

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

GLOUCESTERSHIRE LAWN TENNIS ASSOCIATION LIMITED (the Company)

(Adopted by special resolution passed on 2023)

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

Association Council: the committee of the Company created by the Board in accordance with Article 14.4;

Board of Directors: means the board of Directors of the Company from time to time;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Company: means Gloucestershire Lawn Tennis Association Limited;

Conflict: means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Councillor: means the county representative on the LTA Council;

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 Act;

Eligible Director: means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 22, any Director whose vote is not to be counted in respect of the particular matter);

Game: means the game of tennis including lawn and padel tennis in the county of Gloucestershire;

Interested Director: has the meaning given in article 22.1;

LTA: means the Lawn Tennis Association, the national governing body of the Game in the United Kingdom;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly.

ordinary resolution: means a resolution that is passed by a simple majority (more than 50% of the Members entitled to vote) in accordance with section 282 of the Act;

participate: in relation to a Director's meeting, has the meaning given in article 19;

proxy notice: has the meaning given in article 40;

Rules: has the meaning given in Article 44;

secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: means a resolution passed by a majority of not less than 75% (of the Members entitled to vote) in accordance with section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act; 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 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

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 Company 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:

2.1.1 payment of the company's debts and liabilities contracted before he ceases 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**

The objects for which the Company is established is to:

3.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as 'Gloucestershire Lawn Tennis Association' and to indemnify Gloucestershire Lawn Tennis Association, its officers, members and any of its committee members and sub-committee members against all costs, claims, demands, actions and proceedings relating to the assets and undertakings of Gloucestershire Lawn Tennis Association and in respect of all

liabilities, obligations and commitments (whether legally binding or not) of Gloucestershire Lawn Tennis Association and also in respect of the costs and expenses and outgoings attributable to the transfer of assets and undertakings;

- 3.2 provide facilities for and generally to promote, encourage and facilitate the coaching and playing of the Game amongst the population of Gloucestershire;
- 3.3 to assist in the provision of coaching for players and raising the standard of the Game in the county of Gloucestershire;
- 3.4 to promote or assist in the promotion and regulation of tournaments and competitions for the Game in the county of Gloucestershire;
- 3.5 to arrange inter-county or other matches and to select teams for such matches in the county of Gloucestershire;
- 3.6 provide and make available grants or loans to members to assist in the promotion of and improving the standard of the Game in the county of Gloucestershire;
- 3.7 employ the funds of the Company generally for the purposes set out in this Article 3;
- 3.8 provide and maintain Company-owned equipment relating to the Game for the use of its Members;
- 3.9 sell or supply food or drink as a social adjunct to the sporting purposes of the Company;
- 3.10 take and retain a membership of the Company as an associate of the LTA);
- 3.11 do all such other things as the Board of Directors thinks fit to further the interests of the Company, to advance and safeguard the interests of the Game, to promote increases in participation at all levels of the Game or as are otherwise incidental or conducive to the attainment of all or any of the objects stated in this article.

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 ("**Powers**").
- 4.2 The income and property of the Company shall be applied solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members of the Company or third parties other than other registered community amateur sports clubs or charities. No Member shall be paid a salary, bonus fee or other remuneration for playing for the Company.
- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Company:
 - 4.3.1 to any Director or Committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Company;
 - 4.3.2 of interest on money lent by a Member of the Company or its Directors at a commercial rate of interest;
 - 4.3.3 of reasonable and proper rent for premises demised or let by any Member of the Company or by any Director; or

- 4.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Directors (or any of them) in relation to the Company.

5. Income

- 5.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.
- 5.2 Except as provided below, no part of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Company. This shall not prevent any payment in good faith by the Company of:
 - 5.2.1 a benefit to any Member in the capacity of a beneficiary of the Company;
 - 5.2.2 reasonable and proper remuneration to any Member, officer or servant of the Company for any goods or services rendered to the Company;
 - 5.2.3 any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - 5.2.4 reasonable and proper rent for premises demised or let by any Member or Director; or
 - 5.2.5 reasonable out-of-pocket expenses properly incurred by any Director.

6. Winding Up

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

DIRECTORS

7. Number and Composition of Directors

- 7.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than three.
- 7.2 The Board of Directors may comprise the following:
 - 7.2.1 the Chair from time to time;
 - 7.2.2 the President from time to time;
 - 7.2.3 the Treasurer from time to time;
 - 7.2.4 the Secretary from time to time;
 - 7.2.5 the Councillor from time to time; and
 - 7.2.6 any other Directors.
- 7.3 At least three of the Directors must be unrelated or non-cohabiting.

8. Appointing Directors

8.1 Subject to these Articles and the Act, the Company may by a simple majority of the board of directors, or by an ordinary resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an addition to the existing Board of Directors but the total number of Directors shall not exceed any maximum number fixed in accordance with these Articles. Any appointment by board resolution must be put to the members for ratification by ordinary resolution at the next general meeting of the members.

8.2 Before any Director is elected the Company must:

8.2.1 consider the skills and diversity of the prospective Director;

8.2.2 consider whether the prospective Director would satisfy the HMRC fit and proper person test to be involved in the general control, management and administration of the Company;

8.2.3 ensure he/she signs a letter of appointment which sets out the role and the responsibilities the elected Director is expected to fulfil.

8.3 The Chair shall be appointed by the Board from time to time. For the avoidance of doubt an individual Director may be appointed Chair and hold the position of either President, Treasurer or Secretary at the same time.

9. Retirement of Directors

9.1 Any Director who is appointed shall hold office as a Director for a three year term from the date on which he or she is appointed. He or she will be eligible for re-appointment, subject to the provisions of article 9.3.

9.2 At the general meeting immediately following the end of the Director's term as detailed in article 9.1 the relevant Director shall retire from office. Subject to article 9.3 a retiring Director may offer himself or herself for re-appointment by the Members and a Director that is so re-appointed will be treated as continuing in office without a break.

9.3 Any Director that has served three terms will not be eligible for re-appointment.

10. Directors' general authority

The Directors are responsible for the management of the Company's business in accordance with its objects, for which purpose they may exercise all the powers of the Company.

11. Members' reserve power

11.1 The Members may, by special resolution, instruct the Directors to take, or refrain from taking, any specified action.

11.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

12. Directors may delegate

12.1 The Directors may delegate any of the powers which are conferred on them under the Articles:

12.1.1 to such person or committee;

12.1.2 by such means (including by power of attorney);

12.1.3 to such an extent;

- 12.1.4 in relation to such matters; and
 - 12.1.5 on such terms and conditions;
- as they think fit.
- 12.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 12.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 13. Disqualification and removal of Directors**
- 13.1 A Director shall cease to hold office if they:
- 13.1.1 are removed by ordinary resolution of the Company pursuant to the Act;
 - 13.1.2 cease to be a Director by virtue of any provision in the Act or are prohibited by law from being a Director;
 - 13.1.3 retire at an AGM (as defined below) and are not subsequently re-elected;
 - 13.1.4 have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
 - 13.1.5 in the written opinion of a registered medical practitioner who is treating the Director, have become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 13.1.6 resign by written notice to the Company;
 - 13.1.7 are absent from all the meetings of the Directors held within a period of 12 consecutive months, without the permission of the Directors, and the Directors resolve that their office be vacated; or
 - 13.1.8 are removed from office by a resolution of the Directors that it is in the best interests of the Company that their office be vacated passed at a meeting at which at least 50% of the Directors are present. Such a resolution must not be passed unless:
 - 13.1.8.1 the Director has been given at least 14 clear days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it will be proposed; and
 - 13.1.8.2 the Director has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The other Directors must consider any representations made by the Director (or the Director's representative) and inform the Director of their decision following such consideration.
- 14. Committees**
- 14.1 Committees may be formed by a resolution of the Board of Directors.
- 14.2 Committees to which the Directors delegate any of their 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.
- 14.3 The proceedings of all committees, including the Association Council, shall be notified either by report or by minutes to the Board of Directors.

- 14.4 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.

Association Council

- 14.5 The Directors may by resolution of the Board of Directors create a committee to be known as the "Association Council", such committee shall be regulated by these Articles, but in particular by this Article 14.

- 14.6 The Association Council shall act as an advisory body to the Board of Directors and shall have no decision-making powers in relation to the Company. The Board of Directors may consult with, but not be obliged to follow the recommendations of the Association Council. The Board of Directors may consult with the Association Council on matters including but not limited to:

- 14.6.1 the appointment of the county representative to the LTA;
- 14.6.2 any questions or dispute submitted by Members of their interpretation of the LTA Rules and LTA Disciplinary Code;
- 14.6.3 any questions as to the qualifications, eligibility or membership category of Members or of those applying for membership, or any player in relation to matches or tournaments arranged by the Company or its members;
- 14.6.4 the disbursement of the funds of the Company for the purposes and objects of the Company; whether to hold or invest any part of such funds; whether to vary or sell the investments or other assets of the Company; whether to make grants or loans on such terms as they decide provided that the purposes is within the scope of the objects of the Company;
- 14.6.5 invite for any special purpose any person not being a member of the Association Council to attend an Association Council meeting, but a person so invited shall have no right to vote at the meeting;
- 14.6.6 fill any casual vacancies in the Board of Directors or the Association Council. Any person so chosen shall retain office until the conclusion of the next AGM;
- 14.6.7 the creation of specific committees or sub-committees;
- 14.6.8 enlist by co-option as member of the committees or Association Council, for any special purpose the services of any persons not being members of the Company, and such persons shall be entitled to vote at meetings of the committees; and
- 14.6.9 do all other lawful things incidental or conducive to any of the objects of the Company.

- 14.7 The Association Council shall meet a minimum of 3 times per year. Notice of every meeting of the Association Council stating the date, time, place and business to be transacted shall be sent by the Directors to each Association Council Member not less than 7 days prior to the date of such meeting.

- 14.8 Subject to article 14.9, the Association Council shall be made up of not more than 13 Members, which shall include the Directors (**Association Council Members**), each Association Council Member shall be appointed and removed by the Board of Directors.

- 14.9 The Board of Directors may at their discretion appoint:

- 14.9.1 an Honorary Life Vice President to be an Association Council Member; or

- 14.9.2 up to 4 Co-Opted Members to the Association Council in addition to the number specified in Article 14.8 and may be removed by the Board of Directors at their discretion by giving notice in writing to the Association Council.
- 14.10 Meetings of the Association Council shall be governed by the Chair. Any final vote on decisions shall be taken by the Board of Directors.
- 14.11 The quorum for a meeting of the Association Council shall be 7 Association Council Members.
15. **Directors to take decisions collectively**
- Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 16.
16. **Unanimous Decisions**
- 16.1 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.
- 16.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 16.3 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.
17. **Calling a Directors' Meeting**
- 17.1 Any Director may call a Directors meeting by giving not less than 7 days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the secretary (if any) to give such notice.
- 17.2 The Board of Directors must hold at least four Directors meetings every calendar year.
- 17.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 17.4 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.
18. **Quorum for Directors' Meetings**
- 18.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 18.2 Subject to article 18.3, the quorum for the transaction of business at a meeting of Directors is at least 50% of the Directors appointed at the time of the meeting (save where there are less than 4 Directors in which case the quorum shall be 2 Eligible Directors).
- 18.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 22 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 18.4 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 18.4.1 to appoint further Directors; or

18.4.2 to call a general meeting so as to enable the Members to appoint further Directors.

19. Participation in Directors' meetings

19.1 Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

19.1.1 the meeting has been called and takes place in accordance with the articles, and

19.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

19.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

19.3 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 are.

20. Chairing of Directors' meetings

20.1 The Directors may appoint a Director to chair their meetings.

20.2 The person so appointed for the time being is known as the chairman.

20.3 The Directors may terminate the chairman's appointment at any time.

20.4 If the chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

21. Casting Vote

If the numbers of votes for and against a proposal at a meeting of Directors are equal, the chairman or other Director chairing the meeting shall have a casting vote.

22. Directors' Conflicts of Interest

22.1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

22.2 Any authorisation under this article 22 shall be effective only if:

22.2.1 to the extent permitted by the Act, 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 Directors under the provisions of these Articles;

22.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

22.2.3 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.

22.3 Any authorisation of a Conflict under this article 22 may (whether at the time of giving the authorisation or subsequently):

22.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

- 22.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- 22.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
- 22.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
- 22.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
- 22.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 22.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 22.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 22.6 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 Company 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 in accordance with these Articles or by the Company in 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.
- 22.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 22.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 22.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 22.7.3 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 such existing or proposed transaction or arrangement in which he is interested;
 - 22.7.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
 - 22.7.5 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 Company is otherwise (directly or indirectly) interested; and

- 22.7.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement 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 Act.
- 22.8 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 22.9 Subject to paragraph 22.10, 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 chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.
- 22.10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
23. **Records of Decisions to be Kept**
- 23.1 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.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

24. Membership

- 24.1 The number of eligible Members of the Company shall not be subject to any maximum.
- 24.2 Membership of the Company is open to:
- 24.2.1 individual representatives of lawn tennis clubs where the Game is played. No club or association shall have more than one representative as a Member of the Company;
 - 24.2.2 individual representatives of clubs or associations which have facilities for playing the Game. No club or association shall have more than one representative as a Member of the Company; and
 - 24.2.3 schools situated in the county of Gloucestershire which provide facilities for playing the Game. No school shall have more than one representative as a Member of the Company,
- each to be known as a **Member**.
- 24.3 The Company shall admit to Membership an organisation which:
- 24.3.1 applies to the Company using the application process approved by the Directors; and
 - 24.3.2 is approved by the Directors.
- 24.4 All Members must pay to the LTA fees as decided by the Directors from time to time.
- 24.5 Each Member must agree as a condition of becoming a Member:

- 24.5.1 to be bound by and subject to these Articles (as in force from time to time); and
- 24.5.2 to be bound by and subject to the rules and regulations of the LTA and the disciplinary code of the LTA.
- 24.6 The Board of Directors may by resolution appoint any individual to the position of Honorary Life Vice President for exceptional or distinguished services to the Game.
- 25. **Transfer of Membership**
- 25.1 A Member may withdraw from Membership of the Company by giving 1 month's notice to the Company in writing.
- 25.2 Membership is not transferable save for:
 - 25.2.1 individuals who represent a club, association or school, where any such individual can be replaced by that club, association or school by giving written notice to the Company giving details (name, address, email address and telephone number) of the new individual representative.
- 25.3 The Membership of any member shall terminate when that Member is wound up or ceases to exist for any reason or suffers an insolvency event.
- 26. **Expulsion of Member**
- 26.1 Following completion of the Company's disciplinary procedure, the Directors may terminate the Membership of any Member without his/her consent by giving the Member written notice if, in the reasonable opinion of the Directors, the Member:
 - 26.1.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or
 - 26.1.2 is in breach of any of the provisions of Article 24.5; or
 - 26.1.3 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - 26.1.4 has failed to observe the terms of these Articles and the Rules.

Following such termination, the Member shall be removed from the Register of Members.
- 26.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his Membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the Membership of a Member.
- 26.3 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.

DECISION MAKING BY MEMBERS

27. Resolutions

A resolution of the Members must be passed:

- 27.1 as a written resolution; or

27.2 at a meeting of the Members (referred to as a general meeting).

28. AGM

28.1 The Company must hold a general meeting in each period of 12 months beginning with the day following its accounting reference date (in addition to any other meetings held during that period) (**AGM**).

28.2 Unless otherwise agreed by a resolution of the Members, the AGM shall take place during the month of December each year.

29. Power to include other matters in business dealt with at AGM

29.1 The Members may request the Company to include in the business to be dealt with at an AGM meeting any matter (other than a proposed resolution) which may properly be included in the business.

29.2 The Company is required to include such a matter once it has received requests that it do so from at least 20 per centum of those Members having a right to vote at general meetings of the Company .

29.3 A request:

29.3.1 may be in hard copy form or in electronic form;

29.3.2 must identify the matter to be included in the business;

29.3.3 must be accompanied by a statement setting out the grounds for the request; and

29.3.4 must be authenticated by the person or persons making it.

29.4 A request must be received by the Company not later than:

29.4.1 6 weeks before the AGM, or

29.4.2 if later, the time at which notice is given of the AGM.

30. Calling a general meeting

30.1 The Directors may call a general meeting of the Company.

30.2 The Members of the Company may require the Directors to call a general meeting of the Company.

30.3 The Directors are required to call a general meeting once the Company has received requests to do so from at least 20 per centum of those Members having a right to vote at general meetings.

31. Notice of a general meeting

31.1 A general meeting (other than an adjourned meeting) must be called by notice of at least 21 days.

31.2 A general meeting may be called by shorter notice than that otherwise required if shorter notice is agreed by the Members.

31.3 Notice of a general meeting of the Company must be given:

31.3.1 in hard copy form; or

- 31.3.2 in electronic form.
- 31.4 Notice of a general meeting of the Company must state:
- 31.4.1 the time and date of the meeting;
- 31.4.2 the place of the meeting; and
- 31.4.3 the general nature of the business to be dealt with at the meeting.
- 31.5 Where by any provision of the Act special notice is required of a resolution, the Company, where practicable, must give notice at least 28 days before the meeting.
- 32. Persons entitled to receive notice of meetings**
- Notice of a general meeting of the Company must be sent to:
- 32.1 every Member of the Company; and
- 32.2 every Director.
- 33. Attendance and speaking at general meetings**
- 33.1 All Members have the right to attend and speak at general meetings.
- 33.2 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.
- 33.3 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.
- 34. Attendance and speaking by Directors and non-Members**
- 34.1 Directors and Members may attend and speak at general meetings, whether or not they are Members.
- 34.2 The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting. No non-Member will be permitted to speak at a general meeting unless authorised in writing by the chairman.
- 35. Quorum for general meetings**
- 35.1 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.
- 35.2 If at any time the Company only has one Member, one qualifying person present at a general meeting is a quorum.
- 35.3 In any other case, the quorum for a general meeting is at least 3 qualifying persons:
- 35.3.1 each is a qualifying person only because he is authorised under section 323 of the Act to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or
- 35.3.2 each is a qualifying person only because he is appointed as proxy of a Member in relation to the meeting, and they are proxies of the same Member.
- 35.4 For the purposes of this article a “qualifying person” means:

- 35.4.1 a Director or member of the Association Council;
- 35.4.2 an individual who is a Member of the Company;
- 35.4.3 a person authorised under section 323 (representation of corporations at meetings) of the Act to act as the representative of a corporation in relation to the meeting; or
- 35.4.4 a person appointed as proxy of a Member in relation to the meeting.

36. Chairing general meetings

- 36.1 If the Directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 36.2 If the Directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
 - 36.2.1 the Directors present; or
 - 36.2.2 (if no Directors are present), the meeting,
 must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 36.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

37. Adjournment

- 37.1 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.
- 37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - 37.2.1 the meeting consents to an adjournment, or
 - 37.2.2 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.
- 37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 37.4 When adjourning a general meeting, the chairman of the meeting must:
 - 37.4.1 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
 - 37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 37.5 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 (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 37.5.1 to the same persons to whom notice of the Company’s general meetings is required to be given, and
 - 37.5.2 containing the same information which such notice is required to contain.

37.6 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.

38. **Votes of Members**

38.1 A resolution put to the vote of a general meeting must be decided on a show of hands.

38.2 Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall be entitled to vote as follows:

38.2.1 each Director, Honorary Life Vice President and member of the Association Council shall have one vote;

38.2.2 each Member with a playing membership exceeding 200 represented at the meeting shall have two votes;

38.2.3 each Member with a playing membership less than 200 represented at the meeting shall have one vote; and

38.2.4 every 10 Members that are schools shall have one vote in aggregate.

38.3 On a vote by a written resolution every Member shall be entitled to vote as follows:

38.3.1 each Director, Honorary Life Vice President and member of the Association Council shall have one vote;

38.3.2 each Member with a playing membership exceeding 200 shall have two votes;

38.3.3 each Member with a playing membership less than 200 shall have one vote; and

38.3.4 every 10 Members that are schools shall have one vote in aggregate.

39. **Errors and disputes**

39.1 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.

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

40. **Proxies**

40.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

40.1.1 states the name and address of the Member appointing the proxy;

40.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;

40.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine;

40.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting.

- 40.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 40.3 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.
- 40.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 40.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 40.4.2 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.
41. **Delivery of proxy notices**
- 41.1 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 by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 41.4 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.
42. **Amendments to resolutions**
- 42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 42.1.1 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 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 42.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 42.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed: and
 - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 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.

ADMINISTRATIVE ARRANGEMENTS

43. Means of Communication to be Used

43.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

43.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

43.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address; and

43.1.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

43.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

44. Rules

The Directors may establish rules (**Rules**) governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

45. Change of Company Name

The name of the Company may be changed by:

45.1 a decision of the Directors; or

45.2 a special resolution of the Members,
or otherwise in accordance with the Act.

46. Indemnity

46.1 Subject to Article 46.2, but without prejudice to any indemnity to which they may otherwise be entitled:

(a) every Director or former director of the Company shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity; and

(b) every other officer or former officer of the Company may be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.

- 46.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.