ARTICLES OF ASSOCIATION

OF

BOCCIA ENGLAND

Incorporated 18 February 2009

Company number: 06823256

Charity number: 1139174

As adopted by special resolution on 11 November 2017

and amended by special resolution on 14 December 2022

The Companies Act 2006

Company Limited by Guarantee

Articles of Association of

BOCCIA ENGLAND

1. The company's name is Boccia England (and in this document it is called the **"company"**).

Interpretation

2. In these articles:

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e- mail or a telephone number for receiving text messages in each case registered with the company
"articles"	means the company's articles of association
"Board"	means the board of directors
"Chair"	means the person appointed as such from time to time under these articles
"clear days"	in relation to the period of a 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
"Commission"	means the Charity Commission for England and Wales
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the company
"connected person"	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 falling within paragraph (a) above; (c) a person carrying on business in partnership with a director or with any person falling within paragraph (a) or (b) above;

(d) an institution which is controlled:

(i) by a director or any connected person falling within paragraph (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-paragraph (a) above, when taken together

(e) a body corporate in which:

(i) a director or any connected person falling within paragraphs (a) to (c) above has a substantial interest; or

(ii) two or more persons falling within sub-paragraph (e)(i) above who, when 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 interpretation of **"**connected person**"**

"directors"	means the directors of the company. 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 2006
"Independent Director"	means a non-executive director of the company who is determined as being independent by the Board acting reasonably, including but not limited to, their having no close connection to the company (such as an active interest in its affairs as a member or a fiduciary interest) and whom an objective outsider would view as independent
"member"	means a person who is admitted to membership in accordance with the articles
"officers"	includes the directors and secretary (if any)
"seal"	means the common seal of the Company if it has one
"secretary"	means any other person appointed annually to perform the duties of secretary of the Company

"Senior Independent Director"	means an independent director appointed by the Board and responsibilities include : (a) providing a sounding Board for the Chairman; (b) serving as an intermediary for other Directors where necessary; (c) acting as alternative contact for stakeholders to share any common concerns if the normal channels of the Chairman or the organisation's management fail to resolve a matter or in cases where such contact is inappropriate; and (d) leading on the process to appraise the Chairman's performance.
the "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 Acts but excluding any statutory modification not in force when this constitution becomes binding on the company.

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.

Liability of members

3. 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 company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

3.1 payment of the company's debts and liabilities incurred before he ceases to be a member;

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

3.3 adjustment of the rights of the contributories among themselves.

Objects

4. The company's objects (the **"Objects"**) are specifically restricted to the following:

4.1 The promotion of community participation in healthy recreation in particular by the provision of facilities and equipment for the playing of boccia.

4.2 The advancement of education including physical education of all residents in the United Kingdom in the sport of boccia regardless of their race, gender or disability by the provision of facilities and equipment for the sport of boccia.

4.3 The relief of need of people with disabilities in particular by the provision of facilities and equipment for the playing of boccia.

4.4 The advancement of boccia as an amateur sport by the provision of facilities and equipment for the sport of boccia.

Powers

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

5.1 to act as the governing body for the sport of boccia in England;

5.2 to promote and support the development of the sport of boccia in England;

5.3 to adopt anti-doping rules to impose clear prohibitions and controls on doping in Paralympic sport in the United Kingdom in accordance with the mandatory provisions of the World Anti-Doping Code and Boccia International Sports Federation Anti-Doping Code;

5.4 to raise funds. In doing so, the company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

5.5 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.6 to sell, lease or otherwise dispose of all or any part of the property belonging to the company. In exercising this power, the company must comply as appropriate with sections 177 and 122 of the Charities Act 2011;

5.7 to borrow money and to charge the whole or any part of the property belonging to the company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The company must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

5.8 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.9 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.10 to acquire, merge with or to enter into any partnership or joint venture arrangement with any charity;

5.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.12 to employ and remunerate such staff as are necessary for carrying out the work of the company. The company may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

5.13 to:

5.13.1 deposit or invest funds;

5.13.2 employ a professional fund-manager;

5.13.3 arrange for the investments or other property of the company to be held in the name of a nominee,

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5.14 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

Application of income and property

6.

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

6.2

6.2.1 A director is entitled to be reimbursed from the property of the company or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the company.

6.2.2 A director may benefit from trustee indemnity insurance cover purchased at the company's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2.3 A director may receive an indemnity from the company in the circumstances specified in article 71.

6.2.4 A director 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 company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the company. This does not prevent a member who is not also a director receiving:

6.3.1 a benefit from the company in the capacity of a beneficiary of the company;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the company.

Benefits and payments to charity directors and connected persons

7.

7.1 **General provisions**

No director or connected person may:

7.1.1 buy goods or services from the company on terms preferential to those applicable to other members of the public;

7.1.2 sell goods, services, or any interest in land to the company;

7.1.3 be employed by, or receive any remuneration from, the company;

7.1.4 receive any other financial benefit from the company,

unless the payment is permitted by sub-clause 7.2 of this article, or authorised by the court or the Commission.

In this article a **"financial benefit"** means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors'/ connected persons' benefits

7.2

7.2.1 A director or connected person may receive a benefit from the company in the capacity of a beneficiary of the company provided that a majority of the directors do not benefit in this way.

7.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the company where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.

7.2.3 Subject to sub-clause 7.3 of this article, a director or connected person may provide the company with goods that are not supplied in connection with services provided to the company by the director or connected person.

7.2.4 A director or connected person may receive interest on money lent to the company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.5 A director or connected person may receive rent for premises let by the director or connected person to the company. 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.

7.2.6 A director or connected person may take part in the normal trading and fundraising activities of the company on the same terms as members of the public.

Payment for supply of goods only – controls

7.3 The company and its directors may only rely upon the authority provided by sub-clause 7.2.3 of this article 7 if each of the following conditions is satisfied:

7.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the company 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 company.

7.3.2 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.

7.3.3 The other directors are satisfied that it is in the best interests of the company 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.

7.3.4 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 with regard to the supply of goods to the company.

7.3.5 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.

7.3.6 The reason for their decision is recorded by the directors in the minute book.

7.3.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by this article 7.

7.4 In sub-clauses 7.2 and 7.3 of this article **"company"** includes any company in which the Company:

7.4.1 holds more than 50% of the shares; or

7.4.2 controls more than 50% of the voting rights attached to the shares; or

7.4.3 has the right to appoint one or more directors to the board of the company.

Declaration of directors' interests

8. A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

9. A decision of the directors will not be invalid because of the subsequent discovery of an interest which should have been declared.

10. Subject to article 12 a director who has an interest must be in relation to that matter:

10.1 withdraw from the meeting for that item unless expressly invited by the other directors to remain in order to provide information;

10.2 not count towards the quorum for that part of the meeting;

10.3 not vote on the item in which he has an interest.

11. Whenever a director declares an interest, the other directors may authorise the director to have that interest, provided that the director who has declared an interest:

11.1 withdraws from the meeting during the discussions on authorisation; and

11.2 is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted.

12. If authorisation is granted by the other directors under article 11, the other directors may allow the director who declared the interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.

13. If any question arises at a meeting of the directors as to whether an interest exists in relation to a director or as to the entitlement of a director to vote, be counted in the quorum or remain at the meeting it shall be referred to the Chair of the meeting whose ruling shall be final and conclusive as between the directors. If the question relates to the Chair of the meeting, it shall be decided by a resolution of the directors (for which purpose the Chair shall be counted in the quorum but may not vote).

Conflicts of interest and conflicts of loyalties

14.

14.1 If a conflict of interests 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:

14.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

14.1.2 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

14.1.3 the unconflicted directors consider it is in the interests of the company to authorise the conflict of interest in the circumstances applying.

14.2 In this article 14 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.

Members

15.

15.1 Membership is open to such individuals, organisations or corporations as the directors shall admit to membership. Every member of the Company shall sign a written consent to become a member.

15.2

15.2.1 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 company to refuse the application.

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

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

15.3 Membership is not transferable.

15.4 The directors must keep a register of names and addresses of the members.

Classes of membership

16.

16.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

16.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

16.3 The rights attached to a class of membership may only be varied if:

16.3.1 at least three-quarters of the members of that class consent in writing to the variation; or

16.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

16.4 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.

Termination of membership

17. Membership is terminated if:

17.1 the member dies or, if it is an organisation, ceases to exist;

17.2 the member resigns by written notice to the company unless, after the resignation, there would be less than two members;

17.3 any sum due from the member to the company is not paid in full within six months of it falling due;

17.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the company that his membership is terminated. A resolution to remove a member from membership may only be passed if:

17.4.1 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;

17.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting.

General meetings

18. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices

calling it. Not more than fifteen months may elapse between successive annual general meetings.

19. The directors may call a general meeting at any time.

Notice of general meetings

20.

20.1 The minimum periods of notice required to hold a general meeting of the company are:

20.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and

20.1.2 fourteen clear days for all other general meetings.

PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

20.1.2.1 in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and

20.1.2.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than seventy five percent of the total voting rights at that meeting of all the members.

20.2 The notice must specify the date 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 article 27.

21. The notice must be given to all the members and to the directors and auditors. 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 company.

Proceedings at general meetings

22.

22.1 No business shall be transacted at any general meeting unless a quorum is present.

22.2 A quorum is:

22.2.1 five members present in person or by proxy or by suitable electronic means and entitled to vote upon the business to be conducted at the meeting; or

22.2.2 one third of the total membership at the time,

whichever is the lesser.

22.3 The authorised representative of a member organisation shall be counted in the quorum.

23.

23.1 If:

23.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or

23.1.2 during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine.

23.2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

23.3 If no quorum is present at the reconvened meeting within fifteen minutes after the time specified for the start of the meeting the members present in person or by proxy or by suitable electronic means at that time shall constitute the quorum for that meeting.

24.

24.1 General meetings shall be chaired by the Chair. If the Chair is unwilling to preside or is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

24.2 If there is only one director present and willing to act, he shall chair the meeting.

24.3 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 or by suitable electronic means and entitled to vote must choose one of their number to chair the meeting.

25.

25.1 The members present in person or by proxy or by suitable electronic means at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

25.2 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.

25.3 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.

25.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

26.

26.1 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 by:

26.1.1 the person chairing the meeting; or

26.1.2 at least two members present in person or by proxy or by suitable electronic means and having the right to vote at the meeting; or

26.1.3 a member or members present in person or by proxy or by suitable electronic means representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

26.2

26.2.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

26.2.2 The result of the vote must be recorded in the minutes of the company but the number or proportion of votes cast need not be recorded.

26.3

26.3.1 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.

26.3.2 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.

26.4

26.4.1 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.

26.4.2 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

26.5

26.5.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

26.5.2 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.

26.5.3 The poll must be taken within thirty days after it has been demanded.

26.5.4 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.

26.5.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

27.

27.1 Proxies may only validly be appointed by a notice in writing (a **"proxy notice"**) which:

27.1.1 states the name and address of the member appointing the proxy;

27.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

27.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

27.1.4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

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

27.3 Unless a proxy notice indicates otherwise, it must be treated as:

27.3.1 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

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

27.4 An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

"Boccia England Limited"

"I/we [member's name] of [member's address] being a member of the

above named Company, hereby appoint [proxy name] of [proxy address] or failing him [alternate proxy name] of [alternate proxy address] as our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 20 , and at any adjournment thereof.

Signed this day of 20 ."

Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

"Boccia England Limited"

I/we [member's name] of [member's address] being a member of the above named Company, hereby appoint [proxy name] of [proxy address] or failing him [alternate proxy name] of [alternate proxy address] as our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of 20 , and at any adjournment thereof.

Signed this day of 20 .

*This form is to be used *in favour of/against the resolution.*

Unless otherwise instructed, the proxy will vote as he thinks fit.

**Strike out whichever is not desired."*

Delivery of proxy notices

28.

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

28.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

28.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of a meeting or adjourned meeting to which it relates.

28.4 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.

Written Resolutions

29.

29.1 A resolution in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a general meeting (or in the case of a special resolution by a majority of not less than 75% of the members who would have been entitled to vote upon it had it been proposed at a general meeting) shall be effective provided that:

29.1.1 a copy of the proposed resolution has been sent to every eligible member;

29.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75% of eligible members) of eligible members has signified its agreement to the resolution; and

29.1.3 it is contained in an authenticated document which has been received at the registered office within the period of twenty-eight days beginning with the circulation date.

29.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

29.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

30. Subject to article 16, every member, whether an individual or an organisation, shall have one vote.

31. 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.

32.

32.1 Any organisation that is a member of the company may nominate any person to act as its representative at any meeting of the company.

32.2 The organisation must give written notice to the company 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 company. The representative may continue to represent the organisation until written notice to the contrary is received by the company.

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

Directors

33.

33.1 A director must be a natural person aged 18 years or older.

33.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 52.

34. The minimum number of directors shall be three (unless otherwise determined by ordinary resolution) but the maximum number shall not exceed twelve.

35. At least one-third of the directors shall be Independent Directors. The Board shall appoint one of its Independent Directors to be the Senior Independent Director.

36. A director may not appoint an alternate director or anyone to act on his behalf at meetings of the directors.

37. A director shall be paid all reasonable expenses properly incurred by him in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company provided that the payment of such expenses has been previously authorised by resolution of the directors.

Powers of directors

38.

38.1 The directors shall manage the business of the company and may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

38.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

38.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or

otherwise executed, as the case may be, by the person authorised up to a limit of £500 (or such other limit as the board may agree from time to time) otherwise not less than two persons authorised by resolution of the directors from time to time.

The appointment of directors

40. The Following persons are eligible to be appointed as directors:

40.1 the Honorary Officers of Boccia England Limited;

40.2 the members;

40.3 persons fulfilling requirements for Independent Directors; and

40.4 such individuals as may be co-opted as additional directors under article 45.

41.

41.1 The Board shall advertise directors' posts using reasonable means and shall determine the best candidates for the role, taking into account such matters as they deem reasonable including but not limited to their skills and qualifications.

41.2 Suitable applicants will be interviewed by the Appointments Committee who will recommend a shortlist of candidates for consideration by the Board.

41.3 Upon such consideration and, if deemed required, conducting final interviews, the Board will decide which applicants to recommend to the members at the annual general meeting.

42. No person shall be entitled to act as a director whether on a first, or any subsequent entry into office, until he has signed a declaration of acceptance and willing to act in accordance with the terms of these articles and (other than Independent Directors) is a member of the Company.

43. A director shall be appointed for a term of four years and shall be eligible for re-election at the end of their first term, but no director shall be appointed for more than eight consecutive years except as provided for in article 44.

44. Notwithstanding article 43:

(i) a director may serve on the Board for a maximum of twelve years if appointed as the Chair of the Company or to a senior position with an international federation;

(ii) a director appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office; and

(iii) in exceptional circumstances (for example to assist succession planning), the Chair or a director may hold office for a further term of one year from the date they would be required to retire in accordance with article 47 and this article 44.

Upon completion of their final term allowed under these articles, at least four years must elapse before a person can be re-appointed as a director of the company.

45. The Board may from time to time, and at any time, co-opt any member, or other person eligible pursuant to clauses 33 and 40, as a director to fill a casual vacancy, or by way of addition to

the Board, provided that the prescribed maximum number of directors in article 34 be not therefore exceeded. Any director so appointed shall retain his office only until the next annual general meeting providing they shall then be eligible for re-election.

46. The appointment of a director, whether by the company 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.

Retirement and removal of directors

47. Subject to article 44, a director shall retire four years after the date of his appointment and shall be eligible for re-election for one further term of four years, so that no director's term of office shall exceed eight consecutive years.

48. The Company may at any annual general meeting fill the vacated office of each retiring director of the Board, including the Honorary Officers.

49. No member shall be eligible for election to the Board at any general meeting unless:

49.1 not less than six weeks before the meeting, his name and nomination shall have been given to the secretary by notice in writing left at the office and signed by two members of the Company and there shall also have been left at the office notice in writing signed by such person of his willingness to be elected to the Board and (if not already a member of the Company) to become a member, and

49.2 his nomination complies with the requirements laid down by these articles.

50. The Board may make rules consistent with these articles, and the Companies Acts to govern elections to the Board and the Honorary Officer positions.

51. Notwithstanding anything in these articles the Company may by ordinary resolution, of which special notice has been given to all members in accordance with the Companies Acts, remove any director of the Board before the expiration of his period of office.

52. A director shall cease to hold office if he:

52.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

52.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011;

52.3 where he is a member of the Company, he ceases to be a member pursuant to article 17;

52.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

52.5 resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect); or

52.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his office be vacated.

Remuneration of directors'

53. The directors must not be paid any remuneration unless it is authorised by article 7.

Proceedings of directors

54.

54.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

54.2 Any director may call a meeting of the directors.

54.3 The directors shall meet not less frequently than quarterly.

54.4 The secretary (if any) must call a meeting of the directors if requested to do so by two directors.

54.5 Questions arising at a meeting shall be decided by a majority of votes.

54.6 In the case of an equality of votes, the Chair shall have a second, or casting vote.

54.7 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

54.8 It shall not be necessary to give notice of a meeting of the directors to any director for the time being absent from the United Kingdom.

55.

55.1 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.

55.2 The quorum necessary for the transaction of the business of the directors shall be three.

55.3 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.

56. If the number of directors is fewer 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.

57.

57.1 The directors shall appoint a Chair to chair their meetings and lead the Board.

57.2 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

57.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by these articles or delegated to them by the directors.

57.4 If at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the directors present may choose one of their number to chair the meeting.

58.

58.1 A resolution in writing or in electronic form agreed by all 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.

58.2 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.

Delegation

59.

59.1 The directors may delegate any of their powers or functions to a committee consisting of at least 3 directors and up to 5 directors, with the Chair being an ex-officio member of each committee.

59.2 Notwithstanding clause 59.1, the Board shall maintain an Audit Committee and, as and when required, an Appointments Committee. A majority of the members of the Appointments Committee shall be Independent Directors and it shall be chaired by the Chair (except when it is dealing with the appointment of a successor to the Chair, when it shall be chaired by an Independent Director).

59.3 Each committee established under clause 59.1 and clause 59.2 shall have clear terms of reference which identify its responsibilities and any powers delegated to it by the Board, recorded in the minute book of the Board.

59.4 The directors may impose conditions when delegating, including the conditions that:

59.4.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

59.4.2 no expenditure may be incurred on behalf of the company except in accordance with a budget and virement previously agreed with the directors.

59.5 The directors may revoke or alter a delegation.

59.6 All acts and proceedings of any committees or the Chair must be fully and promptly reported to the directors.

Validity of directors' decisions

60.

60.1 Subject to article 60.2, all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

60.1.1 who was disqualified from holding office;

60.1.2 who had previously retired or who had been obliged by the constitution to vacate office; or

60.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

If without:

60.1.4 the vote of that director; and

60.1.5 that director being counted in the quorum,

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

60.2 Article 60.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him by a resolution of the directors or of a committee of directors if, but for article 60.1, the resolution would have been void, or if the director has not complied with article 8.

Secretary

61. A secretary may be appointed by the directors for such term, at such remuneration and upon such conditions as the directors may think fit; and any secretary so appointed may be removed by the directors provided always that no director may occupy the salaried position of secretary.

62. A provision of the Companies Acts or these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

Seal

63. If the company has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

Minutes

64. The directors must keep minutes of all:

64.1 appointments of officers made by the directors;

64.2 proceedings at meetings of the company; and

64.3 meetings of the directors and committees of directors including:

64.3.1 the names of the directors present at the meeting;

64.3.2 the decisions made at the meetings; and

64.3.3 where appropriate the reasons for the decisions.

Accounts

65.

65.1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

65.2 The directors must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

66.

66.1 The directors must comply with the requirements of the Charities Act 2011 with regard to:

66.1.1 transmission of a copy of the statements of account to the Commission;

66.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

66.1.3 preparation of an Annual Return and its transmission to the Commission.

66.2 The directors must notify the Commission promptly of any changes to the company's entry on the Central Register of Charities.

Means of communication to be used

67.

67.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

67.2 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 from time to time.

68. Any notice to be given to or by any person pursuant to the articles:

68.1 must be in writing; or

68.2 must be given in electronic form.

69.

69.1 The company may give any notice to a member either:

69.1.1 personally; or

69.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

69.1.3 by leaving it at the address of the member; or

69.1.4 by giving it in electronic form to the member's address; or

69.1.5 by placing the notice on a website and providing the person with a 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.

69.2 A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.

70. A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and of the purposes for which it was called.

71.

71.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

71.2 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.

71.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

71.3.1 48 hours after the envelope containing it was posted; or

71.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

72.

72.1 The company shall indemnify a relevant director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

72.2 In this article a **"relevant director"** means any director or former director of the company.

73. The company may indemnify an auditor against any liability incurred by him:

73.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

73.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

74.

74.1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the company.

74.2 The rules or bye laws may regulate the following matters but are not restricted to them:

74.2.1 the admission of members of the company (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;

74.2.2 the conduct of members of the company in relation to one another, and to the company's employees and volunteers;

74.2.3 the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose or purposes;

74.2.4 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;

74.2.5 generally, all such matters as are commonly the subject matter of company rules.

74.3 The company in general meeting has the power to alter, add to or repeal the rules or bye laws.

74.4 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the company.

74.5 The rules or bye laws shall be binding on all members of the company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

74.6 The Board shall put in place suitable mechanisms to allow members to challenge the rules and byelaws and shall communicate them to members.

Disputes

75. If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company 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.

Dissolution

76.

76.1 The members of the company may at any time before, and in expectation of, its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid,

or provision has been made for them, shall on or before the dissolution of the company be applied or transferred in any of the following ways:

76.1.1 directly for the Objects; or

76.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

76.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

76.2 Subject to any such resolution of the members of the company, the directors of the company may at any time before and in expectation of its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the company be applied or transferred:

76.2.1 directly for the Objects; or

76.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

76.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

76.3 In no circumstances shall the net assets of the company be paid to or distributed among the members of the company (except to a member that is itself a charity) and if no resolution in accordance with article 76.1 is passed by the members or the directors the net assets of the company shall be applied for charitable purposes as directed by the Court or the Commission.