

*J. Banks*  
29/10/19

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BRITISH BLIND SPORT

(COMPANY NO: 10009918)

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THE COMPANIES ACT 2006

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A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

BRITISH BLIND SPORT

(COMPANY NO: 10009918)

INCORPORATED ON 17 FEBRUARY 2016

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ARTICLES OF ASSOCIATION

(adopted by special resolution on [\*\*])

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the Articles, unless the context requires otherwise—

“AGM” means annual general meeting;

“Articles” means the Company’s articles of association and “Article” refers to a particular Article;

“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;

“Beneficiaries” means the beneficiaries of the Company pursuant to the Objects;

“Board” means the board of directors of the Company established from time to time in accordance with Article 18 and Article 19;

“Chair” means the chairperson of the Board;

“Charities Acts” means the Charities Acts 1992 to 2011;

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"Clear days" means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

"Code for Sports Governance" means the Code for Sports Governance published by the English Sports Council ("Sport England") and the United Kingdom Sports Council ("UK Sport") in October 2016 and any subsequent modified or successor code;

"Commission" means the Charity Commission for England and Wales or any body which replaces it;

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

"Company" means British Blind Sport;

"Conflicted Director" means a director in respect of whom a conflict of interest arises or may reasonably arise because that director or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Company, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Company;

"Connected Person" means, in relation to a director, a person with whom the director shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the director's family or household or a person or body who is a business associate of the director, and (for the avoidance of doubt) does not include a company with which the director's only connection is an interest consisting of no more than 1% of the voting rights;

"Constitution" means the Articles and any special resolutions relating to them;

"Custodian" means a person or body who undertakes safe custody of assets or of documents or records relating to them;

"Director" means a director of the Company, 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;

"Financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“Indemnity insurance” means insurance against personal liability incurred by any director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

“Independent Director” means a non-executive director appointed in accordance with Article 19 and who is free from any close connection to the Company and who, from the perspective of an objective outsider would be viewed as independent. A person may still be deemed to be “independent” if they are a member of the Company or a participant in VI (as defined in Article 3) activities;

“Material benefit” means a benefit, direct or indirect, which may not be financial but has a monetary value;

“Members” has the meaning given in section 112 of the Companies Act 2006;

“Nominee company” means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

“Ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“Participate”, in relation to a directors’ meeting, has the meaning given in Article 13;

“Proxy notice” has the meaning given in Article 34;

“Senior Independent Director” means an Independent Director who is appointed as such by the Board, and whose responsibilities include (but are not limited to): leading on the appraisal of the Chair’s performance; and acting as an alternative point of contact when the normal channel through the Chair is inappropriate (for example, when the Chair has a conflict of interest);

“Special resolution” has the meaning given in section 283 of the Companies Act 2006;

“Specialist sports committees” means specialist VI sports committees appointed from time to time. All specialist sports committees shall adhere to the Specialist Sports Committees Rules;

“Specialist sports sections” means specialist VI sports sections created from time to time;

“Taxable trading” means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;

“Treasurer” is the director responsible for ensuring that the financial transactions of the Company are within the law and follow the financial regulations established by the Company and approved by the Board;

“Vice Chair” means the vice chairperson of the Board;

“Visually Impaired” refers to VI as in Article 3.1; 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.

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 Company.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

## **2. Liability of members**

2.1 The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a member or within one year after they cease to be a member, for:

2.1.1 payment of the Company’s debts and liabilities contracted before they cease to be a member;

2.1.2 payment of the costs, charges and expenses of winding up; and

2.1.3 adjustment of the rights of the contributories among themselves.

## **3. Objects**

3.1 The objects of the Company (“the Objects”) are to provide or assist in the provision of opportunities for sport, recreation and leisure time activities for people who are blind or partially sighted (together known as Visually Impaired and hereinafter referred to as “VI”) in the interest of social welfare and with the object of improving the conditions of life for such persons having need of such facilities as aforesaid by reason of their disablement including without limitation.

3.2 Article 3.1 may be amended by special resolution but only with the prior written consent of the Commission.

## **4. Powers**

4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects. In particular, the Company has the following powers:

- 4.1.1 to be the leading voice for VI people across the United Kingdom of Great Britain and Northern Ireland ("the UK") in sport and recreation, advocating and influencing the provision of sport, leisure and physical activities in the interests of social welfare to improve quality of life;
- 4.1.2 to promote, support, organise and assist sporting and recreational activities for the VI so that more opportunities are available in a wide range of sports and activities at a local and regional level, especially for the young in schools and colleges;
- 4.1.3 to represent the interests of the VI of all ages and abilities, in all matters relating to sporting, recreational and leisure time activities;
- 4.1.4 to distribute as appropriate information with regard to international sporting events for the VI and to assist in the participation of the VI in any duly sanctioned international competition;
- 4.1.5 to encourage VI persons to participate in sporting, recreational and leisure time activities wherever an individual or group wishes, and if possible, integrate into clubs primarily for able-bodied people;
- 4.1.6 to raise awareness of the needs of the VI and to ensure these needs are considered when programmes of sporting, recreational and leisure time activities are arranged within the community;
- 4.1.7 to act in an advisory capacity to governing bodies of sport, national sporting organisations, and other authorities, organisations and clubs to ensure that they have the necessary knowledge and information for the provision of programmes, amenities and instruction for the VI;
- 4.1.8 to publicise, by all available means, the aims and objects and activities of the Company in order to further the Objects of the Company;
- 4.1.9 to offer an advisory service to the VI in all sporting and recreational activities and provide a source of encouragement and ideas, and a central point of communication and information;
- 4.1.10 to act as a central point of communication, dissemination and sharing information with other bodies having similar objects whether in this country or overseas;
- 4.1.11 to provide advice or information;
- 4.1.12 to carry out research;



- 4.1.13 to co-operate with other bodies;
- 4.1.14 to support, administer or set up other charities;
- 4.1.15 to accept gifts and to raise funds (but not by means of taxable trading);
- 4.1.16 to borrow money;
- 4.1.17 to give security for loans or other obligations (but only in accordance with any restrictions imposed by the Charities Acts);
- 4.1.18 to acquire or hire property of any kind;
- 4.1.19 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Acts);
- 4.1.20 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.21 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the directors consider necessary and having regard to the suitability of investments and the need for diversification);
- 4.1.22 to delegate the management of investments to a financial expert, but only on terms that:
  - 4.1.22.1 the investment policy is set down in writing for the financial expert by the directors;
  - 4.1.22.2 timely reports of all transactions are provided to the directors;
  - 4.1.22.3 the performance of the investments is reviewed regularly with the directors;
  - 4.1.22.4 the directors are entitled to cancel the delegation arrangement at any time;
  - 4.1.22.5 the investment policy and the delegation arrangement are reviewed at least once a year;
  - 4.1.22.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the directors on receipt; and
  - 4.1.22.7 the financial expert must not do anything outside the powers of the Company;
- 4.1.23 to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the direction of the directors or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;

- 4.1.24 to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 4.1.25 to insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required;
- 4.1.26 subject to Article 16.2, to employ paid or unpaid agents, staff or advisers;
- 4.1.27 to enter into contracts to provide services to or on behalf of other bodies; and
- 4.1.28 to establish or acquire subsidiary companies.

## PART 2 DIRECTORS

### DIRECTORS' POWERS AND RESPONSIBILITIES

#### 5. Directors' general authority

- 5.1 Subject to the Articles, the Board is responsible for setting the strategy of the Company and for the management of the Company's business, for which purpose it may exercise all the powers of the Company.
- 5.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.
- 5.3 All directors must act in the best interests of the Company, and in a matter consistent with their legal and regulatory duties. In particular, the directors must exercise independent judgment.

#### 6. Directors may delegate

- 6.1 Subject to the Companies Acts and any subsequent legislation and to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles:
  - 6.1.1 to such person or committee;
  - 6.1.2 by such means (including by power of attorney);
  - 6.1.3 to such an extent (except that a single director may not bind the Company);
  - 6.1.4 in relation to such matters or territories; and
  - 6.1.5 on such terms and conditions,

as it thinks fit.

- 6.2 At least one member of every committee must be a director except for the specialist sports committees.

6.3 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.4 The Board may revoke any delegation, in whole or in part, or alter its terms and conditions.

6.5 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine.

## **7. Policies and procedures**

7.1 The Board shall adopt appropriate and proportionate financial policies and procedures. The Company shall take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, and understood and followed by, its directors, staff and volunteers (where relevant). The Board must review and update these policies and procedures at least once every two years.

7.2 The Board (or any committee to which it delegates such powers) shall have the power to make, vary and revoke any policies and procedures for the better management of the Company.

7.3 Policies and procedures made under Article 7.2 shall take due account of any applicable requirements of the Code for Sports Governance and must also be compliant with the Companies Acts, the Charities Acts and the Articles in order to be valid.

## **8. Committees**

8.1 The Board shall establish committees of the Board dealing with audit, risk and governance matters, and shall establish any further committees which it considers necessary to support its work.

8.2 Committees to which the directors delegate any of their powers must report to the Board on key decisions made under delegated authority and 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.

8.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

8.4 The Chair and Vice Chair shall be ex-officio members of all committees.

8.5 Committees shall meet sufficiently regularly to discharge their duties effectively and maintain a proper record of their meetings and decisions.

## **DECISION-MAKING BY DIRECTORS**

### **9. Directors to take decisions collectively**

9.1 Directors are to take decisions collectively as the Board.

9.2 Any decision of the Board must be either a majority decision or a unanimous decision taken in accordance with Article 10.

**10. Unanimous decisions**

10.1 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.

10.2 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.

10.3 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 directors' meeting.

10.4 A decision may not be taken in accordance with this Article 10 if the eligible directors would not have formed a quorum at such a meeting.

**11. Calling a directors' meeting**

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Board thinks fit, provided that at least four such meetings shall be held in each year.

11.2 Any director may call a directors' meeting by giving a minimum of 7 days notice of the meeting to the directors. The minimum notice period of 7 days may be waived if all directors agree.

11.3 Notice of any directors' meeting must indicate:

11.3.1 its proposed date and time;

11.3.2 where it is to take place; and

11.3.3 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.

11.4 Notice of a directors' meeting must be given to each director, but need not be in writing.

11.5 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company 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.

**12. Participation in directors' meetings**

12.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- 12.1.1 the meeting has been called and takes place in accordance with the Articles, and
  - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other except that at least one meeting in each year must be held in person.
- 12.3 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.
- 12.4 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the Board or of any committee of the Board.

### **13. Quorum for directors' meetings**

- 13.1 At a directors' 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 directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 13.3.1 to appoint further directors; or
  - 13.3.2 to call a general meeting so as to enable the members to appoint further directors.

### **14. Chairing of directors' meetings**

- 14.1 The Chair shall chair meetings of the Board.
- 14.2 If at any meeting of the Board, the Chair is not present within fifteen minutes after the time appointed for holding the meeting, or if he or she is not willing to preside, the Vice Chair shall be the chair of the meeting. If the Vice Chair is not present or willing to preside the directors present shall choose one of their number to be the chair of the meeting. The Vice Chair or the person so appointed (where relevant) for the time being is known as "the chair of the meeting" and this term shall include the Chair where appropriate.

### **15. Casting vote**

- 15.1 If the numbers of votes for and against a proposal are equal, the chair of the meeting shall have a second or casting vote. This does not apply if,

in accordance with the Articles, the Chair or the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### **16. Conflicts of interest**

16.1 A director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:

16.1.1 as permitted under Article 16.2 or Article 16.4;

16.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Company;

16.1.3 the benefit of any directors' indemnity and insurance in accordance with Article 40 and Article 41 subject to the benefit being permitted by the Charities Acts; and

16.1.4 in exceptional cases, other payments or benefits (subject to the prior written consent of the Commission and where required under the Companies Acts, the approval or affirmation of the members).

16.2 No director or Connected Person may be employed by the Company except in accordance with Article 16.1.4, but any director or Connected Person may enter into a written contract with the Company, as permitted by the Charities Acts, to supply goods or services in return for a payment or other material benefit but only if:

16.2.1 the goods or services are actually required by the Company, and the directors decide that it is in the best interests of the Company to enter into such a contract;

16.2.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 16.3; and

16.2.3 no more than half of the Board are subject to such a contract in any financial year of the Company.

16.3 Any director who becomes a Conflicted Director in relation to any matter must:

16.3.1 declare the nature and extent of his or her interest before discussion begins on the matter;

16.3.2 withdraw from the meeting for that matter after providing any information requested by the Board;

16.3.3 not participate in the discussions for that matter;

16.3.4 not be counted in the quorum for that part of the meeting; and

- 16.3.5 be absent during the vote and have no vote on the matter.
- 16.4 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members but:
- 16.4.1 subject to compliance with Article 16.3 and Article 16.4 members who are not directors or Connected Persons may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;
  - 16.4.2 members, directors and Connected Persons may be paid interest at a reasonable rate on money lent to the Company;
  - 16.4.3 members, directors and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Company; and
  - 16.4.4 members, directors and Connected Persons may receive charitable benefits on the same terms as any other Beneficiaries of the Company.
- 16.5 Subject to Article 16.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than the chair of the meeting is to be final and conclusive.
- 16.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.7 This Article 16 may be amended by special resolution but, where the result would be to permit any material benefit to a director or Connected Person, only with the prior written consent of the Commission.
- 17. Records of decisions to be kept**
- 17.1 The directors must comply with the requirements of the Companies Acts and of the Charities Acts as to keeping records; the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law.
- 17.2 The directors must also keep records of:
- 17.2.1 all proceedings at meetings of the directors;
  - 17.2.2 all resolutions in writing;
  - 17.2.3 all reports of committees; and

- 17.2.4 all professional advice obtained.
- 17.3 The directors must ensure that the Company 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.

## APPOINTMENT OF DIRECTORS

### 18. Composition of the Board

- 18.1 The Board shall be of a suitable size to have the appropriate balance of skills, experience, independence and knowledge.
- 18.2 The number of directors on the Board shall not be less than three and shall be subject to a maximum of nine.
- 18.3 A person is not eligible to be a director unless they:
- 18.3.1 are over the age of 18;
  - 18.3.2 are a member;
  - 18.3.3 have signed a written declaration of willingness to act as a director of the Company;
  - 18.3.4 have provided a declaration of good character; and
  - 18.3.5 support the Objects.
- 18.4 The Board shall comprise the following positions:
- 18.4.1 a Chair;
  - 18.4.2 a Vice Chair;
  - 18.4.3 a Treasurer; and
  - 18.4.4 up to six other directors.
- 18.5 At least two members of the Board are to be Independent Directors, rising to three if the size of the Board exceeds eight directors.
- 18.6 The Board shall appoint one of its Independent Directors to be the Senior Independent Director.
- 18.7 At least one of the directors shall be an active member of at least one of the Company's different specialist sports sections. Active members means current participants, coaches, officials, volunteers or committee members within their specialist sports section.
- 18.8 In exceptional circumstances a director may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role. The co-opted director's term lasts until the next AGM.



18.9 If a member of the executive management of the Company is appointed to the Board, then they may only be appointed in an ex officio capacity.

18.10 The roles of Chair and chief executive shall not be exercised by the same individual.

18.11 The Board must appoint, from their number, a Safeguarding (Child Protection) lead.

18.12 The Board shall make all reasonable endeavours to ensure that at all times:

18.10.1 at least 25% of the Board's membership is made of Independent Directors; and

18.10.2 at least 30% of the Board is made up of women or men, as the case may be.

#### **19. Methods of appointing directors**

19.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

19.1.1 by ordinary resolution; or

19.1.2 by a decision of the directors.

19.2 All director positions shall be made on merit, and have a skills-based role description and a person specification set out by the Board. The Board shall maintain an up to date matrix of the Board's actual and required skills, experience, independence and knowledge, and shall:

19.2.1 review all candidates for the position of director, against the relevant skills-based role descriptions and person specifications, and then provide advice regarding the candidates' suitability to the Board in advance of the relevant Board meeting or general meeting at which a decision on the appointment or ratification of the appointment of any director is to be made; and

19.2.2 invite applications through a process of open, public advertising and review all applicants for the positions of the Chair and Independent Directors, against the relevant skills-based role descriptions and person specifications, and then provide advice regarding the applicants' suitability to the Board in advance of the relevant Board meeting or general meeting at which a decision on the appointment or ratification of the appointment of any Chair or Independent Director is to be made.

19.3 Subject to Article 19.4, the directors shall manage the process of securing nominations for membership to the Board and seek approval of the nominees from the members at the AGM.

- 19.4 Any nominations or applications made for the position of the Chair will be considered by the Board or its nomination committee, after which, the Board will select a Chair on merit in line with the skills previously specified and promulgated for the position.
- 19.5 The Chair will remain in post until the next AGM at which time, the membership will vote to confirm the appointment for a term of three years after which the membership may re-appoint the Chair for further terms, subject to the maximum term limits for directors under Article 19.7. If the appointment or re-appointment is not made, the Board will appoint another Chair in accordance with 19.4.
- 19.6 Any decision by the Board to appoint a director is subject to ratification by the members at the following AGM.
- 19.7 The Board shall procure with effect from the adoption of these Articles that no director (whether appointed, elected or co-opted) shall hold office for more than three terms of three years, unless in exceptional circumstances, where there is a requirement for continuity of particular skills and experience on the Board, the Board may, at its sole discretion, extend the term of office of a director by one year.
- 19.8 Any director appointed in an ex officio capacity may serve on the Board for the duration of their holding the relevant office.
- 19.9 The Chair and the Vice Chair must be elected on separate years, other than that any other board positions can be up for election in any year.
- 19.10 No director, who has held office for the maximum number of terms allowed under these Articles, shall stand for election, appointment or co-option to the Board until at least four years has elapsed since the completion of their last term.
- 19.11 All acts carried out in good faith at any meeting of the Board or of any committee of the Board, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be valid as if every such person had been duly appointed or had duly continued in office.

## **20. Termination of director's appointment**

20.1 Without prejudice to the provision of Section 168 of the Companies Acts, a person shall cease to be a director of the Company as soon as:

20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act or Charities Act or is prohibited from being a director by law;

20.1.2 a bankruptcy order is made against that person;

- 20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than six months;
  - 20.1.5 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;
  - 20.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
  - 20.1.7 that person is requested in writing to resign by a majority of the other directors acting together, and having due regard to the requirements of any code of conduct of the Board;
  - 20.1.8 is removed by the members at a general meeting under the Companies Acts;
  - 20.1.9 a director has completed the maximum consecutive terms of office permitted under these Articles;
  - 20.1.10 that person, being a member, ceases to be a member; or
  - 20.1.11 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A person serving as Chair, Vice Chair or Treasurer, who ceases to be a director for whatever reason, shall be deemed to have resigned from his or her position as Chair, Vice Chair or Treasurer (as appropriate) and the vacancy shall be filled in accordance with these Articles.
- 20.3 The vacancy created by any other director ceasing to be a director for whatever reason shall be filled in accordance with these Articles.

## **21. Directors' remuneration and expenses**

- 21.1 If a director is in employment then the employer of such director may receive a payment by the way of an honorarium to recognise the time spent by such director on the Company's business. The Board will be responsible for setting the level of remuneration and honoraria annually; and
- 21.2 The directors may be paid travelling and other expenses properly incurred by them in connection with their attendance at Board meetings

and meetings of committees of the Board or otherwise in connection with the discharge of their duties.

## **22. Chair**

22.1 The responsibilities of the Chair shall include (but not be limited to):

- 22.1.1 chairing meetings of the Board;
- 22.1.2 the leadership of the Board;
- 22.1.3 chairing general meetings; and
- 22.1.4 proactively addressing and managing any conflicts of interest.

## **PART 3 MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **23. Applications for membership**

- 23.1 The subscribers to the Memorandum of Association of the Company as at the date of its incorporation, and such other persons as are admitted as members from time to time by the Board in accordance with these Articles shall be the members of the Company.
- 23.2 No person shall become a member of the Company unless they are interested in furthering the Objects and the directors have approved their membership.
- 23.3 The form and procedure for applying for membership is to be prescribed by the directors.
- 23.4 The directors may establish different classes of members and recognise one or more classes of supporters who are not members (but who may nevertheless be termed 'members') and set out their respective rights and obligations.
- 23.5 The Board may appoint Patrons that are honorary and non-executive positions. The Patrons shall not serve on any committees of the Company but can take up membership of the Company and as members will have individual voting rights at general meetings. The appointment of Patrons shall be considered by the Board and then put to the AGM for approval. The Patrons shall continue in these positions until such time as they decide to relinquish them or are unable or unwilling to fulfil their obligations, or the Board so determines.
- 23.6 Members may annually convene an AGM to:
- 23.6.1 receive a copy of the accounts of the Company for the previous financial year;

- 23.6.2 receive a written report on the Company's activities;
  - 23.6.3 be informed of the retirement of those directors who wish to retire or who are retiring by rotation;
  - 23.6.4 elect directors to fill the vacancies arising; and
  - 23.6.5 appoint reporting accountants or auditors for the Company.
- 23.7 AGM's shall be called on a minimum of at least 28 days written notice indicating:
- 23.7.1 the date, time and venue of the AGM;
  - 23.7.2 the agenda of the AGM; and
  - 23.7.3 a Director Nominations Form.
- 23.8 Any directors nominations must be received 14 days prior to the AGM.
- 23.9 At least 14 days prior to the AGM final AGM papers must be sent out to all directors, all Chairs of specialist sport sections and to anyone who has informed the Company that they will be attending the AGM. These papers should also be published on the Company website.
- 23.10 At the AGM the Company Board may table any proposal they see fit.
- 23.11 A group of members may submit a proposal to the AGM. Any such proposal must be submitted by at least 8 members who must come from at least two specialist sports sections.
- 23.12 Members may also from time to time:
- 23.12.1 confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Company; and
  - 23.12.2 discuss and determine any issues of policy or deal with any other business put before them by the directors.
- 24. Termination and suspension of membership**
- 24.1 A member shall cease to be a member if:
- 24.1.1 they give at least 21 clear days' written and signed notice of their resignation to the Company;
  - 24.1.2 subject to Article 24.2, they fail to sign or comply with the members' code of conduct or fail to comply or continue to comply with any condition of membership set out in the Articles; and

- 24.1.3 seventy-five percent of the members at a general meeting resolve to terminate the membership of any member on the basis that their continued membership is not in the best interests of the Company, subject to the right of a member, whose membership is to be terminated, to appear before the general meeting to appeal against such a decision.
- 24.2 The Board has the right to suspend a current member if it feels that the member does not abide by the terms of the Constitution, or has breached the members' code of conduct, or does not uphold the Objects or brings or may bring the Company into disrepute provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Board before a final decision is made.
- 24.3 Membership is not transferable.
- 24.4 A person's membership terminates when that person dies or ceases to exist.

## ORGANISATION OF GENERAL MEETINGS

### **25. Notice of and calling general meetings**

- 25.1 A general meeting may be called at any time by the Board and must be called within twenty one days of a written request from one or more of the directors.
- 25.2 A general meeting may also be called on written request to the Board from at least 5% of the members or on requisition by a resigning auditor (under section 518 of the Companies Act).
- 25.3 General meetings called under Article 25.2 shall be called on a minimum of at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.
- 25.4 The notice for every general meeting shall be given to all the members. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 25.5 The Company may hold a general meeting in every year as its AGM at such time and place as may be determined by the Board and shall specify the meeting as such in notices calling it, provided that no more than fifteen months shall elapse between AGMs.

### **26. Attendance and speaking at general meetings**

26.1 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.

26.2 Only members shall be entitled to vote at a general meeting. A person is able to exercise the right to vote at a general meeting when:

26.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

26.2.2 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.

26.3 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.

26.4 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.

26.5 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.

## **27. Quorum for general meetings**

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

27.2 There is a quorum at a general meeting if the number of votes able to be cast is at least ten in person or by proxy.

## **28. Chairing general meetings**

28.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he or she is not present within thirty minutes after the time appointed for holding the meeting, the Vice Chair shall act as Chair. If the Vice Chair shall be absent or not willing to do so, the directors present, or (if no directors are present) the members, must appoint a director or member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

28.2 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

## **29. Attendance and speaking by directors and non-members**

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29.1 Directors may attend and speak at general meetings.

29.2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

**30. Adjournment of general meeting**

30.1 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 chair of the meeting must adjourn it.

30.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

30.2.1 the meeting consents to an adjournment; or

30.2.2 it appears to the chair 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.

30.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

30.4 When adjourning a general meeting, the chair of the meeting must:

30.4.1 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

30.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it:

30.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and

30.5.2 containing the same information which such notice is required to contain.

30.6 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

### 31. Voting: general

31.1 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.

31.2 Every member present in person or by proxy has one vote on each resolution.

31.3 Nothing in these Articles shall prevent members who are not present together at the same place from remotely attending, speaking and voting at a general meeting by electronic means.

### 32. Errors and disputes

32.1 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.

32.2 Any such objection must be referred to the chair of the meeting whose decision is final.

### 33 Poll votes

33.1 A poll on a resolution may be demanded:

33.1.1 in advance of the general meeting where it is to be put to the vote, or

33.1.2 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.

33.2 A poll may be demanded by:

33.2.1 the chair of the meeting;

33.2.2 the directors; or

33.2.3 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.

33.3 A demand for a poll may be withdrawn if:

33.3.1 the poll has not yet been taken; and

33.3.2 the chair of the meeting consents to the withdrawal.

33.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

#### **34. Content of proxy notices**

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

34.1.1 states the name and address of the member appointing the proxy;

34.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

34.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and

34.1.4 is delivered to the Company's registered office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

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

34.3 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.

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

34.4.1 allowing the person, appointed under it as a proxy, discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and

34.4.2 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.

#### **35. Delivery of proxy notices**

35.1 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's registered office by or on behalf of that person.

35.2 When a person, who has appointed a valid proxy, attends a general meeting themselves, only they may exercise their vote on any show of hands or poll.

35.3 An appointment under a proxy notice may be revoked by delivering to the Company's registered office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

35.4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned meeting to which it relates.

35.5 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.

### **36 Amendments to resolutions**

36.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than forty-eight hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

36.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

36.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

36.2.1 the chair of the meeting proposes the amendment at the general meeting at which the special resolution is to be proposed; and

36.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the special resolution.

36.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

36.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

### **37 Written resolutions**

37.1 Subject to Article 37.4, a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it, if it had been proposed at a general meeting, shall be effective, provided that:

37.1.1 a copy of the proposed resolution has been sent to every eligible member; and

37.1.2 the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been

received at the Company's registered office within the period of 28 days beginning with the circulation date.

37.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

37.3 In Article 37.1, the Appropriate Majority is:

37.3.1 in the case of an ordinary resolution, a simple majority of the eligible members; and

37.3.2 in the case of a special resolution, seventy-five percent or more of the eligible members.

37.4 The following may not be passed as a written resolution:

37.4.1 a resolution to remove a director before his or her period of office expires; and

37.4.2 a resolution to remove an auditor before his or her period of office expires

## **PART 4 ADMINISTRATIVE ARRANGEMENTS**

### **38 Means of communication to be used**

38.1 Subject to the Articles, anything sent or supplied by or to the Company 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 Company. This may include notices or other documents being served on members and directors through the publication of the Company's newsletter or on its website.

38.2 The only address at which a member is entitled to receive notices sent by post is their UK address as shown in the register of members.

38.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

38.3.1 24 hours after being sent by electronic means, posted on the Company's website or delivered by hand to the relevant address;

38.3.2 two clear days after being sent by first class post to that address;

38.3.3 three clear days after being sent by second class to that address;

38.3.4 immediately on being handed to the recipient personally; or, if earlier; or

38.3.5 as soon as the recipient acknowledges actual receipt.

38.4 A technical defect in service of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

**39 Right to inspect accounts and other records**

39.1 Accounting records relating to the Company must be made available for inspection at the Company's registered office by any director at any time during normal office hours.

39.2 A copy of the Constitution and latest available statement of account must be supplied on request to any director.

39.3 Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Company's reasonable costs.

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

**DIRECTORS' INDEMNITY AND INSURANCE**

**40 Indemnity**

40.1 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 of the Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of his or her duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

40.2 This Article 40 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts, Charities Acts or by any other provision of law.

**41 Insurance**

41.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

41.2 In this Article 41:

41.2.1 a "relevant director" means any director or former director of the Company; and

41.2.2 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 Company, or any pension fund or employees' share scheme of the Company.

#### 42. Rules and Bye-Laws

42.1 The Board may from time to time make such Rules or Bye-Laws as they deem necessary or expedient or convenient for the proper conduct and management of the Company.

### DISSOLUTION

#### 43. Winding-Up or Dissolution

43.1 If the Company is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways:

43.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

43.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or

43.1.3 in such other manner consistent with charitable status as the Commission approves in writing in advance.

43.2 A final report and statement of account must be sent to the Commission.

43.3 This Article 43 may be amended by special resolution but only with the prior written consent of the Commission.

43.4 Nothing in these Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.



29/10/19