

ARTICLES OF ASSOCIATION OF THE VELO CLUB GODALMING AND HASLEMERE LIMITED

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ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1985 (as amended)

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE VELO CLUB GODALMING AND HASLEMERE

Company Number: 5047519

Incorporated 10 January 2007

INTERPRETATION

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

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|-----------------------|--|
| “the Act” | The Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment for the time being in force; |
| “Articles” | Articles of Association of VC Godalming + Haslemere; |
| “Auditors” | honorary auditors of VC Godalming + Haslemere appointed by a General Meeting ; |
| “Board” | the Board of Directors of the VC Godalming + Haslemere.; |
| “Company” | The Velo Club Godalming and Haslemere Limited a company registered in England and Wales with registration number 5047619; |
| “Director” | director of VC Godalming + Haslemere; |
| “Due Date” | 31 January of each year; |
| “General Meeting” | an annual or extraordinary general meeting of VC Godalming + Haslemere; |
| “Company Secretary” | company secretary of VC Godalming + Haslemere appointed in accordance with Article 52; |
| “in writing” | written or printed or partly one and partly another and other modes of representing or reproducing words in visible form (including e-mail); |
| “Member” | member of VC Godalming + Haslemere; |
| “Club Office” | registered office of VC Godalming + Haslemere; |
| “Register of Members” | VC Godalming + Haslemere’s register of members; |
| “Regulations” | the Articles, the Memorandum of Association and the Rules of VC Godalming + Haslemere all as may be in force from time to time; |

Rules rules made by the Board in accordance with Article 41 and, if concerning subscriptions, approved by the Members in accordance with Article 42;

“VC Godalming + Haslemere” the Company;

2. Words importing the singular shall include the plural, and vice versa. Words importing the masculine gender shall include all genders. Words importing persons shall include corporations
3. The number of Members is unlimited.
4. The provisions of Section 352 of the Act apply to VC Godalming + Haslemere and each member of VC Godalming + Haslemere shall either sign a written consent to become a Member or sign the Register of Members on becoming a member.

MEMBERSHIP

5. All members of the unincorporated bodies known as the Velo Club of Godalming and the Rother Valley Cycle Club immediately prior to the adoption of these articles of association shall become Members of VC Godalming + Haslemere upon the adoption of these articles of association and the Board shall, at its sole discretion, admit other people in accordance with the Regulations to be Members of VC Godalming + Haslemere. No one shall be admitted as a Member unless approved by the Board. The names of Members shall be entered in the Register of Members to be maintained by the Company Secretary.
6. Applications for membership shall be made on such terms and in such manner as the Board shall decide from time to time.
7. Each Member of VC Godalming + Haslemere agrees to be bound by the Regulations.
8. (a) Any Member may resign at any time by giving not less than seven days’ notice in writing to the Company Secretary at the Club Office . Resignation from VC Godalming + Haslemere by a Member shall not affect any liability of such Member arising prior to the date of resignation.
(b) A Member shall cease to be a Member of VC Godalming + Haslemere upon the expiration of 7 days after service on him by the Board of a notice requiring him to withdraw from VC Godalming + Haslemere pursuant to a resolution of the Board passed at a meeting specially convened and held and of which he shall have been given reasonable notice and at which he shall have been given reasonable opportunity of attending and being heard.
(c) A Member shall cease to be a Member if he fails to pay his subscription by the Due Date.
(d) Membership is not transferable and shall cease on death.

GENERAL MEETINGS

9. VC Godalming + Haslemere shall hold a General Meeting in January, February or March of each calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
10. All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Company Secretary shall, on receipt of an order of the Board or a written request signed by not less than 5 Members who at the date of deposit of the written request have a right to vote at General Meetings, convene an extraordinary General Meeting. Such an order or request must indicate the nature of the business to be transacted at the General Meeting. The Company Secretary shall issue a notice calling the extraordinary General Meeting as soon as reasonably practicable and, in any case, within 28 days of receipt of such an order or request.

NOTICE OF GENERAL MEETINGS

12. A General Meeting shall be called by giving not less than 21 days' notice (exclusive in every case both of the day in which it is served or deemed to be served and of the day for which it is given) to the Members and the Auditors. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any Member shall not invalidate any resolution passed or proceedings held at any meeting.
13. Every notice calling a General Meeting shall specify the place and the date and time of the meeting. If other than routine business is to be transacted (namely special business), the notice shall specify the general nature of such business; and, if any resolution is to be proposed as an extraordinary resolution or as a special resolution, the notice shall contain a statement to that effect.
14. The annual general meeting shall be held for the following purposes:-
 - (a) Considering the income and expenditure account and balance sheet of VC Godalming + Haslemere and the reports of the Board and of the Auditors;
 - (b) Electing Directors in place of those retiring;
 - (c) Appointing Auditors.
 - (d) Approving regulations concerning subscriptions;
 - (e) Transacting such other business as may be brought before it.
16. All business transacted at an extraordinary General Meeting and all that is transacted at an annual General Meeting with the exception of those matters described in paragraphs 17 (a) to (d) shall be deemed special business.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any General Meeting unless a quorum is present 2 persons entitled to vote on the business to be transacted shall be a quorum. One Member may be a quorum if at any time VC Godalming + Haslemere shall become a single member company.
18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, shall be adjourned and shall be reconvened for the same day in the next week, at the same time and place, or at such other place as the chairman of the meeting shall determine and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.
19. The chairman, if any, of the Board or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman of the Board nor such other Director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director present and willing to act, he shall be chairman of the meeting.
20. If no Director is willing to act as chairman of the meeting, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.
21. The chairman of the General Meeting may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting.
22. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a 75% majority in the case of extraordinary and special resolutions and by a two thirds majority in the case of changes to the

Rules or a simple majority in other matters. The majority to be of the persons present in person and being entitled to vote, do so, unless before or upon the declaration of the result of the show of hands a poll is demanded by at least two Members present. Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of VC Godalming + Haslemere shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

23. Subject to the provisions of Article 24, if a poll is properly demanded, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. No poll may be demanded on the election of a chairman of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
26. The demand of a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTING AT GENERAL MEETINGS

27. At General Meetings of the Company, each Member shall be entitled to one vote
28. Save as expressly provided otherwise in these Articles, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to VC Godalming + Haslemere in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as proxy for another Member, at any General Meeting
29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
30. On a poll votes may be given personally or by proxy.
31. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. The instrument appointing a proxy and any authority under which it is signed or a notarially certified copy thereof shall be deposited at the Club Office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the right to vote shall not be exercisable.

BOARD OF DIRECTORS

33. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than 2.
34. The first Directors of VC Godalming + Haslemere shall be those persons notified to Companies House as the first Directors
35. The Board may from time to time appoint any Member of VC Godalming + Haslemere as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum is not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
36. At every Annual General Meeting one-third of the Directors shall retire from office, the persons to retire at the first Annual

General Meeting being determined by agreement between the Directors and in default of agreement determined by lot. If their number is not a multiple of three, the number nearest to one-third of them shall retire from office and thereafter at subsequent Annual General Meetings those to retire from office shall be those who have been longest in office since their last election to office. As between members of equal seniority, the members to retire shall in default of agreement be determined by lot. A retiring Director shall be eligible for re-election.

37. The Company may in General Meeting:

- (a) increase or decrease the number of Directors; and
- (b) determine in what rotation such increased or decreased number shall retire and may make the appointments necessary for effecting such increase.

38. No person other than a Director retiring by rotation may be appointed a Director at any Annual General Meeting unless:

- (a) he or she is recommended for re-election by the Board; or
- (b) not less than 14 nor more than 28 days before the date of the meeting, the Company is given a notice that:
 - (i) is signed by a Member entitled to vote at the meeting;
 - (ii) states the Member's intention to propose the appointment of a person as a Director;
 - (iii) contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
 - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.

39. All Members who are entitled to receive notice of an Annual General Meeting must be given not less than seven nor more than 28 clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

DUTIES AND POWERS OF THE BOARD

- 40. The entire business of the Company shall be arranged and managed by the Board who may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting.
- 41. The Board shall make and from time to time revise such rules as it may think fit for the proper conduct of VC Godalming + Haslemere's affairs, including but not limited to technical regulations, bicycle specific regulations, anti-doping regulations and regional regulations
- 42. Rules concerning subscriptions for membership shall be subject to the approval of the Members in a General Meeting
- 43. The Board may act notwithstanding any vacancy in their number, provided always that in case the number of Directors shall at any time be reduced to less the minimum number prescribed by the Articles it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in the Board, or of summoning a General Meeting, but for no other purpose.

DISQUALIFICATION OF DIRECTORS

- 44. The office of a Director shall be vacated if:
 - (a) the Board pass a resolution by a 75% majority that it is desirable that the Director should cease to be a Director;
 - (b) if he becomes bankrupt or makes any arrangement or

composition with his creditors generally;

- (c) if he becomes of unsound mind or for any reason becomes incapable of managing his affairs;
- (d) if he ceases to be a Member of the Company;
- (e) if by notice in writing to the Company he resigns his office;
- (f) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

PROCEEDINGS OF THE BOARD

- 45. Meetings of the Board shall be held at such times and such places as the Board may from time to time direct. Meetings of the Board may be held by telephone or video conference.
- 46. The quorum for a Board meeting shall be 2. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 47. A Director may and, on the request of a Director, the Company Secretary shall, at any time, convene a meeting of the Board by at least 7 days clear notice to the Directors.
- 48. The Board shall from time to time elect a chairman, who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such chairman be elected, or if at any meeting the chairman of the Board is not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.
- 49. The Board shall have full power to appoint such committees and sub-committees as they may think appropriate and may delegate to such committees and sub-committees all such duties, powers and privileges as they may think fit, and any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. Such committees and sub-committees shall comprise such Members (whether or not Directors) as the Board may appoint. No resolution of a meeting of a committee shall be binding on the Company until confirmed by the Board at a subsequent meeting.
- 50. All acts bona fide done by the Directors or by any committee or sub-committee, or by any person or persons acting as a member or members thereof, shall, notwithstanding that it may afterwards be discovered that there was any defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or a member of the committee or sub-committee.
- 51. A resolution in writing signed by all the Directors for the time being shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

COMPANY SECRETARY AND MINUTES

- 52. Subject to the provisions of the Act the Company Secretary shall be appointed and may be removed by the Board.
- 53. The Company Secretary or such other person as the Board may from time to time appoint shall take, keep at the Club Office correct minutes of the proceedings of the Company, of the Board and of any committees or sub-committees appointed by the Board.

ACCOUNTS AND AUDIT

- 54. The Board shall cause proper books of account to be kept in accordance with the requirements of the Act.
- 55. The books of account of the Company shall be kept at the Club Office, or, subject to the provisions of the Act, at such

other place or places as the Board thinks fit, and shall be open to the inspection of Members at reasonable times during business hours.

56. The Board shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall make a copy of the annual accounts together with a copy of the Auditor's report on those accounts available on the VC Godalming + Haslemere website to the Members and the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

57. Once at least in every year the accounts of VC Godalming + Haslemere shall be examined and the correctness of the income and expenditure account and balance sheet reviewed by two Members appointed to act Auditors.

NOTICES

58. Notices to members may be given by hand of post to their last known address, by e-mail to their last known e-mail address or by posting the notice in the Notices section on the VC Godalming + Haslemere website.

59. Any notice given by post shall be deemed to have been received on the second business day following the day of posting.

60. Any notice given by e-mail shall be deemed to have been received on the second day following day of transmission.

61. Any notice given by posting on the VC Godalming + Haslemere website shall be deemed to have been received on the second day following day of posting.

62. Any notice and other communication in writing to the Company may be given by hand or post addressed to the Company Secretary at the Club Office or by e-mail to the Company Secretary at the e-mail address shown on the VC Godalming + Haslemere website and shall be deemed to have been received on the business day following the day of delivery to the Company Secretary.

INDEMNITY

63. Subject to the provisions of the Act and the Regulations each Director of VC Godalming + Haslemere and the holder of every other office of VC Godalming + Haslemere shall be entitled to be indemnified by VC Godalming + Haslemere against all charges, costs, losses, expenses and liabilities incurred by them in good faith in the execution of their responsibilities relating to VC Godalming + Haslemere.

DISSOLUTION

64. Clause 7 of the Memorandum of Association of VC Godalming + Haslemere relating to the winding-up and dissolution of VC Godalming + Haslemere shall have effect as if the provisions thereof were repeated in the Articles.

Signed on behalf of The Velo Club Godalming and Haslemere Limited

.....
Rupert Maude

Chairman

.....
Mark Burgin

Company Secretary

3 May 2007