

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

ARTICLES OF ASSOCIATION OF KENT VELO GIRLS CYCLING CLUB LIMITED

INTERPRETATION

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

Act	Companies Act 2006 as amended from time to time;
Annual General Meeting (AGM)	any General Meeting held as the annual general meeting of the Company;
Articles	these Articles of Association of the Company, as agreed by the Directors and Officers of the Company and approved by the Members;
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;
Committee	the group of persons comprising the Officers to which the Directors delegate day-to-day operation of the Company;
Directors	the Directors of the Company;
Extraordinary General Meeting (EGM)	a general meeting of the Members which is not the AGM;
Members	the persons admitted into membership of the Company in accordance with Article 7;
Officer	the persons appointed as Officers who comprise the Committee in accordance with Articles 19 to 22 (inclusive);
President	the person appointed as President in accordance with Articles 17 to 18 (inclusive) to oversee the strategic direction of the Company with the support of the Officers;
Rules	rules agreed by the Directors and Officers, and as approved by the Members from time to time governing the

conduct and management of the Company;

Secretary any person appointed to perform the duties of the secretary of the Company;

the Sport the sport of cycling.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing words in a visible form.

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

OBJECTS AND POWERS

2. The objects for which the Company is established are as follows.
 - a. To facilitate and promote participation of the whole community, and in particular women of all ages and at all levels, in the amateur sport of cycling in Kent.
 - b. To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as the Kent Velo Girls Cycling Club.
 - c. To undertake all the activities normally or usually associated with a cycling club and to do all such things as shall enable the Members to participate in the sport of cycling.
 - d. In order to achieve any of the objects listed above the Company may, in furtherance of its sporting objects:
 - i. acquire, own, operate, maintain and manage the assets and facilities of the Company and provide training, coaching, sporting and recreational or related social facilities and other facilities for the Members, including the provision of sports clothing and equipment and food, drink and other refreshments for Members and their guests;
 - ii. organise and promote either alone or jointly with any other association or club, events associated with the sport of cycling and to offer, give or contribute towards prizes, medals and awards;
 - iii. pay for reasonable hospitality for visiting cyclists and guests;
 - iv. raise funds by any means, including raising subscriptions from Members, obtaining donations and grants from any persons or organisations and the holding of money-raising events of any kind;
 - v. open and operate one or more bank accounts;
 - vi. invest any of the Company's money that is not immediately required in short term (maximum duration 24 months) UK bank deposits, but only to the extent that the aggregate amount of all such deposits is fully covered by the Financial Services Compensation Scheme;
 - vii. contract for services to be provided by any person or organisation, and pay fees for any services rendered to the Company;
 - viii. engage solicitors, accountants and other professional advisers to advise and act for the Company and pay the fees and expenses of any such persons; pay the expenses of forming and registering the Company as a private company limited by guarantee;
 - ix. join or co-operate with any other organisation having objects similar to or compatible with those of the Company, and support any such organisation (including by making grants), provided that organisation is not formed or established for the purposes of profit and provided its constitution prohibits the distribution of its income and property to at least as great an extent as is imposed on the Company by these Articles;
 - x. implement provisions, criteria or practices as a proportionate means of achieving the stated aims of the Company, to the extent permitted by the law, and do all such other things which are lawful and necessary or expedient for the promotion of the Company's objects.

NO DISTRIBUTION OF ASSETS

3. The Company's income and property may be used only for the promotion of its objects and no part of the income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member, Members or third parties, and (except as provided below) no Director or Officer of the Company may 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.

Nothing in this clause shall prevent:

- a. the payment in good faith of reasonable and proper remuneration to any Director, Officer, Member or employee of the Company for any special services rendered to the Company, or the reimbursement of reasonable and proper out-of-pocket expenses incurred by any such person;
- b. the payment in good faith of interest at a reasonable and proper rate on any money lent to the Company by any Director, Officer, Member or employee of the Company, or by any person, company or organisation with which any Director, Officer, Member or employee of the Company is connected;
- c. the payment in good faith of reasonable and proper rent for premises demised or let to the Company by any Director, Officer, Member or employee of the Company, or by any person, company or organisation with which any Director, Officer, Member or employee of the Company is connected;
- d. any proper payment made in good faith to another company in which a Director or an Officer has an interest, in which case the Director or Officer shall not (only by reason of such interest) be bound to account for any share of the profits they may receive in respect of such payment.

LIMITED LIABILITY

4. The liability of the Members is limited.

MEMBERS' GUARANTEE

5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while they are a Member or within one year after they cease to be a Member, for payment of the Company's debts and liabilities contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories themselves.

DISTRIBUTION OF ASSETS ON WINDING UP

6. In the event of the dissolution of the Company, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the Members, but shall be given or transferred to another Company or club with similar sports purposes which is a charity/CASC and/or to the Company's national governing body for use by them for related community sports.

MEMBERS

7.

- a. The subscribers to the memorandum are the first Members of the Company.
- b. Membership shall be open to all irrespective of age, gender, disability, race, ethnic origin, creed, colour, nationality, religion or other beliefs, social status or sexual orientation, except as a necessary consequence of the requirements of cycling. Any limitation of membership shall be as stated in the Rules.
- c. Any person wishing to become a Member shall attend an induction session, complete an application form, obtain third party liability insurance and pay the appropriate fee, as stated in the Rules at that time.
- d. The Officers may refuse membership for reasons as stated in the Rules at that time. Appeal against such refusal may be made to the Members in such manner as the Directors and Officers determine (and as set down in the Rules and decided by special resolution).

CATEGORIES OF MEMBERS

8. The Company shall have such categories of Members as agreed by the Directors and Officers and approved by the Members from time to time and set out in the Rules.

CESSATION OF MEMBERSHIP

9.

- a. A Member may at any time resign from membership of the Company. Membership is not transferable to any other person or organisation.
- b. The Officers may expel from membership only for good cause such as conduct or character likely to bring the Company or Sport into disrepute. Appeal against such removal may be made to the Members in such manner as the Directors and Officers determine (and as set down in the Rules) and decided by special resolution.

SUBSCRIPTIONS

10.

- a. Every Member must pay to the Company any fees or subscriptions as specified under the Rules. The Rules may also specify the method of payment, the consequence of non-payment, and any other arrangements.
- b. The Company shall keep subscriptions at levels that will not pose a significant obstacle to membership or participation.

POWERS OF DIRECTORS

11.
 - a. The business of the Company shall be managed by the Directors who may exercise all the powers of the Company, subject only to the provisions of the Companies Act, the Articles, to any Rules made in accordance with these Articles and to any directions given by special resolution of the General Meeting.
 - b. No alteration of the Articles and no Rule or direction shall invalidate any prior act of the Directors which would have been valid if that alteration or Rule had not been made or that direction had not been given.
12. Subject to the terms of these Articles, the Directors may delegate to any one or more of their number or to any Officer the transaction of any business or the performance of any act required to be transacted.
13. The day-to-day operation of the Company is delegated by the Directors to the Officers that comprise the Committee.
14. The Committee in turn may delegate any of their tasks to any sub-committee consisting of one or more Members. Any such delegation may be made subject to any conditions the Committee may impose, and may be revoked or altered at any time.
15. The Committee, and any sub-committee, must follow procedures which are based as far as possible and/or applicable on those provisions of the Articles and Rules which govern the making of decisions by Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS BY GENERAL MEETING

16. The Chair, Secretary and Treasurer shall, ex officio, each become a Director of the Company upon appointment as an Officer, and shall each retire as a Director when they retire as an Officer, unless otherwise voted at a General Meeting.

APPOINTMENT AND RETIREMENT OF PRESIDENT BY GENERAL MEETING

17. The Company may by ordinary resolution at a General Meeting appoint a Member who is willing to act to be the President of the Company.
18. The President must retire at the latest at the AGM that is the tenth AGM following the AGM on which they are appointed.

APPOINTMENT AND RETIREMENT OF OFFICERS BY GENERAL MEETING

19. Subject to the paragraphs below, the Company may by ordinary resolution at a General Meeting appoint a Member who is willing to act to be an Officer.
20. Officers other than the Chair and Vice Chair:
 - a. must retire at the latest at the AGM that is the third AGM following the AGM on which they are appointed;
 - b. cannot be re-appointed as an Officer, other than for the role of Vice Chair until at least one year has elapsed.
21. Any member who is appointed as the Chair at a General Meeting must retire as Chair at the AGM immediately following their appointment, unless the Members at the relevant AGM appoint them to another role.
22. Any member who is appointed as the Vice Chair at any AGM shall be automatically appointed as the Chair at the AGM immediately following their appointment (other than in circumstances where such person resigns on or prior to the relevant AGM).

DISQUALIFICATION AND REMOVAL OF DIRECTORS

23. The Company may by ordinary resolution passed at a General Meeting remove any Director before the expiration of their period of office. The Directors may remove any Director who is neglectful of their duties.
24. A person ceases to be Director if:
 - a. they cease to be a Director by virtue of any provision of the Companies Act or becomes prohibited by law from being a Director of a company; or
 - b. they become bankrupt or make any arrangement or composition with their creditors generally; or
 - c. they resign by notice to the Company.

APPOINTMENT OF MANAGERS AND EMPLOYEES

25.
 - a. The Officers may appoint managers and other employees and decide on their powers, duties and terms of service.
 - b. The Officers may appoint any person to be the agent of the Company for any purpose and subject to any conditions imposed by them. The delegation may be in writing or by power of attorney. The delegation may permit the agent to delegate all or any of their powers.

REMUNERATION OF DIRECTORS AND OFFICERS

26. No Director or Officer may receive remuneration, or receive any other financial benefit from the Company, for their duties as Director or Officer.

MEETINGS OF THE OFFICERS

27. The Officers will meet as the Committee in order to progress the management of the Company and may regulate their meetings and procedures as they think fit subject to the provisions of these Articles and any Rules.
28. Any Officer may call a meeting of the Officers. The Secretary must call a meeting, if so requested by any Officer.
29. The President may choose from time to time to attend any meeting of the Officers.
30. Where, and only where the subject of a Committee meeting vote is pertaining to some potential alteration to these Articles or the Rules, the President will have a vote, and in the case of an equality of votes, will have the casting vote.
31. Subject to the above provision, questions arising at a meeting shall be decided by a majority of votes of the Officers. In the case of an equality of votes, the Chair shall not have a second or casting vote.
32. No business may be transacted at a meeting of the Officers unless a quorum of Officers is present. The quorum of Officers is five.
33. If at any time the number of Officers is less than the number fixed as the quorum, the continuing Officers (even if there is only one) may act for the purpose of filling vacancies or for calling a General Meeting and for ensuring the business is secure and able to operate, but for no other purpose.
34. The Chair presides at every meeting of the Officers at which they are present. If they are not present within fifteen minutes after the time for the start of the meeting, the Officers present may appoint one of their number to chair the meeting.

35. All acts done by a meeting of the Officers, or by a committee thereof, or by a person acting as an Officer shall, notwithstanding that it is later discovered that there was a defect in the appointment of any Officer or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Officer and had been entitled to vote.
36. A resolution in writing signed by all the Officers entitled to receive notice of a meeting of the Officers is as valid and effectual as if it had been passed at a meeting duly convened and held and may consist of several identical documents each signed by one or more Officers.

CONFLICTS OF INTEREST

37.
 - a. A Director or an Officer may not vote at a meeting of the Officers or of a committee thereof on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and if they do vote their vote must not be counted.
 - b. For the purposes of this article, an interest of a person who is, for any purpose of the Companies Act connected with a Director or an Officer shall be treated as an interest of the Director or Officer.
38. A Director or Officer must not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
39. If a question arises at a meeting of the Officers or of a committee thereof as to the right of a Director or an Officer to vote, the Chair's decision is final, unless it concerns the Chair's right to vote in which case the Vice-Chair's decision is final.

GENERAL MEETINGS (AGM AND EGM)

40.

- a. The Officers shall convene an AGM within a period of nine months following its accounting reference date, and will transact the business as specified in the Rules from time to time.
- b. The Officers may, whenever they think fit, convene an EGM, and an EGM shall also be convened on requisition by not less than ten percent of the membership or twenty Members, whichever is the greater who in their requisition shall state the purpose for which such EGM is to be called.

NOTICE OF GENERAL MEETINGS

41. A General Meeting shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

42.

- a. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.
- b. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

QUORUM AT GENERAL MEETINGS

43. Any Member of the Company may attend any General Meeting of the Company.

44. No business may be transacted at any General Meeting unless a quorum is present. The quorum is ten percent of the membership or ten Members in attendance, whichever is the greater, who are entitled to attend and vote.

45. If a quorum is not present within half an hour after the time for the start of the meeting, or if during a meeting a quorum ceases to be present, the meeting must be adjourned to such reasonable time and place as the Officers decide.

CHAIRING THE GENERAL MEETING

46. The Chair shall chair any General Meeting at which they are present. If the Company does not have a Chair, or the Chair is absent, then the Officers shall nominate one of their number to chair the meeting. If no Officer is present within fifteen minutes after the time for the start of the meeting, or if no Officer is willing to act, the Members present shall elect one of their number to chair the meeting.

VOTING AT GENERAL MEETINGS

47. Matters to be decided by an ordinary resolution at a General Meeting require a simple majority of Members present and entitled to vote.

48. If equal numbers of votes are cast for and against an ordinary resolution the Chair (provided that they are a Member) is entitled to a second or casting vote in addition to any other vote they may have.

MINUTES

49. The Officers must ensure that minutes are made:
- a. of all appointments of Directors, President and Officers;
 - b. of all General Meetings, including the names of the Members present;
 - c. of all meetings of the Officers, including the names of the Officers present.

THE COMPANY SEAL

50. The Officers may decide from time to time whether the Company shall have a seal. If the Company has a seal it may be used only with the authority of the Officers. The Officers must decide who is to sign any document issued under seal. Unless the Officers decide otherwise a document issued under seal must be signed by any two Officers.

ACCOUNTS

51. The Company must keep such accounting records as are required by the Companies Act 2006 and any other statutory provisions which affect the Company. No Member (as such) has any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the Officers or by ordinary resolution of a General Meeting.
52. The Members must appoint a suitable person to review the accounts.

NOTICES

53. Any notice required by these Articles to be given to or by any person (other than a notice calling a meeting of the Officers) must be in writing.
54. The Company may give any notice to a Member in the manner specified in these Articles for notices of General Meetings.

INDEMNITY

- 55.
- a. Subject to the provisions of the Act, every Director and Officer of the Company or any subsidiary Company is to be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings (civil or criminal) in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company or any subsidiary Company. This provision applies without prejudice to any other indemnity to which a Director or Officer may be entitled.
 - b. The Company may purchase and maintain for any Director or Officer of the Company or any subsidiary Company, insurance against any such liability as is referred to in section 233 of the Companies Act 2006.

RULES

- 56.
- a. The Rules governing the proper conduct and management of the Company will be agreed by the Directors and Officers and approved by the Members from time to time.
 - b. The Rules may include Rules for the admission and conduct of Members, the management of the Company, the use of the Company's assets and facilities, the procedures at General Meetings, and general regulation of Members.
 - c. No Rule shall be inconsistent with the Articles of the Company or any provision of law.