

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
SCOTTISH CYCLISTS' UNION

Company Number SC 261263 Adopted by Special Resolution on 25 November 2023

1. PRELIMINARY

In these Articles:-

“the Accounting Reference Date” is the date specified in Article 16.1.

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

“Annual General Meeting” means a meeting held in accordance with Article 9.1.

“Anti-Doping Programme Rules” means those rules published by WADA and adopted by the BCF.

“the Articles” means the Articles of the Company for the time being in force.

“Association” means an association admitted as a Member of the Company in accordance with these Articles.

“Athletes’ Representative” means such Director currently appointed pursuant to Article 10.3.2.

“BCF” means the British Cycling Federation, a company limited by guarantee (Registered No: 3949494) having its registered office at The National Cycling Centre, Stuart Street, Manchester, England, M11 4DQ.

“Board” means the board of Directors of the Company.

“Chair” means such Director currently appointed pursuant to Article 10.3.1.

“Chief Executive” means the person currently employed by the Company as such.

“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 to take effect.

“Club” means a club admitted as a Member of the Company in accordance with these Articles.

“Club Development Team” means the Scottish Cycling staff team headed by the Head of Development – Clubs & Coaching.

“Codes of Conduct” means the codes of conduct adopted

by the Board, including but not exclusively the BCF Code of Conduct, and published by the Company as binding on all the Members.

“Company” means Scottish Cyclists’ Union, a company incorporated in Scotland under the Companies Acts (Company Number SC261263).

“Company Secretary” means the person currently appointed by the Company as such.

“Director” means a director of the Company.

“Disciplinary Committee” means the committee appointed in accordance with the Disciplinary Rules and Procedures.

“Disciplinary Rules and Procedures” means the disciplinary rules and procedures adopted by the Board and published by the Company as binding on all the Members.

“General Meeting” means a meeting held in accordance with Article 9.11.

“Group” means a group admitted as a Member of the Company in accordance with these Articles.

“Member” means a Club, Association or Group admitted to membership of the Company in accordance with these Articles and the Rules.

“Memorandum” means the Memorandum of Association of the Company.

“Misconduct” means such conduct as defined in Article 18.

“Model Articles” means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulation 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

“Person” means a Member or any member, office bearer, official, employee, contractor, worker, volunteer or representative of a Member or affiliated to a Member or any individual taking part or involved in the Sport.

“President” means such Director currently appointed pursuant to Article 10.2.1.

“Region” means the geographical areas listed in

Article 4.2.1, based on groups of Scottish Government local authorities as may be determined from time to time.

“Regional Development Group” means a formally constituted regional committee (as per the appropriate terms of reference).

“Registered Office” means the registered office of the Company at Sir Chris Hoy Velodrome, 1000 London Road, Glasgow, Scotland, G40 3HG.

“Representative on the board of the BCF” means such Director currently appointed pursuant to 10.3.3.

“Rules” means any rules, Codes of Conduct, Disciplinary Rules and Procedures, the Rules and Technical Regulations of the Company or any other rules of any kind adopted by the Board and published by the Company as binding on the entire membership and (which shall include the Rules of the Sport).

“Rules of the Sport” means the rules relating to the Sport as recognised by the BCF, UCI, the Company or any other governing body of the Sport.

“Secretary” means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company including a joint assistant or deputy Secretary.

“Sport” means the sport of cycling.

“Technical Regulations” means the rules and regulations regarding the Sport as adopted by the Board and published by the Company as binding on all of the Members.

“UCI” means the Union Cycliste Internationale, the international governing body for the Sport, having its registered office at CH1860, Aigle, Switzerland.

“Union Badge of Honour” means an award granted pursuant to Article 3.1.

“WADA” means the World Anti-Doping Agency, having its registered office at Place Victoria, 800, rue du Square-Victoria, bureau 1700, Montréal (Québec), H3C 0B4 Canada.

2. INTERPRETATION

2.1. Unless the context otherwise requires in these Articles and in the Memorandum the singular shall include the plural and vice versa.

2.2. Save otherwise specifically provided in these Articles, words and expressions which have particular meaning in the Model Articles shall have the same meaning in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meaning in the Act shall have the same meaning in these Articles.

2.3. The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles. In the event of conflict or inconsistency between these Articles and the Model Articles, these Articles shall govern and prevail.

2.4. Nothing in these Articles precludes the holding and conducting of a General Meeting in such a way that Members who are not present together at the same place or places may by electronic means attend and participate in it.

2.5. Any reference in these Articles to the Company Secretary or Chief Executive shall, in the event that no Company Secretary or Chief Executive (where appropriate) is appointed, be deemed to refer to the Board.

3. BADGE OF HONOUR

3.1. The Board may at its discretion propose to the Annual General Meeting that individuals who have given outstanding service to the Sport in Scotland or the Company or its predecessor body, the unincorporated Scottish Cyclists' Union, should be awarded the Union Badge of Honour. Such a recommendation shall appear in the agenda for the Annual General Meeting and will require to be carried by a 75% majority. The Board shall decide when the award is to be presented.

3.2. Persons awarded the Union Badge of Honour under Article 3.1 shall not be entitled to take part in the management of the Company through the Board or otherwise or to vote at General Meetings by virtue of this award but may receive such privileges as the Board may from time to time determine.

4. MEMBERSHIP

4.1. There shall be the following classes of membership of the Company:-

4.1.1. Clubs: voluntary or other clubs (including commercially named clubs and trade teams) recognised by the Company as clubs offering cycling to their members where the Board have approved the constitution of the Club;

4.1.2. Associations: voluntary or other membership associations recognised by the Company as offering organised cycling or services to a range of members whether they are members of clubs or not where the Board have approved the constitution of the Association; and

4.1.3. Groups: specialist Groups who are not within the definition of a Club or Association as set out in 4.1.1 and 4.1.2 above where the Board have approved the constitution of the Group.

- 4.2. All clubs shall be placed in a Region. Such Regions are not Members of the Company and shall have no voting rights.

4.2.1. The Regions are as follows:

North – Highland, Orkney Islands, Moray and Western Isles

North East (Grampian) – Aberdeen, Aberdeenshire and Shetland Islands

North East (Tayside & Fife) – Angus, Dundee, Fife and Perth & Kinross

East and Central – Clackmannan, East Lothian, Edinburgh, Falkirk, Midlothian, Scottish Borders, Stirling and West Lothian

South West – Dumfries & Galloway, East Ayrshire, North Ayrshire and South Ayrshire

West – Argyll & Bute, East Dunbartonshire, East Renfrewshire, Glasgow, Inverclyde, North Lanarkshire, Renfrewshire, South Lanarkshire and West Dunbartonshire

- 4.3. Each Region will have the ability to form a Regional Development Group to develop the Sport within that Region or across Regions in conjunction with other Regional Development Groups.
- 4.4. Alternatively, a more informal grouping within a Region may be set up, from time to time, in discussion with the Club Development Team, for a specific purpose such as the promotion of events or providing support to a specific discipline.
- 4.5. For the avoidance of doubt the Board will have the entire responsibility to accept or refuse Members in the different categories and to set the fees and contributions annually.
- 4.6. Only Clubs, Associations and Groups shall have voting rights as set out in Article 9 herein and shall be liable for the guarantee as set out in Clause 7 of the Memorandum.

5. OBLIGATIONS OF MEMBERS

All Persons and Members of the categories of membership set out in Article 4 above shall be required to cooperate in the enforcement of these Articles, the Rules, including Rules as to discipline and the Anti-Doping Programme Rules and regulations and further to require Clubs, Associations, Groups and others in their membership to obtain the consent of their individual members to this jurisdiction. For the avoidance of doubt all Persons and any individual member affiliated to a Club, Association or Group in membership of the Company shall *ipso facto* be

recognised as being indirectly affiliated to the Company and these members and any individual member will thus be deemed to accept the Rules made or published under the authority granted in these Articles including without prejudice to the foregoing generality the Codes of Conduct, Rules as to Discipline and Disciplinary Procedures and the Anti-Doping Programme Rules thus made. Any failure by any Member or Person to comply with the provisions of this Article 5 will render such person (or organisation of which they are a member), Member or organisation liable to be treated as having been guilty of Misconduct in terms of Article 18 and may therefore be subject to discipline in terms of Article 19 and/or the Rules.

6. ELECTION OF MEMBERS

- 6.1. Any Club, Association or Group wishing to become a Member of the Company shall apply in writing in the form prescribed by the Board to the Chief Executive or otherwise as the Directors may from time to time determine.
- 6.2. The Company shall consider an application for Club membership only from Clubs which have a recognised constitution approved by the Board on application and meet the minimum operating standards for affiliation as determined by the Board from time to time.
- 6.3. The Company shall consider an application for Association membership only from Associations who are not registered as a Club which have a recognised constitution approved by the Board on application and meet the minimum operating standards for affiliation as determined by the Board from time to time.
- 6.4. The Company shall consider an application for Group membership only from Groups who are not registered as a Club or Association which have a recognised constitution approved by the Board on application and meet the minimum operating standards for affiliation as determined by the Board from time to time.
- 6.5. The Board shall consider all applications for Club, Association and Group membership. Applications for such membership shall be determined by simple majority vote with the Chair having a casting vote. The Company is committed to ensuring equality of opportunity and fair treatment of all people involved with the Company, regardless of gender, pregnancy and maternity, gender reassignment, disability, race (including ethnic background, nationality and colour), marital or civil partnership status, age, sexual orientation, religion or belief, or social background and there will be no discrimination on such grounds.

- 6.6. Applicants for membership approved by the Board shall not become admitted to membership and granted the rights and privileges attached thereto until the appropriate fee has been paid.

7. CESSATION OF MEMBERSHIP

- 7.1. Any Member may resign from membership of the Company at any time by giving notice in writing to the Chief Executive. Any Member who has not paid the appropriate fee by 1st December in the preceding year shall be deemed to have resigned from the Company with effect from 1st January in the relevant year.
- 7.2. The Board shall have the authority to expel any Member in terms of Article 13 herein and the Rules with the right of appeal to any such Member as set out in the Rules.
- 7.3. Any Member who resigns from membership or whose membership is withdrawn by the Board shall not receive any refund of any fee paid to the Company.

8. RULES OF THE SPORT ETC

The Rules of the Sport as recognised by the UCI, the BCF or their successor bodies and the decisions of the Board on all doubtful and disputed points arising in connection therewith, the Rules made or published under the authority granted in these Articles and the Technical Regulations, the Company's Rules as to Discipline and Disciplinary Procedures and the Anti-Doping Programme Rules shall be binding on the Company and all Members and Persons. Further the Company's policy is to promote good practice and compliance in the following areas, without prejudice to the foregoing generality:

- 8.1. any Code of Conduct;
- 8.2. health & safety;
- 8.3. equal opportunities; and
- 8.4. child protection.

9. ADMINISTRATION

General Meetings

- 9.1. The Annual General Meeting of the Company will be held in November or December in such a place, including by means of electronic facility or facilities, and at such a time as the Board shall determine. The Board shall send to all voting members by 30 June in each year notice of the date of the Annual General Meeting which shall also set out the timescales for submission of resolutions to be considered and nominations for election to the Board.

- 9.2. The Board shall determine in relation to each Annual General Meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to Article 9.14 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).

- 9.3. Notice of the Annual General Meeting with a clear statement of the date, time, place (including any satellite meeting place or places) of the meeting, resolutions to be considered and nominations for election to the Board shall be sent by the Chief Executive to all Members not less than twenty one days before the proposed date of the meeting. The notice calling the Annual General Meeting shall normally be accompanied by such written reports and other documents as may be relevant to the proposed business of the Annual General Meeting. Unless otherwise specified in the notice of meeting or determined by the Chair of the meeting, a General Meeting is deemed to take place at the place where the Chair of the meeting is at the time of the meeting.

- 9.4. If pursuant to Article 9.14 the Board determines that a General Meeting shall utilise electronic facility or facilities, the notice shall:

9.4.1. include a statement to that effect;

9.4.2. specify the means, or all different means, of attendance and participation thereat, and any security arrangements determined pursuant to Article 9.17; and

9.4.3. state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

- 9.5. The notice shall specify such arrangements as have at that time been made for attendance and participation at any satellite meeting place or places for the purpose of Article 9.13.

- 9.6. The business to be considered at the Annual General Meeting shall be:-

9.6.1. apologies;

9.6.2. President's remarks;

9.6.3. minutes of the previous Annual General Meeting or other General Meeting;

9.6.4. matters arising from the minutes of the previous General Meeting;

- 9.6.5. consideration and approval of the Annual Report;
- 9.6.6. announcements of the fees and contributions for the ensuing year as determined by the Board;
- 9.6.7. resolutions relating to alterations to the Articles or announcements relating to amendments or additions to the Rules;
- 9.6.8. election of Directors and appeals committee (if required in terms of the Disciplinary Rules and Procedures);
- 9.6.9. appointment of person(s) responsible for certifying the accounts for the ensuing year; and
- 9.6.10. competent motions not affecting the Articles and Rules.
- 9.7. Notice of resolutions to be considered and voted on at the Annual General Meeting must be submitted in writing to the Chief Executive no later than 56 days prior to the date on which the Annual General Meeting is to be held. To be valid, resolutions proposed for submission to the Annual General Meeting must be:
- 9.7.1. Submitted by an affiliated Club, Association or Group and signed by two separate officials; or
- 9.7.2. Proposed by the Board.
- It shall be open to the Board to amend the wording of any such resolution before they are included in the notice calling the General Meeting in order to avoid potential confusion or illegality but for no other purpose and the Board shall make every effort to obtain the agreement of the proposer before the notice calling the meeting is sent out. If called upon to do so at a General Meeting, the Chair shall be required to explain the Board's reasons for any such amendment.
- 9.8. The Chief Executive shall issue no later than 42 days prior to the date of the Annual General Meeting a list of the resolutions proposing amendments or additions to the Articles of the Company. All amendments to such proposed resolutions shall be in the hands of the Chief Executive no later than 28 days before the date of the Annual General Meeting.
- 9.9. Nominations for the positions of Director are to be considered and voted on at the Annual General Meeting, and must be submitted in writing to the Chief Executive no later than 56 days prior to the date on which the Annual General Meeting is to be held. Nominations must be submitted by an affiliated Club, Association or Group and signed by two separate officials or proposed by the Board. The nomination shall include the nominee's personal details, acceptance of nomination and a policy statement as well as a personal statement outlining relevant skills and experience.
- 9.10. In the event of a vote being required on any matter at a General Meeting, the vote shall be taken by a count of a show of hands or poll as the Chair may determine or as required by the Members in accordance with the Act and the Model Articles. Declaration of the result by the Chair of the meeting shall be final.
- 9.11. A General Meeting of the Company may be called by either a resolution of the Board or the submission of a request by not less than 5% of those Members entitled to vote at General Meetings of the Company in accordance with the Act.
- 9.12. Any such General Meeting shall be convened on a date to be determined by the Board in accordance with the Act. Written notice of the meeting with a clear statement of the date, time, place (including any satellite meeting place or places pursuant to Article 9.3), means (pursuant to Article 9.4) of the meeting, the resolution(s) to be considered and a copy of any relevant written reports shall be sent by the Chief Executive to all Members not less than twenty one days before the proposed date of the meeting.
- 9.13. The Directors may resolve to enable persons entitled to attend a General Meeting to do so by attendance and participation (concurrently with the proceedings at the principal meeting place) at any satellite meeting place anywhere in the world and the members present in person or by proxy at satellite meeting places shall be counted in the quorum for and be entitled to speak and vote at the General Meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chair of the General Meeting is satisfied that adequate facilities are available throughout the General Meeting to ensure that members attending at each of the meeting places are able to:
- 9.13.1. communicate to all other persons attending the meeting, during the meeting, any information or opinions which they have on the business of the meeting and to have communicated to them any information or opinions which any other person attending the meeting may wish to communicate; and
- 9.13.2. vote, during the meeting, on any resolution on which they are entitled to vote which is put to the vote at the meeting and that their votes can be taken into account in determining whether or

not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 9.14. The Directors may resolve to enable persons entitled to attend a General Meeting to do so by participation by electronic means and the members participating in person or by proxy by such means shall be counted in the quorum for and be entitled to speak and vote at the General Meeting in question, provided that the chair of the General Meeting is satisfied that the Member or Members participating by electronic means can be identified and are able to:
- 9.14.1. communicate to all other persons attending the meeting, during the meeting, any information or opinions which they have on the business of the meeting and to have communicated to them any information or opinions which any other person attending the meeting may wish to communicate; and
- 9.14.2. vote, during the meeting, on any resolution on which they are entitled to vote which is put to the vote at the meeting and that their votes can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 9.15. Only business specified in the notice calling the General Meeting shall be considered.
- 9.16. If, after the sending of the notice of a General Meeting but before the meeting is held, or after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impracticable or unreasonable for any reason to hold a General Meeting on the date or at the time or place specified in the notice calling the General Meeting (including a satellite meeting to which Article 9.13 applies) and/or by means of the electronic facility or facilities specified in the notice, it may postpone the General Meeting to another date, time and/or place (or in the case of a General Meeting to be held at a principal meeting place and one or more satellite meeting places, to such other places) and/or change the electronic facility or facilities. If such a decision is made, the Board may then change the place (or any of the places in the case of a General Meeting to which Article 9.13 applies) and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new formal notice of the General Meeting need be sent but the Board shall take reasonable steps to ensure that notice of the change of date, time, place (or places, in the case of a General

Meeting to which Article 9.13 applies) of and/or electronic facility or facilities for the postponed meeting appears at the original time and at the original place (or places, in the case of a General Meeting to which Article 9.13 applies) and/or on the original electronic facility or facilities. When a General Meeting is so postponed, notice of the date, time and place (or places in the case of a meeting to which Article 9.13 applies), including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. A fresh notice of the business to be transacted at such postponed meeting shall not be required. If a General Meeting is postponed in accordance with this Article 9.16, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48 hour period mentioned in this Article, the Directors can, at their sole discretion, decide not to take account of any part of a day that is not a working day.

- 9.17. The Board may, for the purpose of controlling the level of attendance or ensuring the safety of those attending at any place specified for the holding of a General Meeting, ensuring the security of the meeting and ensuring the future orderly conduct of the meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make new arrangements therefore. Any decision made under this Article 9.17 shall be final and the entitlement of any Member or proxy to attend a General Meeting at such place (or places, in the case of a meeting to which Article 9.13 applies) shall be subject to any such arrangements as may be for the time being approved by the Board.

Voting at General Meetings and Proxies

- 9.18. No business shall be transacted at any General Meeting unless a minimum number of ten Members (who shall form a quorum) are validly present to vote. If such a quorum is not present within half an hour of the time appointed for the meeting or if during a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. At such adjourned meeting, the number of Clubs, Associations or Groups present shall constitute

a quorum even if their number be less than ten. In determining whether Members are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.

- 9.19. All decisions at General Meetings shall be taken by a simple majority of the valid votes cast except that special resolutions including, for instance, those to amend these Articles shall be approved only if supported by not less than three-quarters of the valid votes cast.
- 9.20. Those entitled to attend General Meetings shall consist of:-
- 9.20.1. nominated representatives of Clubs, Associations and Groups in membership of the Company;
- 9.20.2. Directors;
- 9.20.3. the President and Past Presidents;
- 9.20.4. the Company Secretary;
- 9.20.5. any other person, member of staff or official the Directors consider necessary and/or appropriate; and
- 9.20.6. proxies duly appointed in accordance with these Articles and the Act.

For the avoidance of doubt, only Clubs, Associations and Groups shall have the right to vote at General Meetings in accordance with these Articles.

- 9.21. At General Meetings of the Company:-
- 9.21.1. each affiliated Club shall have one vote for every 10 registered individual member affiliated to the Company through the Club provided that no Club shall have less than one vote;
- 9.21.2. each Association shall have one vote;
- 9.21.3. each Group shall have one vote;
- 9.21.4. for the avoidance of doubt, only those Members who have paid all subscriptions and fees payable to the Company shall be eligible to vote at any General Meetings. Members of the Board shall have no vote at General Meetings of the Company in their capacity as Directors. A person who is a registered individual member of a Club shall not be counted as a registered individual member of an Association, for the purposes of determining voting in accordance with this Article 9.21.

- 9.22. At General Meetings of the Company, each affiliated Club, Association, or Group wishing to vote shall nominate in writing a representative or representatives to vote on their behalf, carrying the number of votes corresponding to their entitlement in terms of Article 9.21 or shall appoint a proxy to vote on their behalf in accordance with these Articles and the Act.
- 9.23. At all General Meetings of the Company, the President appointed pursuant to Article 10.2.1 shall take the chair or, if they are not present, the Chair elected pursuant to Article 10.3.1 shall take the chair or, if they are not present, an individual elected by the General Meeting shall take the chair. The chair of a General Meeting shall not have a casting vote at the General Meeting.
- 9.24. The accidental omission to give notice of a meeting to or the non receipt of notice of a meeting by any person, Club, Association or Group entitled to receive notice shall not invalidate the proceedings of that meeting.
- 9.25. The Chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 9.26. The Chair may, without the consent of the meeting, interrupt or adjourn the meeting if the facilities at the meeting or any satellite meeting place or an electronic facility or facilities or the security of the meeting have become inadequate for the business of the meeting, or are otherwise insufficient to allow the business of the meeting to be conducted in accordance with the notice.
- 9.27. Subject only to the requirement for the Chair to adjourn a meeting in accordance with the provisions of Article 9.26 above, any inability of a person or persons to attend or participate in a General Meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.
- 9.28. When a meeting is adjourned for fourteen days or more, at least seven Clear Days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 9.29. If a meeting is adjourned to more than one place, notice of the adjourned meeting shall be given notwithstanding any other provision of these Articles.

- 9.30. All Members shall be entitled to appoint a proxy to attend at such place (or places where Article 9.2 applies), speak and vote at General Meetings in accordance with the provisions of the Act. The proxy form shall be signed by or on behalf of the Member by a duly authorised representative and shall be in the form sent to the Members with the notice of the General Meeting or in any other form approved by the Board. The appointment of a proxy and any authority under which it is signed (in a manner approved by the Board) shall:
- 9.30.1. in the case of a written document be deposited at the Registered Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting; or
- 9.30.2. in the case of in the case an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications: (i) in the notice convening the meeting; (ii) or in any instrument of proxy sent out by the Company in relation to the meeting; (iii) or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meetings, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting.

10. BOARD OF DIRECTORS

- 10.1. The Company shall be managed by the Directors who shall be responsible for all matters relating to the day to day operation of the Company and generally acting on behalf of the Company on all matters not specifically reserved for decision by a General Meeting. Unless otherwise determined by ordinary resolution, the number of Directors shall not be more than fourteen and not less than four.
- 10.2. With effect from the Annual General Meeting in November 2022, the Board shall consist of:-
- 10.2.1. the President, who will be an elected Director, shall undertake such duties on behalf of the Company or Board as the Board may from time to time decide. The President shall be elected at a General Meeting of the Company and shall hold office for a period of three consecutive years after which they shall be eligible for re-election for two further periods of three years following which at least three years must elapse before that person is eligible to be elected or appointed as a Director again. Subject to Article 10.4, any terms already served as a Director shall be included for the purposes of calculating the maximum number of terms which a Director can serve as President;
- 10.2.2. up to six other elected Directors in addition to the President who will serve for a term of three years after which subject to Article 10.5 they shall be eligible for re-election for two further periods of three years, following which at least three years must elapse before that person is eligible to be elected or appointed as a Director again. Such Directors shall be elected at a General Meeting of the Company;
- 10.2.3. up to six other Directors appointed by the Board who shall each hold office for a period of three years after which subject to Article 10.5 they shall each be eligible for re-appointment for two further terms of three years, following which at least three years must pass before that person is eligible to be elected or appointed as a Director again; and
- 10.2.4. the employee filling the role of the Chief Executive who shall be a Director with the right to speak and vote at Board meetings but shall not require to stand for election or re-election as a Director and shall be a Director for so long as they are the Chief Executive of the Company. Article 17 of the Model Articles shall be construed accordingly.
- 10.3. One of the Directors elected or appointed pursuant to Article 10.2.1, Article 10.2.2 or Article 10.2.3:
- 10.3.1. shall hold the position of Chair from time to time;
- 10.3.2. may hold the position of Athletes' Representative from time to time; and/or
- 10.3.3. may hold the position of Representative on the board of the BCF from time to time.
- For the avoidance of doubt, one Director may hold some or all of the positions of Chair, Athletes' Representative and Representative on the board of the BCF simultaneously.
- 10.4. Notwithstanding the limits on terms of office set out in Article 10.2, such terms as are identified therein may be extended by a further term of three years in the event that a Director who has served the maximum number of terms pursuant to those Articles is subsequently appointed as Chair, President or to a senior position with a national or international cycling federation.
- 10.5. No Director may serve more than 12 consecutive years as a Director in any circumstances save:

- 10.5.1. for any Director in office as at the date of adoption of the Articles adopted in November 2019 who may serve no more than 14 years; and
- 10.5.2. in exceptional circumstances (such as to assist with succession planning), a Director may with the approval of the Board hold office for a further year.
- 10.6. Subject to Article 10.7, the term of office of Directors elected pursuant to Article 10.2.1 or Article 10.2.2 shall, with effect from the date of adoption of these Articles, commence at the end of the Annual General Meeting at which they are so elected and conclude at the end of the Annual General Meeting in the last year of their term.
- 10.7. In the event that at the date of the Annual General Meeting in November 2019 a Director was serving a term of office pursuant to the articles of association of the Company adopted prior to the Annual General Meeting in November 2019, they shall have the option to serve the length of the current term as it was constituted under those earlier articles of association or may choose to change the length of their current term (whether that increases or decreases the length of their current term of office) to those limits on the duration of terms of office set out in Article 10.2. Directors must make their decisions regarding the length of term they choose to serve known to the Board within 14 days of the Annual General Meeting in November 2022 or they will be deemed to have chosen to serve the length of term as set out in these Articles. For the avoidance of doubt, if a Director has already served a term of office pursuant to any earlier articles of association of the Company, that term shall continue to be regarded as a served term and shall be included for the purposes of calculating the maximum number of terms which a Director can serve, regardless of the length of those earlier served terms.
- 10.8. The Board shall be responsible for the appointment of a Company Secretary (who need not necessarily be a Director, but may be) if it is determined that a Company Secretary is required for the Company.
- 10.9. Any casual vacancy occurring among the Directors may be filled by co-option at the discretion of the remaining members of the Board. In the event of the Board co-opting a Director (and not, for the avoidance of doubt, in the event that the Board appoints a Director under Article 10.2.3 above), the individual co-opted may continue in office beyond the next Annual General Meeting only if elected to office by a vote at said Annual General Meeting or appointed as a Director by the Board under Article 10.2.3.
- 10.10. Decisions of the Board shall be made by a simple majority. All members of the Board shall have one vote except that the Chair shall have a casting vote at Board meetings. A quorum shall be half the current total number of members of the Board rounded up to the next whole number if necessary.
- 10.11. The Board shall meet at least four times per annum at such places and times as it may from time to time decide provided that not more than four months shall elapse between one meeting and the next. Notice of every meeting stating the general nature of the business to be transacted shall be sent by the Chief Executive to each Director at least seven days prior to the date fixed for such meetings.
- 10.12. Every Director or member of a committee, sub-committee or working group or any individual who has incurred expense for the purpose of transacting the business of the Company may be reimbursed out of the funds of the Company, such reasonable travelling and incidental expenses as may from time to time be approved by the Board.
- 10.13. The Chair appointed pursuant to Article 10.3.1 shall chair all Board meetings save that if the Chair is not present at any Board meeting, those Directors present shall appoint one of the Directors who is present to chair the meeting.

11. INELIGIBILITY AND CONFLICTS OF INTERESTS

- 11.1. Any person being nominated for election as a Director or for appointment to any committee, sub-committee or working group who has any financial interest in the Sport shall before acting as a Director, a member of the committee, sub-committee or working group state in writing to the Chief Executive of the Company all such interests. No person having made such a statement of financial interest shall act as a Director or a member of the committee, sub-committee or working group until notified of acceptance of their membership of the Board, committee, sub-committee or working group as the case may be by the Chief Executive of the Company. The above provision shall apply mutatis mutandis to any person who subsequent to such nomination, election or appointment as the case may be acquires any financial interest in the Sport.

Failure of any person having a financial interest in the Sport at any time to fulfil these provisions shall automatically disqualify such person from holding office as a Director or any committee, sub-committee or working group.

- 11.2. All Directors together with any committee members have an obligation to declare any interest which might arise in respect of dealings with the Company by themselves and/or by parties with whom they are connected or associated and where such arise, to avoid conflicts of interest.
- 11.3. The Board may, in accordance with the requirements set out in this Article and the Act, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under section 175 of the Act to avoid conflicts of interest and Article 14 of the Model Articles shall be modified accordingly. Any authorisation given under this Article will be effective only if:
- 11.3.1. the matter in question shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;
- 11.3.2. any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and
- 11.3.3. the matter was agreed to without their voting or would have been agreed to if their vote had not been counted.

12. PROCEEDINGS OF DIRECTORS

- 12.1. Directors shall not have power to appoint alternate Directors.
- 12.2. The office of Director shall be vacated if:-
- 12.2.1. in the case of the Chief Executive, that person ceases to be the Chief Executive of the Company;
- 12.2.2. they cease to be a Director by any provision of the Act or they become prohibited by the law from becoming a Director; or
- 12.2.3. they become bankrupt or make any arrangement or composition with their creditors generally; or
- 12.2.4. they are or may be suffering from mental disorder and are incapable by reason of illness or injury of managing and administering their property and affairs; or
- 12.2.5. they resign their office by notice to the Company;
- 12.2.6. they shall for more than six consecutive months have been absent without permission of the Board from meetings of Directors held during that period and the Board resolve that their office be vacated.
- 12.3. A Director may participate in a meeting of the Board by means of conference telephone or other similar communications equipment whereby all the members of the Board participating in a meeting can hear each other and the members of the Board participating in a meeting in this manner shall be deemed to be present in person at such meeting for the purpose of Article 10.10 herein. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors and similarly a resolution acknowledged as being passed by acknowledged e-mail by all the Directors entitled to notice shall also be valid as a resolution passed at a duly constituted meeting of Directors.
- 12.4. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

13. POWERS OF THE BOARD

The Board shall have power:-

- 13.1. to determine the policy to be followed in carrying out the objectives of the Company as specified in the Memorandum. The Board shall be responsible for preparing the Company's strategic plan and related budgets and annual work programmes;
- 13.2. to make, maintain, publish and enforce all necessary policy statements, Codes of Conduct, Rules and regulations, Disciplinary Rules and Procedures and Technical Regulations in connection with the said objects and the Sport;
- 13.3. to delegate any of its powers to any committee, sub-committee, panel working group or individuals, whether or not the individuals to whom the powers are delegated are Directors but provided that the majority of the members appointed to such committees are affiliated members of the Company/BCF;
- 13.4. to prohibit any act or practice by events, Clubs, committees, Groups, Associations or Persons which in the opinion of the Board are or were detrimental to the interests of the Sport and to deal with any such event, Club, committee, Group, Association or Person disregarding such prohibition in such manner as it may think proper and in accordance with the Disciplinary Rules and Procedures;

- 13.5. to inflict penalties, expulsions and sanctions on events, Clubs, committees, Groups, Associations or Persons for Misconduct as defined in Article 18 in accordance with the procedures set out in the Disciplinary Rules and Procedures;
- 13.6. to require the Members and others over whom it may have jurisdiction to ensure that their members and individuals accept, comply with and adhere to these Articles and the Rules; and
- 13.7. to nominate representatives to other bodies to represent the Company and to affiliate to such other bodies as may be desirable in the interests of the Sport in Scotland and the furtherance of the Company's objectives including where appropriate without prejudice to the foregoing generality the UCI, the BCF and the Commonwealth Games Council for Scotland;
- 13.8. to manage the affairs of the Company on a day to day basis and to determine all and any matters in connection with the affairs of the Company not in terms of the Act or the Memorandum and these Articles reserved to a General Meeting of the Company.

14. MINUTES

The Directors shall cause minutes to be made in books kept for the purpose:-

- 14.1. of all appointments of officers made by the Directors; and
- 14.2. of all proceedings at meetings of the Company or the Board, any committees (including programme committees and sub-committees) including the names of the persons present at each such meeting.

15. SEAL

The Company shall not be obliged to have a common seal.

16. FINANCE

- 16.1. The Accounting Reference Date of the Company shall be the 31 March but subject to the approval of the Company in General Meeting and to the provisions of the Act the Board may alter the Accounting Reference Date and make the necessary consequential amendments to the Articles of Association with respect to the date of the payment of the annual fees.
- 16.2. All Club, Association and Group fees and contributions shall be due and payable in full to the Chief Executive not later than 1 December preceding each year. The Chief Executive shall forward Club and Association registrations to

the BCF to allow for the issue of appropriate affiliations. In the event that there is any default in the requirements of this Article not only may cyclists be ineligible to enter Company events but each Member which delays in settling the affiliation fees due after 1 December shall be fined such sum as may be determined by the Board.

- 16.3. No Member shall as such have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.
- 16.4. The profits and property of the Company shall be applied solely towards the objectives of the Company with no proportion transferred directly or indirectly by way of dividend, bonus or profit share to any Member of the Company.
- 16.5. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the members of the Company unless the members each have objectives similar to the objectives of the Company and prohibit the distribution of its or their income and property to an extent as great as is imposed on the Company by virtue of Article 16.4 hereof or it may be made over to some other body having objectives similar to the objectives of the Company and which also shall prohibit the distribution of its or their income and property also to an extent at least as great as is imposed on the Company by virtue of Article 16.4 hereof such other body to be determined by the Members of the Company at or before the time of dissolution.

17. NOTICES

- 17.1. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 17.2. A notice or other document may be given by the Company to any Member in writing either: personally or by sending it by pre-paid post to its registered address (supplied by it to the Company for the giving of notice to it); or a notice or other document excluding a share certificate may be given by the Company to any Member by telefax at the last telefax number notified to the Company (but in the absence of such address or telefax number the Member shall not be entitled to receive from the Company notice of any meeting); by a website the address of which shall be notified to the Member in writing or by electronic

mail to an address notified by the Member to the Company in writing. This Article does not affect any provision in the Act or these Articles requiring notices or documents to be delivered in a particular way.

- 17.3. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member. A properly addressed notice or document sent by pre-paid post shall be deemed to have been given 48 hours after the date on which the notice is posted. A notice or document sent by telefax shall be deemed to have been given 2 hours after the time of transmission. A notice or document (other than a share certificate) sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document (other than a share certificate) sent by a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 17.4. A Member present at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

18. MISCONDUCT

For the purposes of Article 19 the following may amount to "Misconduct" and may give rise to disciplinary action by or on behalf of the Board or any Disciplinary Committee appointed by the Board:-

- 18.1. a breach of the Rules of the Sport;
- 18.2. a breach of these Articles or any Rules made hereunder and in particular the areas of good practice set out in Article 8;
- 18.3. an anti-doping rule violation as the same is currently defined under the International Olympic Committee and/or as may be defined by the WADA;
- 18.4. a breach of any of the Company's Rules governing cyclists or the coach registration scheme;
- 18.5. a breach of any Code of Conduct adopted by the Company and published as such;
- 18.6. any conduct, act or omission which in the view of the Board or the appropriate committee is, was or may be detrimental to the interests of the Sport or the Company.

19. DISCIPLINE

- 19.1. For the avoidance of doubt the Board shall have

power to prohibit any act or practice by Members or Persons or other organisations or individuals under the jurisdiction of the Company which in the opinion of the Board is was or may be detrimental to the interests of the Sport and to inflict penalties by way of fines, suspension, expulsion or otherwise for any Misconduct as defined in the preceding Article and in particular shall have powers to delegate to a Disciplinary Committee the powers of the Board to deal with discipline in terms of these Articles in accordance with the Disciplinary Rules and Procedures.

- 19.2. All Members as also those in membership of any Club, Group or Association indirectly affiliated through such a body and the members thereof together with all office bearers, coaches, leaders, commissaires, officials or adult helpers shall be bound not only to observe the policies and Rules made or published under the authority granted in these Articles but also the Codes of Conduct, Disciplinary Rules and Procedures, the Anti-Doping Programme Rules and Rules in accordance with Articles 5, 8, 13 and 18 and this Article as may be published from time to time by or on behalf of the Company, the UCI, BCF and/or the WADA.

20. INDEMNITY

Subject to the provisions of Section 310 of the Act but without prejudice to any indemnity to which a person may otherwise be entitled the Directors or members of any committee and all any other office bearers or staff for the time being of the Company shall be indemnified out of the assets of the Company against all loss, costs and charges which they may respectively incur in or about the execution of the duties of their office or otherwise in relation hereto including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to them by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto; but this Article shall only have effect insofar as its provisions are not avoided by Section 1532 of the Act.