

THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

WORLD GRAND MASTERS ASSOCIATION

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Incorporated [2012]

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
OF  
WORLD GRAND MASTERS ASSOCIATION

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1. The name of the Company (hereinafter called "the Association") is "WORLD GRAND MASTERS ASSOCIATION". Unless stated to the contrary within this document words and expressions used shall have the same meaning as set out in the Articles of Association of the Association.
2. The registered office of the Association will be situated in England.
3. The Objects for which the Association is established are:
  - (i) To promote and encourage the playing of hockey by players, male and female, aged sixty years and older;
  - (ii) To promote fair play in all competitions and to ensure that all Competition Rules ensure fair play and adequate safety for all players within age divisions;
  - (iii) To promote and foster the consideration and free discussion of all matters and questions affecting the playing of Grand Masters hockey;
  - (iv) To maintain recognition by the FIH;
  - (v) To make rules and regulations for the conduct of tournaments and the administration and organisation of the Association.

4. In furtherance of the above objects (i) to (v) (but not further or otherwise) the Association shall have the following powers:
- (i) to raise funds;
  - (ii) (to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the company;
  - (iv) to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation
  - (v) to establish or support any other organisations, associations or institutions formed for any of the purposes included in the Objects;
  - (vi) to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by Clause 5 hereof and provided it complies with the conditions in that article;
  - (vii) to:
    - (a) deposit or invest funds;
    - (b) employ a professional fund-manager; and
    - (c) arrange for the investments or other property of the company to be held in the name of a nominee;
  - (viii) to provide indemnity insurance for the directors;
  - (ix) to pay out of the funds of the company the costs of forming and registering the company

5. Application of income and property

- (i) The income and property of the company shall be applied solely towards the promotion of the Objects.
- (ii) (a) A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the company.  
(b) A director may benefit from trustee indemnity insurance cover purchased at the company's expense.  
(c) A director may receive an indemnity from the company in the circumstance specified in Article 77.
- (iii) None of the income or property of the company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is also a director receiving:
  - (a) a benefit from the company in the capacity of a beneficiary of the company;
  - (b) reasonable and proper remuneration for any goods or services supplied to the company including remuneration for being a director of the company;

6. The liability of the members is limited.

7. Every member of the company promises, if the company is dissolved while he or she or it is a member or within 12 months after he or she or it ceases to be a member, to contribute such sum (not exceeding GBP 1.00) as may be demanded of him or her or it towards the payment of the debts and liabilities of the company incurred before he or she or it ceases to be a member, and of the costs charges and expense of winding up, and the adjustment of the rights of the contributories among themselves.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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[SUBSCRIBER 1 PETER CHILD

Address ]

[SUBSCRIBER 2 ADRIAN STEPHENSON

Address]

[SUBSCRIBER 3 WIM VAN NOORTWIJK

Address]

Dated: [ ] 2014

Witness to the above signatures:

Signature

Name

Address

Occupation

THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY GUARANTEE AND  
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ARTICLES OF ASSOCIATION

OF

WORLD GRAND MASTERS ASSOCIATION

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**INTERPRETATION**

1. The following terms shall for the purposes of these Articles bear the meanings set opposite them:

<b>“Absolute Majority”</b>	More than ½ of those present in the room at the time of the vote and entitled to Vote;
the <b>“Act “</b>	the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment for the time being in force;
<b>“Affiliated Members”</b>	Any non-national group which intends to participate in any WGMA event;
<b>“Articles“</b>	these Articles of Association;
<b>“Association“</b>	the above named company;
<b>“Communication“</b>	the same meaning as in the Electronic Communications Act 2000;

<b>“Company Secretary”</b>	such person as the Board appoints as company secretary from time to time;
<b>“Competition rules”</b>	competition rules made for competitions and tournaments organised by the Association;
<b>“Delegates”</b>	persons appointed by Full and Affiliated Members as delegates to attend Meetings on behalf of the Member;
<b>“Directors or the Board”</b>	the Board of the Association established in accordance with Article 36 the members of which are the directors of the Association for the purposes of the Act;
<b>“Elected Director”</b>	a director elected pursuant to Article 37 (iv);
<b>“Electronic communication”</b>	the same meaning as in the Electronic Communications Act 2000;
<b>“FIH”</b>	means the International Hockey Federation of Rue du Valentin 61, 1004 Lausanne, Switzerland;
<b>“Full Member”</b>	any nation, or group representing that nation, which intends to enter a representative national team in any WGMA event;
<b>“Hockey”</b>	The game of field hockey and indoor hockey played under the jurisdiction of the FIH;
<b>“Honorary Secretary”</b>	the secretary of the Association appointed from time to time in accordance with these Articles who shall be the company secretary for the purposes of the Act;
<b>“In writing”</b>	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic communications;
<b>“Meeting”</b>	meetings of members including Congress;
<b>“Member of Honour”</b>	any person who has made a significant contribution to the Association and Hockey who is elected by the Congress;
<b>“Non-voting Members”</b>	all members of the Association other than Voting Members and who shall not be members of the Association for the purposes of the Act;

the <b>“Office”</b>	the registered office of the Association;
<b>‘Officers’</b>	a President, an Honorary Secretary, an Honorary Treasurer and any other office created under Article 36;
<b>“President”</b>	the person from time to time elected in accordance with these Articles as the president of the Association;
<b>“Rules”</b>	the rules and regulations of the Association made by the Board or the Association in general meeting and amended from time to time;
<b>“Rules of Hockey”</b>	the Rules of Hockey as established by FIH from time to time;
<b>“Simple Majority”</b>	More than ½ of the votes validly cast;
<b>“Special Majority”</b>	More than ¾ of those present in the room at the time of the vote and entitled to vote;
<b>“Tournaments”</b>	hockey tournaments organised by the Association for players aged sixty years and older;
<b>“Voting Members”</b>	the members of the Association who, under the Rules from time to time in force, are entitled to receive notice of, attend and vote at general meetings and who are the Members of the Association for the purposes of the Act;
<b>“Website”</b>	the Association's website, which, at the date of incorporation, may be accessed at <a href="http://www.stalbanshc.co.uk">www.stalbanshc.co.uk</a> or such other successor website as notified to the members from time to time.

- 1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.
- 1.3 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## OBJECTS

- 2 The Association is established for the purposes expressed in the Memorandum of Association of the Association.

## MEMBERSHIP

- 3 The Association shall have Members in the following categories:
  - (i) Full Members;
  - (ii) Affiliated Members;
  - (iii) Members of Honour.
- 4 All applications for Full Membership must be in writing on the form prescribed by the Officers from time to time and must be sent to the Honorary Secretary and must be dealt with at the next Congress after the application is received.
- 5 A Member may resign at any time on giving written notice to the Honorary Secretary but any Member who resigns continues to be liable for any fees or dues owing to the Association.
- 6 At any Congress the Association may cancel the Membership of any Member for any reason deemed appropriate by that meeting provided that due notice of the meeting at which the proposal for cancellation is to be considered is given to that Member and the Member is given the opportunity to attend the meeting, hear the reasons for cancellation and given the opportunity to present their case.
- 7 Any Member whose Membership has been cancelled may after twelve months from the date of cancellation re-apply for Membership.
- 8 On the recommendation of the Officers, Congress may appoint as a Member of Honour any person who has made a significant contribution to the Association and to Hockey.
- 9 Each Member must have an Honorary Secretary at all times and must inform the Association of the his/her contact details including postal address, telephone and fax numbers and e-mail address and of all changes. All official correspondence from the Association must be sent to the Honorary Secretary of each Member.
- 10 All members shall be subject to the Rules and shall respect the rules of the game of Hockey as set from time to time by England Hockey.
- 11 The Board may from time to time propose the levels of affiliation fees to be paid by the different categories of members. Such fees shall be approved at a general meeting.



- 12 Any person ceasing to be a member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of his affiliation fees. The Board may refund an appropriate part of a resigning member's affiliation fees if it considers it appropriate taking account of all the circumstances.

### **GENERAL MEETINGS**

- 13 The Association shall hold a general meeting once in every two years as its Congress at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that so long as the Association holds its first general meeting within 24 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 14 the Congress shall be held for the following purposes:
- (i) to receive from the Hon Treasurer a full statement of account, pursuant to Article 74;
  - (ii) to receive a report from the President of the activities of the Association over the preceding two years;
  - (iii) to appoint the Association's auditors;
  - (iv) to elect the Officers for the following two years (in accordance with Article 34);
  - (v) to consider any amendments to the Memorandum and Articles of Association; and
  - (vi) to consider any other business of which not less than 21 days notice has been given to the Honorary Secretary
- 15 All general meetings, other than the biennial Congress meetings, shall be called extraordinary general meetings and may be held in person or by correspondence.
- 16 The Board may call general meetings and, on the requisition of one third of the Voting Members in writing, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting.
- 17 There shall be given at least 21 clear days' notice in writing of every Congress and of every extraordinary general meeting called for the passing of a special resolution and 14 clear days' notice in writing of every other extraordinary 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, to such persons (including, if any, the auditors) as are under these Articles or under the Act entitled to receive such notices from the Association.

- 18 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 proceedings had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 19 All business transacted at an extraordinary general meeting, and all that is transacted at Congress with the exception of the business set out in Article 14(i) to (iv) shall be deemed special business.
- 20 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be one half of the voting members.
- 21 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other 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 Voting Members present shall be a quorum.
- 22 The President shall preside as chairman at every general meeting, but if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Honorary Secretary shall preside. If the Honorary Secretary, is not present or is unwilling to preside, the directors present shall choose one of their number who is present to preside.
- 23 The chairman of the meeting 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 place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 24 The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
- (i) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (ii) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or

- (iii) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- 25 If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.
- 26 A resolution put to the vote of a meeting shall be decided on a show of hands.
- 27 A resolution shall be considered passed by Congress if it receives the requisite majority of votes in favour as follows:
- (i) Alterations to these Statutes require the support of a Special Majority, as does the suspension or expulsion of a Member.
  - (ii) Election to the office of President and to the Executive Board requires an Absolute Majority to vote in favour of the candidate.
  - (iii) Unless otherwise specified in these Statutes, all other resolutions require a Simple Majority (disregarding any abstentions or blanked or spoiled votes).

#### **DELEGATES AND OBSERVERS**

- 28 Each Member shall be entitled to appoint a Delegate to attend a Congress or any Meeting of the Association. Any Delegate appointed must not be a serving member of the Board of the Association.
- 29 Delegates may vary from meeting to meeting.
- 30 Each Member shall be permitted to have a single observer to accompany their Delegate at any meeting.

#### **VOTES OF MEMBERS**

- 31 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 32 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chairman of the meeting

shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

- 33 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 of the meeting whose decision shall be final and conclusive.

#### **OFFICERS**

- 34 At the Congress in 2014 and at each Congress thereafter, the following officers of the Association shall retire but shall be eligible for re-appointment in accordance with these Articles – President, Honorary Secretary, Honorary Treasurer. The election of these officers shall be in accordance with Articles 41, 42 and 43. A member so appointed shall hold office for a two-year term until the next Congress but shall be eligible for re-election. No officer shall serve on the Board for more than six years. These officers shall be directors by virtue of their office and shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

#### **COMPANY SECRETARY**

- 35 Subject to the provisions of the Act, the Honorary Secretary shall also be the Company Secretary.

#### **BOARD**

- 36 The number of directors shall be not less than six (6) and unless and until varied by ordinary resolution of the Association in general meeting shall be subject to a maximum of ten (10).

- 37 The directors shall be:

- (i) the President;
- (ii) the Honorary Secretary
- (iii) the Honorary Treasurer
- (iv) and up to seven (7) (or such lower number as the Board shall from time to time decide) Elected Directors

- 38 The first directors, who shall hold office until such time as they are due to retire in accordance with these Articles, shall be:

- (i) the President – Peter Child (2014)
- (ii) the Honorary Secretary – Adrian Stephenson (2014)

- (iii) the Honorary Treasurer – Dave Ferguson (2014)
- (iii) the Elected Directors – John Watts (2014), Kenji Hamanaka (2014),  
Wim van Noortwijk (2014)

39 The first directors set out in Article 38 shall retire immediately prior to the Congress in the year set out in brackets after their respective names but may be re-elected in accordance with these Articles.

### **ELECTED DIRECTORS**

40 At each Congress the Elected Directors due to retire shall retire and shall be eligible for re-election in accordance with these Articles. The election for the office of Elected Directors shall be conducted in accordance with Articles 41, 42 and 43. These officers shall have such rights and privileges as the Board/Voting Members in general meeting shall from time to time prescribe.

### **ELECTIONS**

41 Any Voting Member may nominate a person to be the President, the Honorary Secretary, the Honorary Treasurer or an Elected Director. Any nomination must be made in the form prescribed from time to time by the Board. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Secretary no less than 21 days ahead of a Congress or other General Meeting.

42 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the Congress. In the event of there being more nominations than vacancies, there shall be an election at the Congress as directed by the Board. The results of any such election must be announced at the Congress. Any position for which there is no nomination at the Congress will then be considered to be a vacancy and may be filled by the board in accordance with Article 44.

43 An officer elected to the Board may not also act as a delegate or Honorary Secretary (as described in Article 9) for any member nation during his term of office.

### **VACANCIES**

44 A vacancy arising in the period between Congresses among the offices of President, Honorary Secretary, Honorary Treasurer or Elected Directors, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

## **REMOVAL OF DIRECTORS**

- 45 In addition and without prejudice to the provisions of section 303 of the Act, the Voting Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
- 46 The office of director shall be vacated:
- (i) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (ii) if he becomes of unsound mind;
  - (iii) if by notice in writing to the Board he resigns his office;
  - (iv) if he becomes prohibited from holding office by reason of any court order made under the Act;
  - (v) if he is removed from office by a resolution duly passed pursuant to section 303 of the Act;
  - (vi) if he is the President, the Honorary Secretary, the Honorary Treasurer or an Elected Director when his term of office expires and he is not re-elected;
  - (vii) if he has been re-elected twice and has served six years on the Board;
  - (viii) if he is removed from office by an ordinary resolution passed at a general meeting at which the resolution is proposed;
  - (ix) unless the Board resolves otherwise, if he shall, without sufficient reason, absent himself from three consecutive meetings of the Board, or
- 47 A President, Honorary Secretary, Honorary Treasurer or Elected Director who is removed from office as a director for whatever reason, by virtue of Articles 45 or 46, shall be deemed to have resigned from office and the vacancy arising shall be filled in accordance with these Articles.

## **POWERS OF THE BOARD**

- 48 The Board shall be responsible for directing the policy management and activities of the Association and for ensuring proper performance and observance of the objectives of the Association and its Rules and decisions.
- 49 The Board shall subject to the decisions of Congress and other general meetings held in person or by correspondence have full power and authority to manage the affairs of Association and exercise all its powers including the power to employ such persons and engage such agents as may be necessary for the performance of its duties. In general, all

matters not otherwise reserved to another body by these Articles shall be decided by the Board.

50 Subject to any directions given by a meeting the Board shall be responsible for the management of the affairs of the Association including the following:

- (i) making rules and regulations for the conduct of the affairs of the Association, not inconsistent with these Articles;
- (ii) making rules and regulations for the conduct of tournaments;
- (iii) determining Affiliation fees, tournament entry fees and such other fees, levies and charges that the Board deem appropriate;
- (iv) convening all meetings; and
- (v) doing all such things as may be appropriate for the good organisation and conduct of the Association and the achievement of the objectives.

51 The Board may delegate any of their powers to any sub-committee including of one or more directors. They may also delegate to any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying. All acts and proceedings of such sub-committees or executive officers shall be reported in due course to the Board.

52 The Board may act notwithstanding any vacancy in their body.

53 If the Board shall at any time be or be reduced in number to less than the number prescribed by law or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, or summoning a general meeting, but not for any other purpose.

#### **PROCEEDINGS OF THE BOARD**

54 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least one such meeting shall be held in each year. The Board shall report on their activities to the members after each meeting of the Board and at the Congress.

55 Questions arising at a meeting may only be decided by a show of two-thirds of the votes. Voting on any issue shall be by show of hands. Each director shall be entitled to one vote. In the case of an equality of votes, however, the chairman of any meeting of the Board shall have a casting vote in addition to any other vote he may have.

- 56 A director, and the Company Secretary at the request of a director, shall at any time summon a meeting of the Board by notice served upon the directors. Notice of all meetings and minutes of all meetings shall be served on all members of the Board.
- 57 The President shall be chairman of the Board. The President shall preside as chairman at all meetings of the Board at which he shall be present, but if at any meeting the President is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the directors present shall choose one of their number to be chairman of the meeting.
- 58 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 the regulations of the Association for the time being vested in the Board generally. The quorum for meetings of the Board shall be five and the quorum for any sub-committee formed pursuant to the provisions of the Articles shall be three. Directors shall be considered present at a meeting of the Board if they participate in person or by conference call.
- 59 Any sub-committee formed pursuant to Article 51 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function.
- 60 All acts bona fide done by any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
- 61 The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Association and of the Board and of sub-committees, 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.
- 62 A resolution in writing signed by all the directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
- 63 The Board may at its discretion award honoraria to such persons as it thinks fit.



## DIRECTORS' APPOINTMENTS AND INTERESTS

- 64 Subject to the provisions of the Act and to Article 65 below and to the approval of the Members, the Board may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Association.
- 65 Any appointment, agreement or arrangement made with any director in accordance with Article 64 above may be made upon such terms as the Board determine and they may remunerate any such director for his services as they think fit provided that such remuneration:
- (i) is fixed having regard to the current remuneration of directors in comparable posts;
  - (ii) does not exceed the general market rate for directors providing comparable services; and
  - (iii) is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association, or by reference to the level of the Association's gross income from some or all of its activities.
- 66 Subject to the provisions of the Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a director notwithstanding his office:
- (i) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (ii) 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
  - (iii) shall not, by reason of his office, be accountable to the Association for any benefit which he 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 avoided on the ground of any such interest or benefit.
- 67 For the purposes of these Articles:
- (i) a general notice given to the Board 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

- (ii) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

68 No director shall take any loan from the Association.

#### **DIRECTORS AND COMMITTEE MEMBERS' EXPENSES**

69 The directors and members of any sub-committee may be paid subject to the Board's approval, all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors or a sub-committee or otherwise in connection with the discharge of their duties.

#### **MINUTES**

70 The directors shall cause minutes to be made in books kept for the purpose of all proceedings at meetings of the Association which shall include without limitation proceedings of the Board and of sub-committees of the Board, including the names of the directors present at each such meeting.

71 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.

#### **ACCOUNTS**

72 The Board shall in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered) cause accounting records of the Association to be kept and lay before the members in general meeting copies of the Association's annual accounts. No member shall (as such) have any other right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the directors or by ordinary resolution of the Association. If required by the provisions of the Act, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors, if required, shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

73 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 giving notice using electronic communications to an address for the time being notified to the Association by the member, or by publishing it on the Website. For the avoidance of doubt, no additional notification that a notice is to be published on the Website will be given to a Voting Member unless he notifies the Association in writing that he does not wish to receive notice in this way.

- 74 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if contained in an electronic communication [or published on a website] in accordance with these Articles shall be deemed to have been served at the expiration of 48 hours after the time it was sent or published. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

#### **RULES AND REGULATIONS**

- 75 Subject to those Rules to be made, varied or revoked by the Voting Members in general meeting in accordance with Article 76 below, the Board shall have the power to make, vary and revoke the Rules including, but not limited to, Rules:

- (i) setting out different categories of membership of the Association;
- (ii) setting the criteria for admission to membership of the Association for the different categories of members;
- (iii) creating regulations, standing orders and/or bye-laws for the better administration of the Association and to regulate the function, role and operation of committees to assist the board in the better administration of the Association;
- (iv) setting or adopting such other regulations or policies, including for example health and safety and equity policies, as the board thinks fit; and
- (v) in relation to licensable activities of the Association.

- 76 The Voting Members in general meeting may from time to time make, vary and revoke Rules:

- (i) setting out rights, privileges and obligations of the different categories of member;
- (ii) setting out the annual subscriptions payable by members
- (iii) defining the name and identity of the Association

**INDEMNITY**

77 To the extent permitted by the Act and (subject thereto) as the Board may from time to time deem fit, the Association may indemnify any Officer of the Association against any liability incurred by him in relation to the Association, and may at the expense of the Association purchase and maintain insurance for the benefit of any Officer of the Association against such liabilities for his benefit. For the purposes of this Article "Officer" means a director or company secretary.

**DISSOLUTION**

78 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company or charities having objects similar to the Objects and which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 of the Memorandum of Association, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other not for profit object or as directed by the Court..

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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[SUBSCRIBER 1 PETER CHILD  
Address]

[SUBSCRIBER 2 ADRIAN STEPHENSON  
Address]

[SUBSCRIBER 3 WIM VAN NOORTWIJK  
Address]

Dated: [ ] 2014

Witness to the above signatures:

Signature  
Name  
Address  
Occupation