

Company No: 03527445  
Registered Charity No: 1151273

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**  
of  
**THE ETON FIVES ASSOCIATION LIMITED**

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Adopted by special resolution dated 11 March 2020



**PENNINGTONS  
MANCHES**

**COMPANY NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY**

**ARTICLES OF ASSOCIATION**  
**of**  
**THE ETON FIVES ASSOCIATION LIMITED**

**1. COMPANY NAME**

The company's name is The Eton Fives Association Limited (and in this document it is called the **Charity**).

**2. INTERPRETATION**

In these articles:

**Address** means a postal address or, for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity;

**Articles** means the Charity's articles of association;

**Bye-Laws** means such bye-laws as are made by the Directors from time to time in accordance with Article 37;

**Charity** means the company intended to be regulated by the Articles;

**Clear Days** in relation to the period of notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

**Connected Persons** means

- (a) a child, parent, grandchild, grandparent, brother or sister of a Director;
- (b) the spouse or civil partner of a Director or of any person in (a) above;
- (c) a person carrying on business in partnership with a Director or with any person in (a) or (b) above;
- (d) an institution which is controlled by a Director, any person in (a), (b), or (c) above, or a Director and any person in (a), (b) or (c) taken together;
- (e) a corporate body in which a Director or any person in (a), (b) or (c) has a substantial interest, or two or more such persons, taken together, have a substantial interest.

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article.

**Commission** means the Charity Commission for England and Wales;

**Companies Act** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity;

**Directors** means the directors of the Charity. The Directors are charity trustees as defined by section 177 of the Charities Act 2011;

**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;

**Financial Benefit** means a benefit, direct or indirect, which is either money or has a monetary value;

**Member** means a person who is admitted to membership in accordance with the Articles;

**Objects** means the object of the Charity as stated in Article 4;

**Ordinary Resolution** has the meaning given in section 282 of the Companies Act;

**Laws** means the laws and regulations of the game of Eton Fives (together with such additions and modifications as shall from time to time be made or adopted by the Charity in accordance with Article 36);

**Secretary** means any person appointed to perform the duties of the secretary of the Charity in accordance with Article 29. For the avoidance of doubt, the Secretary, may be a Director provided that he is unremunerated unless this is permitted pursuant to the provisions of Articles 6 and 7;

**Special Resolution** has the meaning given in section 283 of the Companies Act;

**Treasurer** means any person appointed to perform the duties of the treasurer of the Charity in accordance with Article 29. For the avoidance of doubt, the Treasurer, may be a Director provided that he is unremunerated unless this is permitted pursuant to the provisions of Articles 6 and 7; and

**United Kingdom** means Great Britain and Northern Ireland.

- 2.1 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.2 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.
- 2.3 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3. LIABILITIES OF MEMBERS**

The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

- (a) payment of the Charity's debts and liabilities incurred before he, she or it ceases 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.

### **4. OBJECTS**

The Charity's Objects are restricted specifically, only for the public benefit, to the following:

- (a) To promote community participation in the sport of Eton Fives and such other amateur sports as the directors shall determine by providing or assisting in the provision of facilities for the playing of Eton Fives (facilities means land, buildings, equipment and organizing sporting activities);
- (b) To advance physical education of young persons by assisting in the provision of facilities for the playing and learning of Eton Fives in schools and universities.

### **5. POWERS**

The Charity has the power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular the Charity has power:

- (a) to accept (or disclaim) any gift of money, legacy or other property;
- (b) to raise funds by way of subscription, donation or otherwise. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (e) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (g) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (h) to acquire, merge with or to enter into any partnership or joint venture agreement with any other charity;
- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to employ, engage and/or remunerate such agents, staff and advisers as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Articles 6 and 7 and provided it complies with the conditions in those Articles;
- (k) to:
  - (i) deposit or invest funds;
  - (ii) employ a professional fund-manager; and
  - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the Directors of a trust are permitted to do by the Trustee Act 2000;
- (l) to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (m) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- (n) to enter into contracts to provide services to or on behalf of other bodies;
- (o) to establish subsidiary companies to assist or act as agents for the Charity;
- (p) to pay out of the funds of the Charity the costs any amendments to the constitution thereof; and
- (q) to do anything else within the law which promotes or helps promote the Objects.

## **6. APPLICATION OF INCOME AND PROPERTY**

6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2 A Director:

- (a) is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity. Any claim for expenses so incurred must be submitted to the Treasurer (or the Secretary if no Treasurer is appointed) within 3 months of the date on which such expense was incurred;

- (b) may benefit from Director indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
  - (c) may receive an indemnity from the Charity in the circumstances specified in Article 35;
  - (d) may not receive any other benefit or payment unless it is authorised by Article 7.
- 6.3 Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity; and
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

## **7. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS**

### **General Provisions**

- 7.1 No Director or connected person may:
- (a) buy any goods or services from the Charity on terms preferential to those applicable to Members of the public;
  - (b) sell goods, services, or any interest in land to the Charity;
  - (c) be employed by, or receive any remuneration from, the Charity; or
  - (d) receive any other Financial Benefit from the Charity;
- unless the payment is permitted by Articles 7.3 or 7.4 or authorised by the court or the prior written consent of the Commission has been obtained.

### **Scope and powers permitting Directors' or connected persons' payment of expenses and benefits**

- 7.2 A Director or connected person may:
- (a) be reimbursed by the Charity for reasonable out-of-pocket expenses actually incurred in running the Charity;
  - (b) receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way;
  - (c) enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to Article 7.3 and the conditions in, sections 185 and 186 of the Charities Act 2011;

- (d) subject to Article 7.4, provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person;
- (e) receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (f) receive rent for the premises let by the Director or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (g) take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

### **Payment for supply of services – controls**

7.3 The Charity and its Directors may only rely upon the authority provided by Article 7.2(c) if each of the following conditions are satisfied:

- (a) the services are actually required by the Charity;
- (b) before entering into the agreement with the Director, the Directors decided that they were satisfied that it would be in the best interests of the Charity for the services to be provided by that Director to or on behalf of the Charity for the amount or maximum amount of remuneration set out in the agreement;
- (c) the provisions of sections 185 and 186 of the Charities Act 2011 are complied with.

### **Payment for supply of goods only – controls**

7.4 The Charity and its Directors may only rely upon the authority provided by Article 7.2(d) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Directors (as the case may be) and the Director or connected person supplying the goods (the **supplier**) under which the supplier is to supply the goods in question to or on behalf of the Charity;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so;

- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
- (f) the reason for their decision is recorded by the Directors in the minute book; and
- (g) a majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 7.

7.5 In Articles 7.2 to 7.4 inclusive:

**Charity** includes any company in which the Charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more Directors to the board of the company.

## **8. MEMBERS**

8.1 Membership is open to any individual or organisation who:

- (a) applies to the Charity in the form required by the Directors; and
- (b) is approved by the Directors.

8.2 The Directors may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

8.3 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

8.4 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must all be notified to the applicant in writing but shall be final.

8.5 Membership is not transferrable.

8.6 The Directors must keep a register of names and addresses of the Members.

### **8.7 Membership fees**

- (a) Each Member shall pay an annual subscription determined from time to time by the Directors for the class of Membership to which they belong.
- (b) The annual subscription of each Member shall become due on approval of the application for Membership by the Directors and thereafter annually on a date to be determined by the Directors from time to time.



## **9. CLASSES OF MEMBERSHIP**

- 9.1 The Directors may establish classes of Membership with different rights and obligations and shall record the rights and obligations in the Bye-Laws and in the register of Members.
- 9.2 There shall be the following classes of Membership:
- (a) **Ordinary Members** who shall be all persons eighteen years of age and over and not in full-time education;
  - (b) **Young Members** who shall be all persons within the age range of eighteen years of age up to and including twenty-five years of age;
  - (c) **School Members** who shall be any primary, secondary or further education establishment; and
  - (d) **Club Members** who shall be any club association or sporting establishment in any way playing or participating in the game of Eton Fives, whether exclusively or otherwise.
- 9.3 The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership save in accordance with Article 9.4.
- 9.4 The rights attached to a class of Membership may only be varied if:
- (a) the Directors so approve; and
  - (b) not less than one half of the Members of that class consent in writing or at a meeting of the Members of that class to the variation.
- 9.5 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

## **10. JUNIOR (AND OTHER NON-VOTING) MEMBERSHIP**

- 10.1 The Directors may create Junior or other classes of non-voting membership, and may determine the rights and obligations of any such members (including the payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 10.2 Other references in these Articles to Members and Membership do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Act 2011 or the Companies Act.

## **11. TERMINATION OF MEMBERSHIP**

- 11.1 Membership is terminated if:
- (a) the Member dies or, if it is an organisation, ceases to exist;
  - (b) the Member resigns by written notice to the Charity giving at least 7 Clear Days' notice unless, after the resignation, there would be less than three Members;

- (c) any subscription or other sum due from the Member to the Charity is not paid in full within six months of it falling due;
  - (d) the Member is removed from Membership by a resolution of the Directors that it is in the best interests of the Charity that his or her or its Membership is terminated. A resolution to remove a Member from Membership may only be passed if:
    - (i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
    - (ii) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been given reasonable opportunity to make representations to the meeting either in person or in writing. The Directors must consider any representations made by the Member (or the Member's representative) and inform the Member of their decision following such consideration.
- 11.2 A Member whose Membership is terminated under Article 11.1 shall remain liable to pay to the Charity any subscription or other sum owed by them at the date of termination and shall not be entitled to a refund of any such subscription or other sum paid by them to the Charity.

## **12. GENERAL MEETINGS**

- 12.1 An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 12.2 The Directors may call a general meeting at any time.
- 12.3 On receipt of a request from not fewer than any ten (10) Members requesting a general meeting and specifying the nature of the business to be dealt with at the meeting, the Directors shall within twenty-one (21) days of receipt of the request issue a notice of a general meeting in accordance with Article 13.

## **13. NOTICE OF GENERAL MEETINGS**

- 13.1 The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) twenty-one (21) Clear Days for an annual general meeting or a general meeting called for the passing of a special resolution; and
  - (b) fourteen (14) Clear Days for all other general meetings.
- 13.2 A general meeting (including an annual general meeting) may be called by shorter notice if it is so agreed by a majority of Members who together hold not less than 90 percent of the total voting rights having a right to attend and vote at the meeting.
- 13.3 The notice must specify the date and time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting

out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Articles 15 and 16.

- 13.4 The notice must be given to all the Members and to the Directors and auditors.
- 13.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **14. PROCEEDINGS AT GENERAL MEETINGS**

### **Quorum**

- 14.1 No business shall be transacted at any general meeting unless a quorum is present.
- 14.2 A quorum is seven (7) Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting. The authorised representative of a Member organisation shall be counted in the quorum.

### **Proceedings in the event of being inquorate**

- 14.3 If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- 14.4 If the continuation of the adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the Directors must give at least seven Clear Days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

### **Chairman**

- 14.6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors or, in his or her absence, the vice-chairman of the Directors.
- 14.7 If there are no such persons or neither is present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 14.8 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 14.9 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

## **Adjournment**

- 14.10 The Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.13 If a meeting is adjourned for more than fourteen (14) days, at least seven (7) Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

## **Voting**

- 14.14 Except where the Companies Act specifies that a particular resolution of the Charity requires a greater majority, an Ordinary Resolution shall be required for the passing of all resolutions of the Charity. Where there is a resolution to alter the Laws, a two-thirds majority shall be required at a General Meeting.
- 14.15 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
- (a) by the person chairing the meeting; or
  - (b) by at least two Members present in person or by proxy and having the right to vote at the meeting.
- 14.16 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless the poll is demanded.
- 14.17 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of the votes cast need not be recorded.

## **Polls**

- 14.18 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 14.19 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 14.20 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
- 14.21 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 14.22 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

- 14.23 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 14.24 The poll must be taken within thirty days after it has been demanded.
- 14.25 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 14.26 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **15. CONTENT OF PROXY NOTICES**

- 15.1 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 Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.
- 15.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 15.3 Proxy notices may specify how the proxy appointed under them is to vote (or that proxy is to abstain from voting) on one or more resolutions.
- 15.4 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.

## **16. DELIVERY OF PROXY NOTICES**

- 16.1 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 Charity by or on behalf of that person.
- 16.2 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

16.3 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.

16.4 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.

## **17. VOTES OF MEMBERS**

17.1 Subject to Article 9, every Member, whether an individual or an organisation shall have one vote unless cast by either a Club Member or a School Member when it shall count as three votes. Junior members under Article 10 shall have no vote.

17.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Representatives of Member organisations**

17.3 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

17.4 The organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

17.5 Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

## **18. DIRECTORS**

18.1 A Director must be a natural person aged 16 years or older.

18.2 No person may be a Director unless he or she is also a Member.

18.3 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 22.2.

18.4 Unless otherwise determined by Ordinary Resolution, the minimum number of Directors shall be three and the maximum number of Directors shall be thirteen.

18.5 A Director may not appoint an alternative Director or anyone to act on his or her behalf at meetings of the Directors.

## **19. POWERS OF DIRECTORS**

19.1 Subject to Article 19.2, the Directors shall manage the business of the Charity and may exercise all powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any Special Resolution.

- 19.2 The Directors may exercise the power in Article 5(e) only with the prior approval of the Members in general meeting.
- 19.3 No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 19.4 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all powers exercisable by the Directors.

## **20. APPOINTMENT OF DIRECTORS**

- 20.1 The Charity may by Ordinary Resolution appoint a Member who is willing to act to be a Director.
- 20.2 No person may be appointed a Director at any general meeting unless:
- (a) he or she is recommended for election or re-election by the Directors (or as appropriate by the nominations committee of the board); or
  - (b) not less than twenty-five nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
    - (i) is signed by a Member entitled to vote at the meeting;
    - (ii) states the Member's intention to propose the appointment of a person as a Director;
    - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 20.3 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire.
- 20.4 The Directors may appoint a person who is willing to act to be a Director.
- 20.5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting.
- 20.6 The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

## **21. RETIREMENT OF THE DIRECTORS**

- 21.1 At each annual general meeting the following Directors must retire from office:
- (a) any Director for whom the meeting is the fourth annual general meeting following his or her election as Director;
  - (b) any Director appointed by the Directors after the immediately preceding annual general meeting.

21.2 If a Director is required to retire at an annual general meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

21.3 A Director who has completed a four year term may not be reappointed for a second consecutive term but may be reappointed at the next annual general meeting. This is without prejudice to the right of the Directors to appoint such Director or any other person by a resolution of the other Directors under Article 20.4 but subject always to Articles 20.5 and 20.6.

## **22. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

22.1 The Directors may remove any Director before the expiration of his or her period of office by a resolution at a meeting of the Directors passed by at least two thirds of the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:

- (a) the Director proposed to be removed has been given at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
- (b) the Director, or at the option of the Director, the Director's representative, who need not be a Director or a Member, has been permitted to make representations to the meeting; and
- (c) the Directors passing the resolution determine that it is in the best interests of the Charity to do so.

22.2 A Director shall cease to hold office if he or she:

- (a) ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
- (b) is disqualified from acting as a Director by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (c) ceases to be a Member of the Charity;
- (d) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- (f) is absent without the permission of the Directors from three consecutive meetings of the board of Directors and the Directors resolve that his or her office be vacated.

## **23. REMUNERATION OF DIRECTORS**

The Directors must not be paid any remuneration unless it is authorised by Articles 6 and/or 7.



## **24. PROCEEDINGS OF DIRECTORS**

- 24.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 24.2 Any Director may call a meeting of the Directors.
- 24.3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 24.4 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with the other participants.

### **Quorum**

- 24.5 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 24.6 The quorum shall be three or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- 24.7 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 24.8 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

### **Chairing meetings of the board of Directors**

- 24.9 Meetings of the board of Directors shall be chaired by the chairman of the Directors or, in his or her absence, by the vice-chairman of the Directors. If at any meeting of the Directors neither the chairman nor vice-chairman of Directors, if any, is participating in the meeting within fifteen minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.

### **Chairman**

- 24.10 The Charity may by Ordinary Resolution appoint a Director who is willing to be chairman of the Directors for a term of up to four years. The Chairman shall retire automatically after a term of four years but shall be eligible for re-election for further terms of up to four years at the Annual General Meeting at which they resign.
- 24.11 The chairman shall have no functions or powers beyond those of a Director unless conferred by the Articles or delegated to him or her by the Directors.

### **Vice-Chairman**

- 24.12 The Directors may appoint one of their number as vice-chairman of Directors and may determine the length of term for which the vice-chairman of Directors is to serve in that office, although that term may be renewed or extended.

24.13 The Directors may terminate the appointment of a vice-chairman of Directors at any time.

24.14 The vice-chairman shall have no functions or powers beyond those of a Director unless conferred by the Articles or delegated to him or her by the Directors.

### **Decision-making by Directors**

24.15 Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Articles 24.17 and 24.18.

24.16 Each Director has one vote on each matter to be decided.

### **Written resolutions of the Directors**

24.17 A resolution in writing or in electronic form agreed by a majority of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

24.18 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

## **25. DELEGATION BY DIRECTORS**

25.1 The Directors may delegate any of their powers or functions to a committee or committees and if they do they shall determine the terms and conditions on which the delegation is made. The Directors may at any time alter those terms and conditions, or revoke the delegation.

25.2 This power is in addition to any other power of delegation available to the Directors, but is subject to the following requirements:

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a Director;
- (b) the chairman of the committee shall be appointed by the Directors;
- (c) the acts and proceedings of any committee must be brought to the attention of the Directors as a whole as soon as is reasonably practicable; and
- (d) the Directors shall from time to time review the arrangements which they have made for the delegation of their powers.

## **26. DECLARATION OF DIRECTORS' INTERESTS**

26.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

26.2 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in

the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

## **27. CONFLICT OF INTERESTS AND CONFLICTS OF LOYALTIES**

27.1 Subject to the provisions of the Companies Act and the Charities Act and provided that the Director has disclosed to the Members the nature and extent of any material interest, and obtained their consent in a general meeting, a Director notwithstanding his office:

- (a) may be a party to, or otherwise interest in, any transaction or arrangement with the Charity or in which the Charity is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Charity or in which the Charity is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Charity for any benefit which he derives from any such office or employment or from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

27.2 For the purpose of Article 27.1:

- (a) a general notice given to the Members that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

27.3 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is a discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Charity to authorise the conflict of the interests in the circumstances applying.

27.4 In Article 27.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

## **28. VALIDITY OF DIRECTORS' DECISIONS**

28.1 Subject to Article 28.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation of any vote of a Director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of conflict of interests or otherwise,

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

28.2 Article 28.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 28.2, the resolution would have been void, or if the Director has not complied with Article 26.

## **29. SECRETARY AND TREASURER**

29.1 The Directors may appoint any person who is willing to act as the Secretary for such term and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

29.2 The Directors may appoint any person who is willing to act as the Treasurer for such term and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

29.3 A Secretary or Treasurer who is also a Director may not be remunerated, otherwise than as permitted by these Articles.

## **30. HONORIFIC APPOINTMENTS: PATRON, PRESIDENT AND VICE-PRESIDENTS**

30.1 The Members of the Charity at an annual general meeting may resolve to elect any suitable person to hold the honorific positions of Patron, President or Vice President.

30.2 The President shall automatically retire at the fifth annual general meeting after his or her election. A resigning President is eligible for re-election at the annual general meeting at which he or she retires.

30.3 Any Patron or Vice President shall hold office until his or her resignation or death.

- 30.4 The Patron, President and Vice President(s) shall be entitled to attend meetings of the Directors and the Members and receive notice of meetings of the Directors and the Members but such appointment shall not confer Membership of the Charity or any voting right under these Articles whether at meetings of the Directors or at general meetings.

### **31. MINUTES**

The Directors must keep minutes of all:

- (a) appointments made by the Directors;
- (b) proceedings at meetings of the Charity; and
- (c) meetings of the Directors and committees of Directors including:
  - (i) the names of the Directors present at the meeting;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions.

### **32. RECORDS AND ACCOUNTS**

- 32.1 The Directors shall comply with the requirements of the Companies Act and the Charities Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- (a) annual reports;
  - (b) annual returns; and
  - (c) annual statement of account.
- 32.2 Accounting records relating to the Charity must be made available for inspection by any Director at any reasonable time during normal office hours.
- 32.3 A copy of the Charity's last available statement of account shall be supplied on request to any Director or Member, or to any other person who makes a written request and pays the Charity's reasonable costs of fulfilling the request, within two months of such request.
- 32.4 The Charity may make its annual report, annual accounts and any other documentation it wishes to make available to the Members available via the Charity's website.
- 32.5 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **33. MEANS OF COMMUNICATION TO BE USED**

- 33.1 Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 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 Charity.
- 33.2 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.
- 33.3 Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
  - (b) must be given in electronic form.
- 33.4 The Charity may give any notice to a Member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - (c) by leaving it at the address of the Member; or
  - (d) by giving it in electronic form to the Member's address; or
  - (e) by placing the notice on a website and providing the person with notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 33.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 33.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 33.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 33.8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 33.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

#### **34. IRREGULARITY**

The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any

accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **35. INDEMNITY**

35.1 Subject to Article 35.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- (a) Every Director or former director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity; and
- (b) Every other officer or former officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability they incur in that capacity.

35.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act or by any other provisions of law and any such indemnity is limited accordingly.

### **36. LAWS**

36.1 The Directors may from time to time recommend making, altering, adding to or repealing the Laws of the game of Eton Fives, which shall become binding once approved by a majority of not less than two-thirds of the Members voting in general meeting.

36.2 The Directors must adopt such means as they think sufficient to bring the Laws to the notice of Members of the Charity.

36.3 The Laws shall be binding on all Members of the Charity.

### **37. BYE-LAWS**

37.1 The Directors may from time to time make such reasonable and proper Bye-Laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

37.2 The Bye-Laws may regulate the following matters but are not restricted to them:

- (a) the admission of Members of the Charity (including the admission of organisations to Membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- (b) the conduct of the Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) the regulation of disciplinary matters in relation to the interpretation of the Laws and the conduct of the sport of Eton Fives (without limitation), including the provision and constitution of an investigation panel and a disciplinary panel, the dealing with hearings in first instance and on appeal, and their conduct;

- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the Articles; and
  - (e) the procedure for dealing with any contested election of Directors, Chairman or any other officer or honorific appointment; and
  - (f) generally, all such matters as are commonly the subject matter of company or a sport's governing body bye-laws, rules or regulations.
- 37.3 The Directors must adopt such means as they think sufficient to bring the Bye-Laws to the notice of Members of the Charity.
- 37.4 The Bye-Laws shall be binding on all Members of the Charity. No Bye-Law shall be inconsistent with, or shall affect or repeal, anything contained in the Articles.

### **38. DISPUTES**

If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **39. DISSOLUTION**

On the winding up or dissolution of the Charity, after provision has been made for all its debts and liabilities, any assets or property that remain shall not be paid or distributed to the Members but shall be applied or transferred:

- (a) to The Eton Fives Charitable Trust or its successor in title, or
- (b) in the event that the distribution in Article 39(a) is impossible to effect, to some other body (whether or not it is a Member of the Charity) having objects similar to those of the Charity, or to another body the objects of which are charitable.