

**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;

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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 at the AGM immediately following their appointment, unless:
  - a. the Members at the relevant AGM appoint them to another role; or
  - b. the objects of the Company have been significantly impacted by an extraordinary event (such as a global pandemic) in the year that has elapsed, in which case the Chair must retire at the latest at the AGM that is the second AGM following the AGM at which they are appointed.

22. Any member who is appointed as the Vice Chair at any AGM shall be automatically appointed as the Chair at the AGM on the retirement of the Chair (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

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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.

## GENERAL RULES

### FOUNDING PRINCIPLE AND MISSION OF THE CLUB

1. The name of the Company is Kent Velo Girls Cycling Club Limited, trading as Kent Velo Girls Cycling Club (referred to as 'the Club' or 'Kent Velo Girls CC').
2. The founding principle and mission of the Club is 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.
3. In support of its mission, emphasis is on:
  - a. educating and informing members, allowing them to develop their cycling performance and confidence;
  - b. inspiring and supporting members, enabling them to achieve their cycling ambitions and goals;
  - c. offering a choice of days, speeds, elevations and distances for club rides;
  - d. providing a social environment to develop and nurture friendships;
  - e. Using proportionate means of achieving the founding principle and mission of the Club.

### CLUB AFFILIATIONS

4. The Club is affiliated to British Cycling, Cycling Time Trials, Kent Cycling Association, London Women's Racing and to any other body as the Club in General Meeting may decide.

### MEMBERSHIP OF THE CLUB

5. To enable members to benefit from limited liability, the Club has incorporated as a company limited by guarantee. Every member must undertake to guarantee, to a maximum of £1, the debts and liabilities of the Company if the Company is wound up whilst they are a member or within one year of ceasing to be a member.
6. All members must have third party liability insurance; membership of British Cycling, Cycling UK or the British Triathlon Federation provide the acceptable level of cover. A member may be requested to provide proof that they have the appropriate insurance cover.
7. Members must be 18 years or older at the time of joining the Club; persons who are younger than 18 years may wish to join Kent Velo Girls CC's associated club, Kent Velo Kids (<https://kentvelogirls.co.uk/kent-velo-kids>).
8. Each member must agree to be bound by the Club Rules, which may be altered from time to time by a simple majority of members voting at a General Meeting.
9. Prior to joining the Club, a potential member must attend an induction session, submit an application form and pay the appropriate subscription. Up to date details can be found in the "Joining Velo Girls CC" section of the Club's website.
10. Admission to the Club will be granted to members complying with Rules 5 to 9 (inclusive).
11. The Club will have a female (referred to as Kent Velo Girls) and a male (referred to as Kent Velo Boys) category of membership, and members shall be allocated a category according to their identifying gender.
12. Where a potential member is refused membership, they have a right of appeal at an EGM on payment of the expenses incurred in calling and holding the meeting. This payment will be refunded if the refusal of membership decision is not upheld.
13. The Club's subscription year commences on 1<sup>st</sup> April and each renewing member must pay in advance the annual renewal subscription determined by the Club members at the

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preceding AGM. Completion of a renewal form will be required which will include an acknowledgment that the member's third party liability insurance remains in place.

14. If a member fails to pay their subscription before the 31st March in any year, they will receive a notice of non-payment. If the subscription is not paid before the 30th April, the defaulter, at the discretion of the Committee, will cease to be a member of the Club. Unpaid subscriptions will debar members from voting at any General Meeting and participating in any Club activities.
15. Members of the Club shall consist of all persons who are on the Club's membership register.
16. A member who races for another cycling club cannot be a first-claim member of Kent Velo Girls Cycling Club. To authenticate first-claim eligibility, the Membership Secretary may secure information regarding membership status of any other club.
17. Second claim members (members who have declared that the Club is not their first claim cycling club) are entitled to the privileges of the Club except that they may not:
  - a. represent the Club in races;
  - b. be awarded a Club medal or prize.
18. The Committee has the power to suspend or expel any member for acting in a manner objectionable or prejudicial to the interests of the Club. The member has a right of appeal at an EGM on payment of the expenses incurred in calling and holding the meeting. This payment will be refunded if the Committee's decision is not upheld.
19. Any member ceasing voluntarily or otherwise to be a member of the Club will no longer have any claim on the property of the Club or enjoy any of the privileges of membership. Any property in their possession must be immediately returned. The member's liability for the payment of any subscriptions, other debts or as provided elsewhere in the Rules will continue.

### **CLUB RIDES AND COACHING SESSIONS**

1. Club members must always obey the highway code whilst on a club ride or coaching session and/or when wearing club kit.
2. When on any club ride or coaching session:
  - a. riders must carry a form of ID that shows their name, address and emergency contact details;
  - b. it is the rider's responsibility to ensure that their bike is in a safe condition to ride;
  - c. riders must wear a helmet;
  - d. wearing of kit from another club is not allowed;
  - e. mudguards must be used during GMT (October to March - dates are specified each year);
  - f. riders must use a road bike, unless a ride or session is designated otherwise;
  - g. ebikes are not allowed, other than with prior agreement of the Committee;
  - h. tribars are not allowed;
  - i. in the UK, riders must ride in no more than a group of 8 riders;
  - j. there must be a designated ride leader or coach;
  - k. the ride leader must have undertaken ride leader development.
3. By participating in Club activities (including coaching sessions), riders are:
  - a. acknowledging the dangers of participating in cycling and fully assume the risks associated with it including, without limitation, the risk of collision with other riders, vehicles and fixed and moving objects, risks arising from surface hazards, equipment

failure and weather conditions potentially leading to serious physical injury and/or loss of life;

- b. consenting to take part in the activity, which may include being in a traffic free environment and/or on the public highway, and understand and agree that they are participating at their risk, taking full and entire responsibility for their own safety;
- c. agreeing to be aware of their own limitations, to be responsible for the condition, adequacy and safety of their equipment, and to ride neither to endanger themselves or others;
- d. agreeing to indemnify and hold the Club and its officers and other members harmless from all claims (including those resulting from negligence or omission), including claims for physical injury or loss suffered in connection with Club activities;
- e. agreeing to notify the ride leader or coach of any medical condition or information they feel that the leader or coach should know about before participating in the ride or coaching sessions. Note that if a rider has any concerns about participating in any form of physical activity, they should consult their GP before giving their consent to taking part in riding or coaching sessions.

#### **MANAGEMENT OF THE CLUB**

4. The Directors are responsible for the management of the Club.
5. The Directors will delegate the day-to-day operation of the Club to a Committee of Officers consisting of seven members, namely Chair, Vice Chair, Treasurer, Secretary, Social and Events Secretary, Membership Secretary, and Communications and Social Media Secretary. A full list of the elected officers can be found on the Club's website. From time to time it may be appropriate for the members in General Meeting to adjust the number or roles comprising the Committee.
6. The Chair, Secretary and Treasurer, by virtue of their position, will each become a Director of the Club on appointment as an Officer, and will each retire as a Director when they retire as an Officer, unless otherwise voted at a General Meeting.
7. 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 at which they were appointed;
  - b. cannot be re-appointed as an Officer, other than for the role of Vice Chair until at least one year has elapsed.
8. For offices other than for Chair and Vice Chair, any member may nominate any first claim member for the role as and when vacancies fall due. The nomination must be seconded by another member and the Secretary will notify members not less than seven days prior to the relevant AGM.
9. Any member who is appointed as the Chair at any AGM must retire at the AGM immediately following their appointment, unless the members at the relevant AGM appoint them to another role.
10. Any member who is appointed as the Vice Chair at any AGM will automatically be appointed as the Chair at the AGM immediately following their appointment (other than in circumstances where the person resigns on or prior to the relevant AGM).
11. It is the responsibility of the Committee to put forward nomination(s) for the role of Vice Chair, and the Secretary will notify members not less than seven days prior to the relevant AGM. If the current Vice Chair is unable or unwilling to assume the role of Chair for the period immediately following the forthcoming AGM, the Committee will also put forward their nomination for the role of Chair and in each case the Secretary will notify members not less than seven days prior to the forthcoming AGM.
12. Officers will be appointed by the members in General Meeting.

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13. The Club may appoint a member to be the President of the Club.
14. The President must retire, at the latest, at the AGM that is the tenth AGM following the AGM at which they were appointed.
15. As and when the President retires and is to be replaced, the Committee will put forward their nomination for the role, and the Secretary will notify members not less than seven days prior to the relevant AGM.
16. The President will be appointed by the members in General Meeting.
17. All elections for President and Committee Officers shall be by vote.
18. The Committee may co-opt Club members (up to the maximum permitted number) to serve until the end of the next AGM.
19. The Committee will meet as often as deemed necessary, but at least once in every two-month period. The Secretary may call a meeting of the Committee at any time and will do so if requested in writing by any Officer of the Committee.
20. The Committee will, subject to these Rules, have full power of management and control over the conduct and affairs of the Club, except the powers exercised by the Club in General Meeting, and by the President.
21. The President may choose from time to time to attend any Committee meeting.
22. Where, and only where the subject of a Committee meeting vote is pertaining to some potential alteration to Club's Articles or these Rules, the President will have a vote, and in the case of an equality of votes, will have the casting vote.
23. Subject to the above rule, questions arising at a Committee meeting shall be decided by a majority of votes of the Committee Officers. In the case of an equality of votes, the Chair shall not have a second or casting vote.
24. No business may be transacted at a Committee meeting unless a quorum of Committee Officers is present. The quorum is five.
25. The Secretary, or substitute, will keep minutes of the Committee meetings and all acts performed in relation to and authorised by the minutes, will be deemed to be acts of the Committee.

**GENERAL MEETINGS (AGM and EGM)**

26. The Officers must convene an AGM within a period of nine months following its accounting reference date, and will transact the following business:
  - a. confirm the minutes of the previous AGM and any General Meetings held since the last AGM;
  - b. present the financial report and accounts for the previous financial year;
  - c. other reports from the Directors and Officers which may be submitted orally;
  - d. elect Officers and the President, if any;
  - e. appoint the accountants and/or auditors, if any;
  - f. raise any matter of which the Secretary has received written notice from a member at least seven days before the date of the AGM;
  - g. transact any other business that the Chair sees fit to accept.
27. 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 the EGM is to be called.
28. All General Meetings will be convened and held in accordance with the provisions of the Articles of the Club.

### **ACCOUNTS**

29. The Treasurer will keep a record of all income and expenditure, with a view to producing quarterly and annual accounts for review by the Committee.
30. The Committee will present to the members at the AGM, a statement of income and expenditure and a balance sheet for the year to 31<sup>st</sup> March. These documents will be distributed prior to the meeting as an attachment to the agenda.
31. As a Company limited by guarantee, the annual accounts will be prepared in a format compliant with the Companies Act 2006.
32. A suitable person, from outside the Committee, will be appointed by the members at the AGM to independently review the accounts. Any Reviewer will be eligible for re-election, but if a vacancy occurs mid-term, the Committee will have the power to fill the vacancy, subject to confirmation by the members at the next AGM.
33. All Club property and assets are entrusted to the Committee.

### **CLUB KIT**

34. All major items of club kit, for example, jerseys, gilets, jackets, skinsuits and hoodies will have the full name of the relevant section of Club (Kent Velo Girls for the female section and Kent Velo Boys for the male section) visible.
35. Any change to the pink colours of the kit for the Kent Velo Girls and the blue colours for the Kent Velo Boys sections of the Club must be agreed by the Committee and approved by the members.

### **WEBSITE AND SOCIAL MEDIA**

36. Whilst the Communications and Social Media Secretary has absolute discretion as to the content of the Club's website, it should contain nothing of a libellous, slanderous, insulting, abusive, derogatory or defamatory nature in respect of the Club or any of its members. Neither should it have any malicious content calculated to cause offence.
37. The Club's website and closed Facebook pages are the points of reference for Club information. Should these sources not provide the information required then a full list of committee members and their contact details can be found on the website.
38. Use of the closed Facebook pages should be restricted to Club and associated matters only, to avoid obscuring posts pertaining to the day-to-day operation and administration of the Club.

## CLUB ETIQUETTE

Rules 20 - 22 (inclusive) provide the key elements required on Club rides.

The Club has gathered additional items, referred to as the Club Etiquette, that have been found over the years to improve the safety, quality and enjoyment of Club rides for all concerned.

1. It is preferable that Club kit is worn on Club rides.
2. When riding as a group, riders should:
  - a. rotate the front rider at regular intervals;
  - b. not ride off the front, back or not with the group;
  - c. ride in single file on busy or narrow roads or when riding around bends;
  - d. ride in pairs only when safe to do so, lining up handlebars;
  - e. when riding as an odd number in pairs, have the single rider positioned directly behind the rider in front and not at the back of the group;
  - f. never ride more than 2 abreast;
  - g. when going from pairs to single file, the outside rider goes in front of the rider on the inside; when safe to revert to pairs, the rider formerly on the inside accelerates up to join the rider formerly on the outside;
  - h. not half wheel (overlap wheels from behind);
  - i. use appropriate hand signals to indicate hazards to the riders behind;
  - j. leave a gap of no more than a bike length, but preferably a wheel width or less, between bikes;
  - k. bring an energy snack and drink;
  - l. carry a mobile phone and money;
  - m. use front and back lights all the year round to maximise visibility.
3. In terms of bike maintenance and care:
  - a. riders are expected to make sure their own bike is safe and roadworthy;
  - b. regular servicing will avoid unnecessary mechanicals; once a year or every 1000 miles is recommended;
  - c. riders should carry 1-2 inner tubes, a method of inflation (preferably CO2 canisters), tyre levers and a multi-purpose tool (even if riding on tubeless tyres);
  - d. when a mechanical occurs, the whole group will stop and assist with the repair;
  - e. the most common mechanical suffered is a puncture; each rider is responsible for changing their own inner tube;
  - f. other mechanicals (ie broken spoke or snapped chain) may be repairable on a ride, but a rider may need to arrange to be recovered. In these instances, the group will wait until a recovery plan is in place before continuing with the ride.
4. Each ride will have a designated ride leader (a member who has attended a rider development session) and their role is to:
  - a. provide the route, control the speed and keep the group together;
  - b. ensure that the rides leave the designated start point on time;
  - c. in the event of dangerous weather conditions, cancel the ride via a Facebook post;
  - d. where appropriate, give direction to the group to improve the group riding dynamics.
5. The highway code must always be followed but members are also asked never to:
  - a. react to car drivers; no gesticulating or shouting regardless of the driver's behaviour;

KENT VELO GIRLS CYCLING CLUB - CLUB ETIQUETTE

- b. wave drivers through on a ride; it must be the driver's responsibility to decide when it is safe to pass.