



ARTICLES OF INCORPORATION

October 2018

Updated January 2019

London Gymnastics Ltd registered in England No 11650126

Registered Address:

Moorgate House, 7b Station Road West, Oxted, Surrey RH8 9EE

PART 1

NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY

- 1 Name and Registered Office
- 2 Objects
- 3 Membership
- 4 Powers
- 5 Liability of Directors

PART 2

MANAGEMENT COMMITTEE RESPONSIBILITIES

- 6 Committees
- 7 Management Committee and Joint Technical Committee
- 8 Technical Committees
- 9 General MC or JTC or Joint MC/JTC Meetings
- 10 Officers Power to Authorise Conflicts of Interest
- 11 Decision Making by the Management Committee
- 12 Records of Decisions to be kept
- 13 Management Committee Officers Discretion to make Further Rules and Regulations
- 14 Appointment of Committee Members, Directors, Officers
- 15 Methods of Appointing Committee Members
- 16 Termination of Officers Appointment
- 17 Honorary President and Life Vice Presidents

PART 3

AFFILIATED MEMBERS

- 18 Applications for Affiliation
- 19 Conditions of Affiliation
- 20 Suspension of Membership
- 21 Termination of Membership

CALLING MEETINGS

- 22 Notice and Calling General Meetings
- 23 Annual General Meeting (AGM)
- 24 Special General Meeting

BUSINESS AT AGM's AND SGM's

- 25 Speeches
- 26 Procedure
- 27 Procedural Motions
- 28 Proposals and Amendments
- 29 Attendance and Speaking at meetings

Articles of Incorporation

- 30 Quorum for Meetings
- 31 Chairing General Meetings
- 32 Attendance and Speaking by Non-Members
- 33 Adjournment
- 34 Omission
- 35 Voting General
- 36 Voting: AGM / SGM
- 37 Poll Votes; AGM / SGM
- 38 Postal Votes
- 39 Amendments to Resolutions
- 40 Written Resolution

PART 4 ADMINISTRATIVE ARRANGEMENTS

- 41 Means of Communication to be Used
- 42 Account Inspection
- 43 No Right to Inspect and Other Records

DIRECTORS INDEMNITY AND INSURANCE, DISSOLUTION and DEFINITIONS

- 44 Indemnity
- 45 Insurance
- 46 Dissolution
- 47 Definitions

PART 1

NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY

1. Name and Registered Office

- 1.1 The name of the Association is London Gymnastics Ltd. known as London Gymnastics (LG)
- 1.2 The registered Office of the Association is at Moorgate House, 7b Station Road West, Oxted, Surrey RH8 9EE, England.
- 1.3 The Directors of the Company will be members of the Management Committee (Management Committee or MC)

2. Objects

The objects for which the Association is established are:

- 2.1 To act as the regional governing body for Gymnastics in London
- 2.2 The affiliation of all gymnastics clubs and organisations in the Region with training facilities in that area which are registered clubs of the NGB
- 2.3 To promote, administer and encourage the development of, and participation in Gymnastics within the Region
- 2.4 To make and vary all such rules for persons participating in Gymnastics in the Region from time to time
- 2.5 To take such action from time to time as the Management Committee may consider desirable for the benefit of Gymnastics and the members of the Association
- 2.6 The promotion of courses for officials, coaches, judges and gymnasts in the Region
- 2.7 The promotion and delivery of events for officials, coaches, judges and gymnasts in the Region
- 2.8 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. Membership

- 3.1 Gymnastic clubs within the Region and registered with the NGB may become affiliated members of London Gymnastics by application and payment of an annual fee to be determined by the Management Committee
- 3.2 The Management Committee shall have power to suspend, terminate or reinstate any Affiliated Club

4. Powers

- 4.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects as defined in Article 2.
- 4.2 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.
- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Association:-
 - 4.3.1 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 Management Committee in respect of any goods or services supplied to the Association by such member, firm, company or partnership or other body
 - 4.3.2 To any Management 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;
 - 4.3.3 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) in relation to the Association.

5 Liability of Directors

- 5.1 The liability of each Director is limited to £1, being the amount that each Director undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a Director or within one year after she/he ceases to be a Director, for any of the items set out in Article 5.2.
- 5.2 The items for which the Director undertake to contribute are:
 - 5.2.1 Payment of the debts and liabilities of the Association contracted before she/he ceases to be a-Director;
 - 5.2.2 Payment of the cost, charges and expenses of winding up; and
 - 5.2.3 The adjustment of the rights of the contributories among themselves.

PART 2

MANAGEMENT COMMITTEE RESPONSIBILITIES

6 Committees

- 6.1 London Gymnastics shall have a Management Committee (MC) and a Joint Technical Committee (JTC)
- 6.2 The duty of the MC and JTC is to ensure that the objects of the Association are administered in all aspects
- 6.3 The MC and JTC is governed by London Gymnastics Committee Procedures and Regulations (CPR)
- 6.4 Elected members of the MC or JTC must be members of the NGB.
- 6.5 Committees to which the MC delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the CPR which governs the taking of decisions by the MC
- 6.6 The MC may make Regulations for all or any committees, which prevail over procedures derived from these Articles or the CPR if they are not consistent with them.

7 Management Committee and Joint Technical Committee

- 7.1 Subject to these Articles and the CPR, the MC and JTC is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association
- 7.2 No resolution passed by the Association in a General Meeting shall invalidate any prior act of the MC which would have been valid if such resolution had not been passed.
- 7.3 The Association shall have such sub-committees as the MC thinks fit
- 7.4 The MC may make Regulations for all or any sub-committees, which prevail over procedures derived from these Articles if they are not consistent with them.
- 7.5 The MC may invite any member of any sub-committee, to attend and speak at any of its meetings, but not to vote.

8. Technical Committees (TC)

- 8.1 The TC's are governed by the CPR, and must comply with all London Gymnastics, British Gymnastics and FIG International rules, regulations and policies.

MEETINGS

9. General MC or JTC, or Joint MC/JTC Meetings

- 9.1 Subject to these Articles, the MC and/or JTC may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 9.2 Notice of any General meeting must indicate:
 - 9.2.1 Its proposed date time and venue;
 - 9.2.2 If it is anticipated that officers or members 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
 - 9.2.3 Notice of a meeting must be given to each officer or member, but need not be in writing.
- 9.3 At a meeting of the MC, unless a quorum of 60% is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.4 At a meeting of the JTC, unless a quorum of 50% is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 9.5 The quorum for meetings of the MC and/or JTC may be fixed from time to time by a decision of the officers.
- 9.6 The Chair shall preside at all meetings of the MC and/or JTC at which s/he shall be present.
- 9.7 If the numbers of votes for and against a proposal are equal, the Chair of the meeting has a casting vote

10. Officers Power to Authorise Conflicts of Interest

- 10.1 The officers may authorise any matter or situation proposed to them by any officers which would, if not authorised, involve an officer breaching his duty under section 175 of the Act to avoid conflicts of interest.

11. Decision Making by the Management Committee

- 11.1 Any decision of the MC and/or JTC must be either a majority decision or a decision taken in accordance with this Article 11
- 11.2 A decision is taken in accordance with this Article when all eligible officers indicate to each other by any means that they share a common view on a matter.
- 11.3 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible officer or to which each eligible officer has otherwise indicated agreement in writing.
- 11.4 A majority decision by the MC and/or JTC may be taken by a show of hands.

- 11.5 A decision may not be taken in accordance with this Article if the eligible officers would not have formed a quorum at such a meeting.

12. Records of Decisions to be kept

- 12.1 The MC 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 MC and of every unanimous or majority decision taken by the MC and/or JTC (and all sub-committees) and by the Association at General Meetings, Annual General Meetings and Special General Meetings.
- 12.2 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.

13. Management Committee Officers Discretion to Make Further Rules and Regulations

- 13.1 The MC (or any sub-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:
- 13.1.2 The rights, privileges and obligations of members;
 - 13.1.3 The levels of subscriptions fees to be paid by the members;
 - 13.1.4 Procedures for the affiliation of members;
 - 13.1.5 Disciplinary procedures for members;
 - 13.1.6 Such other rules as the MC thinks fit.
- 13.2 The MC (or any sub-committee to whom it delegates its powers) shall have the power to make, vary and revoke CPR for the better administration of the Association including (without limitation):
- 13.2.1 Regulations for the nomination and election (by the Voting Members) of the London Gymnastics Chair
 - 13.2.2 Regulations for the nomination and election (by the Voting Member Clubs) of the TC Chairs
 - 13.2.3 Regulations for the nomination and election (by the Voting TC Chairs) of the JTC Chair & JTC vice Chair
 - 13.2.4 Regulations for the nomination and election (by the voting members) of the Honorary President
 - 13.2.5 Regulations for the nomination and election (by the voting MC) of the Life Vice Presidents.
 - 13.2.6 Terms of reference as to the function, role and operation of the MC in the better administration of the Association;
 - 13.2.7 Regulations for the promotion and organisation of competitions;
 - 13.2.8 Safeguarding policies;

13.2.9 Equality policies;

13.2.10 Disciplinary policies;

13.2.11 Financial Policies and Procedures;

13.2.12 Other regulations or Policies as the MC thinks fit and which are made available by LG on its website.

14 Appointment of-Committee Members, Directors, Officers

14.1 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—

14.1.1 by ordinary resolution

14.1.2 by a decision of the Management Committee.

14.2 Unless otherwise determined by ordinary resolution the number of Directors of LG, shall be not less than three and shall not be subject to any maximum.

14.3 Directors may undertake any services for the company that the Directors decide.

14.4 Directors or members of the Management Committee or any Sub-Committee are entitled to such remuneration or honorarium as the directors determine for any service which they undertake for the company.

14.5 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

14.5.1 Meetings of directors or committees of directors,

14.5.2 General meetings,

14.5.3 Separate meetings of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities.

15. Methods of Appointing Committee Members

15.1 The fixed officers of the-Management Committee shall be:

15.1.1 Chairperson: Elected

15.1.2 The Vice Chairperson: Appointed

15.1.3 The Finance Officer: Appointed

15.1.4 The Child Welfare & Protection Officer: Appointed

15.1.5 The JTC Chairperson: Elected

15.1.6 The LG Administrator: Appointed

15.2 In addition to the fixed officers above, additional members of the Management Committee may be appointed from time to time.

- 15.3 All acts carried out in good faith at any meeting of the MC or of any sub-committee, or by any person acting as an officer 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.
- 15.4 Each member of the MC must be at least 18 years of age, but membership of the MC shall not be subject to a maximum age limit.

16. Termination of Officers Appointment

- 16.1 Without prejudice to any other provision of these Articles, a person shall cease to be an officer of the Association as soon as
 - 16.1.1 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 an Officer and may remain so for more than three months;
 - 16.1.2 Notification is received by the Association from the officer that the officer is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 16.1.3 A person is prohibited by law from being an officer
 - 16.1.4 A person is removed from office by a resolution duly passed pursuant to section 168 of the Act;
 - 16.1.5 A person shall have been absent for more than three consecutive MC meetings without permission of the MC and at least 75% of the other members of the MC, acting together, resolve that his office be vacated;
 - 16.1.6 A person is requested to resign by at least 75% of the other members of the MC acting together;
 - 16.1.7 Being a member of the MC the period for which that person was elected has ended and s/he has not been re-elected.
- 16.2 A person who is removed from office as an officer for whatever reason shall be deemed to have resigned from his/her position-and the vacancy shall be filled in accordance with these Articles.
- 16.3 An officer removed from the MC shall have no claim against the Association for loss of office.

17 Honorary President and Life Vice Presidents

- 17.1 The MC or an affiliate club may present nominations for the post of Honorary President
- 17.2 The Honorary President shall be elected by the members at the AGM, from the nominations

Articles of Incorporation

- 17.3 The Honorary President shall serve for three years with no maximum number of terms.
- 17.4 The Honorary President shall only perform such duties as the MC may decide, delegate and direct from time to time.
- 17.5 The MC or an Affiliated Club may present nominations for the Life Vice President/s for exceptional or distinguished service to LG
- 17.6 The MC shall elect the Life Vice President/s from the nominations
- 17.7 Life Vice Presidents shall be approved at the following Annual General Meeting.

PART 3

AFFILIATED MEMBERS

18 Applications for Affiliation

- 18.1 No club shall become affiliated to the Association unless:
 - 18.1.1 The club is known to be in good standing with governing bodies and government agencies
 - 18.1.2 The club has completed an application for affiliation in such form as may be set out in the Rules
 - 18.1.3 The MC has approved the application.
- 18.2 The MC may from time to time fix the levels of annual-affiliation fees to be paid
- 18.3. Any club whose affiliation fee is more than 28 days in arrears shall be deemed to have resigned their membership of the Association, unless the MC decides otherwise
- 18.4 The MC has the right to refuse affiliation.

19. Conditions of Affiliation

- 19.1 All members shall be bound by and subject to the CPR, and the BG policies
- 19.2 The members shall pay an annual affiliation fee set by the MC
- 19.3 The MC may terminate the membership of any Affiliated Club and additionally impose any other sanction it determines to be appropriate, in connection with the breach of any condition of membership set out in this Article.

20. Suspension of Membership

- 20.1 The MC shall have the power to suspend an Affiliated Club in accordance with the Rules.

21. Termination of Membership

- 21.1 It shall be the duty of the MC, if at any time it shall be of the opinion that the interests of the Association so require, to send by notice in hard copy form (sent by prepaid post to a clubs address), to request that the Affiliated Club withdraws 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 MC present and voting;
- 21.2 If, on the expiry of the time specified in such notice, the Affiliated Club concerned has not withdrawn from membership by submitting their notice of resignation in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the MC

Articles of Incorporation

- 21.3 The MC and the Affiliated Club 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.
- 21.4 The Affiliated Club concerned shall be entitled to present a statement either verbally or in hard copy form, and shall not be required to withdraw from membership unless a majority of the voting MC members present shall vote for the expulsion
- 21.5 If such a vote is carried, or if the affiliate club shall fail to attend the meeting without sufficient reason being given, the club shall cease to be an affiliated member and their club name shall be erased from the register of members.
- 21.6 A member club may withdraw from affiliated membership of the Association by giving 28 clear days' notice to the Association in writing.
- 21.7 A member club may only withdraw if all monies owing to LG have been settled
- 21.8 Club membership terminates automatically when an Affiliated Club ceases to exist or on the failure of the Affiliated Club to comply, or to continue to comply, with any condition of membership set out in these Articles, or the CPR.
- 21.9 Club affiliation is not transferable.
- 21.10 Any Affiliated Club 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 their subscription.

CALLING MEETINGS

22. Notice of and Calling General Meetings

- 22.1 General meetings shall be called on at least 7 clear days' 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 of the Management Committee
- 22.2 Special Business shall not be transacted at a General Meeting unless notice of that business has been given in advance
- 22.3 A General Meeting may be called at any time by the Management Committee.
- 22.4 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.

23. Annual General Meeting (AGM)

- 23.1 The Association shall hold a general meeting in every calendar year as its AGM in addition to any other General Meetings in that year and shall specify the meeting as such in the notices calling it.
- 23.2 The AGM in each year shall be held at such time and place as may be determined by the MC provided that every AGM shall be held not more than 15 months after the preceding AGM.
- 23.3 The notice convening the AGM shall be circulated at least 30 days prior to the meeting
- 23.4 The notice shall be accompanied by copies of the MC report, TC reports, accounts, tabled resolutions and nominations.
- 23.5 The notice shall be sent to all the officers, members of the MC, JTC, TCs and its sub-committees, Affiliated Clubs, Honorary President and Life Vice Presidents.
- 23.6 Clubs may submit resolutions for the AGM 21 days prior to the meeting
- 23.7 Relevant nominations for office and notice of other relevant business for inclusion on the agenda must be received by the MC Administrator at least 21 days prior to the meeting
- 23.8 The annual general meeting shall be held for the following purposes:
 - 23.8.1 To receive from the MC the Association's accounts.
 - 23.8.2 To receive from the MC a report of the activities of the Association since the previous AGM
 - 23.8.3 To elect the Honorary President
 - 23.8.4 To ratify the election of Life Vice Presidents
 - 23.8.5 To vote on resolutions
 - 23.8.6 To transact such other business as may be brought before it.
 - 23.8.7 To appoint the firm of accountants.
- 23.9 The Chairperson, or in their absence a MC Representative, shall preside at the AGM or at any Special General Meeting thereof.
- 23.10 The Chairperson may not propose or second a resolution, or nomination. If s/he wishes to do so s/he must vacate the chair for the duration of the relevant debate. Before vacating the chair he/she should ensure that the meeting nominates a replacement to take the chair during the debate. In most circumstances this would normally be a neutral member of the MC

24. Special General Meetings

- 24.1 A Special General Meeting (SGM) may be summoned at any time by the MC or on a requisition signed for and on behalf of not less ten Affiliated Clubs which shall submit to the Regional Administrator therewith the reason for such a meeting.
- 24.2 The MC shall arrange a SGM within 60 days of such a request.
- 24.3 Not less than 21 days' notice of such a meeting shall be given
- 24.4 No business other than the business specified in the notice of the meeting shall be dealt with at the meeting.
- 24.5 At a Special General Meeting no business shall be transacted unless the clubs who called for such a meeting are all present.

BUSINESS at AGMs and SGMs

25 Speeches

- 25.1 Speakers shall always address themselves to the chair.
- 25.2 A member shall remain quiet if instructed to do so by the Chairperson. If the person disregards this ruling, the Chairperson may instruct him/her to leave the meeting

26 Procedure

- 26.1 Business shall follow the order of the agenda and no business, which is not on the agenda, shall be considered except for procedural motions.
- 26.2 The Chairperson shall open discussion on tabled resolutions by calling upon the proposer.
- 26.3 After the opening speeches by the proposer and seconder, the resolution is open for general debate.
- 26.4 The MC & JTC shall have the right to nominate a speaker either for or against any resolution being proposed.
- 26.5 At the conclusion of the general debate of a resolution, the proposer or, his/her nominee shall have the right to sum up, without introducing new matter to the debate.
- 26.6 Points of information may be raised at any time if the speaker holding the floor will accept them.
- 26.7 Points of order may be raised only to question the procedure of the meeting.
- 26.8 Points of order shall be attended to immediately by the Chairperson, whose ruling may not be questioned

Articles of Incorporation

- 26.9 If in the opinion of the Chairperson, points of order are being raised to prevent a speaker from stating his/her arguments, or to obstruct the course of the meeting, the Chairperson may refuse to permit any further requests for information or points of order during the remainder of that speaker's remarks.

27 Procedural Motions

- 27.1 Procedural motions may be put at any time except that they will not normally be permitted during the main speeches to a resolution or during a vote.
- 27.2 Once a procedural motion has been proposed and seconded, discussion on the resolution under consideration is suspended until the procedural motion has been determined.
- 27.3 Only the following procedural motions may be put:
- 27.3.1 That the meeting suspends the applicable standing order.
 - 27.3.2 That the meeting sets aside the ruling of the Chairperson (in this instance, the Chairperson shall vacate the chair until the outcome is determined.)
 - 27.3.3 That the question be not put.
 - 27.3.4 That the question be now put.
 - 27.3.5 That the meeting proceeds to the next business.
 - 27.3.6 That the meeting adjourns.

28 Proposals and Amendments

- 28.1 Any club or TC Chairperson shall be entitled to propose any resolution or amendment.
- 28.2 Any other club or other TC Chairperson shall be entitled to second any resolution or amendment.
- 28.3 Amendments to resolutions may be proposed by any speaker during debate on that resolution, and require a seconder.
- 28.4 Amendments must be such as to modify, and not wholly negate, the original resolution.
- 28.5 An amendment to a resolution, once proposed and seconded, must be discussed and voted upon before discussion of the original resolution can continue. No further amendment to the original resolution may be proposed until the first amendment has been resolved.
- 28.6 If an amendment is carried, the amended resolution displaces the original resolution, and becomes the main resolution. It can, in its turn, then be amended or voted upon.
- 28.7 A resolution must have a proposer and seconder before the meeting can move on the matter.

29. Attendance and Speaking at Meetings

- 29.1 A member or non-member is able to exercise the right to speak at a general meeting when that person is in a position to communicate any information or opinions which that person has on the business of the meeting.
- 29.2 A member is able to exercise the right to vote at a general meeting when:
 - 29.2.1 That member is able to vote, during the meeting, on resolutions put to the vote at the meeting;
 - 29.2.2 That members 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 members attending the meeting.
- 29.3 The MC may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30. Quorum for Annual General Meetings

- 30.1 Those in attendance at the AGM shall be considered a quorum.
- 30.2 The quorum for meetings may be fixed from time to time by a decision of the officers of the MC.

31. Chairing General Meetings

- 31.1 The Chairperson shall chair General meetings.
- 31.2 If the Chairperson shall be absent, or if at any meeting s/he is not present within 15 minutes after the time appointed for holding the same, the Vice Chairperson shall preside.
- 31.3 If the Vice Chairperson is also not present within 15 minutes of the time at which a meeting was due to start the officers present, must appoint a voting member to chair the meeting, and the appointment of the Chairperson of the meeting must be the first business of the meeting.
- 31.4 The person chairing a meeting in accordance with this Article is referred to as the chair of the meeting.

32. Attendance and Speaking by Non-Members

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

33. Adjournment

- 33.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
 - 33.1.1 The meeting consents to an adjournment;
 - 33.1.2 It appears necessary to protect the safety of any person attending the meeting

Articles of Incorporation

- 33.1.3 To ensure that the business of the meeting is conducted in an orderly manner.
- 33.2 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 33.3 When adjourning a general meeting, the Chair of the meeting must:
 - 33.3.1 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 officers
 - 33.3.2 Have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 33.4 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:
 - 33.4.1 To the same persons to whom notice of the Association's general meetings is required to be given;
 - 33.4.2 Containing the same information which such notice is required to contain.
- 33.5 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

34 Omission

- 34.1 The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any person entitled to attend shall not prohibit the meeting

VOTING AT MEETINGS

35. Voting: General

- 35.1 Voting members present shall be entitled to cast one vote on a show of hands or ballot
- 35.2 At technical assemblies, which shall be held in conjunction with each AGM, the right to one vote each in respect of any votes, will be afforded to London Gymnastics clubs who have registered the said discipline with the NGB. For the avoidance of doubt, a chair of the Technical Committee shall be voted on once in every three-year period.
- 35.3 A resolution put to the vote of a general meeting must be decided on a show of hands unless a ballot is duly demanded in accordance with these Articles. Except where otherwise provided by the Act, every resolution is decided by a majority of votes cast.

Articles of Incorporation

- 35.4 Unless a ballot is duly demanded, 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 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.
- 35.5 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 s/he may have.
- 35.6 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 be tendered, and every vote not disallowed at the meeting is valid.
- 35.7 Any such objection must be referred to the Chair of the meeting whose decision is final.

36 Voting: AGM / SGM

- 36.1 All voting shall be cast with the use of voting cards, unless the MC requests a ballot.
- 36.2 Each Affiliated Club shall be entitled to one vote. A representative of the club must be present at the meeting to record the vote (unless a postal vote has been granted)
- 36.3 The representative carrying the club vote may not represent more than one Regional club.
- 36.4 A representative of each Club shall have one vote.
- 36.5 The Chairperson presiding shall have a casting as well as a deliberative vote
- 36.6 A resolution put to the vote of an AGM / SGM must be decided on a show of hands unless a ballot is duly demanded in accordance with these Articles. Except where otherwise provided by the Act, every resolution is decided by a majority of votes cast.
- 36.7 Clubs may only vote on matters "Technical" within the discipline(s) in which they are registered.
- 36.8 Clubs nominating or seconding a committee member or proposing or seconding a resolution must be present at the meeting.

37. Poll Votes AGM / SGM (ballot)

- 37.1 A poll on a resolution may be demanded:
 - 37.1.1 In advance of the meeting where it is to be put to the vote;
 - 37.1.2 At a contested election

Articles of Incorporation

- 37.2 A poll may be demanded by:
 - 37.2.1 The Chairperson of the meeting;
 - 37.2.2 The Management Committee;
- 37.3 A demand for a poll may be withdrawn if:
 - 37.3.1 The poll has not yet been taken
 - 37.3.2 The Chairperson 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.
- 37.4 Polls shall be taken as the Chairperson of the meeting directs and he/she 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.
- 37.5 A poll demanded on the election of a Chairperson of the meeting or on a question of adjournment shall be taken immediately.
- 37.6 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.
- 37.7 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.
- 37.8 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.
- 37.9 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.

38. Postal Votes

- 38.1 Applications for a postal vote may only be granted in exceptional circumstances.
- 38.2 Requests for a postal vote form must be made to the LG Administrator not less than 14 days prior to the AGM / SGM
- 38.3 Postal votes must be received by the LG Administrator seven days prior to the AGM / SGM.
- 38.4 The postal vote must be authenticated in such a manner as the directors may determine
- 38.5 The vote may be sent by email.

Articles of Incorporation

- 38.6 A postal vote which is incorrectly completed or which is not received in a manner permitted by these Articles shall be invalid unless the Chairperson, in his/her absolute discretion, decides to treat the same as valid.
- 38.7 The MC may require postal votes to be delivered in a particular form, and may specify different forms for different purposes.

39. Amendments to Resolutions

- 39.1 An ordinary resolution to be proposed at a meeting may be amended if:
 - 39.1.1 Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the AGM or SGM 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)
 - 39.1.2 The proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 39.2 A special resolution to be proposed at an AGM or SGM may be amended by ordinary resolution, if:
 - 39.2.1 The Chairperson of the meeting proposes the amendment at the meeting at which the resolution is to be proposed
 - 39.2.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 With the consent of the Chairperson of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 39.4 If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson of the meeting's error does not invalidate the vote on that resolution.

40. Written Resolution at Management Committee Meetings

- 40.1 A resolution in writing, agreed by the majority of MC shall be effective, provided that a copy of the proposed resolution has been sent to every eligible MC member and the majority of MC members have signified their agreement to the resolution in an authenticated document which has been received by the MC Administrator within the period of 28 days
- 40.2 In the case of an ordinary resolution, a simple majority of the MC members is acceptable
- 40.3 In the case of a special resolution, 75% or more of the MC members is required
- 40.4 A resolution in writing may comprise several copies to which one or more MC voting Members have signified their agreement.
- 40.5 The resolution to remove an officer before his/her period of office expires may not be passed as a written resolution:

PART 4

ADMINISTRATIVE ARRANGEMENTS

41. Means of Communication to be used

- 41.1 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 Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
- 41.2 The applicable address shall be the club's registered address as it appears in the Association's register of affiliated members or such address as may be provided to the Association by the member using electronic communications.
- 41.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the MC in connection with the taking of decisions by the MC 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.
- 41.4 an Officer may agree with the Association that notices or documents sent to that Officer 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.
- 41.6 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.
- 41.7 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.

42. Account Inspection

- 42.1 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.

43. No right to Inspect Accounts and Other Records

- 43.1 Except as provided by law or authorised by the MC 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

44. Indemnity

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

45. Insurance

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

46. Dissolution

- 46.1 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, 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.

47. Definitions

In these Articles, unless the context requires otherwise:

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

Affiliated Clubs means those clubs which have paid an LG affiliation fee and agree to be governed by the LG rules and regulations

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 London Gymnastics

Chair(person) means the elected chair of LG, or elected chair of each Technical Committee

Chair of the meeting means the elected Chair or their representative should the chair not be available.

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.

Club any club as defined by the NGB and that is affiliated with the Region in the affiliation year.

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

FIG means the Federation International De Gymnastique

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, 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 of the NGB.

Honorary President means the person appointed from time to time as the honorary president of the Association

Members means the Affiliated Clubs and elected or appointed members of the MC

NGB means National Governing Body; British Gymnastics

Region is the area within the boundaries of all the London Boroughs and the City of London

Registered Office means the registered office of the Association.

Regulations means the regulations of the Association made by the Management Committee as amended from time to time.

Rules means the rules of the Association made by the Management Committee as amended from time to time.

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 Honorary President and the appointment of, and the fixing of the remuneration of, the Auditors at an annual general meeting.

Voting Members means the Affiliated Clubs who shall be entitled to receive notice of, attend and vote at annual general meetings and who are together the members of the Association for the purposes of the Act.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the female gender.

Articles of Incorporation

Words importing persons shall include corporations, unincorporated associations and partnerships.

For the purposes of Section 20 of the Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these article.



THE ZONE

PERFORMANCE
GYMNASTICS CLOTHING



PROUD SPONSORS OF LONDON GYMNASTICS

the-zone.co.uk

TEL: 01706 368819 EMAIL: ENQUIRIES@THE-ZONE.CO.UK