

Special Resolutions

The Companies Act 1985 Company Limited by Guarantee

of THE LEAGUE OF VETERAN RACING CYCLISTS


Company No:04504300

At a GENERAL MEETING of the above named Company duly convened and held on 23rd day of October 2016 the following SPECIAL RESOLUTIONS were duly passed, viz

Resolutions

IT WAS RESOLVED

- 1) THAT the company will dispense with the holding of annual general meetings
- 2) THAT the existing memorandum and articles of association in their entirety be removed and substituted for the new memorandum and articles of association attached to this resolution

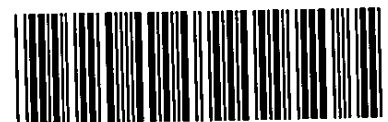


IAN BOOTH

For and on behalf of The Executive Committee

23rd October 2016

TUESDAY



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A16

15/11/2016

#168

COMPANIES HOUSE

**THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY GUARANTEE**

THE LEAGUE OF VETERAN RACING CYCLISTS

**(As altered by special resolutions passed on the 23rd October 2016 and
adopted by special resolution on 23rd October 2016)**

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**

**No. 04504300
Incorporated the 6th August 2002**

Prepared by

sbca Chartered
Accountants **1**

**17 Moor Park Avenue Preston PR1 6AS
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COMPANIES HOUSE

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE LEAGUE OF VETERAN RACING CYCLISTS

- 1 The name of the Company is "The League of Veteran Racing Cyclists"
- 2 The registered office of the Company is in England and Wales
- 3 The objects for which the Company is established are ("the Objects")
 - 3 1 The provision of a programme of competitive and social cycling for male and female members of 40 years of age and over
 - 3 2 The promotion of races under the Company's Rules for Racing, restricted to events for riders who have reached the age of 40 on or before the date on which they wish to compete in any particular event for male and female members, amateur or professional
- 4 The Company has power to do anything within the law that may promote or may help to promote the Objects or any of them. In particular (but without limitation) the Company has the following powers
 - 4 1 to pay out of the Company's funds the costs incurred in forming the Company,
 - 4 2 to acquire or hire property of any kind, and any interests in or rights over property of any kind,
 - 4 3 to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the Objects and to give any form of consideration in return for the business or assets,
 - 4 4 to borrow and raise money in any manner, and to secure and guarantee by any means the repayment of any money borrowed, raised or owing, and the performance by the Company of any obligation or liability, by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future),
 - 4 5 to invest and deal with the moneys of the Company not immediately required in any manner and to hold or otherwise deal with any investments made,

- 4 6 to sell, dispose of, let, mortgage, or charge any property of the company and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company,
- 4 7 to make grants or loans of money and to give guarantees and indemnities on any terms, and to support and subscribe to any charitable or public object,
- 4 8 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which (in the opinion of the Directors) is likely to assist or benefit the Company, and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company,
- 4 9 to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract,
- 4 10 to reward any person, firm or company rendering services to the Company by cash payment or by any other means,
- 4 11 to set up, establish, support and maintain superannuation and other funds or schemes (Whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, children and other relatives and dependants, and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained,
- 4 12 to pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company provided that any such insurance or indemnity must not extend to any claim arising from criminal neglect or deliberate default on their part,
- 4 13 to amalgamate with or support any other company or undertaking whose objects may (in the opinion of the Directors of the Company) advantageously be combined with the Objects,
- 4 14 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, and to accept anything of value in return, and
- 4 15 to do all or any of the things or matters permitted by this Memorandum of Association in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

- 4 16 Through regional offices, to organise administration, finance and meetings, oversee regional events, and control the provision and use of regional race equipment
- 5 The income and capital of the Company must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of
- 5 1 reasonable and proper remuneration to any officer, employee, or member of the Company in return for any services provided to the Company,
- 5 2 discounts provided to members in respect of their purchase of goods or services provided by the Company,
- 5 3 a reasonable rate of interest on money lent to the Company,
- 5 4 reasonable rent for property let to the Company,
- 5 5 expenses to any officer, employee or member of the Company, or
- 5 6 premiums on the indemnity insurance referred to in clause 4 12
- 6 The liability of the members is limited
- 7 If the Company is wound up while a person is a member or within one year after that person ceases to be a member, every member of the Company will contribute such amount as may be required not exceeding £1 to the assets of the Company, for payment of the Company's debts and liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the contributories among themselves
- 8 This clause applies on the winding up or dissolution of the Company. If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the directors of the Company and approved by the members of the Company at or before the winding up or dissolution. If the directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities
- 9 Expressions defined in the Articles of Association have the same meanings in this Memorandum of Association

We, the persons whose names are written below, wish to be formed into a Company under this Memorandum of Association

NAME: JOHN FLEAR
ADDRESS: 14a Water Lane
North Hykeham
Lincolnshire, LN6 9QT

NAME: PETER RYALLS
ADDRESS: 11 Devonshire Close
Dronfield
Derbyshire, S18 1QY

NAME: PETER WILSON
ADDRESS: 52 Knoll Drive
Southgate
London, N14 5NE

**THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

OF

THE LEAGUE OF VETERAN RACING CYCLISTS

INTERPRETATION

1 In these Articles

“the Act” means the Companies Act 1985 or any statutory re-enactment or modification of it,

“AGM” means an annual General Meeting of the Company,

“the Executive Committee” means the Executive Committee of Directors of the Company, acting collectively,

“clear days” in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect,

“Director” means a director of the Company acting individually,

“member” means a member of the Company except in articles 45~52,

“Memorandum” means the memorandum of association of the Company,

“Objects” means the objects of the Company as set out in the Memorandum from time to time,

“Secretary” means any person appointed to perform the duties of the Secretary of the Company,

Expressions referring to writing include references to printing, fax, e-mail and other methods of representing or reproducing words in a visible form,

Unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Act,

References in these Articles to ‘he’ or ‘him’ include male and female individuals and corporations

ADMISSION OF MEMBERS

- 2 The company must keep a register of members as required by the Act. The members are
 - 2 1 the subscribers to the Memorandum and Articles of Association,
 - 2 2 the Directors, and
 - 2 3 Individuals over 40 who apply for admission, are admitted as members by the appropriate Regional Registrar, and pay a subscription as detailed in the membership application form. Membership of the under 40 year olds is permitted providing that the members do not compete in LVRC races and that they undertake an organising or similar function for the LVRC. Regions may choose to pay for such membership.
 - 2 4 All members will pay a subscription fee on joining as detailed above, and annually in January for each year's membership which shall run from January to December. New members joining from September 1st onwards shall automatically have their membership carried over to December of the following year.

RETIREMENT OF MEMBERS

- 3 A member will cease to be a member
 - 3 1 if he resigns by giving notice to the Company,
 - 3 2 in any case, if any subscription or membership fee due to the Company remains outstanding for more than three months.

No member of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member for any reason. Membership of the Company is not transferable.

GENERAL MEETINGS

- 4 The Executive Committee may call a general meeting at any time, and must call a general meeting if it receives a requisition by at least 100 of the members of the Company in accordance with the Act.
- 5 A meeting called for the passing of a special resolution must be called by at least 21 clear days' notice, and all other general meetings must be called by at least 14 clear days' notice.
- 6 The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
- 7 Notice must be given to the members of the Company, to the Directors, and to the auditors, but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

PROCEEDINGS AT GENERAL MEETINGS

- 8 A general meeting is not valid unless a quorum of members of the Company is present throughout the meeting, the quorum being 10 members of the Company present in person
- 9 If a quorum is not present within an hour after the time set for the meeting, the meeting is automatically adjourned to another day, time and place decided by the Executive Committee
- 10 The Chairman of the Executive Committee will preside as Chairman of every general meeting of the Company. If there is no Chairman of the Executive Committee, or if he is not present within forty-five minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to be Chairman of the meeting
- 11 If at any general meeting no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time set for the meeting, the members of the Company present must choose one of themselves to be Chairman of the meeting
- 12 At General Meetings or EGM's members shall have the right to put forward proposals or amendments to proposals on the day of the meeting provided that the amendments be submitted to the secretary in writing prior to the start of the meeting. The Chairman has the right to refuse such proposals if he believes longer notice of the proposal should have been given due to its contents
- 13 At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded by at least 25% of the members present
- 14 Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution

VOTES OF MEMBERS

- 15 Every member of the Company whose name is entered in the Company's register of members has one vote at every general meeting

ALTERATION PROVISIONS

- 16 Any changes to Rules of Racing or Recommendations, or instructions given to the Executive Committee at a General Meeting, require a simple majority of those present and entitled to vote
- 17 Any amendment to a Proposal at the General Meeting, shall require a simple majority of those present and entitled to vote

- 18 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by 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
- 19 These articles may only be amended by special resolution passed at a duly convened general meeting of the LVRC

DIRECTORS

- 20 The first Directors of the Company are those named in the statement submitted to the registrar of companies on incorporation of the Company. At the first AGM, all the Directors must retire from office unless the members of the Company do not appoint or re-appoint at least one Director at that meeting in which case they will all remain in office
- 21 The Directors to retire by rotation are those who have been longest in office since their last appointment or re-appointment, but as between Directors who were last appointed or re-appointed on the same day, the Executive Committee must draw lots to determine who is to retire, unless the Directors in question agree the order of retirement among themselves

If the members of the Company do not fill the vacancy left by a Director who retires by rotation the retiring Director will, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost

- 22 No person other than a Director retiring by rotation may be appointed or re-appointed as a Director at any general meeting unless
- he is recommended by the Directors, or
 - at least 28 clear days before the date appointed for the meeting, notice executed by a member of the Company qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment, together with notice executed by that person of his willingness to be appointed or re-appointed
- 23 A notice of a general meeting of the Company must include the name of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Executive Committee for appointment or re-appointment as a Director at the meeting, or in respect of whom notice has been duly given to the Company under Article above
- 24 The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director, and may also determine the order of rotation of any additional Directors
- 25 The Executive Committee may co-opt as a Director a person who is willing to act, either to fill a vacancy or as an additional Director. A Director co-opted by the Executive Committee under this Article will hold office only until the next General Meeting, and will not be taken into account in determining the Directors who are to retire by rotation at that meeting. If a co-opted Director is not re-appointed at the

- next General Meeting, he will automatically vacate office at the end of the meeting
- 26 A technical defect in the appointment of a Director does not invalidate a decision taken at an Executive Committee meeting if the Directors present were not aware of the defect at the time of the meeting
- 27 A Director will cease to be a Director
- if he resigns his directorship by giving notice to the Company,
 - upon death, or if he becomes bankrupt or makes any arrangement with his creditors, or becomes of unsound mind, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment,
 - if he is removed by a simple majority of the members of the Company, following the procedure laid down in Section 303 of the Act, or
 - if he is disqualified under the Company Directors Disqualification Act 1986 or otherwise
- 28 All Directors of the LVRC are members of the Executive Committee and shall be elected by the Executive Committee to one of the following positions Chairman, Secretary, Treasurer, Registrar, National Event Co-ordinator, Newsletter Editor, Results Co-ordinator, Coaching Secretary, Stock Controller and International Racing Secretary, plus any other post created at a General Meeting, a representative will be co-opted to the Executive Committee
- 29 Regions should have the following officials Chairman/Co-ordinator, Registrar, Events Co-ordinator, Treasurer, *and* Quarter master who shall be elected by the relevant sub-committee
- 30 The Executive Committee has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of Association of the Company and these Articles, or by any Rules made pursuant to Article 52 Every Director has one vote at an Executive Committee meeting
- 31 A Director may call an Executive Committee meeting at any time and the Secretary must call an Executive Committee meeting if requested to do so by a Director The Executive Committee may convene and regulate its meetings as it thinks fit Questions arising at any Executive Committee meeting will be decided by a majority of votes
- 32 An Executive Committee meeting is not valid unless a quorum is present throughout the meeting The quorum is one Director if there is a sole Director in office, or four Directors
- 33 The Chairman of the Executive Committee will preside at every Executive Committee meeting If at any Executive Committee meeting the Chairman is not present within thirty minutes after the time set for the start of the meeting, the Directors present must choose one of their numbers to be Chairman of the meeting In the case of an equality of votes on any question the Chairman has a second or casting vote

- 34 The Executive Committee may delegate any of its powers to a managing director and to committees consisting of such Directors, members of the Company and others as it thinks fit in the exercise of the delegated powers, any managing director or committee must conform to any regulations which may be imposed by the Directors or by Rules made under Article 52

REGIONAL ADMINISTRATION

- 35 The management of the Company is vested in the Executive Committee (the Directors) The Executive Committee shall have the power to delegate the powers contained in clause 4 16 of the Memorandum of Association to elected regional officers
- 36 Each regional office will be managed by an appointed representative (regional officer) of the Executive Committee who may also be a Director Regions not specifically represented by a Director appointed in accordance with clause 28 shall be entitled to nominate & Director who will be co-opted in accordance with clause 25

BENEFITS TO DIRECTORS

- 37 The Directors are entitled to receive such remuneration, expenses including reasonable travelling expenses as the Executive Committee determines

SECRETARY

- 38 The Company must have a Secretary who will be appointed by the Executive Committee on whatever terms the Executive Committee thinks fit If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Director authorised generally, or specially for that purpose, by the Executive Committee

SEAL

- 39 The Company is not required to have a common seal If the Company has a common seal, it may only be used by the authority of the Executive Committee. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director

NOTICES, MEETINGS AND RESOLUTIONS

- 40 The following Articles 41 to 46 apply to meetings and resolutions of, and notices given to, the Executive Committee, committees of the Executive Committee, and the Company in general meeting, and "member" means a Director, committee member or a member of the Company in general meeting as the context requires
- 41 Any notice to be given under these Articles must be in writing The Company may give any notice to a member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at the address shown in the Company's register of members, or by leaving it at that address Where the member has given to the Company a fax number or e-mail address to which notices may be sent electronically, the Company may give a valid notice by means of fax or e-mail

- 42 *Any notice as detailed in Article 41 may also be given by the publication of such notice on the company's website*
- 43 A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called
- 44 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address. A notice is deemed to be given at the expiration of 48 hours after it was handed to the member, posted or (as the case may be) transmitted by fax or e-mail
- 45 Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article
- 46 The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act

ACCOUNTS SECTION

- 47 The Executive Committee and the Regional Committees shall maintain accounts of all income and expenditure, which must be audited annually. Copies of the audited regional accounts must be sent to the National Treasurer. The National Income and Expenditure Account, together with a statement of funds, must be available to the AGM
- 48 Two auditors shall be elected each year at the AGM. They shall be members who are not national officials. They shall audit the national accounts and report to the membership at a General Meeting held in October / November each year

REGIONS

- 49
- (a) Regions will receive such proportion of their members' annual membership fee as decided annually at a General Meeting by those members present
 - (b) Regions will pay such amount to the national event co-ordinator for every event to be held in their area as decided at a General Meeting by those members present (An event is one or more races held on the same day by the same organiser) They will then receive such amount race levy from every entry for races held in their area as decided at a General Meeting by those members present
- 50 Regions will receive the profit or loss from the races, time trials, social events, etc held in their area
- 51 Regions must hold at least two general meetings per year for their members

RULES

- 52 The Executive Committee may establish Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the levying of annual subscriptions or membership fees, provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail
- 53 The Directors shall have the power to make and modify these rules if necessary Subject to the approval by the members at the next General Meeting

INDEMNITY

- 54 Subject to the Act, but without affecting any indemnity to which he may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his favour, or in which he is acquitted, or in connection with any application in which relief is granted to him by the Court
- 55 Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him and for which he is entitled to be indemnified by the Company under Article 48