

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

**ARTICLES OF ASSOCIATION**

**of**

**BRITISH FENCING ASSOCIATION LIMITED**

**(Company Registration Number 1917099)**

INTERPRETATION

1 In these regulations:

- 1.1 'the Act' means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- 1.2 'Additional Director' means a Director appointed by the Directors in accordance with Article 39;
- 1.3 'Address' means a postal address or, for the purposes of electronic communications, a fax number or e-mail address in each case registered with the Association;
- 1.4 'Affiliated Club' means a fencing club affiliated to the Association pursuant to Article 11;
- 1.5 'Associated Body' means a body or organisation which the Directors have from time to time approved as an associated body;
- 1.6 'the Association' means the company known as British Fencing Association;
- 1.7 'the Articles' means the articles of the Association;
- 1.8 'Bye Laws' means the bye laws of the Association from time to time in force and made pursuant to Article 90;
- 1.9 'Clear Days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.10 'Delegate' means a duly appointed representative of an Affiliated Club or of an Associated Body permitted by the Directors to be represented and to vote at general meetings of the Association on behalf of that Affiliated Club or Associated Body;
- 1.11 'Directors' means the directors from time to time of the Association including the President and Treasurer;
- 1.12 'Executed' includes any mode of execution;
- 1.13 'Home Country Fencing Organisation' means such organisations representing the interests of the constituent parts of the British Isles (but for the avoidance of doubt excluding the Republic of Ireland) as recognised from time to time by the Association;
- 1.14 'Member' means an individual admitted to membership of the Association pursuant to Articles 9 and 10 hereof;
- 1.15 'Month' means a calendar month;

- 1.16 'Office' means the registered office of the Association;
- 1.17 'Qualifying Voting Member' means any Member (excluding the electoral officer appointed under the Bye Laws) who is a fully paid-up Voting Member and whose name is entered on the Roll on the Qualifying Date (as fixed under the Bye Laws) in relation to the ballot in question;
- 1.18 'the Roll' means the register of Members and Affiliated Clubs kept by the Association;
- 1.19 'Secretary' means such person that the Directors may from time to time appoint to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;
- 1.20 'Voting Member' means a Member entitled to vote at general meetings of the Association; and
- 1.21 'in Writing' means written, printed or emailed or published on a website.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company. Words importing the singular shall include the plural number and vice versa; and words importing the masculine gender shall include the feminine gender

#### COMPANY NAME

- 2 The name of the company (hereinafter called "The Association") is BRITISH FENCING ASSOCIATION LIMITED.

#### REGISTERED OFFICE

- 3 The registered office of the Association will be in England.

#### OBJECTS

- 4 The objects for which the Association is established are:
  - 4.1 to act as the controller and governing body of the sport in fencing in the British Isles (but excluding the Republic of Ireland);
  - 4.2 to promote and develop the sport of fencing in the British Isles (but excluding the Republic of Ireland);
  - 4.3 to promote the education of persons resident in the British Isles (but excluding the Republic of Ireland) in the sport of fencing and in activities associated with the practice of the same;
  - 4.4 to co-ordinate the annual calendar of Association events and organise the British Fencing Championships and any other events that are the responsibility of the Association to organise;
  - 4.5 to be in membership of and co-liaise with the Federation Internationale D'Esclime or such other successor body responsible for the organisation of international fencing and any other appropriate international bodies, except in relation to Commonwealth matters which will be the responsibility of the relevant Home

- Country Fencing Association;
- 4.6 to support, select and manage those individuals and teams representing Great Britain;
  - 4.7 to liaise with any government and sporting agencies in the British Isles (but excluding the Republic of Ireland) and where necessary, to do so in collaboration with or on behalf or at the request of any Home Country Fencing Association;
  - 4.8 so far as the same are consistent with the above objects to have all the powers of a general trading company;
  - 4.9 to do such things as the Directors consider to be in the best interests of the Association;
  - 4.10 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them;
  - 4.11 and it is hereby declared that the objects of the Association as specified in each of the foregoing paragraphs of this clause 4 (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Association and shall not be in any way limited by reference to any other paragraph or the order in which the same occur in these Articles.

#### INCOME

- 5 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in clause 4 above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association. PROVIDED THAT nothing here in shall prevent:
  - 5.1 any payment in good faith by the Association of reasonable and proper remuneration to any person in return for any services actually rendered to the Association and of legitimate out-of-pocket expenses incurred in carrying out duties in connection with the activities of the Association;
  - 5.2 the award in good faith of any prize to any competitor, or entrant at a contest and any payment towards the costs of preparation and training of any person; and
  - 5.3 the payment of interest on any money lent by any Member of the Association at a rate per annum not exceeding 4% above the base rate for the time being of Barclays Bank plc or reasonable and proper rent for premises demised or let by any Member of the Association.

#### LIABILITY OF MEMBERS

- 6 The liability of Members is limited.
- 7 Every Member undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be

required not exceeding £1.

8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to those of the Association and which shall, in accordance with its constitution prohibit the distribution of its or their income and property amongst its members to an extent at least as great as is imposed upon the Association under or by virtue of clause 5 hereof, such institution or institutions to be determined by the Members of the Association in the absolute discretion of the Members of the Association at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object.

#### MEMBERS

- 9 The Association shall have such classes or membership and such classes of affiliation, each enjoying such privileges, as are laid down in the Bye-Laws.
- 10 Any individual shall, subject to the rules set out in the Bye-Laws and to the discretion of the Directors, be admitted as a Member of the Association upon paying the appropriate subscription. The name of such person shall duly be entered on the Roll.
- 11 Any fencing club shall, subject to the rules set out in the Bye-Laws and to the discretion of the Directors, be affiliated to the Association upon making written application in the prescribed manner, paying the appropriate subscription and sending a copy of its rules to the Office.
- 12 Any alteration in the rules of an Affiliated Club shall forthwith be reported to the Association and details of such alteration shall be sent forthwith to the Office. The Directors shall, in their absolute discretion, be entitled to suspend or expel an Affiliated Club, if the changes made to the rules of the Affiliated Club are such that the Affiliated Club ceases to be a fencing club, or the rules contain other provision which make it undesirable.
- 13 The Directors may appoint any body of persons to be an Associated Body of the Association upon such terms as they make think fit but subject to the provisions of these Articles and shall have the absolute power to remove the same.
- 14 Every Member, Affiliated Club or Associated Body shall pay such subscription (if any) of the appropriate class as shall determined by the relevant HCFO.
- 15 No Member, Affiliated Club or Associated Body, whose subscription (if any) is unpaid, shall be entitled to any privileges of membership, affiliation or association (as the case may be).
- 16 Any person on agreeing to become and having been accepted as a Member, and any club or organisation on agreeing to become and having been accepted as an Affiliated Club or Associated Body, shall be bound by these Articles.

- 17 Any Member, Affiliated Club or Associated Body shall be entitled to resign from the Association on giving at least 14 days' notice in Writing to the person from time to time nominated by the Directors as the membership secretary but the Association shall not be obliged to repay any part of any subscription paid by the retiring member, and if no subscription has been paid the retiring member will remain liable to pay the whole of the subscription in respect of the period during which (or part thereof) they were members of the Association.

#### DISCIPLINARY POWERS AND PROCEDURES

- 18 The Directors shall have the power to discipline in such manner as they see fit a Member who, or Affiliated Club or Associated Body which, has been guilty of conduct considered by the Directors to be disgraceful or prejudicial to the interests of the Association or in breach of these Articles. The power to discipline shall include the power, by a resolution passed by not less than two-thirds of the total number of Directors, to expel any Member, Affiliated Club or Associated Body from the Association.
- 19 The Directors shall have power to:
- 19.1 appoint and constitute a Disciplinary Committee;
  - 19.2 delegate the appointment of a Disciplinary Committee to the Honorary Legal Adviser (appointed in accordance with Article 75) or such other person as in their absolute discretion the Directors think fit;
  - 19.3 make such terms of reference and regulations as they consider fit for the conduct and proceedings such Disciplinary Committee; and
  - 19.4 delegate to the Disciplinary Committee all the powers of the Directors with regard to disciplinary matters.

#### GENERAL MEETINGS

- 20 The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

- 21 General meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety percent of the total voting rights at the meeting of all the Members
- 22 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

- 23 Subject to the provisions of the Articles and to any restrictions imposed on any class of membership, the notice shall be given to all the Members, Affiliated Clubs, Associated Bodies, the Directors and auditors.
- 24 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 25 There shall be no quorum for the transaction of business at a general meeting.
- 26 The President or, in his absence, some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair but if no Director shall be present or willing to preside at such meeting, the Voting Members present shall choose one of their number to preside at the meeting.
- 27 The Chair may, with the consent of a meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

#### VOTING AT GENERAL MEETINGS

- 28 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 28.1 by the Chair; or
  - 28.2 by at least two Voting Members; or
  - 28.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 29 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 30 At any general meeting of the Association each Voting Member present in person and each Delegate who is present in person and whose written nomination signed by a duly authorised officer of the Affiliated Club or Associated Body he represents shall have

reached the Office not less than five working days before the date of the meeting shall have one vote, except that:

- 30.1 upon a poll being taken a Delegate who is also a Voting Member may vote both as a Delegate and as a Member;
  - 30.2 upon a poll being taken a Delegate duly nominated by two or more Affiliated Clubs or Associated Bodies shall have one vote for each such Affiliated Club or Associated Body he represents; and
  - 30.3 no Voting Member or Delegate shall be entitled to vote unless any subscription then outstanding and payable to the Association by him or by the Affiliated Club or Associated Body he represents (as the case may be) has been duly paid.
- 31 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 32 A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 33 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 34 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 35 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

#### PROXY VOTING

- 36 The appointment of a proxy shall be Executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“British Fencing Association

I, \_\_\_\_\_, of \_\_\_\_\_ being a Voting Member of the Association, hereby appoint the Chair of the meeting or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote in my name and on my behalf at the meeting of the Association to be held on \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.

Signed \_\_\_\_\_  
Dated \_\_\_\_\_”

- 37 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

*“British Fencing Association*

*I, \_\_\_\_\_, of \_\_\_\_\_ being a Voting Member of the Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote in my named and on my behalf at the general meeting of the Association to be held on \_\_\_\_\_, and at any adjournment thereof.*

*This form is to be used in respect of the resolutions mentioned below as follows:*

*Resolution No. 1 \*for \*against  
Resolution No. 2 \*for \*against*

*\* Strike out whichever is not desired.  
Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.*

Signed \_\_\_\_\_  
Dated \_\_\_\_\_”

- 38 The appointment of a proxy and any authority under which it is Executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

38.1 In the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

38.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

38.2.1 in the notice convening the meeting, or

38.2.2 in any instrument of proxy sent out by the Association in relation to the meeting, or

38.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

#### NUMBER OF DIRECTORS

39 Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than five or more than fourteen in number of whom not more than twelve shall be elected as provided below and not more than two shall be appointed as Additional Directors.

40 Every Director must be a Member with the exception of the chair of the board appointed in accordance with Article 61, who need not be a Member.

#### POWERS OF DIRECTORS

41 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

42 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### DELEGATION OF DIRECTORS' POWERS

43 The Directors may delegate any of their powers to any person or people they see fit ("a Committee"). They may also delegate to any Director such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying. The President

shall not be the Chair of any such Committee except as laid down in the Bye-Laws and no President or Treasurer shall be permitted to become an officer of any such Committee.

#### ELECTION AND RETIREMENT OF DIRECTORS

- 44 With the exception of the Additional Directors, Directors appointed under Article 50, and any Acting President appointed under Article 54, the Directors shall, if there are more candidates for election than there are vacancies, be elected by ballot in which all Qualifying Voting Members are entitled to participate.
- 45 Such ballot shall be conducted in accordance with these Articles and subject thereto in accordance with the Bye-Laws and with such regulations as may be made by the Directors in relation to the administrative procedures for the holding of the ballot.
- 46 Subject to Article 50, a ballot shall take place within the six months immediately preceding each annual general meeting.
- 47 If the number of candidates for election does not exceed the number of vacancies, such candidate or candidates shall be deemed to have been elected.
- 48 No challenge to the result or the validity of the ballot, on any grounds whatsoever, shall be entertained unless received in Writing by the electoral officer, appointed in accordance with the Bye-Laws, not later than 15 working days after the date on which notice of the result of the election is served on the candidates.
- 49 The Directors may, at any time, and from time to time, appoint up to two Additional Directors if they consider such appointments to be in the best interests of the Association. Any Additional Director so appointed (with the exception of the chair of the Association) shall retire from office at the conclusion of the next following annual general meeting of the Association but shall then be eligible for re-appointment. At the first meeting of the Directors following any election of Directors, the Directors shall consider whether the characteristics of the Directors reflect the characteristics of the membership. Should the Directors, in their absolute discretion, decide that this is not the case, the Directors may actively recruit up to one Additional Director to address any under-representation of any particular group of Members sharing a characteristic. In this Article, characteristic means of any sex, age, race, religion or belief, sexual preference or any other characteristic that is defined as a “protected characteristic” under the Equality Act 2010 as amended from time to time.
- 50 The Directors may, at any time and from time to time, appoint any person to be a director to fill a casual vacancy (except in respect of the Presidency, which shall be dealt with under Articles 51 to 54). Any Director so appointed shall retire from office at the conclusion of the next following annual general meeting of the Association but shall then be eligible for election.
- 51 If the President shall vacate office before the end of his term of office under Article 68, a special election shall be held to elect a new President.

- 52 As soon as reasonably possible after being notified that the President has vacated or is going to vacate office, the secretary shall notify the other Directors in Writing.
- 53 The provisions of Articles 44, 45, 47 and 48 shall apply (*mutatis mutandis*) to a special election, except that Article 46 shall not apply and the Qualifying Date (as defined in the Bye-Laws) shall be not later than three months after the other Directors have been notified pursuant to paragraph 52 above.
- 54 The Directors may appoint a person to fulfil the functions of the President during the period (if any) between the vacating of office by one President and the taking of office by the next and, during that period, the person so appointed shall be the Acting President and shall have the same powers and duties as an elected President.
- 55 The Association may, in accordance with the provisions relating to the removal of Directors set out in the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between him and the Association and may, if thought fit, by such a resolution, appoint another person in his stead and any person so appointed shall, for the purpose of determining the time at which he or any other Director is to retire by rotation, be deemed to have become a Director on the date of the last election or appointment of the Director in whose place he is appointed.
- 56 Each Director shall be elected to office for a term of four years and, with effect from the Annual General Meeting of the Association in 2010, no Director shall be elected for more than two consecutive terms and shall be prohibited from standing for election for a third consecutive term.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 57 The office of a Director shall be vacated if:
- 57.1 he ceases to be a Director by virtue of any provision of the Act or by these Articles or he becomes prohibited by law from being a Director; or
  - 57.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 57.3 he is, or may be, suffering from mental disorder and either:
    - 57.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
    - 57.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - 57.4 he resigns his office by notice to the Association; or
  - 57.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated; or

- 57.6 if shall be requested in Writing by all his co-Directors to resign; or
- 57.7 if he is removed by an ordinary resolution of the Association in the manner provided for in Article 55; or
- 57.8 if he is or becomes President or Treasurer or holds a similar position howsoever described (as determined by the Directors) of any Home Country Fencing Organisation.

#### PROCEEDINGS OF DIRECTORS

- 58 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors by giving 14 days notice in Writing to be served on all the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 59 The quorum for the transaction of the business of the Directors shall be five. Directors participate in a meeting of Directors when the meeting has been called and takes place in accordance with the Articles and they can communicate to the other Directors any information or opinions they have on any particular item of the business of the meeting. In determining whether Directors are participating in a meeting it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting are not in the same place, the meeting is treated as taking place wherever the chair of the meeting is.
- 60 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, 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.
- 61 The Directors shall appoint a chair of the Association on such terms as they see fit. In addition, the chair of the Association shall unless unable or unwilling chair all meetings of the Directors. The chair need not be one of their number and, if not, shall be appointed as an Additional Director in accordance with these Articles.
- 62 All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 63 A resolution in Writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of 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 or (as the case may be) a committee of Directors duly convened and held provided that: -

- 63.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- 63.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the Office within the period of 28 days beginning with the circulation date.

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.

#### CONFLICTS OF INTEREST

- 64 In accordance with the conflicts of interest policy from time to time adopted by the Directors (or in the absence of such a policy, in accordance with these Articles), a Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.
- 65 At any meeting of the Directors, any person present having a financial or other personal interest (whether direct or indirect) in a subject under discussion shall, at the start of that meeting, declare his interest and withdraw from that part of the meeting when the subject is discussed (unless agreed otherwise by the remaining Directors present in accordance with the conflict of interest policy from time to time adopted by the Directors or, in the absence of such a policy, by way of simple majority of the remaining Directors).
- 66 A register of pecuniary interests of Directors shall be kept at the Office and any pecuniary interests (both direct and indirect) shall be recorded and disclosed therein.
- 67 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- 68 No Director shall be permitted to hold any voting position or office (save for the voting and other rights of an ordinary member) within any Home Country Fencing Association.

#### HOME COUNTRY FENCING ORGANISATIONS (“HCFO”)

- 69 Each HCFO will enter into an agreement with the Association in such form as approved by the Directors and as amended from time to time.
- 70 Where any HCFO does not enjoy separate legal status from the Association, and notwithstanding the provisions relating to the preparation and filing of accounts set out in the Act, there shall be maintained separate books of account for each such HCFO which shall be prepared taking into account the assets and liabilities, income and expenditure of the said HCFO as though it were a separate legal entity.

- 71 In respect of any HCFO which does not enjoy separate legal status from the Association there shall be a clear separation of and accounting for the time and responsibility of any member of staff employed by the Association or any volunteer of the Association.
- 72 Members of each HCFO will subject to due compliance with the reporting and payment obligations of each HCFO as set out in the Bye-Laws also be Members of the Association.
- 73 A representative of each HCFO who has been properly elected or appointed by that HCFO shall be invited to attend but not vote at each meeting of the Directors.

#### HONORARY OFFICERS

- 74 The Directors may from time to time appoint honorary advisers and officers for such period and upon such terms as they think fit. Any person so appointed may be removed by the Directors by a resolution passed by not less than two thirds of the total number of Directors.
- 75 An Honorary President and an unlimited number of Associate Vice-Presidents and Vice-Presidents of the Association, who need not be Members, may be appointed and removed as laid down in the Bye-Laws.

#### SECRETARY

- 76 Subject to the provisions of the Act, the Directors may appoint a Secretary for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### MINUTES

- 77 The Directors shall cause minutes to be made in books kept for the purpose:
- 77.1 of all appointments of officers made by the Directors; and
  - 77.2 of all proceedings at meetings of the Association, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

#### ACCOUNTS

- 78 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Directors or by ordinary resolution of the Association.

#### NOTICES

- 79 Any notice to be given to or by any person, Associated Body or Affiliated Club pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in Writing to an address being notified from time to time for that purpose to the person giving the notice.
- 80 The Association may give any notice to a Member either personally or in Writing to the Member, Associated Body or Affiliated Club at his Address. A Member whose postal address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.
- 81 A Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 82 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

#### INDEMNITY

- 83 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

#### CHIEF EXECUTIVE OFFICER

- 84 The Directors may appoint an individual as chief executive officer or similar on such terms as they deem appropriate and may delegate such functions as they from time to time deem appropriate in accordance with the provisions of Article 43.

#### ATHLETES' REPRESENTATIVE

- 85 There shall be an athletes' representative elected or appointed by the British Fencing athletes' commission in such manner as they shall determine who shall be entitled to attend but not vote at each meeting of the Directors however the President or person acting as chair of any meeting of the Directors may, in his absolute discretion, require the athletes' representative to leave the room when certain matters are being discussed.

#### BYE-LAWS

- 86 The Directors shall have the power from time to time to make, alter, add to, and revoke Bye-Laws for the carrying out the objects of the Association, provided nevertheless that no Bye-Law shall be inconsistent with anything contained in these Articles. So long as such Bye-Laws are in force they shall be binding on all Members, Affiliated Clubs and Associated Bodies of the Association.

#### AUDIT

- 87 The provisions of the Act as to the appointment, powers, rights, remuneration and duties of the auditor shall be complied with and subject to the provisions of the Act, all acts done by any person acting as auditor shall as regards all persons dealing in good faith with the Association be valid, notwithstanding that there was some defect in his appointment or that he was at the time of this appointment not qualified for appointment.

#### ALTERATION OF ARTICLES

- 88 None of these Articles shall be altered or added to except by a resolution of the Association passed in general meeting by not less than three-quarters of the votes cast by Voting Members and Delegates present in person or by proxy at the meeting at which the special resolution is tabled.

#### DISPUTES AND MATTERS NOT PROVIDED FOR

- 89 If any dispute shall arise as to the interpretation of these Articles or the need arises to deal with any matter not provided for in these Articles, reference shall be made to the Chair who shall refer the same to the Directors whose decision shall be binding on all parties.