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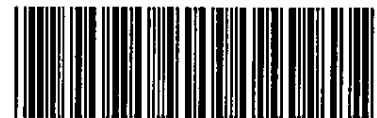
**THE COMPANIES ACTS 1985 to 2006**  
**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**of**  
**BRITISH UNIVERSITIES AND COLLEGES SPORT LIMITED**  
**(the "Company")**

**Interpretation**

1 In these regulations

<b>the "Act"</b>	means the Companies Act 1985 as amended by the Companies Acts 1989 and 2006 including any statutory modification or re-enactment thereof for the time being in force,
<b>"AGM"</b>	means annual general meeting,
<b>"Application"</b>	means a written application for membership in such form as the directors may decide for time to time as described in Article 3,
<b>"Associates"</b>	means such organisations who wish to support the Company's activities,
<b>the "Articles"</b>	means the articles of association of the Company as originally adopted or as altered from time to time,
<b>the "Board"</b>	means the board of directors of the Company,
<b>"Chairman"</b>	means the individual appointed to the office of Chairman of the Company,
<b>"clear days"</b>	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,
<b>"general meeting"</b>	means an extra-ordinary general meeting,
<b>"Member"</b>	means those organisations whose applications for membership of the Company are accepted in terms of Article 6,
<b>"Member Representative"</b>	means an individual appointed by a Member to represent the Member at AGMs and general meetings who shall have the powers of a Member as listed in Article 4,
<b>"Nominations"</b>	means a Committee with a quorum of three persons appointed by the Board comprising the Chairman,

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<b>"Committee"</b>	representatives from up to three Governing Bodies of Sport with the assistance of professional human resource support whose remit is to consider applicants to serve as directors of the Company and to make recommendations to the Board thereon including where appropriate terms of appointment, When the committee is to consider the appointment of the Chairman, the Chief Executive will appoint a Director in place of the Chairman to sit on the Committee
<b>"Office"</b>	means the registered office of the Company,
<b>"Operating Practices"</b>	means the guidance notes prepared by the Company and as amended from time to time,
<b>"Secretary"</b>	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,
<b>"United Kingdom"</b>	means Great Britain and Northern Ireland

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company

#### **Members**

2. The initial subscribers to the memorandum of association of the Company and such other organisations as are admitted as Members of the Company in accordance with the Articles shall be Members of the Company. Those organisations eligible to apply for membership must be providers of Higher Education Courses in the United Kingdom. There shall be no limit to the number of Members

#### **Application for Membership**

- 3 Any organisation which wishes to become a member shall lodge with the company Secretary a written application for membership (in such form as the Directors may require), signed on behalf of the organisation stating the name of its Member Representatives. The Directors shall determine each year the closing date for membership applications and subscription renewals
- 4 For so long as an organisation remains a Member it shall appoint two Member Representatives. With a view to ensuring proper representation of sport within institutions one of the Member Representatives is to be a student or member of a Member's Student Union or Athletic Union. The Member Representatives shall exercise the right of membership on behalf of the Member. The Member retains full power to replace their Member Representatives with different Member Representatives and to allow an alternative Member Representatives to represent the organisation when the primary Member Representatives are not available. Any such appointment whether of the primary or the alternate Member Representative shall be intimated in writing to the Company Secretary. Each Member shall name their Member Representatives each year in conjunction with payment of their subscription. Each Member Representative shall have one vote at general meetings and one vote at AGMs unless the Member's subscription fee

is two or more months overdue following its due date, whereupon the Member Representatives shall not be entitled to vote until the Member's arrears have been settled in full

- 5 An organisation applying for admission as a Member shall lodge such evidence in support of the application as the directors may require
- 6 Every application for membership shall be considered by the Members at the first general meeting held after receipt by the Company of the written application (and, if appropriate, receipt of any supporting evidence) required under Articles 3 and 5 hereof. Any such written application must be approved by at least two-thirds of the Members at the general meeting. The Secretary shall thereafter notify each applicant in writing of the decision as to whether or not to admit them as a Member within seven clear days following the meeting at which the application was considered. Upon payment by the applicant of the annual subscription money, the name of the organisation shall be entered in the register of members of the Company and upon such entry the applicant shall become a Member.
- 7 In the period between an application being received and a decision being made by the current Members at the next general meeting as to whether or not the application should be accepted, the directors may decide, on payment of the appropriate subscription, to admit the applicant as an Associate, in accordance with the provisions of article 8. If the applicant is subsequently admitted as a Member, any such subscription shall be taken into account when determining the membership subscription due.

#### 8 **Associates**

- 8 1 Organisations which are not eligible to become Members in terms of Article 2 or do not wish to become Members, but wish to be kept informed of the Company's activities can apply in writing to the Company Secretary to become an Associate of the Company. Each potential Associate will thereafter be considered by the Members at the next available general meeting. If two-thirds of the Members approve the application, the applicant shall be notified in writing by the Secretary within 3 weeks of the general meeting and, on payment of the appropriate subscription, shall become an Associate of the Company.
- 8 2 Associates shall be entitled to such privileges as the Company shall determine from time to time, but shall not be entitled to vote at general meetings or AGMs.

#### **Subscriptions**

- 9 Each Member or Associate of the Company shall pay such annual subscription as a majority of the Members shall determine at each AGM. Such determination may provide for differential rates of annual subscription.

#### **Cessation provisions relating to Members and Associates**

- 10 A Member or Associate of the Company shall cease to be a Member or Associate of the Company
  - 10 1 if they give at least 21 clear days' written notice of their resignation to the Company Secretary, in the case of a Member, or notice to withdraw in the case of an Associate,
  - 10 2 if they fail to pay the agreed subscription fee, or any part of the agreed subscription fee (at the discretion of the directors), within two months from the date upon which such fee is due, although such Member or Associate may, on payment of the arrears of their subscription in full be reinstated at the discretion of a majority of the Members at the next general meeting.,,

- 10 3 if they become insolvent or if a receiver or liquidator is appointed to all or part of the Member's or Associate's assets, or if any notice of any resolution is presented to have the Member or Associate wound up,
- 10 4 if two-thirds of the Members at a general meeting resolve to terminate the membership of any organisation or the participation of any Associate whose continued membership or participation is not, in the opinion of the general meeting, conducive to the best interests of the Company, subject to the right of a Member (only) to appear before the general meeting to appeal against such a decision

### **Withdrawal from Membership**

- 11 Any organisation which no longer wishes to be a Member or Associate shall lodge a written and signed notice of withdrawal (in such form as the directors require) with the Company Secretary and on receipt of such notice, by the Company, that Member's membership or Associate's association will cease

### **Expulsion from Membership**

- 12 Subject to Articles 14 to 18, the Company may, by special resolution, expel any Member or Associate
- 13 Any Member who wishes to propose at any general meeting a resolution for the expulsion of any other Member or Associate shall lodge with the Company written notice of their intention to do so (identifying the Member or Associate concerned (the "Expulsee") and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the general meeting
- 14 The Company shall, on receipt of a notice under Article 13, send a copy of the notice to the Expulsee within 3 clear days and the Expulsee shall be entitled to make written representations ("Representations") to the Company with regard to the notice
- 15 If Representations are made by a Member to the Company under Article 14, the Company shall (unless the Representations are received by the Company too late for it to do so)
  - (a) state in the notice convening the meeting at which the resolution is to be proposed that the Representations have been made, and
  - (b) send a copy of the Representations to every Member to whom notice of the meeting is to be given
- 16 In the event that a copy of the Representations have not been given to each of the Members entitled to receive notice of the meeting, the Expulsee shall be entitled to be heard on the resolution at the meeting
- 17 Failure to comply with any of the provisions of Articles 12 to 16 shall render any resolution for the expulsion of Member invalid
- 18 A Member expelled under Articles 12 to 16 shall cease to be a Member with effect from the time at which the relevant resolution is passed
- 19 No right or privilege of any Member shall be in any way transferable, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by resignation or by expulsion

### **General Meetings**

- 20 All meetings other than AGMs shall be called general meetings

- 21 A general meeting shall be convened by the directors themselves or by the directors on requisition by one third of the Members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A(2) of the Act)
- 22 Subject to compliance with the requirements under section 366 of the Act as to the holding of AGMs and other provisions of these articles, the directors may convene general meetings whenever they think fit

#### **Notice of General Meetings**

- 23 An AGM and a general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty-one clear days' notice, all other general meetings shall be called by at least fourteen clear days' notice
- 24 A notice convening a meeting shall specify the time and place of the meeting and the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting
- 25 A notice convening an AGM shall specify the meeting as an AGM
- 26 Notice of every general meeting shall be given to all the Members, Associates and directors and to the Company's auditors
- 27 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting

#### **Proceedings at General Meetings**

- 28 No business shall be transacted at any meeting unless a quorum is present, one-third of the Members entitled to vote upon the business to be transacted shall be a quorum
- 29 If a quorum is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chairman
- 30 The Chairman shall (if present and willing to act as Chairman) preside as Chairman of the meeting, if the Chairman is not present and willing to act as Chairman within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as Chairman or, if there is only one director present and willing to act, he or she shall be Chairman at that meeting
- 31 If no director willing to act as Chairman is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be Chairman
- 32 A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting
- 33 The Chairman may, with the consent of the 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
- 34 The only business which may be transacted at an adjourned meeting is business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place

- 35 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted
- 36 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 result of the show of hands, a poll is demanded by the Chairman or by at least two members having the right to vote at the meeting
- 37 Unless a poll is demanded in accordance with Article 36, 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
- 38 The demand for a poll may before the poll is taken, be withdrawn but only with the consent of the Chairman, a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn
- 39 If a poll is demanded in accordance with article 36, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote conducted in such manner as the Chairman may direct, the result of such poll shall be declared at the meeting at which the poll was demanded
- 40 A resolution in writing signed by all the Member Representatives shall be as effectual as if it had been passed at a general meeting duly convened and held, it may consist of several documents in the same form each signed by one or more members

#### **Votes of Member Representatives**

- 41 Every Member Representative shall have one vote which must be given by them personally (whether on a show of hands or on a poll)
- 42 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote which he or she may have
- 43 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid, any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive

#### **Maximum and Minimum Number of Directors**

- 44 Unless otherwise determined by special resolution, the maximum number of directors shall be eight and the minimum number of directors shall be four. The directors shall comprise a Chairman, the student director and up to six persons with specific responsibilities which will be determined by the nominations committee prior to advertising the vacancies

#### **Appointment, Retirement, Re-appointment of Directors**

- 45 Any person who wishes to be considered for appointment as a director at an AGM shall lodge with the Company Secretary a written notice of their willingness to be appointed (in such form as the directors may require), signed by such person
- 46 When the Secretary receives written notice of a person's willingness to be appointed the Secretary shall refer the matter for consideration by the

**Nominations Committee** The Nominations Committee will then consider all applicants for a particular role and make a recommendation to the Board

- 47 At an AGM the Company may, by ordinary resolution, appoint as a director any person in respect of whom a written notice of willingness to accept such an appointment has been received in accordance with Article 45 and who has been recommended for appointment by the Nominations Committee
- 48 The directors may at any time appoint any person (providing they are willing to act) to be a director, either to fill a vacancy or as an additional director provided always that such person has been recommended for appointment by the Nominations Committee
- 49 Directors shall be appointed for terms of Two years and may be re-appointed after serving one term After serving two terms in office a person is not eligible for re-appointment without a break of one year The term of office as a director for the Chairman shall be three years and the Chairman may serve for only two terms in office The term of office as a director for the Student Director shall be one year since that post shall be subject to annual election

#### **Disqualification and Removal of Directors**

- 50 A director shall vacate office if
  - a he or she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director,
  - b he or she becomes bankrupt or apparently insolvent,
  - c he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity is expected to continue for a period of more than six months,
  - d he or she becomes an employee of the company (except in the case of the Chairman),
  - e he or she resigns from office by giving written notice to the Company,
  - f he or she is absent (without the permission of the other directors) from at least four consecutive Board meetings and the other directors resolve to remove him or her from office, or
  - g. he or she is requested in writing to resign following a majority decision of the Board in circumstances where he or she was shown to have shortfalls as a consequence of proper internal processes

#### **Directors' Interests**

- 51 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he or she has disclosed to the other directors the nature and extent of any material interest of his or hers, a director notwithstanding his or her office
  - a may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
  - b 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 Company or in which the Company is otherwise interested, and

- c shall not, by reason of his or her office, be accountable to the Company for any benefit which he or she derives from any such office or employment or 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 treated as void on the ground of any such interest or benefit

52 For the purposes of the Article 51

- a a general notice given to the directors that a director 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 the director has an interest in any such transaction of the nature and extent so specified, and
- b an interest of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers

#### **Directors' and Chairman's Remuneration and Expenses**

- 53 The Chairman shall receive remuneration and if a director is in employment then the employer of such director may receive a payment by the way of an honorarium to recognise the time spent by such director on the Company's business. The Nominations Committee will be responsible for setting the level of remuneration and honoraria annually
- 54 The directors may be paid travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, interest groups, and meetings of committees of directors or otherwise in connection with the discharge of their duties

#### **Powers of Directors**

- 55 Subject to the provisions of the Act, the memorandum of association, the Articles and any special resolutions, the business of the Company shall be managed by the directors who may exercise all of the powers of the Company. The directors shall at all times have regard to, and shall exercise their powers in accordance with the Operating Practices and any variation thereof for the time being in force
- 56 No alteration of the memorandum of association or the Articles and no special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that special resolution had not been passed
- 57 The powers conferred by article 55 shall not be limited by any special power conferred on the directors by the Articles
- 58 A meeting of directors at which a quorum is present may exercise all of the powers exercisable by the directors
- 59 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his or her powers

#### **Proceedings of Directors**

- 60 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit

- 61 Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors
- 62 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom
- 63 Questions arising at meetings of directors shall be decided by a majority of votes, in the case of an equality of votes, the Chairman shall have a second or casting vote
- 64 The quorum for the transaction of the business of the directors will be five
- 65 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he or she may act only for the purpose of filling vacancies or for calling a forum meeting
- 66 Unless he or she is unwilling to do so, the Chairman shall preside as Chairman at every meeting of directors at which he or she is present
- 67 If the Chairman is unwilling to act as Chairman or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chairman of the meeting
- 68 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is later discovered that there was a defect in the appointment of any director, that any director was disqualified from holding office, had vacated office or was not entitled to vote, be as valid as if every such director had been duly appointed and had continued to be a director and had been entitled to vote
- 69 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held, it may consist of several documents in the same form each signed by one or more directors
- 70 Except as otherwise provided by the Articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless the interest or duty arises only because the case falls within either or both of the following paragraphs
- a the resolution relates to the giving by the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director for the benefit of, the Company or any of its subsidiaries, and/or
  - b the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director 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
- 71 For the purposes of Article 70, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a director shall be treated as an interest of the director
- 72 A director shall not be counted in the quorum present at a meeting in relation to a

resolution on which he or she is not entitled to vote

- 73 The Company may by special resolution suspend or relax to any extent, either generally, or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors
- 74 Where proposals are under consideration concerning the appointment of two or more directors as office bearers with the Company the proposals may be divided and considered in relation to each director separately, provided he or she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment
- 75 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and the Chairman's ruling in relation to any director other than himself or herself shall be final and conclusive
- 76 The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors

#### **Delegation to Committees**

- 77 The directors may delegate any of their powers to any committee in accordance with the Operating Practices, they may also delegate to the convener of such committee or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her
- 78 Any delegation of powers under Article 77 may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
- 79 Subject to any condition imposed in pursuance of Article 78, the proceedings of a committee consisting of two or more directors shall be governed by the Articles regulating the proceedings of meetings of directors so far as they are capable of applying

#### **Advisory Group**

- 80 The directors shall be assisted in its operations by an Advisory Group who shall comprise of the Chief Executive Officer, four elected students, four elected non students and the student and non student chairs from each regional executive group including the three national executive groups (SUS UWAU & NIUSC) The elected student members shall be elected immediately prior to the Annual General Meeting of the Company and shall serve for a term of one year, and the elected non-student members shall also be elected immediately prior to the Annual General Meeting but shall serve for a term of two years In addition to those elected, the directors may co-opt up to three people acting in a non-executive capacity to the Advisory Group, where there are identified skills gaps in the Advisory Group

#### **Commission Groups**

- 81 The Board shall constitute such interest groups as they consider appropriate and shall provide them with appropriate terms of reference within which to operate

#### **Secretary**

- 82 Subject to the provisions of the Act, the Secretary shall be appointed by the

directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the directors. The Secretary will normally be the Director with responsibility for finance

### **Minutes**

- 83 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors and meetings of general committees, a minute of a meeting of directors or of a committee of directors shall include the names of the directors present

### **Accounts**

- 84 No member Representative shall (as such) have any right of inspecting any accounting records on other book or document of the Company except as conferred by statute or as authorised by the directors or by ordinary resolution of the Company

### **Auditors**

- 85 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act

### **Notices**

- 86 Any notice to be given in pursuance of these Articles shall be in writing, the Company may give any such notice to a Member or Member Representative or Associate either personally or by sending it by post in a pre-paid envelope addressed to the Member or Member Representative or Associate at his or her registered address or by leaving it at that address
- 87 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting, for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 88 A Member Representative present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

### **Winding-Up**

- 89 If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the memorandum of association

### **Indemnity**

- 90 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of his or her duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company