

COMPANY NO 12162690
THE COMPANIES ACTS 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
WEST MIDLANDS SAGA HOCKEY LTD

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

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

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

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

“board” means the board of directors;

“chair” has the meaning given in article 13;

“chairman of the meeting” has the meaning given in article 26;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“company” means West Midlands Saga Hockey Ltd (company number 12162690);

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

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

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

“England Hockey” is the National Association and sole and exclusive Governing Body for hockey in England

“GMS” is the Game Management System operated by England Hockey;

“member” a person who is a member of the company for the purposes of the articles and the regulations. The categorisation and the rights, privileges and obligations of each category of member shall be laid down in the articles and regulations;

“non-voting members” has the meaning of all members of the company other than the voting members

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“regulations” means, unless expressly stated otherwise, the Regulations made by the Directors under Article 5;

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

“voting members” means those members of the company who, under the articles, are entitled to receive notice of, attend and vote at general meetings;

and

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

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. — (1) Only voting members shall be members of the company for the purposes of section 112 of the Companies Act 2006 and liable to contribute to the assets of the company in the event of it being wound up.

(2) The liability of each voting member is limited to £1, being the amount that each voting member undertakes to contribute to the assets of the company in the event of it being wound up while it is a voting member or within one year after it ceases to be a voting member, for:

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

(3) The non-voting members are not members of the company for the purposes of section 112 of the Companies Act 2006 shall not have any right to receive notice of, attend, speak or vote at a general meeting of the company and have no liability on the winding up of the company;

Objects

3. The object of the company is encouraging the participation in hockey by individuals aged over 50 years in the West Midlands by organising leagues, tournaments, invitational games, representative games with masters hockey clubs and national and area companies masters teams.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

4.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Directors power to issue regulations

5.—(1)The board shall have power from time to time to make such regulations, including rules and policies, as it may deem necessary or expedient or convenient:

- (a) for the proper conduct and management of the company and the affairs thereof;
 - (b) as to the conduct of annual general meetings and other general meetings;
 - (c) as to the duties of any officers or servants of the company;
 - (d) as to the conduct of the business of the company by the directors or any committee or sub-committee and as to any of the matters or things within the power or under the control of the directors;
 - (e) as to the conduct of the business of the company by individuals who have powers and duties delegated to them;
 - (f) as to the conduct of non voting members and of hockey players and officials;
- (2) The board shall have power to repeal or alter or add to any regulations and the board shall adopt such means as they think sufficient to bring to the notice of members all such regulations which shall be binding on members.

(3) If there is a conflict between the articles and the regulations then the provisions of the articles shall prevail. Provided that all such regulations shall comply with the articles and the regulations, rules and policies issued by England Hockey from time to time.

Directors may delegate

6.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

7.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

8.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

(2) If—

(a) the company only has one director, and

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

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

Unanimous decisions

9.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by electronic means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in electronic format, electronic copies of which have been agreed electronically each eligible director.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

10.—(1) Any director may call a directors' meeting by giving notice of the meeting electronically to the directors.

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

(a) its proposed date and time;

(b) details of how they will participate electronically.

(3) Notice of a directors' meeting must be given electronically to each director.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

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

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

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

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

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

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

Chairing of directors' meetings

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

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

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

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

Casting vote

14.—(1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

15.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

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

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

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

(5) Subject to paragraph (6), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(6) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

16. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

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

APPOINTMENT OF DIRECTORS

Methods of appointing directors

18.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

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

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

19. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

20.— No director or other officer shall receive remuneration in respect of their holding office.

Directors' expenses

21. The company will only reimburse expenses incurred by the directors with third parties relating to the objects of the company and meeting statutory obligations.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Conditions for membership

22.—(1) Any person appointed as a director shall automatically become a voting member of the company on appointment as a director. For the avoidance of doubt only persons appointed as directors can be voting members of the company;

(2) Any person who wishes to play or umpire or be an administrator in hockey games organised by the company shall apply to be a non voting member of the company by registering as a potential player or umpire or administrator on England Hockey's GMS. The regulations of the company may provide for further conditions for a player or umpire or administrator which have to be met to become a non voting member. The player or umpire will become a non voting member of the company on the approval of the application on England Hockey's GMS by a director of the company.

Termination of membership

23.—(1) A non voting member may withdraw from membership of the company by deleting their membership on England Hockey's GMS;

(2) A non voting member will cease to be a non voting member if they fail to pay amounts due to company;

(3) Voting and non voting membership are not transferable;

(3) A person's membership as voting and/or non voting terminates when that person dies;

(4) A voting member will cease to be a member when they cease to be a director.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

24.—(1) The general meetings shall be held electronically.

(2) The voting members can vote on resolutions electronically prior to the meeting and will be deemed to have attended the meeting for the purposes of determining the quorum. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

- 25.**—(1) The quorum for a general meeting is two voting members;
- (2) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

- 26.**—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - (a) the directors present, or
 - (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

Adjournment

- 27.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

- 28.** A resolution put to the vote of a general meeting must be decided by electronic means.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

29.— The company, the board, or any committee or sub-committee may hold and conduct any meeting, including a general meeting, in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it. Subject to the provisions of the Companies Acts and any other law or regulation applicable to the company:

30. A document or information (including any notice) to be given, sent or supplied to any person by or on behalf of the company or any officer of the company shall be sent or supplied in electric form or by making it available on the company's website.

No right to inspect accounts and other records

31. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a non voting member.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

32.—(1) Subject to paragraph (2), a relevant director of the company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company,
- (c) any other liability incurred by that director as an officer of the company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article a "relevant director" means any director or former director of the company.

Insurance

33.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

- (a) a "relevant director" means any director or former director of the company or,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company.

DISTRIBUTION OF PROFITS AND WINDING UP

Profits not to be distributed

34. The income and property of the company shall be applied solely towards the promotion of the objects of the company and no part paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to voting members and non voting members.

Winding up

35. A resolution to dissolve The company shall be put to a general meeting and shall require a majority of 75% of those entitled to vote and voting in favour. If the resolution is carried, the directors shall realise the assets of the company and shall make provision for the company's liabilities. The remaining assets at the date of dissolution shall be distributed in such manner that benefits the sport of Hockey as shall be determined by a general meeting or, if such a meeting so decides, by the board.