

Changes to Articles.

This document outlines the changes to the Articles and Laws of Archery GB, which have been proposed for the AGM 2021. These are the major changes only, and if context is further required should be read inline with the full proposed articles available on the website, or on the Civica Voting site.

Changes to the Articles

The Articles have had a full re-numbering and reference numbers added and replaced as appropriate to the proposed articles.

The Definitions table has been updated as follows:

The word bowhunting has been changed to bow-hunting

The following definitions/changes have also been added:

electronic means	A document or information is sent or supplied by electronic means if it is sent or supplied electronically (for example, by email).
present	A member who is present in person or remotely at a general meeting.
remotely	A person attending a meeting using an electronic facility, such as a website or conference call system, or other means decided by the board, provided so that they can attend or participate in the meeting.

General Meetings, Article 18, has been inserted to read:

The board will decide whether members entitled to attend and participate in a general meeting may do so remotely in accordance with Articles 24 and 25. There is no obligation on the board to enable attendance remotely

Notice of General meetings, Article 20, has been amended to read:

Except where the statutes (all laws that affect us) relating to general meetings state otherwise, at least 21 days' notice of the meeting must usually be given. That notice must:

- specify the place, date and time of the meeting and the general nature of the business;
- specify any ordinary and special resolutions (as defined in the Companies Act 2006);
- specify whether the meeting is to be held wholly or partly remotely;
- give details of the platform to be used for the meeting (if held remotely) together with any access, identification and security arrangements decided by the board; and
- be given, in the way set out in articles Articles 99, 100, 101 and 102 to everyone entitled to receive the notice.

In the case of EGMs, with permission from at least 90% (or any other percentage set out in the statutes) of the voting members entitled to receive notice of the meeting, the amount of notice those voting members think fit may be given.

If any person entitled to receive the notice of a general meeting does not receive it, or is accidentally not given the notice, this will not affect the proceedings at that general meeting.

Notice of an AGM must state that the meeting is an annual general meeting.

Proceedings at General Meetings, Article 24 has been inserted to read:

The board can decide to enable persons to attend and participate in a general meeting remotely and can decide the means of attendance and participation used in relation to the meeting. The members present in person or by proxy remotely shall be counted in the quorum for, and be entitled to participate in, the meeting. The meeting will be valid if the chair has decided that all members attending the meeting (including members attending remotely) are able to:

- (a) participate in the meeting;
- (b) hear everyone who speaks at the meeting; and
- (c) be heard by everyone attending and participating in the meeting.

Article 28 has been amended to read:

Subject to article 22 at a general meeting, every resolution (proposition) put forward will be decided on a show of hands unless, before or at the time of the show of hands, a poll:

- a. is ordered by the chair or
- b. demanded by at least five voting members (present at the meeting or by proxy).

When a decision is made on a show of hands, the chair's declaration of the result will be binding, and that decision will be recorded in the minutes for the meeting. Those minutes will be conclusive evidence of the decision and the number or proportion of votes for and against the resolution does not need to be recorded.

Article 29 has been amended to read:

If a poll referred to in article 28 above is ordered or demanded, it will take place at the time and place, in the way or otherwise as shall be specified by the chair. The result of the poll will be the decision made at that meeting.

Article 30 has been amended to read:

If a resolution put to the vote at a general meeting where some members are attending remotely is to be decided on a poll, the votes may be cast by such electronic means or other means as is specified by the chair.

Article 34, in 4 parts, has been inserted to read:

34.1 If the Board, after having sent notice of a general meeting, but before the actual meeting date, decides that it would be impractical or unreasonable to hold the general meeting on that date or at the specified venue then the board may change the meeting date, time or venue and allow (or continue to allow) members to attend remotely.

34.2 Only business intended to be conducted at the original general meeting may be conducted at the postponed general meeting.

34.3 If any of the changes mentioned in Article 34.1 are implemented then the board shall give members entitled to attend the general meeting not less than 7 days' notice of the change. No new notice of general meeting needs to be sent but the board shall take reasonable steps to ensure all members are aware of the change.

34.4 The relevant date for proxies appointed under Article 35 will be the postponed amended general meeting date.

General Meetings, Articles 44 and 45 (inclusive) have been amended (44.1/44.2) and amended (44.3/.4 and 45) to read:

44.1 The board may, in order to keep those attending a general meeting safe, make such arrangements as it thinks appropriate and vary any them as necessary.

44.2 The board may require anyone attending a general meeting to provide proof of identity and submit to searches or other security arrangements (including restrictions on personal property being taken into the meeting) as the board considers appropriate.

44.3 If a general meeting is held with some members attending remotely the board may make any arrangements necessary to ensure the identification of those taking part remotely and the security of the electronic communication. The board may authorise any voting system or facility for attendance and participation as it sees fit.

44.4 The board can authorise one or more persons to refuse physical or electronic entry to a meeting, or remove (physically or electronically) from a meeting, anyone who fails to provide evidence of identity or who does not comply with the security arrangements in place.

45. The inability of anyone to attend or participate in a general meeting remotely will not invalidate the proceedings of that meeting.

Election and Retirement of Elected Directors, Article 61 has been amended to read:

When calling the AGM, the board will make available to every voting member a ballot paper showing the names of everyone who:

- is due to retire as an elected director and is standing for re-election; and
- is not currently an elected director but who wants to stand for election and has been recommended by the nominations and remuneration committee and approved by the board.

The ballot paper will be in a form approved by the board, list the names of candidates in alphabetical order, provide a description of each candidate, and include details of the vacancies to be filled.

Proceedings of the Board, Article 76, has been amended to read:

- 76.1 The board may (except where these articles say otherwise) conduct its meetings as it thinks fit. The quorum needed for a board meeting (that is, the number of directors who must be present for the meeting to go ahead) is half the number of directors and must include at least four elected directors and one independent director.
- 76.2 Any director or his alternate may validly participate in a meeting of the board or a committee of the board remotely provided that everyone participating in the meeting is able to hear and speak to each other throughout the meeting.
- 76.3 Anyone participating remotely will be regarded as present in person at the meeting and will be counted in a quorum and entitled to vote. The meeting will be considered to take place where the largest group of those participating is assembled, or if there is no group which is larger than any other group, or where all participants are attending remotely, where the chair of the meeting then is.

Article 88 has been amended to read:

88. If the remaining directors authorise the affected director to take part in a meeting, despite a conflict of interest, the remaining directors may decide (at the time the authority is given or at another time) that if the affected director gains any information through the conflict of interest (other than as a director), and owes a duty of confidentiality to another person, the affected director does not have to:

- give that information to the remaining directors, any other director, or any officer or employee of ours; or
- use or apply that information when performing their duties as a director;

if doing either of these things would be a breach of confidence.

Notices, Article 104, has been amended to read:

We may give voting members any notice personally, by post or any equivalent method of delivery (for example, through a courier service), or in electronic form. The notice will be addressed as follows.

- In the case of a director, to the registered address shown in the register of director;
- In the case of a voting member, to the address recorded in the register of members;
- In the case of an associated organisation, to the address we have been given.

We may put the notice on a website, in which case we will write to voting members – by letter or in electronic form – to say we have done this. In this article 104, for any notice sent in electronic form, ‘address’ means any email address or equivalent used for the purpose of that communication.