

ENGLAND BOXING

ANNEXE 6 MODEL ARTICLES OF ASSOCIATION

24 NOVEMBER 2021

WAYNE BARNES
TIM NEWCOMB
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Company No. 10483498

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

Articles of Association

East Midlands Amateur Boxing Association Limited

[Date]

INTERPRETATION

1. In these Articles the following expressions shall (except where otherwise specified or the context otherwise requires) have the following meanings:

Act means the Companies Act 2006 including any statutory modification, amendment or re-enactment thereof for the time being in force;

Area means the East Midlands area which is (unless otherwise agreed by England Boxing) the area comprising the counties of Derbyshire, Leicestershire, Rutland, Northamptonshire and Lincolnshire;

Articles means these Articles of Association;

Bankrupt / bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to bankruptcy;

Board means the board of Directors of the Company;

Boxing means the sport of boxing;

Chairman means the chairman of the Board from time to time;

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

Club Member means those Club Members of England Boxing located within the Area;

Code of Conduct for Members means the England Boxing Code of Conduct;

Company means East Midlands Amateur Boxing Association, a private company limited by guarantee registered in England and Wales with company number 10483498;

Directors means the directors of the Company, as elected in accordance with these Articles;

England Boxing means England Boxing Limited, a private company limited by guarantee registered in England and Wales with company number 2817909;

General Meeting means a general meeting of the Members of the Company, being either an annual general meeting or an extraordinary general meeting;

Individual Members means those Individual Members of England Boxing ordinarily resident within the Area;

Memorandum means the Memorandum of Association of the Company;

Members means the members of the Company from time to time;

Office means the registered office of the Company from time to time;

Rules, Policies and Procedures or Codes means the rules, policies and procedures or codes of England Boxing, and such other Rules, Policies or Procedures or Codes approved by the Board of the Company, so long as such Rules, Policies, Procedures or Codes do not conflict with those of England Boxing;

Company Secretary means the secretary of the Company or any other person elected to perform the duties of the secretary of the Company from time to time;

Subscribers means the individuals who subscribed to the Company's Memorandum and who are entered as members on its register of members; and

United Kingdom means Great Britain and Northern Ireland.

CONSTRUCTION

2. In these Articles:

- a. words denoting the singular number include the plural number and vice versa, words denoting the masculine gender including the feminine gender and words denoting persons include corporations;
- b. words or expressions contained in these Articles which are not defined in these Articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;

- c. subject to paragraph (b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- d. headings are inserted for convenience only and do not affect the construction of these Articles; and
- e. powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them.

OBJECTS

3. The objects of the Company are:

- a. The association of all recognised amateur boxing clubs whose headquarters are in the Area and who shall abide by these Articles;
- b. To promote and foster the spirit of amateur sportsmanship and to encourage and develop a high physical and moral standard amongst members by the educational and healthy pursuit of the national pastime of amateur boxing;
- c. To encourage, develop and control amateur boxing within the Company, to hold amateur boxing tournaments and/or to give prizes at such tournaments, in accordance with England Boxing's rules, regulations, policies and procedures;
- d. To qualify by examination, referees, judges and other officials to act at such tournaments, in accordance with England Boxing's rules, regulations, policies and procedures;
- e. To approve fixtures and to grant permits for amateur boxing tournaments held in the Area and to appoint the necessary officials for such tournaments and bouts, all in accordance with England Boxing's rules, regulations, policies and procedures;
- f. The acceptance of money and the application thereof in accordance with the objects of the Company; and
- g. The furtherance of amateur boxing in the Area generally.

4. The Company shall arrange such other matters as may be conducive to the attainment or extension of the objects of the Company. The objects stated above shall not be restrictively construed but the widest possible interpretation shall be given thereto.

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set out above and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Subscribers or Members of the Company, provided that nothing herein shall prevent any payment in good faith by the Company:
 - a. Of reasonable and proper remuneration to any Subscriber, Member, officer or servant of the Company for any services rendered to the Company;
 - b. Of any interest on money lent by any member of the Company or any Director at a reasonable and proper rate;
 - c. Of reasonable and proper rent for premises demised or let by any Subscriber, Member or Director; and
 - d. To any Director of out of pocket expenses.
6. At each Annual General Meeting, the Board shall present to the Members, and seek their approval of, a report setting out:
 - a. The use of the Company's income and property since the previous annual general meeting; and
 - b. The proposed used of the Company's income and property up to the next annual general meeting.

LIABILITY OF SUBSCRIBERS

7. The liability of each Member is limited to £1.00 being the amount that each Member undertakes to contribute to the assets of the Company in the event of it being wound up while they are a Member or within one year after they cease to be a Member, for:
 - a. Payment of the Company's debts and liabilities contracted before they cease to be a Member;
 - b. Payment of the costs, charges and expenses of winding up; and
 - c. Adjustment of the rights of the contributories among themselves.

AFFILIATIONS

8. The Company is a regional association of England Boxing. The Company and its Members shall be subject to the Articles, Rules, Code of Conduct and policies and procedures of England Boxing and shall be required to abide by all such provisions.

9. In the event of any conflict between the Company's Articles or rules, policies and procedures, and the Articles or rules, policies and procedures of England Boxing, the Articles, rules, policies and procedures of England Boxing shall prevail.

MEMBERSHIP

10. The Company shall have Individual Members and Club Members. The Company's Individual Members shall be made up of the Individual Members of England Boxing who are ordinarily resident within the Area. The Company's Club Members shall be made up of the Club Members of England Boxing who are located within the Area, unless otherwise agreed by England Boxing.
11. The Company shall be entitled to require Members to pay a reasonable membership fee, provided that (1) any such fees are first approved by Members at an Annual General Meeting and (2) the non-payment of any such fees shall not disqualify any relevant Member from membership of the Company, but shall only disqualify them from exercising any right to vote at General Meetings that they might otherwise have had.
12. Membership is not transferrable.

GENERAL MEETINGS

13. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Board may call General Meetings whenever it thinks fit and, on the requisition of Members representing not less than 5% of the total voting rights of all the Members having at the time of the requisition a right to vote at General Meetings, shall within twenty-one days from the date of the deposit of the requisition proceed duly to convene an Extraordinary General Meeting for a date as soon as practicable thereafter.

ANNUAL GENERAL MEETING

15. The Board will call an Annual General Meeting within six months of the coming into force of these Articles and will call an Annual General Meeting once a year thereafter, with no less than 12 months and no more than 18 months to pass between any two Annual General Meetings.
16. The business of the AGM shall be to:

- a. Approve the minutes of the previous AGM and any other General Meetings held subsequent to the AGM;
- b. Receive the Directors' Annual Report;
- c. Receive the Company's annual accounts;
- d. To the extent not already covered by the Annual Report and the annual accounts, receive a report from the Board setting out:
 - (a) The use of the Company's income and property since the previous annual general meeting; and
 - (b) The proposed used of the Company's income and property up to the next annual general meeting.
- e. Elect directors insofar as any vacancies arise:
- f. Appoint auditors;
- g. Consider and decide upon any changes to the Articles of the Company;
- h. Consider and decide upon any proposed motion or resolution for inclusion by a member in the agenda of England Boxing; and
- i. Transact any other business as may be competent at a General Meeting.

NOTICE OF GENERAL MEETINGS

17. Any Annual General Meeting, or any Extraordinary General Meeting called for the passing of a special resolution, shall be called by at least twenty-one Clear Days' notice. In the case of a meeting other than an Annual General Meeting or a meeting for the passing of a special resolution, such meetings shall be called by at least fourteen Clear Days' notice.

18. Without prejudice to Article 17:

- a. an Annual General Meeting of the Company may be called by shorter notice if it is agreed by all the Members entitled to attend and vote thereat; and
- b. an Extraordinary General Meeting may be called by shorter notice if is agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.

19. The notice shall specify the time and place of the General Meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it.
20. Subject to the Articles, the notice shall be given to all Members and Directors and published on the Company's website (insofar as the Company has such a website) and on any other social media outlet used by the Company.
21. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. No business shall be transacted at any General Meeting unless a quorum is present. A quorum will be achieved if natural persons properly authorised and representing in total 50% plus one (or more) Club Members entitled to vote are in attendance. If a General Meeting is not quorate within 30 minutes of its start time, it will be adjourned to the same or a similar time, one week later, at an appropriate venue, and a notice complying with Articles 19 and 20 shall be given as soon as practicable and no later than five days before the adjourned General Meeting. At that adjourned General Meeting, the Club Members present shall constitute a quorum.
23. The Chair of the Board (if present) or in their absence some other Director nominated by all Directors present at the General Meeting shall preside as chair of the General Meeting, but if neither the Chair nor any Director is present within 15 minutes after the time appointed for the holding of the meeting or being present is unwilling to act as chair as the meeting, all Club Members present shall elect one of their members to be chair for the General Meeting.
24. All Individual Members shall be entitled to attend General Meetings. Club Members shall be entitled to send up to three representatives to attend General Meetings.

VOTING AT GENERAL MEETINGS

25. A resolution put to a vote at a General Meeting shall be decided by a ballot of the Club Members present and voting thereat.
26. Every Club Member who is present shall be entitled to exercise one vote at a General Meeting (for the avoidance of doubt, each Club Member shall be entitled to one vote in total, irrespective of whether it sends one, two or three representatives to attend).
27. Any resolution put to the Members at a General Meeting shall be passed by a simple majority of the Club Members present and voting at the meeting (unless the

Act specifies that the resolution shall be passed as an extraordinary or special resolution in which case it shall be passed by a majority of not less than seventy-five per cent of the Club Members voting at the meeting).

28. In the case of an equality of votes the resolution being voted on will not be passed.
29. A resolution in writing executed in accordance with the Act shall be as effective as if it had been passed at a General Meeting properly convened and held and may consist of several documents in the like form signed by one or more of the Club Members.
30. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected is to be 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 if lawful.

DIRECTORS / OFFICERS

The Board

31. Subject to these Articles and the applicable provisions of the Acts, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
32. The Company's Board shall be comprised of a minimum of 6 directors, comprising:
 - a. The Chair;
 - b. The Secretary, who shall also act as Company Secretary;
 - c. The Regional Registrar;
 - d. The Disciplinary Officer;
 - e. The Welfare Officer; and
 - f. The Officials Officer.
33. All of the directors of the Company shall be elected by the Members, at General Meetings. All directors shall be elected for a two year term. No director shall serve on the Board for more than eight years in total (to include any time spent serving on the Committee of any previous body operating as the East Midlands Amateur Boxing Association).

34. In the event of a Director resigning, being removed or having their role vacated for any reason, prior to the expiry of their term off office, the remaining Directors shall be permitted to appoint a replacement Director on an interim basis, such appointment being effective until the following General Meeting, at which point the vacancy shall be filled by election by the Members, in accordance with Article 33.

35. All Directors of the Company, and all individuals seeking election as a Director of the Company, must be members of England Boxing in good standing.

36. The office of a Director shall be vacated:

- a. If they become bankrupt or make any arrangement or composition with their creditors generally;
- b. if they become of unsound mind;
- c. if they become prohibited from holding office by reason of any court order made under the Act;
- d. if by notice in hard copy form to the Board they resign their office;
- e. if the Board at any time resolves to terminate their appointment, such resolution requiring a 75% majority of those voting to be passed;
- f. if the Members of the Company, at an Extraordinary General Meeting or Annual General Meeting, resolve by majority to remove them from office;
- g. if they are banned or suspended from membership of England Boxing; or
- h. if they hold or take on any position (including as a boxer, official, coach or trainer) with, or are or become affiliated to, any professional boxing or professional combat sport organisation (other than APB or World Series of Boxing) or any amateur boxing organisation that is not sanctioned or approved by England Boxing.

37. Unless the Board resolves otherwise, any Director who shall, without sufficient reason, absent themselves from three consecutive meetings of the Board, will be treated as having resigned their position as a Director.

38. A person shall not be eligible to be elected as a Director of the Company if that person:

- a. Is currently banned or suspended from membership of England Boxing; or

- b. has held any position (including as a boxer, official, coach or trainer) within, or has been affiliated to any, professional boxing or professional combat sport organisation (other than APB or World Series of Boxing) or any amateur boxing organisation that is no sanctioned or approved by England Boxing.

Decision-making by Directors

39. The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a Board meeting (including where a majority is achieved by way of the Chair's casting vote) or a decision taken in accordance with Article 40, 41 and 49 below.

40. A written resolution signed by all Directors for the time being who are entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and constituted.

41. Unanimous decisions:

- a. A decision of the Directors 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;
- b. 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;
- c. References in these articles to eligible Directors are to those Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' Meeting;
- d. 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.

Proceedings of the Board

42. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, provided that at least four such meetings shall be held in each year. The quorum for a Board Meeting shall be a majority of the serving Directors at the relevant time, with a minimum of three Directors. Unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.

43. A Director may at any time summon a meeting of the Board by notice served in writing (in hard copy or email) upon the Directors, giving not less than 21 days' notice. Notice of any Board meeting must indicate:

- a. Proposed date and time of the meeting;
 - b. Where it is to take place;
 - c. 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; and
 - d. The business proposed for the meeting.
44. Other than meetings summoned by a director under Article 42, at least seven days' notice of a meeting of the Board must be given to each Director but need not be in writing. Notice of a meeting of the Board need not be given to Directors who waive their entitlement to notice of that meeting, if they do so by giving notice to that effect to the Company prior to or up to and including not more than 7 days after the date on which the meeting is held. Where a Director has waived their entitlement to notice of a meeting only after the meeting has been held, that does not affect the validity of the meeting or of any business conducted at it.
45. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- a. the meeting has been called and takes place in accordance with the Articles; and
 - b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting;
46. A Director may participate in a meeting of the Board by way of video-conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is.
47. The Chair shall chair meetings of the Board. In the absence of the Chair, the directors present at the meeting may appoint an alternative director to chair the meeting.
48. 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 Company for the time being vested in the Board generally. Unless these Articles provide otherwise, questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Subject to the Articles, each director participating in a directors' meeting has one vote. In the event of a vote

being tied, the Chair shall have a casting vote (but any other director acting as chair of the meeting in the absence of the Chair, shall not have such a casting vote).

49. In the case of matters that are urgent and non-contentious or that only require the approval of the Board as a formality, Directors may convene and vote at a meeting by electronic mail. The outcomes of such votes shall be authoritative and shall be appended to the minutes of the previous meeting of the Board shall be formally considered at the following meeting of the Board.

Minutes and Records

50. The Board shall cause proper minutes to be made of all business transacted at Board meetings, and any such minutes of any meeting shall be put for approval to the following meeting of the Board, such approval to be conclusive evidence of the facts therein stated. Following such approval, the minutes of meetings shall promptly be distributed to the Members or placed on the Company's website.
51. The Directors must ensure that the Company keeps a record, in writing for at least 6 years from the date of the decision recorded, of every decision taken by the Directors.

Committees

52. Subject to these Articles, the Directors may create sub-committees or working groups to consider particular issues relevant to the Company. It will be for the Board to appoint members of such sub-committees or working groups. The Board shall at all times have responsibility for managing such sub-committees or working groups. Such sub-committees or working groups shall not be permitted to take decisions or exercise powers on behalf of the Board, and shall report to the Board, which shall take, and be responsible for, any relevant decision.

FURTHER MATTERS REGARDING DIRECTORS

53. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Company Secretary or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. This indemnity will not apply to any dishonest or fraudulent acts nor in respect of a breach of trust where the Director was clearly aware of their trustee obligations because they had been so advised in writing but nevertheless chose to ignore them.

54. Subject to the provisions of the Act and these Articles and to any conflict of interest policy that the Company may have, the Board may enter into an agreement or arrangement with any member of the Board for their employment by the Company or for the provision by them of any services outside the scope of the ordinary duties of a member of the Board so long as approved in advance by the Board. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine and they may remunerate any such member of the Board for their services as they think fit.
55. Subject to the provisions of the Act and to any conflict of interest policy the Company may have, and provided that they have disclosed to the Board the nature and extent of any material interest of theirs, a member of the Board notwithstanding their office:
- a. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - b. may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - c. shall not, by reason of their office, be accountable to the Company for any benefit which they derive 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.

MISCELLANEOUS FINANCIAL MATTERS

56. Auditors shall be appointed at the Annual General Meeting and their duties regulated in accordance with the relevant provisions of the Act.
57. No member shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or ordinary resolution of the Company.

NOTICES

58. The Company shall send any notice or other document pursuant to these Articles to a Member by whichever of the following methods it may in its absolute discretion determine:
- a. by posting the notice or other document in a prepaid envelope addressed to their registered address, or in any other case, to their usual address;

- b. by leaving the notice or other document at that address; or
- c. by any other method approved by the Board including email or any other accepted electronic means.

59. Unless otherwise provided by these Articles, a Member shall send any notice or other document pursuant to these Articles to the Company by whichever of the following methods they may in their absolute discretion determine; by posting the notice or other document in a prepaid envelope addressed to the Office or by leaving the notice or other document at the Office.

60. A Member present, either in person or by proxy, at a general meeting of the Company shall be deemed to have been sent a proper notice of the general meeting.

61. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which a notice or other document may be sent to them shall be entitled to have notices or other documents sent to them at that address but otherwise no such Member shall be entitled to receive any notice or other document from the Company.

62. A notice or other document may be sent by the Company to the legal personal representative or the trustee in bankruptcy in consequence of the death or bankruptcy of a member by sending it, in any manner the Association may choose authorised by these Articles for the sending of a notice or other document to a Member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) within the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a notice or other document may be sent in any manner in which it might have been sent if the death or bankruptcy had not occurred.

63. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document sent by post shall be deemed sent:

- a. if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;
- b. if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted; or
- c. in any other case, on the second day following that on which the envelope containing it was posted.