Company No. 7171285

Incorporated on 26 February 2010

As adopted by Special Resolution on 15 November 2014

Articles of Association for a Charitable Company

The Companies Act 2006

Company Limited by Guarantee

ARTICLES

of

ASSOCIATION

of

GOALBALL UK

1. The company's name is Goalball UK (and in this document it is called the **Charity**).

definitions and Interpretation

1. In the Articles:

**Address** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the charity

**Appointed Director** means a director (or directors) appointed as set out in article 40(d)

**Articles** means the Charity's articles of association

**Board** means the group of Directors that are elected or appointed to establish management, related policies and to make decisions on Charity issues

**Meeting of the Board** means a meeting of the Directors of the Charity

**BPA** means the British Paralympic Association

**Chairman** means the person appointed as chairman

**Charitable** means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

**Charity** means the charitable company intended to be regulated by the Articles. **Charity** shall include any company in which the Charity:

* + 1. holds more than 50% of the shares; or
    2. controls more than 50% of the voting rights attached to the shares; or
    3. has the right to appoint one or more Directors to the board of the company;

**Clear days** (in relation to the period of a notice) mean a period excluding:

* + 1. the day when the notice is given or deemed to be given; and
    2. the day for which it is given or on which it is to take effect

**The Commission** means the Charity Commission for England and Wales

**Companies Acts** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity

**Connected Person** means:

* + 1. a child, parent, grandchild, grandparent, brother or sister of a Director;
    2. the spouse or civil partner of a Director or of any person falling within the paragraph (i);
    3. a person carrying on business in partnership with a Director or with any person falling within paragraph (i) and (ii) above;
    4. an institution which is controlled by a Director or any Connected Person falling within paragraph (i), (ii), or (iii) above
    5. a body corporate in which:

(a) a Director or any Connected Person falling within paragraph (i), (ii) or (iii) above has a substantial interest; or

(b) two or more persons falling within sub paragraph (v) (a) above, who, when taken together, have a substantial interest

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this interpretation of Connected Persons

**The Director(s)** mean the Directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011

**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

**Elected Director** means a Director elected by the Members, who is not an Appointed Director

**General Meeting** means a meeting of the Charity’s Members

**IBSA** means the International Blind Sports Federation

**Independent Director** means a Director of the Charity who is determined as being independent by the Board acting reasonably, including but not limited to, their having no close connection to the Charity (such as an active interest in its affairs as a Member or a fiduciary interest) and who an objective outsider would view as independent

**IPC** means the International Paralympic Committee

**Member(s)** means persons or organisations admitted to the membership of the Charity in accordance with the Articles

**Memorandum** means the Charity's memorandum of association

**Management** means the management of the Charity by the Board

**Objects** means the Charity’s objects, as set out in article 4

**Officers** includes the Directors and the Secretary (if any)

**Ordinary Resolution** means a resolution of members (or a class of members) of a company passed by:

1. On a show of hands at a General Meeting, a simple majority of Members who, being entitled to vote, do so in person or by Proxy
2. On a poll at a General Meeting, Members representing a simple majority of the total voting rights of Members who, being entitled to vote, do so in person or by Proxy
3. On a written resolution, a simple majority of the total voting rights of all eligible Members

**Proxy** means someone who is authorised to serve in another’s place at a meeting, with the right to cast votes

**Proxy Notice** means the written authority given to someone to act or vote in another’s place

**Registered Office** means the registered office of the Charity

**Seal** means the common seal of the Charity if it has one;

**Secretary** means any person appointed to perform the duties of the Secretary of the Charity

**Senior Independent Director** means an Independent Director who is appointed as such by the Board, and whose responsibilities include: providing a sounding board for the Chairman; serving as an intermediary for the other directors when necessary; acting as an alternative contact for stakeholders; and leading on the process to appraise the Chairman‘s performance.

**Special Resolution** means a resolution of Members (or a class of Members) of a Charity passed by:

1. On a show of hands at a General Meeting, a majority of at least 75% of Members who, being entitled to vote, do so in person or by proxy
2. On a poll at a General Meeting, Members representing at least 75% of the total voting rights of Members who, being entitled to vote, do so in person or by proxy
3. On a written resolution, Members representing at least 75% of the total voting rights of all eligible Members

**United Kingdom** means Great Britain and Northern Ireland

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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

**LIABILITY OF MEMBERS**

1. The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of it being wound up while he or she or it is a Member or within one year after he or she or it ceases to be a Member, for:
   1. Payment of the Charity’s debts and liabilities incurred before he, she or it ceases to be a Member;
   2. Payment of the costs, charges and expenses of winding up; and
   3. Adjustment of the rights of contributories among themselves.

**OBJECTS**

1. The Objects of the Charity shall be to advance, promote and facilitate the playing of Goalball as an amateur and community sport in all parts of the United Kingdom for the purpose of recreation, physical exercise and competition. To these ends, it shall
   1. oversee the development and welfare of players in relation to their involvement and participation in the sport of Goalball
   2. improve the lives of and inspire those involved in, and participating in, the sport of Goalball;
   3. build a strategic programme around youth development and inspire young people to participate in the sport of Goalball, as well as developing their confidence, motivation and skills of communication;
   4. advance education in the UK on the sport of Goalball, including physical education, regardless of race, gender of disability;
   5. assume responsibility for, and to be the exclusive provider of, training and accreditation of officials and coaches;
   6. provide assistance to those forming or managing Goalball clubs;
   7. establish and maintain an appropriate programme of domestic competition;
   8. host international tournaments and training events;
   9. represent the United Kingdom internationally and engage with all relevant international sporting bodies including the IBSA;
   10. serve as the body recognised by the BPA and the IPC as the control body for the sport of Goalball in the United Kingdom;
   11. create the infrastructure necessary to enable United Kingdom teams to achieve success in the Paralympics and other international tournaments.

**POWERS**

1. The Charity has power to do anything which is calculated to further its Objects, or is conducive or incidental to doing so. Without prejudice to the generality of the foregoing, the Charity has power:
   1. to act as the governing body to foster, develop, promote and administer the sport of Goalball in the United Kingdom;
   2. to organise and regulate the sport of Goalball for the benefit of the Charity’s Members and the sport of Goalball as a whole;
   3. to as necessary adopt anti-doping rules and to regulate, maintain, and enforce doping control in Goalball as per the World Anti-Doping Agency and the National Anti-Doping Agency approved guidelines in accordance with the mandatory provisions of the World Anti-Doping Code;
   4. to maintain a disciplinary code and appropriate judicial system and to regulate the activities of Charity Members when competing, training or otherwise under the jurisdiction of the Charity;
   5. to nominate or select, as the case maybe, United Kingdom teams in the in Paralympic, World, European or any events where the United Kingdom is a competing nation (including under the auspices of the IPC or IBSA and other relevant bodies);
   6. to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
   7. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
   8. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 177 and 122 of the Charities Act 2011;
   9. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
   10. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
   11. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
   12. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
   13. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
   14. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by the Articles;
   15. to:
       1. deposit or invest funds;
       2. employ a professional fund-manager; and
       3. arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

* 1. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
  2. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

**APPLICATION OF INCOME AND PROPERTY**

1. (a) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
   1. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
   2. A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 118 of the Charities Act 2011.
   3. A Director may receive an indemnity from the Charity in the circumstances specified in article 75.
   4. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Director receiving:
      1. a benefit from the Charity in the capacity of a beneficiary of the Charity;
      2. reasonable and proper remuneration for any goods or services supplied to the Charity.

**BENEFITS AND PAYMENTS TO DIRECTORS AND CONNECTED** **PERSONS**

7  (a) No Director or Connected Person may:

* + 1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
    2. sell goods, services, or any interest in land to the Charity;
    3. be employed by, or receive any remuneration from, the Charity;
    4. receive any other financial benefit from the Charity;

unless the payment is permitted by Article 7(b)-(i) below, or is authorised by the Court or the Commission

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

**Scope and Powers permitting Directors’ and Connected Persons’ Benefits**

* 1. A Director or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.
  2. A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.
  3. Subject to article 7(a)(i) a Director or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or Connected Person.
  4. A Director or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Directors.
  5. A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
  6. The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors.
  7. A Director or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

**Payment for supply of goods only - controls**

* 1. The Charity and its Directors may only rely upon the authority provided by article 7(d) if each of the following conditions is satisfied:
     1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
        1. the Charity or its Directors (as the case may be); and
        2. the Director or Connected Person supplying the goods (**Supplier**) under which the Supplier is to supply the goods in question to or on behalf of the Charity.
     2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
     3. The other Directors together are satisfied that it is in the best interests of the Charity to contract with the Supplier rather than with someone who is not a Director or Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or Connected Person against the disadvantages of doing so.
     4. The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
     5. The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
     6. The reason for their decision is recorded by the Directors in the minute book.
     7. A majority of the Directors then in office are not in receipt of remuneration or payments authorised by this article.

**MEMBERS**

8 (a) Membership is open to such individuals or organisations who:

* + 1. apply to the Charity in the form required by the Directors;
    2. are approved by the Directors; and
    3. sign a membership consent form

(b) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

* 1. The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one (21) days of the decision.
  2. The Directors must give due consideration to any written representations made by the applicant within 21 days of the refusal decision. The Directors' decision following any written representations must be notified to the applicant in writing within a reasonable time, but shall be final and binding.
  3. Membership is not transferable.
  4. The Directors must keep a register of names and addresses of the members.

**CLASSES OF MEMBERSHIP**

9 (a) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

* 1. The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
  2. The rights attached to a class of membership may only be varied if:
     1. three-quarters of the Members of that class consent in writing to the variation; or
     2. a Special Resolution is passed at a separate General Meeting of the members of that class agreeing to the variation.
     3. The provisions in the Articles about General Meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of membership

10 Membership is terminated if:

* 1. the Member dies or, if it is an organisation, ceases to exist;
  2. the Member resigns by written notice to the Charity. A Member may resign at any time by written notice to that effect signed by the Member, or the chairman, or another appropriate officer, of the Member and sent to the Chairman of the Charity. The resignation takes effect from the date of receipt by the Chairman of the Charity. A resignation is without prejudice to any claim that the Charity may have against the Member for matters that arose prior to the resignation. A resignation shall not affect the Member’s liability to contribute in the event that the Charity is wound up within a year of the resignation. The Charity may start, or continue with, the prosecution of any proceedings against such a Member notwithstanding the resignation, and such Member shall have the same rights and obligations in respect of those proceedings as would have pertained if the member had not resigned.
  3. any sum due from the Member to the Charity is not paid in full within six months of it falling due;
  4. the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its membership is terminated. A resolution to remove a Member from membership may only be passed if:
     1. the Member has been given at least twenty-one (21) days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
     2. the Member or, at the option of the Member, the Member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
  5. the decision made by the Directors following any representations made in accordance with 10 (d) above will be final and binding.

General meetings

11 (a) The Charity must hold its first Annual General Meeting within eighteen (18) months after the date of its incorporation.

* 1. An Annual General Meeting must be held in each subsequent year and not more than fifteen (15) months may elapse between successive Annual General Meetings.
  2. The Directors may call a General Meeting at any time.

Notice of general meetings

12 (a) The minimum periods of notice required to hold a General Meeting of the Charity are:

* + 1. Fourteen (14) clear days for an Annual General Meeting or a General Meeting called for the passing of a Special Resolution;
    2. Fourteen (14) clear days for all other General Meetings.
  1. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
  2. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a Proxy under section 324 of the Companies Act 2006.
  3. The notice must be given to all the Members and to the Directors and Auditors.

13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

14 (a) No business shall be transacted at any General Meeting unless a quorum is present.

* 1. A quorum is:
     1. Seven (7) members present in person or by Proxy and entitled to vote upon the business to be conducted at the meeting; or
     2. one tenth (10th) of the total membership at the time

whichever is the greater.

* 1. The authorised representative of a Member organisation shall be counted in the quorum.

15 (a) If:

* + 1. a quorum is not present within thirty (30) minutes from the time appointed for the meeting; or
    2. during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

* 1. The Directors must reconvene the meeting and must give at least seven (7) clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  2. If no quorum is present at the reconvened meeting within fifteen (15) minutes of the time specified for the start of the meeting the Members present in person or by Proxy at that time shall constitute the quorum for that meeting.

16 (a) General Meetings shall be chaired by the person who has been appointed to chair meetings of the Directors

* 1. If there is no such person, or he or she is not present within fifteen (15) minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting.
  2. If there is only one Director present and willing to act, he or she shall chair the meeting.
  3. If no Director is present and willing to chair the meeting within fifteen (15) minutes after the time appointed for holding it, the Members present in person or by Proxy and entitled to vote must choose one of their number to chair the meeting.

17 (a) The Members present, in person or by Proxy, at a meeting may resolve by Ordinary Resolution that the meeting shall be adjourned.

* 1. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
  2. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
  3. If a meeting is adjourned by a resolution of the members for more than seven (7) days, at least seven (7) clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18 (a) Any vote at a meeting shall be decided by a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:

* + 1. by the person chairing the meeting; or
    2. by at least two Members present in person or by Proxy and having the right to vote at the meeting; or
    3. by a Member or Members present in person or by Proxy representing not less than one tenth (1/10th) of the total voting rights of all the Members having the right to vote at the meeting.
  1. (i) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(ii) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

* 1. (i) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(ii) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

* 1. (i) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.

(ii) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

* 1. (i) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
     1. A poll demanded on any other question must be taken either immediately, or at such time and place as the person who is chairing the meeting directs.
     2. The poll must be taken within thirty (30) days after it has been demanded.
     3. If the poll is not taken immediately at least seven (7) clear days’ notice shall be given specifying the time and place at which the poll is to be taken.
     4. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

19 (a) Proxies may only validly be appointed by a notice in writing (Proxy Notice) which:

* + 1. states the name and address of the Member appointing the Proxy;
    2. identifies the person appointed to be that Member's Proxy and the General Meeting in relation to which that person is appointed;
    3. is signed by, or on behalf of, the Member appointing the Proxy, or is authenticated in such manner as the Directors may determine; and
    4. is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
  1. The Charity requires Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes. The current Proxy Notice is set out at Appendix 1.
  2. Proxy Notices should specify how the Proxy appointed under them is to vote (or that the Proxy is to abstain from voting) on one or more resolutions.
  3. Unless a Proxy Notice indicates otherwise, it must be treated as:
     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
     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.

Delivery of proxy notices

20 (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of that person.

* 1. An appointment under a Proxy Notice may be revoked by delivering to the Charity a notice in writing given by, or on behalf of, the person by whom, or on whose behalf, the Proxy Notice was given.
  2. 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.
  3. 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 appointer’s behalf.

Written resolutions

21 (a) A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

* + 1. a copy of the proposed resolution has been sent to every eligible Member;
    2. a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
    3. it is contained in an authenticated document which has been received at the Registered Office within the period of twenty eight (28) days beginning with the circulation date.
  1. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
  2. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

Votes of members

22 Subject to article 9, every member, whether an individual or an organisation shall have one vote.

23 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

24 (a) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

* 1. The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity, unless the person chairing the meeting, exercising his or her discretion, decides to allow it. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.
  2. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation, or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

management of the charity and powers of the directors

25 Subject to the provisions of the Companies Act and the Articles, the administration, direction and management of the affairs of the Charity shall be vested in the Directors who may exercise all the powers of the Charity.

26 No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board.

27 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors and the members of the Board.

* 1. Without prejudice to the general powers and duties conferred on the Board, the Board may affiliate to, or resign from, such international association as the Board considers desirable;
  2. Make, repeal and amend such bye-laws or rules for the conduct of the affairs of the Charity as seem to the Board necessary or desirable, and in particular shall make, repeal and amend such bye-laws, rules and policies as shall be from time to time necessary, including, but not limited to, for the protection of children and vulnerable adults and equality and also other such policies as shall from time to time be deemed necessary by the Board;
  3. Carry out such functions as are delegated to it by an international association to which it is from time to time affiliated;
  4. Administer and have possession of all of the funds of the Charity and to apply such funds for such purpose and in such manner as they may deem necessary to desirable;
  5. Invest the funds of the Charity as the Board deems fit;
  6. Appoint and dismiss such employees of the Charity as the Board deem desirable and to fix and pay such remuneration as the Board deems fit;
  7. Appoint and dismiss the Chairman and the Chief Executive Officer and to fix and pay such remuneration in relation to these roles as the Board deems fit;
  8. Conduct the affairs of the Charity in accordance with the Articles;
  9. Approve financial budgets and statutory accounts;
  10. Disseminate relevant information to the Members;
  11. Make rules and policies consistent with the Articles and the Companies Act to govern elections to Board.

28 The Board may delegate any of their powers or functions (being less than the total functions of the Board) to a committee of two or more Directors or to an individual Director or an employee of the Charity but the terms of any delegation must be recorded in the minute book.

29 The Board may impose conditions when delegating, including conditions that:

* 1. The relevant powers are to be exercised exclusively by the committee, subcommittee or individual Director or employee of the Charity to whom they are delegated;
  2. No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board.

30 The Board may revoke or alter a delegation and all acts and proceedings of any committees, subcommittees or individual Directors must be fully and promptly reported to the Board at each meeting of the Board, or at such other periods as the Board shall prescribe.

31 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Charity, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in accordance with the Charity’s financial procedures as approved by the Board.

**MAKE UP OF AND APPOINTMENT TO THE BOARD**

32 A Director must be a natural person aged 18 years or older and no one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 54.

33 The subscribers to the Memorandum shall be the first Directors of the Charity and members of the Board.

34 The subsequent Directors and members of the Board shall be appointed, co-opted or elected under the Articles.

35 No person shall be entitled to act as a Director whether on a first, or any subsequent, entry into office until he or she has signed a declaration of acceptance and an appointment letter and is willing to act in accordance with the terms of these Articles.

36 The Board shall consist of not less than three (3) members, but shall not be more than (9).

37 A Director may not appoint an alternative Director or anyone to act in his or her behalf at meetings of the Board.

38 A Director shall be paid all reasonable expenses properly incurred by him or her in attending and returning from meetings of the Board or any delegated subcommittee, committee or General Meetings of the Charity or in connection with the business of the Charity in accordance with the Charity’s Code of Financial Procedures as approved from time to time by the Board.

39 The members of the Board shall be Directors, and reference to Directors in these articles also means members of the Board.

40 The Board will include:

* 1. The Chairman, who shall be independent and appointed by the Board following an open, formal and transparent selection process by an appointments panel, taking account of the candidate’s ability, experience and expertise to fulfil the role of Chairman
  2. Up to two (2) Elected Directors, provided that the total number of Elected Directors shall reflect not more than one (1) third of the Board;
  3. The Chief Executive, who shall be appointed in an ex officio capacity and by the Board on such terms and for such period as it may from time to time determine. For the avoidance of doubt, the Chief Executive shall serve as a Director for as long as he or she is Chief Executive, and any person who ceases to be Chief Executive shall automatically be deemed to have resigned from the Board
  4. Appointed Directors, who shall be appointed by the Board to make the number of members of the Board up to not more than nine (9), ensuring that at least 25% of the Directors on the Board are Independent Directors. Such Directors shall be appointed by the Board following an open, formal and transparent selection process by an appointments panel, taking account of the candidate’s ability, experience and expertise to fulfil the identified role on the Board.

41 The Board shall have the power from time to time to appoint a Director as Vice Chairman to act as Chairman in the event of the absence, incapacity or death of the duly appointed Chairman.

43 The Charity may by Ordinary Resolution:

* 1. appoint a person who is willing to become an Appointed Director;
  2. determine the rotation in which Elected Directors are to retire.

44 No person, other than an Elected Director retiring by rotation, may be appointed as an Elected Director at any General Meeting unless:

* 1. He or she is recommended for re-election by the Directors; or
  2. Not less than six (6) weeks before the meeting, his or her name and nomination shall in writing left at the Charity's Registered Office and signed by two Members of the Charity and there shall also be left at the Charity's Registered Office notice in writing signed by such person of his or her willingness to become an Elected Director and (if not already a Member of the Charity) to become a Member; and
  3. His or her nomination complies with the requirements laid down by the Articles.

**TERMS OF OFFICE**

46 The Chairman of the Board shall serve for a term of four (4) years. At the expiry of the term the Chairman may be reappointed by the Board to serve for a further four (4) years subject to a satisfactory annual performance appraisal by the Senior Independent Director. In exceptional circumstances (for example to assist with succession planning) the Board may resolve that the Chairman, who has served the maximum term of eight (8) years, shall be reappointed for one (1) additional year. When the Chairman has completed his or her maximum term, or the maximum term plus one (1) additional year, at least four (4) years must elapse before he or she may be eligible to serve as Chairman, or a Director generally, again. For the avoidance of doubt, a year in office, or a year break in office, for a Director shall be taken as the period between Annual General Meetings.

47 The Appointed Directors shall serve for a term of four (4) years. At the expiry of the term, the Appointed Director may be reappointed by the Board to serve for a further term of four (4) years subject to a satisfactory annual performance appraisal by the Chairman and subsequent recommendation for reappointment by the Chairman of the Board. In exceptional circumstances (for example to assist with succession planning) the Board may resolve that the Appointed Director who has served the maximum term shall be reappointed for one (1) further year. When the Appointed Director has completed his or her maximum term of eight (8) years, or the maximum term plus one (1) additional year, at least four (4) years must elapse before he or she may be eligible to serve as a Director generally, again. For the avoidance of doubt, a year in office, or a year break in office, for a Director shall be taken as the period between Annual General Meetings. .

48 The Elected Directorsshall serve for a term of four (4) years. At the expiry of the term the Elected Directors may seek re-election for a further term of four (4) years, subject to satisfactory annual performance appraisal by the Chairman. In exceptional circumstances the Board may resolve, subject to a satisfactory annual performance appraisal by the Chairman and subsequent recommendation by the Chairman of the Board, that the Elected Director, who has served the maximum term, shall be reappointed for one (1) further year..

49 An Elected Director shall retire four (4) years after the date of his or her appointment and shall, subject to article 48, be eligible for re-election for one (1) further term of four (4) years, so that no Elected Director's term of office shall exceed eight (8) consecutive years, save that he or she may, in accordance with Article 48, and in exceptional circumstances, remain as a Director for a maximum of one (1) additional year. When an Elected Director has completed his or her maximum term, or the maximum term plus one (1) additional year if his or her term is so extended, at least four (4) years must elapse before he or she may be eligible to serve as a Director generally, again. For the avoidance of doubt, a year in office, or a year break in office, for a Director shall be taken as the period between Annual General Meetings.

50 For the avoidance of doubt, each Director in office at the date of the adoption of the Articles shall be subject to the maximum term of eight (8) years, or the maximum term plus a further one (1) year in exceptional circumstances as set out in Articles 46-49, save for the Chief Executive who may serve, in his or her ex officio capacity, for as long as he or she remains Chief Executive.

51 If the Charity does not fill the vacancy at the meeting created by an Elected Director who retired by rotation then the retiring Elected Director shall, if willing and subject always to Articles 48 and 49, and the necessary performance appraisal, continue as an Elected Director for another term of four (4) years unless it is resolved not to fill the vacancy at the meeting or a resolution for the re-appointment of the Elected Director has been put and lost.

52 Subject as aforesaid, the Elected Director who retires at an Annual General Meeting, and is not reappointed, shall retain office until the end of that Annual General Meeting.

53. For the avoidance of doubt, and notwithstanding the provisions of Article 36, the Board shall, in exceptional circumstances, have the right to co-opt a Director on a temporary basis, outside of the normal appointment process, if it is deemed necessary to ensure that the Board has the skills and/or experience to fulfil its role. The Board shall determine how long the co-opted Director remains on the Board, albeit this period shall be limited to one (1) year, after which point the co-opted Director must be formally appointed or elected if he or she is to remain on the Board, such permanent appointment or election at all times subject to Article 36.

**TERMINATION OF THE APPOINTMENT OF A DIRECTOR**

54 A Director shall cease to hold office if he or she:

* 1. ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  2. is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  3. in the case of an Elected Director, ceases to be a member of the Charity
  4. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  5. resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);
  6. if he or she is requested in writing by a majority of his or her fellow directors to resign;
  7. is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Remuneration of directors

55 The remuneration, and level of remuneration, for the Executive Directors, including the Chief Executive, will be monitored and reviewed by the Independent Directors and the Chairman.

56 The Independent Directors must not be paid any remuneration unless it is authorised in accordance with Article 7.

proceedings of Board

57 (a) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

* 1. Unless otherwise agreed, the Board shall meet at least 4 times a year.
  2. The Chairman may, and on the request of two members of the Board shall, at any time call a meeting of the Board.
  3. Questions arising at a meeting shall be decided by a majority of votes.
  4. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
  5. A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
  6. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
  7. The quorum necessary for the transaction of business shall be two or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
  8. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

58 If the number of Directors is less than the number fixed as the quorum, the continuing Directors, or Director, may act only for the purpose of filling vacancies or of calling a General Meeting.

59 (a) The Chairman shall chair the meetings of the Board.

* 1. If the Chairman appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
  2. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.

60 (a) A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a subcommittee or committee of Directors duly convened and held provided that:

* + 1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
    2. a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the Registered Office within the period of twenty eight (28) days beginning with the circulation date.
  1. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Declaration of directors' interests

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

Conflicts of interests

62 (a) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the un-conflicted Directors may authorise such a conflict of interests where the following conditions apply:

* + 1. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
    2. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
    3. the unconflicted Directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.
  1. In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

Validity of directors' decisions

63 (a) Subject to article 63(b), all acts done by a meeting of Directors, or of a subcommittee or committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

* + 1. who was disqualified from holding office;
    2. who had previously retired or who had been obliged by the Articles to vacate office;
    3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

* + 1. the vote of that Director; and
    2. that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

* 1. Article 63(a) does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 63(a), the resolution would have been void, or if the Director has not complied with article 61.

SECRETARY

64 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit; and any Secretary so appointed may be removed by the Directors provided always that no Director may occupy the salaried position of Secretary.

65 A provision of the Companies Act or the Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting as both Director and as, in place of, the Secretary.

**SEAL**

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

Minutes

67 The Directors must keep minutes of all:

* 1. appointments of officers made by the Directors;
  2. proceedings at meetings of the Charity;
  3. meetings of the Directors and committees of Directors including:
     1. the names of the Directors present at the meeting;
     2. the decisions made at the meetings; and
     3. where appropriate the reasons for the decisions.

Accounts

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

* 1. The Directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

69 (a) The Directors must comply with the requirements of the Charities Act 2011 with regard to the:

* + 1. transmission of the statements of account to the Charity;
    2. preparation of an Annual Report and its transmission to the Commission;
    3. preparation of an Annual Return and its transmission to the Commission.
  1. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Means of communication to be used

70 (a) Subject to the Articles, anything sent or supplied by or to the Charity 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 the Companies Act to be sent or supplied by or to the Charity.

* 1. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

71 Any notice to be given to or by any person pursuant to the Articles:

* 1. must be in writing; or
  2. must be given in electronic form.

72 (a) The Charity may give any notice to a Member either:

* + 1. personally; or
    2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
    3. by leaving it at the address of the Member; or
    4. by giving it in electronic form to the Member's address.
  1. A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

73 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

74 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

* 1. Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
  2. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
     1. 48 hours after the envelope containing it was posted; or
     2. in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

75 (a) The Charity may indemnify a Relevant Director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

* 1. In this article a **Relevant Director** means any Director or former Director of the Charity.

76 The Charity may indemnify an Auditor against any liability incurred by him or her or it:

* 1. in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
  2. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

77 (a) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

* 1. The bye laws may regulate the following matters but are not restricted to them:
     1. the admission of Members of the Charity (including the admission of organisations to membership) and the rights and privileges of Members, and the entrance fees, subscriptions and other fees or payments to be made by members;
     2. the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
     3. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
     4. the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles;
     5. generally, all such matters as are commonly the subject matter of company rules.
  2. The Charity in General Meeting has the power to alter, add to or repeal the rules or bye laws.
  3. The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Charity.
  4. The rules or bye laws shall be binding on all Members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

**DISPUTES**

78 If a proper and legitimate dispute arises between the Members, or between a Member and the Charity, about the validity or propriety of anything done by a Member or the Charity under the Articles, and the dispute cannot be resolved in good faith by negotiation and agreement, and there is no other internal dispute resolution or appeal process which covers the dispute in question, it shall first be referred to Sports Resolutions for resolution by mediation in accordance with the Sports Resolutions Mediation procedure which is deemed incorporated by reference to this clause.

79 If the dispute is not settled within 90 days of the mediation being instituted, or such other period as the parties shall agree in writing, and there is no other internal dispute resolution or appeal process which covers the dispute in question, the dispute(s) shall be referred to and finally resolved by arbitration under the Arbitration Act 1996 and Sports Resolutions’ Arbitration Rules are deemed to be incorporated by reference to this clause.

**DISSOLUTION**

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

* + 1. directly for the Objects; or
    2. by transfer to any charity or charities for purposes similar to the Objects; or
    3. to any charity or charities for use for particular purposes that fall within the Objects.
  1. Subject to any such resolution of the Members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Charity be applied or transferred:
     1. directly for the Objects; or
     2. by transfer to any charity or charities for purposes similar to the Objects; or
     3. to any charity or charities for use for particular purposes that fall within the Objects.
  2. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with article 81 is passed by the Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.