

THE COMPANIES ACT 2006

A Company Limited by Guarantee and

Not having a Share Capital

Articles of Association

OF

WELSH TRIATHLON LIMITED

Company number 7205079

INTERPRETATION AND LIMITATION OF LIABILITY

1 Definitions

1.1 In the Articles, unless the context requires otherwise:-

“Articles” means the Company’s Articles of Association;

“Board” means the board of Directors for the time being of the Company;

“British Triathlon Federation” means the umbrella organisation for the sport of triathlon in Great Britain, whose members are the Home Nations Associations of Triathlon England, triathlonscotland and Welsh Triathlon;

“Chairman” means the Chairman for the time being of the Company;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“Company” means Welsh Triathlon Limited

“Director” means a Director for the time being of the Company, and includes any person occupying the position of Director, by whatever name called;

“Member” has the meaning given in section 112 of the Companies Act 2006;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Participate”, in relation to a meeting of the Board, has the meaning given in Article 13.1;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Sports” means any multi-sport event recognised by the International Triathlon Union or the British Triathlon Federation including but not exclusive of triathlon and duathlon.

“Sub-committee” has the meaning given in article 8.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.
- 1.3 Words importing the singular number only shall include the plural number and vice versa.
- 1.4 Words importing the masculine gender only shall include the feminine gender.
- 1.5 Words importing persons shall include companies and other bodies whether incorporated or unincorporated.

OBJECTS

2 The Company’s objects are:

- 2.1 to act as the governing body for the Sports in Wales and in doing so:-
 - 2.1.1 to promote and develop the Sports in Wales amongst all ages and sections of the population without discrimination in both competitive and recreational Sports;
 - 2.1.2 to encourage communication and co-operation between clubs and individuals within Wales and to communicate and disseminate

information to, and from, the Company and the British Triathlon Federation;

- 2.1.3 to encourage participation in the Sports by all individuals and to initiate, support and co-operate with others in proposals and activities designed to assist in the promotion of the Company's objects, including increased participation amongst young, elite and recreational athletes;
- 2.1.4 to advise individuals, clubs and organisers of events on the conduct of the Sports in accordance with the rules, regulations, policies and procedures which may be published by the Company and/or British Triathlon Federation from time to time;
- 2.1.5 to co-operate with British Triathlon Federation in the promotion and achievement of the British Triathlon Federation's objectives from time to time;
- 2.1.6 to promote the development of a club structure for the Sports;
- 2.1.7 to carry out the day to day administration of the Sports in Wales;
- 2.1.8 to co-ordinate and be responsible for Wales' participation in the Sports in international competition, including but not exclusive to the home nations and the commonwealth games;
- 2.1.9 to develop, lead and assist in commercial, marketing and public relations policies and activities for the Sports in Wales, including in particular the sourcing and procuring of commercial support and sponsorship;
- 2.1.10 to adhere to the constitution, rules and byelaws of the British Triathlon Federation and any rules, regulations, policies and procedures they may publish from time to time;
- 2.1.11 to promote drug free Sports and adhere to any rules, regulations or guidance which may be published for the time being by either the British Triathlon Federation and/or the International Triathlon Union;
- 2.1.12 to demonstrate its belief in and commitment to good practice and child protection;

2.1.13 to ensure that all persons irrespective of their age, gender, race, ethnic origin, creed colour, social status, religious or sexual orientation, have a genuine and equal opportunity to participate in the Sports at all levels of performance and in all roles.

3 Liability of Members

3.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:-

3.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member,

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

DIRECTORS

4 The Board

4.1 The Board will at all times comprise of between eight and eleven Directors, and shall be appointed in accordance with article 22, with the exception of the Executive Officer – see article 4.3, who shall be appointed in accordance with the Recruitment policies of the company and of the British Triathlon Federation.

4.2 The Directors appointed in accordance with article 22 shall assign to themselves the following roles:-

4.2.1 Chair

4.2.2 Director of Development

4.2.3 Director of External Affairs

4.2.4 Director of Finance

4.2.5 Director of Governance

4.2.6 Director of Marketing and Sponsorship

4.2.7 Director of Performance

4.2.8 Director of Rules and Regulation

4.2.9 Director of Safeguarding and Child Protection

4.3 The Executive Officer of the Company, provided he shall have successfully completed any probationary period pursuant to his contract of employment with the company, or with BTF, shall also be a Director of the company.

5 Roles of Directors

5.1 The Directors may agree role descriptions and assign specific tasks to any Director as they see fit.

DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

6.1. Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7 Members' reserve power

7.1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

7.2 No such Special Resolution invalidates anything which the Directors have done before the passing of such Special Resolution.

8 Directors may delegate

8.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles to any such Sub-committee it deems appropriate.

8.2. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9 Committees

9.1 The Directors may convene any Sub-committee they may deem appropriate from time to time and upon such terms of reference as the Directors shall see fit.

- 9.2 Any such Sub-committee, when exercising powers delegated in accordance with article 8, must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors unless otherwise directed by the Directors.

DECISION-MAKING BY DIRECTORS

10 Directors to take decisions collectively

- 10.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

11 Unanimous decisions

- 11.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.
- 11.3 References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.
- 11.4 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

12 Calling a Board meeting

- 12.1 Any Director may call a Board meeting by giving notice of the meeting to the Directors.
- 12.2 Notice of any Board meeting must indicate:-
- 12.2.1 its proposed date and time;
 - 12.2.2 where it is to take place; and

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

12.3 Notice of a Board meeting must be given to each Director, but need not be in writing.

12.4 Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 **Participation in Board meetings**

13.1 Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when:-

13.1.1 the meeting has been called and takes place in accordance with the Articles, and

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

13.2 In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

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

14 **Quorum for Board meetings**

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

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

14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:-

14.3.1. to appoint further Directors; or

14.3.2. to call a general meeting so as to enable the Members to appoint further Directors.

15 **Chairing of Board meetings**

15.1 The Director who is assigned the role of chairperson in accordance with article 4.2.1 shall be the Chair.

15.2 The Directors may terminate the Chair's appointment based on reasonable grounds of conduct or capability on a simple voting majority. The Chair shall not be eligible to vote in such circumstances and the provisions of article 16.1 shall not apply. For the avoidance of doubt, in the event that the vote is tied the appointment of the Chair shall not be terminated.

15.3 If the Chair is not participating in a Board meeting within ten minutes of the time at which it was to start, the Directors must appoint one of themselves to chair it.

16 **Casting vote**

16.1 If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.

16.2 Article 16.1 does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17 **Conflicts of interest – Proposed Transaction or Arrangement**

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

17.2 But if article 17.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

17.3 This article applies when:-

- 17.3.1 the Company by Ordinary Resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
- 17.3.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 17.3.3 the Director's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this article, the following are permitted causes:-
- 17.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company;
- 17.4.2 subscription, or an agreement to subscribe, for securities of the Company, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 17.4.3 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company which do not provide special benefits for Directors or former Directors.
- 17.5 For the purposes of this article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 17.6 Subject to article 17.7, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- 17.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 18 **Conflicts of interest – no transaction or arrangement**

18.1 Where article 17 does not apply, the Directors may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

18.2 Any authorisation under this article will be effective only if:

18.2.1 the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any

18.2.2 any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and

18.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

18.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

18.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

18.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;

18.3.3 be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

18.4 In authorising a Conflict the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Company and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:

18.4.1 disclose such information to the Directors or to any Director or other officer or employee of the Company;

18.4.2 use or apply any such information in performing his duties as a
Director;

where to do so would amount to a breach of that confidence.

18.5 Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:-

18.5.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;

18.5.2 is not given any documents or other information relating to the Conflict;

18.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

18.6 Where the Directors authorise a Conflict:

18.6.1 the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;

18.6.2 the Director will not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

18.7 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

19 **Non-disclosure of Conflict of Interests – Sanctions**

19.1 Any Director who fails to disclose a conflict of interest in accordance with article

17 or 18 to the Board may be charged with bringing the Sports into disrepute in

accordance with the prescribed disciplinary processes for the time being.

20 Records of decisions to be kept

20.1 The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

21 Directors' discretion to make further rules

21.1 Subject to the Articles, the Directors may make any rule which they think fit in relation to any aspect of the running of the Company.

APPOINTMENT OF DIRECTORS

22 Methods of appointing Directors

22.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by:-

22.1.1 by Ordinary Resolution of the Members; or

22.1.2 by resolution of the Board, subject to the approval of the Members at an AGM.

22.2 Where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.

22.3 For the purposes of article 22.2, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

23 Length of term to be served by Directors

23.1 Subject to article 29.2, Directors shall serve for a term of three years from the date of the Ordinary Resolution of the Members, if appointed according to article 22.1.1 or the date of the AGM, if appointed in accordance with article 22.1.2.

23.2 Subject to article 29.2, Directors may not serve for more than two consecutive

three year terms.

- 23.3 A person who completes two consecutive three year terms as a Director may not be re-appointed to the Board either in accordance with article 22.1.1 or article 22.1.2 until at least 12 months have elapsed since the termination of their last appointment.

24 Termination of Director's appointment

- 24.1. A person ceases to be a Director as soon as:-

- 24.1.1 their term of office ends in accordance with the provisions of these Articles;
- 24.1.2 in the case of the Executive Officer of the company, his contract of employment is terminated
- 24.1.3 that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- 24.1.4 a bankruptcy order is made against that person;
- 24.1.5. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 24.1.6 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 24.1.7 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 24.1.8 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

- 24.2 The members may pass an ordinary resolution to remove a Director appointed in accordance with article 22 even though the Director's time in office has not ended. This applies despite anything else in the Articles or in any agreement between the Company and the Director. A person may be appointed to replace a Director who has been removed in this way in accordance with article 22.

25 Directors' remuneration

- 25.1 Subject to article 25.4, no Director shall be entitled to receive any remuneration for the provision of their services in the course of their duties.
- 25.2 Subject to article 25.4, Directors shall be accountable to the Company for any remuneration they receive as a result of their directorship.
- 25.3 Should a Director receive any remuneration for the provision of their services in contravention of article 25.1, that Director shall be accountable to the Company for any amount received.
- 25.4 A Director shall not be accountable to the Company for any amount they receive which arises from the provision of their services as a coach in respect of the Sports.

26 Directors' expenses

- 26.1 The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:-
- 25.1.1 meetings of Directors or committees of Directors;
 - 25.1.2 general meetings; or
 - 25.1.3 separate meetings of the holders of debentures of the Company; or
 - 25.1.4 otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

MEMBERSHIP

27 Applications for Membership

- 27.1 No person shall become a Member of the Company unless:
- 26.1.1 that person has completed an application for membership in a form approved by the Directors or the British Triathlon Federation;
 - 26.1.2 that person has paid the membership fee which shall be fixed by the Board from time to time; and
 - 26.1.3 the Directors or the British Triathlon Federation have approved the

application.

28 **Termination of Membership**

28.1 A person's membership terminates when:-

28.1.1 a person withdraws from their membership of the Company by giving
7 days' notice to the Company in writing.

28.1.2 a person dies or ceases to exist.

28.1.3 by decision of the Board and/or any Sub-committee, a person's membership is terminated for behaviour they deem to constitute grossly negligent, criminal or anti-social of which affects other Members of the Company and/or the reputation of the Company.

28.2 Any person whose membership is terminated in accordance with article 28.1.3 has the right of appeal at a general meeting and may be reinstated by decision of that meeting.

28.3 Membership is not transferable.

29 **Annual General Meetings**

29.1 Annual general meetings shall take place in November of every year. The Board will circulate a notice of the meeting, agenda, treasurer's report and annual returns no later than 21 days before the date of the annual general meeting.

29.2 At the annual general meeting to be held in 2013, all Directors will retire and will be eligible for reappointment. One third of the Directors will be appointed to hold office for terms of one year, one third will be appointed to hold office for two years and one third will be appointed to hold office for three years.

29.3 Subject to article 29.2, at every annual general from 2014 onwards those Directors whose term of office have ended, according to article 23 and article 29.2, shall retire from office. If there is only one Director who is subject to retirement by rotation, he shall not retire.

29.4 If the Company, at the meeting at which a Director retires, does not fill the

vacancy, the retiring Director shall, if willing to act, and if he has not completed the maximum term of office under the provisions of article 23 and article 29.2, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.

29.5 No person other than a Director retiring at the end of his term of office, shall be appointed or reappointed a Director at any general meeting unless:-

29.5.1 he is recommended by the Board; or

29.5.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or reappointed.

29.6 Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Company's register of Directors.

29.7 Subject as aforesaid, the Members may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. The Company shall use its reasonable endeavours to advertise each vacancy or additional directorship to the public at large.

29.8 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and his term of appointment for the purposes of article 23 shall not commence until the next following annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

- 29.9 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, unless the end of the meeting.

ORGANISATION OF GENERAL MEETINGS

30 Attendance and speaking at general meetings

- 30.1 A Member or Director is able to exercise the right to speak at a general meeting when that Member or Director is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member or Director has on the business of the meeting.
- 30.2 A Member or Director is able to exercise the right to vote at a general meeting when:-
- 30.2.1 that Member or Director is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 30.2.2 that Member's or Director's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members or Directors attending the meeting.
- 30.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 30.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 30.5 Two or more Members or Directors who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31 Quorum for general meetings

- 31.1 No business other than the appointment of the Chairman of the meeting is to be

transacted at a general meeting if the persons attending it do not constitute a quorum. A general meeting will be considered quorate if there are five Members present, or one third of the membership, whichever is lower.

32 **Chairing general meetings**

32.1 The Chairman shall chair general meetings if present and willing to do so.

32.2 If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start,

32.2.1 the Directors present, or

32.2.2 (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as “the Chairman of the meeting”.

33 **Attendance and speaking by Directors and non-Members**

33.1 Directors may attend and speak at general meetings.

33.2 The Chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

34 **Adjournment**

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

34.2. The Chairman of the meeting may adjourn a general meeting at which a quorum is present if:-

34.2.1 the meeting consents to an adjournment, or

- 34.2.2 it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the Chairman of the meeting must—
- 34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- 34.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 34.5.2 containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 35 **Voting at general meetings**
- 35.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 35.2 Only those Members that are 18 years old or over and have paid in full the membership fee are entitled to vote in relation to decisions put to the Members by way of a resolution.

36 Errors and disputes

36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

36.2 Any such objection must be referred to the Chairman of the meeting whose decision is final.

37 Poll votes

37.1 A poll on a resolution may be demanded—

37.1.1 in advance of the general meeting where it is to be put to the vote, or

37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

37.2 A poll may be demanded by:-

37.2.1 the Chairman of the meeting;

37.2.2 the Directors;

37.2.3 two or more persons having the right to vote on the resolution; or

37.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

37.3 A demand for a poll may be withdrawn if:-

36.3.1 the poll has not yet been taken, and

36.3.2 the Chairman of the meeting consents to the withdrawal.

37.4 Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

38 Content of proxy notices

38.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”)

Which:-

38.1.1 states the name and address of the Member appointing the proxy;

38.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;

38.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

38.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

38.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

38.4 Unless a proxy notice indicates otherwise, it must be treated as—

38.4.1 allowing the person appointed under it as a proxy the discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 **Delivery of proxy notices**

39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

39.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on

whose behalf the proxy notice was given.

- 39.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 39.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

40 **Amendments to Resolutions**

- 40.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:-

40.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and

40.1.2 the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.

- 40.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:-

40.2.1 the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 40.3 If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

COMPANY SECRETARY

41 **Appointment of Company Secretary**

- 41.1 Subject to the provisions of the Act the Company Secretary shall be the person appointed as Director of Finance in accordance with article 4.

ADMINISTRATIVE ARRANGEMENTS

42 Means of communication to be used

- 42.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 42.2 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 for the time being.
- 42.3 A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43 No right to inspect accounts and other records

- 43.1 Except as provided by law, these Articles or as authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

DIRECTORS' INDEMNITY AND INSURANCE

44 Indemnity

- 44.1 Subject to article 44.2, a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:-
- 44.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- 44.1.2 any liability incurred by that Director in connection with the activities

of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

- 44.1.3 any other liability incurred by that Director as an officer of the Company or an associated company.
- 44.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 44.3 In this article:-
- 44.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- 44.3.2 a “relevant Director” means any Director or former Director of the Company or an associated company.

45 **Insurance**

- 45.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- 45.2 In this article:-
- 44.2.1 a “relevant Director” means any Director or former Director of the Company or an associated company,
- 44.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and
- 44.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

46 Changes to Articles of Association

46.1 Alterations and additions to the Articles may be made by a Special Resolution cast at a general meeting of the Company. No alteration or addition proposed by the Board may be made unless details thereof are circulated to Members at least 28 days before the general meeting at which the same are to be discussed and voted upon.

47 Dissolution

47.1 The Company may only be wound up by Special Resolution of the Members at a General Meeting.

47.2 Upon winding up, property in any remaining assets shall transfer to the British Triathlon Federation. If this is not possible, any remaining assets shall be donated to a similar sports club, to be decided by the Members at a general meeting by way of Ordinary Resolution.

48 Financial Year

48.1 The financial year of the Company shall be 1st April to 31st March each year but may be amended by the Board from time to time.

48.2 Annual returns shall be presented to the British Triathlon Federation upon request.