

1630 001

NOTES OF EXPLANATION CONCERNING CHANGES TO THE ARTICLES OF ASSOCIATION OF BRITISH GYMNASTICS (Resolutions 1 - 5)

Dear Member

The provisions of the Companies Act 2006 have been phased in over the last two years, with the final changes taking effect on 1st October 2009. The Act is now fully in force and Sports bodies, such as ours, incorporated as companies, need to ensure that they comply with the 2006 Act. Earlier changes to our Memoranda and Articles have incorporated changes as they came into force, however, there are other changes which now need to be included.

One of the key changes under the 2006 Act for new companies being established after 1st October this year, is that the Memorandum of Association will be in a much shorter prescribed form and incorporated within the Articles, which will become the main constitutional document.

Existing companies can retain their current Articles, however, under the 2006 Act, certain changes have been made which override the provisions of a company's Articles (for example, around the rights of proxies). This means that our existing Articles would need to be read in conjunction with the new Act, which could cause confusion.

There are also several relaxations introduced by the 2006 Act, which are of benefit and which will only apply if our Articles are updated to reflect the change.

The Executive and the Company Solicitors have reviewed the existing Articles and updated them to be compliant with the 2006 Act. The Board have also proposed other amendments to the Articles, governing affiliation and elections, in order to support the corporate governance modernisation recommended by the UK Sport and Sport England audits. Compliance with these recommendations is essential, if BG is to retain the maximum possible support grants for both performance and development.

The proposed changes to the current Articles are highlighted in red/blue in the revised Articles and a more detailed explanation of the rationale for these is given below.

RESOLUTION 1 **MEMORANDA OF ASSOCIATION**

Articles 2 – 4, 5.3 and 86

Matters referred to in these Articles, have historically been contained in the Memorandum of Association. These matters, such as the company's name, objects and powers, members' guarantee and dissolution, now appear in the Articles. These have not changed, but have simply been transferred from the Memoranda to the Articles for ease of reference.

RESOLUTION 2 **GENERAL MEETINGS**

Article 15 – 37

All references to *Extraordinary Resolutions* and *Extraordinary General Meetings* have been removed, where they appear, since they are no longer recognised by the Companies Act 2006. All meetings are *General Meetings*, at least one of which must be held Annually.

In Article 17, the number of members able to call a General Meeting, is changed to comply with the 5% minimum requirement of the Companies Act 2006. At the time the Articles were first drawn up, the ability for 30 (1.6%) of members to require the Board to call a General meeting, was reasonable since there were only 1,800 voting members. Now, with over 6,000 members, the minimum number of voting members who can require the Board to call a General Meeting has been increased to 100 (1.6%) to reflect the same proportion.



RESOLUTION 3 AFFILIATION

Articles 40 – 42

The power of the Board to recognise and cease to recognise other bodies as affiliates, has not changed, but moved forward. All existing affiliated bodies continue to be recognised, provided they agree to the Terms and Conditions in Articles 43 – 45.

Articles 43 – 45

The detailed Terms and Conditions of affiliation have been reviewed, and those of the present requirements which are out-dated or, indeed, impossible for some affiliates to comply with, in particular, for affiliates who are incorporated, have now been removed from the Articles.

RESOLUTION 4 ELECTED OFFICER

Articles 46

The position of President has been changed to that of an honorary one, elected by the Board from within its existing members.

In compliance with the principles of best practice in corporate governance and following the recommendations of the UK Sport/Sport England Self-Assurance Audit, all appointments to the Board should be made through an open selection process, with reference to the necessary skill and competencies for the effective operation of the company.

An elected Director may be in conflict with this principle and the Board believe the, now honorary, position of President should be conferred on one of the existing members of the Board by internal selection, all of whom will have been appointed by an open selection procedure for their competencies, experience and skills.

RESOLUTION 5 REFERENCES

Articles various

The term of office for serving members of the Board has been limited to two consecutive periods of four years, in line with recommended best practice, and there are numerous other minor highlighted changes which are not material to the constitutional content of the Articles, but which are necessary for consistency, cross-referencing and clarity.

The Board of British Gymnastics, having considered the proposed changes carefully and in detail, believe that they are essential for the best Governance of the Association and are in the best interests of its members. Therefore, the Board recommend their adoption to the members, by voting for them in person or by Proxy at a General Meeting, to be held on 8th June 2012.

Alan Sommerville OBE CDir IoD
Chairman of the Board

Paul Garber
President



BRITISH AMATEUR GYMNASTICS ASSOCIATION

2012 SPECIAL GENERAL MEETING

Held In

The Newport Suite, The International Centre, Telford TF3 4JH

1 30pm – Friday 8th June 2012

MINUTES

1 PRESENT:

The President in the Chair and 140 Members in person or by proxy

2. INTRODUCTION.

The Chair welcomed members to the meeting explained the process that BG had gone through to ensure that all relevant members had received the General Meeting communications and indicated that no other person, apart from Jan Charlton, saw the results of the Proxy Vote

2 1 1 The Chairman of the Board proposed a technical amendment, in accordance with Clause 33 2 of the Companies Act 2006, through the Chair of the General Meeting relating to Special Resolution 5, that the Resolution be amended to read "To receive the vote relating to minor changes to the Articles relevant, subject to the outcome of the votes to Resolutions 1-4"

2 1 1 1 It was agreed that

The General Meeting approved the amendment to the wording of Resolution 5

3. SPECIAL RESOLUTION 1

To receive the vote relating to the changes to the Memoranda of Association (Articles 2-4, 5 3 and 86)

FOR
111

AGAINST
21

ABSTENTIONS/VOID
8

3 1 **IT WAS RESOLVED THAT** the proposed changes to the Memoranda of Association (Articles 2-4, 5 3 and 86) be received and adopted

4 SPECIAL RESOLUTION 2

To receive the vote relating to the changes relating to General Meetings (Articles 15-37)

FOR
98

AGAINST
36

ABSTENTIONS/VOID
6

4 1 **IT WAS RESOLVED THAT** the proposed changes relating to General Meetings (Articles 15-37) be rejected

- 5 **SPECIAL RESOLUTION 3:**
To receive the vote relating to the changes relating to Affiliation (Articles 40-42 & 43-45)

FOR	AGAINST	ABSTENTIONS/VOID
98	34	8

- 5 1 **IT WAS RESOLVED THAT** the proposed changes relating to General Meetings (Articles 15-37) be rejected

- 6 **SPECIAL RESOLUTION 4:**
To receive the vote relating to the changes relating to the Elected Officer (Article 46)

FOR	AGAINST	ABSTENTIONS/VOID
51	82	7

- 6 1 **IT WAS RESOLVED THAT** the proposed changes relating to the Elected Officer (Article 46) be rejected

- 7 **SPECIAL RESOLUTION 5.**
To receive the vote relating to the changes relating to minor changes to the Articles relevant, subject to the outcomes of the vote to Resolutions 1-4

FOR	AGAINST	ABSTENTIONS/VOID
107	25	8

- 7 1 **IT WAS RESOLVED THAT** the proposed changes relating to minor changes to the Articles relevant, subject to the outcomes of the vote to Resolutions 1-4, be received and adopted

There being no further business, the Chair thanked members for their attendance and declared the meeting closed at 2 00pm

N B Special Resolutions require a 75% majority of votes by those present or by Proxy to be carried (Companies Act 2006)

THE COMPANIES ACTS 1985 - 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

(adopted pursuant to a Special Resolution passed on the 17th day of September 1994 and as altered pursuant to Special Resolutions passed on the 8th day of May 2004, the 16th day of April 2005, the 14th day of September 2007, the 12th day of September 2008, the 11th day of September 2010 and the 8th day of June 2012.)

Incorporated on the 20th day of April 1982

No 1630001

GENERAL

- 1.1 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context

WORDS MEANINGS

the Act

The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

Affiliated Association

Any association referred to in Article 40 which is for the time being recognised by the Board as an affiliated association and any other association which is for the time being recognised by the Board as an Affiliated Association pursuant to Article 41

Auditors

The auditors for the time being of the Association

Articles

These Articles of Association

the Association

The above named Company

the Board

The board of directors for the time being of the Association or a quorum of the members of the Board present at a meeting of the Board

Chairman

Any member of the Board appointed as Chairman in accordance with Article 63

Clear Days

In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

Communication

The same as in the Electronic Communications Act 2000

Deputy President

Any person appointed as a Deputy President under Article 46.

Deputy Chairman

Any member of the Board appointed as Deputy Chairman in accordance with Article 63

Electronic communication

The same as in the Electronic Communications Act 2000

Gymnastics

Includes without limitation all or any of artistic gymnastics, acrobatic gymnastics, rhythmic gymnastics, general gymnastics (also known internationally as gymnastics for all), team gymnastics, trampoline gymnastics, aerobic gymnastics, cheerleading, gymnastics and movement for people with disabilities 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

Home Country Gymnastics Association

Any of the Home Country Gymnastics Associations referred to in Article 40 I which is for the time being recognised by the Board as an Affiliated Association

Member

Such persons as the Board shall admit to membership of the Association in accordance with Article 6

Member of the Board

Any executive director or non-executive director of the Association for the time being appointed in accordance with Article 58 and holding office

Office

The registered office of the Association for the time being.

President

Any member of the Board appointed as President of the Association in accordance with Article 46

Regulations

Regulations made in accordance with these Articles and for the time being in force
References to Regulations shall include reference to documents variously identified as regulations, rules, standing orders, bye-laws or other materials having the character of regulations

Professional Gymnast

Any person whose only principal occupation is training for and/or taking part in competitions or displays in, or demonstrations or exhibitions of, Gymnastics and from which he derives his only or principal means of subsistence

Seal

The common seal of the Association

Secretary

The person appointed by the Board in accordance with Article 74

Unincorporated Association

The unincorporated association known as “The British Amateur Gymnastics Association” mentioned in Article 3.2 of these Articles

United Kingdom
Great Britain and Northern Ireland.

Deputy President
Any appointed as a Deputy President of the Association in accordance with Article 6.

Month
Calendar Month

In Writing
Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including representations in electronic form

- 1 2 Unless the context otherwise requires:
- 1 2 1 Words importing the singular number only shall include the plural number, and vice versa
- 1 2 2 Words importing the masculine gender only shall include the other genders, and
- 1 2 3 “Person” shall include bodies corporate, unincorporated associations and partnerships and any other legal entity.
- 1 3 Any reference to an Article shall be to an article of these Articles
- 1 4 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles
- 1 5 Reference to any statute or statutory provision shall include a reference to that statute or statutory provision as amended, replaced or re-enacted or as its application is modified by any other statute or statutory provision from time to time (whether on, before or after the date on which the resolution adopting this Article 1 5 was passed) and any former statute or statutory provision amended, replaced or re-enacted (with or without modification) by the statute or statutory provision referred to and shall include references to any provisions of which they are re-enactments (whether with or without modification) and any orders, regulations, instruments or other subordinate legislation made under the relevant statute

2 THE NAME AND REGISTERED OFFICE

- 2 1 The name of the company is The British Amateur Gymnastics Association
- 2 2 The registered office of the company is to be in England

3 OBJECTS

- 3 1 The objects for which the Association is established are
- 3 2 To acquire all the property and assets of the unincorporated association known as “The British Amateur Gymnastics Association” and for that purpose to enter into and carry into effect with such modification (if any) as may be agreed upon a agreement which has been prepared and is expressed to be made between FRANKLYN EDMONDS OBE and GEOFFREY BOTT on behalf of the Board of Control of said unincorporated association of the one part and the Association of the other part and which has been subscribed for the purpose of identification by: PHILIP JOHN WILLMETT and BRENDA COE
- 3 3 To encourage and promote and to join with other persons and organisations in encouraging and promoting and controlling in the United Kingdom the sport of

gymnastics and the practice of such sport otherwise than for reward by persons of all ages including persons under disability whether mental or physical In this and the following provisions of this clause the word "gymnastics" includes, without limitation, all or any of, artistic gymnastics, acrobatic gymnastics, rhythmic gymnastics, trampolining, aerobic gymnastics, gymnastics and movement for people with disabilities, gymnastics for all and such other areas of physical education and such other physical activities as are from time to time approved by the Board

4

POWERS

4 1 The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely

4 2 To organise, control and supervise or to co-operate with any association or organisation engaged in gymnastics and to provide for the co-operation of any such associations or organisations among themselves

4 3 To promote, control and make regulations for national and other championships or competitions or matches in any form of gymnastics, and to appoint or assist in or supervise the appointment of judges in connection therewith

4 4 To select, or assist in the selection of, gymnasts to take part in any championships, matches or competitions and to make payments towards expenses of gymnasts taking part in any championships, matches or competitions

4 5 To train and supervise the training of coaches and judges in gymnastics and to employ coaches

4 6 To conduct, and to regulate the conduct of, examinations of proficiency in gymnastics and to award certificates of proficiency, badges and prizes and to charge for any such certificates and badges

4.7 To publish books, films, periodicals, wall or other charts, publications and tapes and other means of reproducing recorded sound either for sale or for free distribution, and otherwise to disseminate knowledge about gymnastics

4 8 To promote relevant research into human anatomy

4 9 To insure the Association against claims in respect of its activities and its members and employees against claims in respect of acts done by them on behalf of or on the instructions or at the request of the Association

4 10 To organise displays and competitions of any kind of gymnastics and to charge for admission to any such displays and competitions

4 11 To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings and erections

4 12 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association

4 13 To undertake and execute any charitable trusts which may lawfully be undertaken by the Association

4 14 To borrow or raise money on such terms and on such security as may be thought fit

4 15 To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

4 16 To make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutes

4 17 To purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licenses and the like,

4 18 To take and accept any gift of money, property or other assets whether subject to any special trust or not,

4 19 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts,

4 20 To engage and pay any person or persons whether on a full time or part time basis or whether as a consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependents,

4 21 To apply for, promote, and obtain any Act of Parliament, order or license of the Department of Trade or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Association's interest, and to oppose any proceedings or

applications which may seem calculated directly or indirectly to prejudice the Association's interest

4 22 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions

4 23 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world

4 24 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Association has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies

4 25 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Association, or of under taking any business or operations which may appear likely to assist or benefit the Association or to enhance the value of any property or business of the Association, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid

4 26 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

4 27 To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them

Provided that

4 27 1 In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts

4 27 2 The Association's objects shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers

4 27 3 In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board or Governing Body have been if no incorporation had been affected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated AND so that none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Association.

4 27 4 The income and property of the Association shall be applied solely towards the promotion of its objectives and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association -

4 27 4 1 Of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Board or Governing Body) for any services rendered to the Association,

4 27 4 2 Of interest on money lent by any member of the Association or of its Board or Governing Body at a rate per annum not exceeding the base rate (or if it shall be replaced, its successor) from time to time of National Westminster Bank Plc or, if there is no such base rate or a successor thereto, at such a rate from time to time as would, in the opinion of the Board, be the same as or comparable to such base rate or its successor had such base rate or its successor continued in existence

4 27 4 3 Of reasonable and proper rent for premises demised or let by any member of the Association or of its Board or Governing Body

4 27 4 4 Of any sum properly payable to any member of the Association or its Board or Governing Body (or any firm, company or partnership or other body with which or in which any such member may be directly or indirectly connected or interested) and approved by its Board in respect of any goods or services supplied to the Association by any such member, firm, company or partnership or other body (other than any services rendered by any person in his or her capacity as a member of the Board) or any costs, expenses or liabilities properly incurred by any such member on behalf of the Association or out of pocket expenses properly incurred by any member of the Association's Board or Governing Body in carrying out his or her duties as such a member

MEMBERSHIP AND CESSATION OF MEMBERSHIP

- 5 The number of members with which the Association is registered is unlimited
- 5 1 Where for any purpose an Ordinary Resolution of the Association is required, a Special Resolution shall also be effective
- 5 2. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member, or otherwise signify such consent in accordance with the provisions of these Articles Where a person requests or authorises a club or some other person to apply on his behalf for admission as a Full Member or for renewal of his membership the submission of his application to the Association by the club or other authorised person shall sufficiently signify his consent
- 5 3 The liability of the members is limited Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the cost, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1
- 6 Such persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association Membership, and continuing membership, of the Association is a privilege and not a right, and no person shall be admitted as a member of the Association unless he is approved by the Board Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board require, signed or executed by him as appropriate Where a person requests or authorises a club or some other person to apply on his behalf for admission as a

Full member or for renewal of his membership the submission of his application to the Association by the club or other authorised person shall be deemed to be sufficiently executed on his behalf

- 7 1 There shall be three classes of members of the Association, namely Life Members, Individual Members and Joint Members A "Full Member" is an Individual Member or a Joint Member
- 7 2 No annual subscription shall be payable by a Life Member but, subject as hereinafter provided, every Full Member shall pay an annual subscription to the Association of such sum as the Board may from time to time determine
- 8 Life Members shall consist of such of the following persons as have not for the time being ceased to be members in accordance with these Articles that is to say
 - 8 1 Every person who on the date of the incorporation of the Association was a Life Member or a Joint Life Member of the Unincorporated Body and who shall signified in writing his intention to become a member
 - 8 2 Every person who is appointed an Honorary Life Member or who is appointed an Honorary Life Vice-President under Article 54 and has agreed in writing to become a member.
- 9 Full Members shall consist of such of the following persons as have not for the time being ceased to be members in accordance with these Articles, that is to say
 - 9 1 Every subscriber to the Memorandum of Association who at the date of his so subscribing was a Full Member or a Joint Member of the Unincorporated Body,
 - 9 2 Every person, , who on the date of incorporation of the Association was either a Full Member or a Joint Member of the Unincorporated Body who shall have paid his first annual subscription to the Association within such time as the Board shall have allowed
- 9.3 Previous Life Members and Honorary Members of the Unincorporated Body

- 9 4 Subject as provided in these Articles, every person who shall apply for admission, and, in the Board's absolute discretion be admitted by the Board as a Full Member and who within such time as the Board shall allow, thereafter, shall pay his first annual subscription
- 10.1 In addition to the members of the Association there shall be Associate Members
- 10 2 Associate Members shall be those persons whether under the age of 18 years or otherwise who shall pay a subscription on the first day of October in each year (or on such other date as the Board may from time to time determine) of such sum as the Board may determine Associate Members shall have no right to vote on any matter nor to receive notice of or to attend at any General Meeting
- 10.3 The terms and conditions of Associate Membership may be varied by resolution of the Board provided that, in so doing, no variation is made which is in conflict with any other provision of these Articles
11. No individual who is under the age of 18 shall be admitted as a member, other than an as Associate Member No individual who is a professional gymnast shall be admitted to membership of any kind and for the purposes of these Articles the question whether any person is at any time a professional gymnast shall be determined by the Board in accordance with the provisions of the Regulations and such decision shall be final and binding
- 11 1 Where a person makes an application in electronic form for admission as a Full Member or as an Associate Member or for renewal of his membership or Associate Membership or where such an electronic form of application is made on his behalf by a club or other authorised person the submission of such an application in electronic form shall constitute or be deemed to constitute sufficient consent, execution and agreement for the purposes of Articles 4 and 6 and 10
- 12 The first annual subscription of every Full Member shall be payable on the first day of January each year (or such other date as may from time to time be decided upon by the Board) provided that any person becoming a Full Member after that date in any subscription year shall be required to pay an annual subscription in respect of any subscription year at a reduced rate calculated in accordance with the scale approved by the Board from time to time.
- 13.1 A Member or Associate Member shall, subject to Article 14 4, cease to be a member or as the case may require, an Associate Member
- 13 1 1 If he resigns by notice in writing given to the Association,
- 13 1 2 If, he fails to pay any annual subscription within 28 days of the date on which the same became payable under these Articles or such longer period as the Board may in any particular case allow thereafter,

- 13.1.3 If he is expelled under Article 14.1.1,
13.1.4 On his death,
- 13.1.5 If he is convicted of, or cautioned for, any of the offences listed in Article 14.5
- 13.1.6 Upon it first coming to the notice of the Association that he has been convicted of, or cautioned for, any of the offences listed in Article 14.5 before (i) Article 13.1.6 came into effect or (ii) he became a member
- 13.2 A person who ceases to be a member or Associate Member by virtue of Article 13.1.6 or 13.1.7 may appeal against the cessation of his membership. The procedure for an appeal shall be specified in the Regulations
- 13.3 A person who ceases to be a member or Associate Member by virtue of Article 13.1.1, 13.1.2, 13.1.6 or 13.1.7 or who has been expelled from membership in accordance with Article 14.1 shall not be admitted or readmitted to any class of membership or Associate Membership unless and until the Board (having been made aware at the time of application of the reason for the previous cessation of membership) shall specifically agree to their admission or re-admission
- 14 A member or Associate Member may be expelled from membership only in accordance with the Regulations in force from time to time
- 14.1 Any Regulations which relate to the conduct and/or etiquette or the suspension and/or expulsion of members or Associate Members or to any disciplinary or appeals procedure applicable to these Articles or any such Regulations, or any breach or alleged breach thereof may, if the Board in its absolute discretion thinks fit, apply wholly or partly to any event, conduct, act or omission occurring, or alleged to have occurred, on or at any time before or after the date of the passing of the Special Resolution adopting these Articles or, as the case may require, the date on which the relevant Regulation takes effect (other than any breach or alleged breach of any provisions of these Articles or any such Regulations which has been finally determined by the Association on or before the relevant date and provided that any such retrospective application shall not apply to any disciplinary action taken or decision made in respect of the member or Associate Member concerned on or before the relevant date)
- 14.2 A member or Associate Member may be suspended from membership, or from any of the rights and benefits of membership, only in accordance with the Regulations of the Association in force from time to time
- 14.3 A member or Associate Member who has been suspended from membership shall, for as long as he remains suspended, be deemed not to be a member or Associate Member as the case may be for all purposes except that.

- (i) he shall remain liable to pay the subscription due for the membership year in which he is suspended and any other sums due to the Association, and
- (ii) he shall remain subject to the provisions of Articles 1 to 14 inclusive and to the standards of conduct and complaints and disciplinary procedures set out in the Regulations

14 4 A person who ceases to be a member or Associate Member by virtue of Article 13.1 1 or 13.1 2 during a period when they are suspended from membership or at a time when any complaint or disciplinary proceeding is pending against them in accordance with the Regulations shall

- (i) remain subject to these Articles and the Regulations insofar as they relate to the bringing and conclusion of disciplinary proceedings related to the matters in respect of which they were suspended or in respect of which a complaint or disciplinary proceeding was pending at the time their membership or Associate Membership otherwise ceased, and
- (ii) not be admitted or readmitted to any class of membership or Associate Membership unless and until the Board (having been made aware at the time of application of the matters giving rise to the suspension, complaint or disciplinary proceedings) shall specifically agree to their admission or readmission. Any admission or readmission may be made subject to conditions relating to the determination or review of any unresolved matters which had given rise to the suspension, complaint or disciplinary proceedings or which have arisen since that time

14 5 Commission of the following offences is considered to be incompatible with any form of membership or Associate Membership. A person who has committed any of these offences shall not be admitted to any class of membership or Associate Membership unless and until the Board (having been made aware by the applicant of the commission of the offence) shall specifically agree to their admission. All those offences

- listed within Schedule 4 to Criminal Justice and Court Services Act 2000,
- listed within Schedule 1 to the Criminal Procedure (Scotland) Act 1995,
- listed within Schedule 1 to the Protection of Children (Scotland) Act 2003;
- comparable or equivalent to any of the preceding provisions applicable from time to time with Northern Ireland; and
- any offences subsequently added to any such list or of similar character to those listed or contained within any statutory modification or re-enactment of any of the lists of offences or of any part of them for the time being in force, and
- any other offence or class of offence determined by the Board from time to time as being incompatible with membership or Associate Membership

GENERAL MEETINGS

- 15 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The Annual General Meeting in each year shall be held on the third Saturday in September (or such other date as may be determined by the Board) and at such place as may be determined by the Board.
16. All General Meetings, other than Annual General Meetings, shall be called General Meetings
17. The Board may whenever it thinks fit convene a General Meeting, and on the requisition of members representing at the date of the deposit of such requisition not less than 30 (thirty) members (or, if lower, not less than one tenth of all the members) having on such date the right to vote at General Meetings of the Association, shall forth with proceed to convene a General Meeting for a date not later than 30 days after receipt of the requisition To every such requisition the provisions of Section 303 of the Act shall apply as if such requisition was one duly made under sub-section (1) of that Section
- 18.1 At least twenty-one Clear Days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution , and at least fourteen Clear Days' notice in writing of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit
- 18.2 No business which is special business shall be transacted at a General Meeting unless notice of the general nature of that business has been given pursuant to Article 18 1.
- 19 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

PROCEEDINGS AT GENERAL MEETINGS

20. All business shall be deemed special that is transacted at a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and

balance sheet and the reports of the Board and of the Auditors, the election of officers and the appointment of, and the fixing of the remuneration of, the Auditors

21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business, save as herein otherwise provided thirty members (or, if lower, not less than one-tenth of all the members) present in person or by proxy or their duly authorised representatives shall be a quorum
22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time or place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the member(s) present in person or by proxy (or, in the case of a corporation or a unincorporated body, by its duly authorised representative) shall be a quorum
23. The Chairman of any General Meeting shall be the first of the following people who is present at the time fixed for the start of the meeting and who is able and willing to preside as Chairman of the meeting (in Articles 23 to 39 "the Chairman")
 - The President
 - A Deputy President selected by those Directors present in person at the meeting
 - The Chairman or, in his absence, the Deputy Chairman of the Board,
 - A Director selected by those Directors present in person at the meeting,
 - A member selected by those members present in person at the meeting
24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting. Save as afore said, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting
25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the results of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.
 - 25 1 By the Chairman, or
 - 25 2 By at least five members having the right to vote at the meeting; or

- 25 3 By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and a demand by a person as proxy for a member or by the duly authorised representative of a member which is a corporation or an unincorporated body shall be the same as a demand by the member
- 26 Unless a poll is duly demanded a declaration by the Chairman 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
- 27 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 28 A poll shall be taken as the Chairman 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
- 29 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have
- 30 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken forthwith or at such other time and place as the Chairman 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
- 31 No notice need be given of a poll not taken forthwith 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 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
- 32 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members

VOTE OF MEMBERS

- 33 On a show of hands or on a poll every member present in person or by proxy (or, in the case of a corporation or an unincorporated body, by its duly authorised representative) shall have one vote
- 34 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question at any General Meeting
- 35 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 36 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive
37. The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

I/We [] of

being a member/members of the above named association, hereby appoint []

of [] or failing him []
of []

as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual general meeting of the company, to be held on 200 , and at any adjournment thereof

This form and the votes exercisable by the proxy are to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

etc

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may abstain from voting on any resolution

Signed this day of 200

38 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may

38 1 In the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

38 2 In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the Association in relation to the meeting, or

- (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,
- 38 3 In the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- 38 4 Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any member of the Board, and an appointment of proxy which is incorrectly completed or which is not deposited, delivered or received in a manner so permitted shall be invalid unless the Chairman shall, in his absolute discretion, decide to treat the same as valid. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 39 A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation or unincorporated body shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

AFFILIATED ASSOCIATIONS

- 40 The following existing associations shall, subject as hereinafter provided, constitute the Affiliated Associations, that is to say
- 40 1 The organisations recognised by the Board as the Home Country Gymnastics Associations of England, Scotland, Northern Ireland and Wales respectively
- 40 2 The English Regional Gymnastics Associations of each of the regions specified below -
- | | |
|------------------|---------------|
| North of England | Southern |
| Yorkshire | South West |
| East Midlands | West Midlands |
| East | North West |
| London | South East |
- 40 3 The Isle of Man Gymnastics Association.
- 40 4 The British Schools Gymnastics Association

- 40 5 Provided that no such Association shall become an Affiliated Association unless its governing body shall have applied to the Board to become an Affiliated Association
- 41 The Board may also in its absolute discretion at any time recognise as an Affiliated Association any other association the governing body of which shall have applied to the Board to become an Affiliated Association and such association shall thereupon become an Affiliated Association
- 42 The Board may remove recognition from any Affiliated Association (whether affiliated pursuant to Article 40 or Article 41) if that Affiliated Association shall have
- 42 1 Failed to comply with any of the provisions of these Articles or the Regulations
- 42.2 Failed to comply with any instructions, rules, regulations or directive of, or prohibitions imposed by, the Association, the Fédération Internationale de Gymnastique, the International Olympic Committee or the British Olympic Association or any other body or association which has jurisdiction over or is a governing body or authority in relation to Gymnastics or any competition for or involving Gymnastics
- 42 3 Conducted itself in a manner which in the Board's opinion, is incompatible with the objectives of the Association or which, in the Board's opinion, brings or might bring the Association into disrepute
- 42 4 In the event that recognition is removed from an Affiliated Association, that Affiliated Association shall immediately cease to be an Affiliated Association and shall lose all of its rights as such in relation to the Association
43. A member of the Association may, but need not be, a member of one or more Affiliated Associations
- 44 A member of any Affiliated Association, except the British Schools Gymnastics Association, shall be required to be a member of the Association or an Associate Member thereof
- 45 1 Each Affiliated Association shall, subject as hereinafter provided, have a constitution approved by the Board and any alteration or addition to any part of such constitution and the adoption of a new constitution shall only have effect if approved in writing by the Board and no such constitution shall contain anything inconsistent with the provisions of these Articles or any Regulations or any directions or rules made pursuant thereto provided that in the case of the existing associations referred to in Article 40 their respective constitutions in force at the date of the unincorporation of the Association (modified if necessary to provide that references therein to the Unincorporated Body are references to the Association) shall be deemed to have been approved by the Board

45.2 Subject as aforesaid every Affiliated Association for the time being recognised by the Association shall be entitled to

- (a) Control its own activities, business, finances and property,
- (b) Affiliate to membership clubs with training venues in its area,
- (c) Register persons as members thereof,
- (d) Promote and control championships, displays and competitions in Gymnastics within its area and to organise and control amateur Gymnastics in its area by means of setting up organisations for different parts of such area or in any other way it may think fit,

45 3 Subject as aforesaid each of the Home Country Gymnastics Associations for the time being recognised by the Association as an Affiliated Association shall be entitled to nominate in accordance with Article 48 the number of members of the Association (eligible to be members of the Board and who have been nominated, in accordance with the Affiliated Association's constitution, by the Affiliated Association in general meeting provided that no person who is an employee of the Association or of any Affiliated Association shall be eligible for such appointment) as set out opposite its name in Article 48 2 as its nominee(s) on the Board

45 4 The constitution for the time being of each Affiliated Association shall provide that

45 4 1 Such Affiliated Association shall observe and administer the provisions of these Articles and of the Regulations

45 4 2 Such Affiliated Association shall make and apply in relation to its members rules of conduct and etiquette and disciplinary rules and procedures which are the same or substantially the same as those in force from time to time in relation to members of the Association

45 5 Every Affiliated Association shall submit an Annual Report and statement of Accounts to the Board on or before the 30th June (or such other date as the Board may from time to time decide) in every year

45 6 Every Affiliated Association shall pay such fees to the Association as may for the time being be prescribed by the Regulations on or before the 30th June (or such other date as may be stipulated in the Regulations) in every year.

ELECTED OFFICER

46 1 The President appointed at the Annual General Meeting at which this Article 46 1 was adopted shall hold office until the conclusion of the Annual General Meeting in the

year 2008 or until he shall die or resign such office or become disqualified under Article 56 or Article 52C before the conclusion of such meeting

46.2 Every succeeding President shall hold office until the conclusion of the fourth Annual General Meeting after that at which he was elected or re-elected to that office or until he shall die or resign such office or become disqualified under Article 56 or Article 52C before the conclusion of such meeting provided that any vacancy arising, for whatever reason, during the specified term of office of the President shall be filled only for the remainder of the specified term. If a vacancy arises between Annual General Meetings the Board shall appoint an interim President to hold office until an election can be held at the next Annual General Meeting for the unexpired remainder of the term of appointment (if any)

46.3 At every Annual General Meeting at the conclusion of which the President is to vacate such office under Articles 46.1 or 46.2 or at the Annual General Meeting next following any early vacation of office the Association shall elect some member to such office and on any such occasion a retiring President shall be eligible for re-election to that office for a maximum of one further four-year term of office

46.4 No person shall be eligible for election or to hold office as the President unless he is a member on the date of his nomination and his election and shall have been nominated for election thereto by notice in writing signed by the nominated member and not less than 2 other members supporting his nomination and given to the Association, in the case of an election which is to take place at the Annual General Meeting, no later than 35 days before the date fixed for the meeting (or such shorter period as determined by the Board if the vacancy has arisen within 49 days of the date fixed for the Annual General Meeting) All nominations received after the stipulated date will be invalid. The name of every person so nominated shall be stated in the notice convening the relevant Annual General Meeting in the case of nominations received before that notice is printed for despatch to members or, in the case of any valid nominations received after that time, in a notice given to members as soon as reasonably practicable after receipt of that nomination or at the Annual General Meeting

46.5 Whenever there is more than one candidate for election as the President a poll shall be taken on the election to such office on which each member present in person or by proxy (or, in the case of a corporation or an unincorporated body, by its duly authorised representative) shall have one vote and the candidate who receives the greatest number of votes shall be elected. In the case of an equality of votes the Chairman of the meeting shall have a casting vote

46.6 So long as there are sufficient members of the Board (other than the President) willing to act, the Board will appoint and ensure that there are at all times appointed one or more members of the Board as a Deputy President to assist the President in his role as President (for example, by attending events on behalf of the Association, and by chairing meetings of or relating to the Association pursuant to Article 23, which the President is unable to attend). The Board may at any time resolve that any such member of the Board shall cease to hold any such office to which he has been appointed. The President and

any Deputy President holding office shall only perform such duties in that capacity as the Board may decide, delegate and direct from time to time

46 7 The first appointment of Deputy President(s) shall be made by the Board immediately following the Annual General Meeting in 2008. A person appointed as a Deputy President shall hold office until the conclusion of the second Annual General Meeting after his appointment or until he resigns or until the Board resolve under Article 46 6 that he cease to hold office. A person whose appointment as a Deputy President has expired may be reappointed by the Board for a maximum of one further four-year term of office

COMMITTEES

47 The Board may, in its absolute discretion, create Committees with such names and duties as the Board shall decide, the members of which shall be appointed in accordance with the Regulations.

THE BOARD OF DIRECTORS

48 The Board shall consist of

48 1 The President.

48 2 Non-executive directors nominated by Home Country Gymnastics Associations and appointed by the Board in accordance with Article 48 5

48 3 Non-executive directors appointed by the Board in accordance with Article 48 7

48 4 Executive directors appointed by the Board in accordance with Article 52A

48 5 The Home Country Gymnastics Associations may each, by written notice given to the Association at the Office, nominate one non-executive director. If a non-executive director nominated by a Home Country Gymnastics Association ceases for any reason to hold office as a non-executive director that Association may nominate another person to hold office as a non-executive director in his place, for the remainder of his term

48 5 1 Each non-executive director nominated by a Home Country Gymnastics Association shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until he shall cease to be a member of the Board pursuant to Article 56 before that anniversary. A Home Country nominated non-executive director who ceases to hold office at the end of his period of appointment may be appointed for a maximum of one further consecutive four-year term of office

48 5 2 In making their nominations the Home Country Gymnastics Associations shall select persons having professional or other competencies which shall contribute to the operation of the Board having regard to any guidance given by the Board as to the areas in

which additional competency is required. The Board shall appoint each of the persons nominated, subject to the requirements of Article 48.7, unless the Board resolves that he should not be appointed as a member of the Board provided that no such resolution shall be effective unless approved by at least 75% of the members of the Board.

48.6 Any non-executive director removed from the Board pursuant to Article 56.8 shall have no claim against the Association for loss of office.

48.7 The Board may appoint any person to be a non-executive director. In selecting persons to be appointed as 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 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.

48.8 Each non-executive director appointed pursuant to Article 48.7 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until he shall cease to be a Director pursuant to Article 56 before that anniversary. A 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.

49.0 No person who is not a member of the Association shall in any circumstances be eligible to be elected to or hold office as a member of the Board. 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.

49.1 Unless otherwise determined by ordinary resolution and subject to Article 52B, the number of members of the Board shall not be subject to any maximum but shall not be less than two.

POWERS OF THE BOARD OF DIRECTORS

- 50 Subject to the provisions of the Act, these Articles, the Memorandum of Association of the Association and to any directions given by special resolution, the business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all the powers of the Association, and do on behalf of the Association all acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting. No alteration of the Memorandum of Association or these Articles and no such direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 50 shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 51 The Board may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF BOARD'S POWERS

- 52 The Board may delegate any of its powers to any committee consisting of one or more members of the Board and/or other persons. It may also delegate to any Board member or the Secretary such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose (including authority for such committee or member or the Secretary to sub-delegate all or any part of its or his powers), and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee consisting of or including two or more members of the Board shall be governed by these Articles regulating the proceedings of the Board so far as they are capable of applying. The Board may invite any member of any such committee, not being a member of the Board, to attend any of its meetings and to speak thereat, but not to vote.
- 52A Subject to Articles 52B and 52C, 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 under 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

- 52B The number of members of the Board appointed as executive directors or to any other executive offices at any time under Article 52A shall not exceed 40% of the total number of member of the Board
- 52C The Director appointed as President under Article 46 may not be appointed under Article 52A as an executive director or other executive office or receive any remuneration or other benefits other than expenses payable under Article 57 ”

REGULATIONS

- 53 Without prejudice to the generality of the provisions of Articles 50 - 52 (inclusive) the Board may from time to time make Regulations, for the purposes of the Association and its activities and in relation to its members and Associate Members and the Affiliated Associations, any sub-divisions of any Affiliated Association, or any Gymnastics Club which is registered with the Association (including without limitation, rules relating to the forum for appeals and procedures for appeals by any of the aforesaid) and may from time to time amend, supplement, vary or replace the same or any part thereof The Regulations shall provide for the various matters which are under the provisions of these Articles to be thereby provided for and for such other matters as the Board shall think fit, provided that no provision of any Regulations shall be inconsistent with any of the provisions of these Articles The Regulations shall be binding on the members of the Association and Associate Members and Affiliated Associations to the same extent as if they had been included in these Articles Any member or Associate Member or Affiliated Association may at his request be provided with a copy of any of the Regulations but the Association shall be entitled to charge for each copy so provided up to the maximum sum which the Association shall be entitled under the Act to charge for providing a copy of the Memorandum of Association or these Articles to members Any bye-laws, standing orders or rules and regulations made under this Article prior to 12th September 2008 shall remain in full force and effect as Regulations unless and until revoked or amended by the Board

HONORARY APPOINTMENTS

- 54 The Board may in its absolute discretion at any time and from time to time appoint any person who has rendered exceptional services to the Association to be an Honorary Life Vice-President and any person who has rendered distinguished service to the Association to be an Honorary Life Member
- 55 The Board may invite any company or other organisation to appoint a person (hereinafter called “an outside representative”) to attend all meetings of the Board as the representative of the company or organisation which appointed him and

until such invitation is withdrawn by the Board the outside representative for the time being of that organisation shall be entitled to receive notice of and to attend all meetings of the Board and to speak thereat but no outside representative shall vote at any meeting of the Board or be counted towards the quorum at any such meeting

VACATION OF THE OFFICE OF DIRECTOR

- 56 Without prejudice to any other provision of these Articles, the office of a member of the Board shall be vacated if
- 56 1 He becomes bankrupt or a receiving order or an interim order under the Insolvency Act 1986 is made against him or he makes any arrangement or composition with his creditors generally, or
- 56 2 He is, or may be, suffering from mental disorder and either:
- 56 2 1 He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or
- 56 2 2 An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- 56 3 He ceases to be a member of the Association, or
- 56 4 By notice in writing to the Association he resigns his office, or
- 56 5 He ceases to be a member of the Board by virtue of any provisions of the Acts or he becomes prohibited by law from being a director, or
- 56 6 He is removed from office by resolution duly passed pursuant to section 168 of the Act, or
- 56 7 He shall for more than 6 consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated, or
- 56 8 The Board at any time resolves that he should be removed as a member of the Board provided that no such resolution shall be effective unless approved by at least 75% of the Board
- 56 9 Being a member of the Board appointed pursuant to Article 48 2 or Article 48 5 1, the period for which he was appointed has ended and he has not been reappointed.

- 56 10 Being a member of the Board appointed under Article 52A, and not being a member of the Board by virtue of any other provision of these Articles, the Board shall resolve that his employment as an executive director shall be terminated or that he shall continue as an employee of the Association only in a capacity other than as an executive director
- 57 The members of the Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or any committee formed under Article 52 or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties
- 58 Subject to the provisions of the Act and these Articles of Association and provided that he has disclosed to the Board the nature and extent of any material interest of his, a member of the Board notwithstanding his office
- 58 1 May be a party to, or otherwise be interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested,
- 58 2 May be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested, and
- 58 3 Shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 59 For the purposes of Article 58
- 59 1 A general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that that member of the Board has an interest in any such transaction of the nature and extent so specified, and
- 59 2 An interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

PROCEEDINGS OF THE BOARD

- 60 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, and determine the quorum necessary for the transaction of business Unless otherwise determined by the Board and subject to the provisions of Article 63, one half of the members of

the Board (any fraction being rounded down to the nearest whole number) (and for this purpose any deputy member appointed in accordance with Article 65 and present at the meeting shall counted in the quorum) shall be a quorum, provided always that the number of non-executive directors is equal to or exceeds the number of executive directors present at the meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- 60 2 The members of the Board may meet together in person or by telephone or any other means of electronic communication for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Meetings by telephone or any other means of electronic communication may take place if there is sufficient number of members of the Board to form a quorum in accordance with Article 60 1 in common communication by telephone or any other means of electronic communication so that each such member of the Board) can speak to and be heard by each of such other members of the Board (or deputy members) participating in the meeting. A member of the Board will be deemed to be present at a meeting of the Board by telephone or any other means of electronic communication if he is in direct common communication with each other member of the Board taking part in the meeting. All the provisions of the Articles relating to a meeting of the members of the Board in person shall apply equally to a meeting of the members of the Board by telephone or any other means of electronic communication. Unless the Board otherwise resolves, a meeting of the Board shall be deemed to have been held at the place where the larger number of members of the Board participating in the meeting are situated.
- 61 A member of the Board may, and on request of three members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board at their respective addresses appearing in the register of members of the Board, or, as appropriate, any address for service in the United Kingdom notified in writing to the Board by the relevant member of the Board. Notice of every such meeting as aforesaid shall be given to every outside representative for the time being entitled under Article 55 to receive such a notice. It shall not be necessary to give notice of a meeting to a member of the Board or any outside representative who is absent from the United Kingdom.
- 62 The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than 2 it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, or of summoning a General Meeting, but not for any other purpose.
63. The members of the Board shall from time to time as they think fit elect, and may remove, a member of the Board to be the Chairman of the Board and may appoint and remove a further member of the Board to be the Deputy Chairman.

- 64 Any Chairman or Deputy Chairman so elected shall hold office until the fourth anniversary of the date of his appointment or until he shall be removed or cease to be a member of the Board before that anniversary Any Chairman or Deputy Chairman so elected who ceases to hold office as Chairman or Deputy Chairman (as the case may be) at the end of his appointment may be reappointed for a maximum of one further consecutive four-year terms of office
- 64 1 The Chairman shall preside at all meetings of the Board but if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting and willing and able to preside, the Deputy Chairman shall preside as chairman, or if the Deputy Chairman shall not be present and willing to preside the members of the Board present and their respective deputy members shall choose one of their number to be chairman of the meeting
- 65 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Board generally A meeting at which a quorum has been present shall not cease to be a competent meeting by reason of one or more directors leaving the meeting for a period during the course of the meeting or by one or more directors leaving the meeting before the business of the meeting, as listed on its agenda, is completed.
- 66 All acts bona fide done by any meetings of the Board or any committee formed under Article 52 or any person acting as a member of the Board or any such committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified or not entitled to vote, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board and to vote
- 67 A resolution in writing signed by all the members for the time being of the Board or of any committee formed under Article 52 who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as it had been passed at a meeting of the Board or of such committee duly convened and constituted and may consist of several documents in the like form each signed by one or more members of the Board or of such committee
- 68 Save as otherwise provided by these Articles, a member of the Board shall not vote at a meeting of the Board or of a committee formed under Article 52 on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs
- 68 1 The resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association or any of its subsidiaries,

68 2 The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,

68 3 His interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Association or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Association or any of its subsidiaries for subscription, purchase or exchange

For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory rights modification thereof not in force when this Article becomes binding on the Association), connected with a member of the Board shall be treated as an interest of that member

69 A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote

70 The Association may by ordinary resolution suspend or relax to any extent, neither generally or in respect of any particular matter, any provision of these Articles prohibiting a member of the Board from voting at a meeting of the Board or of a committee formed under Article 52

71 Where proposals are under consideration concerning the appointment of two or more members of the Board to offices with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each member of the Board separately and (provided he is not for another reason precluded from voting) each of the members of the Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment

72 If a question arises at a meeting of the Board or of a committee formed under Article 52 as to the right of a member of the Board to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any member of the Board other than himself shall be final and conclusive

MINUTES

73 The Board shall cause proper minutes to be made, in books kept for the purpose, of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees formed under Article 52, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by

the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

SECRETARY

- 74 Subject to the provisions of the Act, a Secretary may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. The provisions of sections 274 and 280 of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

THE SEAL

- 75 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of any two members of the Board or any such member and the Secretary or an assistant or deputy Secretary, and the said members and the Secretary or assistant or deputy Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

ACCOUNTS

76. The Board shall cause accounting records to be kept in accordance with the requirements of the Act
- 77 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board and other officers of the Association
- 78 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any rights of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting
79. At the General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than seven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the

Auditors, and copies of such account, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 424 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served

AUDIT

- 80 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one more properly qualified Auditor or Auditors
- 81 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated as the Directors mentioned in those provisions

NOTICES

- 82. Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board or a committee formed under Article 52) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 83 A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Association by the member. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications
- 84 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, or an address to which notices may be sent using electronic communications shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to received notices from the Association
- 85 Any notice shall be deemed to have been served, if served by post, on the day following that on which the letter containing the same was posted, or, in the case

of a notice contained in an electronic communication, on the day following that on which it was sent, and in proving such service it shall be sufficient to prove that, if served by post, the letter containing the notice was properly addressed, prepaid and posted or, in the case of a notice contained in an electronic communication, it was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators

- 85A Documents or Information may be sent or supplied by the Association to a member or to an Associate Member by making them available on the Association's website to those members or Associate Members who have agreed to the Association sending or supplying documents or information in that manner in accordance with Schedule 5 paragraph 9 of the Act or are taken to have so agreed in accordance with Schedule 5 paragraphs 9 and 10 of the Act

DISSOLUTION

- 86 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 of the Association, 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 or by virtue of Article 4 27 4 of these Articles, such institution or institutions to be determined by the members of the Association 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

INDEMNITY

- 87 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled every member of the Board or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against the 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
- 88 The Association may purchase and maintain for any such person as is referred to in Article 87 insurance against any 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