

Company No. 01979158

THE COMPANIES ACTS 1985, 1989 AND 2006

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PRIVATE COMPANY LIMITED BY GUARANTEE

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**ARTICLES OF ASSOCIATION**

- of -

**BADMINTON ASSOCIATION OF ENGLAND  
LIMITED**

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Adopted on 30 June 2012  
Amended by Special Resolution on 25 June 2016  
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FARRER&Co

# BADMINTON ASSOCIATION OF ENGLAND LIMITED

## INDEX TO ARTICLES OF ASSOCIATION

### Table of Contents

Clause	Heading	Page No.
1.	Definitions and Interpretation .....	3
2.	Name and Registered Office .....	6
3.	Objects .....	6
4.	Powers .....	7
5.	Liability of Voting Members .....	8
6.	Directors' general authority .....	9
7.	Directors may delegate .....	9
8.	Committees and working parties .....	9
9.	Directors to take decisions collectively .....	10
10.	Unanimous decisions .....	10
11.	Calling a meeting of the Board .....	10
12.	Participation in meetings of the Board .....	10
13.	Quorum of meetings of the Board .....	11
14.	Chairing of meetings of the Board .....	11
15.	Casting vote .....	11
16.	Conflicts of interest .....	11
18.	Directors' discretion to propose changes to Rules and make Regulations .....	12
19.	Numbers of directors .....	13
20.	Elected Directors .....	13
21.	Termination of director's appointment .....	14
22.	Directors' remuneration .....	15
23.	Directors' expenses .....	15
24.	Chairman .....	16
25.	Election of Directors .....	16
26.	Chief Executive .....	16
27.	Casual Vacancies .....	16
28.	Membership .....	17
29.	President .....	17
30.	Vice-Presidents .....	17
31.	Elected Members .....	17
32.	Election of the President and Vice-Presidents .....	18
33.	Casual Vacancies .....	18
34.	Applications for membership .....	19
35.	Conditions of membership .....	19
36.	Termination of membership .....	19
37.	Notice of and Calling General Meetings .....	20
38.	Annual General Meetings .....	21
39.	Attendance and speaking at general meetings .....	21
40.	Simultaneous attendance and participation by electronic facilities .....	23
41.	Postponement of general meeting .....	23
42.	Quorum for general meetings .....	23
43.	Chairing general meetings .....	24
44.	Attendance and speaking by directors and non-members .....	24
45.	Adjournment .....	24
46.	Voting: general .....	25

47.	Errors and disputes .....	26
48.	Poll votes.....	26
49.	Ballot .....	27
50.	Content of proxy notices .....	28
51.	Delivery of proxy notices .....	28
52.	Amendments to and rescission of resolutions .....	28
53.	Written resolution .....	29
54.	Means of communication to be used .....	30
55.	No right to inspect accounts and other records.....	30
56.	Indemnity.....	30
57.	Insurance .....	31
58.	Rules .....	31
59.	Dissolution.....	31
	Annexure 1 - Form of Wording for Resolution .....	32

## PART 1

### INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

#### 1. Definitions and Interpretation

1.1 No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies (including the regulations in the Companies (Model Articles) Regulations 2008 (SI 2008/3229)) shall apply as the articles of the Association. The following shall be the articles of association of the Association.

1.2 In these Articles, unless the context requires otherwise:

<b>2006 Act</b>	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
<b>address</b>	includes any number or address used for the purposes of sending or receiving documents or information by electronic means;
<b>annual general meeting</b>	means the annual general meeting of the Association;
<b>Appropriate Majority</b>	has the meaning given in Article 53.2;
<b>Articles</b>	means these articles of association, as may be amended from time to time at annual general meeting;
<b>Association</b>	means the Badminton Association of England Limited, the company limited by guarantee with registered number 01979158;
<b>bankruptcy</b>	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
<b>Board</b>	means the Board of directors of the Association established from time to time in accordance with Article 19, the members of which are the directors of the Association for the purposes of the Companies Acts;
<b>BWF</b>	means the Badminton World Federation;
<b>Chairman</b>	means the chairman of the Board as appointed by the Board in accordance with Article 24.1;
<b>chairman of the meeting</b>	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 43.2 (in respect of a general meeting);
<b>Chief Executive</b>	means the person appointed from time to time as chief executive in accordance with Article 26;
<b>clear days</b>	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

<b>club members</b>	means non-voting members of the Association who are either (i) members of a Member Organisation; (ii) members of any other organisation coming under the jurisdiction of the Association; or (iii) any other affiliated or direct member of the Association, irrespective of whether they are members of a Member Organisation or any other organisation coming under the jurisdiction of the Association, and all such members shall not be members for the purposes of the Companies Acts;
<b>committee</b>	means any committee set up in accordance with Article 8;
<b>Companies Acts</b>	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Association;
<b>Co-opted Director</b>	means a director appointed in accordance with Article 19.2.4;
<b>Date of Adoption</b>	means the date of adoption of these Articles;
<b>director</b>	means a director of the Association, and includes any person occupying the position of director, by whatever name called;
<b>document</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Elected Director</b>	means a director (other than the Chairman) elected in accordance with Article 25;
<b>Elected Members</b>	means the elected members of the Association as at the Date of Adoption;
<b>electronic form</b>	has the meaning given in Section 1168 of the 2006 Act;
<b>electronic means</b>	has the meaning given to it in Section 1168 of the 2006 Act;
<b>eligible director</b>	has the meaning given in Article 10.3;
<b>Flag Vote</b>	means a vote taken by the Voting Members raising cards on which are shown their voting entitlement;
<b>general meeting</b>	means an annual general meeting or other general meeting of the Association;
<b>Honorary Vice-President</b>	means a person appointed as such by the Voting Members in accordance with Article 39.10;
<b>IF Director</b>	means a director with International Federation responsibility;

<b>Independent Directors</b>	'Independent' means an Elected Director who is free from any close connection to the NGB and who, from the perspective of an objective outsider, would be viewed as independent. Alongside a specific skill set or experience, these individuals should bring a dispassionate objectivity to the Board that a close connection to the NGB (e.g. active involvement in its affairs or a fiduciary interest) through regional or national representation or other interests cannot provide. Independent Directors shall be elected following an open recruitment process where the required skills and experience were established. For the avoidance of doubt, the Chief Executive does not meet the definition of 'independent';
<b>Individual Members</b>	means the President and Vice-Presidents appointed in accordance with Article 32;
<b>International Federation</b>	means any world or continental governing body of the Sport;
<b>members</b>	means the Voting Members and club members together;
<b>Member Organisations</b>	means the organisations listed in Articles 28.3.1 to 28.3.3 and any organisations admitted to membership of the Association in accordance with Article 28.3.4;
<b>NGB</b>	means the National Governing Body of the Sport;
<b>Objects</b>	has the meaning given in Article 3;
<b>Office</b>	means the registered office of the Association;
<b>ordinary resolution</b>	means a resolution passed by the Voting Members representing a simple majority of the eligible Voting Members;
<b>participate</b>	in relation to a directors' meeting, has the meaning given in Article 12;
<b>Patrons</b>	means a person appointed as such by the Voting Members in accordance with Article 39.10;
<b>permitted cause</b>	has the meaning given in Article 16.4;
<b>President</b>	means the person elected from time to time as president of the Association in accordance with Article 32;
<b>proxy notice</b>	has the meaning given in Article 50.1;
<b>Regulations</b>	means the regulations and policies of the Association made by the Board in accordance with Article 18.2 and amended from time to time;
<b>relevant director</b>	means any director or former director of the Association or an associated company;
<b>relevant loss</b>	has the meaning given in Article 57.2.1;

<b>Rules</b>	means the Articles of the Association made by the Association in general meeting, as amended from time to time;
<b>special resolution</b>	means a resolution passed by the Voting Members representing a majority of not less than 75% of the total voting rights of eligible Voting Members;
<b>Sport</b>	means the sport of badminton;
<b>subsidiary</b>	has the meaning given in Section 1159 of the 2006 Act;
<b>Territory</b>	means the territory of the Association, which on the Date of Adoption is England, Jersey and Guernsey, as it changes from time to time, as recognised by the BWF or any successor body;
<b>Three Year Term</b>	has the meaning given in Article 20.1;
<b>Vice-Presidents</b>	means the people elected from time to time as vice-presidents of the Association in accordance with Article 32;
<b>Voting Members</b>	means the Member Organisations and Individual Members together who, under these Articles are entitled to receive notice of, attend and vote at general meetings, and who are members of the Association for the purposes of the Companies Acts;
<b>Withdrawal Notice</b>	has the meaning given in Article 36.5;
<b>working party</b>	means a group of persons appointed for a specific purpose by the Association in general meeting or the Board or a committee; and
<b>writing</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the Date of Adoption.

1.4 Words importing the singular number 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 and unincorporated associations.

## 2. Name and Registered Office

2.1 The name of the Association is Badminton Association of England Limited.

2.2 The Office is to be in England.

## 3. Objects

3.1 The objects for which the Association is established (**Objects**) are:

3.1.1 to act as the governing body for the Sport in the Territory;

3.1.2 to act as the representative member for the Territory in international affairs and to

affiliate to the BWF, or any successor body, whose laws at any time in force shall be the laws of the Sport;

- 3.1.3 to carry out functions delegated to it by the BWF and other relevant bodies;
- 3.1.4 to promote, administer and encourage the development of, and participation in the Sport within the Territory;
- 3.1.5 to contribute to national and international goodwill, friendship and understanding in co-operation with the BWF, its member bodies and other bodies having similar or sympathetic aims;
- 3.1.6 to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of: performance at international and national level; national competition; and increasing participation;
- 3.1.7 to make and vary all such rules for persons participating in the Sport in the Territory (including rules against doping in the Sport) from time to time;
- 3.1.8 to develop a commercial, marketing and public relations programme for the Sport in the Territory;
- 3.1.9 to develop a competition programme and co-ordinate competition fixtures across the Territory;
- 3.1.10 to select the representative teams to represent the Territory in international events;
- 3.1.11 to consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and playing of the Sport;
- 3.1.12 to develop and nurture relationships between the Association and the sports councils within the Territory, the British Olympic Association, the relevant Commonwealth Games Council and relevant government departments;
- 3.1.13 to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Association;
- 3.1.14 to undertake and execute charitable trusts for the benefit of the Sport; and
- 3.1.15 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the Objects stated in this Article 3.

#### **4. Powers**

- 4.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.
- 4.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Association.
- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Association:
  - 4.3.1 of remuneration of any director of the Association, in accordance with Article 22;
  - 4.3.2 to any director, Voting Member, committee or working party member of reasonable





and proper out-of-pocket expenses in accordance with Article 23;

- 4.3.3 of interest on money lent by a Voting Member of the Association or its directors at a commercial rate of interest;
- 4.3.4 of reasonable and proper rent for premises demised or let by any Voting Member of the Association or by any director;
- 4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association; or
- 4.3.6 other payments as are permitted by these Articles.

## **5. Liability of Voting Members**

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



## PART 2

### DIRECTORS' POWERS AND RESPONSIBILITIES

#### 6. Directors' general authority

- 6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Association's business, for which purpose it may exercise all the powers of the Association.
- 6.2 No resolution passed by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

#### 7. Directors may delegate

- 7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

- 7.1.1 to such person, committee or working party;
- 7.1.2 by such means (including by power of attorney);
- 7.1.3 to such an extent;
- 7.1.4 in relation to such matters or territories; and
- 7.1.5 on such terms and conditions,

as it thinks fit.

- 7.2 All acts and proceedings delegated by the Board pursuant to these Articles shall be reported to the Board in due course.
- 7.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person, committee or working party to whom they are delegated.
- 7.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

#### 8. Committees and working parties

- 8.1 The Association shall have such committees and working parties as the Board thinks fit from time to time.
- 8.2 Committees and working parties to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.
- 8.3 Each committee shall comprise a Board member as chairman. All other committee members shall be appointed as appropriate, and for such periods as determined by the Board. The chairman of a working party may be any of its members.
- 8.4 The Board shall notify the Voting Members of any committees it appoints, and of the chairman of such committees.
- 8.5 The Board may make Rules of procedure for all or any committees, or may permit any committee to determine its own terms of reference, which prevail over rules derived from these Articles if they are not consistent with them.



## DECISION-MAKING BY DIRECTORS

### 9. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

### 10. Unanimous decisions

10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.

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

### 11. Calling a meeting of the Board

11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

11.2 The Board shall report on its activities to the Voting Members at general meetings.

11.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Chief Executive to give such notice.

11.4 Notice of any meeting of the Board must indicate:

11.4.1 its proposed date and time;

11.4.2 where it is to take place; and

11.4.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.5 Notice of a meeting of the Board must be given to each director, but need not be in writing. A director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

### 12. Participation in meetings of the Board

12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles; and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **13. Quorum of meetings of the Board**

13.1 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than five, and unless otherwise fixed it is five.

13.2 Subject to Article 13.4 the Board may act notwithstanding any vacancy in its body.

13.3 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision to call a general meeting so as to enable the Voting Members to fill a casual vacancy arising among the directors in accordance with Article 27.

### **14. Chairing of meetings of the Board**

14.1 The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the "chairman of the meeting".

### **15. Casting vote**

If the numbers of votes for and against a proposal are equal, the chairman of the meeting has a casting vote. This does not apply if, in accordance with these Articles, the Chairman or other director appointed as chairman of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **16. Conflicts of interest**

16.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 But if Article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This Article applies when:

16.3.1 the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;

16.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

- 16.3.3 the director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this Article, the following are "permitted causes":
- 16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
- 16.4.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 16.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 16.5 For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 16.6 Subject to Article 16.7, if a question arises at a meeting of the Board, or of a committee, as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman or, where relevant, the chairman of the meeting, whose ruling in relation to any director other than the Chairman, or the chairman of the meeting, as the case may be, is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman or, where relevant, the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman, or the chairman of the meeting, as the case may be, is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **17. Records of decisions to be kept**

The Board must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board and all committees, and by the Association at general meeting.

## **18. Directors' discretion to propose changes to Rules and make Regulations**

- 18.1 The Board may from time to time propose to a general meeting variations to, revocations of, and new Rules relating to membership of the Association including (without limitation) setting out rights, privileges and obligations of the different categories of member.
- 18.2 The Board (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):
- 18.2.1 terms of reference as to the function, role and operation of committees and working parties to assist the Board in the better administration of the Association;
- 18.2.2 regulations setting (i) the levels of entrance fees and annual subscriptions to be paid by the different categories of members and (ii) any sanctions and the dates at which these shall be due;
- 18.2.3 regulations to ensure compliance with national and international rules relating to doping control;



- 18.2.4 regulations setting out disciplinary procedures for members;
  - 18.2.5 regulations for the promotion and organisation of competitions;
  - 18.2.6 child protection policies;
  - 18.2.7 equity and equality policies; and
  - 18.2.8 such other regulations or policies as the Board thinks fit.
- 18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.

## **APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

### **19. Numbers of directors**

- 19.1 Unless otherwise approved by the Association in general meeting, the number of directors shall be not less than eight and shall be subject to a maximum of twelve.
- 19.2 The members of the Board shall be:
- 19.2.1 the Chief Executive;
  - 19.2.2 up to eleven (11) (or such lower number as the Association in general meeting shall from time to time decide, subject to Article 19.2.3) Elected Directors, of whom at least 25% and ideally a third of the Board's membership shall be Independent Directors;
  - 19.2.3 a minimum of 30% of each gender; and
  - 19.2.4 up to two (2) other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting (**Co-opted Directors**), provided that the total number of directors at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted Directors shall be entitled to vote at meetings of the Board and may be co-opted beyond their initial term with the approval of the Voting Members in general meeting.
- 19.3 All acts carried out in good faith at any meeting of the Board or of any 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 person, be as valid as if every such person had been duly appointed or had duly continued in office.
- 19.4 Subject to Article 20.4.2, for the avoidance of doubt, the fact that a person has been elected or appointed to any specific office set out in this Article 19 shall not prohibit such person from being elected or appointed to any other office set out in this Article 19 and any limit in respect of the number of times a person can be re-elected to any such office shall apply only in respect of such offices.

### **20. Elected Directors**

- 20.1 The election of the Elected Directors shall be conducted in accordance with Article 25. Subject to Articles 20.4 and 27, each Elected Director shall serve for a three (3) year term from the end of the annual general meeting at which he is elected to the close of the annual general meeting in the third year after his election (**Three Year Term**), but shall be eligible for re-election for two (2) further Three Year Terms.



- 20.2 Up to four (4) Elected Directors shall be elected at each annual general meeting.
- 20.3 The office of an Elected Director shall be vacated with immediate effect if the person elected as an Elected Director ceases to be a director of the Association.
- 20.4 The Chairman and any IF Director shall:
- 20.4.1 in the event he has not already been appointed as an Elected Director in accordance with Article 25, serve for a Three Year Term from the end of the annual general meeting at which he is appointed, and shall be eligible for re-election for three (3) further Three Year Terms; or
- 20.4.2 in the event he has already been appointed as an Elected Director in accordance with Article 25 and is currently serving a Three Year Term, serve for a Three Year Term from the end of the annual general meeting at which he is appointed as Chairman or IF Director (as the case may be), and shall be eligible for re-election for such further Three Year Terms subject to a maximum of four (4) Three Year Terms. For the avoidance of doubt, no Chairman or IF Director shall serve for more than 12 years from the date on which he was first appointed as an Elected Director.
- 20.5 When an Elected Director ceases to be an Elected Director upon the expiry of his third or fourth Three Year Term, as the case may be, at least four (4) years shall elapse before he can be eligible to stand again as an Elected Director.

## **21. Termination of director's appointment**

- 21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Association as soon as:
- 21.1.1 that person ceases to be a director by virtue of any provision of the 2006 Act or is otherwise prohibited from being a director by law;
- 21.1.2 a bankruptcy order is made against that person;
- 21.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 21.1.5 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
- 21.1.6 that person is requested to resign by all the other members of the Board acting together;
- 21.1.7 if that person is an Elected Director, his term of office expires and he is not re-elected;
- 21.1.8 if that person is the Chief Executive, he resigns or his appointment as Chief Executive is terminated;
- 21.1.9 notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- 21.1.10 an ordinary resolution to remove that person is passed by the Association in general

meeting in accordance with Section 168 of the 2006 Act.

- 21.2 A person serving as an Elected Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Elected Director and the vacancy shall be filled in accordance with Article 27.

## **22. Directors' remuneration**

- 22.1 Subject to the provisions of the Companies Acts and to Articles 22.3 and 22.4 below, 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.

- 22.2 Subject to the provisions of the Companies Acts, and to Articles 22.3 and 22.4 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

- 22.3 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director, provided that such remuneration:

22.3.1 is fixed having regard to the current remuneration of directors in comparable posts;

22.3.2 does not exceed the general market rate for directors providing comparable services; and

22.3.3 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.

- 22.4 Any terms applicable to and the level of any remuneration to be provided to a director in accordance with Articles 22.1, 22.2 and 22.3 above must be approved in advance by at least 75% of the Voting Members of the Association in general meeting, provided always that this Article 22.4 shall not apply to any terms applicable to and the level of any remuneration to be provided to the Chief Executive.

- 22.5 No director shall take any loan from the Association.

- 22.6 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries (if any) or of any other body corporate in which the Association is interested (if any).

## **23. Directors' expenses**

Without prejudice to Article 22, the Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 23.1.1 meetings of the Board, committees of the Board or working parties; or



23.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

## **24. Chairman**

24.1 The Chairman shall be an Elected Director and shall be appointed by the Board.

24.2 The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.

24.3 The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a director of the Association.

## **25. Election of Directors**

25.1 The Board may nominate individuals to be Elected Directors.

25.2 A person wishing to serve as an Elected Director shall submit his application in a form prescribed from time to time by the Board. The form must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe each year.

25.3 All appointments to the Board shall be made on merit in line with the skills required of the Board from time to time, and shall be conducted in accordance with a formal, rigorous, open and transparent process; vacancy details shall be communicated widely.

25.4 If there are the same number of candidates as there are vacancies, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more candidates than vacancies, there shall be an election at the annual general meeting or a ballot in accordance with the provisions of Article 49 as directed by the Board. The results of any such election must be announced at the annual general meeting.

## **26. Chief Executive**

Subject to the provisions of the Companies Acts, the Chief Executive shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board may think fit and any Chief Executive appointed may be removed by the Board.

## **27. Casual Vacancies**

27.1 A casual vacancy arising among Elected Directors shall be filled by the Elected Directors provided always that the person appointed to fill the vacancy shall hold office until the next annual general meeting at which point he shall seek election to the Board.

27.2 If a person appointed to fill a vacancy pursuant to Article 27.1 is not elected at the next annual general meeting, such person shall vacate the position of director and the Elected Directors shall fill the resulting casual vacancy with an alternative person, pursuant to Article 27.1.

**PART 3**  
**MEMBERS**

**28. Membership**

- 28.1 For the purpose of registration the number of Voting Members is declared to be unlimited.
- 28.2 The Member Organisations and the Individual Members shall be the Voting Members of the Association.
- 28.3 The Member Organisations shall comprise:
- 28.3.1 the County Badminton Associations whose rules and regulations, together with any amendments from time to time made thereto, shall not contravene and shall be subservient to the Articles;
  - 28.3.2 the Badminton Umpires Association of England;
  - 28.3.3 the Badminton Line Judges Association of England; and
  - 28.3.4 any other organisations admitted to membership of the Association in general meeting.
- 28.4 The Individual Members shall comprise:
- 28.4.1 the President;
  - 28.4.2 up to six (6) Vice-Presidents; and
  - 28.4.3 until such time as the position of Elected Member is abolished in accordance with Article 31.3, the Elected Members who hold office as such on the Date of Adoption,
- provided always that a director shall not be an Individual Member.
- 28.5 For the avoidance of doubt, the fact that a person has been elected to any specific office set out in this Article 28 shall not prohibit such person from being elected to any other office set out in this Article 28 and any limit in respect of the number of times a person can be re-elected to any such office shall apply only in respect of such offices.

**29. President**

The election of the President shall be in accordance with Article 32. Subject to Article 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for two (2) further Three Year Terms.

**30. Vice-Presidents**

The election of the Vice-Presidents shall be conducted in accordance with Article 32. Subject to Article 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for two (2) further Three Year Terms. Up to two (2) Vice-Presidents shall be appointed at each annual general meeting on a three (3) year cycle.

**31. Elected Members**

- 31.1 The Elected Members shall remain as such until the end of their respective Three Year Terms and shall be eligible for re-election for a maximum of two (2) further Three Year Terms. For



the avoidance of doubt, no Elected Member shall serve more than three (3) Three Year Terms in total.

31.2 On the expiry of an Elected Member's third Three Year Term, such Elected Member shall not be eligible for re-election and shall cease to be an Elected Member with immediate effect from the expiry of such Three Year Term.

31.3 After the Elected Members who hold office as such on the Date of Adoption cease to hold office as Elected Members, no further Elected Members shall be elected and the position shall be abolished, and these Articles shall be read as if they did not contain reference to "Elected Members".

## **32. Election of the President and Vice-Presidents**

32.1 Any Voting Member may nominate individuals to be President or Vice-Presidents.

32.2 The Board may nominate individuals to be President or Vice-Presidents.

32.3 Any nomination must:

32.3.1 be made on the form prescribed from time to time by the Board;

32.3.2 contain a statement of not more than two hundred words in support of the nomination; and

32.3.3 be signed by the nominee to which it relates.

32.4 Any nomination by a Voting Member must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each vacancy and the form must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe.

32.5 If there are the same number of candidates as there are vacancies, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a ballot in accordance with the provisions of Article 49 as directed by the Board. The results of any such election must be announced at the annual general meeting.

32.6 Appointments made pursuant to this Article 32 shall be effective from the close of the annual general meeting at which the appointment is made and shall be valid until the close of the annual general meeting on the expiry of the relevant Three Year Term, unless terminated earlier in accordance with the Articles.

32.7 For the avoidance of doubt an individual who ceases to be President, Vice-President or an Elected Member ceases to be a Voting Member of the Association.

## **33. Casual Vacancies**

33.1 A casual vacancy arising among the offices of President or Vice-President shall be filled by the Voting Members provided always that the person appointed to fill the vacancy shall hold office until the next annual general meeting at which point he shall seek election to that position in accordance with Article 32.

33.2 If a person appointed to fill a vacancy pursuant to Article 32.1 is not elected at the next annual general meeting, such person shall vacate the position of President or Vice-President and the Voting Members shall fill the resulting casual vacancy with an alternative person, pursuant to Article 32.1.

### **34. Applications for membership**

- 34.1 No organisation shall become a Member Organisation of the Association unless:
- 34.1.1 that organisation has completed an application for membership in such form as required by the Board; and
  - 34.1.2 the Association in general meeting has approved the application.
- 34.2 Every corporation and unincorporated association which is admitted as a Member Organisation may exercise such powers as are prescribed by Part 9 of the 2006 Act.

### **35. Conditions of membership**

- 35.1 All Voting Members shall be subject to the Rules and Regulations.
- 35.2 The Voting Members shall pay any entrance fees and annual subscriptions by the due date set by the Board under Article 18.2.2. Any Voting Member whose subscriptions and/or entrance fee is more than three (3) months in arrears shall be deemed to have resigned his membership of the Association and waived any voting rights to which he is entitled pursuant to the Articles unless the Board decides otherwise.
- 35.3 Each Member Organisation shall supply to the Association annually, at times determined by the Board, lists of its affiliates, the names and addresses of its principal officers, all club members and any other information thereon specified by the Board and to notify any changes as soon as they become effective.
- 35.4 Failure or neglect by any Voting Member to comply with the Articles or any failure to abide by the terms of an agreement relating to Voting Members or the provision of facilities or services thereto entered into on behalf of the Association, or any conduct considered by the Board in its absolute discretion to be to the detriment of the Association or the Sport shall render the Voting Member concerned liable to suspension or expulsion from the Association.

### **36. Termination of membership**

- 36.1 A Voting Member may withdraw from membership of the Association by giving three months' written notice to the Chief Executive, and will remain liable for all payments and subscriptions due in the financial year in which that person withdraws from membership.
- 36.2 A membership terminates automatically:
- 36.2.1 when an Individual Member dies;
  - 36.2.2 when a Member Organisation ceases to exist;
  - 36.2.3 on the failure of a Voting Member to comply, or to continue to comply, with any condition of membership set out in these Articles; or
  - 36.2.4 when a Member Organisation no longer falls within the jurisdiction of the Association.
- 36.3 For the avoidance of doubt, where a membership is terminated pursuant to Article 36.2.4, this shall not affect the membership of the Association of any member of the former Member Organisation in question.
- 36.4 The rights and liabilities of Voting Members are not transferable.
- 36.5 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the



Association so require, by notice in writing sent to a Voting Member's address, to request that Voting Member to withdraw from membership of the Association within a time specified in such notice (**Withdrawal Notice**). Subject to Article 36.6, on the expiry of the time specified in the Withdrawal Notice, the Voting Member in question shall automatically cease to be a Voting Member and his name shall be erased from the register of Voting Members. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

- 36.6 If a Voting Member, having been sent a Withdrawal Notice, wishes to contest the decision of the Board contained therein, that Voting Member shall notify the Board in writing of its intention to contest the expulsion before the time specified in the Withdrawal Notice, at which point the matter shall be submitted to a properly convened and constituted meeting of the Board or such committee to which it has delegated its powers. The Board or committee and the Voting Member whose expulsion is under consideration shall be given at least fourteen (14) days' notice of the meeting, and such notice shall specify the matter to be discussed. The Voting Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in writing, and he shall neither be required to withdraw, nor be deemed to have withdrawn from membership unless a majority of the Board members or committee members present and voting shall, after receiving the statement in his defence, votes for his expulsion, or unless the Voting Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Voting Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Voting Member and his name shall be erased from the register of Voting Members. The Board may exclude the Voting Member from the Association's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the Voting Member shall be entitled to attend the Association's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A Voting Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the Voting Members present and voting at such meeting. If the Board's decision is upheld, the Voting Member will be liable for the costs of holding the general meeting.
- 36.7 Any person ceasing to be a Voting 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 subscription. The Board may refund an appropriate part of a resigning Voting Member's subscription if it considers it appropriate taking account of all the circumstances.

## **ORGANISATION OF GENERAL MEETINGS**

### **37. Notice of and Calling General Meetings**

- 37.1 General meetings are called on at least fourteen (14) clear days' written notice.
- 37.2 A general meeting may be called at any time by the Board or by the Chief Executive acting on behalf of the Board or may be called on a written request to the Board from Voting Members holding between them at least 5% of the voting rights in the Association.
- 37.3 On receipt of a written request made pursuant to Article 37.2, the Chief Executive must call a general meeting within twenty-one (21) days and the general meeting must be held not more than twenty-eight (28) days after the date of the notice calling the general meeting.
- 37.4 If pursuant to Article 40 the Board determines that a general meeting shall be held partly by means of electronic facility or facilities, the notice shall:
- 37.4.1 include a statement to that effect;
  - 37.4.2 specify the means, or all different means, of attendance and participation thereat; and

37.4.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

### **38. Annual General Meetings**

38.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place, including partly by means of electronic facility or facilities, as may be determined by the Board and shall specify the meeting as such in the notices calling it.

38.2 The annual general meeting shall be held for the following purposes:

38.2.1 to receive from the Board the Association's audited accounts;

38.2.2 to appoint the Association's auditors;

38.2.3 to elect Elected Directors in place of those retiring, in accordance with Article 25;

38.2.4 to elect (as appropriate) the President and Vice-Presidents in place of those retiring, in accordance with Article 32; and

38.2.5 to transact such other business as may be brought before it.

38.3 All general meetings, other than annual general meetings, shall be called general meetings. The Association shall hold at least three general meeting in each calendar year after its year of incorporation.

38.4 The business of such general meetings shall be decided by the Board, which shall send the agenda for every general meeting to each Voting Member at least fourteen (14) days before the day appointed for the meeting. The agenda shall contain the precise wording of any resolution and, in the case of nominations for office or membership, a statement of not more than two hundred (200) words in support of the nomination and stating the nominating and seconding Voting Members.

38.5 If the agenda for any general meeting contains resolutions or nominations for office or membership, any form of proxy notice required pursuant to Article 50.2 shall be enclosed with the agenda.

38.6 A resolution may not be moved, nor discussion take place upon the minutes of any meeting, save as to question their accuracy. Voting Members wishing to raise matters arising from the minutes shall, if possible, notify the Chief Executive in advance and they will be part of the agenda submitted for the next general meeting.

38.7 The Board shall circulate a copy of the minutes of every general meeting to each Voting Member and may disseminate the same further if decided appropriate by the Board.

### **39. Attendance and speaking at general meetings**

39.1 The Board shall determine in relation to each general meeting, including the annual general meeting, the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so partly by means of electronic facility or facilities pursuant to Article 40 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).

39.2 A person is able to participate in a meeting if that person's circumstances are such that, if he or she has (or were to have) rights in relation to the meeting, he or she is (or would be) able to exercise them.

- 39.3 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 39.4 A person is able to exercise the right to vote at a general meeting when:
- 39.4.1 that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairman of the meeting), on resolutions put to the vote at the meeting; and
- 39.4.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 39.5 The Board may make whatever arrangements it considers appropriate to enable those entitled to do so attend a general meeting and to participate in any general meeting.
- 39.6 In determining attendance and/or participation at a general meeting, it is immaterial whether any two or more Voting Members attending it are in the same place as each other, or how they are able to communicate with each other.
- 39.7 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 39.8 Except by special permission of the Chairman, on all occasions members shall address the chair and no member may speak more than once on any subject under debate. The proposer shall have the right to explain any matters of doubt and to reply to any debate. The Chairman may close a debate at any time.
- 39.9 All attendees at a general meeting must declare any commercial interest in the matter under discussion before commencing to speak on the subject.
- 39.10 Voting Members shall receive and consider recommendations from the Board, and shall appoint from time to time, as may seem suitable, Patrons and Honorary Vice-Presidents of the Association. Patrons and Honorary Vice-Presidents, by virtue of their election, shall be allowed to attend and speak at general meetings but shall not be entitled to vote at any general meeting.
- 39.11 The Board may, for the purpose of controlling the level of attendance or ensuring the safety of those attending at any place specified for the holding of a general meeting, ensuring the security of the meeting and ensuring the future orderly conduct of the meeting, from time to time make such arrangements as it shall in its absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make new arrangements therefor. Any decision made under this Article 39.11 shall be final and the entitlement of any member or proxy to attend a general meeting at such place shall be subject to any such arrangements as may be for the time being approved by the Board.
- 39.12 If a general meeting is held partly by means of an electronic facility or facilities pursuant to Article 40, the Board and the chairman of the meeting may make any arrangement and impose any requirement or restriction that is:
- 39.12.1 necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication; and
- 39.12.2 in its view, proportionate to those objectives.

In this respect, the Board may authorise any voting application, system or facility for



attendance and participation as it sees fit.

#### **40. Simultaneous attendance and participation by electronic facilities**

40.1 The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The Voting Members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the Chairman or the chairman of the meeting, as the case may be, is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:

40.1.1 participate in the business for which the meeting has been convened;

40.1.2 hear all persons who speak at the meeting; and

40.1.3 be heard by all other persons attending and participating in the meeting.

#### **41. Postponement of general meeting**

41.1 If, after the sending of the notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting and/or by means of the electronic facility or facilities specified in the notice, it may postpone the general meeting to another date, time and/or place and/or change the electronic facility or facilities.

41.2 If such a decision is made, the Board may then change the place and/or the electronic facility or facilities and/or postpone the date and/or time again if it considers that it is reasonable to do so.

41.3 No new notice of the general meeting need be sent but the Board shall take reasonable steps to ensure that notice of the change of date, time, place of and/or electronic facility or facilities for the postponed meeting appear at the original time and at the original place and/or on the original electronic facility or facilities.

41.4 When a general meeting is so postponed, notice of the date, time and place, including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Board may, in its absolute discretion, determine.

41.5 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed. Notice of the business to be transacted at such postponed meeting shall not be required.

41.6 If a general meeting is postponed in accordance with this Article 41, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. When calculating the 48 hour period mentioned in this Article, the Board can decide not to take account of any part of a day that is not a working day.

#### **42. Quorum for general meetings**

42.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.



42.2 Subject to Article 45.6, fifteen (15) Voting Members in attendance or by proxy shall be a quorum.

### **43. Chairing general meetings**

43.1 If the directors have appointed a chairman, the chairman shall chair general meetings, if present and willing to do so.

43.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten (10) minutes of the time at which the general meeting was due to start:

43.2.1 the directors present; or

43.2.2 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

43.3 The person chairing a general meeting in accordance with this Article is referred to as the chairman of the meeting.

43.4 The decision of the chairman of the meeting upon all points of order and matters of procedure shall be final.

43.5 In the event of any motion appearing on the agenda in his name, the chairman of the meeting shall vacate the chair during its discussion.

### **44. Attendance and speaking by directors and non-members**

44.1 Directors may attend and speak at general meetings.

44.2 The chairman of the meeting may permit other persons who are not Voting Members of the Association to attend and speak at a general meeting.

44.3 All persons seeking to attend and participate in a general meeting by way of electronic facility or facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman of the meeting to adjourn a general meeting in accordance with the provisions of Article 45.3, any inability of a person or persons to attend or participate in a general meeting by way of electronic facility or facilities shall not invalidate the proceedings of that meeting.

### **45. Adjournment**

45.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

45.2 The chairman of the meeting may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place and/or from such electronic facility or facilities for attendance and participation to such other electronic facility or facilities as the meeting shall determine. However, without prejudice to any other power which the chairman of the meeting may have under these Articles (including the power to adjourn a meeting conferred by Article 45.3), the chairman of the meeting may, without the need for the consent of the meeting and before or after it has started and irrespective of whether a quorum is present, interrupt or adjourn any meeting from time to time (or indefinitely) and from place to place or from electronic facility to electronic facility, or for an indefinite period, if of the opinion that it has become necessary to

do so in order to:

- 45.2.1 protect the safety of any person attending the meeting; or
  - 45.2.2 ensure that the business of the meeting is conducted in an orderly manner.
- 45.3 If it appears to the chairman of the meeting that the facilities at the principal meeting place or an electronic facility or facilities or security at any general meeting have become inadequate for the purposes referred to in Article 40, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chairman of the meeting shall, without the consent of the meeting, interrupt or adjourn the general meeting.
- 45.4 When adjourning a general meeting, the chairman of the meeting must:
- 45.4.1 either specify the time and place to which it is adjourned, together with the means of attendance and participation (including partly by means of electronic facility or facilities) or state that it is to continue at a time and place, together with the means of attendance and participation (including partly by means of electronic facility or facilities), to be fixed by the directors; and
  - 45.4.2 have regard to any directions as to the time and place of any adjournment, together with the means of attendance and participation (including partly by means of electronic facility or facilities), which have been given by the meeting.
- 45.5 If the continuation of an adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the Association must give at least fourteen (14) clear days' notice of it:
- 45.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
  - 45.5.2 containing the same information which such notice is required to contain.
- 45.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place, provided that, if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, twelve (12) Voting Members shall be a quorum.

## **VOTING AT GENERAL MEETINGS**

### **46. Voting: general**

- 46.1 Every Voting Member shall be entitled to receive notice of and attend general meetings, and, subject to Article 46.4, every Voting Member who is present (in person or by proxy) shall on a Flag Vote, poll or such other voting method as the chairman of the meeting may from time to time decide, cast the number of votes set out below:
- 46.1.1 each member of County Badminton Association (as defined by Article 28.3.1) at a general meeting shall have two votes plus one vote for every 15 clubs and other organisations (or part thereof) OR 300 playing members (or part thereof), whichever is the greater, affiliated to it, and on behalf of whom any relevant affiliation fees have been received by the Association by 1 January, and all of such votes may be cast on any resolution or amendment before the meeting. Multiple votes of a Voting Member shall all be cast together on a resolution;
  - 46.1.2 each Member Organisation (as set out in Articles 28.3.2, 28.3.3 and 28.3.4) at a general meeting shall have two votes that shall be cast together on a resolution; and



- 46.1.3 each Individual Member (as defined by Article 28.4) at a general meeting shall have one vote.
- 46.2 Subject to Article 46.3, a resolution put to the vote of a general meeting must be decided on a Flag Vote or by such other voting method as the chairman of the meeting may from time to time decide unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.
- 46.3 A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, which poll votes may be cast by such electronic means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.
- 46.4 At any general meeting every Voting Member who is present in person (or by proxy) shall on a show of hands have one vote.
- 46.5 Every Member Organisation is entitled to send two representatives to general meetings but only one of those representatives shall be entitled to vote.
- 46.6 Member Organisations shall notify the Chief Executive in writing of individuals who may act as their delegates and specify in writing prior to each general meeting which individual delegate will be authorised to cast the votes of that Member Organisation. The nominated individuals may be changed at any time by notifying the Chief Executive in writing.
- 46.7 The chairman of the meeting may permit additional delegates from Member Organisations to attend and speak.
- 46.8 Any Individual Member who, pursuant to Article 39.9, has declared a commercial interest in an item on the agenda, shall not be allowed to vote on such item.

#### **47. Errors and disputes**

- 47.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 47.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

#### **48. Poll votes**

- 48.1 A poll on a resolution may be demanded:
- 48.1.1 in advance of the general meeting where it is to be put to the vote; or
- 48.1.2 at a general meeting, either before a Flag Vote on that resolution or immediately after the result of a Flag Vote on that resolution is declared.
- 48.2 A poll may be demanded by:
- 48.2.1 the chairman of the meeting;
- 48.2.2 the Board; or
- 48.2.3 two or more Voting Members present in person or by proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-



tenth of the total voting rights of all the Voting Members having the right to vote on the resolution.

- 48.3 A demand for a poll may be withdrawn if:
- 48.3.1 the poll has not yet been taken; and
  - 48.3.2 the chairman of the meeting consents to the withdrawal.
- 48.4 Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Individual Members or delegates of Member Organisations) 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.
- 48.5 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty (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 Flag Vote and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 48.6 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 fourteen (14) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 49. Ballot**
- 49.1 The Board may decide, in advance of a general meeting, to call a ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned in accordance with Article 49.2 by such time as the Board shall prescribe.
- 49.2 For the purposes of Article 49.1, voting papers shall be returned as follows:
- 49.2.1 in the case of voting papers in hard copy form, delivered to the Office for the attention of the Chief Executive; or
  - 49.2.2 in the case of voting papers sent by electronic means, delivered to the electronic address designated for such purposes and notified to the Voting Members by the Board at the same time as the details of the resolution and voting papers are circulated,
- in each case, in accordance with these Articles and any instructions contained in the details of resolution and voting papers to which they relate.
- 49.3 On the expiry of the time by which the Board has prescribed any voting papers must be returned all voting papers received prior to such time shall be:
- 49.3.1 opened, in the case of voting papers sent in hard copy form; and / or
  - 49.3.2 accessed, in the case of voting papers sent by electronic means,
- and counted by such person or persons as the Board shall decide.
- 49.4 The result of the ballot will be declared at the general meeting at which it would otherwise



have been put to the vote.

## **50. Content of proxy notices**

- 50.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 50.1.1 states the name and address of the Voting Member appointing the proxy;
  - 50.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
  - 50.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - 50.1.4 in the case of a proxy notice in hard copy form, is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate; and
  - 50.1.5 in the case of a proxy notice sent by electronic means, to the electronic address given in (i) the notice calling the meeting; or (ii) in an instrument of proxy sent out by the Association in relation to the meeting in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 50.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 50.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 50.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 50.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 50.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

## **51. Delivery of proxy notices**

- 51.1 A person who is entitled to attend, speak or vote (either on a Flag Vote or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Office, or at such other address as has been appointed for the deposit of instruments of proxy, by or on behalf of that person.
- 51.2 An appointment under a proxy notice may be revoked by delivering to the Office, or at such other address as has been appointed for the deposit of instruments of proxy, a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 51.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 51.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

## **52. Amendments to and rescission of resolutions**

- 52.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary



resolution if:

- 52.1.1 notice of the proposed amendment is given to the Association in writing by a Voting Member at the general meeting at which it is to be proposed not less than forty-eight (48) hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
  - 52.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 52.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 52.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 52.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 52.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 52.4 No resolution passed at a meeting can be rescinded at the same meeting unless 75% or more of the votes are in favour of rescission.
- 52.5 A resolution passed at any previous general meeting shall not be rescinded unless due notice so to do has been given in writing to the Chief Executive, and such notice of intention to move the rescission shall have appeared on the agenda together with the name of the proposer.
- 52.6 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman of the meeting's error does not invalidate the vote on that resolution.

### **53. Written resolution**

- 53.1 Subject to the provisions of the Companies Acts, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the Office or received in electronic form at the electronic address at which the Association has or is deemed to have agreed to receive it, within the period of twenty eight (28) days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement. In the case of a Voting Member that is a Member Organisation, its authorised representative may signify agreement.
- 53.2 In Article 53.1, the "Appropriate Majority" is:
- 53.2.1 in the case of an ordinary resolution, a simple majority of the votes cast; or
  - 53.2.2 in the case of a special resolution, 75% or more of the votes cast.



## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### 54. Means of communication to be used

54.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.

54.2 The applicable address shall be:

54.2.1 in the case of a Voting Member, at his registered address as it appears 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 Voting Member; and

54.2.2 in the case of a club member, at his last known address.

54.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

54.4 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than forty-eight (48) hours.

54.5 Any Voting Member described in the register of members by an address not within Great Britain, who shall from time to time give the Association an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those Voting Members who are described in the register of members by an address within England shall be entitled to receive notices from the Association.

54.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the third 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 served by electronic communications, shall be deemed to have been given at the expiration of forty-eight (48) hours after the time it was sent.

#### 55. No right to inspect accounts and other records

Except as provided by law or authorised by the Board or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Voting Member.

### DIRECTORS' INDEMNITY AND INSURANCE

#### 56. Indemnity

56.1 Subject to Article 22, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:

- 56.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
  - 56.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);
  - 56.1.3 any other liability incurred by that director as an officer of the Association or an associated company.
- 56.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 56.3 In this Article companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **57. Insurance**

- 57.1 The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- 57.2 In this Article:
- 57.2.1 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
  - 57.2.2 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **58. Rules**

- 58.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules.
- 58.2 Rules made pursuant to Article 58.1 must be compliant with the Companies Acts and these Articles in order to be valid.

## **59. Dissolution**

If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Voting Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of these Articles, such institution or institutions to be determined by Voting Members of the Association at or before the time of dissolution, and insofar as effect cannot be given to such provisions then to some charitable object.





**Annexure 1 - Form of Wording for Resolution**

**SPECIAL RESOLUTION**

**Adoption of New Articles of Association**

IT WAS RESOLVED THAT the draft articles of association contained in the document attached to this Special Resolution and, for the purposes of identification initialled by the Chairman on every page, be adopted as the articles of association of the Association in substitution for, and to the exclusion of, the Association's existing articles of association.

