

ARTICLES OF ASSOCIATION

OF

LONDON CYCLING CAMPAIGN

Company number: 1766411

Charity number: 1115789

(As amended at the Annual General Meeting held on 16th October 2019)

Company number: 1766411

Charity number: 1115789

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

LONDON CYCLING CAMPAIGN

1. Name of Company and Meaning of Words

1.1 The name of the Company is London Cycling Campaign, called in this document "the Company".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 Words	Meanings
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Company, the members of which are the directors of the Company and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Company	the company regulated by these Articles;

Groups	Groups of the London Cycling Campaign, as registered by the Charity according to these Articles;
Indemnity Insurance	insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Month	calendar month;
Objects	the Objects of the Company as defined in Article 3;
Office	the registered office of the Company;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Company;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words “person” or “people” include corporations and unincorporated associations.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

2. Registered Office

2.1 The registered office of the Company will be in England and Wales.

3. Objects of the Company

3.1 The objects for which the Company is established are:-

to promote cycling for the public benefit in the United Kingdom as a means of furthering the following charitable purposes:

- 3.1.1 the promotion of public health,
- 3.1.2 the promotion of healthy recreation in the interests of social welfare,
- 3.1.3 the promotion of public safety, particularly on the highways,
- 3.1.4 the relief of the needs of people with mental and physical disabilities,
- 3.1.5 the promotion of the conservation and protection of the environment and
- 3.1.6 the advancement of education

by whatever means the Board think fit, including the provision of cycling facilities, services, training, educational activities, and lobbying and campaigning in matters relating to cycling and other forms of transport.

4. Powers of the Company

4.1 The Company has the following powers which may be used only to promote the Objects:-

- 4.1.1 to research, publish, develop, promote, organise, publicise and support schemes and campaigns for the promotion of the safe, convenient and pleasant use of the pedal cycle within Greater London;
- 4.1.2 to promote, organise, publicise and support social events, meetings, lectures, cycle rides, courses, conferences, demonstrations, entertainments and other events;
- 4.1.3 to promote and encourage the publication of books, pamphlets and other writings, photographs, films, drawings, sound and video recordings, television and sound broadcasts, and all other methods of publishing and disseminating information to the public; and to establish and maintain libraries of materials and to provide facilities for research and study;
- 4.1.4 to promote or undertake study or conduct research and disseminate the results of such research, and to assist and encourage lecturers, teachers, writers, students, children and others to conduct such research, and to provide financial and other support to such persons, and to stimulate, help and encourage such persons by providing them with facilities or opportunities for research; to publish the results of such research; to establish and maintain scholarships and provide grants, prizes and financial assistance to children, students, writers and others;
- 4.1.5 to provide an information service for individuals, schools, universities and all other educational bodies and institutions, whether full- or part-time, and including adult education, and to undertake research and publish materials at the request of such individuals, schools, universities and educational

bodies and institutions, and to provide a consultancy service generally; and to prepare educational materials;

- 4.1.6 to undertake research for, and to prepare evidence to be given at, Public Inquiries, Public Debates, Conferences, Meetings, Royal Commissions, Government Inquiries, Local Government Inquiries and Select Committees of Parliament, and to be a member of, advise and otherwise assist Public Bodies, and organisations established by Act of Parliament or by the Government or Local Government;
- 4.1.7 to buy, take on lease, share, hire or otherwise acquire property of any sort;
- 4.1.8 to sell, lease or otherwise dispose of all or any part of the property belonging to the Company in exercise of this power but the Company must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;
- 4.1.9 to borrow money and to charge the whole or any part of the property belonging to the Company as security for the repayment of money borrowed, grant given or any other obligation but the Company must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.1.10 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.11 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.12 subject to any restrictions in the Charities Act, to invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.13 to give or receive guarantees or indemnities;
- 4.1.14 to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commission;
- 4.1.15 to produce, print and publish anything in any media;
- 4.1.16 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.17 to make social investments in pursuance of the Objects by any means;
- 4.1.18 to promote and advertise the Company's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;

- 4.1.19 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.20 to undertake any charitable trust;
- 4.1.21 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.22 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.23 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purpose of the Company in furtherance of the Objects;
- 4.1.24 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.25 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.26 to open and operate bank accounts and other banking facilities the use of internet banking or other electronic authentication methods;
- 4.1.27 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.28 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.29 to insure any risks arising from the Company's activities;
- 4.1.30 to provide Indemnity Insurance to cover the liability of the Trustees:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Company;
 - (b) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986;

and that any insurance in the case of (a) shall not extend to:

- (i) any liability resulting from conduct which the Trustees knew, or ought to have known was not in the best interests of the

Company, or which the Trustees did not care whether it was in the best interests of the Company or not;

- (ii) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees;
- (iii) any liability to pay a fine.

and that any insurance in the case of (b) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation;

4.1.31 to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Company;
- (c) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Company;
- (d) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Company is bound to reviews the arrangements for delegation at intervals but any failure by the Company to undertake such reviews shall not invalidate the delegation;

4.1.32 to arrange for investments or other property of the Company to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required; and

4.1.33 to do all such other things as shall further the attainment of the Objects, or any of them.

And it is hereby declared that the word "company" in this Article shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and the powers specified in each paragraph of this Article shall, except where otherwise expressed in such paragraph, be regarded

as independent powers, and not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. Use of income and property

- 5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company or Trustees, and no Trustee 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. Provided that nothing herein shall prevent any payment in good faith by the Company as set out in Article 6.

6. Allowed Payments

- 6.1 The Company may pay:-

- 6.1.1 reasonable and proper payment to any member, officer or servant, of the Company (not being a Trustee of the Company) for any services rendered to the Company;
- 6.1.2 interest on money lent by any member of or Trustee of the Company only at an interest at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees;
- 6.1.3 reasonable and proper rent of premises demised or let by any member of or Trustee of the Company;
- 6.1.4 fees, remuneration or other benefit in money or money's worth to a company of which a Trustee or member of the Company may be a member holding not more than 1/100 part of the share capital of that Company;
- 6.1.5 out-of-pocket expenses to any member of the Board;
- 6.1.6 reasonable and proper premiums in respect of any Indemnity Insurance consistent with Article 4.1.30;
- 6.1.7 any payment due to a Trustee under the indemnity provisions set out in the Articles of Association.

7. Alterations to these Articles

- 7.1 No alterations to these Articles may be made which would cause the Company to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Company gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

- 7.2 Alterations may only be made to:
- 7.2.1 the Objects; or
 - 7.2.2 to any clause in these Articles which directs the application of property on dissolution; or
 - 7.2.3 to any clause in these Articles which gives Trustees any benefit,
- with the Charity Commission's prior written consent where this is required by law.

7.3 The Company shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

8. Limited Liability

8.1 The liability of the members is limited.

9. Guarantee by Members of the Company

9.1 Each member of the Company undertakes that, if the Company is wound up while they are a member, or within one year after they cease to be a member, they will contribute a sum not exceeding £1 to the assets of the Company for:-

- 9.1.1 payment of the debts and liabilities of the Company contracted before they cease to be a member;
- 9.1.2 payment of the costs, charges and expenses of winding up; and
- 9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Trustees

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Company may indemnify every Trustee or other officer out of the assets of the Company against all costs and liabilities incurred by them which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

- 10.1.1 for any liability incurred by them to the Company or any associated company of the Company (as defined by the Act for these purposes);
- 10.1.2 for any fine imposed in criminal proceedings;
- 10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- 10.1.4 for any liability which they have incurred in defending any criminal proceedings in which they are convicted and such conviction has become final;

- 10.1.5 for any liability which they have incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him; and
 - 10.1.6 for any liability which they have incurred in connection with any application under the Act in which the court refuses to grant them relief and such refusal has become final.
- 10.2 To the extent permitted by law from time to time, the Company may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or officer, provided that they will be obliged to repay such amounts no later than:
- 10.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 10.2.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 10.2.3 if the court refuses to grant them relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

- 11.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 11.2 Where the duty of a Trustee to avoid a situation in which they have or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 11.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
 - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 11.3 and 11.4; and
 - 11.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:

- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 11.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- 11.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.
- 11.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

12. Rights of Inspection

- 12.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Company at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

13. Register of Members

- 13.1 The Company must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Company without charge and any other person on payment of a fee prescribed by the Company, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Company must within five working days either comply with the request or apply to the Court for permission not to comply with the request.
- 13.3 The Board may establish classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such associate members in accordance with Regulations made by the Board, provided that an associate member shall not be a member of the Company for the purposes of the Articles or the Act.

13.4 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members.

14. Membership

14.1 The number of members of the Company is unlimited. They remain members until they cease to be members in accordance with these Articles.

14.2 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Company.

14.3 Membership is open to:-

14.3.1 Any individuals whom the Board decides to admit to membership; and

14.3.2 Any organisations whether incorporated or unincorporated which the Board decides to admit to membership.

The Trustees may determine criteria for membership but are not obliged to admit any person satisfying such criteria as members and may decline in their absolute discretion any person's application and need not give reasons for such decision.

14.4 All Trustees shall automatically become members of the Company and their names shall be entered into the Company's register of members.

14.5 A member which is an organisation must, if asked, give a copy of its constitution to the Company.

14.6 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Company, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Company's request. The representative has the right to attend, vote and speak at general meetings of the Company and any vote given shall be valid unless prior to the vote the Company receives written notice ending the representative's authority.

14.7 Members which are organisations stop being members in the same way as individual members stop being members.

14.8 The Board may delegate the power to admit members.

15. No transfer of Membership

15.1 None of the rights of any member of the Company may be transferred or transmitted to any other person.

16. Ending of Membership

16.1 A member stops being a member of the Company if:

16.1.1 the member resigns from membership by giving notice in Writing to the Company. The member shall not be entitled to any refund of subscription;
or

- 16.1.2 membership is ended under Article 17 in which case the member is not entitled to any refund of subscription; or
- 16.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or
- 16.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
- 16.1.5 the day after the member's subscription expires the renewed subscription is unpaid. If the person in question thereafter pays the appropriate subscription, membership may at the discretion of the Board continue in an unbroken form from that day. The Board may make regulations to limit or otherwise regulate this provision.
- 16.1.6 the member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.

17. Removal from Membership

- 17.1 The Board may terminate membership by giving the member notice in Writing.
- 17.2 No later than 28 days after receiving that notice the member can appeal in Writing to the Company against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

18. Registered Groups of the Charity

- 18.1 The Board may register networks, committees or other bodies as Groups of the Charity.
- 18.2 Such Groups must abide by these Articles.
- 18.3 The Board may make such regulations covering the rights and obligations of Groups as it sees fit.
- 18.4 In the event that a Group does not abide by these Articles, or does not meet the Charity's obligations under the Charities Act, or for any other reason that the Board deems it necessary, the Board may remove this registration and the Group shall no longer part of the Charity from the point at which the decision is taken.
- 18.5 All financial and other assets of Groups shall ultimately be under the control of the Charity.

19. Annual General Meetings

- 19.1 The Company shall hold an Annual General Meeting in addition to any other general meeting in every calendar year. The Annual General Meeting must be specified as such in the notices calling it.

19.2 Not more than 15 months may pass between one Annual General Meeting and the next.

20. Other General Meetings

20.1 All general meetings except Annual General Meetings are called general meetings.

21. Calling of Other General Meetings

21.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Company request it in accordance with the Act.

22. Notice of General Meetings

22.1 An Annual General Meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 60.4). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.

23. Quorum for General Meetings

23.1 Business may be transacted at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is twenty members present in person or by proxy except that any general meeting summoned on requisition by the members the quorum shall be one half of the requisitionists unless shown differently below.

24. Adjournment if no Quorum

24.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 26.2 and 26.3 shall apply to such an adjourned meeting.

24.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

25. Chairman of a General Meeting

25.1 The Chair (if any) of the Board should normally preside as chair at every general meeting of the Company. If there is no Chair, or if they are not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chair of the meeting and in default the members at the meeting shall select a chairman.

26. Adjournment of a General Meeting

- 26.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 26.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 26.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

27. Voting on Resolutions

- 27.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chair of the meeting or a member or a member's representative, save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment. Members may vote by proxy.
- 27.2 Members may appoint a proxy who need not be a member of the Company. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Company.

28. Proxies

- 28.1 A person holding a proxy may vote on any resolution.
- 28.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as they think fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 28.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 28.4 A proxy in the following form will be acceptable:
- “I
- of
- a member of London Cycling Campaign

hereby appoint the Chair of the Company or if they are not present the chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Company to be held on the _____ day of _____ and any adjournment thereof.

Signed on the _____ day of _____ .”

**If you do not wish to appoint the chair of the meeting, please delete the reference to the chair of the meeting and insert the name and address of your appointee in the space that follows.*

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

29. Postal or Electronic Voting

29.1 The Board may by a resolution approved by 75 per cent. of the current membership of the Board authorise the use of a postal and/or electronic ballot in addition to or in place of voting in person or by proxy at a general meeting for the election of Trustees and the passing of any resolution. In the event that the Board so elects to hold a postal and electronic ballot, it shall inform the members that they have the right to choose whether to cast their votes electronically or by post or if a meeting is to be held in person or by proxy at a general meeting. For the avoidance of doubt where the Board decides to hold an electronic ballot (without a postal ballot) in addition to a general meeting or in place of a general meeting there shall be no requirement for the Board to circulate a postal ballot paper to a member unless such member has not given their consent to receive communications from and to communicate with the Charity electronically or by means of a website.

29.2 If the Board decides to hold a postal and/or electronic ballot:

29.2.1 members must be informed of the method and time limits for submitting nominations not less than 60 Clear Days before the relevant general meeting. Such notice may be in any communication including a publication sent to members;

29.2.2 nominations Signed by a member must be submitted in Writing to the Company no later than 42 Clear Days before the date of the relevant general meeting if a meeting is to be held;

29.2.3 ballot papers and/or directions for electronic voting shall be sent to all the members of the Company no later than 21 Clear Days before the date of the relevant general meeting if a meeting is to be held;

29.2.4 the ballot papers and/or directions for electronic voting shall include details of the deadline by which ballots must be returned (by post, hand, fax or email) to the Company or electronic votes cast and shall inform the members that they have the choice, as the Board may determine, as to whether to cast their votes electronically or by post or in person or by proxy at a general meeting if a meeting is to be held;

- 29.2.5 the counting of the ballots in respect of the passing of any resolution will take place at or prior to or after the relevant general meeting (as the Board deems appropriate) but after the deadline referred to in 29.2.4 above; and
- 29.2.6 if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chair shall have an absolute discretion to reject the vote.
- 28.3 Election to the Board of Trustees shall be by ballot by Single Transferable Vote in accordance with the Electoral Reform Society Rules as amended from time to time.
- 30. Declaration of chair is final**
- 30.1 Unless a poll is demanded, the chair of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 30.2 The demand for a poll may be withdrawn.
- 31. When a poll is taken**
- 31.1 Polls will be taken whenever the chair of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.
- 31.2 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.
- 32. Voting and Speaking**
- 32.1 Every member including the chair of the meeting (if they are a member) has one vote at general meetings. The chair of the meeting has a casting vote at general meetings.
- 32.2 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns them as auditor or reporting accountant.
- 32.3 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in their capacity as a member.
- 33. Written Agreement to Resolution**
- 33.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- 33.1.1 it must be in Writing;
- 33.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

- 33.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 33.1.4 it may consist of two or more documents in identical form Signed by members; and
 - 33.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 33.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- 33.3 A written resolution passed in accordance with this Article 33 has effect as if passed by the Company in general meeting.

34. Management by the Board

- 34.1 The business of the Company is managed by the Board. They may pay all the expenses of promoting the Company. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company.
- 34.2 The Board is responsible for implementing resolutions made at a General Meeting, including those regarding the policies of the Company. It shall also exercise its power to set or change the policies of the Company as it sees fit.
- 34.3 As with resolutions passed at a General Meeting, these policies shall be binding on the Company. The Board may use the powers it has under the Act or these Articles to ensure that those representing the charity abide by the policies of the Company.

35. The Keeping of Minutes

- 35.1 The Board must have a record of minutes:-
- 35.1.1 of all appointments of officers by the Board;
 - 35.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board; and
 - 35.1.3 of all resolutions and proceedings at all meetings of:
 - (a) The members;
 - (b) The Board; and
 - (c) Committees of the Board.

36. The Make-up of the Board

- 36.1 The Board consists of:-
- 36.1.1 not fewer than three and no more than ten persons elected by members of the Company; and

- 36.1.2 not more than three additional individuals co-opted at any time by the Board in accordance with Article 40.2.
- 36.2 Where there are no more candidates than vacant posts the candidates shall be declared elected without the necessity of a ballot.
- 36.3 Trustees must uphold the charity's commitment to diversity and equality. If a trustee does not uphold this commitment, their membership of the Board may be removed under the procedure set out in Article 40.1.9 or Article 41.
- 36.4 The trustees may at any time rule that a member may not stand for election to the Board because that member's activities are inconsistent with the charity's commitment to diversity and equality, by resolution of more than 50 per cent of the trustees present and voting at a Board meeting at which at least half of the serving trustees are present.
- 37. Retirement of Trustees**
- 37.1 Membership of the Board shall for elected Trustees be the period until the conclusion of the third Annual General Meeting after their last election, except that the Chair shall continue to be a Trustee until they have been replaced. All Trustees shall be eligible for re-election.
- 38. Change in composition of the Board**
- 38.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.
- 39. Notification of change of members of the Board to the Registrar of Companies**
- 39.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.
- 40. Filling vacancies in the Board and Co-option**
- 40.1 The Board can appoint anyone as a Trustee to fill a vacancy in the membership of the Board. They will hold office until the next Annual General Meeting where they may be elected by the members. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 36.1.1.
- 40.2 The Board may also co-opt up to three additional persons onto the Board at any time in excess of the maximum number of Trustees set out in Article 35.1.1 who shall hold office until the next Annual General Meeting unless they cease to be a Trustee prior to that by virtue of Article 40 or 41.
- 40.3 Such appointees or co-optees may vote at meetings of the Board.
- 41. Ending of Board Membership**
- 41.1 A Trustee ceases to hold office if he:-
- 41.1.1 becomes bankrupt or makes any arrangement or composition with their creditors generally; or

- 41.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 2011; or
- 41.1.3 is considered by the Board to have become incapable whether mentally or physically of managing their own affairs and a majority of the other Trustees resolve that they must cease to hold office; or
- 41.1.4 resigns the office by notice in writing to the Company but only if at least three Trustees will remain in office when the resignation takes effect; or
- 41.1.5 is absent from three consecutive meetings of the Trustees without permission and is asked by a majority of the other Trustees to resign; or
- 41.1.6 breaches their duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove them by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 41.1.7 is removed from office under Article 41; or
- 41.1.8 is a co-opted Trustee and is removed by the Board; or
- 41.1.9 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 41.1.10 dies.

42. Removal of a Trustee by a General Meeting

- 42.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of their period of office at that meeting, in accordance with the procedure set out in the Act.

43. Meetings of the Board

- 43.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 43.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 43.3 The Company, if requested by the Chair or a Trustee, must summon a meeting of the Board.
- 43.4 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

43.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

44. Officers of the Board

44.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Trustees. The Chair shall hold office until they have been replaced at the first Board meeting after the Annual General Meeting of the Company. All office holders are eligible for re-election.

45. Quorum for the Board

45.1 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of two and where one third does not produce a whole number the quorum shall be the next higher whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which they are not entitled to vote. This is subject to Article 11.

46. Board's Right to Act Despite Vacancies on the Board

46.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Company or to appoint further Trustees.

47. A Resolution may be Approved by Signature Without a Meeting

47.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

48. Validity of Acts Done at Meetings

48.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that they were disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

49. Delegation by the Board

49.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees and any such Trustee or committee must conform to any rules that the Board imposes on it.

49.2 The Board may co-opt any person or people who are not Trustees to serve on the committee, but any such committee must have at least one Trustee on it at all times.

49.3 All acts and proceedings of the committee or Trustees must be reported to the Board as soon as possible.

50. Chair of Committees

50.1 A committee may elect a chair of its meetings if the Board does not nominate one.

50.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

51. Meetings of Committees

51.1 A committee may meet and adjourn whenever it chooses.

51.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chair of the committee meeting shall have a casting vote.

51.3 A committee must have minutes entered in minute books. Copies of these minutes must be given to all Trustees.

51.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

52. Appointment and Removal of the Company Secretary

52.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide their period of office, pay and any conditions of service, and may remove them from office.

53. Honorary Officer

53.1 The Board may appoint or remove any member, person for such terms as they think fit as the President, Vice President or Patron of the Company. Such posts are honorary only and carry no vote or other rights.

54. Actions of Trustees and Company Secretary

54.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

55. Proper Accounts must be Kept

55.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

56. Books must be Kept at the Office

56.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

57. Inspection of Books

57.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Company if the right is given by law or authorised by the Trustees or a general meeting.

58. Accounts and Returns

- 58.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 58.2 Copies need not be sent to a person for whom the Company does not have a current address (as defined in Companies Act 2006).
- 58.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 58.3.1 the deadline for filing the Company's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
- 58.3.2 if earlier, the date on which the Company actually files the accounts and reports (or summary financial statements) with Companies House.
- 58.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 58.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

59. Appointment of Reporting Accountants or Auditors

- 59.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.

60. Service of Notices

- 60.1 The Company may give notices, accounts or other documents to any member either:
- 60.1.1 personally; or
- 60.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
- 60.1.3 if the member has provided the Company with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 60.1.4 if the member has provided the Company with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 60.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United

Kingdom which they have given the Company for that purpose or in accordance with Article 60.1.1, 60.1.3, 60.1.4 or 60.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Company, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Company receives no indication that they have not been received.

- 60.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 60.3 The Company may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Company that it is not.
- 60.4 Where a member has informed the Company in Writing of their consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if the Company sends that member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

61. Accidental Omission of Notice

- 61.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

62. Who is Entitled to Notice of General Meetings

- 62.1 Notice of every general meeting must be given to:-
- 62.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Company a postal address for notices within the United Kingdom);
 - 62.1.2 the reporting accountants or auditor of the Company;
 - 62.1.3 all Trustees; and
 - 62.1.4 any President or other honorary position.
- 62.2 No one else is entitled to receive notice of general meetings.

63. Regulations

- 63.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

64. Dissolution of the Company

- 64.1 If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 64.2 The Board or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all members entitled to notice of general meetings.
- 64.3 Any surplus must be used in accordance with the provisions of the Articles of Association.