

Articles of Association

Warrington Gymnastics Club

Part 1: Interpretation and limitation of liability:

Defined terms

1. In the articles, unless the context requires otherwise—

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“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;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“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 directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

"board" means the directors acting collectively in accordance with these articles;

"club" means Warrington Gymnastics Club;

"financial year" means the financial year of the company as determined by the board from time to time;

"employment agreement" means any contract of employment or services between the company and a director entered into under article 18A, which is separate and distinct from that director's role as a director;

"objects" has the meaning given in article 3;

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.

Liability of Members:

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 they are a member or within one year after they cease to be a member, for -

- (a) payment of the company's debts and liabilities contracted before they cease to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

Part 2: Objects and not-for-profit status:

The objects of the company (the "objects") are:

- (a) to promote, encourage and develop the sport of gymnastics for the benefit of the community in and around Warrington and elsewhere;
- (b) to provide and maintain facilities for the training, coaching and competition of gymnasts of all ages and abilities;
- (c) to advance the health and physical well-being of participants through gymnastics;

- (d) to foster participation in gymnastics regardless of age, ability, sex, gender reassignment, race, religion or belief, sexual orientation or socio-economic background;
- (e) to affiliate with British Gymnastics and to comply with its rules and codes of conduct; and
- (f) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Not-for-profit character:

- (1) The income and property of the company shall be applied solely towards the promotion of the objects.
- (2) No portion of the income or property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any member of the company.
- (3) Nothing in this article prevents the company from —
 - (a) paying reasonable remuneration to any member, director, officer or employee for services actually rendered to the company;
 - (b) paying interest at a reasonable commercial rate on money lent to the company by a member or director;
 - (c) reimbursing reasonable and proper expenses properly incurred on behalf of the company;
 - (d) paying reasonable rent for premises let to the company by any member or director.

Part 3: Director's powers and responsibilities

Director's general authority:

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.

Member's reserve power:

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Decision Making by Directors:

Directors to take decisions collectively:

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 8.

(2) If:

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

(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.

(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.

(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 directors' meeting.

(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.

Calling a director's meeting:

(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

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

(3) Notice of a directors' meeting must be given to each director but need not be in writing.

(4) Notice of a directors' 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.

Participation in Director's meeting:

(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate with the others any information or opinions they have on any item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(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.

Quorum for directors' meetings:

(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(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—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote:

(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.

(2) But this 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.

Conflicts of Interest:

(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.

(2) But if paragraph (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

(3) This paragraph applies when:

(a) 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;

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

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes:

(a) 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 or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (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.

(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.

Records of decisions to be kept:

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.

Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

Appointment of Directors:

Methods of appointing directors:

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:

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case 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.

(3) For the purposes of paragraph (2), where 2 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.

Number of directors:

(1) Unless otherwise determined by ordinary resolution of the company, the minimum number of directors is three and the maximum number is six.

(2) Any purported appointment of a director which would cause the number of directors to exceed the maximum shall be void.

Termination of director's appointment:

A person ceases to be a director as soon as:

- (a) 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;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) 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.
- (f) that person ceases to be a member of the company.

Remuneration and expenses of Directors

- (1) Directors shall not be entitled to any remuneration for their services in their capacity as directors.
- (2) The company shall reimburse directors for all reasonable and proper out-of-pocket expenses incurred by them in the performance of their duties as directors, provided that such expenses are evidenced by receipts or other appropriate documentation and approved by the board.
- (3) A director's role as a director is entirely separate from any employment or service arrangement that director may hold with the company. A director may also be employed by the company as a Gymnastics Coach, Operations Manager or in any other capacity, provided that:
 - (a) the terms of such employment or service are set out in a written employment agreement;
 - (b) the employment agreement is approved by a resolution of the board passed by the directors who are not party to the arrangement, in accordance with article 15 (conflicts of interest);
 - (c) the remuneration and terms are reasonable and consistent with what would be paid to a person who is not a director performing the same role; and
 - (d) the existence of the employment agreement and its material terms are recorded in the company's register of directors' interests.

(4) Any amendment to an employment agreement to which a director is a party shall be subject to the same approval process as set out in sub-article (3)(b).

(5) The fact that a director holds an employment agreement with the company does not affect that director's duties as a director, including the duty to act in the interests of the company as a whole.

Part 3: Becoming and ceasing to be a member:

Membership:

(1) The company shall have a minimum of one member and a maximum of four members at any time, unless this maximum is altered by special resolution.

(2) Only persons who are directors of the company at the relevant time may be members of the company. For the avoidance of doubt, a person who ceases to be a director shall automatically cease to be a member upon the date of cessation.

(3) The first members of the company are the subscribers to these articles.

Applications for membership:

No person shall become a member of the company unless:

(a) that person has completed an application for membership in a form approved by the directors, and

(b) the directors have approved the application.

Termination of membership

(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's membership terminates when that person dies or ceases to exist.

(4) A member's membership automatically terminates upon that member ceasing to hold office as a director.

Organisation of general meetings:

Notice of general meetings

(1) A general meeting shall be called by not less than 14 clear days' notice in writing.

(2) The notice shall specify the time, date and place of the meeting and the general nature of the business to be transacted. A notice calling an AGM shall specify it as such.

(3) Notice shall be given to all members and directors.

(4) Accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice of a meeting does not invalidate the proceedings at that meeting.

Attendance and speaking at general meetings:

(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(2) A person is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(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.

(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.

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings:

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. The quorum for general meetings is two members, each entitled to a vote.

Chairing general meetings:

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

(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:

(a) the directors present, or

(b) (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.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

(1) Directors may attend and speak at general meetings, whether or not they are members.

(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.

Adjournment:

(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.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

(a) the meeting consents to an adjournment, or

(b) 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.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must:

(a) 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

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(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):

(a) to the same persons to whom notice of the company’s general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(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.

Voting at general meetings:

Voting: general

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.

Errors and disputes:

- (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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice")

which:

- (a) states the name and address of the member appointing the proxy;
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) 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.

- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (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.

- (4) Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) 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.

Delivery of proxy notices

- (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.

(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.

(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.

(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 appointor's behalf.

Amendments to resolutions

(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

(a) 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

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

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

(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.

Annual General Meetings:

(1) The company shall hold an Annual General Meeting (AGM) in each period of 15 months from the date of the previous AGM, or within 6 months of the end of the company's financial year, whichever is the sooner.

(2) The business of the AGM shall include:

- (a) receiving the directors' report and financial statements for the preceding financial year;
- (b) considering re-appointment of directors where applicable;
- (c) the appointment (where applicable) of an auditor or independent examiner and fixing their remuneration; and
- (d) any other business of which proper notice has been given.

Part 4: Administrative arrangements

Means of communication to be used:

(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.

(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.

(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.

No right to inspect accounts and other records

Except as provided by law or 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.

Financial controls

(1) The board shall ensure that proper accounting records are kept in accordance with the Companies Acts.

(2) The board shall establish and maintain appropriate financial controls, including—

- (a) a bank account in the name of the company, requiring the signature or authorisation of at least two directors or authorised signatories for any payment exceeding such threshold as the board determines;
- (b) an annual budget, to be approved by the board before the start of each financial year; and
- (c) regular financial reporting to the board.

Annual accounts

- (1) The company shall prepare annual financial statements for each financial year in accordance with the Companies Acts and applicable accounting standards.
- (2) The financial statements shall be submitted to the members at the annual general meeting.
- (3) The board shall appoint an auditor or independent examiner as required by the Companies Acts and shall fix the remuneration of the auditor or examiner.

Treasurer

- (1) The board shall appoint a Treasurer from among its number. The Treasurer shall be responsible for:
 - (a) maintaining proper books of account and preparing financial statements;
 - (b) preparing an annual report and financial statements for the annual general meeting; and
 - (c) providing financial updates at each board meeting.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- (1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against:
 - (a) 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,
 - (b) 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),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.
- (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.
- (3) In this article:
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance:

(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.

(2) In this article:

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) 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

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Safeguarding:

(1) The company shall at all times comply with the safeguarding policies and requirements of British Gymnastics and all applicable legislation relating to the protection of children and vulnerable adults.

(2) The board shall appoint a Club Welfare Officer who shall act as the first point of contact for all safeguarding concerns and who shall hold a current enhanced Disclosure and Barring Service (DBS) check.

(3) All directors, staff, coaches and volunteers who have direct contact with children or adults at risk shall be required to hold a current enhanced DBS check.

(4) The board shall adopt a written Safeguarding Policy and shall review it at least once every two years.

Dissolution:

(1) The company may be wound up by special resolution of the members or by order of the court.

(2) If, upon winding up or dissolution of the company, there remains any property or assets after satisfaction of all the company's debts and liabilities, such property or assets shall not be distributed among the members but shall be transferred to—

(a) one or more organisations having objects similar or complementary to those of the company, as determined by the members by special resolution at or before the time of dissolution;

(b) failing agreement under (a) within 28 days of the date of dissolution, to British Gymnastics or such successor national governing body for gymnastics in the United Kingdom; or

(c) failing that, to some other charitable body or bodies with similar objects as determined by the members.

(3) The members shall take all necessary steps to effect such transfer as quickly as reasonably practicable.

Amendment of Articles

(1) Subject to the Companies Acts, these articles may only be amended by special resolution.

(2) No amendment shall be made to article 3 (Objects), article 4 (Not-for-profit character) or article 41 (Dissolution) that would cause the company to cease to operate on a not-for-profit basis or to distribute its assets to its members.