

## Articles and Laws

The Companies Act, 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
THE GRAND NATIONAL ARCHERY SOCIETY

(proposed to be passed by Special Resolution passed on 24<sup>th</sup> April 2021)



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## Definitions

1. In these articles of association, the words and terms in the first column of the table below have the meaning shown in the second column.

<b>Word or term</b>	<b>Meaning</b>
AGM	Annual general meeting.
adult member	A member aged 18 or older.
Archery GB	The Grand National Archery Society.
associated club	Any archery club which: <ul style="list-style-type: none"> <li>• is based in the UK;</li> <li>• has been formed with the aim of taking part in and promoting all forms of archery other than bow-hunting; and</li> <li>• is formally affiliated to Archery GB.</li> </ul>
associated organisation	Any national organisation which: <ul style="list-style-type: none"> <li>• is based in the UK;</li> <li>• has been formed with the aim of taking part in and promoting any form of archery other than bow-hunting; and</li> <li>• is formally affiliated to Archery GB.</li> </ul>
Audit and Risk committee	The committee appointed in line with Article 113 and Articles 121 to 125.
board	The board of directors.
casual vacancy	A vacancy arising on the board of directors after a director has left the board before the end of his or her term of office.
committees	The Nominations and Remuneration committee, Audit and Risk committee, and others under Article 126.
director	A person elected or appointed as a director of Archery GB in line with these articles.
EGM(s)	A general meeting other than an AGM as referred to in article 19.
elected directors	Directors elected in line with article 51.b and articles 54 to 66.
electronic form	A document or information is sent or supplied in electronic form if it is sent or supplied: <ul style="list-style-type: none"> <li>• by electronic means); or</li> <li>• in any other way while in an electronic form (for example, sending a disk by post or by posting on our website).</li> </ul>
electronic means	A document or information is sent or supplied by electronic means if it is sent or supplied electronically (for example, by email).
honorary member	A person who becomes a member in line with regulations prescribed under article 13.

independent directors	Directors appointed in line with article 51.c and articles 67 to 71.
in writing	If any notice, report or other correspondence needs to be given in writing, this includes in electronic form (as defined above), as long as this meets legal requirements.
junior member	A member under the age of 18.
member	A person who pays the appropriate fee to join Archery GB, and people appointed as honorary members.
Nominations and Remuneration committee	The committee appointed in line with article 113 and articles 116 to 120.
our laws	The Archery GB laws (which do not form part of these articles) in force at the time for the particular matter or matters.
present	A member who is present in person or remotely at a general meeting.
regional society	A regional organisation which is: <ul style="list-style-type: none"> <li>• is made up of members in that region; and</li> <li>• was set up with the aim of taking part in and promoting all forms of archery other than bow-hunting; and</li> <li>• is formally affiliated to Archery GB.</li> </ul> Each home country – England, Scotland, Wales and Northern Ireland – may have one or more regional societies.
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.
rules of shooting	The rules of shooting in the form specified by the board.
statutes	The Companies Act 2006 and every other act affecting us, Archery GB.
these articles	These articles of association.
voting member	A person who is entitled to vote at general meetings.

## Aims and property

2. We, Archery GB, were set up to encourage, promote, develop and control archery (other than bow-hunting) for everyone in the United Kingdom. To achieve our objects (referred to below as 'aims'), we can do the following.
  - a. We can arrange, or take part in arranging:
    - courses for teaching archery to teachers, coaches, instructors, archers and any other people; and
    - meetings, lectures and classes aimed, directly or indirectly, at promoting our aims.
  - b. We can:
    - promote and organise, or help to promote and organise, archery meetings, championships, competitions, demonstrations and events;
    - choose competitors to represent us and Great Britain; and
    - enter into any agreements, and make any arrangements, which may be necessary or convenient in connection with meeting our aims.

We can do all or any of the things above either alone or with any other person, group or organisation.
  - c. We can lay down and enforce rules and regulations covering all aspects of archery, as set out in our rules of shooting, to:
    - control and improve the management of archery meetings;
    - define the status of and specify the conduct expected in archery; and
    - prevent and deal appropriately with any abuses in archery.
  - d. We can:
    - give prizes, medals and other awards;
    - collect and receive money from contributions, donations, subscriptions, legacies, grants, sponsorship or any other lawful method; and
    - accept and receive gifts of any description;

where this is in connection with achieving our aims and in accordance with any policy established by the board.
  - e. We can commission, write, print, publish, issue, exhibit and circulate any reports, periodicals, books, pamphlets, leaflets, films, photographs, instructional matter or any other suitable documents or items in connection with achieving our aims.
  - f. We can:
    - buy, lease, hire or otherwise acquire any property, rights or privileges which we think may be necessary or convenient for achieving our aims; and
    - build, maintain and alter any buildings or structures reasonably necessary for our work.
  - g. We can sell, let, mortgage or otherwise dispose of all or some of our property or assets, or use them as security for any borrowing, if we think this is necessary to achieve our aims.
  - h. We can set up any trusts which are allowed by law and which may help us achieve our aims.
  - i. We can borrow or raise money for our purposes on whatever terms, and providing whatever security, we think fit.

- j. We can invest any money that we do not immediately need in such investments, securities or property as we see fit, but money under the jurisdiction of the Charity Commissioners for England and Wales can only be invested as allowed by law at the time.
  - k. We can set up and support, or help to set up and support, any charitable associations or institutions, and pledge, guarantee or donate money for charitable purposes in any way connected with our purposes or with the aim of achieving our aims.
  - l. We can make welfare payments to our employees and ex-employees in the form of grants, pensions or otherwise.
  - m. We can do all other lawful things reasonably necessary for achieving any or all of our aims.
- 3. If we have any property which may be under the control of any trust, we will only deal with or invest that property as allowed by law and the terms of the trust, and with the trust's permission.
  - 4. Our aims do not extend to regulating relations between workers and employers, or between organisations of workers and organisations of employers.
  - 5. If we have any property that is under the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education, we will not sell, lease or otherwise dispose of it, or use it as security for any borrowing, without all the permission we need by law. The board is responsible for such property and will be accountable for their actions, failures to act, neglect, mistakes and any other failings. It is responsible for the property in the same way and to the same extent as it would if we were not a registered company, and being a company does not prevent the Chancery Division, the Charity Commissioners or the Secretary of State for Education from exercising control over our governing body as if we were not an incorporated company.
  - 6. Our income and property can only be used to achieve our aims as set out above. None of our income or property can be paid or transferred in any way, directly or indirectly (for example, as a dividend or bonus), for our members to profit from.
  - 7. Nothing in our aims prevents us from paying the following in good faith.
    - a. Reasonable and proper remuneration to any of our members, officers or agents for any services they provide to us.
    - b. Interest on money we have borrowed from any of our members, at a rate of no more than 3% a year, or 2% a year less than the minimum lending rate set at the time by the Bank of England, whichever is more.
    - c. Reasonable rent for premises we lease or rent from any of our members.

### **Liability and dissolution**

- 8. Each member's liability is limited.
- 9. If we are wound up, every person who is a member or has been a member within the previous 12 months will be liable for paying up to £1 to contribute to:
  - a. paying off our debts and liabilities that arose while that person was a member;
  - b. the costs, charges and expenses of our winding up; and
  - c. adjusting the rights and responsibilities of all those members among themselves.

10. After we are wound up or otherwise dissolved (broken up), if there are any remaining assets once all our debts, liabilities, costs, charges and expenses have been paid, those assets will not be paid to or distributed among the members. They will be given to some other institution (or institutions) with similar aims to ours, and which also does not distribute any of its income or assets among its members, to the extent specified for us under article 5. Before our winding up is completed, the members will decide which institution (or institutions) will receive any remaining assets.

If it is agreed that any remaining assets cannot be given to an appropriate institution, they will be given to a charitable organisation.

### **Regional societies**

11. We, Archery GB, recognise the role regional society's play in administering archery.

### **Membership**

12. There is no limit on the number of members.
13. The board may from time to time make any regulations it considers necessary for the purpose of setting:
  - the types and conditions of honorary membership;
  - how honorary members are admitted and classified;
  - honorary members' rights; and
  - how honorary membership can be withdrawn.

### **Voting members**

14. There are the following three types of voting members:
  - adult members;
  - a person nominated by an associated organisation to represent it; and
  - honorary members.
15. The rights and privileges of any member cannot be transferred.

### **General meetings**

16. We will hold an AGM (annual general meeting) at least once a year. This will normally be before the end of April and will be at a time and place decided by the board. There must be no more than 15 months between any two AGMs.
17. Other general meetings, referred to as EGMs (extraordinary general meetings), may also be held.
18. 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.
19. If necessary, the board may call an EGM. It will call such a meeting if it receives:
  - a written request from at least two elected directors and one independent director; or
  - requests from at least 5% of the voting members, as set out in section 303 of the Companies Act 2006 (or any amended version).



If the board receives a written request (or requests) for an EGM, the following will apply.

- The request or requests must be sent to our registered office, state the objectives of the meeting, and be signed by the two elected directors and one independent director concerned or by the voting members (as the case may be). The request or motion may be one document signed by all relevant people, or several identical documents, each signed by one or more of the relevant people.
- If the board does not call an EGM within 21 days from the date the request or requests are received at our registered office, the two elected directors and one independent director concerned, or a majority of the relevant voting members, may call the meeting. That meeting must be held within three months from the date the request or requests were received at our registered office.
- We will pay the cost of any extraordinary meeting called under this article 19 as if it were a meeting called by the board.

### Notice of general meetings

20. 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 104 to 107 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

21. The purpose of each AGM is to:

- receive and consider the reports of the board and the auditors, and the income and expenditure account and the balance sheet;
- confirm the appointment of the auditors;
- fix the remuneration of the auditors; and
- carry out any other business which these articles or our laws state must be carried out at an AGM.

22. The quorum necessary for a general meeting (that is, the minimum number of voting members that must be present for the meeting to go ahead) is 40, except when these articles state otherwise.
23. For EGMs called by voting members under article 19, if the necessary quorum is not present within half an hour from the appointed start time, the meeting will be cancelled. In the case of a general meeting called by the board, if the necessary quorum is not present within half an hour from the appointed start time, that meeting will be adjourned until a date, time and place decided by the board. For that adjourned meeting, the quorum will be the number of voting members at that meeting who can carry out the business the original meeting was called for.
24. 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.
25. The chair of the board, or the deputy chair of the board if the chair is not present, will chair any general meeting. If neither the chair of the board nor the deputy chair of the board is present within five minutes after the appointed start time of a general meeting, the voting members will choose one of the voting members there to chair the meeting.

References in these articles to the chair will be considered to refer to the chair of the board or the deputy chair, or whoever is chairing a meeting, where appropriate.
26. Directors may attend and speak at general meetings, whether or not they are members.
27. The person chairing a general meeting may, if the majority of voting members at that meeting agree, adjourn the meeting. The only business that can be carried out at the adjourned meeting is the business that should have been carried out at the meeting that was adjourned.
28. 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.
29. 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.

30. 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.
31. Voting members cannot demand a poll on who should chair the meeting, or on whether a meeting should be adjourned.
32. If the number of votes for a resolution and against a resolution are equal, the chair of the meeting will have the casting vote.
33. A poll being arranged will not prevent a meeting continuing for the other business of that meeting.
- 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.

#### **Votes at general meetings**

35. Every voting member (or proxy) will have one vote on a show of hands. If a voting member at the meeting also has one or more proxies present (or a voting member who is not at the meeting has more than one proxy present), that voting member will be entitled to only one vote on a show of hands.
36. If there is a poll, votes may be given either personally or by proxy. In a poll, every voting member will have one vote.
37. A proxy must be a voting member.
38. Proxies must be appointed in writing by the voting member they will act for, or by the person legally authorised to act for the voting member.
39. The instrument (formal legal document) appointing a proxy and the power of attorney or other authority under which it is signed (or copies certified by a solicitor) must be:
  - received at our registered office, or other address specified by the directors; or
  - sent in electronic form to the email address (or equivalent) specified for the purpose of such communication;at least 48 working hours before the start time of the meeting the proxy intends to vote at. Working hours are the hours between 9am and 5pm Monday to Friday.
40. A vote given by a proxy will still be valid after the relevant voting member has died, or the authority to be a proxy is withdrawn, unless written notice of the death or

withdrawal was received at our registered office, or other place designated by the board, more than six hours before the appointed start time of the relevant meeting.

41. The instrument appointing a proxy must be in the form specified by the board, must meet the requirements of the Companies Act 2006, and may be in electronic form if the board agrees to this. The instrument enables the proxy to demand (or join in demanding) a poll.
42. Nobody can object to the right of anyone voting except at the relevant meeting itself, and every vote that is not disallowed at a meeting will be valid for all purposes. The chair of the relevant meeting will make a decision on any objection raised, and that decision will be final and binding.
43. The directors can make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to vote at it. This may include accepting votes made in electronic form or by any other method the directors approve.

### General Meetings

- 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.

### Honorary officers

46. Our honorary officers, who perform ceremonial duties on our behalf, are the president and the two vice-presidents, each of whom must be a member, or become a member within one month after the date they are elected. The honorary officers will be elected as described below.
  - a. Nominations for the post of president or vice-president must be received by our secretary on or before the 1st of January after the vacancy arises. Nominations will be announced together with the papers for the upcoming AGM.
  - b. The president and the two vice-presidents will be elected by voting members through a ballot held before the AGM, with each voting member having one vote. The arrangements for the ballot will be agreed by the directors and may include votes being made in electronic form. The results of the ballot will be announced at the AGM.

47. The president and vice-presidents must have knowledge of and experience in matters connected with archery. The president will stay in office for three years. He or she will never be able to be elected again as president. Vice-presidents will stay in office for two years. When their term of office ends, they can stand to be re-elected. The president's and vice-presidents' terms of office will start at the end of the general meeting they were elected at.
48. The president has the right to receive all papers relating to board meetings and general meetings and can attend board meetings. At board meetings, the president can speak on any relevant issue, but is not a director and cannot vote.

### **The board**

49. The board will set our strategy, monitor performance and direct our business. The board will be made up of directors with a mix of relevant skills, knowledge and experience set by the board and recorded by the nominations and remuneration committee. The nominations and remuneration committee will review the desired skills, knowledge and experience each year. From time to time the board will consider who to appoint to it and direct the nominations and remuneration committee to maintain a succession plan that takes account of the mix of skills, knowledge and experience needed.
50. The minimum number of directors on the board is eight, and the maximum is 12.
51. The board will be made up of the following people.
  - a. The chair appointed in line with Article 52 and 53;
  - b. Up to 6 members elected in line with articles 54 to 66 (elected directors)
  - c. Up to four people co-opted by the board (that is, appointed without needing to be elected) in line with articles 67 to 71 (independent directors)
  - d. The chief executive

### **Chair and deputy chair**

52. There must be a chair of the board and a deputy chair of the board.
53. The chair and the deputy chair will be appointed by the board in the way it may decide from time to time, but the deputy chair who is appointed must be a member of the board. Unless a majority of all the members of the board vote to remove the chair or the deputy chair at any time, the chair and the deputy chair will stay in office for four years from the date they are appointed. The period the chair and the deputy chair will stay in office may be extended or reduced by up to 60 days so that the chair's or deputy chair's (as the case may be) term of office will end when the AGM held in their fourth year of office ends.

### **Election and retirement of elected directors**

54. Members elected to the board as set out in Articles 54 to 66 will be 'elected directors.'
55. For a person to be eligible to be an elected director they must have been a member for at least two years.
56. Elected directors will be elected at each AGM each year in the way explained in Articles 54 to 66.

57. The elected directors will normally stay in office for a term of four years from the date they are elected. For succession planning purposes, the board may extend the first term by up to one year or reduce the first term by up to two years. The term may also be extended or reduced by up to 60 days so that the term of office ends at the close of the AGM held in the last year of office.
58. Before the end of October each year, the board will tell the voting members the date of the next AGM and provide details of the vacancies for elected directors.
59. For a person to be an elected director, the following must apply.
  - a. In the case of an elected director standing for re-election at the end of their period of office, the re-election must have been recommended by the nominations and remuneration committee and approved by the board.
  - b. In the case of a person who is not already an elected director, the person must give us notice that they want to stand for election. That notice must:
    - contain the details that we would have to file at Companies House if the person were elected; and
    - be in a form that the board accepts.
  - c. Before the date of the AGM, the person standing for election must have been recommended by the nominations and remuneration committee, usually after being interviewed, and the nominations and remuneration committee must have given the board a report on the nominee's suitability.
  - d. The board must have approved the person recommended by the nominations and remuneration committee.
60. When considering whether or not to recommend a person to be an elected director, the nominations and remuneration committee must consider their skills in, experience of and knowledge of archery to get the best mix for the board. The nominations and remuneration committee does not have to approve any person who wants to stand for election.
61. 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.
62. If there is only one candidate standing for election for a particular vacancy that will be explained in the notice of the AGM. That candidate must have been elected by the majority of members voting in favour of the appointment. Votes will be cast in a ballot of voting members before the AGM, in line with the arrangements decided by the board, which may include allowing votes to be made in electronic form.
63. The board will appoint two 'scrutineers', or an organisation that provides electoral services, to inspect the votes.

64. The scrutineers, or the organisation that provides electoral services, will report the result of the vote, in writing, to the chair. At the AGM, the chair will declare which candidate received the most votes for each vacancy. That candidate will become the elected director for the vacancy in question.
65. Every voting member will have one vote for each vacancy.
66. If two or more candidates get an equal number of votes, the candidate to be elected will be decided by lot (that is, they will be drawn at random) at the AGM.

### **Appointing independent directors and the chief executive**

67. Independent directors are co-opted to the board by a resolution of the board, in the way explained in articles 67 to 71. The chief executive is recruited by a process approved by the board and is an ex-officio member of the board (that is, automatically a member of the board because of being the chief executive).
68. Members cannot be co-opted to the board as independent directors.
69. Details of the vacancies for independent directors or the post of chief executive will be advertised by the board and suitable applicants will be interviewed by the nominations and remuneration committee. After the interviews, the nominations and remuneration committee will report to the board on the candidate or candidates it recommends as being suitable.
70. When considering whether or not to recommend a person to be co-opted to the board, the nominations and remuneration committee will consider that candidate's skills, knowledge and experience to get the best mix for the board. The nominations and remuneration committee does not have to approve any candidate to be co-opted.
71. The independent directors will normally stay in office for a term of four years from the date they are co-opted. For succession planning purposes, the board may extend the first term by up to one year or reduce the first term by up to two years. The term may also be extended or reduced by up to 60 days so that the term of office ends at the close of the AGM held in the last year of office or at the close of the board meeting nearest the end of the term

### **Casual vacancies**

72. The board can from time to time co-opt to fill:
  - a casual vacancy (a vacancy caused by a director leaving the board before the end of their term of office); or
  - a vacancy for an elected director that was not filled at an AGM.If the casual vacancy is for an elected director, then the board will propose the co-opted director at the next AGM for members to approve. Any candidate must have been approved by the nominations and remuneration committee. When considering whether or not to approve a candidate, the nominations and remuneration committee will take account of the candidate's skills, knowledge and experience to get the best mix for the board.
73. A person appointed under Article 72 will stay in office for the following term.
  - For a casual vacancy, the rest of the term of office of the director who has left the board early;

- For a vacancy for an elected director that was not filled at an AGM, to the end of the term a director would have been elected for.

In the case of a casual vacancy, the person appointed will be considered to have served the full term of office of an elected director or the director who has left the board early. Except where Article 72 specifies otherwise, a person appointed under Article 72 can stand for election for the post when the term of office ends.

### **Number of terms of office and subsequent appointments**

74. At the end of their first term, an elected director, independent director or chair (including any person who was appointed to fill a casual vacancy) will be eligible to be elected (in the case of an elected director) or co-opted (in the case of chair or independent director) for a second term. Otherwise, a person cannot be elected or co-opted as an elected director, independent director or chair until four years have passed since the last day of their previous service on the board.

### **Leaving office**

75. A director must leave before the end of their term of office if:
- they become bankrupt;
  - they stop being of sound mind;
  - they resign in writing;
  - they do not attend board meetings for a period of more than four months, unless the board has agreed to this beforehand or it does not consider the director to have left office;
  - the law prevents them from being a director, or they can no longer be a director as a result of any provision of the statutes;
  - they are removed from office by a resolution passed under section 168 of the Companies Act 2006; or
  - in the case of an elected director, they stop being a member for any reason.

### **76. Proceedings of the board**

- 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.
77. Ordinary meetings of the board will be held as and when decided by the board, as long as at least two ordinary meetings are held each year.



78. As well as ordinary meetings, extraordinary meetings of the board may be called by at least two elected directors and one independent director, or within 14 days of our registered office receiving a written request signed by at least four directors. All written requests must explain the purpose of the meeting.
79. The secretary will give every director 14 full days' notice, in writing, of all board meetings. The notice will specify the place, date and time of the meeting and the business to be carried out. If possible, the notice will be accompanied by a copy of any report to be considered at the meeting.
80. The chair, or the deputy chair if the chair is not present, will chair board meetings and have the casting vote if any vote at the meeting is tied. If neither the chair nor the deputy chair are present at a meeting, the directors there will choose someone present to chair the meeting. That person will have the casting vote if any vote at the meeting is tied.
81. If a board meeting has a quorum present, the directors present can carry out the business of the board as a whole and exercise all or any of the powers the board has under these articles.
82. The board may, where allowed under these articles, delegate any of its powers to the committees.
83. The meetings and proceedings of any committee will be governed by these articles, which cannot be overruled by any regulations made by the board.
84. If a director may have a conflict of interest, however small, relating to a matter to be considered at a meeting, they must declare this to the board. The potential conflict will be included in the register of interests. That director should also declare any such interest at the start of every board meeting where the conflict of interest is relevant to the business of the meeting. Unless authorised under Article 87, and as long as the requirements of Articles 85 to 89 are met, the affected director must take no further part in any part of the meeting which deals with the matter the conflict of interest relates to.
85. The board may authorise any matter proposed by any director if not authorising the matter would result in a director failing to meet their duty (under section 175 of the Companies Act 2006) to avoid a conflict of interest. The board may authorise a director to take part in the relevant part of a meeting, despite a conflict of interest, if:
  - the matter in question has been proposed by the affected director, or by any other director, to be considered at the meeting in the same way that any other matter may be proposed to the board under these Articles;
  - a quorum is present at the meeting (without counting the affected director); and
  - the matter was agreed to without the affected director's vote or would have been agreed to if their vote had not been counted.Articles 86 to 89 would apply to any authorisation given under this Article 85.
86. Any authorisation given under Article 87 for a director to take part in a meeting despite a conflict of interest will, whether at the time the authority is given or at a later time:
  - extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter authorised;

- have to meet the terms and conditions decided by the remaining directors, including the specific limits or conditions set out in Article 87;
  - end or be able to be varied by the remaining directors at any time, as long as this will not affect anything the remaining directors have already done in line with the authorisation.
87. If the remaining directors authorise a director to take part in a meeting despite a conflict of interest, they may require (at the time the authority is given or at a later time) that the affected director:
- is excluded from discussions (whether at board meetings or otherwise) the conflict of interest relates to;
  - is not given any documents or other information that the conflict of interest relates to; and
  - may or may not vote (or may or may not be counted as part of the quorum) on a resolution the conflict of interest relates to at any future board meeting.
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.
89. If the remaining directors authorise the affected director to take part in a meeting despite a conflict of interest, the affected director must:
- keep to any terms the remaining directors impose in relation to the conflict of interest, including any specific limits or conditions applied under Article 87; and
  - not break any duty they owe us under sections 171 to 177 of the Companies Act 2006, as long as the affected director keeps to any terms, limits and conditions (if any) the remaining directors have set under Article 87.
90. Directors do not need to tell us about any remuneration, profit or other benefit they receive in connection with a conflict of interest which has been authorised by the other directors (unless any terms, limits or conditions attached to that authorisation state otherwise), and no contract connected to the conflict of interest will need to be made void.
91. If any person taking part in a meeting is later found to have not been eligible to take part, the business carried out at the meeting will still be valid.
92. A written resolution signed by a majority of all directors will be valid as if it had been passed at a board meeting. If the written resolution is in electronic form, the term 'signed' refers to any type of electronic confirmation approved by the directors for that resolution. A written resolution in electronic form will only be effective if:
- it was circulated to all of the directors at the same time, or approximately the same time; and

- the copy is signed or approved by the majority of the directors within 28 days of the resolution being circulated.

### **Powers of the board**

93. As well as the powers the board has under these articles or our laws, the board may exercise any other powers, and take any action, that is not inconsistent with the provisions of the statutes and these articles. Any regulation we make at a general meeting will not make any previous action carried out by the board invalid.

### **Minutes**

94. The minutes of meetings will record:

- all the officers appointed;
- in the case of board meetings, the names of the directors present;
- in the case of committee meetings, the names of all people present;
- all orders made by, or directions given by, the board and committees; and
- the resolutions and proceedings of any general meeting, board meeting or committee meeting.

95. The minutes of any general meeting, board meeting or committee meeting, when signed by the chair of the next meeting, will be sufficient evidence of the matters stated in the minutes.

### **Expenses**

96. Unless stated otherwise in these articles, the expenses that can be claimed by any person representing us, and the reasonable and proper expenses that can be claimed by directors and committee members attending meetings, can be paid out of our general funds.

### **Accounts**

97. The board will keep accounts showing details of:

- all our income and spending, and what the income and spending is for;
- all the goods and services we buy and sell;
- our assets and liabilities;

to give an accurate account of our finances.

98. Except when the statutes say otherwise, our accounts will be kept at our registered office or any other place the board thinks fit and will always be available to be inspected by the directors.

99. Members can only inspect our accounts and balance sheet if they have the right to do so under the statutes or our laws, the board agrees to this, or this is decided in a general meeting.

100. At each AGM, the board will present the accounts of our income and spending for the period from the date of the last accounts up to a date that meets the requirements of the statutes. They will also present a balance sheet for the same period. The accounts and balance sheet will be accompanied by the chair's report. All accounts, reports and documents will contain the details required under the statutes. The auditor's report

must meet the requirements of the statutes and be attached to the balance sheet. That report must be read before the meeting, as required by the statutes.

101. Copies of all documents referred to in article 100, and any other documents that must be attached to or included in them, must be:
- sent to voting members by email or post within the timescales defined for notice of general meetings; or
  - placed on the Archery GB website (in which case we will write to voting members, by letter or in electronic form, to say we have done this).

### Audit arrangements

102. At least once a year our accounts must be examined by at least one properly qualified auditor to have the accuracy of them confirmed.
103. We will appoint auditors in line with, and their duties will be regulated in line with, part 16 of the Companies Act 2006.

### Notices

104. 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 directors;
- 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.

105. Any notice sent by post or a similar method will be considered to have been delivered on the day after it was sent. Any notice sent in electronic form will be considered to have been delivered 48 hours after the time it was sent.

Any notice put on a website will be considered to have been delivered:

- as soon as it is posted on the site; or
- when the person the notice is for received (or is considered to have received) the letter or electronic form (if agreed by voting members) stating that the notice is on the website; whichever is later.

If we need to prove that we have given notice, we will provide proof that it was properly addressed and:

- sent as a pre-paid letter;
- given to a similar delivery service, such as a courier; or
- sent in electronic form in the way previously agreed with the voting member.

106. A notice given to any voting member will be binding on the club, society or organisation they represent, and any proceedings that are taken without further notice will be binding on that club, society or organisation.

107. All directors, auditors, voting members and other people specified in the statutes are entitled to receive notice of general meetings.

### **Indemnity and responsibility**

108. No director, officer or person acting for us will be held responsible for any losses and liabilities arising out of them correctly carrying out their duties. The board is responsible for paying all such losses and liabilities out of our funds. This article will only have effect where allowed by section 232 of the Companies Act 2006 or any amended or replacement act in force at the time.

109. Except where section 232 of the Companies Act 2006 says otherwise, no director, officer or agent of ours shall be liable for:

- the actions or failings of any other director, officer or person acting for us;
- joining in signing a receipt, where no blame can be placed on the person signing; or
- any loss or damage caused by their error of judgement or oversight.

### **Our laws**

110. Our laws shown in the schedule appended to these articles do not form part of these articles. If we give our permission at a general meeting, the board may add to, amend or withdraw any part of our laws. However, any addition, amendment or withdrawal must not amount to a change that could only be made to the articles by a special resolution.

### **Company secretary**

111. The board may appoint a company secretary for a time and remuneration consistent with, and under conditions that are consistent with, article 7. The board can also remove any company secretary. If the board appoints a company secretary, the provisions of sections 277 to 280 of the Companies Act 2006 will apply. The board may also appoint an assistant or deputy company secretary, who may act in place of the company secretary when necessary.

112. If the board decides not to appoint a company secretary, or the post of company secretary is vacant, the provisions of sections 270(3) or 274 of the Companies Act 2006 will apply.

### **Committees**

113. The board will form the following committees:

- the Nominations and Remuneration committee; and
- the Audit and Risk committee

The board will appoint the chairs of these committees from the directors (other than the chief executive). Other members of the committees will be appointed by the board to serve for a period set by the board. At least one member of each committee must be an independent director.

114. Committee members cannot serve for a continuous period of longer than eight years, which may be extended by up to 60 days so that the term ends on the date of a board meeting. A previous member of a committee can be appointed again one year or more

after the date the person was last a member of that committee unless otherwise agreed by the board in exceptional circumstances.

115. The proceedings of each committee will be governed by the terms of reference issued by the board from time to time.

#### **Nominations and remuneration committee**

116. As well as exercising the powers set out in these articles, the nominations and remuneration committee will also perform any duties the board delegates to it from time to time, including (but not limited to) helping to recruit directors and reviewing the performance of non-employed directors (those not employed by us) each year and assessing the performance of any employed director and reviewing their remuneration.
117. The nominations and remuneration committee may ask any suitable person approved by the board to provide help and advice. That person will not be entitled to vote on any resolution put to the committee.
118. The quorum (that is, the number of members who must be present for the meeting to go ahead) is three.
119. The nominations and remuneration committee will meet as a committee at least once a year.
120. A director who is our employee cannot be a member of the nominations and remuneration committee.

#### **Audit and risk committee**

121. The audit and risk committee will perform the duties, and exercise the powers, the board delegates to it from time to time, including (but not limited to) scrutinising our systems and controls, and carrying out any risk analysis it considers necessary.
122. The audit and risk committee may ask any suitable person approved by the board to provide help and advice. That person will not be entitled to vote on any resolution put to the committee.
123. The quorum (that is, the number of members who must be present for the meeting to go ahead) is two.
124. The audit and risk committee will meet as a committee at least twice a year.
125. A director who is our employee cannot be a member of the audit and risk Committee.

#### **Additional committees**

126. The board can form additional committees. If it does not appoint a chair for any additional committee it forms, members of the committee will elect their own chair. That person will chair all committee meetings they are present at and will have the casting vote. The chair of any additional committee cannot be a director purely as a result of being the chair.
127. A committee will have the authority to form sub-committees and delegate to them any appropriate duties, as long as the board agrees.

### **Miscellaneous**

128. Notice of all general meetings will bear the name of the tellers appointed by the board. Tellers organise the voting procedure, and all those entitled to vote must identify themselves to a teller at the start of the meeting.

### **Emergency powers**

129. In the case of an emergency, any two of the chair of the board, the chief executive and an elected director, together with one independent director, will have full powers to act.

## Appendix: schedule of our laws

1. We are the governing body of archery throughout the United Kingdom. We must follow the rules and regulations of World Archery (or any organisation who takes over the role of World Archery).

We are committed to the ideals and principles defined by UK Sport (or any organisation who takes over the role of UK Sport) in relation to drug misuse, and support drug-free sport.

We are committed to informing our members on the policy of drug-free sport. We will:

- control the misuse of drugs in the sport of archery;
- recognise and support independent testing; and
- manage any drug-misuse issues through a fair, accountable and independent decision-making process;

to make sure that our archers perform to the highest standards without doping or the misuse of drugs.

2. All members, associated clubs, associated organisations, county associations and regional societies must accept our jurisdiction and keep to any conditions we set.

## Home countries and regional societies

3. We have jurisdiction in the four home countries – England, Scotland, Wales and Northern Ireland. For the purposes of managing archery, each home country can be organised as a single regional society or divided into several regional societies. For the purposes of these laws, the term regional society covers both circumstances. The areas each regional society covers are set out in the table below.
4. Each associated club is normally expected to be affiliated to the county association and regional society for where it is located. Any area not covered by a regional society will be managed where necessary directly by us.
5. The board can, after consulting the regional society or societies concerned, change the boundaries of the regional societies or create new regional societies.
6. Regional societies will be self-governing, with power to (among other things) produce their own constitution, elect their own officers and committee, form county or other subsidiary associations, hold regional championships and other meetings, and generally take any measures that contribute to promoting archery within their region.
7. Apart from subscriptions and normal trading debts due to us, we will have no claim to the property and funds of any regional society.
8. On or before 30 November each year, each regional society must give our secretary a list of clubs in counties in their region, together with the number of members there were in each club on 1 October in that year.



## Regional societies and areas covered

East Midlands Archery Society	Derbyshire, Leicestershire and Rutland, Lincolnshire, Northamptonshire, Nottinghamshire
Northern Counties Archery Society	Cumbria, Cheshire, Durham & Northumberland, Lancashire, Yorkshire, Isle of Man
West Midlands Archery Society	Shropshire, Staffordshire, Warwickshire, Worcestershire, Herefordshire
Grand Western Archery Society	Devon & Cornwall, Dorset & Wiltshire, Gloucestershire, Somerset
Southern Counties Archery Society	Bedfordshire, Berkshire, Buckinghamshire, Cambridgeshire, Essex, Hampshire, Hertfordshire, Kent, London, Middlesex, Norfolk, Oxfordshire, Suffolk, Surrey, Sussex, Isle of Wight, Channel Islands
Scottish Archery Association	Strathclyde, Dumfries & Galloway, Borders, Lothian, Central, Fife, Tayside & Central, Grampian, Highland, Shetland, Orkney, Western Isles
Northern Ireland Archery Society	The counties of Northern Ireland
Welsh Archery Association	Gwent, Glamorgan, Powys & Mid Wales, Dyfed, North Wales