

These Special Resolutions (excluding the red text), in conjunction with Memorandum and Articles of Association, form the Governing Document of Bigfoot Youth Cycle Club Ltd

Clause	Item	Rev
1	<p>Purpose and Place</p> <p>The Company will run a Club called the Bigfoot Youth Cycle Club, whose purpose is:</p> <ul style="list-style-type: none"> to promote the amateur sport of cycling to under-18s through the provision of cycling activities and equipment; centred in the London Borough of Bromley and surrounding areas, and to encourage associated community participation <p>CASC Eligibility criteria - provide facilities for eligible sports (of which cycling is one) and encourage people to take part; be set up and provide facilities in the UK, the EU, Iceland, Liechtenstein or Norway (but in one country only)</p>	2
2	<p>Amateur Organisation</p> <p>All Directors and Members and other volunteers involved in participating in, running and helping the Company or Club at whatever level and by whatever means (including Coaches and Welfare Officers) are to do so voluntarily and without pay; expenses incurred for the benefit of the Company or Club may be reimbursed / paid in advance where seen as reasonable and agreed by the Directors and upon receipt a suitable Invoice / Receipt</p> <p>The property and funds of the Company cannot be used for the direct or indirect private benefit of the Directors or Members or anyone else.</p> <p>The Company may employ third parties (Sole Traders or Companies, who would invoice the Company), but is not to make payments that could be construed as a salary.</p> <p>The Company will not make and distribute profits. Any surpluses will be reinvested within the Company.</p> <p>CASC Eligibility criteria - be organised on an amateur basis. CASC website Sept 2018 also states: Club not to make a profit, unless this is reinvested in the club and spent only on promoting participation and providing facilities for eligible sports. Not to pay more than £10,000 in total to all players in a year (before 1 April 2015 CASCs couldn't pay players at all). Provide only the benefits normally associated with an amateur sports club, eg use of equipment, coaching, post-match refreshments. Only pay expenses for matches and tours where players take part in and promote the club's sport (before 1 April 2015 clubs couldn't pay any expenses)</p>	3
3	<p>Fit and Proper Directors</p> <p>The Directors of the Company will be assessed by Companies House upon registration as a Director.</p> <p>The Directors of the Company will all complete and sign a Fit and Proper Persons declaration.</p> <p>If any Director or Member of the Company has concerns that a Director is not a Fit and Proper person they are to raise it with the Company who are to investigate the concerns.</p> <p>CASC Eligibility criteria - be managed by 'fit and proper persons', done via a 'fit and proper persons test', by signing a declaration to this effect</p>	2
4	<p>Membership of the Company</p> <p>Membership of the Company shall be at the discretion of the Directors of the Company and will generally be made available to persons that have already demonstrated an active and positive participation in the club, subject also to clause 6 herein. Membership will be restricted to persons aged 18 and above. The quantity of Members may also be restricted, at the discretion of the Directors of the Company, on grounds of the ease of managing the membership</p> <p>There will be no discrimination on grounds of race, cultural background, ethnic origin, nationality, gender, ability/disability (whether mental or physical), religion, belief, marital or family status, sexuality or sexual orientation, age or physical appearance.</p> <p>All Members will be able to take part in the decisions of the Company through General Meetings, in accordance with the Governing Document, with one Member, one vote</p>	2

	<p>A formal register of these Members will be held in order to notify them of General Meetings and to ascertain voting rights</p> <p>CASC Eligibility criteria - be open to the whole community, open to people of all ethnicities, nationalities, sexual orientations, religions or beliefs, sexes, ages and ability - except when a certain level of physical ability is needed to take part in a sport. Above additional requirement in black text came over the phone from a CASC member of staff SO NOT MET – AS DIRECTORS HAVE DISCRETION</p>	
5	<p>Membership of the Club</p> <p>Membership of the Club shall be open to the whole community and granted on application regardless of race, cultural background, ethnic origin, nationality, gender, ability/disability (whether mental or physical), religion, belief, marital or family status, sexuality or sexual orientation, age or physical appearance. However limitation of membership according to available facilities and resources is allowable on a non-discriminatory basis; and as clause 6</p> <p>There will be two Club Membership Categories:</p> <ol style="list-style-type: none"> 1. Young Club Members – aged 17 and below 2. Adult Club Members – aged 18 and above, persons who want to help the club, including on club rides <p>Both of the above Club Membership categories do not confer membership of the Company and as such Club Members DO NOT take part in the decisions of the Company through General Meetings or other means; except as provided through Annual Club Meetings – see Clauses 7 & 8</p> <p>CASC Eligibility criteria - be open to the whole community, open to people of all ethnicities, nationalities, sexual orientations, religions or beliefs, sexes, ages and ability - except when a certain level of physical ability is needed to take part in a sport</p>	5
6	<p>Refusal or Removal of Membership of the Company and/or Club</p> <p>The Company Directors may refuse membership, or remove it, only for good cause such as inactivity, overdue payments, conduct or character likely to bring the Company and/or Club or sport into disrepute. Appeal against refusal or removal may be made to an appointed panel, established by the Directors, consisting of Company Members.</p> <p>The Company Directors may only remove the Membership of a Director (and so terminating the Director’s appointment) by direction from a General Meeting</p>	2
7	<p>Open and Accountable</p> <p>The Company in running the Club will be open and accountable through the following means:</p> <ol style="list-style-type: none"> A. Who are the Directors - through a prominent place on the Club website and through reminders in some newsletters, information will be provided as to who are the Directors B. Compliments, complaints, comments – through a prominent place on the Club website and through reminders in some newsletters there will be means for individual Club Members to feedback to the Company. All feedback will be responded to promptly by a Director (or by another person delegated by a Director to make such responses), and will always include the right for the person providing feedback to attend a Directors meeting to put their case C. Directors meetings – open attendance – through a prominent place on the Club website and through reminders in some newsletters there will be an invitation to all individual Club Members to attend Directors meetings D. Directors meetings - Parent Reps – the Directors will use reasonable endeavours to get a Parent Representative from each of the Club’s branches to attend Directors meetings E. Directors meetings - Coaches Reps – the Directors will use reasonable endeavours to get a Coaches Representative from each of the Club’s branches to attend Directors meetings (not all Coaches will be Members of the Company and/or be Directors) F. Directors meetings - Youth Reps – the Directors will use reasonable endeavours to get a Youth Representative (secondary school age), from each of the Club’s youth branches, to attend Directors meetings G. Directors meetings – others - the Directors may determine to request others to attend Directors meetings (in whole or part) to help the running of the Company and Club H. Annual Club Meeting – to be held at least once each calendar year, open to all Club Members, 	5

	<p>Company Members and Directors. Publicised through a prominent place on the Club website and through a newsletter, with at least 2 week’s notice, there will be an invitation to all individual Club Members, Company Members and Directors to attend an Annual Club Meeting. The meeting will be Chaired by a person nominated by the Directors. It’s agenda will include:</p> <ul style="list-style-type: none"> a. a review of club activities since the previous Annual Club Meeting; b. information on any planned changes in the forthcoming year; c. information from the Chair on who are the current Directors and who are proposed to be the Directors for the forthcoming period up and until the next Annual Club Meeting, including: <ul style="list-style-type: none"> i. an invitation to all those attending to comment on these proposed Directors and for alternatives to be suggested (the alternative must not increase the number of Directors, alternatives should thus suggest both new Directors and which Directors they are to replace). For any alternative to be further considered at this meeting the alternative(s) must be proposed and seconded and there needs to be evidence that the proposed person(s) to become Directors are willing and able to take up the post(s). The meeting will move to discuss such alternative proposals and vote on those proposals as well as the proposal presented by the Chair; voting with each adult attending the meeting having one vote. The proposal with the most votes will be taken forward as Clause 8; d. discussion of any other business raised by anyone in attendance at the meeting or who has communicated in advance of the meeting. <ul style="list-style-type: none"> i. the meeting may vote on such matters, each attendee (any age in this case) getting one vote. Any decisions taken at this meeting will not be binding on the Company or Club, but all such decisions are to be discussed at the next Directors meeting and promptly responded to through a prominent place on the Club website and through a newsletter <p>I. Minutes – Minutes of Directors meetings, the General Meetings of the Company, the Annual Club Meetings and any other meetings (plus associated Reports at any of these meetings) will be circulated through a prominent place on the Club website and through a newsletter (it being accepted that confidential matters will be redacted, where reasonable so to do)</p> <p>Caveats –</p> <ul style="list-style-type: none"> i. It remaining the case that only Directors have a vote in determining decisions at Directors meetings ii. It being the case that certain confidential matters as determined by the Directors (eg welfare issues) may need to be dealt with by a restricted group of people at Directors meetings 	
8	<p>Club Control over Director appointments</p> <p>Following any votes at the Annual Club Meeting with regard to who should be the Directors of the Company, the following shall take place with regard to the proposal with the most votes:</p> <ul style="list-style-type: none"> A. The proposal shall be discussed at the next Directors meeting, to be no later than one month after the Annual Club Meeting B. AGREEMENT. If the Directors meeting agrees to the proposal they shall arrange a General Meeting of the Members of the Company as soon as is practicable to discuss and vote on the proposal and, if agreed, the meeting will give authority to the Directors to both appoint the new Directors and to terminate the Company Membership of those persons who are to cease to be Directors (this being the mechanism within the Articles – the person ceasing to be a Director through the termination of their Company Membership may then reapply to be a Company Member) C. DISAGREEMENT. If the Directors meeting or the General Meeting of the Members of the Company do not support the proposal, the following steps shall take place as soon as practicable, organised by the Directors: <ul style="list-style-type: none"> i. Invite the proposer of the successful proposal at the Annual Club Meeting to submit a Word document in support of their proposal (no more than 3,000 characters, excluding spaces); 	5

	<ul style="list-style-type: none"> ii. The Directors doing likewise in support of the Directors proposed by the Chair at the Annual Club Meeting; iii. The Directors shall arrange a Special Club Meeting – open to all Club Members, Company Members and Directors. Publicised through a prominent place on the Club website and through a newsletter (including, through these media, the documents at i. and ii. above), with at least 2 week’s notice, with an invitation to all individual Club Members, Company Members and Directors to attend the Special Club Meeting. The meeting will be Chaired by a person nominated by the Directors; iv. When the notice at iii. is given a list of all Club Members, Company Members and Directors at that time will be established and this shall be used to determine who is entitled to vote after the Special Club Meeting; including that voting is restricted to those aged 18 and above; v. The Special Club Meeting will discuss the two proposals and then an electronic voting system will be put in place to collect votes over the subsequent 14 days and the results will be publicised (including the names of all who voted and what proposal they voted for) as soon as practicable through a prominent place on the Club website and through a newsletter; vi. The Directors shall act reasonably should anyone appeal against the result; vii. Subject to above matter vi. the Directors shall both appoint the new Directors and terminate the Company Membership of those persons who are to cease to be Directors (this being the mechanism within the Articles – the person ceasing to be a Director through the termination of their Company Membership may then reapply to be a Company Member). 	
9	<p>Participation</p> <p>The primary purpose of the Company is the participation of persons up to the age of 17, the Young Club Members. The Company will use reasonable endeavors to ensure that on average during the year more than 50% of the Young Club Members of the Club have participated in each coaching session, and that all such members have been offered at least 12 coaching sessions</p> <p>The Company will not monitor and report on the participation of Company Members or Adult Club Members, as in most instances they are not participating in the sport – but are facilitating the participation of the Young Club Members</p> <p>Other activities such as outings, events, rides will not figure in the above statistic as they are extra activities as bonuses of membership and may often only appeal to a limited number of members</p> <p>CASC Eligibility criteria - at least 50% of members must take part. Somewhere not on a CASC website it was added as follows – at least 50% of members must participate at least 12 times per year</p>	5
10	<p>Affordability</p> <p>The Company will keep Club subscriptions / fees at levels that are non-discriminatory, fair, affordable and will not pose a significant obstacle to participation.</p> <p>The Company will offer reduced rates for those Club Members in financial need (eg those on free school meals).</p> <p>The Company will not to break the associated CASC affordability eligibility criteria set from time to time for Club Members</p> <p>CASC Eligibility criteria - have affordable membership fees. CASC website as of Sept 2018 states: Club cannot charge more than £31 a week for membership, and clubs that charge more than £10 a week must provide help (eg a discount) for people who can’t pay. But you can charge different fees for different types of members, like juniors or students, as long as you’re not discriminating against groups or individuals</p>	2
11	<p>Law and Regulation</p> <p>The Directors will act with due regard to the law - including on disability discrimination and child protection; and to matters of welfare, equality, privacy, health and safety</p> <p>The Directors will ensure the Club activities comply with British Cycling’s Go-Ride programme where</p>	5

	<p>relevant</p> <p>The Directors will endeavour to maintain that the Company is a member of and accredited to it's governing body – British Cycling</p> <p>The Directors will act with due regard to the guidance and regulation of British Cycling.</p>	
12	<p>CASC (Community Amateur Sports Club) Status</p> <p>The Company will not apply for CASC status, the Company can consider this in due course and change this approach through changes to Special Resolutions</p>	2
13	<p>General Meetings of the Company</p> <p>The Directors will arrange at least one General Meeting in each calendar year for the Members of the Company.</p> <p>At one General Meeting each calendar year there shall be the following agenda items:</p> <ul style="list-style-type: none"> • A report on the Company's activities since the same report at the previous year's General Meeting; • Presentation of the accounts of the Company for the latest financial year audited as the Directors shall decide; • Discussion and voting on the appointment and/or removal of the Directors of the Company; • Information on any planned changes the Company has for the forthcoming year; • Discussion of any other business raised by anyone in attendance at the meeting or who has communicated in advance of the meeting. <p>The Quorum for decisions at General Meetings is to be 3 Members of the Company</p>	3
14	<p>Disclosure</p> <p>See Clause 7.1</p> <p>All Company and Club records are to be available for inspection by any Director upon reasonable notice.</p>	5
15	<p>Director Numbers</p> <p>There are to be no more than ten Directors of the Company</p> <p>The Quorum for decisions by Directors is to be 3 Directors</p>	4
16	<p>Winding up the Company</p> <p>Should it be determined that the Company be wound up, the Directors will be responsible for the orderly winding up of the Company's affairs</p> <p>After settling all liabilities of the Company, the Net Assets are only to be passed on to a registered CASC, registered charity or a related community sports organisation; the decision being at the Directors discretion</p> <p>CASC Eligibility criteria - any assets left after the club closes are only used by another registered CASC, charity or related community sport</p>	2