

Articles of Association



Pétanque England

2023

1. **The company's name is Pétanque England**
 - a. in this document, it is called the 'Company'

2. **Interpretation** In the articles:
 - a. 'address' means a postal address or, for the purposes of electronic communication, an email or telephone number for receiving text messages in each case registered with the Company
 - b. 'The articles' means the Company's articles of association.
 - c. 'The Company' means the company intended to be regulated by the articles
 - d. 'Clear days' in relation to the period of a notice means a period excluding:
 - e. the day when the notice is given or deemed to be given; and
 - f. the day for which it is given or on which it is to take effect



- g. 'The Commission' means the Company Commission for England and Wales.
- h. 'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Company
- i. 'The directors' means the directors of the Company.
- j. 'document' includes, unless otherwise specified, any document sent or supplied in electronic or paper form
 - i. 'Electronic form' has the meaning given in section 1168 of the Companies Act 2006; 'the memorandum' means the Company's memorandum of association
- k. Officers includes the directors and the secretary (if any)
- l. The seal means the common seal of the Company
- m. Secretary means any person appointed to perform the duties of the Company secretary.
- n. The Sport means the sport of Pétanque.
- o. Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.
- p. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Note: Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

3. Liability of members

- a. The liability of the members is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:
- b. payment of the Company's debts and liabilities incurred before they cease to be a member
- c. payment of the costs, charges, and expenses of winding up; and adjustment of the rights of the contributories among themselves.

4. Objectives

The Company's objectives are specifically restricted to the following

- a. The advancement of amateur sport for the public benefit by promoting the sport of Pétanque in England and in particular
- b. to act as the governing body for the sport of Pétanque in England
- c. to act as the representative member for England in international affairs and to affiliate to and carry out functions delegated to it by the Federation Internationale de Pétanque et Jeu Provençal and the Confédération Européenne de Pétanque and other relevant bodies
- d. to promote, administer and encourage the development of, and participation in the sport of Pétanque within England
- e. To cultivate and implement a strategy for the development of the Sport in England including strategies for each of performance at international and national level; national competitions and increasing participation:
- f. to make and vary all such rules for participating in the Sport in England (including rules against doping in the Sport) from time to time
- g. to develop a commercial, marketing, and public relations programme for the Sport in England.
- h. to develop a competition programme and co-ordinate competition fixtures across England
- i. to select the representative teams to represent England in international events.
- j. to consult and co-operate with other organisations operating in the Sport within England in all matters relating to the administration, promotion and playing of the Sport.
- k. to develop and nurture relationships between the Company and Sport England, UK Sport, the British Olympic Association, the relevant Commonwealth Games Council, and relevant government departments.
- l. to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Company.

5. Powers

- a. The Company has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. The Company has power:
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- b. to raise funds. In doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- c. to buy, take on a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- d. to sell, lease or otherwise dispose of all or any part of the property belonging to the Company.
- e. to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the
- f. to co-operate with other sporting, voluntary bodies, and statutory authorities and to exchange information and advice with them
- g. to acquire, merge with or to enter any partnership or joint venture arrangement with any other Company,
- h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- i. to employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a director only to the extent it is permitted to do so in these articles and provided it complies with the conditions in that article.

The company has the powers to

- j. deposit or invest funds.
- k. employ a professional fund-manager; and arrange for the investments or other property of the Company to be held in the name of a nominee.
- l. in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000
- m. to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a Company.

6. Application of income and property

- a. The income and property of the Company shall be applied solely towards the promotion of the objects

7. Objects.

To do those things thought fit to further the interest of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in article 6

Please note: An object in this instance is the purpose of a thing, while an objective is a goal to be completed.

8. Reimbursement of directors

- a. A Director is entitled to be reimbursed from the property of the Company or may pay out
- b. of such property reasonable expenses properly incurred by them when acting on behalf of the Company.
- c. A director may receive an indemnity from the Company in the circumstances specified in the articles
- d. A director may not receive any other benefit or payment unless it is authorised a majority of Directors.
- e. Subject to article 12, none of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company.
- f. This does not prevent a member who is not also a director receiving a benefit from the Company in the capacity of a beneficiary of the Company
- g. reasonable and proper remuneration for any goods or services supplied to the Company.

9. Benefits and payments to Company directors and connected persons

General provisions

- a. No director or connected person may:
 - i. buy any goods or services from the Company on terms preferential to those applicable to members of the public
 - ii. sell goods, services, or any interest in land to the Company
 - iii. be employed by, or receive any remuneration from, the Company
 - iv. receive any other financial benefit from the Company
 - v. unless the payment is permitted by sub-clause (2) of this article or authorised by the court or the prior written consent of the Company Commission has been obtained.

- vi. In this article, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

10. Scope and powers permitting directors' or connected persons' benefits

- a. A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company if most of the directors do not benefit in this way.
- b. A director or connected person may enter a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with the articles and objectives of the company
- c. Subject to article 11, sub-clause aⁱⁱⁱ, of this article a director or connected person may provide the Company with goods that are not supplied in connection with services provided to the Company by the director or connected person.
- d. A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e. A director or connected person may receive rent for premises let by the director or connected person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.

11. Payment for supply of goods only – controls

- a. The Company and its directors may only rely upon the authority provided in these articles if each of the following conditions is satisfied:
 - i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its directors (as the case may be) and the director or connected person supplying the goods,

- 'the supplier', under which the supplier is to supply the goods in question to or on behalf of the Company.
- ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - iii. The other directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - iv. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter a contract or arrangement with them regarding the supply of goods to the Company.
 - v. The supplier does not vote on any matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - vi. The reason for their decision is recorded by the directors in the minutes
 - vii. A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 13.
 - The sub-clauses of article 13 'Company' includes any company in which the Company holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company
- i. 'Connected person' includes any person within the definition in article 9 'Interpretation'.

12. Declaration of directors' interests'

- a. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the Company directors in which it is possible that a conflict will arise between the duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

13. Conflicts of Interest and conflicts of loyalties

- a. If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- b. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person.
- c. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- d. the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- e. In this article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

14. Members

The subscribers to the memorandum are the first members of the Company. Membership is open to other individuals or organisations who:

- a. apply to the Company in the form required by the directors; and
- b. are approved by the directors
- c. The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application
 - i. The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - ii. The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- d. Membership is not transferable.

The directors must keep a register of names and addresses of the members.

15. Levels of Membership

- a. The directors may establish levels of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- b. The directors may not directly or indirectly alter the rights or obligations attached to a type of membership.
- c. The rights attached to different levels of membership may only be varied if:
 - three-quarters of these members consent in writing to the variation; or
 - a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- d. The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of member.

16. Termination of membership

Membership is terminated if:

- a. the member dies or, if it is an organisation, ceases to exist.
- b. the member resigns by written notice to the Company unless, after the resignation, there would be less than two members.
- c. any sum due from the member to the Company is not paid.
- d. the member is removed from membership by a resolution of the directors that it is in the best interests of the Company that their membership is terminated.
- e. A resolution to remove a member from membership will only be valid if:
 - i. the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed.
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

17. General meetings

- a. The Company must hold its first annual general meeting within eighteen months after the date of its incorporation.

- i. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- ii. The directors may call a general meeting at any time.

18. Notice of general meetings

The minimum periods of notice required to hold a general meeting of the Company are:

- a. twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution.
- b. fourteen clear days for all other general meetings.
- c. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- d. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- e. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 21.
- f. The notice must be given to all the members and to the directors and auditors.
- g. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

19. Proceedings at general meetings

- a. No business shall be transacted at any general meeting unless a quorum is present.
- b. A quorum is:
 - i. A minimum of two point five percent of the registered members (2.5%) present in person or
 - ii. A minimum of ten percent (5%) of registered members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting:
- c. The authorised representative of a member organisation shall be counted in the quorum. If:

- i. a quorum is not present within half an hour from the time appointed for the meeting; or
 - ii. during a meeting, a quorum ceases to be present.
 - iii. the meeting shall be adjourned to such time and place as the directors shall determine. The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time, and place of the meeting.
- d. General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- e. If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- f. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- g. If there is only one director present and willing to act, he or she shall chair the meeting.
- h. If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- i. The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- j. The person who is chairing the meeting must decide the date, time, and place at which the meeting is to be reconvened unless those details are specified in the resolution
- k. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- l. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time, and place of the meeting.
- m. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
 - i. by the person chairing the meeting; or
 - ii. by at least two members present in person or by proxy and having the right to vote at the meeting or

- iii. by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- n. The declaration by the person who is chairing the meeting of the result of a vote
 - i. shall be conclusive unless a poll is demanded.
- o. The result of the vote must be recorded in the minutes of the Company, but the number or proportion of votes cast need not be recorded.
- p. A demand for a poll may be withdrawn, before the poll is taken, but only with the
 - i. consent of the person who is chairing the meeting.
- q. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- r. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- s. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- t. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- u. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- v. The poll must be taken within thirty days after it has been demanded.
- w. If the poll is not taken immediately at least seven, clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- x. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

20. Content of proxy notices

- a. Proxies are only valid and appointed by a notice (a 'proxy notice') in writing which
 - states the name and address of the member appointing the proxy.
 - i. It must identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed
 - ii. It must be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine
 - iii. It must be delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

- iv. The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
 - v. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- b. Unless a proxy notice indicates otherwise, it must be treated as
- i. allowing the person appointed under its discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

21. Delivery of proxy notices

- a. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- b. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- c. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meetings to which it relates.
- d. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

22. Written resolutions

- a. A resolution in writing agreed by a simple majority of the members, who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective provided that:
 - i. a copy of the proposed resolution has been sent to every eligible member
 - ii. it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days (28 days) beginning with the circulation date.
- iii. A resolution in writing may comprise several copies to which one or more members have signified their agreement.

- iv. In the case of a member that is an organisation, its authorised representative may sign to confirm its agreement.

23. Votes of members

- a. Every member, whether an individual or an organisation, shall have one vote.
- b. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- c. Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.
- d. The organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the organisation until written notice to the contrary is received by the Company.
- e. Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the organisation or that their authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the organisation.

24. Directors

- a. A director must be a natural person aged 16 years or older.
- b. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 28.
- c. The minimum number of directors shall be three and shall be subject to a maximum of thirteen.
- d. The members of the Board shall be the President, a maximum of six directors appointed by a minimum of sixty six percent (66%) of the members present in person at an AGM and up to six directors appointed by a majority of the Board.
- e. A director may not appoint an alternate director or anyone to act on their behalf at meetings of the directors.

25. Powers of directors

- a. The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
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- b. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- c. Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

26. Retirement of directors

- a. At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director, he or she must retire.
- b. The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- c. If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

27. Appointment of directors

- a. The Company may by ordinary resolution:
 - i. appoint a person who is willing to act to be a director; and
 - ii. determine the rotation in which any additional directors are to retire.
- b. No person other than a director retiring by rotation may be appointed director at any general meeting unless:
- c. he or she is recommended for re-election by the directors; or (not less than fourteen nor more than thirty-five clear days before the date of the meeting) the Company is given a notice that:
- d. is signed by a member entitled to receive notice of the meeting
 - i. and states the member's intention to propose the appointment of a person as a director.
 - ii. and contains the details that, if the person were to be appointed, the Company would have to file at Companies House
 - iii. and is signed by the person who is to be proposed to show their willingness to be appointed.

- e. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
- f. Each director appointed by ordinary resolution of the Company shall be eligible for re-election for two further consecutive terms only.
- g. The directors may appoint a person who is willing to act to be a director for such term of office not exceeding three years as the directors deem appropriate. Such directors may be re-appointed at the conclusion of their term of office if the other directors so resolve for a further two consecutive terms only.
- h. A director appointed by a resolution of the other directors must not be considered in determining the directors who are to retire by rotation.
- i. The appointment of a director, whether by the Company in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

28. Disqualification and removal of directors

- a. A director shall cease to hold office if he or she:
- b. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director is disqualified from acting as a trustee by virtue of sections of the companies act
- c. ceases to be a member of the Company
- d. in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months
- e. resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect)
- f. or is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that their position be vacated.

29. **Remuneration of directors**

- a. The directors must not be paid any remuneration unless it is formally authorised by a majority of other directors.

30. **Proceedings of directors**

- a. The directors may regulate their proceedings as they think fit, subject to the provisions of these articles.
- i. Any director may call a meeting of the directors.
 - ii. The secretary (if any) must call a meeting of directors if requested to do so by a director.
 - iii. Questions arising at a meeting shall be decided by a majority of votes.
 - iv. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - v. A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- b. No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- i. The quorum shall be three or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
 - ii. A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
 - iii. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
 - iv. The President shall chair their meetings.
 - v. If the President is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- c. The President or the person appointed to chair meetings of the directors shall have no function or powers except those conferred by the articles or delegated to them by the directors.

- d. A resolution in writing or in electronic form agreed by all the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
- e. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

31. President

- a. The first directors will appoint one of their number to act as President until the first annual general meeting.
- b. At the first annual general meeting the President shall retire but shall be eligible for reappointment in accordance with these articles
- c. A person appointed as President at an annual general meeting shall hold office until the annual general meeting in the third year after their appointment but shall be eligible for reappointment in accordance with these articles.
- d. No person other than a retiring President may be appointed as President at any general meeting unless
- e. They are recommended for appointment by the directors or
- f. not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given a notice that is signed by a member entitled to receive notice of the meeting stating the member's intention to propose the appointment of a person as President
- g. contains the details that, if the person were to be appointed as a director, the Company would have to file at Companies House and is signed by the person who is to be appointed to show their willingness to be appointed.
- h. The President shall be a director by virtue of his office and must be considered in determining the directors who are to retire by rotation.

32. **Delegation**

- a. The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- b. The directors may impose conditions when delegating, including the conditions that the relevant powers are to be exercised exclusively by the committee to whom they delegate. no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors.
- c. The directors may revoke or alter a delegation
- d. All acts and proceedings of any committees must be fully and promptly reported to the directors.

33. **Validity of directors decisions**

- a. Subject to these articles all decisions made by a meeting of directors, or of a committee of directors, shall be valid notwithstanding exclusion to vote of a director:
 - b. who was disqualified from holding office.
 - c. who had previously retired or who had been obliged by the constitution to vacate office.
 - d. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.

34. **Seal**

- a. If the Company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

35. **Minutes**

- a. The directors must keep minutes of all,
 - i. appointments of officers made by the directors.
proceedings at meetings of the Company
meetings of the directors and committees of directors including:
 - ii. the names of the directors present at the meeting.
 - iii. the decisions made at the meetings; and

- iv. where appropriate the reasons for the decisions.

36. Accounts

- a. The directors must prepare for each financial year accounts as required by the
 - Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- b. The directors must keep accounting records as required by the Companies Act.

37. Means of communication to be used

- a. Subject to the articles, anything sent or supplied by or to the Company under the articles
 - i. may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act
 - ii. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied in the way that the director has requested
- b. Any notice to be given to or by any person pursuant to the articles:
 - i. must be in hard copy or
 - ii. must be given in electronic form
- c. The Company may give any notice to a member either
 - i. Personally, by hand
 - ii. or by sending it by post in a prepaid envelope addressed to the member at their registered address; or
 - iii. by leaving it at the address of the member; or
 - iv. by sending it in electronic form or
- d. General Communications may be placed on the company website providing members are informed that this exists. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.



- i. A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
 - e. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
 - i. Proof that an envelope containing a notice was properly addressed, prepaid, and posted shall be conclusive evidence that the notice was given.
 - ii. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - iii. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - 48 hours after the envelope containing it was posted; or
 - in the case of an electronic form of communication, 48 hours after it was sent.

38. Indemnity

- a. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him/her in the execution and discharge of his/her duties or in relation

39. Rules

- a. The Company may indemnify a director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- b. A director means any director or former director of the Company.

- c. The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company.
- d. The bye laws may regulate the following matters but are not restricted to them:
- e. the admission of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members.
- f. the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers
- g. the setting aside of the whole or any part or parts of the Company's premises at any time or times or for any particular purpose or purposes
- h. the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles
- i. generally, all such matters as are commonly the subject matter of company rules.
- j. The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.
- k. The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.
- l. The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

40. Disputes

- a. If a dispute arises between members of the Company about the validity or propriety of anything done by the members of the Company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

41. Dissolution

- a. The members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:
-



- b. directly for the Objectives; or
- c. by transfer to any Sporting Company with similar Objectives or
- d. to any Company whose purposes share the same Objects.
- e. Subject to any such resolution of the members of the Company, the directors of the Company may at any time before and in expectation of its dissolution resolve that any
- f. net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred directly for the Objects or
- g. by transfer to any Sporting Company for purposes like the Objectives or to any Company or similar sports body for use for purposes that fall within the Company Objectives.

42. Interpretation

- a. In article 11, the term 'connected person' means
 - i. a child, parent, grandchild, grandparent, brother, or sister of the director
 - ii. the spouse or civil partner of the director or of any person falling within sub-clause (11)
 - iii. a person carrying on business or previously in business with the director or with any person falling within sub-clause (a) or (b)
 - iv. an institution which is controlled by a director or has an association with a director

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