF shall have effect as if the provisions thereof were repeated in these presents.

Signed on behalf of the British Cycling Federation.

Brian Cookson – President

Jim Hendry – General Secretary

9th March 2000

Last Amended 14 November 2009