

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF REIGATE AND BANSTEAD COMMUNITY RADIO LIMITED

PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called Table A"), shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the company.

INTERPRETATION

2. In regulation 1 of Table A the definition of "the holder" shall be omitted.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

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.

Any reference herein to the provisions of any Act shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent Statute.

MEMBERSHIP

3. The number of Members of the Company shall be unlimited and the Directors may from time to time determine such classes of membership as the Directors shall see fit providing that the classification of such membership if designed to further the aims and objects of the Company. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors.

Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him together with the appropriate membership subscription. Any corporation which is a Member of the Company may by resolution of its directors or other governing body:-

- (1) authorise such person as it thinks fit to act as its representative at any meeting of the Company provided that the corporation gives notice of such authorisation in writing to the Secretary of the Company, and
- (2) at any time by giving notice to the Secretary of the Company revoke the authority of its representative and authorise another representative in his place.

The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

The membership year runs from 1 October to 30 September. Membership subscription rates shall be determined by Members of the Company at each Annual General Meeting.

4. A Member shall cease to be a Member if they:
 - a. fail after written demand to pay their annual subscription;
 - b. die (in the case of an individual)
 - c. cease to exist (in the case of a body corporate)
 - d. are the nominee of an unincorporated Society or firm which is wound up or dissolved;
 - e. are expelled under these rules; or
 - f. withdraw from membership of the Company by giving at least seven clear days notice to the Company.

Membership is not transferable.

GENERAL MEETINGS

5. The Company shall hold a General Meeting every year as its Annual General Meeting 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 Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

7. The Directors may whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETING

8. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days notice at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days notice at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of 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 prescribed by the Company in General Meeting, to such persons who are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meetings by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.
9. The accidental omission to give notice of a meeting to, or the non-receipt of the notice of meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the setting of membership subscription rates and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration, of the Auditors.

11. No business shall be transacted at any General Meeting unless a quorum of the members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 15% of the current membership present in person or by proxy shall be a quorum.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
13. The Chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of the Company, or if there is no Chairman for the time being, or if 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 present shall elect some other Director to be chairman of the meeting. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting the Members present shall choose one of their number to be chairman of the meeting.
14. The Chairman 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 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 thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least two Members present in person or by proxy; or
 - (c) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman 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 book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

16. Except as provided in Article 18 if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the results of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
18. A poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Subject as herein otherwise provided, every Member present in person or by proxy shall have one vote.
21. No Member shall be entitled to vote at any General Meeting unless all monies presently payable by him to the Company have been paid.
22. On a show of hands or on a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
23. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. A proxy need not be a Member of the Company.
24. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

25. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

(We) of in the County of being a member (members) of the above named Company hereby appoint on my (our) behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting, and at any adjournment thereof.

Signed this day of 20.....

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

((We) of in the County of being a member(members) of the above named Company hereby appoint on my(our) behalf at the (Annual or Extraordinary, or Adjourned, as the case may be) General Meeting, of the Company to be held on the day of and at any adjournment thereof.

Signed this day of 20.....

This form is to be used in 'favour of/against the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received by the Company at its registered office before the commencement of the meeting or an adjourned meeting at which the proxy is used.

DIRECTORS

29. With effect from the Company's first annual general meeting, the Board is to have no less than five and not more than eleven members and will be made up as follows:
- a) seven members of the board will be elected by the members at the AGM in accordance with such arrangements as shall be determined by the Company Board;
 - b) Up to four members will be co-opted by the Board in accordance with such arrangements as shall be determined by the Company Board. This includes a representative of the Board of the operating company and a representative of the radio station's volunteers and students.

Elected members of the Board will normally serve for periods of up to three years with at least two members stepping down each year. Co-opted Board members will serve for up to one year, i.e. up to the next AGM after which they may be re-appointed by the elected Board.

30. The first Directors shall be the persons named in the Statement delivered under Section 10 of the Act.
31. The Directors may from time to time and at any time appoint any Member of the Company as a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall retain his office only until the next Annual General Meeting and shall then be eligible for reelection.
32. No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a Director.

BORROWING .

33. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the Company.

POWERS AND DUTIES OF THE DIRECTORS

34. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Act or other legislation applicable to the Company or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act, such other legislation or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
35. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed; drawn, accepted, indorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
36. The company board will elect a chair from amongst its elected members at the first meeting of the board after the AGM. The period of office for the chair will run until the following Annual General Meeting.

37. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors.
38. The Directors shall have power from time to time to adopt and make alter or revoke bye-laws for the regulation of the Company provided such bye-laws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Directors for the adoption, making, alteration or revocation of such bye-laws shall be subject to confirmation by Special Resolution of the Company at the next Annual General Meeting and, if it be not so confirmed, shall cease to have effect at the conclusion of that meeting. All such bye-laws for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or satisfied by a Special Resolution of the Company. No Member shall be absolved from such bye-laws by reason of his not having received a copy of the same, or if any alterations or additions thereto, or having otherwise no notice of them.
39. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that, if the Directors shall at any time be reduced in number to less than the minimum prescribed by or in accordance with these Articles it shall be lawful for them to act for the purpose of filling up vacancies in their body, or summoning a General Meeting but not for any other purpose.

DISQUALIFICATION OF DIRECTORS

40. The office of Director shall be vacated if a Director
- (a) becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (c) ceases to be a Member of the Company;
 - (d) by notice in writing to the Company resigns his office;
 - (e) is removed from office by a resolution passed pursuant to Section 303 of the Act.
 - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner prescribed by section 317 of the Act.
 - (g) fails without good cause to attend three consecutive Board meetings.

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF THE DIRECTORS

41. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings at least six times in each calendar year and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of a meeting shall have a second or casting vote.
42. A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of meeting.
43. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two.
44. Notwithstanding Article 43 should the number of Directors fall below the minimum required then the continuing Directors may act until such time as replacement Directors are appointed under provision of Article 31 above.
45. The Chairman for the time being of the Directors shall be entitled to preside at all meetings of the Directors at which he shall be present, but if there be no such Chairman for the time being or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be chairman of the meeting.
46. The Directors may delegate any of their powers to committees consisting of such person or persons (whether or not Directors or Members of the Company) as the Directors think fit but so that any committee consisting of less than three persons shall consist only of Directors and any other committee shall consist of Directors to the extent of at least two thirds of its number. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall be subject at all times to the control of the Directors.
47. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.
48. All acts bona fide done by any meeting of the Directors or of any committee set up by the Directors or by any person acting as a Director or Member of any committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified be as

valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or Member of the committee.

49. A resolution in writing signed by all the Directors for the time being or of any committee set up by the Directors who are duly entitled to receive notice of a meeting of the Directors or such committee shall be as valid and effectual as if it had been passed at a meeting of the Directors or such committee respectively duly convened and constituted.
50. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

SECRETARY

51. Subject to section 10(5) of the Act, the secretary shall be appointed by the Directors for such term and such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary capable of acting.

THE SEAL

52. The seal shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a committee of Directors authorised by the Directors on their behalf, and subject as hereinafter mentioned every instrument to which the seal shall be affixed be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors as an Authorised Signatory for that purpose.

ACCOUNTS

53. The Directors shall cause accounting records to be kept in accordance with Section 221 of the Act, or other legislation for the time being applicable to the Company.
54. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.
55. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts

and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

56. At the Annual General Meeting in every year the Directors shall lay before the Company an income and expenditure account for the period to the last preceding account (or in the case of the first accounts since the incorporation of the Company made up to a date not more than four months before such meeting) together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Directors and the Auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditor's report shall be open to inspection and be read before the meeting as required by Section 236 of the Act.

AUDIT

57. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors or Independent Examiner.
58. Auditor and/or Independent Examiner shall be appointed and their duties regulated in accordance with the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

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