



**The Companies Act 2006**

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

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

**Incorporated in 1957**

**Company Number: 0586136**

*(Adopted by Special Resolution dated 2019)*

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

#### **ARTICLES OF ASSOCIATION**

#### **OF**

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

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>Annual General Meeting</b>	means an annual general meeting of BWLA held in accordance with the Act;
<b>Annual Accounts</b>	the annual financial statements of BWLA, in respect of the relevant Financial Year.
<b>Annual Report</b>	the annual report of BWLA, incorporating (amongst other things), the Annual Accounts, a governance statement and a report on the Financial Year from an operational and sporting perspective.
<b>Articles</b>	means BWLA's articles of association for the time being in force;
<b>Athlete Representative</b>	means the athlete who is elected by his or her peers pursuant to Article 132;

<b>Auditors</b>	means the auditors of BWLA from time to time appointed by the Board or by any committee formed by the Board for such purposes pursuant to Articles 71 to 76;
<b>BOA</b>	means the British Olympic Association;
<b>Board</b>	means the board of Directors of BWLA appointed in accordance with Articles 36 to 43;
<b>BPA</b>	means the British Paralympic Association;
<b>Business Day</b>	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);
<b>Chairman</b>	means the chairman of the Board appointed in accordance with Article 36, whose responsibilities shall include: <ul style="list-style-type: none"> <li>(a) providing leadership to the Board;</li> <li>(b) setting agendas for Board meetings;</li> <li>(c) managing conflicts of interest;</li> <li>(d) overseeing the effectiveness of the individual Directors and the Board as a whole; and</li> <li>(e) promoting effective relationships and open communication with the Members;</li> </ul>
<b>Chief Executive</b>	means the person appointed from time to time as the chief executive of BWLA in accordance with Article 51, whose responsibilities shall include: <ul style="list-style-type: none"> <li>(a) management of the day-to-day running of BWLA's business in accordance with the policies, procedures and budget approved by the Board;</li> <li>(b) maintenance of regular dialogue with the Chairman on important and strategic issues facing BWLA and ensuring that the Board are made aware of such issues;</li> <li>(c) acting as a liaison between the Board and the executive management of BWLA including ensuring that the executive management provides timely reports to the Board so as to allow it to fulfil its duties; and</li> </ul>

(d) such other matters as may be set out from time to time in any corporate governance handbook or Regulations relating to BWLA.

**Clear Day** means in relation to a period of notice 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;

**Close Connection** means any connection that a person may have to BWLA which means that, from the perspective of an objective outsider, that person could not be considered independent. A person will be considered to have a Close Connection to BWLA in the following non-exhaustive circumstances:

- where that person has, within the last four years, been actively involved with BWLA;
- where that person is, or has within the last four years, been an Employee; and/or
- where that person has close family ties with any Director or senior Employee;

**Connected Person** means any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm or body corporate (including a limited liability partnership) of which a Director is a partner, Member or employee and any company of which a Director is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;

**Director** means a director of BWLA and includes any person occupying the position of director, by whatever name called;

**Director's Code of Conduct** means a code of conduct adopted by the Board (as amended from time to time), setting out the obligations, requirements, and duties of the Directors;

**Director's Declaration** means a written document, in a manner approved by the Board, containing (i) an acceptance of, and expression of willingness to act in accordance with, the Articles and

BWLA's Directors' Code of Conduct, and (ii) a declaration of good character and suitability for office;

**Disciplinary Panel** means a disciplinary panel set up to hear and determine disciplinary matters relating to the BWLA pursuant to BWLA's Disciplinary Regulations in force from time to time;

**Document** means a writing, communication, picture, drawing or data of any kind and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

**Elected Director** means a Director elected by Members at a general meeting;

**Electronic Form** has the meaning given in section 1168 of the Act;

**Employee** means a Member of staff employed full or part time by BWLA;

**England Group** means the committee established by the Board in accordance with Article 77;

**EWF** means the European Weight Lifting Federation;

**Ex-Officio** means that a person holds a position (for example, as a Director) solely by virtue of some other office they hold (for example, the office of Chief Executive) and whose position is therefore wholly dependent upon them continuing to hold that other office;

**Financial Year** has the meaning given to it in section 390 of the Act;

**General Meeting** means a general meeting, held in accordance with the Act;

**Home Countries** means England, Scotland, Wales and Northern Ireland;

**Independent** means a person who is free from any Close Connection to BWLA and if, from the perspective of an objective outsider, they would be viewed as independent and 'Independence' shall be construed accordingly. A person may still be considered independent notwithstanding the fact that they are a Member and/or they play the sport.

	Any question of the 'independence' of an individual shall be determined by the Board in their absolute discretion;
<b>Independent Director</b>	means a person who is appointed from time to time pursuant to Articles 38, 39 and / or 40 to serve on the Board in an Independent capacity;
<b>Individual Member</b>	means such individuals as may be admitted to Membership by the Board in accordance with Article 10;
<b>IOC</b>	means the International Olympic Committee;
<b>IPC</b>	means the International Paralympic Committee;
<b>IWF</b>	means the 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 Club</b>	such clubs as may be admitted to Membership by the Board in accordance with Article 10 and 'Member Clubs' shall be construed accordingly;
<b>Members</b>	means any person whose application to become a member of BWLA is accepted by the Board pursuant to Article 10 and whose name is entered in the Register of Members and 'Membership' shall be construed accordingly;
<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 ( <i>SI 2008/3229</i> ) as amended prior to the date of adoption of these Articles;
<b>NADA</b>	means the National Anti-Doping Agency;
<b>Nominations Committee</b>	means the committee of Directors constituted by the Board from time to time in accordance with Articles 71 to 76 for the purpose set out in Article 40;
<b>Objects</b>	means the objects of BWLA as defined in Article 5;
<b>Office Holder</b>	means a person discharging any one of the following offices: the President; the Life Vice Presidents; the Vice

	Presidents; the Chairman; the Chief Executive; or a Director;
<b>Patron</b>	means the person appointed to such honorary office of BWLA by the Board in accordance with Article 137;
<b>Powerlifting</b>	means the sport of World Para Powerlifting (formerly known as IPC Powerlifting), in whatever form, and 'Powerlifters' shall be construed accordingly;
<b>President</b>	means the person appointed to such honorary office of BWLA from time to time by the Board in accordance with Article 137;
<b>Recruitment Policy</b>	means any Board recruitment policy of BWLA as set out in any Regulations and / or corporate governance handbook of BWLA in place from time to time.
<b>Region</b>	means a geographical area forming part of the United Kingdom, as determined and designated by the Board from time to time;
<b>Regional Body</b>	means a body established by the Board in accordance with Article 79 to represent a Region;
<b>Registered Office</b>	means the registered office of BWLA as filed at Companies House from time to time and for the time being means 1 <sup>st</sup> Floor Office Suite, St Ann's Mill, Commercial Road, Leeds, England, LS5 3AE;
<b>Register of Members</b>	means the statutory register of Members kept pursuant to the Act;
<b>Regulations</b>	means the regulations of BWLA made by the Board pursuant to Article 88;
<b>Senior Independent Director</b>	means the person appointed in accordance with Article 43;
<b>Senior Management Directors</b>	those members of the Senior Management Team who are appointed to the Board and <b>Senior Management Director</b> shall mean any of them.

<b>Senior Management Team</b>	any persons appointed from time to time to operate in a senior managerial capacity with responsibility for the daily supervision, management, planning and administrative processes required by BWLA, including (but not limited to) any Chief Executive, chief financial officer and chief operating officer appointed from time to time.
<b>Skills Matrix</b>	means a matrix maintained by BWLA of the skills, experience, independence and knowledge of the Board from time to time and, any shortfalls or requirements in respect of the same;
<b>Special Resolution</b>	has the meaning given in section 283 of the Act;
<b>Sports Resolutions</b>	means Sports Resolutions UK, which is the trading name of Sports Dispute Resolution Panel Limited;
<b>Subsidiary</b>	has the meaning given in section 1159 of the Act;
<b>Weightlifting</b>	means the sport of Weightlifting, in whatever form, and 'Weightlifters' shall be construed accordingly;
<b>United Kingdom</b>	means Great Britain, Northern Ireland, the Channel Islands and the Isle of Man;
<b>Vice Chairman</b>	means the person appointed in accordance with Article 33.
<b>Vice President</b>	means the person appointed to such honorary office of BWLA from time to time by the Board in accordance with Article 137;
<b>WADA</b>	means World Anti-Doping Agency;
<b>Written Resolution</b>	has the meaning given to it in section 288 of the Act; and
<b>Year</b>	means a 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 Model Articles 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, words denoting a gender shall include all genders, and words denoting persons shall, where the context allows, include corporations and unincorporated associations.
- H. For the avoidance of doubt the constitution of the Company is governed by, and construed in accordance with, 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 sterling.
- 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 Members, 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 BWLA pursuant to Article 7, such institution or institutions to be determined by the Members 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 Weightlifting and Powerlifting throughout the United Kingdom;
  - 5.2 organise and regulate the Weightlifting 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 Weightlifting and Powerlifting as a whole;
  - 5.3 promote the art and science of and education in lifting weights;
  - 5.4 control the promotion of Weightlifters and Powerlifters to higher degrees and to determine policies in all aspects of elite athlete performance;
  - 5.5 control the training and approval of Weightlifting and Powerlifting 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 IWF, the EWF and other relevant international bodies;
  - 5.9 serve as the body recognised by the BOA, the BPA, the IOC and the IPC as the national governing body for the sport of Weightlifting and Powerlifting in the United Kingdom;
  - 5.10 be responsible within its jurisdiction for the regulation, maintenance and enforcement of doping control in Weightlifting and Powerlifting at all levels per WADA and 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 or recommend for appointment (as applicable) delegates to relevant fora, whether international or domestic, as the representative of BWLA and/or Weightlifting and/or Powerlifting in the United Kingdom;
- 5.13 act as the nominating or selecting body, as the case may be, for teams representing the United Kingdom in Olympic, World and European championships 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 Weightlifting and Powerlifting and to promote the principles and objects set out in the equality 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 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 Weightlifting and Powerlifting 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 Member when competing, training or otherwise under the jurisdiction of BWLA;
  - 6.3 to nominate or select, as the case maybe, teams to represent the United Kingdom in Olympic, World and 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 and to construct, occupy, maintain and alter any houses, buildings or works which BWLA may deem necessary or convenient for the promotion of its Objects;
- 6.8 to sell, let, mortgage, dispose of or otherwise deal with all or any or all 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, or who are or have been employed by BWLA, 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 incorporate Subsidiaries;
- 6.23 to do all such lawful things as are incidental or conducive to the attainment of the Objects;

6.24 to do all or any of the 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:-**

6.25 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;

6.26 BWLA's Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

6.27 In case BWLA shall take or hold any property subject to the jurisdiction of the Charity Commission 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 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 such Board would 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 Office Holder or Employee or to any 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 the Member Clubs;
  - 8.3 the Individual Members; and
  - 8.4 such body as may be admitted to Membership by the Board in accordance with Article 10.
9. The number of Members is unlimited.
10. Applications for Membership shall be dealt with fairly and justly. Any person who wishes to become a Member shall apply in writing in such form and provide such information in support of the application as shall reasonably be required by the Board from time to time. It shall be a precondition to Membership that applicants agree to be bound by these Articles (as amended from time to time), the Regulations and any policies and procedures issued by BWLA from time to time. Subject to Article 11, the Board may in their absolute discretion decline to accept any application for Membership.
11. No application for Membership shall be rejected on the grounds of sex, gender (including gender reassignment), sexual orientation, religion, race or ethnic origin. For the avoidance of doubt, Membership has no effect on a person's eligibility to compete or be selected for a United Kingdom (or any Home Country) team. Eligibility and selection for such teams shall be determined by BWLA in accordance with the relevant BWLA selection policy in force from time to time.
12. In considering an application, the Board may have regard to the following non-exhaustive factors:
- 12.1 the standing of the applicant in respect of any other sport;
  - 12.2 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;
  - 12.3 where the applicant is an individual, whether he has any criminal record which may make it inappropriate for him to be admitted to Membership;

- 12.4 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 may make it inappropriate for that club or corporation to be admitted to Membership; and
- 12.5 where the applicant is a club (whether incorporated or not) or corporation, any aspect of the management of that club or corporation.
13. The details of each successful applicant for Membership shall be entered onto the Register of Members.
14. The Board may establish different classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.
15. The Board may set an annual subscription fee that must be paid to BWLA each Year as a condition of Membership.
16. The Board shall arrange for a certificate or Membership card for the period covered by the subscription to be issued to each Member upon receipt of the subscription fee (if any). 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 a Member may apply to BWLA for a duplicate. BWLA may issue a duplicate upon such terms and conditions decided by the Board from time to time.

#### **TRANSFER OF MEMBERSHIP**

17. Membership 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.
18. A Member may withdraw from Membership at any time by written notice to that effect signed by the Member and sent to the Chief Executive. Any person ceasing to be a Member shall be removed from the Register of Members and withdrawal is effective from the date of such removal.
19. Withdrawal of Membership is without prejudice to any claim that BWLA may have against the Member for matters that arose prior to the withdrawal. BWLA may start or continue with proceedings against such a Member notwithstanding the withdrawal and such Member shall have the same rights and obligations in respect of those proceedings as he would have if the withdrawal had not taken place.



## **SUSPENSION OR TERMINATION OF MEMBERSHIP**

20. The Board may suspend or terminate any Membership or refer that Member to the Disciplinary Panel without his consent by giving the Member written notice if, in the reasonable opinion of the Directors, the Member:

20.1 is guilty of conduct which has or is likely to have a serious adverse effect on BWLA or bring BWLA or any or all of the Members or Directors into disrepute; or

20.2 has acted or has threatened to act in a manner which is contrary to the interests of BWLA as a whole; or

20.3 has failed to observe the terms of these Articles, the Regulations or any policies or procedures issued by BWLA from time to time.

Following termination, the Member shall be removed from the Register of Members.

21. The notice given to the Member pursuant to Article 20 shall:

21.1 specify the proposed period of the suspension (and any additional conditions of suspension) or date of the termination or referral to the Disciplinary Panel (as applicable);

21.2 state the nature of the allegation being made against the Member and include any supporting evidence; and

21.3 give the Member at least 14 days' prior notice of the opportunity to be heard in writing or in person by the Board in response to the allegation.

22. The Board must consider any representations made by the Member and inform the Member in writing within a reasonable time period of their decision following such consideration. There shall be no right of appeal from a decision of the Board to terminate the Membership of a Member.

23. Membership is automatically terminated if:

23.1 the Member dies; or

23.2 any sum due from the Member to BWLA is not paid in full within six Months of it falling due.

24. A Member whose Membership is suspended or terminated shall not be entitled to a refund of any subscription or Membership fee and shall remain unable to pay to the Company any subscription or other sum owed by him.

25. A Member whose Membership is terminated shall be removed from the Register of Members.

## **MANAGEMENT**

26. 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 as the ultimate decision making body and who may exercise all the powers of BWLA.
27. No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board which would have been valid if that alteration had not been made.

## **COMPOSITION OF THE BOARD**

28. A Director must be a natural person aged 18 years or older.
29. The Board shall consist of not less than four (4) Directors, but shall not be more than twelve (12).
30. A Director may not appoint an alternative Director or any third party to act on his or her behalf at meetings of the Board.
31. Subject to Article 29, the Board will comprise:
  - 31.1 the Chairman;
  - 31.2 subject to Article 34 below, at least one (1) Independent Director, one of whom shall be appointed the Senior Independent Director in accordance with Article 43;
  - 31.3 subject to Article 34 below, at least one (1) Elected Director;
  - 31.4 up to two (2) members of the Senior Management Team (one of whom must be the Chief Executive and both of whom must be appointed in an Ex Officio capacity only); and
  - 31.5 any additional persons appointed from time to time pursuant to Article 39.
32. The roles of Chairman and Chief Executive shall not be exercised by the same individual.
33. The Board shall from time to time appoint a Director as Vice Chairman to act as Chairman in the event of the absence, incapacity or death of the duly appointed Chairman.
34. The Directors shall procure that, at all times:
  - 34.1 not less than 25% of the Board shall consist of Independent Directors;
  - 34.2 the number of Elected Directors shall never exceed the number of Independent Directors; and

- 34.3 the composition of the Board is fully compliant at all times with the UK Sport Code for Sports Governance (as such document may be updated or amended from time to time).
35. The Directors shall aim to ensure that, where possible in accordance with the skills and competency requirements of the Board from time to time (and in particular the Skills Matrix), the Board shall:
- 35.1 comprise a minimum of 30% of each gender; and
- 35.2 take steps to increase representation on the Board amongst disabled persons and those from black, Asian and minority ethnic backgrounds.

## **BOARD RECRUITMENT**

36. All Director appointments must be carried out in line with the requirements of any Recruitment Policy and no Director may be appointed to the Board if such appointment would breach the provisions of any such Recruitment Policy.
37. The Chairman shall be Independent and shall be appointed to the Board following a formal recruitment process that is competence based. Candidates for the position of Chairman shall be assessed against the relevant sections of the Skills Matrix as appropriate and selected based on their ability to fulfil the role of Chairman.
38. The Independent Directors and the Senior Management Directors shall be appointed to the Board following a formal recruitment process that is competence based. Each candidate for the positions of Independent Director and / or Senior Management Director shall be assessed against the Skills Matrix as appropriate and selected based on their ability, expertise and experience to fulfil the specific role and capabilities identified by the Board for that particular position.
39. Subject to Article 36, the Board shall have power to appoint any Independent person, who is able and willing to be appointed, to be a Director subject to the maximum number of Directors prescribed in the Articles not being exceeded. Any such Independent person shall be appointed to the Board following a formal recruitment process that is competence based. Each such candidate shall be assessed against the Skills Matrix as appropriate and selected based on their ability, expertise and experience to fulfil any specific role and capabilities identified by the Board for that particular position.
40. The Nominations Committee will convene from time to time to lead the process for Board and senior executive appointments, when vacancies arise, and to make recommendations to the Board. The Nominations Committee shall operate under

such terms of reference as are adopted by the Board from time to time. The Nominations Committee shall:

- 40.1 be comprised of a majority of Independent Directors and be chaired by the Chairman (save where it is appointing the Chairman's successor where it shall be chaired by an Independent Director); and
  - 40.2 ensure that the recruitment process for the Chairman, the Chief Executive and the Independent Directors includes publicly advertising these positions and shall inform UK Sport and Sport England that such recruitment process is taking place.
41. Elected Directors shall be appointed to the Board following a formal nomination process carried out in accordance with Article 42 and subsequent approval for election by the Members at a general meeting. No person shall be eligible for nomination as an Elected Director unless such nomination complies with the provisions of any Recruitment Policy.
42. No person (for the purposes of this Article 42 only, being the **Nominee**) shall be eligible for election as an Elected Director at any general meeting unless:
- 42.1 not less than six weeks before the meeting, the name of the Nominee and his / her nomination for election as an Elected Director has been given to the company secretary by notice in writing left at the BWLA office and signed by two Members of BWLA, accompanied by a notice in writing signed by such Nominee of his or her willingness: (i) to be elected to the Board as an Elected Director; and (ii) (if not already a Member of BWLA) to become a Member; and
  - 42.2 his or her election complies with the requirements laid down by these Articles and any Recruitment Policy.
43. A Senior Independent Director shall be appointed by the Board from within the Independent Directors. Nominations for the role of Senior Independent Director shall be sought from the Directors and an election will be held at an appropriate Board meeting. The position of Senior Independent Director will come up for election in accordance with this Article 43 every two years.
44. A person shall not be entitled to act as a Director, whether on a first or any subsequent entry into office, until he has signed a Director's Declaration.

## **MEMBERSHIP OF BWLA AND TERM LIMITS**

45. Every Director must be a Member of BWLA. If a person is proposed to be appointed or elected to the Board as a Director, and that person is not a Member of BWLA, Membership shall be a pre-condition to his/her appointment or election.
46. Each Director (other than a Senior Management Director) may serve a maximum of either:
  - 46.1 two (2) terms of four (4) Years each;
  - 46.2 three (3) terms of three (3) Years each; or
  - 46.3 four (4) terms of two (2) Years each(together the **Permitted Terms** and each being a **Permitted Term**).
47. The Chairman of the Board shall serve for an initial term of between two (2) and four (4) Years. At the expiry of the term, the Chairman may be reappointed by the Board to serve for a further term of between two (2) and four (4) years, subject to the provisions of Article 46. In exceptional circumstances the Board may resolve that the Chairman who has served the maximum Permitted Term shall be re-appointed for one further Year with the further possibility of re-appointment on an annual basis.
48. The Independent Directors shall each serve for an initial term of between two (2) and four (4) Years. At the expiry of the term, an Independent Director may be reappointed by the Board to serve for a further term of between two (2) and four (4) years, subject to:
  - 48.1 the provisions of Article 46;
  - 48.2 a satisfactory annual performance appraisal by the Chairman; and
  - 48.3 subsequent recommendation for reappointment by the Chairman to the Board.
49. The Elected Directors shall each serve for initial term of between two (2) and four (4) Years. At the expiry of the term, an Elected Director may seek re-election for a further term of between two (2) and four (4) Years, subject to:
  - 49.1 the provisions of Article 46; and
  - 49.2 a satisfactory annual performance appraisal by the Chairman.
50. A Director who has served his/her Permitted Term may not seek reappointment, or re-election, within four (4) Years of the expiry of his/her final term unless the Director is appointed as Chairman to the Board or to a senior position within the

EWF, the IWF or such other federations as may succeed the EWF or IWF, in which case that Director may serve a further term of four (4) years.

51. 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 the Board. The Chief Executive shall be an Ex-Officio Director and shall be accountable to the Chairman on behalf of the Board. For the avoidance of doubt, the Chief Executive shall cease to be a Director upon termination or expiry of his position as Chief Executive.
52. Any member of the Senior Management Team (other than the Chief Executive) appointed to the Board shall be an Ex-Officio Director and shall be accountable to the Chief Executive on behalf of the Board. For the avoidance of doubt, any Senior Management Director shall cease to be a Director upon termination or expiry of his position as a member of the Senior Management Team.

#### **DISQUALIFICATION, RESIGNATION AND REMOVAL OF DIRECTORS**

53. A Director shall vacate his office if:
  - 53.1 he ceases to be a Member;
  - 53.2 he ceases to be a Director by virtue of any provisions of the Act or he becomes prohibited by law from being a Director;
  - 53.3 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
  - 53.4 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;
  - 53.5 by notice in writing to BWLA he resigns his office (but only if the number of Directors necessary for a quorum at a Board meeting will remain in office when the notice of resignation is to take effect);
  - 53.6 he absents himself from the meetings of the Board during a continuous period of six Months without special leave of absence from the Board, and the Board pass a resolution that he has by reason of such absence vacated office;
  - 53.7 he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Act

- 53.8 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 Act;
- 53.9 he is, or has been, banned, censured, disciplined, suspended from Membership or any other national governing body of sport for any reason;
- 53.10 (other than in the case of a Senior Management Director), he becomes an Employee;
- 53.11 he breaches BWLA conflicts of interest policy and the remaining Directors resolve that he should be removed from office;
- 53.12 he is removed from office by a resolution of the Board acting in the best interests of BWLA; or
- 53.13 in the case of the Chief Executive, his appointment as Chief Executive is terminated or expires; and
- 53.14 in the case of any other Senior Management Director, his appointment as a member of the Senior Management Team is terminated or expires.

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

- 54. Each Director must act in the best interests of BWLA and in a manner consistent with their legal duties under the Act. Each Director is individually and jointly responsible with his or her fellow Directors for the Management of BWLA.
- 55. Without prejudice to the generality of the above the Board shall be responsible for:
  - 55.1 the formulation, planning and monitoring of BWLA policy on matters affecting the sport in the United Kingdom;
  - 55.2 the supervision and control of all technical matters;
  - 55.3 the appointment of the Chairman and any Senior Management Director;
  - 55.4 the conduct of the affairs of BWLA in accordance with the Articles;
  - 55.5 the approval of financial budgets and statutory accounts;
  - 55.6 the dissemination of relevant information to Members;
  - 55.7 the policies to be followed in the representation of BWLA on all matters within the United Kingdom and internationally;
  - 55.8 the appointment of commissions with or without power to act on behalf of the Board;

- 55.9 affiliating to, or resigning from, such international or national associations as the Board considers desirable;
  - 55.10 making, repealing and amending Regulations 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 Regulations or 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;
  - 55.11 carrying out such functions as are delegated to it by an international association to which it is from time to time affiliated;
  - 55.12 administering and taking possession of all of the funds of BWLA and applying such funds for such purposes and in such manner as they may deem necessary or desirable;
  - 55.13 investing the funds of BWLA in such securities or otherwise as the Board deems fit; and
  - 55.14 appointing and dismissing such Employees as the Board deem desirable and to fix and pay such remuneration as the Board deem fit.
- 56.
- 56.1 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, filling up vacancies in the Board, or summoning a General Meeting, but not for any other purpose.
  - 56.2 The Board shall delegate to any wholly owned Subsidiary such functions as from time to time it shall consider appropriate.
  - 56.3 The Board may create sub-committees as they deem fit and 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 determine from time to time.
  - 56.4 The Board 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.

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

57. Subject to the Articles and the Act, the Board may regulate their proceedings as they think fit.
58. Unless otherwise resolved by the Board, the Board shall meet at least two times each Year.
59. The Chairman or Vice Chairman of the Board may, and on the request of two Directors shall, at any time call a meeting of the Board.
60. The quorum necessary for the transaction of business of the Board shall be four Directors. 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.
61. 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 Directors present shall choose one of their number to be chairman of the meeting.
62. Any of the Directors 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:
  - 62.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
  - 62.2 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 is 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.
63. 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 Director, shall be valid notwithstanding the participation in any vote of a Director –

- 63.1 who was disqualified from holding office;
  - 63.2 who had previously retired or who had been obliged by the Articles to vacate office;
  - 63.3 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 Director and that Director being counted in the quorum, the decision has been made by a majority of the Board at a quorate meeting.
64. Article 63 does not permit a Director 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 65, the resolution would have been void, or if the Director has not complied with Articles 66 and/or 67.
65. 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 DIRECTORS**

66. A Director 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.
67. A Director who has an interest must, in relation to that matter:
- 67.1 Withdraw from the meeting for that item;
  - 67.2 Not count towards the quorum for that part of the meeting; and
  - 67.3 Not vote on the item in which he has an interest.
68. The Board shall keep and maintain a register of all conflicts of interest declared at Board meetings.
69. If any question arises at a meeting of the Board as to whether an interest exists in relation to a Director, or as to the entitlement of a Director 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 Directors. If the question relates to the chairman of the meeting, it shall be decided by a resolution of the Directors (for which purposes the chairman shall be counted in the quorum but may not vote).

70. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

## **COMMITTEES**

71. The Board may appoint one or more committees, including England Group, consisting of three or more persons (including Employees) at least one of whom must be a Director 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.
72. Terms of delegation by the Board must be recorded in the minute book of the Board.
73. The Board may impose conditions when delegating, including conditions that:
- 73.1 The relevant powers are to be exercised exclusively by the committee to whom the Board delegates;
- 73.2 No expenditure may be incurred on behalf of BWLA except in accordance with a budget previously agreed with the Directors.
74. 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.
75. 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.
76. 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.

## **ENGLAND GROUP**

77. The Board may, at its discretion (and in addition or alternatively to the Regional Bodies) establish a committee comprising a representative from each relevant Region for the purposes of managing, administering and developing the sports of Weightlifting and Powerlifting in England ("**England Group**"). The Board may delegate to England Group any such powers and duties of the Board as it may think fit and England Group shall carry out its business in accordance with the terms of reference approved by the Board from time to time and which shall be recorded in the Board's minute book. The Board may revoke or alter a delegation to England Group at its sole discretion

78. The Chairman, the Chief Executive and the Directors shall be entitled to notice of, to attend and to speak at, all meetings of England Group and all acts and proceedings of England Group shall be fully and promptly reported to the Board.

#### **OTHER BODIES**

79. The Board may establish Regional Bodies of BWLA to represent each Region, such that the whole of the United Kingdom is represented. The Board at its discretion may at any time alter the areas so allocated.
80. The Board may recognise other bodies (whether incorporated or not) (including England Group) 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 Regional Bodies by Article 79. 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 Regional Body of BWLA constituted under the Articles.
81. Each Regional Body shall:
- 81.1 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
  - 81.2 undertake such specific tasks as are given to it from time to time by the Board.

#### **MINUTES**

82. The Board must keep minutes of all:
- 82.1 Appointments of Directors and Office Holders made by the Board;
  - 82.2 Proceedings at General Meetings of BWLA;
  - 82.3 Meetings of the Board and committees of the Board including;
    - 82.3.1 the names of the persons present at the meeting;
    - 82.3.2 the decisions made at the meetings; and
    - 82.3.3 where appropriate the reasons for the decisions.
83. 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.

84. The minutes of General Meetings may be inspected at all reasonable times by any Member of BWLA.
85. The minutes of the Board, and of any sub-committee appointed by the Board, may be inspected at any time by Directors. Members of a sub-committee who are not Directors 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.
86. 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 85.
87. 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**

88. 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:
  - 88.1 the admission of Members, the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 88.2 the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;
  - 88.3 the conduct of Members in relation to one another, and to Employees and volunteers;
  - 88.4 any other subjects which the Articles provide may be covered by Regulations; and
  - 88.5 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.

89. The Board must adopt such means as they think sufficient to bring the Regulations to the notice of Members of BWLA.
90. No Regulation shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

### **ACCOUNTS**

91. The Board shall comply with the requirements of the Act 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**

92. BWLA shall in each Year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that Year, and shall specify the meeting as such in the notices calling it. Not more than 15 Months may elapse between successive Annual General Meetings.
93. 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 Act shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum any Director may call a General Meeting.
94. All General Meetings, other than Annual General Meetings, shall be called extraordinary General Meetings ("**Extraordinary General Meetings**").

### **NOTICE OF GENERAL MEETINGS**

95. 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.
96. 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.
97. The notice shall contain a statement setting out the rights of Members to appoint a proxy under section 324 of the Act.
98. 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.

99. 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.
100. All Members of BWLA are entitled to attend a General Meeting of BWLA.
101. Notice shall be given to:
  - 101.1 all Members whose address is known;
  - 101.2 the Directors;
  - 101.3 the Auditors; and
  - 101.4 any other body entitled to receive notice.
102. 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:
  - 102.1 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);
  - 102.2 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;
  - 102.3 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;
  - 102.4 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
  - 102.5 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 Members may be referred to the website for the details of the business. 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**

103. 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.
104. 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 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.
105. 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.
106. 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.
107. 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.
108. 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:
  - 108.1 by the chairman of the meeting; or
  - 108.2 by at least two Members present in person or by proxy having the right to vote on the resolution; or



- 108.3 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.
109. 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.
110. 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.
111. 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.
112. 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.
113. 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.
114. A proposed Written Resolution of the Members pursuant to the Act 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 Act).
115. Voting at a General Meeting shall be as follows:
- 115.1 On a show of hands with each Member present having one vote.
- If a poll is taken:
- 115.1.1 Individual Members aged 18 and over: one vote each;

- 115.1.2 Member Clubs: ten votes for each 30 Members registered (or part thereof);
  - 115.1.3 A body admitted to Membership under Article 10: such number of votes not being more than one half of the votes that such body would have had had it been a Member Club; and
  - 115.1.4 Individuals under 18 do not have a vote either on a show of hands or a poll.
116. 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.
117. 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.
118. 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.
119. A proxy must also be signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may from time to time determine.
120. 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.
121. Unless a proxy notice indicates otherwise, it must be treated as:
- 121.1 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
  - 121.2 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.
122. 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.

123. 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.
124. 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.
125. 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) 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.
126. 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.
127. In the event of there being an equality of votes, the chairman of the meeting shall have a second or casting vote.
128. The Directors may call General Meetings.
129. 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 Director or the Members requisitioning the meeting may do so.
130. The business of the Annual General Meeting of BWLA shall be:
  - 130.1 to receive the Annual Report;
  - 130.2 to receive the Annual Accounts;
  - 130.3 to receive the appointed Chairman and Independent Directors;
  - 130.4 to elect Elected Directors;
  - 130.5 to transact any other business that is included on the notice calling the meeting.
131. No business shall be conducted at a General Meeting that is not specified in the notice calling the meeting.

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

132. There shall be an Athlete Representative who shall be elected through a ballot of the athletes (such process to be conclusively determined by the Board and communicated to the athletes prior to the election). The Board shall, at its sole discretion, invite the Athlete Representative to attend Board meetings in person or virtually to represent the views of the athletes on a specific matter or matters. The Athlete Representative shall not be a Director nor be counted for quorum or voting purposes.
133. 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.
134. Directors 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.
135. The Directors shall be entitled to such remuneration as the Board may determine.
136. 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, Regional Body, 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 OFFICE HOLDERS**

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

## **MEANS OF COMMUNICATION AND NOTICES**

138. 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.
139. Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents from time to time.
140. Any notice to be given by or to any person pursuant to the Articles:
- 140.1 must be in writing to the Address for the time being notified for that purpose;
  - or
  - 140.2 must be given in Electronic Form.
141. BWLA may give any notice to a Member either:
- 141.1 Personally; or
  - 141.2 By sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - 141.3 By leaving it at the address of the Member; or
  - 141.4 By giving it in Electronic Form to the Member's address; or
  - 141.5 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.
142. 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 Act. 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.

143. 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 Act or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the Act, which apply when Documents sent under the 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.
144. 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.
145. 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**

146. 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.
147. 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**

148. 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:
- 148.1 directly for the Objects;
  - 148.2 to any charity or charities with purposes similar to the Objects; or
  - 148.3 to any charity or charities for use for particular purposes that fall within the Objects.
149. 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**

150. BWLA may indemnify a Director or former Director against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.

## **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] of [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] of [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*