

Company No. 1630001

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE

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**ARTICLES OF ASSOCIATION**

**of**

**THE BRITISH AMATEUR GYMNASTICS ASSOCIATION**

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Adopted by a special resolution passed on 17<sup>th</sup> October 2019

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**PART 1**  
**NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY**

**1. Name and Registered Office**

- 1.1 The name of the Association is "The British Amateur Gymnastics Association".
- 1.2 The registered office of the Association is to be in England.

**2. Objects**

The objects for which the Association is established (**Objects**) are:

- 2.1 to act as the governing body for Gymnastics in the United Kingdom, the Channel Islands, the Isle of Man, Gibraltar and such other territories (**Territories**) as the Board may approve from time to time;
- 2.2 to act as the representative member for the Territories in international affairs and to affiliate to and carry out functions delegated to it by the Fédération Internationale de Gymnastique and other relevant bodies;
- 2.3 to promote, administer and encourage the development of, and participation in Gymnastics within the Territories;
- 2.4 to develop and implement a strategy for the development of Gymnastics in the Territories including strategies for each of: performance at international and national level; national competition; and increasing participation;
- 2.5 to make and vary all such rules for persons participating in Gymnastics in the Territories (including rules against doping in Gymnastics) from time to time;
- 2.6 to develop a commercial, marketing and public relations programme for Gymnastics in the Territories;
- 2.7 to develop a competition programme and co-ordinate competition fixtures across the Territories;
- 2.8 to select the representative teams to represent the United Kingdom in international events;
- 2.9 to consult and co-operate with other organisations operating in Gymnastics within the Territories in all matters relating to the administration and promotion of and participation in Gymnastics;
- 2.10 to develop and nurture relationships between the Association and sports councils within the Territories, the British Olympic Association, relevant Commonwealth Games Councils, relevant government departments, relevant non-governmental bodies and (in each case) their successor bodies;
- 2.11 to take such action from time to time as the Board may consider desirable for the benefit of Gymnastics and the members of the Association;
- 2.12 to support, set up and administer charities for the benefit of Gymnastics;

2.13 to acquire, preserve, appraise, arrange, describe, communicate, promote, disseminate and provide access to records of enduring public value for archiving in the public interest; and

2.14 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

### **3. Powers**

3.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).

3.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the members of the Association.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Association:-

3.3.1 of reasonable and proper remuneration of any director of the Association in accordance with Article 20;

3.3.2 of interest on money lent by a member of the Association or its directors at a commercial rate of interest;

3.3.3 of reasonable and proper rent for premises demised or let by any member of the Association or by any director;

3.3.4 of any sum properly payable to any member of the Association (or any firm, company or partnership or other body in which such member may be directly or indirectly connected or interested) and approved by the Board in respect of any goods or services supplied to the Association by such member, firm, company or partnership or other body (other than any services rendered by any person in his or her capacity as a director in accordance with Article 20);

3.3.5 to any director or committee member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Association; or

3.3.6 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of any liability for any act or default of the persons (or any of them) referred to in Article 52, in relation to the Association.

### **4. Liability of Voting Members**

4.1 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for any of the items set out in Article 4.2.

4.2 The items for which the Voting Members undertake to contribute are:

- 4.2.1 payment of the debts and liabilities of the Association contracted before he ceases to be a Voting Member;
- 4.2.2 payment of the cost, charges and expenses of winding up; and
- 4.2.3 the adjustment of the rights of the contributories among themselves.

**PART 2**  
**DIRECTORS AND OTHER OFFICE HOLDERS**  
**DIRECTORS' POWERS AND RESPONSIBILITIES**

**5. Directors' General Authority**

- 5.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the 2006 Act, the Board is responsible for the management of the Association's business, for which purpose it may exercise all the Powers of the Association
- 5.2 No resolution passed by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

**6. Directors May Delegate**

- 6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
  - 6.1.1 to such person or committee;
  - 6.1.2 by such means (including by power of attorney);
  - 6.1.3 to such an extent;
  - 6.1.4 in relation to such matters or territories; and
  - 6.1.5 on such terms and conditions,as it thinks fit.
- 6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.
- 6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
- 6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

**7. Committees**

- 7.1 The Association shall have an Audit Committee, a Nominations Committee and such other committees as the Board thinks fit.
- 7.2 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

- 7.3 The Board may make Regulations for all or any committees, which prevail over procedures derived from these Articles if they are not consistent with them.
- 7.4 The Board may invite any member of any committee, not being a director, to attend and speak at any of its meetings, but not to vote.

## **DECISION-MAKING BY DIRECTORS**

### **8. Directors to Take Decisions Collectively**

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

### **9. Unanimous Decisions**

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

### **10. Calling a Meeting of the Board**

- 10.1 Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 10.2 The Board shall report on its activities to the members at the annual general meeting.
- 10.3 Any three directors may call a meeting of the Board by giving notice of the meeting to the directors.
- 10.4 Notice of any meeting of the Board must indicate:
- 10.4.1 its proposed date and time;
  - 10.4.2 where it is to take place; and
  - 10.4.3 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.
- 10.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from the United Kingdom shall be entitled to notice of a meeting if he has provided a valid email address.

### **11. Participation in Meetings of the Board**

- 11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

- 11.1.1 the meeting has been called and takes place in accordance with these Articles, and
- 11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 11.4 The Board may invite one or more observers to attend and speak at Board meetings. Observers shall not vote or count towards the quorum at any Board meeting.

## **12. Composition of the Board and Quorum**

- 12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, and unless otherwise fixed is one half of the members of the Board (any fraction being rounded down to the nearest whole number), provided that the number of Non-Executive Directors present is equal to or exceeds the number of Executive Directors present at the meeting.
- 12.3 The Board may act notwithstanding any vacancy in its body, provided that if the number of directors shall at any time be less than two or insufficient to satisfy the quorum required, it shall be lawful for them to act as the Board for the purpose of filling a casual vacancy arising among the directors in accordance with Article 28, or calling a general meeting, but not for any other purpose.

## **13. Chairing of Meetings of the Board**

- 13.1 The Chair shall chair meetings of the Board. The Chair shall preside at all meetings of the Board at which he shall be present.
- 13.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is not willing or able to preside, the Deputy Chair shall preside. If the Deputy Chair is also not present or willing and able to preside within 15 minutes of the time appointed for holding the meeting, the directors present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as **the chair of the meeting**.

## **14. Casting Vote**

If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the chair of the meeting or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.



## 15. Directors' Power to Authorise Conflicts of Interest

- 15.1 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 2006 Act to avoid conflicts of interest (**Conflict**).
- 15.2 Any authorisation under this Article will be effective only if:
- 15.2.1 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;
  - 15.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and
  - 15.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted.
- 15.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):
- 15.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 15.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
  - 15.3.3 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;
  - 15.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
  - 15.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he will not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
  - 15.3.6 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.
- 15.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict.

- 15.5 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.
- 15.6 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 Association 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 Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 15.7 Subject to Article 15.8, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 15.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **16. Records of Decisions to be Kept**

- 16.1 The Board must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Association at general meeting.
- 16.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **17. Directors' Discretion to Make Further Rules and Regulations**

- 17.1 The Board (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Rules relating to membership of the Association including (without limitation) Rules setting out:
- 17.1.1 the different categories of membership of the Association;
  - 17.1.2 the rights, privileges and obligations of the different categories of member;
  - 17.1.3 the levels of subscriptions fees to be paid by the different categories of member;
  - 17.1.4 procedures for the registration of members;
  - 17.1.5 disciplinary procedures for members; and
  - 17.1.6 such other rules as the Board thinks fit.

- 17.2 The Board (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):
- 17.2.1 regulations for the nomination and election (by the Voting Members) of the President in accordance with Article 21;
  - 17.2.2 regulations for the appointment (by the Board) of Executive Directors in accordance with Article 24;
  - 17.2.3 regulations for the applications (by the Affiliated Home Country Associations) and appointment (by the Board) of Non-Executive Directors in accordance with Article 25;
  - 17.2.4 regulations for the appointment (by the Board) of Board Appointed Non-Executive Directors in accordance with Article 26;
  - 17.2.5 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Association;
  - 17.2.6 regulations to ensure compliance with national and international rules relating to doping control;
  - 17.2.7 regulations for the promotion and organisation of competitions;
  - 17.2.8 safeguarding policies;
  - 17.2.9 equality policies;
  - 17.2.10 selection and disciplinary policies; and
  - 17.2.11 such other regulations or policies as the Board thinks fit.
- 17.3 Rules and Regulations made under Articles 17.1 and 17.2 must be compliant with the 2006 Act and these Articles in order to be valid.

## **APPOINTMENT OF DIRECTORS**

### **18. Methods of Appointing Directors**

- 18.1 Unless otherwise determined by ordinary resolution the number of directors shall be not less than five and shall not be subject to any maximum.
- 18.2 The members of the Board shall be:
- 18.2.1 the President;
  - 18.2.2 the Chair;
  - 18.2.3 the Chief Executive;
  - 18.2.4 the Executive Directors; and
  - 18.2.5 the Board Appointed Non-Executive Directors.

- 18.3 All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
- 18.4 Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

## **19. Termination of Director's Appointment**

- 19.1 Without prejudice to any other provision of these Articles, a person shall cease to be a director of the Association as soon as:
- 19.1.1 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or
  - 19.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
  - 19.1.3 that person ceases to be a member of the Association; or
  - 19.1.4 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
  - 19.1.5 that person ceases to be a member of the Board by virtue of any provisions of the 2006 Act or is prohibited by law from being a director; or
  - 19.1.6 that person is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act; or
  - 19.1.7 that person shall have been absent for more than three consecutive Board meetings without permission of the Board and at least 75% of the other members of the Board acting together resolve that his office be vacated; or
  - 19.1.8 that person is requested to resign by at least 75% of the other members of the Board acting together; or
  - 19.1.9 being a member of the Board by virtue of his office pursuant to Article 21, the period for which that person was elected has ended and he has not been re-elected; or
  - 19.1.10 being a member of the Board appointed under Article 23 or Article 24, and not being a member of the Board by virtue of any other provision of these Articles, his employment as an Executive Director or Chief Executive (as appropriate) ceases for any reason or he continues as an employee of the Association only in a capacity other than as an Executive Director or Chief Executive (as appropriate); or

- 19.1.11 being a member of the Board appointed pursuant to Article 25 or Article 26, the period for which that person was appointed has ended and he has not been reappointed.
- 19.2 A person serving as President, Chair, Chief Executive, Executive Director or Non-Executive Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as President, Chair, Chief Executive, Executive Director or Non-Executive Director (as appropriate) and the vacancy shall be filled in accordance with these Articles.
- 19.3 A director removed from the Board pursuant to Article 19.1.8 shall have no claim against the Association for loss of office.

## **20. Directors' Remuneration**

- 20.1 Subject to the provisions of the 2006 Act, and to Article 20.2 below, the Board may enter into an agreement or arrangement with any director:
- 20.1.1 for his services to the Association as a director; and
- 20.1.2 for his employment by the Association or for the provision by him of benefits or any services outside the scope of the ordinary duties of a director.
- 20.2 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:
- 20.2.1 is fixed having regard to the current remuneration of directors in comparable posts;
- 20.2.2 does not exceed the general market rate for directors providing comparable services; and
- 20.2.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.
- 20.3 Unless the Board decides otherwise, directors' remuneration accrues from day to day.
- 20.4 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries (if any) or of any other body corporate in which the Association is interested (if any).

## **21. President**

- 21.1 The President shall hold office for a period of four years, from the annual general meeting at which he is elected until the fourth annual general meeting following his election. A President who ceases to hold office at the end of his period of election shall be eligible for re-election for a maximum of one further consecutive four-year term of office. The President shall be a director by virtue of his office (unless and until he shall cease to be a director pursuant to Article 19) and shall have such rights and

privileges as the Board shall from time to time prescribe. The President must be a member on the dates of both his nomination and his election. The nomination and election of the President shall be conducted in accordance with these Articles and the Regulations.

- 21.2 The President shall only perform such duties as the Board may decide, delegate and direct from time to time.

## **22. Chair and Deputy Chair**

- 22.1 The Board shall appoint a Chair by way of open recruitment in accordance with these Articles and the Regulations. In selecting persons to be appointed as Chair of the Board under this Article, the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a Skills Matrix. The Board may delegate to the Chair such of their powers as they think desirable to be executed by him. The Board shall from time to time as it thinks fit remove an individual from the office of Chair.
- 22.2 The Board shall from time to time as it thinks fit elect, and may remove, a member of the Board to be the Deputy Chair and may, delegate to him such of their powers as they think desirable to be executed by him.
- 22.3 Any Chair so appointed or Deputy Chair elected in accordance with Articles 22.1 and 22.2 shall hold office until the fourth anniversary of the date of his appointment to the Board or until he shall be removed or cease to be a director before that anniversary. Any Chair so appointed or Deputy Chair so elected who ceases to hold office as Chair or Deputy Chair (as the case may be) at the end of his appointment may be reappointed for a maximum of one further consecutive four-year term of office provided this appointment does not exceed a total of 2 x 4 year consecutive terms as an NED on the Board.
- 22.4 The Chair and the Deputy Chair shall have such rights and privileges as the Board shall from time to time prescribe.
- 22.5 The offices of Chair and Deputy Chair shall be vacated with immediate effect if the person appointed as Chair or Deputy Chair (as applicable) ceases to be a director of the Association.

## **23. Chief Executive**

Subject to the provisions of the 2006 Act, the Chief Executive shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by it.

## **24. Executive Directors**

- 24.1 Subject to Articles 24.2 and 24.3, the Board may appoint one or more of their number or any other person to the office of an Executive Director or other executive office of the Association and may enter into an agreement or arrangement with any member of the Board for his employment by the Association or for the provision by him of services outside the scope of the ordinary duties of a non-executive director. Any such appointment, agreement or arrangement may be made upon such terms as the Board may determine and they may remunerate any such member of the Board for his services as they think fit. Any appointment of a member of the Board to an executive office shall terminate if he ceases to be a member of the Board but without

prejudice to any claim to damages for breach of the contract of service between the member of the Board and the Association.

- 24.2 The number of members of the Board appointed as Executive Directors or to any other executive offices at any time under Article 24.1 shall not exceed 40% of the total number of members of the Board.
- 24.3 The Director appointed as President under Article 21 may not be appointed under Article 24.1 as an Executive Director.

## **25. Applications from Affiliated Home Countries - Non-Executive Directors**

- 25.1 The Board shall invite applications from each of the Affiliated Home Country Associations. Applications should be, by written notice given to the Association at the Registered Office within three months of the date of such invitation, for one Non-Executive Director for appointment to the Board. In making their applications the Affiliated Home Country Associations shall have regard to any Regulations, Skills Matrix and guidance provided to them from time to time by the Board and shall use their best endeavours to submit applications of persons having professional or other competencies in the areas in which additional competency is required to most effectively contribute to the operation of the Board. Any applicants must not have served on a Home Country Board or been actively involved in that Home Country's affairs for a period of at least 4 years prior to the application.
- 25.2 The Board shall appoint each position, having regard to any Regulations, Skills Matrix and guidance provided by it to the Affiliated Home Country Associations in accordance with Article 25.1, unless the Board resolves (on the recommendation of the Nominations Committee) that the relevant individual should not be appointed as a Non-Executive Director, provided that no such resolution shall be effective unless approved by at least 75% of the members of the Board.
- 25.3 Each Non-Executive Director shall hold office as a director until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a director pursuant to Article 19. A Non-Executive Director who ceases to hold office at the end of his period of appointment may be subsequently re-appointed for a maximum of one further consecutive four-year term of office in accordance with the provisions of this Article 25.
- 25.4 If a Non-Executive Director ceases for any reason to hold office as a Non-Executive Director, that Affiliated Home Country Association may be invited to submit further applications, within three months of such cessation, for another person to hold office as a Non-Executive Director in his place, for the remainder of his term. The Board shall, subject to the provisions of Article 25.2, appoint the replacement as a Non-Executive Director.
- 25.5 If an Affiliated Home Country Association:
- 25.5.1 does not submit applications for a Non-Executive Director for appointment to the Board within the time periods set out in Article 25.1 or 25.4; or
  - 25.5.2 submits a person that the Board resolves (on the recommendation of the Nominations Committee in accordance with Article 25.2) should not be appointed as a Non-Executive Director,

the Board shall be entitled to appoint a Non-Executive Director in his place in accordance with Article 26.

## **26. Board Appointed Non-Executive Directors**

26.1 The Board may appoint any person to be a Board Appointed Non-Executive Director. In selecting persons to be appointed as Board Appointed Non-Executive Directors under this Article the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a Skills Matrix.

26.2 Each Board Appointed Non-Executive Director appointed pursuant to Article 26.1 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a Director pursuant to Article 19. A Board Appointed Non-Executive Director who ceases to hold office at the end of his period of appointment may be reappointed for a maximum of one further consecutive four-year term of office.

## **27. Non-Executive Directors' Terms of Office**

27.1 Notwithstanding any other provision of these Articles, a Non-Executive Director (which includes, for the purposes of this Article 27 only, the President) shall not serve more than two consecutive four-year terms of office on the Board.

27.2 A Non-Executive Director who ceases to be a member of the Board for any reason shall (subject to these Articles) be eligible for re-appointment or re-election to the Board in any capacity, provided there is a period of at least four years between the date he ceases to be a member of the Board and the date upon which he is re-elected or re-appointed to it.

## **28. Casual Vacancies**

A casual vacancy arising among the offices of President, Chair, Deputy Chair, Chief Executive, Executive Director or Non-Executive Director, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-appointment or re-election (as the case may be) in accordance with these Articles.

### **PART 3 MEMBERS**

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

## **29. Applications for Membership**

29.1 The Voting Members, the Non-Voting Members and such other persons and organisations as are admitted to membership by:

29.1.1 the Board; or

29.1.2 a committee to whom the Board delegates this power,

in each case in accordance with these Articles and any applicable Rules shall be the members of the Association.

29.2 No person or organisation shall become a member of the Association unless:



- 29.2.1 that person or organisation (or a person or organisation on their behalf) has completed an application for membership in such form as may be set out in the Rules, and
  - 29.2.2 the Board (or a committee to whom the Board delegates this power) has approved the application.
- 29.3 The Board may from time to time fix the levels of annual subscription fees to be paid by the different categories of members.

### **30. Conditions of Membership**

- 30.1 All members shall be bound by and subject to the Rules and Regulations.
- 30.2 The members shall pay an annual subscription fee set by the Board under Article 29.3. Any member whose subscription fee is more than 28 days in arrears shall be deemed to have resigned his membership of the Association unless the Board decides otherwise.
- 30.3 Subject to Article 32, the Board (or any committee to whom it delegates this power) may terminate the membership of any person, or impose any other sanction it determines to be appropriate, in connection with the breach of any condition of membership set out in this Article 30.

### **31. Suspension of Membership**

The Board (or any committee to whom it delegates this power) shall have the power to suspend a member in accordance with the Rules.

### **32. Termination of Membership**

- 32.1 It shall be the duty of the Board (or any committee to whom the Board delegates this power), if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors or committee members present and voting, which majority shall include one half of the total number of the Board or the committee for the time being.
- 32.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such committee to which it has delegated its powers. The Board or committee and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members or committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.

- 32.3 A member may withdraw from membership of the Association by giving 14 clear days' notice to the Association in writing.
- 32.4 A membership terminates automatically when that person dies or ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles, the Rules or the Regulations.
- 32.5 Membership is not transferable.
- 32.6 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of his subscription.

### **AFFILIATED ASSOCIATIONS**

#### **33. Affiliated Associations**

- 33.1 The Board (or any committee to whom it delegates this power) may in its absolute discretion at any time:
- 33.1.1 admit to membership of the Association in accordance with Article 29 any association the governing body of which shall have:
- (a) applied to the Board to become an Affiliated Association; and
  - (b) agreed in writing to comply with such conditions of affiliation as may be set out in the Rules from time to time.
- 33.1.2 without prejudice to Articles 31 and 32, suspend or remove from membership of the Association any Affiliated Association which the Board determines has failed to comply with such conditions of affiliation as may be set out in the Rules from time to time and, if such failure is remediable, does not remedy that failure within 28 days of the Association notifying it in writing of such failure.
- 33.2 The following associations are, as at the date of adoption of these Articles, Affiliated Associations:-
- 33.2.1 the Affiliated Home Country Associations;
- 33.2.2 the English Regional Gymnastics Associations;
- 33.2.3 the Isle of Man Gymnastics Association; and
- 33.2.4 the British Schools Gymnastics Association.

### **ORGANISATION OF GENERAL MEETINGS**

#### **34. Notice of and Calling General Meetings**

- 34.1 With the exception of the annual general meeting and a general meeting convened to pass a special resolution (which in each case shall be called on 21 clear days' written notice), general meetings shall be called on at least 14 clear days' written notice. The notice shall specify the place, day and hour of the general meeting, and in the case of Special Business the general nature of that business and shall be given to the Voting Members and the Auditors.

- 34.2 Special Business shall not be transacted at a general meeting unless notice of that business has been given in accordance with Article 34.1.
- 34.3 A general meeting may be called at any time by the Board or may be called on a written request to the Board from at least 50 (or, if fewer, not less than 10% of all the Voting Members).
- 34.4 On receipt of a written request made pursuant to Article 34.3, the Board must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.
- 34.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice, by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting.

### **35. Annual General Meetings**

- 35.1 The Association shall hold a general meeting in every calendar year as its annual general meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting in each year shall be held at such time and place as may be determined by the Board, provided that every annual general meeting shall be held not more than 15 months after the preceding annual general meeting.
- 35.2 The annual general meeting shall be held for the following purposes:
- 35.2.1 to receive from the Board the Association's accounts;
  - 35.2.2 to receive from the Board a report of the activities of the Association since the previous annual general meeting;
  - 35.2.3 to appoint the Auditors;
  - 35.2.4 to receive a report from the President;
  - 35.2.5 to elect the President; and
  - 35.2.6 to transact such other business as may be brought before it.
- 35.3 All general meetings, other than annual general meetings, shall be called general meetings.

### **36. Attendance and Speaking at General Meetings**

- 36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 36.2 A person is able to exercise the right to vote at a general meeting when:
- 36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - 36.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

36.3 The Board 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. Quorum for General Meetings**

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

37.2 Subject to Article 40.6, 50 Voting Members (or, if lower, not less than 10% of Voting Members) present in person or by proxy shall be a quorum.

### **38. Chairing General Meetings**

38.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Deputy Chair shall preside. If the Deputy Chair is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start the directors present, or if no directors are present, the meeting, must appoint a director or Voting Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

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

### **39. Attendance and Speaking by Non-Members**

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

### **40. Adjournment**

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

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

40.2.1 the meeting consents to an adjournment, or

40.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

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

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

40.4.1 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

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

- 40.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it):
- 40.5.1 to the same persons to whom notice of the Association's general meetings is required to be given, and
- 40.5.2 containing the same information which such notice is required to contain.
- 40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 30 Voting Members present in person or by proxy shall be a quorum.

## **VOTING AT GENERAL MEETINGS**

### **41. Voting: General**

- 41.1 On a show of hands or on a poll every Voting Member present in person or by proxy (or, in the case of an organisation, by its duly authorised representative) shall be entitled to receive notice of, attend general meetings and cast one vote.
- 41.2 No Voting Member shall be entitled to vote on any question at any general meeting unless such Voting Member has been duly registered and has paid every subscription and other sum (if any) due and payable to the Association in respect of their membership.
- 41.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the 2006 Act, every resolution is decided by a majority of votes cast.
- 41.4 Unless a poll is duly demanded in accordance with these Articles a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the general meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 41.5 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he may have.

### **42. Errors and Disputes**

- 42.1 No objection shall be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 42.2 Any such objection must be referred to the chair of the meeting whose decision is final.

### **43. Poll Votes**

- 43.1 A poll on a resolution may be demanded:

- 43.1.1 in advance of the general meeting where it is to be put to the vote, or
  - 43.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 43.2 A poll may be demanded by:
- 43.2.1 the chair of the meeting;
  - 43.2.2 the Board; or
  - 43.2.3 five or more Voting Members present in person or by proxy having the right to vote on the resolution or, if less, a person or persons representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution.
- 43.3 A demand for a poll may be withdrawn if:
- 43.3.1 the poll has not yet been taken, and
  - 43.3.2 the chair of the meeting consents to the withdrawal,
- and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 43.4 Polls shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 43.5 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 43.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **44. Content of Proxy Notices**

- 44.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 44.1.1 states the name and address of the Voting Member appointing the proxy;
  - 44.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
  - 44.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

44.1.4 is delivered:

- (a) in the case of a hard copy proxy notice, to the Registered Office or at such other place within the United Kingdom as is specified in the notice convening the general meeting or in any proxy notice sent out by the Association in relation to the general meeting not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the proxy notice proposes to vote;
- (b) in the case of an electronic proxy notice, where an address has been specified for the purpose of receiving electronic communications:
  - (i) in the notice convening the general meeting, or
  - (ii) in any proxy notice sent out by the Association in relation to the general meeting, or
  - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the general meeting,

at such address not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the proxy notice proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, to the Registered Office after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, to the general meeting at which the poll was demanded to the Chair or to any director.

44.2 A proxy appointment which is incorrectly completed or which is not deposited, delivered or received in a manner permitted by these Articles shall be invalid unless the Chair, in his absolute discretion, decides to treat the same as valid.

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

44.4 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.

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

44.5.1 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

44.5.2 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.

## **45. Delivery of Proxy Notices**

- 45.1 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 general meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Registered Office by or on behalf of that person.
- 45.2 An appointment under a proxy notice may be revoked by delivering to the Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 45.3 A notice revoking a proxy appointment only takes effect if it is delivered at least 24 hours before the start of the general meeting or adjourned general meeting to which it relates.
- 45.4 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.

## **46. Amendments to Resolutions**

- 46.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - 46.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
  - 46.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 46.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 46.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 46.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 46.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 46.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

## **47. Written Resolution**

- 47.1 Subject to Article 47.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members have signified their agreement to the resolution in an authenticated



document which has been received at the Registered Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement. In the case of a Voting Member that is an organisation, its authorised representative may signify agreement.

- 47.2 In Article 47.1, the **Appropriate Majority** is:
- 47.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members;
  - 47.2.2 in the case of a special resolution, 75% or more of the Voting Members.
- 47.3 The following may not be passed as a written resolution:
- 47.3.1 a resolution to remove a director before his period of office expires; and
  - 47.3.2 a resolution to remove an Auditor before his period of office expires.

#### **PART 4 ADMINISTRATIVE ARRANGEMENTS**

#### **48. Means of Communication to be Used**

- 48.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.
- 48.2 The applicable address shall be the member's registered address as it appears in the Association's register of members or such address as may be provided to the Association by the member using electronic communications.
- 48.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 48.4 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 48.5 Any member described in the Association's register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 48.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

#### **49. Audit**

49.1 At least once in every financial year the accounts of the Association shall be examined and the accuracy of the profit and loss account and balance sheet reviewed by the Auditors.

49.2 The Auditors shall be appointed and their remuneration fixed at the annual general meeting.

#### **50. No right to Inspect Accounts and Other Records**

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

### **DIRECTORS' INDEMNITY AND INSURANCE, DISSOLUTION AND DEFINITIONS**

#### **51. Indemnity**

51.1 Subject to Article 51.2 but without prejudice to any indemnity to which a relevant director may otherwise be entitled every relevant director or other officer or Auditor of the Association may be indemnified out of the assets of the Association against any liability incurred by him in defending proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

51.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

51.3 In this Article 51 a **relevant director** means any director or former director of the Association.

#### **52. Insurance**

The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any person referred to in Article 51 against any loss or liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

#### **53. Dissolution**

If, upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under Article 3.3, such institution or institutions to be determined by the

Voting Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## **54. Definitions**

54.1 In these Articles, unless the context requires otherwise:

**2006 Act** means the Companies Act 2006 as modified by statute or re-enacted from time to time.

**Affiliated Associations** means any organisations or associations admitted from time to time to membership of the Association in accordance with Articles 29 and 33 and any applicable Rules (including, as at the date of adoption of these Articles, the associations listed in Article 33.2), each of which, under these Articles, shall be Non-Voting Members.

**Affiliated Home Country Associations** means the home country gymnastics associations of England, Scotland, Wales and Northern Ireland in each case recognised by the Board as an Affiliated Association from time to time.

**Affiliated Home Country Nominated Non-Executive Directors** means the non-executive directors nominated by the Affiliated Home Country Associations and appointed by the Board from time to time in accordance with Article 25.

**annual general meeting** means an annual general meeting of the Association.

**Articles** means these Articles of association, as may be amended from time to time.

**Association** means The British Amateur Gymnastics Association.

**Audit Committee** means the audit committee established by the Board from time to time in accordance with Article 7.

**Auditors** means the auditors for the time being of the Association.

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

**Board** means the board of directors of the Association established from time to time in accordance with Article 18, the members of which are the directors of the Association for the purposes of the 2006 Act.

**Board Appointed Non-Executive Directors** means the non-executive directors appointed by the Board from time to time in accordance with Article 26.

**British Schools Gymnastics Association** means the British Schools Gymnastics Association.

**Chair** means the chair of the Board as appointed by the Board in accordance with Article 22.

**chair of the meeting** has the meaning given in Article 13.2 (in respect of a Board meeting) or Article 38.2 (in respect of a general meeting).

**Chief Executive** means the person appointed as chief executive in accordance with Article 23.

**clear days** means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

**Conflict** has the meaning given in Article 15.1.

**Deputy Chair** means the person appointed from time to time as the deputy chair of the Association under Article 22.

**director** means a director of the Association, and includes any person occupying the position of director, by whatever name called.

**document** includes, unless otherwise specified, any document sent or supplied in electronic form.

**electronic form** has the meaning given in Section 1168 of the 2006 Act.

**eligible director** means a director who would be entitled to vote on the matter at a meeting of the Board (but excluding any director whose vote is not to be counted in respect of the particular matter).

**English Regional Gymnastics Associations** means the regional gymnastics associations of each of the following English regions: North of England; Southern; Yorkshire; South West; East Midlands; West Midlands; East; North West; London; South East; and such other regional gymnastics associations as may be recognised by the Board as Affiliated Associations from time to time.

**Executive Directors** means the executive directors appointed by the Board from time to time in accordance with Article 24.

**general meeting** means an annual general meeting or other general meeting of the Association.

**Gymnastics** means without limitation all or any of artistic gymnastics, acrobatic gymnastics, rhythmic gymnastics, gymnastics for all, teamgym, trampoline gymnastics, tumbling, aerobic gymnastics, disability gymnastics and such other areas of physical education, early years movement and such other physical activities as are from time to time approved by the Board.

**hard copy form** has the meaning given in Section 1168 of the 2006 Act.

**independent** means a person is free from any close connection to the organisation and, from the perspective of an objective outsider, they would be viewed as independent.

**Interested Director** has the meaning given in Article 15.1.

**Isle of Man Gymnastics Association** means the Isle of Man Gymnastics Association.

**members** means the Voting Members and the Non-Voting Members.

**nominated directors** means directors whose appointment to the Board arises from these Articles permitting their election or nomination by the sport's membership or particular stakeholders within the sport.

**Nominations Committee** means the nominations committee established by the Board from time to time in accordance with Article 7.

**Non-Executive Directors** means the Affiliated Home Country Nominated Non-Executive Directors, the Board Appointed Non-Executive Directors and (for the purposes of Article 27 only) the President.

**Non-Voting Members** means all members of the Association other than the Voting Members.

**ordinary resolution** has the meaning given in Section 282 of the 2006 Act.

**participate** in relation to a directors' meeting, has the meaning given in Article 11.

**President** means the person appointed from time to time as the president of the Association under Article 21.

**proxy notice** has the meaning given in Article 44.1.

**Registered Office** means the registered office of the Association.

**Regulations** means the regulations of the Association made by the Board in accordance with Article 17.2, as amended from time to time.

**Rules** means the rules of the Association made by the Board in accordance with Article 17.1, as amended from time to time.

**Skills Matrix** means a defined matrix of expertise and competency determined by the Board from time to time, including competencies and experience in a range of gymnastic disciplines and roles, finance, law, education and training, marketing, child protection, human resources, strategic planning and other disciplines relevant to the business and activities of the Association and of Gymnastics.

**Special Business** means all business transacted at a general meeting, except for the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of the President and the appointment of, and the fixing of the remuneration of, the Auditors at an annual general meeting.

**special resolution** has the meaning given in Section 283 of the 2006 Act.

**subsidiary** has the meaning given in Section 1159 of the 2006 Act.

**Territories** has the meaning given in Article 2.1.

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

**Voting Members** means the Association's gold members admitted from time to time to membership of the Association in accordance with Article 29 and any applicable Rules and who, under these Articles, shall be entitled to receive notice of, attend and vote at general meetings and who are together the members of the Association for the purposes of the 2006 Act.

**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.

- 54.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 54.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations, unincorporated associations and partnerships.
- 54.4 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.