

Company No: 04261792

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-of-

BRITISH TENNIS COACHES ASSOCIATION LIMITED

(Adopted by a special resolution dated 29th November 2010)

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PART 1: INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

"Act"	means the Companies Act 2006;
"AGM"	means the annual general meeting of Members to be held in accordance with Article 32;
"Appeals Committee"	means the appeals committee appointed by the Board under Article 31.4 from time to time;
"Appeals Policy"	means the appeals policy adopted by the Board from time to time under Article 31.1;
"Articles"	means the Organisation's articles of association for the time being in force;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"Board"	means the board of Directors;
"Business Day"	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the city of London are generally open for business;
"chairman of the meeting"	has the meaning given in Article 35;
"chairman"	has the meaning given in Article 19;
"Code of Ethics"	means the ethical code of conduct of Members of the Organisation as determined by the Board from time to time;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Organisation;
"Conflict"	has the meaning given in Article 20;
"Director"	means a director of the Organisation, and includes any person occupying the position of director, by whatever name called;

"Disciplinary Committee"	means the disciplinary committee appointed by the Board under Article 31.3 from time to time;
"Disciplinary Policy"	means the disciplinary policy adopted by the Board from time to time under Article 31.1;
"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 any Director whose vote is not to be counted in respect of the particular matter);
"General Meeting"	means a General Meeting of Members of the Organisation and shall include an AGM and a Special General Meeting;
"Honorary Members"	shall have the meaning given in Article 25.3;
"Member"	has the meaning given in section 112 of the Act and shall include Honorary Members;
"National Manager"	means the person appointed by the Board as national manager of the Organisation in accordance with Article 5.4;
"National Office"	means the central office of the Organisation that carries out all national administrative tasks;
"ordinary resolution"	has the meaning given in section 282 of the Act;
"Organization"	means the British Tennis Coach Association Limited, which also operates under the trading name of "tenniscoachUK" or such other trading name as the Board may from time to time determine;
"participate"	in relation to a Directors' meeting, has the meaning given in Article 17;
"proxy notice"	has the meaning given in Article 39;
"relevant loss"	means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Organisation

“relevant officer”	means any Director or other officer or former Director or other officer of the Organisation, but excluded in each case any person engaged by the Organisation as auditor (whether or not he is also a Director or other officer, to the extent he acts in his capacity as auditor)
“special resolution”	has the meaning given in section 283 of the Act;
“Subscription”	means an annual subscription fee for membership of the Organisation, the level of which shall be determined by the Board, subject to Article 26.1;
“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 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Organisation.
- 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, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 1.5.1 any subordinate legislation from time to time made under it; and
- 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the term **“including”**, **“include”**, **“in particular”** 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**

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Organisation 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 payment of the Organisation's debts and liabilities contracted before he ceases to be a Member,
- 2.2 payment of the costs, charges and expenses of winding up, and
- 2.3 adjustment of the rights of the contributories among themselves.

PART 2: MAIN AIM AND GENERAL OBJECTIVES

3. TITLE

The Organisation shall be known as "tenniscoachUK" or such other trading name as the Board may from time to time determine.

4. MAIN AIM

The main aim of the Organisation shall be to promote and service tennis coaches and coaching at all levels.

PART 3: DIRECTORS

COMPOSITION OF THE BOARD

5. THE BOARD

- 5.1 The Board shall consist of:
 - 5.1.1 President, being a person from within or from outside the Organisation, appointed by the Board and duly approved at the AGM ("**President**"); and
 - 5.1.2 Chairman, who shall be a Member of the Organisation nominated and elected by the Members ("**Chairman**"); and
 - 5.1.3 up to six other Members nominated and elected by the Members ("**Elected Directors**").
- 5.2 The Board shall have the power to co-opt Members to the Board, with no voting rights.
- 5.3 If any post as an officer of the Organization shall be or become vacant, the Board shall have the right to co-opt or appoint an officer or Member to act or serve until such appointment shall be confirmed or determined at the next AGM.
- 5.4 The Board may appoint a National Manager on such terms as it thinks fit. The National Manager shall have the right to attend and speak at meetings of the Board but shall not have voting rights unless otherwise determined by the Board.

6. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of eight and shall not be less than three (in which case a General Meeting shall be called to appoint further Directors).

APPOINTMENT OF DIRECTORS

7. METHODS OF APPOINTING DIRECTORS

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

7.1.1 by ordinary resolution, or

7.1.2 by a decision of the Directors,

in each case in accordance with the provisions of Article 5.

7.2 In the case where the Director is appointed by ordinary resolution, the Member shall first be nominated by another Member. The nomination must be made in writing to the Chairman and submitted to the National Office not less than 35 days prior to the proposed date of such Annual General Meeting. The nomination must be signed by the proposer and the nominee.

8. TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a Director as soon as:

8.1 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;

8.2 a bankruptcy order is made against that person;

8.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

8.4 a registered medical practitioner who is treating that person gives a written opinion to the Organisation stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

8.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

8.6 notification is received by the Organisation from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or

8.7 that Director ceases to be a Member (save for the President).

9. **DIRECTORS' RETIREMENT**

9.1 The terms of office of the Directors shall be:

Director	Term
President	at the discretion of the Board;
Chairman	three years;
Elected Directors	two years.

9.2 At any AGM any Directors at the end of their term must retire from office and may offer themselves for reappointment by the Members.

AUTHORITY

10. **DIRECTORS' GENERAL AUTHORITY**

10.1 Subject to the Articles, the Directors are responsible for the management of the Organisation's business, for which purpose they may exercise all the powers of the Organisation.

10.2 The Board shall meet at least four times annually and at any such other times as may be necessary.

10.3 The Board may from time to time make Bye-Laws for the good management, control and conduct of the Organisation provided the same would not be inconsistent with or opposed to the Articles. Such Bye-Laws shall be submitted for endorsement at the next AGM.

11. **MEMBERS' RESERVE POWER**

11.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, 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 Subject to the Articles, 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 or territories; 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. COMMITTEES

13.1 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.

13.2 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.

DECISION-MAKING BY DIRECTORS

14. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 11.

15. CASTING VOTE

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

16. CALLING A DIRECTORS' MEETING

16.1 Any Director may call a Directors' meeting by giving not less than 2 Business Days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the Organisation secretary (if any) to give such notice.

16.2 Notice of any Directors' meeting must indicate:

16.2.1 its proposed date and time;

16.2.2 where it is to take place; and

16.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

16.3 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 Organisation 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.

17. PARTICIPATION IN DIRECTORS' MEETINGS

- 17.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- 17.1.1 the meeting has been called and takes place in accordance with Article 16, and
 - 17.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 17.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 17.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

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 any five Eligible Directors.
- 18.3 For the purpose of any meeting (or part of a meeting) held pursuant to Article 20 to authorise a Director's conflict, if there are fewer than five Eligible Director in office other than the conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be all the Eligible Directors.
- 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. CHAIRING OF DIRECTORS' MEETINGS

- 19.1 Where the Chairman is not an Eligible Director, or is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Directors must appoint another Director to chair their meetings.
- 19.2 The person so appointed for the time being is known as the chairman of the meeting.
- 19.3 The Directors may terminate the chairman of the meeting's appointment at any time.

20. **DIRECTORS' CONFLICTS OF INTEREST**

- 20.1 The Directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "**Interested Director**") breaching his duty under section 175 of the Act to avoid conflicts of interest ("**Conflict**").
- 20.2 Any authorisation under Article 20.1 will be effective only if:
- 20.2.1 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 or in such other manner as the Directors may determine;
 - 20.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - 20.2.3 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.
- 20.3 Any authorisation of a Conflict under Article 20.1 may (whether at the time of giving the authorisation or subsequently):
- 20.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - 20.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation and discussions (whether at meetings of Directors or otherwise) related to the Conflict;
 - 20.3.3 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;
 - 20.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - 20.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise that through his position as a Director of the Organisation) information that is confidential to a third party, he will not be obliged to disclose that information to the Organisation, or to use it in relation to the Organisation's affairs where to do so would amount to a breach of that confidence; and
 - 20.3.6 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.

- 20.4 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with the terms and conditions imposed by the Directors in relation to the Conflict.
- 20.5 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 20.6 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 Organisation for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Organisation in General Meeting (subject in each case to any terms, limits or conditions attaching to the authorisation) and no contract shall be liable to be avoided on such grounds.
- 20.7 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 20.8 Subject to Article 20.9, 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.
- 20.9 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.

21. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

22. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors and Members.

23. DIRECTORS' REMUNERATION

- 23.1 Directors may undertake any services for the Organisation that the Directors decide.
- 23.2 Directors are entitled to such remuneration as the Directors determine:
- 23.2.1 for their services to the Organisation as Directors, and
 - 23.2.2 for any other service which they undertake for the Organisation.

23.3 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.

24. DIRECTORS' EXPENSES

The Organisation may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

24.1 meetings of Directors or committees of Directors; or

24.2 General Meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Organisation.

PART 4: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. APPLICATIONS FOR MEMBERSHIP

25.1 Subject to Article 25.2, no person shall become a Member unless that person has either:

25.1.1 Successfully completed an LTA, RPT or PTR Coach Education Award Course; or

25.1.2 hold the Lawn Tennis Association Coach License; or

25.1.3 attend a minimum of 9 hours at training courses that qualify for license credits under the terms of the LTA Coach Licensing Scheme; or

25.1.4 successfully completed a foreign tennis coaching qualification recognised by the governing body;

and in all cases:

25.1.5 that person has completed an application for Membership in a form approved by the Board, and

25.1.6 the Board have approved the application; and

25.1.7 that person has paid the Subscription.

25.2 The Board has the right not to elect persons to membership of the Organisation and will not be obliged to give reasons for so doing.

- 25.3 The following categories of persons are eligible for Honorary Membership:
- 25.3.1 **National Honorary Members** - being people who are nominated by the Board as having rendered valuable service to the Organisation and are duly elected at an AGM; and
 - 25.3.2 **International Honorary Members** - being people of international standing nominated by the Board and who are duly elected at an AGM,
- (together, "**Honorary Members**").

26. **SUBSCRIPTIONS**

- 26.1 The Board may determine the amount of the Subscription from time to time save that any increase in excess of 5% in any calendar year must be approved by the Members by way of ordinary resolution.
- 26.2 New Members joining the Organisation shall join for one calendar year from the date their membership was processed and Subscriptions become due on that date.
- 26.3 Honorary Members shall not be liable to pay Subscriptions.

27. **RIGHTS, PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP**

- 27.1 All Members shall enjoy the same rights and privileges.
- 27.2 All Members:
 - 27.2.1 shall be entitled to attend General Meetings, and to make and second motions, and to exercise their right to vote, at a General Meeting; and
 - 27.2.2 shall be eligible to stand for election as a Director.
- 27.3 All Members shall be subject to the Articles, the Code of Ethics, the Disciplinary Policy and the Appeals Policy (together the "**Constitution**"). Each Member is deemed to have full knowledge of the content of the Constitution.
- 27.4 All Members will be responsible for implementing and upholding the Constitution and shall be under an obligation to report any breach by any other Member or Members to the Board or the National Manager. Failure to do so will itself constitute a breach of these Articles which may result in disciplinary action against the Member concerned.

28. **NO TRANSFER OF MEMBERSHIP**

A Member cannot transfer his/her interest in the Organisation and his/her membership shall be cancelled if he/she purports to do so.

29. **TERMINATION OF MEMBERSHIP**

- 29.1 A Member may withdraw from membership of the Organisation by giving 7 days' notice to the Organisation in writing.

- 29.2 A person's membership terminates when that person dies or ceases to exist.
- 29.3 A person's membership immediately terminates:
- 29.3.1 when that person's Subscription remains unpaid for fourteen days; or
 - 29.3.2 when the Directors pass a resolution to terminate that person's membership under Article 30.2.
- 29.4 In the event of termination of a person's membership for any reason then no proportion of that person's Subscription shall be repaid by the Organisation.

30. EXPULSION AND SUSPENSION OF MEMBERSHIP

- 30.1 Membership of the Organisation may be suspended at the discretion of the Board pending the outcome of any disciplinary proceedings, police investigation or court case against a Member.
- 30.2 A Member may, at the discretion of the Board, be liable to expulsion from membership of the Organisation:
- 30.2.1 for failure to comply with these Articles and in accordance with the provisions contained in the Disciplinary Policy;
 - 30.2.2 if such Member shall be found to have been guilty of any other unprofessional, unethical or improper conduct or has in any way brought the Organisation into disrepute;
 - 30.2.3 if such Member is convicted of a criminal offence other than an offence under the Road Traffic Act which does not carry a custodial sentence and in accordance with the provisions contained in the Disciplinary Policy; or
 - 30.2.4 subject to the Rehabilitation of Offenders Act, if such Member fails to disclose any criminal conviction upon completing his or her application for membership of the Organisation.

31. DISCIPLINARY AND APPEALS PROCEDURE

- 31.1 The Board shall put in place a Disciplinary Policy and an Appeals Policy which will be administered under the auspices of the Disciplinary Committee and the Appeals Committee respectively.
- 31.2 The Board may from time to time amend the provisions contained in the Disciplinary Policy and the Appeals Policy in such manner as it deems necessary.
- 31.3 When required, the Disciplinary Committee shall be appointed by the Board and shall consist of a chairman who shall be chosen from amongst the Directors and two other Members who may not necessarily be members of the Board, provided always that the members of the Disciplinary Committee shall have no significant relationship with the Member against whom the disciplinary action is brought.

- 31.4 In the event that an appeal is lodged, the matter shall be referred to a Appeals Committee, the constitution of which shall be determined by the Board and shall consist of:
- 31.4.1 an independent chairman who is not a member of the Organisation and who is a legally qualified person; and
 - 31.4.2 two Members.
- 31.5 No person shall be entitled to be or become a member of the Appeals Committee if they have any connection with the subject matter of the complaint or the Member against whom the complaint has been made.

PART 5: GENERAL MEETINGS

32. ANNUAL GENERAL MEETING

- 32.1 An AGM shall be held not less than once in every 15 calendar month period, and in any event not more than 3 calendar months following the end of each financial year of the Organisation and shall be held at such place and hour and on such day as the Board may appoint.
- 32.2 An AGM must be called by notice of 21 days and must state that the meeting will be an AGM.
- 32.3 A circular will be sent out to Members not less than 45 days prior to the AGM asking Members if they have any motions that they want moved at the meeting and/or if they want to nominate a Member for the position of director.
- 32.4 Particulars of motions to be moved at the AGM shall be submitted in writing to the Chairman not less than 35 days prior to the proposed date of such AGM and such motions shall bear the signature of proposer and seconder(s) thereto.
- 32.5 Any Member who wishes to be nominated for the position of Director must be nominated according to article 7.2.

33. GENERAL MEETINGS

- 33.1 The Board may, wherever they think fit, and shall upon receipt of a requisition in writing and signed by no less than 10% of the voting membership, convene a General Meeting.
- 33.2 Any requisition to the Board under Article 33.1 shall express the object of the General Meeting proposed to be called and shall be delivered to the Chairman at the National Office.
- 33.3 At least 21 day's notice of all General Meetings, specifying the day, hour and venue of the meeting and, in the case of special business, the general nature of such business shall be given to each Member by the Organisation.

ORGANISATION OF GENERAL MEETINGS

34. QUORUM FOR GENERAL MEETINGS

- 34.1 At any General Meeting the quorum shall be 2.5% of the Members at any one time.
- 34.2 No business other than the appointment of the chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 34.3 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.
- 34.4 Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35. CHAIRING GENERAL MEETINGS

- 35.1 The Chairman shall preside as chairman at every General Meeting. If the Chairman be absent:
 - 35.1.1 the Directors present shall appoint one of their number to act as chairman of the meeting; or
 - 35.1.2 if no Directors are present or if no Director is willing to chair the meeting within ten minutes of the time at which a meeting was due to start, the meeting must, by way of ordinary resolution, appoint a Member present to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 35.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

36. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 36.1 Directors may attend and speak at General Meetings, whether or not they are Members.
- 36.2 The chairman of the meeting may permit other persons who are not Members of the Organisation to attend and speak at a General Meeting.
- 36.3 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 36.4 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.

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 Organisation 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 Organisation's General Meetings is required to be given, and
 - 37.5.2 containing the same information which such notice is required to contain.
 - 37.5.3 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38. **VOTING: GENERAL**

- 38.1 All paid up Members personally present at these General Meetings may exercise a vote in respect of any motions or nominations, except where a proxy vote is arranged, in which case all Members may exercise a vote.
- 38.2 A Member is able to exercise the right to vote at a General Meeting when:

- 38.2.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 38.2.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 38.3 A resolution put to the vote of a General Meeting must be decided on a show of hands.
- 38.4 Subject to Article 411, and save where a Special Resolution is required:
 - 38.4.1 all motions submitted by the Board shall require a simple majority vote from those present and eligible to vote; and
 - 38.4.2 all motions submitted other than those submitted by the Board shall require a 65% majority vote from those present and eligible to vote.

39. **CONTENT OF PROXY NOTICES**

- 39.1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
 - 39.1.1 states the name and address of the Member appointing the proxy;
 - 39.1.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;
 - 39.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 39.1.4 is delivered to the Organisation in accordance with the Articles not less than 5 days before the time appointed for holding the meeting at which the right to vote is to be exercised in accordance with any instructions contained in the notice of the General Meeting to which they relate.
- 39.2 The Organisation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 39.3 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.
- 39.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 39.4.1 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
 - 39.4.2 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.

40. DELIVERY OF PROXY NOTICES

- 40.1 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 Organisation by or on behalf of that person.
- 40.2 An appointment under a proxy notice may be revoked by delivering to the Organisation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 40.3 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.
- 40.4 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.

PART 6: DISSOLUTION

41. DISSOLUTION

- 41.1 Any motion for the dissolution of the Organisation shall be passed by a majority of those present and eligible to vote at a General Meeting.
- 41.2 Any such resolution for dissolution shall be subject to confirmation at a Special General Meeting of the Organisation held not less than one month and not more than two months after the original General Meeting at which the motion for dissolution was passed.
- 41.3 At the Special General Meeting as provided for by Article 41.2 above, the majority in favour of dissolution must be four fifths of those present and eligible to vote.
- 41.4 Consequent upon confirmation of dissolution under Article 41.3 above, the Board shall proceed to wind up the Organisation in an appropriate manner.

PART 7: ACCOUNTS AND FINANCIAL CONTROLS

42. ACCOUNTS/FINANCIAL CONTROLS

- 42.1 The Board shall be responsible for the management and maintenance of the finances of the Organisation.
- 42.2 The Board shall cause to be kept true accounts of the monies received and expended for or on account of the Organisation and of the assets, credits and liabilities of the Organisation.
- 42.3 A recognised bank must hold the accounts run by the Board.

42.4 All accounts shall be closed on the 30th September in every year and an Income and Expenditure Account and Balance Sheet shall be audited.

43. ACCOUNTANT(S)/AUDITORS

43.1 At every AGM, the Accountant(s)/Auditors shall be elected for the following year.

43.2 The Accountant(s)/Auditors comments on the national accounts shall be made available to all Members.

43.3 A vacancy occurring in the office of the Accountant(s)/Auditors during the year shall be filled by the Board as appropriate.

PART 8: ADMINISTRATIVE ARRANGEMENTS

44. MEANS OF COMMUNICATION TO BE USED

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

44.1.1 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);

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

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

44.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

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

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

45. **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

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

DIRECTORS' INDEMNITY AND INSURANCE

46. **INDEMNITY**

46.1 Subject to Article 46.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

46.1.1 each relevant officer shall be indemnified out of the Organisation's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or the Organisation may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 44.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure

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

47. **INSURANCE**

The Directors may decide to purchase and maintain insurance, at the expense of the Organisation, for the benefit of any relevant officer in respect of any relevant loss.