

ARTICLES OF ASSOCIATION OF MIDSOMER NORTON & RADSTOCK RING AND RIDE

1. Meaning of Words and phrases

1.1 In these Articles the following expressions have the following meanings

"the Act"	the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts
"AGM"	an AGM of the Company
"Articles"	these Articles of Association
"Authorised Representative"	an individual who is authorised by a Member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary
"Chairman"	the Chairman of the Trustees
"Charity Trustee"	the meaning assigned by s97(1) of the Charities Act 1993
"clear days"	in relation to the period of a notice, the 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
"Commission"	the Charity Commissioners for England and Wales
"the Committee"	the Operational Committee of the Company
"the Company"	Midsomer Norton & Radstock Ring and Ride
"Member"	a member of the Company and Membership shall have the equivalent meaning
"Memorandum"	the Company's Memorandum of Association
"month"	calendar month
"the Objects"	the objects of the company set out in the Memorandum
"the Office"	the registered office of the Company

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"the Seal"	the common seal of the Company
"Secretary"	any person appointed by the Trustees to perform the duties of secretary to the Company
"Trustees"	the Directors of the Company appointed pursuant to Article 13 2
"year"	calendar year

1 2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing and to any electronic medium for representing or reproducing words in a visible form

1 3 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

1 4 Words importing the plural number shall include the singular number and words importing persons shall include corporations

2 Constitution of the Company

2 1 The Company is established for the Objects

2 2 A copy of the Memorandum and Articles and any rules the Executive may make must be available for inspection at the Office Any Member must be given on request a copy of these on payment of a reasonable fee to be fixed by the Committee

3 Members

3 1 The number of Members of the Company shall be unlimited

3 2 The Company must maintain a register of Members which shall be kept at the Office and shall be available for inspection

3 3 The subscribers to the Memorandum, the Trustees for the time being and such other persons as the Committee shall admit to Membership shall be Members of the Company

3 4 The Committee may establish different classes of Membership and prescribe their respective privileges and duties and in respect of those admitted pursuant to Article 4 1, set the amounts of any subscriptions

3 5 None of the rights of any Member may be transferred or transmitted to any other person

4 Admission to Membership

- 4 1 Membership shall be open to any individual over the age of 18 or any organisation interested in promoting the Objects who
- 4 1 1 applies to the Company in the form required by the Committee
 - 4 1 2 is approved by the Committee (or in the case of a person who has at any time been the subject of expulsion pursuant to Article 6 is approved by the Trustees) and
 - 4 1 3 signs the Register of Members or consents in writing to become a Member either personally or (in the case of a Member organisation) through an Authorised Representative
- 4 2 An application for Membership may be approved or rejected by the Committee
- 4 3 A Trustee shall, if not already a Member, become a Member upon accepting appointment as a Trustee and shall cease to be a Member upon ceasing such appointment. A person who has been a Trustee may apply at any time for Membership in accordance with Article 4 1, subject to the conditions therein provided

5 Ending of Membership

A Member stops being a Member of the Company if -

- 5 1 the Member has given notice of resignation to the Company
- 5 2 the Member has died or in the case of an organisation has ceased to exist or
- 5 3 Membership is ended under Article 6

6 Removal from Membership

- 6 1 The Committee shall have the right for good and sufficient reason to terminate the Membership of any Member
- 6 2 Good and sufficient reasons shall include but shall not be limited to
- 6 2 1 the Member has failed for three months following written demand for payment to pay any subscription which may be due (but in such circumstances may be reinstated on payment of the sum due)
 - 6 2 2 the Member has by word or conduct acted adversely to the Objects or in such manner as to do harm to the Company or to bring it into disrepute

- 6 3 If the Committee considers that Article 6 1 applies it shall notify the Member in writing, giving 14 days notice of its intention to terminate Membership and shall take into account any submissions in writing received from the Member at the Office within that period
- 6 4 Upon expiry of the period prescribed in Article 6 3, unless submissions have been received by the Committee, the Member's membership shall be terminated
- 6 5 If submissions are received within the period prescribed in Article 6 3 the committee shall consider them and within 14 days serve notice on the Member to the effect that

6 5 1 termination of Membership is confirmed, whereupon the Member's membership shall be terminated or

6 5 2 notice of termination of Membership is withdrawn

as the case may be and in the case of a notice under 6 5 2 such conditions as the Committee reasonably sees fit may be imposed

7 General Meetings

- 7 1 The Company shall each year hold a General Meeting as its AGM in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next The AGM shall be held at such time and place as the Committee shall appoint
- 7 2 All General Meetings other than AGMs shall be called Extraordinary General Meetings
- 7 3 The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and must also do so within twenty eight days of receipt of a request in writing signed by at least ten Members

8 Notice of General Meetings

- 8 1 An AGM and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing Other meetings shall be called by at least fourteen clear days' notice in writing The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be presented 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

- 8 2 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 of that meeting

9 Proceedings at General Meetings

- 9 1 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of Members of the Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors
- 9 2 The Members in AGM may additionally confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Company and may discuss and determine any issues of policy or deal with any other business put before them
- 9 3 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business, ten Members present or one thirtieth of the Membership, whichever is the less, shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Committee may determine
- 9 4 The Chairperson, if any, of the Committee shall chair every General Meeting of the Company, or if there is no such Chairperson, or if (s)he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members of the Committee present shall elect one of their number to chair the meeting
- 9 5 If at any meeting no Committee member is willing to act as Chairperson or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to chair the meeting
- 9 6 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

- 9 7 At any General Meeting a resolution put to the vote of the meeting shall be decided by a simple majority of the votes cast and shall be on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by
- 9 7 1 the Chairperson, or
- 9 7 2 at least two Members present and having the right to vote at the meeting
- 9 8 Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution
- 9 9 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairperson The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made
- 9 10 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote in addition to any other vote (s)he may have
- 9 11 A poll demanded on the election of a Chairperson, or on a question of adjournment, shall be taken immediately A poll demanded on any other question shall be taken at such time and in such manner as the Chairperson of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 9 12 Subject to the provisions of the Act, a resolution in writing signed by all the Members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly Authorised Representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held Any such resolution on writing may consist of two or more documents in like form each signed by one or more Members
- 9 13 No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

10 Power to Indemnify and Insure

The Members in General Meeting may grant to such members of the Committee such indemnities and authorise them to purchase such insurance in respect of claims against them as may from time to time be permitted under the Act but shall have no obligation so to do

11 Votes of Members

- 11 1 Subject to Article 11 2, every Member shall have one vote
- 11 2 No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid
- 11 3 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive
- 11 4 A vote given or poll demanded by the duly Authorised Representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 11 5 A Member may vote at a General Meeting by an appointed representative, notice of the appointment of whom shall have been given in writing to the Secretary not less than two clear days prior to the General Meeting

12 Organisations acting by representatives at meetings

Any organisation which is a Member of the Company may by resolution of its Committee or other governing body, notice of which has been given to the Secretary not less than two clear days prior to the meeting, authorise such person as it thinks fit to act as its Authorised Representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company

13 The Trustees

- 13 1 The Trustees as Charity Trustees have control of the Company and its property and funds
- 13 2 The Trustees when complete consist of at least 6 and not more than 12 individuals, all of whom shall be Members in accordance with Article 4 3 and the Trustees shall appoint new Trustees accordingly
- 13 3 One third of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 13 4 A Trustee's term of office automatically terminates if he or she
 - 13 4 1 is disqualified under the Charities Act 1993 from acting as a Charity Trustee
 - 13 4 2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 13 4 3 fails within 28 days of becoming a trustee to comply with Article 13 5
 - 13 4 4 is absent from 3 consecutive meetings of the Committee
 - 13 4 5 ceases to be a Member other than by reason of termination pursuant to Article 6, (save that such a person may be reinstated by resolution passed by all the other Trustees on resuming Membership of the Company before the next AGM)
 - 13 4 6 resigns by written notice to the Trustees, such notice to be effective only if after such resignation two Trustees will remain in office
 - 13 4 7 is expelled as a Member pursuant to Article 6
- 13 5 Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Company before he or she is eligible to become a member of the Committee
- 13 6 Every Trustee who has complied with Article 13 5 shall be a member of the Committee
- 13 7 The Trustees shall meet immediately prior to each meeting of the Committee and immediately prior to the AGM
- 13 8 The Trustees shall be the Directors of the Company and the Secretary shall ensure that appointments and resignations of Trustees are duly registered

13 9 The Trustees shall together have full power to bind the Company and to authorise payments on its behalf They may

13 9 1 delegate to two or more of their number, acting together, the power to sign or execute documents on behalf of the Company and to authorise payments on its behalf

13 9 2 delegate to two or more members of the Committee, acting together, the power to sign documents on behalf of the Company which give effect to decisions within the power of the Committee and to authorise payments in respect of operational matters, provided always that a cash limit shall be imposed upon the amount of such payments

14 The Operational Committee

14 1 The Committee, including such Trustees as are from time to time qualified by virtue of Article 13 6 shall manage the day to day business of the Company, which shall not include business reserved to the Trustees pursuant to Article 15

14 2 Subject to a maximum of three such persons serving at any time, the Committee may at any time invite any Member or employee of the Company to fill a vacancy on the Committee or as an additional member of the Committee A person so invited

14 2 1 May participate in the business of the Committee but not in business reserved to the Trustees pursuant to Article 15

14 2 2 Shall cease to be a member of the Committee upon the Trustees so deciding

14 2 2 Shall in any event serve on the Committee only until the next AGM, but may be invited to join the Committee again thereafter

14 3 Members of the Committee shall be entitled to claim from the Company their reasonable expenses of discharging their duties on behalf of the Company but shall not otherwise be remunerated by the Company, save in so far as they, being invited members of the Committee are employed by the Company pursuant to Article 15 1 8

15 Business reserved to the Trustees

15 1 There shall be reserved to the Trustees all business arising in relation to Article 15 1 and any other matter which may affect the charitable status, funding or reputation of the Company, including

15 1 1 the appointment and removal of any Member (who may be a Trustee) to act as Secretary to the Company in accordance with the Act

15 1 2 the appointment of a Chairman, Treasurer and other honorary officers from among their number

15 1 3 the delegation of appropriate functions to the Committee

15 1 4 the making of Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at General Meetings

15 1 5 the making of Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at meetings provided for in Article 15

15 1 6 the making of Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Company and the use of its Seal

15 1 7 to establish procedures to assist the resolution of disputes within the Company

15 1 8 the employment of officers and staff to conduct the operations of the Company Officers and staff so employed may not be Trustees but may be invited members of the Committee

15 2 The Trustees may additionally exercise any powers of the Company which are not reserved to a General Meeting and insofar as they are not otherwise expressly reserved by this Article 15 may delegate them pursuant to Article 15 1 3

16 Rules for proceedings of the Trustees and the Operational Committee

16 1 These rules for the holding and conduct of proceedings of meetings shall apply to meetings of the Trustees and to meetings of the Committee

16 2 Meetings shall be held at least six times annually

- 16 3 A quorum shall be four. In the case of the Committee three of the four persons constituting the quorum shall be Trustees
- 16 4 Meetings may be held either in person or by video-conference, or tele-conference or other suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 16 5 At the meeting of Trustees preceding each AGM a Chairman shall be elected who shall serve until the next such meeting
- 16 6 The Chairman or (if the Chairman is unable or unwilling to do so) another Trustee chosen by the Trustees present presides at each meeting
- 16 7 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 16 8 Except for the Chairman of the meeting, who has a second or casting vote, every person entitled to attend and attending has one vote on each matter put to the vote
- 16 9 The Committee may form sub-committees to which may be delegated any functions delegated to it by the Trustees provided always that
- 16 9 1 at least one member of each such sub-committee shall be a Trustee and
- 16 9 2 all proceedings of sub-committees must be reported promptly to the Committee
- 16 10 A technical defect in the appointment of a person voting at a meeting of which the Trustees are unaware at the time of that meeting shall not invalidate decisions then taken

17 Records and Accounts

- 17 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- 17 1 1 annual reports
- 17 1 2 annual returns
- 17 1 3 annual statements of account

- 17 2 The Trustees must keep proper records of
 - 17 2 1 all proceedings at general meetings
 - 17 2 2 all proceedings at meetings of Trustees
 - 17 2 3 all reports of the Committee and any sub-committees
 - 17 2 4 all professional advice obtained
- 17 3 Accounting records relating to the Company must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 17 4 A copy of the Company's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Company's reasonable costs, within two months

18 Notices

- 18 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the geographical area of operation of the Company or any newsletter distributed by the Company
- 18 2 The only address at which,
 - 18 2 1 a member is entitled to receive notices is the address shown in the register of Members
 - 18 2 2 the Company may be served is the Office
- 18 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 18 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address,
 - 18 3 2 two clear days after being sent by first class post
 - 18 3 3 three clear days after being sent by second class or overseas post
 - 18 3 4 on the day of publication of a newspaper containing the notice

18 3 5 on being handed to a Member or to a Trustee, as the case may be (or in the case of a member organisation, its authorised representative) personally

18 3 6 if earlier than provided for by 18 3 1 to 18 3 5 immediately upon the recipient acknowledging actual receipt

18 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

19 Dissolution

The provision of the Memorandum relating to dissolution of the Company take effects as though repeated here

20 Amendment of these Articles

These Articles may not be amended save by the Members in General Meeting and may be so amended upon a vote of 75% of those present and entitled to vote