



**The Companies Act 2006**

**Company Limited by Guarantee and Not Having a Share Capital**

**ARTICLES OF ASSOCIATION  
OF  
BRITISH WEIGHT LIFTERS' ASSOCIATION LIMITED**

**Incorporated in 1957**

**Company Number: 0586136**

*(Adopted by Special Resolution dated 27 October 2013)*

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### **Company Limited by Guarantee and Not Having a Share Capital**

#### **ARTICLES OF ASSOCIATION**

#### **OF**

#### **BRITISH WEIGHT LIFTERS' ASSOCIATION LIMITED**

The name of the Company is British Weight Lifters' Association (hereinafter called "BWLA") and the Registered Office of BWLA will be situated in England.

#### **INTERPRETATION**

1. In these Articles, unless the context otherwise requires:

<b>Act</b>	means the Companies Act 2006;
<b>Address</b>	means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the company;
<b>Articles</b>	means the company's articles of association for the time being in force;
<b>Board</b>	means the Board of directors of BWLA for the time being;
<b>Business Day</b>	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);
<b>Central Council</b>	means a committee of the Board appointed in accordance with the Articles;
<b>Chairman</b>	means the chairman of The Board appointed in accordance with these Articles;

<b>Chief Executive</b>	means the person appointed from time to time as the Chief Executive of BWLA;
<b>Clear day</b>	means in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
<b>Company</b>	means British Weight Lifters' Association Limited (hereinafter called "BWLA");
<b>Connected Person</b>	means any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board, any firm or body corporate (including a limited liability partnership) of which a member of the Board is a partner, member or employee and any company of which a member of the Board is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
<b>Director</b>	means a director of BWLA and includes any person occupying the position of director, by whatever named called;
<b>Disciplinary Panel</b>	means a disciplinary panel set up to hear and determine disciplinary matters relating to the BWLA;
<b>Disciplinary Rules</b>	means the Disciplinary Rules and Regulations of BWLA;
<b>Disabled Powerlifting</b>	means the International Paralympic Committee Powerlifting;
<b>Divisional Council</b>	means a divisional group established by the Board to represent certain geographical areas forming part of the United Kingdom ;
<b>Document</b>	means includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Elected Director</b>	Means a Director elected by members at the Annual General Meeting;
<b>Electronic Form</b>	means as defined in section 1168 of the Companies Act 2006;
<b>Eligible Director</b>	means a director who would be entitled to vote on the

matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

**Employee**

means a member of staff employed full or part time by the Organisation which shall make appropriate statutory deductions from salary relating to income tax and national insurance contributions;

**Financial Year**

means the BWLA's financial year;

**General Meeting**

means a general meeting of BWLA held in accordance with the Companies Acts;

**Home Countries**

means England, Scotland, Wales and Northern Ireland

**Independent**

means not being related to the member concerned or to any member whose position might be affected as a result of any decision;

not being a member of the club of the member concerned or of any club whose position might be affected as a result of any action taken;

not having taken part in the events the subject of the allegations whether as a sportsman or as an official;

not being the coach or adviser to the member or any other member whose position might be affected as a result of any decision taken;

not being a person who by reason of the facts or circumstances a reasonable minded person might consider might show bias.

**Independent Director**

Means a director of BWLA who is determined as being independent by the board acting reasonably including, but not limited to, their having no close connection to BWLA (such as an active interest in its affairs as a member or a fiduciary interest) and who an objective outsider would view as independent;

**Members**

means the members of BWLA for the purposes of the Companies Acts;

**IWF**

means International Weightlifting Federation;

<b>Life Vice President</b>	means a lifetime honorary officer of BWLA, who shall carry no executive duties or responsibilities and no voting powers ;
<b>Member of the Board</b>	means a director of BWLA;
<b>Month</b>	means a calendar month;
<b>Model Articles</b>	means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
<b>Objects</b>	means the objects of BWLA as defined in Article 5;
<b>Office</b>	means the registered office of the BWLA;
<b>Office Holder</b>	means the person for the time being discharging any one of the following offices: the President; the Life Vice Presidents; the Vice Presidents; the Chairman; the Chief Executive; or who is a member of the Board;
<b>Officers</b>	means The President; the Chairman; the Chief Executive;
<b>Organisation</b>	the company regulated by the Articles;
<b>Register</b>	means the register of Members of BWLA kept pursuant to the Companies Acts;
<b>Regulations</b>	means the regulations of BWLA made by the Board pursuant to Article 101;
<b>Special Resolution</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>Sports Resolutions</b>	means Sports Resolutions UK, which is the trading name of Sports Dispute Resolution Panel Limited;
<b>United Kingdom</b>	means Great Britain and Northern Ireland;
<b>Vice President</b>	means an honorary officer of BWLA, who shall carry no executive duties or responsibilities and no voting powers;

<b>Written Resolution</b>	has the meaning given to it in the Companies Act;
<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; and
<b>Year</b>	means calendar year

- A. Words or expressions bear the same meaning as in the Act as in force on the date when Articles become binding on the Company.
- B. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- C. A reference in these Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- D. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
  - (i) any subordinate legislation from time to time made under it; and
  - (ii) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- E. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- F. The Companies (Model Articles) Regulations 2008 and any relevant model articles for a company limited by guarantee are expressly excluded by these Articles.
- G. Words importing the singular shall include the plural and vice versa.
- H. Words including a gender shall include all genders.
- I. Words importing persons shall where the context allows include corporations and unincorporated associations.
- J. For the avoidance of doubt the system of law governing the constitution of the Company is the law of England and Wales.

## **LIABILITY OF MEMBERS**

- 2. The liability of members is limited.

3. Every member of BWLA undertakes to contribute to the assets of BWLA in the event of the same being wound up while it is a member, or within one (1) year after the member ceases to be a member, for payment of the debts and liabilities of BWLA contracted before it ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.
4. If upon the winding up or dissolution of BWLA 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 Member Clubs of BWLA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of BWLA and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed upon the Association under or by virtue of article 7 hereof, such institution or institutions to be determined by the Member Clubs of BWLA at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision, then to some charitable object.

## **OBJECTS**

5. The objects for which BWLA is established are to:
  - 5.1 be the governing body to foster, develop, promote, administer, manage and grow the practice and spirit of the sport of weight lifting for both able bodied and disabled lifters and powerlifting for disabled lifters throughout the United Kingdom;
  - 5.2 organise and regulate the weight lifting and powerlifting movement at all levels within its jurisdiction according to the provisions of these Articles for the benefit of its members and of the sport of weight lifting and power lifting as a whole;
  - 5.3 promote the art and science of and education in lifting weights;
  - 5.4 control the promotion of weight lifters and power lifters to higher degrees and to determine policies in all aspects of elite athlete performance;
  - 5.5 control the training and approval of weight lifting and power lifting coaches and officials, both generally and for elite athlete performance;
  - 5.6 promote such domestic championships and competitions as are required for elite performance;
  - 5.7 promote such international championships or competitions as are appropriate for elite performance;

- 5.8 represent the United Kingdom internationally and to affiliate to the International Weight Lifting Federation (IWF), the European Weight Lifting Federation (EWF) and other relevant international bodies;
- 5.9 serve as the body recognised by the British Olympic Association (BOA), the British Paralympic Association (BPA), the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the control body for the sport of weight lifting and power lifting in the United Kingdom;
- 5.10 be responsible within its jurisdiction for the regulating, maintaining and enforcing of doping control in weight lifting and power lifting at all levels per World Anti-Doping Agency (WADA) and National Anti-Doping Association (NADA) approved guidelines;
- 5.11 maintain a disciplinary code and appropriate judicial system and to regulate the activities of its members when competing, training or otherwise under the jurisdiction of BWLA in order to meet its liabilities from time to time to the IWF, EWF, IOC, IPC and other relevant bodies from time to time;
- 5.12 appoint delegates to fora, whether international or domestic where the United Kingdom is the representative;
- 5.13 act as the nominating or selecting body, as the case may be, for United Kingdom teams in Olympic, World, European or any other events where the United Kingdom is a competing nation (including those under the auspices of the IWF, EWF, IOC, IPC and other relevant bodies);
- 5.14 accept responsibility for carrying out any functions which may be transferred from time to time to BWLA on such terms as may be agreed unanimously between the members and BWLA;
- 5.15 ensure the structures are in place to give each and every individual the opportunity to play, coach, officiate, administer, support, learn and excel at all ages and levels (from beginner to elite) in the sport of weight lifting and power lifting and to promote the principles and objects set out in the Equality and Diversity Policy of BWLA; and
- 5.16 anything incidental or conducive to the promotion of such objects provided that this shall not sanction either the support by BWLA of any political party or the pursuit by BWLA of any object which would make it a Trade Union.

## **POWERS**



6. BWLA shall have the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular BWLA has the power:
  - 6.1 to adopt anti-doping rules and to regulate, maintain and enforce doping control in weight lifting and power lifting at all levels per WADA and NADA approved guidelines and impose clear prohibitions and controls on doping in the United Kingdom in accordance with the mandatory provisions of the World Anti-Doping Code and IWF Anti-Doping Code;
  - 6.2 to maintain a disciplinary code and appropriate judicial system and to regulate the activities of BWLA members when competing, training or otherwise under the jurisdiction of BWLA;
  - 6.3 to nominate or select, as the case maybe, United Kingdom teams in Olympic, World, European, or any other events where the United Kingdom is a competing nation (including under the auspices of the IWF, EWF, IOC, IPC and other relevant bodies);
  - 6.4 to assume the assets and other rights and discharge the liabilities and responsibilities of BWLA;
  - 6.5 to hold or assist in holding competitions, demonstrations, exhibitions and shows for the purpose of promoting the objects;
  - 6.6 to print, publish and sell any newsletters, periodicals, books or leaflets that BWLA may deem desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
  - 6.7 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which BWLA may deem necessary or convenient for the promotion of its objects, and to construct, occupy, maintain and alter any houses, buildings or works necessary or convenient for the purposes of BWLA;
  - 6.8 to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of BWLA as may be thought expedient with a view to the promotion of its objects;
  - 6.9 to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of BWLA, in the shape of donations, annual subscriptions, or otherwise;

- 6.10 to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to the objects of BWLA and may be undertaken lawfully by BWLA;
- 6.11 to borrow or raise money for the purposes of BWLA on such terms and on such security as may be deemed fit;
- 6.12 to invest the monies of BWLA not immediately required for its purposes in or upon such investments, securities or property as may be deemed fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 6.13 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of BWLA;
- 6.14 to take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of BWLA and which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon BWLA under or by virtue of Article 4 hereof;
- 6.15 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which BWLA is authorised to take over or acquire;
- 6.16 to transfer all or any part of the property, assets, liabilities and engagements of BWLA to any one or more of the companies, institutions, societies or associations which BWLA is authorised to take over or acquire;
- 6.17 to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of BWLA's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which BWLA may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- 6.18 to pay all or any expenses incurred in connection with the promotion, formation and incorporation of BWLA or to contract with any person, firm or company to pay the same;

- 6.19 to set aside income as reserve against future expenditure;
- 6.20 to employ and remunerate such staff as are necessary for carrying out the work of BWLA;
- 6.21 to give or award pensions, annuities, gratuities, and superannuation, or other allowances or benefits or charitable aid and generally to provide advantages, facilities, and services for any persons who are or have been directors of, or who are to have been employed by, or who are serving or have served BWLA, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependents;
- 6.22 to do all such lawful things as are incidental or conducive to the attainment of the objects of BWLA;
- 6.23 to do all or any of things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others;

**PROVIDED ALWAYS that:-**

- 6.24 In case BWLA shall take or hold any property which may be subject to any trusts BWLA shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- 6.25 BWLA's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
- 6.26 In case BWLA shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales (or the equivalent bodies of other Home Countries), BWLA shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Board of Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected and the incorporation of

BWLA shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors but they shall, as regards any such property, be subject jointly and separately to such control or authority as if BWLA were not incorporated.

7. The income and property of BWLA shall be applied solely towards the promotion of the objects of BWLA as set forth in these Articles, 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 the members of BWLA, provided that nothing herein shall prevent:
  - 7.1 any payment in good faith by BWLA of reasonable and proper remuneration to any officer or servant of BWLA or to any Member Club or Member of the Association in return for any services actually rendered to BWLA;
  - 7.2 the award in good faith of any prize to any competitor, or entrant at a contest who may be a Member of BWLA;
  - 7.3 the payment of interest of any money lent by any member of BWLA at a rate per annum not exceeding five percent (5%), or reasonable and proper rent for premises demised or let by any member of BWLA.

## **MEMBERS**

8. Members of BWLA shall comprise:
  - 8.1 the Office Holders;
  - 8.2 such clubs as may be admitted to membership by the Board in accordance with Article 11;
  - 8.3 such individuals as may be admitted to membership by the Board in accordance with Article 11; and
  - 8.4 such body as may be admitted to membership by the Board in accordance with Article 11.
9. The number of member clubs, individuals and bodies of BWLA is unlimited.
10. The privileges of a member club, individual and body shall not be transferable.
11. Any individual or club or body who wishes to become a member of BWLA shall apply in writing in such form and signed by such persons to BWLA and provide such information in support of the application as shall reasonably be required as the Board shall from time to time prescribe or approve to enable the Board to

determine membership, and the Board shall have an absolute discretion to accept or reject any application.

12. No application for membership shall be rejected on the grounds of the individual applicant's sex, sexual orientation, religion, race or ethnic origin. For the avoidance of doubt, whilst the BWLA may not reject the application on the grounds of the applicant's nationality, nothing in these Articles or the acceptance of a membership application from an applicant who is not qualified to compete for Great Britain or one of the Home Countries under the rules of the relevant international body shall qualify such person to compete for the United Kingdom or Great Britain (however so described) or any of the Home Countries under the rules of the relevant international body.
13. For the avoidance of doubt, BWLA may, in addition to whatever else deemed relevant, have regard to:
  - 13.1 the standing of the applicant in respect of any other sport;
  - 13.2 where the applicant has been a member of BWLA previously, the circumstances in which that membership came to an end and any penalties that may have been imposed on the applicant by BWLA;
  - 13.3 where the applicant is an individual, whether he has any criminal record which would make it inappropriate for him to be admitted to membership;
  - 13.4 where the applicant is a club (whether incorporated or not) or corporation, that any person involved directly or indirectly in the management or ownership of the club or corporation has any criminal record which would make it inappropriate for that club or corporation to be admitted to membership; and
  - 13.5 where the applicant is a club (whether incorporated or not) or corporation, any aspect of the management of that club or corporation.
14. If the Board rejects an application, the applicant may appeal to the Central Council in writing within one month of being notified of the rejection of the application by the Board. The Central Council shall consider the application afresh and shall have all the powers that the Board would have in dealing with the application.
15. Members shall abide by these Articles and any byelaws or rules made for the regulation of their rights as members and/or the furtherance of the objects of BWLA.
16. The Board may divide individual and club members into classes with different rights and obligations (such rights and obligations to be recorded in the register of

members) and may attach different terms to different classes of membership. However, no member under 18 years of age shall be entitled to vote at any meeting of BWLA.

17. The Board may set an annual subscription for each class of individual or club membership and all members of that class of membership shall pay to the BWLA each year that subscription as a condition of membership.
18. The Board shall arrange for a certificate or membership card for the period covered by the subscription to be issued to each member when that member pays his subscription. The member shall produce the original certificate or membership card whenever he is required to do so by the Board or the rules of BWLA. In the event that the certificate or membership card is lost or destroyed or damaged BWLA may issue a duplicate upon having lodged with it such indemnities as shall be required and the payment of any fee from time to time laid down for such duplicates.
19. Any member who is liable to pay a subscription to BWLA who does not do so for whatever reason within three months of such subscription becoming due shall be deemed to have resigned from BWLA on the date three months after such subscription became due unless the Board decides otherwise.
20. Membership of BWLA is personal to the member and cannot be assigned transferred or shared. It terminates on the death of the member and the estate of a deceased member shall have no claim for the repayment of any subscription paid prior to the member's death.
21. A member may resign from BWLA at any time by written notice to that effect signed by the member and sent to the Chief Executive. The resignation takes effect from the date of receipt by the Chief Executive.
22. A resignation is without prejudice to any claim that BWLA may have against the member for matters that arose prior to the resignation. A resignation shall not affect the member's liability to contribute in the event that BWLA is wound up within a year of the resignation. BWLA may start or continue with the prosecution of any disciplinary proceedings against such a member notwithstanding the resignation and such member shall have the same rights and obligations in respect of those proceedings as would have pertained if the member had not resigned.
23. If at any time it appears to the Board that the conduct of a member may not be in the interests of BWLA, the Board may at any time resolve;

- 23.1 to suspend or terminate the membership of any member subject to the conditions set out in Article 28; or
  - 23.2 refer the matter to the Disciplinary Panel;
24. If such a resolution as is mentioned in article 23.1 is passed, the membership shall be
- 24.1 suspended for such period as the resolution shall specify; or
  - 24.2 terminated
- at that date, or at such other date as the resolution shall specify. Such termination is without prejudice to any claim that BWLA may have against the member for matters that arose prior to the termination.
25. If the matter is referred to the Disciplinary Panel, the Disciplinary Panel shall exercise powers identical to those of the Board and defined in Article 24 and the decision of such panel (and any appeal from such decision as shall be provided for in the rules relating thereto) shall be binding on the Board and the member.
26. The conditions which have to be met in order for the Board to suspend or terminate the membership of a member in accordance with Article 24 are:
- 26.1 that at least 14 days before the Board considers the proposal notice of it has been given in writing to the member concerned. Such notice must state fairly the allegation being made against the member such that the member knows and understands the case to answer and must have included with it copies of all material which exists in tangible form which the Board will be asked to consider in deciding upon the proposal. The member must be informed of the right to attend the meeting of the Board which will be considering the proposal.
  - 26.2 the member concerned is given the opportunity of attending the meeting of the Board at which the matter is to be considered of replying to the allegations, of calling witnesses to support his or her case, examining any witnesses called against him or her and of making submissions to the Board.
27. The Board may make, either generally or by reference to a particular case, such reasonable regulations and directions for the conduct of a hearing in accordance with article 28 to secure the disposal of the matter in a manner that is proportionate and secures the just expeditious and fair disposal of the matter. Such regulations and directions shall not deprive the member of the rights given to him by article 28.

28. Only members of the Board who are Independent shall be present when a proposal is discussed to suspend or expel a member who is not a member of the Board. If a proposal is made to suspend or expel a member who is a member of the Board all members of the Board are entitled to attend and vote.
29. Any member whose membership is suspended or terminated in accordance with Article 24 may, within one month of being notified in writing of such termination, and subject to complying with the procedural and other rules of Sports Resolutions appeal to a single arbitrator for final and binding arbitration in accordance with the Arbitration Act 1996 and Sports Resolutions Arbitration Rules, which are deemed to be incorporated by reference to this clause. For the avoidance of doubt, this means that the decision of such appointed arbitrator shall be final and binding on BWLA and the member and shall not be subject to appeal to any Court or tribunal.
30. The Board must keep a Register in accordance with the Companies Acts.
31. Membership is terminated if:
  - 31.1 the Member ceases to be an Independent Director;
  - 31.2 the Member dies;
  - 31.3 the Member resigns by giving to BWLA not less than one calendar month's notice in writing to expire on the last day of that period;
  - 31.4 any sum due from the Member to BWLA is not paid in full within six months of it falling due; or
  - 31.5 the Board, or a committee thereof, after due enquiry, resolve that the interests of BWLA so require.

## **MANAGEMENT**

32. Subject to the provisions of the Act and the Articles, the administration, direction and management of the affairs of BWLA shall be vested in the Board who may exercise all the powers of BWLA.
33. No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board.
34. Without prejudice to the general powers and duties conferred on the Board, the Board may:
  - 34.1 affiliate to, or resign, from such international or national associations as the Board considers desirable;
  - 34.2 make, repeal and amend such bye-laws or rules for the conduct of the affairs of BWLA as seem to the Board necessary or desirable, and in



particular shall make, repeal and amend such bye-laws and rules as shall be necessary from time to time for the protection of children and vulnerable adults and to ensure the implementation of an equality policy and also such other policies as shall from time to time be deemed necessary by the Board, or required by any public authority;

- 34.3 carry out such functions as are delegated to it by an international association to which it is from time to time affiliated;
  - 34.4 to administer and have possession of all of the funds of BWLA and to apply such funds for such purposes and in such manner as they may deem necessary or desirable;
  - 34.5 to invest the funds of BWLA in such securities or otherwise as Board deems fit; and
  - 34.6 to appoint and dismiss such employees of BWLA as the Board deem desirable and to fix and pay such remuneration as the Board deem fit.
35. The Board shall delegate to the Central Council such functions as from time to time it shall consider appropriate.
36. Both the Board and the Central Council may create sub-committees as they deem fit. They may delegate to such sub-committee such matters as they deem fit (being less than the total functions of the body delegating such matters). Every sub-committee shall be chaired by a member of the body creating it and shall report to the body creating it at each meeting of the creating body or at such other periods as the creating body shall prescribe.
37. Both the Board and the Central Council may delegate such functions as they deem fit (being less than the total functions of the body delegating that function) to such person, or persons, as they decide. Such person shall report to the body delegating the function at each meeting of the delegating body or more frequently if the delegating body shall so require.

## **THE BOARD**

38. A member of the Board must be a natural person aged 18 years or older and no one may be appointed a member of the Board if he or she would be disqualified from acting under the provisions of Article 57.
39. The Board may make rules consistent with the Articles and the Act to govern elections to the Board.
40. The Board shall consist of not less than four (4) members, but shall not be more than twelve (12).

41. A member of the Board may not appoint an alternative member of the Board or anyone to act in his or her behalf at meetings of the Board.
42. A member of the Board shall be paid all reasonable expenses properly incurred by him or her in attending and returning from meetings of the Board or any delegated committee or general meetings of BWLA or in connection with the business of BWLA provided the payment of such expenses has been previously authorised by resolution of the Board.
43. The members of the Board shall be the directors for the purposes of the Act.
44. The Board will include:
  - 44.1 The Chairman, who shall be Independent and appointed by the Board;
  - 44.2 Three (3) Independent Directors who may be appointed by the Chairman and elected Directors. The Chairman and the Elected Directors shall advertise such posts using reasonable means and shall determine the best candidates for the roles, taking into account such matters as are deemed reasonable, including, but not limited to, their skills and qualifications;
  - 44.3 Seven (7) Elected Directors, one of whom shall be the Chief Executive, who shall be elected at the Annual General Meeting; and
  - 44.4 One (1) elected Director to represent the Home Countries, who shall be elected at the Annual General Meeting.
45. The Board can convert one of the elected positions (as described in article 44.3 above) to an appointed position if required in order to fill a skills gap or gender gap. The appointment shall remain in place until the subsequent Annual General Meeting when the Director so appointed shall be elected for the remainder of the initial term.
46. The Board shall have the power from time to time to appoint a Director as Vice-Chairman to act as Chairman in the event of the absence, incapacity or death of the duly appointed Chairman.
47. The Board shall have power to appoint any person, who is able and willing to be appointed, to be a member of the Board subject to the maximum number of directors prescribed in the Articles not being exceeded.
48. A person shall not be entitled to act as a member of the Board, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.

49. No person shall be eligible for election as an Elected Director at any general meeting unless:
  - 49.1 Not less than six weeks before the meeting, his or her name and nomination shall be given to the Secretary by notice in writing left at the BWLA office and signed by two members of BWLA and there shall also be left at the BWLA office notice in writing signed by such person of his or her willingness to be elected to the Board and (if not already a member of BWLA) to become a member; and
  - 49.2 His or her nomination complies with the requirements laid down by the Articles.
50. Every member of the Board must be a member of BWLA. If a person is appointed to the Board as an Independent Director, and is not a member of BWLA, membership of BWLA shall be a condition of appointment that must be effective prior to commencement of office.
51. The Chairman of the Board shall serve for a term of four (4) years. At the expiry of the term the Chairman may be reappointed by the Board to serve for a further term of four (4) years. In exceptional circumstances the Board may resolve that the Chair who has served the maximum term shall be re-appointed for one further year with the further possibility of re-appointment on an annual basis.
52. The Independent Directors shall serve for a term of four (4) years. At the expiry of the term the Independent Director may be reappointed by the Board to serve for a further term of four (4) years subject to a satisfactory annual performance appraisal by the Chairman and subsequent recommendation for reappointment by the Chairman to the Board.
53. The Elected Directors shall serve for a term of four (4) years. At the expiry of the term the Elected Director may seek re-election for a further term of four (4) years, subject to a satisfactory annual performance appraisal by the Chairman.
54. A director who has served two terms may not seek reappointment, or re-election, within twelve (12) months of the expiry of the second term.
55. At each Annual General Meeting of BWLA at least one third of the Elected Directors of the Board shall retire from office. Subject to the provisions of the Act, the members of the Board to retire by rotation shall be those who have been longest in office since their election but as between members of the Board who became or were last reappointed on the same day those to retire shall (unless they otherwise agree amongst themselves) be chosen by drawing lots. A member of the Board

who retires by rotation, and who is otherwise eligible for election as a member of the Board, may stand for re-election.

56. If BWLA does not fill the vacancy at the meeting created by a member of the Board who retired by rotation then the retiring member of the Board shall, if willing to act, be deemed to have been reappointed unless it is resolved not to fill the vacancy at the meeting or a resolution for the reappointment of the member of the Board has been put and lost.
57. No person, other than a member of the Board retiring by rotation, shall be appointed or reappointed as a member of the Board unless he is recommended by the Board.
58. The members of the Board may appoint a person who is willing to be a member of the Board either to fill a vacancy or as an additional member. A member of the Board so appointed shall hold office only until the following Annual General Meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at that meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
59. Subject as aforesaid a member of the Board who retires at an Annual General Meeting, and is not reappointed, shall retain office until the end of that Annual General Meeting.

#### **DISQUALIFICATION, RESIGNATION AND REMOVAL OF MEMBERS OF THE BOARD**

60. A member of the Board shall vacate his membership if:
  - 60.1 he ceases to be a member;
  - 60.2 he ceases to be a director by virtue of any provisions of the Act or he becomes prohibited by law from being a director;
  - 60.3 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
  - 60.4 he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
  - 60.5 by notice in writing to BWLA he resigns his office (but only if the number of members of the Board necessary for a quorum at a Board meeting will remain in office when the notice of resignation is to take effect);

- 60.6 he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board pass a resolution that he has by reason of such absence vacated office;
- 60.7 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;
- 60.8 he is directly or indirectly interested in any proposed or actual transaction or arrangement with BWLA and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006;
- 60.9 he is, or has been, banned, censured, disciplined, suspended from membership of BWLA or any other national governing body of sport for any reason;
- 60.10 he becomes a paid employee of BWLA, other than the Chief Executive;
- 60.11 he breaches BWLA conflicts of interest policy and the remaining members of the Board resolve that he should be removed from office; or
- 60.12 he is removed from office by a resolution of the Board acting in the best interests of BWLA.

#### **POWERS AND DUTIES OF THE BOARD**

- 61. Subject to the provisions of the Companies Acts and the Articles, the business of BWLA shall be managed by the Board who may exercise all the powers of BWLA. No alteration of the Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
- 62. Without prejudice to the generality of the above the Board shall be responsible for:
  - 62.1 the formulation, planning and monitoring BWLA policy on matters affecting the sport in the United Kingdom;
  - 62.2 the supervision and control of all technical matters;
  - 62.3 the appointment of the Chairman and Chief Executive Officer;
  - 62.4 the conduct of the affairs of BWLA in accordance with the Articles;
  - 62.5 the approval of financial budgets and statutory accounts;
  - 62.6 the dissemination of relevant information to Members;

- 62.7 the polices to be followed in the representation of BWLA on all matters within the United Kingdom and internationally;
- 62.8 the appointment of commissions with or without power to act on behalf of the Board.
63. The Board for the time being may act notwithstanding any vacancy in their body, provided always that in case the Board shall at any time be reduced in number to less than four (4) when it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of BWLA, filling up vacancies in the Board, or of summoning a General Meeting, but not for any other purpose.

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

64. Subject to the Articles, the Board may regulate their proceedings as they think fit.
65. Unless otherwise resolved by the Board, the Board shall meet at least two times each Year.
66. The Chairman or Vice Chairman of the Board may, and on the request of two members of the Board shall, at any time call a meeting of the Board.
67. The quorum necessary for the transaction of business of the Board shall be four members of the Board. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
68. The Chairman shall be entitled to preside at all meetings of the Board. If there shall be no Chairman, or if at any meeting he is unwilling to do so, or is not present within five minutes after the time appointed for holding the meeting, the Vice Chairman shall act as chairman of the meeting and if no Vice Chairman is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to be chairman of the meeting.
69. Any of the members of the Board can take part in a meeting of the Board, or any members of a committee of the Board can take part in a committee meeting by way of a:
- 69.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
- 69.2 any series of video conferences or conference telephone calls from the Chairman. Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the

Chairman located. Otherwise, meetings will be treated as taking place where the largest group of the participants is or, if there is no such group, where the chairman of the meeting is, unless the Board decides otherwise.

70. The Board for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
71. All acts bona fide done by any meeting of the Board, or of any committee of the Board, or by any person acting as a member of the Board, shall be valid notwithstanding the participation in any vote of a member of the Board –
  - 71.1 who was disqualified from holding office;
  - 71.2 who had previously retired or who had been obliged by the Articles to vacate office;
  - 71.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that member of the Board and that member of the Board being counted in the quorum, the decision has been made by a majority of the Board at a quorate meeting.
72. Article 71 does not permit a member of the Board or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of the Board if, but for Article 73, the resolution would have been void, or if the member of the Board has not complied with Articles 74, 75, and/or 76.
73. A resolution in writing signed or approved by all the Board or all the members of any committee of the Board entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF INTERESTS OF MEMBERS OF THE BOARD**

74. A member of the Board must declare the nature and extent of any interest, direct or indirect, which he has in any matters to be discussed at a meeting of the Board before the matter is discussed by the Board.
75. A member of the Board who has an interest must, in relation to that matter:

- 75.1 Withdraw from the meeting for that item unless expressly invited by the other members of the Board to remain in order to provide information;
  - 75.2 Not count towards the quorum for that part of the meeting;
  - 75.3 Not vote on the item in which he has interest.
76. Whenever a member of the Board declares an interest, the other members of the Board may authorise the director to have that interest, provided that the member of the Board who has declared an interest:
- 76.1 Withdraws from the meeting during the discussions on authorisation; and
  - 76.2 Is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted.
77. If authorisation is granted by the other members of the Board, the other members of the Board may allow the member of the Board who declared the interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.
78. If any question arises at a meeting of the Board as to whether an interest exists in relation to a member of the Board, or as to the entitlement of a member of the Board to vote, be counted in the quorum or remain at the meeting it shall be referred to the chairman of the meeting whose ruling shall be final and conclusive as between the members of the Board. If the question relates to the chairman of the meeting, it shall be decided by a resolution of the members of the Board (for which purposes the chairman shall be counted in the quorum but may not vote).
79. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

### **CONFLICTS OF INTEREST**

80. If a conflict of interests arises for a member of the Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted members of the Board may authorise such a conflict of interests where the following conditions apply:
- 80.1 the conflicted member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;



- 80.2 the conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum of the Board is present at the meeting; and
- 80.3 the unconflicted members of the Board consider it is in the interests of BWLA to authorise the conflict of interests in the circumstances applying;
- 80.4 In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.

## **COMMITTEES**

81. The Board may appoint one or more committees consisting of three or more persons (including employees of BWLA) at least one of whom must be a member of the Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee.
82. Terms of delegation by the Board must be recorded in the minute book of the Board.
83. The Board may impose conditions when delegating, including conditions that:
- 83.1 The relevant powers are to be exercised exclusively by the committee to whom the Board delegates;
- 83.2 No expenditure may be incurred on behalf of BWLA except in accordance with a budget and virement previously agreed with the members of the Board.
84. Any committee of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.
85. The Board may also form and constitute committees of BWLA for the purpose of considering the policies or any particular policy or aspect of policy of BWLA in relation to BWLA, or the discharge of the Objects.
86. The Board may revoke or alter a delegation to a committee and all acts and proceedings of any such committees shall be fully and promptly reported to the Board.

## **THE CENTRAL COUNCIL, DIVISIONS AND OTHER BODIES**

87. The members of the Central Council shall be:
- 87.1 the President;
  - 87.2 a chairman elected annually;
  - 87.3 a representative of each Division; and
  - 87.4 a representative of IPC Powerlifting and if the office is vacant shall be nominated by the Board.
88. The Chairman, the Chief Executive, the Life Vice Presidents and the Vice Presidents shall be entitled to attend and speak at any meeting of the Central Council but not to vote.
89. If the post of chairman of the Central Council should become vacant the Central Council shall appoint a person who is willing to be a member of the Central Council to fill that vacancy.
90. The Board shall establish Divisions of BWLA to represent the whole of the United Kingdom and shall allocate to each division such geographical area forming part of the United Kingdom as the Board shall from time to time determine. The Board at its discretion may at any time alter the areas so allocated.
91. The Board may recognise other bodies (whether incorporated or not) as representing weightlifting and/or disabled powerlifting in a particular area of the United Kingdom and such organisation shall be entitled to exercise the rights given to Divisions by article 90. In considering whether to recognise such a body the Board shall have regard to the memorandum and articles of association of such body, or such other constitutional documents as may be relevant, and shall be satisfied that such body operates in substantially the same manner as a division of BWLA constituted under the Articles.
92. In respect of each division created by the Board in accordance with article 90 (but excluding those recognised under articles 91), there shall be a Divisional Council.
93. The Divisional Council shall:
- 93.1 further, within its geographical area, the objectives of BWLA as it deems fit and in accordance with any directions as shall be given to it from time to time by the Board; and
  - 93.2 undertake such specific tasks as are given to it from time to time by the Board.

## **MINUTES**

94. The Board must keep minutes of all:
  - 94.1 Appointments of members of the Board and officers made by the Board;
  - 94.2 Proceedings at General Meetings of BWLA;
  - 94.3 Meetings of the Board and committees of the Board including;
    - 94.3.1 the names of the persons present at the meeting;
    - 94.3.2 the decisions made at the meetings; and
    - 94.3.3 where appropriate the reasons for the decisions.
95. Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
96. The minutes of General Meetings may be inspected at all reasonable times by any member of BWLA.
97. The minutes of the Board, and of any sub-committee appointed by the Board, may be inspected at any time by members of the Board. Members of a sub-committee who are not members of the Board may inspect the minutes of that sub-committee and those minutes of the Board that relate to the establishment and powers of that sub-committee. The Board may resolve that a named person may inspect such of their minutes or the minutes as shall be specified in the resolution.
98. No one shall have any right to inspect the minutes of the Board or any sub-committee established by them except as set out in article 97.
99. The Board shall keep records to show the names and addresses of the members of BWLA. The records shall indicate any office in BWLA held by any member. The membership register shall be open to inspection by any member at any reasonable time free of charge.

## **REGULATIONS**

100. The Board may from time to time make such reasonable and proper regulations as they may deem necessary or expedient for the proper conduct and management of BWLA and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Board shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects, but are not restricted to them:

- 100.1 the admission of Members of the BWLA (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 100.2 the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;
  - 100.3 the conduct of Members in relation to one another, and to BWLA's employees and volunteers;
  - 100.4 any other subjects which the Articles provide may be covered by Regulations;
  - 100.5 generally all such matters as are commonly the subject of company rules or bye-laws provided that no regulation shall contravene any of the provisions of the Articles or the Act.
101. The Board must adopt such means as they think sufficient to bring the regulations and bye- laws to the notice of Members of BWLA.
  102. The regulations or bye-laws shall be binding on all members of BWLA. No regulation or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

## **ACCOUNTS**

103. The Board shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies of annual accounts.

## **GENERAL MEETINGS**

104. BWLA shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, shall specify the meeting as such in the notices calling it. Not more than 15 months may elapse between successive Annual General Meetings.
105. The Board, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient

members of the Board capable of acting to form a quorum any member of the Board may call a General Meeting.

106. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

#### **NOTICE OF GENERAL MEETINGS**

107. A General Meeting shall be called by at least fourteen (14) clear days' notice. An Annual General Meeting or an Extraordinary General Meeting at which a Special Resolution is proposed shall be called by at least twenty one clear day's notice.

108. A General Meeting may be called by shorter notice if it is so agreed by a majority in the number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety (90) percent of the total voting rights at that meeting of all Members.

109. The notice shall contain a statement setting out the rights of Members to appoint a Proxy under section 324 of the Companies Act 2006.

110. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

111. The notice shall specify the time and place of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such.

112. All members of BWLA are entitled to attend a General Meeting of BWLA.

113. Notice shall be given to:

113.1. all Members whose address is known;

113.2. the members of the Board;

113.3. the auditors; and

113.4. any other body entitled to receive notice.

114. Notice of a General Meeting of the BWLA shall be given by such of the following means as the Board shall from time to time decide:

114.1 by placing notice of the meeting on the BWLA website throughout the period from the giving of the notice to the start of the meeting to which the notice relates (unless BWLA shall be prevented from maintaining such notice on its website by reason of matters outside its control);

- 114.2 by placing notice of the meeting in any newsletter magazine or similar publication which in the opinion of the Board is likely to come to the notice of the Members of BWLA;
- 114.3 by sending written notice by mail of the meeting to all Members of BWLA in the United Kingdom at the last known address of such member;
- 114.4 by sending written notice by electronic mail of the Meeting to all members of BWLA at the last known email address of such member; and
- 114.5 such other means as shall seem to the Board to be useful to inform members of the meeting.

For the avoidance of doubt the Board may use one such option to the exclusion of the others or such combination of such options as they shall from time to time decide and a notice may be given partly by one means and partly by another so that (for example) a notice of the meeting may be given by letter or e-mail but Member be referred the details of the business to the website. Notice shall for all purposes be deemed to be properly and sufficiently given to all Members entitled to receive it when given in accordance with the provisions of this Article.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 115. No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, ten (10) Members present in person or by Proxy and entitled to vote on the business to be transacted shall be a quorum.
- 116. If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Chairman, or the Board, shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by Proxy shall be a quorum.
- 117. The Chairman shall preside as chairman at every General Meeting or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chairman (if any) shall, if present and willing to act, preside as chairman failing which the Members present shall elect one of their number to be chairman of that meeting.

118. The chairman of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
119. When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
120. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  - 120.1 by the chairman of the meeting; or
  - 120.2 by at least two Members present in person or by Proxy having the right to vote on the resolution; or
  - 120.3 by a Member or Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
121. Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
122. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
123. A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
124. No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent

continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

125. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
126. A proposed Written Resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of sixty (60) days beginning with its circulation date (as defined in the said Act).
127. Voting at a General Meeting shall be as follows:
  - 127.1 On a show of hands with each Member present shall having one vote.

If a poll is taken:

    - 127.1.1. Individual members aged 18 and over admitted to membership under Article 11 one vote each;
    - 127.1.2. Clubs admitted to membership under Article 11 ten votes for each 30 members registered (or part thereof);
    - 127.1.3. A body admitted to membership under Article 11 such number of votes not being more than one half of the votes that such body would have had had it been a club admitted to membership.
    - 127.1.4 Individuals under 18 do not have a vote either on a show of hands or a poll.
128. A Member who is entitled to attend and vote at a General Meeting is entitled to appoint a Proxy to attend and speak and vote.
129. A Proxy shall be in the form of the draft in Schedule 1 to the Articles or so near thereto as circumstances permit and shall be signed by the Member concerned and deposited at the registered office of BWLA or if the Board so decides at such other address as the Board shall specify not later than forty eight (48) hours before the start of the meeting or where the poll is to be taken later than forty eight (48) hours after it was demanded, twenty four (24) hours before the poll is to be taken or where a poll is to be taken less than forty eight (48) hours after it was demanded when it was demanded.



130. A Proxy must state the name and address of the Member appointing the Proxy, identify the person appointed to be the Member's proxy and the General Meeting in relation to which that person is appointed.
131. A Proxy must also be signed by or on behalf of the Member appointing the Proxy, or is authenticated in such manner as the members of the Board may from time to time determine.
132. A Proxy notice may specify how the Proxy appointed under it is to vote (or that the Proxy is to abstain from voting) on one or more resolution.
133. Unless a Proxy notice indicates otherwise, it must be treated as:
  - 133.1 allowing the person appointed under it as a Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings; and
  - 133.2 appointing that person as a Proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.
134. An appointment under a Proxy notice may be revoked by delivering to BWLA a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy notice was given.
135. A notice revoking a Proxy appointment only takes effect if it is delivered before the start of a meeting or adjourned meeting to which it relates.
136. 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.
137. A club or other unincorporated association that is entitled to attend a General Meeting may do so by nominating one of its members (who must personally be a member of BWLA) to attend and exercise its rights at that meeting. The club shall provide their representative with a letter of authority signed by the chairman of the club or some other proper officer. If two or more people claim to represent the same club at a General Meeting, the chairman of the meeting shall decide which one person shall be considered as the club representative. The chairman's decision on this matter shall be final.
138. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

139. In the event of there being an equality of votes, the chairman of the meeting shall have a second or casting vote.
140. The members of the Board may call General Meetings.
141. On the requisition of at least fifty (50) members, the Board shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If the Board fails to do so any member of the Board or the Members requisitioning the meeting may do so.
142. The business of the Annual General Meeting of BWLA shall be:
  - 142.1. to receive the Annual Report;
  - 142.2. to receive the Annual Accounts;
  - 142.3. to receive the appointed Chairman and Independent Directors;
  - 142.4. to elect members of the Board;
  - 142.5. to appoint the Auditors and settle their remuneration;
  - 142.6. to transact any other business that is included on the notice calling the meeting.
143. No business shall be conducted at a General Meeting that is not specified in the notice calling the meeting.

#### **CHIEF EXECUTIVE**

144. Subject to the provisions of the Act, the Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions consistent with the provisions of the Articles as it may think fit, and any Chief Executive so appointed may be removed by it. The Chief Executive shall be an Elected Member of the Board of Directors and shall be accountable to the Chairman on behalf of the Board.

#### **MISCELLANEOUS PROVISIONS RELATING TO THE BOARD OF DIRECTORS**

145. Candidates will be vetted by the Board prior to being put forward for appointment or election. The Board will form a Nominations Panel to complete the vetting process and recommend candidates to the Board for approval to be appointed or elected.
146. At the Annual General Meeting in every year the Board shall lay before the Members a proper income and expenditure account for the period since the last

preceding account (or in the case of the first account since the incorporation of the Association) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than seven (7) months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than fourteen (14) clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the meeting pursuant to the provisions of the Act.

147. Members of the Board and committees of the Board may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or General Meetings.
148. The members of the Board shall be entitled to such remuneration as the Board may determine.
149. Any person who has been suspended from being a Member or otherwise suspended from BWLA for any reason (including but not restricted to a ban, censure or other disciplinary action) shall be prohibited from running for any elected office whatsoever within BWLA (including the roles of President, Chair and Director of BWLA and any elected position within a Home Country Association, Division, Member Club or any other recognised body) for a period of four (4) years, such period to commence on the expiry of that person's suspension from BWLA.

#### **HONORARY OFFICERS**

150. The Board may, at any time from time to time, appoint any person, whether a Member or not, to be a President, a Vice President, or a Patron of BWLA. Such offices shall be honorary offices, carrying no executive duties or responsibilities and no voting powers.

#### **MEANS OF COMMUNICATION AND NOTICES**

151. Subject to the Articles, anything sent or supplied by or to BWLA under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to BWLA.
152. Subject to the Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by members of the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents from time to time
153. Any notice to be given by or to any person pursuant to the Articles:
  - 153.1. must be in writing to the Address for the time being notified for that purpose; or
  - 153.2. must be given in electronic form.
154. BWLA may give any notice to a Member either:
  - 154.1. Personally; or
  - 154.2. By sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - 154.3. By leaving it at the address of the Member; or
  - 154.4. By giving it in electronic form to the Member's address; or
  - 154.4. By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.
155. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where BWLA can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of forty eight (48) hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of forty eight (48) hours after the time it was sent.
156. Notwithstanding any other provisions of the Articles, BWLA may send or supply any document or information to Members that is required or authorised to be sent or supplied by BWLA under the Companies Acts or the Companies Act 2006 ("2006

Act”) or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

157. A Member who does not register an address with BWLA or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from BWLA.
158. A Member present in person at any meeting of BWLA shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **DISPUTES**

159. The Members agree that if a dispute in connection with the Articles arises and the dispute cannot be resolved by agreement, it shall be referred to Sports Resolutions for resolution by mediation in accordance with the Sports Resolutions Mediation procedure which is deemed to be incorporated by reference to this clause.
160. If the dispute is not settled within 60 days of the mediation being instituted, or within such other period as the parties shall agree in writing, the dispute(s) shall be referred to and finally resolved by arbitration under the Arbitration Act 1996 and Sports Resolutions’ Arbitration Rules are deemed to be incorporated by reference to this clause.

## **DISSOLUTION**

161. The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of BWLA after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of BWLA be applied or transferred in any of the following ways:
  - 161.1 directly for the Objects;
  - 161.2 to any charity or charities with purposes similar to the Objects; or
  - 161.3 to any charity or charities for use for particular purposes that fall within the Objects.
162. In no circumstances shall the net assets of BWLA be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution is passed by the Members the net assets of BWLA shall be applied for charitable purposes as directed by the Court.

## **INDEMNITY**

163. BWLA may indemnify a Member of the Board or former Member of the Board against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

## **SCHEDULE ONE – FORM OF PROXY NOTICES**

An instrument appointing a Proxy shall be in the following form or as near thereto as circumstances admit:

*I/We [MEMBER'S NAME] of [MEMBER'S ADDRESS] being a member of BWLA, hereby appoint [NAME OF PROXY] of [PROXY'S ADDRESS] or failing him/her [ALTERNATE PROXY NAME] or [ALTERNATE PROXY ADDRESS] as my/our Proxy to vote for me/us on my/our behalf at the (ANNUAL or EXTRAORDINARY, as the case may be) General Meeting of BWLA to be on the [ ] of [ ] 20[ ], and at any adjournment thereof.*

*Signed this [ ] day of [ ] 20[ ]*

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a Proxy shall be in the following form or a form as near thereto as circumstances admit:

*I/We [MEMBER'S NAME] of [MEMBER'S ADDRESS] being a member of BWLA, hereby appoint [NAME OF PROXY] of [PROXY'S ADDRESS] or failing him/her [ALTERNATE PROXY NAME] or [ALTERNATE PROXY ADDRESS] as my/our Proxy to vote for me/us on my/our behalf at the (ANNUAL or EXTRAORDINARY, as the case may be) General Meeting of BWLA to be on the [ ] of [ ] 20[ ], and at any adjournment thereof.*

*Signed this [ ] day of [ ] 20[ ]*

*This form is to be used \*in favour of/against the resolution. Unless otherwise instructed, the Proxy will vote as he/she thinks fit*

*\*Strike out whichever is not desired*