

THE COMPANIES ACTS 1985 - 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

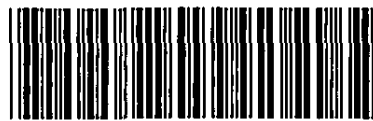
THE BRITISH AMATEUR GYMNASTICS ASSOCIATION

(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 and the 11th day of September 2010)

Incorporated on the 20th day of April 1982

No 1630001

THURSDAY



RS7H8NUW

RM

30/09/2010

497

COMPANIES HOUSE

GENERAL

- 11 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 Until the Act is fully implemented a reference to a section of the Act not yet in force shall refer to the equivalent provision in the Companies Act 1985

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

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

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

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 1 which is for the time being recognised by the Board as an Affiliated Association

Office

The registered office of the Association for the time being

Articles

These Articles of Association

President

The President of the Association for the time being

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 under Article 74

Unincorporated Body

The unincorporated association mentioned in clause 3(a)(i) of the Memorandum of Association of the Association

United Kingdom

Great Britain and Northern Ireland

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

MEMBERSHIP AND CESSATION OF MEMBERSHIP

- 2 The number of members with which the Association is registered is unlimited
- 3 Where for any purpose an Ordinary Resolution of the Association is required, a Special or Extraordinary Resolution shall also be effective and where an Extraordinary Resolution is required a Special Resolution shall also be effective
- 4 The provisions of section 113 of the Act shall be observed by the Association, and 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 The Association is established for the purposes expressed in the Memorandum of Association

- 6 The subscribers to the Memorandum of Association and such other 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 either by subscribing to the Memorandum of the Association or otherwise,
- 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, not being a subscriber to the Memorandum of Association, 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
- 11A 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 [Deleted]

13 1 4 If he is expelled under Article 14 1 1;

13 1 5 On his death,

13 1 6 If he is convicted of, or cautioned for, any of the offences listed in Article 14 5.

13 1 7 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 1 1 A member or Associate Member may be expelled from membership only in accordance with the Regulations in force from time to time

14 1 2 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 11, 13 12 or 13 13 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 Extraordinary General Meetings
- 17 The Board may whenever it thinks fit convene an Extraordinary 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 an Extraordinary 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 or an Extraordinary Resolution where special notice is not required to be given under the Act, 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 an Extraordinary 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/extraordinary 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

 and the Isle of Man Gymnastics Association

40 3 The British Schools Gymnastics Association

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:
 - 45 2 1 Control its own activities, business, finances and property,
 - 45 2 2 Affiliate to membership clubs with training venues in its area,
 - 45 2 3 Register persons as members thereof,
 - 45 2 4 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 [Deleted]
 - 45 4 3 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
- 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 further period

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 1 The Board shall consist of
- 48 1 1 The President
- 48 1 2 Non-executive directors nominated by Home Country Gymnastics Associations and appointed by the Board in accordance with Article 48 2
- 48 1 3 Non-executive directors appointed by the Board in accordance with Article 48 5.
- 48 1 4 Executive directors appointed by the Board in accordance with Article 52A
- 48 2 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

Each non-executive director nominated by a Home Country Gymnastics Association will have a maximum four-year term

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 unless the Board resolves that he should not be appointed as a Director provided that no such resolution shall be effective unless approved by at least 75% of the Directors for the time being holding office

48 3 Any President or non-executive Director removed from the Board pursuant to Article 56 8 shall have no claim against the Association for loss of office

48 4 [Deleted]

48 5 1 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 wide spread of expertise and competency within the Board including competencies 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 the sport of gymnastics and shall upon appointment designate the specific competency of each person appointed. Directors appointed under this article shall in particular, in addition to participating generally in the business of the Board, assist and guide the Board in a non-executive capacity in its monitoring of those aspects of the Association within their designated individual competency.

48 5 2 Each non-executive director appointed pursuant to Article 48.5 1 shall hold office 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 three consecutive terms.

49.1 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 2 Unless otherwise determined by ordinary resolution, 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 Director 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 directors may determine and they may remunerate any such director for his services as they think fit. Any appointment of a director

to an executive office shall terminate if he ceases to be a Director but without prejudice to any claim to damages for breach of the contract of service between the director and the Association

- 52B The number of Directors appointed as an executive director or to other executive office at any time under Article 52A shall not exceed 40% of the total number of Directors
- 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 else where) 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 303 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 director provided that no such resolution shall be effective unless approved by at least 75% of the Directors for the time being holding office.
- 56 9 Being a Director appointed pursuant to article 46.1, 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 Director appointed under Article 52A, and not being a Director 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 the Memorandum 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, two-thirds 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 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 Director to be the Chairman of the Board and may appoint and remove a further Director to be the Deputy Chairman
- 63 1 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 Director pursuant to Article 56 Any Chairman or Deputy Chairman so elected shall be eligible for re-election for no more than three consecutive terms

- 63 2 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
- 64 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.
- 65 1 [Deleted]
- 65 2 [Deleted]
- 65 3 [Deleted]
- 65 4 [Deleted]
- 65 5 [Deleted]
- 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 Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

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

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

FRANKLYN EDMONDS
6 Manor Grove,

Mangotsfield,
Bristol
BS17 3LF

Retired Local Government Officer

GEOFFREY GEORGE BOTT
22 South Priors Court,
Lings,
Northampton,
NN3 4LD

Chief Local Government Officer

Dated the 2nd day of March 1982

WITNESS to the above signatures

JOHN STAFFORD SMITH
9 Manor Grove,
Mangotsfield,
Bristol
BS17 3LF

Police Superintendent

OLIVE W Newson
73 Dowsett Road,
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Public Servant