



## Comparison of Existing Articles and Proposed Articles for Pétanque England

Existing Articles	Proposed Articles
<b>6 – application of income and property</b>	<b>10 – application of income and property</b> We have attempted to be more explicit with the application of the income and what funds shall not be put towards.
<b>7 – objects</b>	<b>3 – objects</b> We have broadened the objects of the Company to align with Sport England’s Code of Governance.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>9 – registered office</b>
<b>13 – conflicts of interest and loyalties</b>	<b>74 – directors’ appointments and interests</b> The new provisions set out in far more detail how conflicts of interest situations must be managed by the board and the Company.
<b>14 – members</b> <b>15 - levels of membership</b> <b>16 – termination of membership</b>	<b>11 - 26 – members</b> These Articles now set out clearly the levels of membership and we have produced a set of membership regulations to complement the Articles. The Company shall have the following memberships: Individuals – these retain voting rights Voting Group Members – the Regions Non-Voting Group Members – discretion of the Board Further details are also provided with regards to applications to become a member, termination of membership, how subscription fees will be set, how the Company may remove a member and the associated disciplinary process.
<b>17 – general meetings</b>	<b>29 – general meetings</b> We have been more specific regarding the matters to be dealt with at the AGM.

<b>18 – notice of general meetings</b>	<b>31 – notice of general meetings</b> We have shortened the notice period for the AGM from 21 days to 14 days (matching all other general meetings). We have also added provisions dealing with postal and electronic voting.
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<b>19 – proceedings at general meetings</b>	<b>38 – proceedings at general meetings</b> We have reduced the quorum provisions to 50 members (in person or by proxy), down from 5% of members (c130).
<b>20 – content of proxy notices</b> <b>21 – deliver of proxy notices</b> <b>23 – votes of members</b>	<b>49 – votes of members</b> The rules surrounding proxies and voting remain intact, except that no member other than the Chairperson may collect more than 5 proxy votes per meeting.
<b>24 – directors</b>	<b>59 – directors</b> We now specify that the Board shall be the Company’s ultimate decision-making body. No director may serve more than 9 consecutive years. This follows Sport England’s Code of Governance. The number of directors shall now be subject to a maximum of 10 but no less than 5 (except for the Chief Executive).
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>61 - board</b> A new provision in dealing with the composition of the board with regards to nominated and independent directors.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>63 – nominated directors</b> Each nominated director shall serve for a term of 2 years (for a maximum of 8 years).
<b>26 – retirement of directors</b> <b>27 – appointment of directors</b>	<b>69 – appointment and retirement of directors</b> A provision to remove a director beyond the director beyond the Companies Act has been introduced.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>65 – elections to the board</b> The provision sets out clearly how the votes will be managed at AGMs.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>67 - independent directors</b> The directors shall decide on appointments of independent directors following a thorough and open recruitment process.

<b>29 – remuneration of directors</b>	<b>73 – directors expenses</b> The directors may only be paid for out-of-pocket expenses as directed by the board, save for any director who is employed for less than 15 hours per week at which point they shall be remunerated accordingly.
<b>30 – proceedings of directors</b>	<b>82 – proceedings of directors</b> Again, the provisions included within the proposed new Articles remain fundamentally like the existing provisions, though providing more detail and certainty as to what the directors can and cannot do.
<b>31 – president</b>	<b>58 – president</b> The maximum time a president may remain in position has been increased from 3 years up to five years, however, they must still be re-elected annually.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>96 – chief executive</b> The board may appoint a Chief Executive who shall hold office on such terms and for such period as the Board may direct from time to time.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>97 – employee of Pétanque England</b> Any employee of the Company employed for over 15 hours per week cannot be a member of the Board.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>98 – secretary</b> The secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as the directors may think fit.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>99 – working groups</b> The board shall establish such working groups or other committees on such terms as they think fit.
<i>Introduced as a new provision within the Proposed Articles.</i>	<b>107 – Regulations, Standing Orders, Procedures and Byelaws</b> The board shall now have the explicit power to make, vary and revoke regulations, mechanisms, procedures, terms of reference, standing orders and byelaws.