

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

BOCCIA INTERNATIONAL SPORTS FEDERATION LIMITED

COMPANY NUMBER 08199521

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PART 1

INTERPRETATION, LIMITATION OF LIABILITY AND OBJECTS

1. DEFINED TERMS

1.1 In the articles, unless the context requires otherwise—

"Affiliate Member" has the meaning given in article 25.1(b) and "Affiliate Membership" shall be construed accordingly;

"articles" means the Federation's articles of association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the directors of the Federation;

"chairman of the meeting" has the meaning given in article 31.2 in relation to general meetings and the meaning given in article 14.2 in relation to Board meetings;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Federation;

"director" means a director of the Federation, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Federation" means Boccia International Sports Federation Limited;

"Full Member" has the meaning given in article 25.1(a) and "Full Membership" shall be construed accordingly;

"Honorary President/Vice President" means a person who is appointed to be an honorary president or vice president of the Federation, an honorary role that is Board appointed from time to time in accordance with article 24;

"Independent" means a person free from any close connection to the Federation and that would, from the perspective of an objective outside, be viewed as independent. Examples of a 'close connection' include:

- they are or have within the last four years been actively involved in the Federation's affairs,
- they are or have within the last four years been an employee of the Federation; or
- they have close family ties with any of the Federation's directors or senior employees.

"Invited Board Member" means an Independent Board member appointed by the Board in accordance with article 21.6;

"member" has the meaning given in section 112 of the Companies Act 2006;

"National Paralympic Committee" means in relation to a country, the national organisation recognised by the International Paralympic Committee as the sole representative of athletes with impairment from its respective country;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a Board meeting, has the meaning given in article 11;

"President" means the chairman of the Federation elected from time to time in accordance with article 20.

"proxy notice" has the meaning given in article 37;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

"Vice President" means the vice chairman of the Federation elected for the time being in accordance with article 21.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Federation.

2. **LIABILITY OF MEMBERS**

- 2.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
- (a) payment of the Federation's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

3. **AIMS AND OBJECTS**

- 3.1 The objects of the Federation are:
- (a) To promote, enhance and support Boccia as a sport for all people and to help promote its activities;
 - (b) To govern the sport of Boccia internationally through, inter alia, a set of rules, a classification system and an international competition structure;

- (c) To promote Boccia amongst those who make decisions that directly impact upon the sport;
- (d) To promote and represent the interests of the members of the Federation, and on their behalf to undertake lobbying and similar activities; and
- (e) To create a network of members and individuals which encourages contact and exchange of ideas and experience regarding the sport of Boccia.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. GENERAL AUTHORITY OF THE BOARD

- 4.1 Subject to the articles, the Companies Acts and any special resolution, the Board is responsible for the management of the Federation's business, for which purpose it may exercise all the powers of the Federation.

5. MEMBERS' RESERVE POWER

- 5.1 The members may, by special resolution, direct the Board to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the Board have done before the passing of the resolution.

6. DELEGATION

- 6.1 Subject to the articles, the Board may delegate any of the powers which are conferred onto it under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- 6.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 6.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7. COMMITTEES

- 7.1 Committees, or any individual, to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 7.2 The Board may make rules of procedure for all or any committees or for any individual to which the Board has delegated any of its powers, which prevail over rules derived from the articles if they are not consistent with them.

DECISION MAKING BY DIRECTORS

8. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 8.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a Board meeting or a decision taken in accordance with article 9.

9. UNANIMOUS DECISIONS

- 9.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 9.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.
- 9.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

10. CALLING A BOARD MEETING

- 10.1 Any director may call a Board meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 10.2 Notice of any Board meeting must indicate—
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 10.3 Notice of a Board meeting must be given to each director, but need not be in writing.
- 10.4 Notice of a Board meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Federation not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting

has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11. PARTICIPATION IN BOARD MEETINGS

11.1 Subject to the articles, directors participate in a Board meeting, or part of a Board meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a Board meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12. OBSERVERS AT BOARD MEETINGS

The Board may invite a designated representative of any of the Federation's committees to attend and speak at meetings of the Board but they shall not have voting powers and shall be observers only.

13. QUORUM FOR BOARD MEETINGS

13.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for Board meetings may be fixed from time to time by a decision of the Board, but it must never be less than four, and unless otherwise fixed it is four.

13.3 If the total number of directors for the time being is less than the quorum required, the Board must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

14. CHAIRING OF BOARD MEETINGS

14.1 The President or in his absence the Vice President shall be chairman of Board meetings. In the absence of both the directors present shall elect one of their number to be chairman of the meeting.

14.2 For the purposes of articles 14 and 15 the person chairing a meeting in accordance with this article 14 is referred to as "the chairman of the meeting".

15. CASTING VOTE

15.1 If the numbers of votes for and against a proposal are equal, the chairman of the meeting has a casting vote.

15.2 But this does not apply if, in accordance with the articles, the chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. **TRANSACTION OR ARRANGEMENTS WITH THE FEDERATION**

Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Companies Act 2006 and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts and article 17, a director:

- (a) may be a party to, or otherwise interested in, any contract, transaction or arrangement with the Federation or in which the Federation is otherwise (directly or indirectly) interested (a "**Relevant Matter**");
- (b) shall be entitled to vote on any proposed decision of the directors (or committee of directors) in respect of any Relevant Matter or proposed Relevant Matter in which he is interested;
- (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of any Relevant Matter or proposed Relevant Matter in which he is interested;
- (d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Federation is otherwise (directly or indirectly) interested or promotes; and
- (e) shall not, save as he may otherwise agree, be accountable to the Federation for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any Relevant Matter or from any such office or employment or from any interest in any such body corporate and no such Relevant Matter shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act.

17. **DIRECTORS' CONFLICTS OF INTEREST**

17.1 The Board may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to it by any director which would, if not authorised, involve a director (an "**Interested Director**") breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ("**Conflicts**"). Any authorisation under this article 17 will be effective only if:

- (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the Board under the provisions of the articles or in such other manner as the Board may determine;
- (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

- 17.2 Any authorisation of a Conflict under this article 17 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information related to the Conflict and from participation in discussions (whether at meetings of the Board or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be entitled to vote in respect of any future decision of the Board in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Board thinks fit; and
 - (e) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Board and be excused from reviewing papers prepared by, or for, the Board to the extent they relate to such matters.
- 17.3 Where the Board authorises a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Board in relation to the Conflict.
- 17.4 The Board may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director prior to such revocation or variation, in accordance with the terms of such authorisation.
- 17.5 An Interested Director shall be under no duty to the Federation with respect to any information which he obtains or has obtained otherwise than as a director of the Federation and in respect of which he owes a duty of confidentiality to another person. In particular, the director shall not be in breach of the general duties he owes to the Federation by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:
- (a) to disclose any such information to the Board or to any director or other officer or employee of the Federation; or
 - (b) to use or apply any such information in performing his duties as a director.
- However to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the Board pursuant to this article 17.
- 17.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Federation for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Federation in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

18. **RECORDS OF DECISIONS TO BE KEPT**

- 18.1 The directors must ensure that the Federation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. **DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

- 19.1 Subject to the articles, the directors may make any rule which they think fit about how it takes decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

20. **BOARD COMPOSITION**

- 20.1 The members of the Board shall comprise up to seven, but never less than four, representatives who have been nominated and elected by Full Members in accordance with the provisions of article 21, and up to three Invited Board Members appointed by the Board in accordance with the provisions of article 21.6. Elections of Board members are to be conducted in accordance with the provisions of article 21.

- 20.2 During the election process up to four members of the Board will be elected to the roles in this article 20.2. Two of the below roles may be carried out by the same director if circumstances require except for the roles of President and Vice President which must be carried out by two different directors:

- (a) **President:** in addition to the requirements under articles 14 and 31 to chair Board meetings and general meetings, the President's role shall include providing leadership and direction to the Federation; being responsible for the management of the affairs of the Federation and for seeing that all orders and directions of the Board are carried out; to represent the Federation to other international organisations of which it is a member; to represent the Federation at international meetings; and to represent the Federation at Paralympic Games and World Championships;
- (b) **Vice President:** in addition to the requirements under articles 14 and 31 to chair Board meetings and general meetings in the President's absence, the Vice-President's role shall include, in the absence or incapacity of the President to perform the duties and exercise the powers of the President; to attend all meetings of the Board; to attend the general meetings; to perform such other duties as shall from time to time be required of him by the Board;
- (c) **Treasurer:** to have custody of all funds of the Federation, ensuring full and accurate accounting of all assets, liabilities, receipts and disbursements of the Federation in the books belonging to the Federation; make disbursements as determined by the Board; ensure the collection and recording of all membership dues, capitation fees and any other monies due to the Federation; present an audited financial statement to the General Meeting; attend all meetings of the Board;
- (d) **Secretary General:** to act as secretary at general meetings and Board meetings and record all votes and minutes of proceedings in the books to be kept for that purpose. The Secretary General shall give or cause to be given notice of all general

meetings and Board meetings, and shall perform such other duties as may be prescribed by the Board.

21. **DIRECTORS' ELECTIONS**

- 21.1 Any person who is willing to act as a director, and is permitted by law to do so, may be nominated by a Full Member and elected to the Board in accordance with the provisions of this article 21.
- 21.2 Board members shall be elected for a term of four years by the Full Members at a general meeting, serving from the conclusion of the general meeting at which they are elected until the conclusion of the general meeting four years later. Directors shall be limited to two consecutive terms of four years. If an individual is elected as President after serving time as an elected member of the Board then that individual is restricted to three consecutive terms in total.
- 21.3 Nomination of individuals proposed for election as directors (including the roles described in article 20.2 above) on behalf of Full Members (for which any individual proposed by Full Members is eligible) shall be made in writing to the Federation not later than one calendar month before the general meeting where such election shall be considered by the Full Members. In the event that no nomination is received for one or more of the Board roles described in article 20.2 above, the Board may, after the election, either:
- (a) appoint one of the other elected Board members to carry out the role; or
 - (b) appoint a suitably qualified additional Board member to carry out the role in accordance with article 21.6.
- 21.4 Representatives of Full Members may also be appointed by the Board which has been elected by the Full Members to fill a casual vacancy from time to time to hold office until such time as the person who was replaced was due to retire.
- 21.5 Elections to the Board will be held every two years at a general meeting. Elections to the Board will take place within four year election cycles (each an "**Election Cycle**"). Each Election Cycle will involve two elections with Board members elected as follows:
- (a) The President and Treasurer shall be elected for a term of four years at the first general meeting in any given Election Cycle; and
 - (b) The Vice President and any other members of the Board will be elected for a term of four years at the second general meeting in any given Election Cycle.
- 21.6 The Board which has been elected by the Full Members may appoint up to three additional Independent Board members ("**Invited Board Members**") for a term of four years (renewable for one further term of four years) in order to fill gaps in the skill base of the elected directors.
- 21.7 In the case of the election of Board members representing Full Members, the Full Members must each cast such number of separate votes as is necessary to fill any seats of the Full Members' representatives on the Board as are vacant or are to be vacated at the relevant general meeting in accordance with the articles (for example if four seats on the Board are to be filled, each Full Member shall cast four votes); the individuals who poll most votes shall be elected to the Board. In the case of a tied vote for any such Board position, any

candidates who have polled a clear place on the Board shall be appointed and an additional vote(s) shall be taken for the remaining Board position for nominees of Full Members. Only candidates with tied votes will be nominated, with the individual(s) polling the least number of votes being eliminated until such time as the number of candidates left matches the number of remaining positions available. Accordingly, the maximum number of individuals elected by the Full Members as their representatives shall be seven individuals elected according to this article 21.7.

22. TERMINATION OF DIRECTOR'S APPOINTMENT

22.1 A person ceases to be a director as soon as—

- (a) resolution is passed by a majority vote of Full Members to remove the director;
- (b) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (c) a bankruptcy order is made against that person;
- (d) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (e) a registered medical practitioner who is treating that person gives a written opinion to the Federation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (f) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (g) notification is received by the Federation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. DIRECTORS' EXPENSES

23.1 The Federation may pay any reasonable travel expenses which the directors properly incur in connection with their attendance at meetings of the Board or committees of directors, or general meetings, or otherwise in connection with the discharge of their responsibilities in relation to the Federation in accordance with any policy set by the Board from time to time.

24. HONORARY PRESIDENT/VICE PRESIDENT

The Board may nominate any person to be an Honorary President/Vice President of the Federation at any time. An Honorary President/Vice President is then to be accepted by the voting membership, via a simple majority vote. An Honorary President/Vice President shall hold post for life, but shall not be entitled to vote at Board meetings or those of members. Any number of Honorary Presidents/Vice Presidents may be appointed.

PART 3

MEMBERS

25. MEMBERSHIP

- 25.1 There shall be two classes of membership in the Federation as described below:
- (a) **Full Members:** National organisations recognised as having the responsibility for the sport of Boccia within their countries. Full Members must be active participants in international Boccia competition (or be actively working towards such competition.) Full members are either the National Paralympic Committee of a country/territory or an affiliated member of their National Paralympic Committee. Full Members are eligible to host international Boccia competitions which are sanctioned by the Federation. Only one organisation per country may become a Full Member.
 - (b) **Affiliate Members:** National organisations responsible for developing the sport of Boccia where there is no organisation which meets the requirements to be a Full Member. In addition, where there are multiple organisations responsible for Boccia in a country, then those organisations which are not the Full Member for that country may become Affiliate Members with the agreement of the relevant Full Member. Affiliate Members are eligible to host Boccia competitions which are sanctioned by the Federation.
- 25.2 Full Members shall have the right to receive notice of, attend and vote at general meetings.
- 25.3 Affiliate Members shall have the right to receive notice of and attend, but not vote at general meetings.
- 25.4 Applications for membership must be accompanied by a completed membership application form, a copy of the applicant's constitution, a list of the organisation's directors, and a letter of support from the relevant National Paralympic Committee. In the case of Affiliate Membership applications, a letter of support from the Full Member of the country in question is an acceptable alternative to the letter of support from the relevant National Paralympic Committee.
- 25.5 The Board may accept or reject any application for membership.
- 25.6 Every Full Member and Affiliate Member of the Federation shall either sign a written consent to become a member or sign the register of members on being admitted to membership.
- 25.7 Each Full Member and Affiliate Member shall pay an annual membership fee the amount of which shall be determined by the Board for each class of membership. A member whose fees are unpaid by the due date shall cease to have the right to qualify for, participate in or bid for competitions sanctioned by the Federation. The Board may from time to time vary and revoke rules relating to the levels of membership fees.
- 25.8 Membership in the Federation shall be from year to year from 1 January to 31 December and the category of membership is subject to review at the time of renewal.
- 25.9 Membership is not transferable.
- 25.10 Any member may withdraw from the Federation by giving one year's notice in writing to the Board. In the event of such withdrawal, no part of any fee paid shall be returnable to the member who has withdrawn.

25.11 A member may be removed from membership if:

- (a) The member dies or ceases to exist;
- (b) A vote of 75% of the voting members at a General Meeting is passed in favour of such removal;
- (c) The member's annual membership fees remain unpaid for a period of 90 days beyond the date on which they became due. If a member is removed from membership under this article 25.11(c), such member will only be considered for reinstatement upon payment of all outstanding fees; or
- (d) The member is deemed by the Board to have brought the Federation into disrepute.

ORGANISATION OF GENERAL MEETINGS

26. GENERAL MEETINGS

26.1 The Federation will hold a general meeting once every two calendar years at such place, date and time as determined by the Board. The General Meeting shall be held for the purpose of determining policies, receiving reports of the Board and committees, electing members of the Board and any other business as decided by the members or the Board.

26.2 At every general meeting held in accordance with article 26.1, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented, and auditors shall be appointed. The auditor shall hold office until the next general meeting provided that the Board may fill any casual vacancy in the office of the auditor.

27. CALLING A GENERAL MEETING

27.1 The Board may, whenever they see fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened by requisition by the members as provided in the Companies Acts.

28. NOTICE OF GENERAL MEETINGS

28.1 At least 21 clear days' notice shall be given to each member of any meeting. This notice shall specify the date, time and place of the meeting and shall contain sufficient information regarding each item of business that is to be transacted to permit members to form a reasoned judgement on the decisions to be taken.

28.2 No error or omission in giving notice of any meeting or any adjourned meeting of the members of the Federation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting.

28.3 A member present at any general meeting of the Federation or any committee thereof shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

29. SPEAKING AT GENERAL MEETINGS

29.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

29.2 A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

29.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

29.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

29.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30. QUORUM FOR GENERAL MEETINGS

30.1 Thirty per cent plus one of the Full Members attending a meeting in person shall constitute a quorum. Provided that the number of attendees constituting a quorum shall never be less than two.

30.2 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

31. CHAIRING GENERAL MEETINGS

31.1 The President shall chair general meetings if present and willing to do so and failing him the Vice President. If the Board has not appointed a President or Vice President, or if neither of them is willing to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,

must appoint a Full Member (including a corporate representative) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

31.2 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

32. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

32.1 Directors may attend and speak at general meetings, whether or not they are members.

32.2 The chairman of the meeting may permit other persons who are not Full Members of the Federation to attend and speak at a general meeting.

33. ADJOURNMENT

33.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

33.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

33.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

33.4 When adjourning a general meeting, the chairman of the meeting must—

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

33.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the Federation's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

33.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

34. VOTING: GENERAL

34.1 Every member who is entitled to attend and vote at general meetings shall have one vote.

34.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

35. ERRORS AND DISPUTES

35.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

35.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

36. POLL VOTES

36.1 A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

36.2 A poll may be demanded by—

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

36.3 A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

37. CONTENT OF PROXY NOTICES

37.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
- (d) is delivered to the Federation in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

37.2 The Federation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3 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.

37.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) 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.

38. **DELIVERY OF PROXY NOTICES**

38.1 The proxy notice must:

- (a) in the case of a proxy notice which is in hard copy form, be received at the registered office (or at such other place or by such person as may be specified or agreed by the Board) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote (or such later time up to and including at the meeting or adjourned meeting as the Board may agree) together with (if required by the Board) any authority under which it is made or a copy of such authority, certified notarially or in some other manner approved by the Board; or
- (b) in the case of a proxy notice made by electronic means, be received at the address specified by the Federation for the receipt of proxy notices by electronic means not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote (or such later time up to and including at the meeting or adjourned meeting as the Board may agree). Any authority pursuant to which a proxy notice made by electronic means is made or a copy of such authority, certified notarially or in some other manner approved by the Board, must, if required by the Board, be received at the registered office (or at such other place or by such person as may be specified or agreed by the Board) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote (or such later time up to and including at the meeting or adjourned meeting as the Board may agree).

38.2 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 Federation by or on behalf of that person.

38.3 An appointment under a proxy notice may be revoked by delivering to the Federation, in the same manner as the proxy notice that is being revoked was delivered under article 38.1 or in such other manner as the Board may agree, a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

38.4 A notice revoking a proxy appointment only takes effect if it is delivered not less than 48 hours before the start of the meeting or adjourned meeting to which it relates or (if agreed by the Board) such later time up to and including at the meeting or adjourned meeting itself.

- 38.5 A vote given or poll demanded by a proxy or by the duly authorised representative of a corporate member shall be valid notwithstanding the previous revocation of the authority of the person voting or demanding a poll unless:
- (a) in the case of a proxy appointment, notice of the revocation was delivered in accordance with articles 38.3 and 38.4 above; or
 - (b) in the case of the authority of an authorised representative of a corporate member, notice of a revocation was delivered as if it were notice of the revocation of a proxy appointment in accordance with articles 38.3 and 38.4 above.
39. **AMENDMENTS TO RESOLUTIONS**
- 39.1 An ordinary resolution to be proposed at a general meeting may be amended by
- (a) ordinary resolution if—
 - (b) notice of the proposed amendment is given to the Federation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (c) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

40. MEANS OF COMMUNICATION TO BE USED

- 40.1 For the purpose of any notice to be sent or supplied to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last electronic address recorded on the books of the Federation.
- 40.2 Subject to the articles, anything sent or supplied by or to the Federation under the articles 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 to be sent or supplied by or to the Federation.

40.3 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 by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

40.4 A director may agree with the Federation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. **TIME OF SERVICE**

41.1 Any notice, document or other information:

- (a) if sent by the Federation by post to an address within the United Kingdom or if sent to the Federation from within the United Kingdom, shall be deemed to have been received on the day following that on which it was put in the post if first class post was used or 48 hours after it was posted if first class post was not used and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed, prepaid and put in the post;
- (b) if sent by the Federation using a reputable international courier service to an address outside the United Kingdom or if sent to the Federation from outside the United Kingdom using a reputable international courier, shall be deemed to have been received 48 hours after it was sent provided that delivery within 48 hours was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider;
- (c) sent or supplied by the Federation using electronic means shall be deemed to be received on the day on which it was sent or supplied and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed;
- (d) made available by the Federation on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this article; and
- (e) served, sent or supplied by the Federation by any other means authorised in writing by the recipient shall be deemed to have been served, sent or supplied when the Federation has carried out the action it has been authorised to take for that purpose.

41.2 For the purposes of calculating a time period in articles 38.1(a), 38.1(b) and 38.4 no account shall be taken of any part of a day which is not a working day.

42. **COMPANY SEALS**

42.1 Any common seal may only be used by the authority of the Board.

42.2 The Board may decide by what means and in what form any common seal is to be used.

42.3 Unless otherwise decided by the Board, if the Federation has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

42.4 For the purposes of this article, an authorised person is—

- (a) any director of the Federation;
- (b) the company secretary (if any); or
- (c) any person authorised by the Board for the purpose of signing documents to which the common seal is applied.

43. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

43.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Federation, no person is entitled to inspect any of the Federation's accounting or other records or documents merely by virtue of being a member.

44. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

44.1 The Board may decide to make provision for the benefit of persons employed (if any) or formerly employed by the Federation or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Federation or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

45. INDEMNITY

45.1 Subject to article 45.4 a relevant director of the Federation or an associated company may be indemnified out of the Federation's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Federation or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Federation or an associated company.

45.2 The Federation may fund a relevant director's expenditure for the purposes permitted under the Companies Act 2006 and may do anything to enable a relevant director to avoid incurring such expenditure as provided in the Companies Acts.

45.3 No relevant director shall be accountable to the Federation or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Federation.

45.4 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

45.5 In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the Federation or an associated company.

46. BY-LAWS AND TERMS OF REFERENCE

- 46.1 The Board shall be entitled to make by-laws and terms of reference for the purpose of regulating any matters not mentioned in these articles which are consistent with these articles. The Board shall be entitled to alter, suspend or rescind any of the by-laws or terms of reference from time to time as they see fit.
- 46.2 Any by-laws or terms of reference in force for the time being shall be binding on every member of the Federation.
- 46.3 Notice of any new by-laws or terms of reference shall be given to each member in accordance with article 40.

47. INSURANCE

- 47.1 The directors may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any relevant director in respect of any relevant loss.
- 47.2 In this article—
 - (a) a “relevant director” means any director or former director of the Federation or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Federation, any associated company or any pension fund or employees’ share scheme of the Federation or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.
- 47.3 Notwithstanding article 47.1, any insurance purchased by the Federation shall not extend to:
 - (a) any liability resulting from conduct which the directors knew, or must reasonably be assumed to have known, was not in the best interests of the Federation, or where the directors did not care whether such conduct was in the best interests of the Federation or not;
 - (b) any liability to make a contribution to the assets of the Federation in accordance with the provisions of section 214 of the Insolvency Act 1986 where the basis of the director’s liability is his knowledge prior to the insolvent liquidation of that Federation (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Federation would avoid going into insolvent liquidation;
 - (c) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the

directors or conduct which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, breach of duty of which they will be guilty in relation to the Federation;

- (d) any liability to pay a fine or regulatory penalty; or
- (e) any other liability for which it is prohibited to purchase insurance under the laws of England and Wales.

48. PROFITS

48.1 The income and property of the Federation shall be applied solely towards the promotion of the objects of the Federation and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Federation. Provided that nothing in the articles shall prevent any payment in good faith by the Federation:

- (a) of reasonable and proper remuneration for any services rendered to the Federation by any member, officer or servant of the Federation who is not a director;
- (b) of interest on money lent by any member of the Federation at a reasonable and proper rate per annum not exceeding 3 per cent per annum more than the published base lending rate of a clearing bank to be selected by the directors;
- (c) of reasonable and proper rent for premises demised or let by any member of the Federation.

49. ASSETS ON WINDING UP OR DISSOLUTION

49.1 The members of the Federation, or in the event of winding up, the liquidator, may at any time before and in expectation of its dissolution resolve that any net assets of the Federation after all of its debts and liabilities have been paid, or provision has been made for all of them, shall on or before dissolution of the Federation be applied or transferred to the members existing at the date of the resolution for winding up or dissolution in the proportion to the amount of the subscriptions paid by them respectively during their respective periods of membership.