

Company No: 1393958

PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL

NOTICE OF 2017 AGM RESOLUTION

of

BRITISH JUDO ASSOCIATION(THE) (Company)

At the Annual General Meeting of the above Company held on 11 November 2017 at The Gallery Suite, De Vere East Midlands Conference Centre, University of Nottingham, University Park, Beeston Lane, Nottingham, NG7 2RJ the resolutions proposed by Board of Directors to amend the Company's articles of association as detailed below were duly passed.



Secretary

Dated: 11 November 2017

SATURDAY



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16/12/2017

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COMPANIES HOUSE

## **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION FOR INCLUSION**

### **SPECIAL RESOLUTIONS**

- a) That Article 35 be deleted and the following text be inserted in its substitution:
35. The Nominations Committee shall consist of:
- 35.1 An individual appointed by the Council from their numbers;
- 35.2 the Chair of the Association or Vice Chair as substitute; and
- 35.3 three Independently Appointed Directors (appointed by the Board), one of whom shall be the Senior Independent Director.
- 35 A. The Chair of the Association shall chair the Nominations Committee on all occasions other than during the appointment of the Chair of the Association if that Chair is standing for the appointment as Chairman (during these occasions the Senior Independent Director shall chair the Nominations Committee).
- 35 B. The Nominations Committee will be responsible for recommending to the Board of Directors, Board appointments for their approval. The Board shall have the ultimate decision on all Board appointments following the recommendations by the Nominations Committee.
- b) That the number "3" be deleted from line three in Article 49.4 and replaced with the number "4".

The Companies Acts 1985 to 1989

Company Limited by Guarantee

And Not Having A Share Capital

**THE BRITISH JUDO ASSOCIATION**

Incorporated on 13th day of October 1978

Company Number: 1393958

UPDATED 18 March 2017

The Companies Acts 1985 to 1989

Company Limited by Guarantee

And Not Having a Share Capital

#### MEMORANDUM OF ASSOCIATION

of

#### THE BRITISH JUDO ASSOCIATION

- 1 The name of the Company (hereinafter called "the Association") is The British Judo Association.
- 2 The Registered Office of the Association will be situate in England.
- 3 The objects for which the Association is established are to:
  - (a) foster, develop, promote, administer, manage and grow the practice and spirit of the sport of Judo throughout the United Kingdom of Great Britain and Northern Ireland ("United Kingdom");
  - (b) organise and regulate the Judo movement at all levels within its jurisdiction according to the provisions of this Memorandum of Association and the Association's Articles of Association (and rules made thereunder) for the benefit of its members and of the sport of Judo as a whole;
  - (c) control the promotion of Judo players to higher degrees and to determine policies in all aspects of elite athlete performance;

- (d) control the training and approval of Judo coaches and officials, both generally and for elite athlete performance;
- (e) promote such domestic championships and competitions as are required for elite performance;
- (f) promote such international championships or competitions as are appropriate for elite performance;
- (g) represent the United Kingdom internationally and to affiliate to the International Judo Federation (IJF), the European Judo Union (EJU) and other relevant bodies;
- (h) serve as the body recognized by the British Olympic Association (BOA), the British Paralympic Association (BPA), the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the control body for the sport of judo in the United Kingdom;
- (i) be responsible within its jurisdiction for the regulating, maintaining and enforcing of doping control in Judo at all levels per World Anti-Doping Agency (WADA) and National Anti-Doping Association (NADA) approved guidelines;
- (j) maintain a disciplinary code and appropriate judicial system and to regulate the activities of its members when competing, training or otherwise under the jurisdiction of the Association in order to meet its liabilities from time to time to the IOC, IJF, IPC, EJU and other relevant bodies from time to time;
- (k) appoint delegates to forums whether international or domestic where the United Kingdom is the representative;
- (l) act as the nominating or selecting body, as the case may be, for United Kingdom teams in Olympic, World, European or any other events where the United Kingdom is a competing nation (including those under the auspices of the IJF, EJU, IOC, IPC and other relevant bodies);
- (m) accept responsibility for carrying out any functions which may be transferred from time to time to the Association on such terms as may be agreed unanimously between the members and the Association; and
- (n) ensure the structures are in place to give each and every individual the opportunity to play, coach, officiate, administer, support, learn and excel at all ages and levels (from beginner to elite) in the sport of Judo and to promote the principles and objects set out in the Equality Policy of the Association.

4 And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (a) To assume the assets and other rights and discharge the liabilities and responsibilities of The British Judo Association, an unincorporated Association.
- (b) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting the objects.
- (c) To print, publish and sell any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects.
- (d) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association.
- (e) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (f) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions, or otherwise.
- (g) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to the objects of the Association and may lawfully be undertaken by the Association.
- (h) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- (i) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons.
- (k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association.

- (l) To take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the Association under or by virtue of Clause 4 hereof.
- (m) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the Association is authorised to take over or acquire.
- (n) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations which the Association is authorised to take over or acquire.
- (o) To do all such lawful things as are incidental or conducive to the attainment of the objects of the Association.

PROVIDED ALWAYS that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and
  - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property, the Board of Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 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 this Memorandum of Association, 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 Member Clubs of the Association. Provided that nothing herein shall prevent:

- (a) any payment in good faith by the Association of reasonable and proper remuneration to any officer or servant of the Association or to any Member Club or Licence Holder of the Association in return for any services actually rendered to the Association;
- (b) the award in good faith of any prize to any competitor, or entrant at a contest who may be a Licence Holder of the Association;
- (c) the payment of interest of any money lent by any Member Club or Licence Holder of the Association at a rate per annum not exceeding two percent (2%) less than the Minimum Lending Rate prescribed for the time being by the Bank of England or three percent (3%), whichever is greater, or reasonable and proper rent for premises demised or let by any Member Club or Licence Holder of the Association.

6 *The liability of the Member Clubs is limited.*

7 Every Member Club of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while it is a Member Club, or within one (1) year after it ceases to be a Member Club, for payment of the debts and liabilities of the Association contracted before it ceases to be a Member Club and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound.

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 Member Clubs of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their 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 Member Clubs 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.



The Companies Acts 1985 to 1989

Company Limited by Guarantee

and Not Having a Share Capital

## ARTICLES OF ASSOCIATION

of

THE BRITISH JUDO ASSOCIATION

(As adopted by Special Resolution passed 5 November 2011)

### GENERAL

- 1 In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with subject or context.

#### WORDS

The Act

These presents

The Association

The Office

The Board of Directors

The Council

The President and Vice-Presidents

#### MEANINGS

The Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.

The Memorandum and Articles of Association and the Bye-Laws of the Association from time to time in force.

The above named Company.

The registered office of the Association.

The Board of Directors for the time being of the Association.

The Council for the time being of the Association.

The President and Vice-Presidents for the time being of the Association.

The Chief Executive	The chief executive for the time being of the Association appointed under Article 31 of these presents who shall be the Secretary of the Association for the purposes of the Act.
The Seal	The Common Seal of the Association.
The United Kingdom	The United Kingdom of Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in visible form.
Member Club	A Member of the Association for the purposes of the Act which shall have applied to the Board of Directors and been accepted as a Member Club in accordance with Article 5 of these Articles and with the Bye-Laws of the Association.
Licence Holder	A person who has applied to the Board of Directors and been accepted as a Licence Holder in accordance with the Bye-Laws of the Association.
Home Country Association	Each of the national judo associations for Scotland (Judo Scotland), Wales (Welsh Judo Association), Northern Ireland (Northern Ireland Judo Federation) and, for the purposes of these Articles of Association, the English Regional Areas Commission (together, the "Home Country Associations").
Nominations Committee	the body established in accordance with Articles 32 to 35.
Senior Independent Director	the individual appointed as such in accordance with Article 27.5.
Complaints and Conduct Procedure	A complaints and conduct procedure incorporated by the Board of Directors as amended from time to time.

Words importing the singular number only shall include the plural number and vice-versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in the presents.

- 2 The Association is established for the purposes expressed in the Memorandum of Association.

## MEMBERSHIP

- 3 The number of Member Clubs of the Association is unlimited.

- 4 The privileges of a Member Club shall not be transferable.

- 5 (a) Member Clubs shall be such associations or bodies whether incorporated or unincorporated which comply with the relevant Bye-Laws of the Association as the Board of Directors shall admit as Member Clubs on payment of such subscriptions and fees as the Board of Directors shall prescribe.

- (b) Every application for membership as a Member Club shall be made in writing in such form and signed by such persons as the Board of Directors shall from time to time prescribe or approve, and the Board of Directors shall have an absolute discretion to accept or reject any application.

- (c) (i) A Member Club may as may be appropriate or necessary exercise any privileges of membership through the medium of a representative elected by it on its behalf.

- (ii) The appointment of such a representative shall be effected by instrument in writing signed on behalf of the Member Club by such officer or officers as the Bye-Laws of the Association may prescribe and delivered to the Association and the Member Club may at any time in like manner remove its representative and make a new appointment.

- (iii) If any Member Club has not for the time being any representative duly nominated by it the Board of Directors may treat the Club Secretary or such other officer of the Member Club as the Board of Directors considers appropriate as being the representative of such Member Club and such Club Secretary or other officer shall thereupon be deemed

(subject to his/her consent) to have been duly nominated as its representative until a representative shall have been duly nominated by it.

- (d) A Member Club shall unless specific approval in writing has been given by the Board of Directors:
  - (i) Submit a copy of its Constitution to the Board of Directors when applying for membership in accordance with Article 5(b) hereof.
  - (ii) Be constituted so that all its officers are Licence Holders.
  
- 6 (a) All annual subscriptions for Member Clubs shall be payable in advance on the first (1<sup>st</sup>) day of January of every year, except that in the case of a new Member Club its first subscription shall be payable upon its application. If the application of a club is refused the first subscription shall be returned to the applicant.
- (b) A Member Club ceasing for any reason to be a Member of the Association shall not be entitled to a refund in whole or in part of any annual subscriptions or other monies already paid by it to the Association and it shall remain liable for payment of all annual subscriptions or other monies due from it to the Association at the date on which it ceased to be a Member Club.
  
- 7 If any Member Club liable for payment of an annual subscription shall not have paid the same on or before the thirty-first (31<sup>st</sup>) day of the January after the same became payable, it shall cease on that day to be entitled to any of the rights and privileges of membership until the subscription shall have been paid.
  
- 8 A Member Club shall cease to be a Member of the Association and its name shall be removed from the Register of Members accordingly if:
  - (a) By notice in writing to the Board of Directors it resigns its membership.
  - (b) Its annual subscription remains unpaid after the thirty-first (31<sup>st</sup>) day of March next following the date when it became due, and the Board of Directors resolves that its membership be terminated.
  - (c) It is expelled from the Association by the Board of Directors under the powers hereinafter contained.

## GENERAL MEETINGS

- 9 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen (15) months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen (18) months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 10 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 11 The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened on requisition by the Member Clubs pursuant to the provisions of the Act.
- 12 Ninety (90) days notice in writing at least of every Annual General Meeting and thirty (30) days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association.  
  
But with the consent of all the Member Clubs having the right to attend and vote thereat, or by a majority of such Member Clubs together holding not less than 95 per cent of the total voting rights thereat, in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
- 13 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 any resolution passed or the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

- 14 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the

election of the President and of Directors in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors and all resolutions of which proper notice has been given in accordance with the provisions of Article 19(a) hereof.

- 15 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided the representatives of four per cent (4%) of the total number of Member Clubs entitled to attend and vote (or if that figure represents a fraction then the next highest whole number) personally present shall be a quorum.
- 16 If within thirty (30) minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Member Clubs, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place, as the Board of Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Member Clubs present shall be a quorum.
- 17 The President shall preside as Chair at every General Meeting but if there be no such Chair, or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Board of Directors, or if no such Director be present, or if all the members of Board of Directors present decline to take the chair, they shall choose some Member of the Association who shall be present to preside.
- 18 The Chair of the meeting may, with the consent of any meeting at which a quorum is present (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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, *twenty-eight (28) days notice of adjourned meeting shall be given in the same manner as of an original meeting.* Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

#### NOTICE OF RESOLUTIONS

- 19 (a) Notwithstanding section 368 of the Act, notice of resolutions to be put to vote at the Annual General Meeting shall be sent to the Chief Executive at least seventy-two (72) days before the Annual General Meeting. Each resolution shall be proposed and seconded either by the Board of Directors or by any two (2) Member Clubs (acting

as a single unit). Copies of the resolution shall be circulated to Member Clubs by the Chief Executive at least twenty-eight (28) days before the Annual General Meeting.

(b) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the representatives of the Member Clubs at such meeting, unless a secret ballot is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by representatives present in person representing one-tenth of all the Member Clubs present at the meeting, and unless a secret ballot be so demanded a declaration by the Chair of the meeting 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 Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a secret ballot may be withdrawn.

20 Subject to the provisions of Article 23, if a secret ballot be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded.

21 No secret ballot shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

22 No Director as such nor the Chair of the meeting as such shall have a vote whether on a show of hands or on a secret ballot. The Chair of the meeting shall in the case of equality of votes whether on a show of hands or on a secret ballot have a casting vote.

23 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded.

#### VOTES OF MEMBERS

24 Subject as hereinafter provided, every Category A Member Club entitled to vote (as defined in Bye-Law 1.4) shall have one (1) vote. The Club receives the right to vote after a period of three months from initial registration to ensure it has sufficient time to be up and running and is delivering judo classes on a regular basis prior to exercising the right to vote.

25 If the Board of Directors shall in its absolute discretion require any resolution to be put to a postal ballot it may do so. The representatives of the Member Clubs shall have

posted to them ballot papers on which shall be stated the proposed resolution. Ballot papers must be returned to the Association either by post or by hand by the time stated therein.

#### AMENDMENTS TO ARTICLES

- 26 Proposals to amend the Articles may only be made if such amendment complies with the law and the Articles incorporating such amendment would not breach the law.

#### BOARD OF DIRECTORS

27.1 The number of Directors shall be no more than twelve (12).

27.2 The Board of Directors will include:

- (a) The Chair who shall be appointed by the Board on the recommendation of the Nominations Committee based on criteria agreed by the Board required for the role of Chair and subject to the provisions of Article 28.
- (b) Subject to transitional arrangements<sup>1</sup> agreed by the Board and approved by the Council, three (3) elected Directors who shall be elected (subject to the provisions of Article 27.6) by the clubs at the Annual General Meeting.
- (c) Subject to transitional arrangements agreed by the Board and approved by the Council, four (4) Independently Appointed Directors who may be appointed by the Chair, elected Directors, and Home Country Association representatives on the recommendation of the Nominations Committee based on criteria agreed by the Board required for the role of Independently Appointed Director (subject to the provisions of Article 27.6).
- (d) Four (4) representative Directors who shall be the elected by each of the Home Country Associations (in the case of the English Regional Areas Commission this will be an English representative directly elected by the English clubs) so that there will be:
  - (i) an elected representative of Judo Scotland
  - (ii) an elected representative of the Welsh Judo Association
  - (iii) an elected representative of the Northern Ireland Judo Federation
  - (iv) an elected English representative who shall be elected by the English Clubs (subject to the provisions of Article 27.6)

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<sup>1</sup> Transitional arrangements will be required to transfer one of the current elected Director roles to an additional Independent Appointed Director role



- (e) The Board can convert up to two (2) of the elected Director positions (as described in 27.2(b) above) to an appointed position if required for a skills gap or diversity gap issue. This would be for one term and the position would revert back to elected at the end of the four (4) year term unless there are further urgent requirements to justify the extension of the appointment. This decision can be made at any time prior to the start of an election cycle which for the purpose of this article begins with the calling notice for candidates.
- 27.3 (a) Each Home Country Association may remove a Director appointed/elected by it pursuant to Article 27.2(d) and appoint/elect a new Director whose identity is approved by the Board of Directors (such approval not to be unreasonably withheld) by notice in writing to the Association.
- (b) For the avoidance of doubt, it shall be reasonable for the Board of Directors to withhold or refuse their consent to an appointment/election of a Director nominated by a Home Country Association, where such nominee has been removed from office as a Director of the Association, or was not elected a Director of the Association having stood for election or re-election (as the case may be).
  - (c) The Home Country Association removing the Director shall indemnify the Association against any claim arising in connection with that Director's removal from office.
- 27.4 The Directors shall have the power from time to time to elect a Director as Vice-Chair to serve for a term of two (2) years and to act as Chair in the event of the death, incapacity or absence of the duly elected Chair. At the expiry of the term of two (2) years any director (including the Vice-Chair) may stand for election to serve as Vice Chair for a further term or further terms.
- 27.5 The Directors shall have the power from time to time to elect one of the Independently Appointed Directors to be the senior independent director to carry out the role outlined in the UK Corporate Governance Code and agreed by the Board.
- 27.6
- (a) Subject to transitional arrangements agreed by the Board and approved by the Council, the elected, Independently Appointed and English representative Directors will each serve a four (4) year term. At the conclusion of a four (4) year term each such Director will stand down and be subject to a re-election/re-appointment as the case may be. The Director may seek re-election/re-appointment for one further term. After two (2) terms the Director is required to resign and not seek re-election or re-appointment.
  - (b) In order to be put forward for election as an elected Director, an individual will require the prior nomination of a minimum of [5] Member Clubs and the

approval of the Nominations Committee which shall operate a process for vetting such individuals based on certain skills based and diversity criteria required to be a Board director (agreed by the Board) and which it shall publish in advance.

- (c) In order to be put forward for election as the English representative Director, an individual will require the approval of the Nominations Committee which shall operate a process for vetting such individuals based on certain skills based and diversity criteria required to be a Board director (agreed by the Board) and which it shall publish in advance.
- (d) If there are more candidates than there are vacancies for the positions of an elected Director the representatives of members clubs shall have posted to them fifty-six (56) days before the appropriate Annual General Meeting, ballot papers with the stated names of the candidates. Ballot papers must be returned to the Association in the manner and by the time and the place stated therein.

- 28 The Chair of the Board of Directors shall serve for a term of four (4) years. At the expiry of the term of four (4) years the Chair may be re-appointed to serve for a further term. After two terms the Chair is required to resign and will not be re-appointed.
- 29 Every member of the Board must be a licence holder of the Association. If a person is elected or appointed to the Board and does not hold a licence they will be issued with a licence prior to commencement of office.

#### POWERS OF THE BOARD OF DIRECTORS

- 30 (a) The business of the Association shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as are not by statute nor by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being consistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

- (d) Without prejudice to the generality of the above the Board of Directors shall be responsible for:
- (i) the formulation, planning and monitoring of policy of the Association on matters affecting the United Kingdom;
  - (ii) the supervision and control of all technical matters;
  - (iii) the appointment of the Chief Executive Officer;
  - (iv) the conduct of the affairs of the Association in accordance with these presents;
  - (v) the approval of financial budgets and statutory accounts;
  - (vi) the dissemination of relevant information to Member Clubs and Licence Holders; and
  - (vii) the policies to be followed in the representation of the Association on all matters within the United Kingdom and internationally.

31 The Directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Board of Directors shall at any time be reduced in number to less than four (4), it shall be lawful for them to act as the Board of Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### DELEGATION OF POWERS OF THE BOARD OF DIRECTORS

32. The Board may delegate any of its powers to such committees, panels, commissions, or other bodies, or to the Chief Executive or to any other person holding any other executive office as it sees fit. Any such delegation may be made subject to any conditions as the Board may set from time to time and which may be revoked or altered.

33. The following, without limitation, shall be sub-committees of the Board:

33.1 the Audit and Risk Committee;

33.2 the Nominations Committee; and

33.3 the Remuneration Committee.

34. Save for the Nominations Committee, the Board shall be responsible for appointing individuals to the above committees, panels, commissions or other bodies and in the case of panels and commissions such appointments shall be on the recommendation of the Nominations Committee.
35. The Nominations Committee shall consist of:
- 35.1 An individual appointed by the Council from their numbers;
- 35.2 the Chair of the Association or Vice Chair as substitute; and
- 35.3 three Independently Appointed Directors (appointed by the Board), one of whom shall be the Senior Independent Director.
- 35 A. The Chair of the Association shall chair the Nominations Committee on all occasions other than during the appointment of the Chair of the Association if that Chair is standing for the appointment as Chairman (during these occasions the Senior Independent Director shall chair the Nominations Committee).
- 35 B. The Nominations Committee will be responsible for recommending to the Board of Directors, Board appointments for their approval. The Board shall have the ultimate decision on all Board appointments following the recommendations by the Nominations Committee.

#### CHIEF EXECUTIVE

- 36 (a) Subject to the provisions of the Act , the Chief Executive shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions consistent with the provisions of the Memorandum of Association as it may think fit, and any Chief Executive so appointed may be removed by it.
- (b) The Chief Executive shall report to the Board of Directors. The CEO should have an employment contract which will set out his rights and responsibilities including who he should report to.

#### THE SEAL

- 37 The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least two (2) members of the Board of Directors and of the Chief Executive, and the said members and the Chief Executive shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona-fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

- 38 The office of Director (including the office of Chair) shall be vacated:
- (a) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) if he becomes of unsound mind;
  - (c) if he is suspended from membership of the Association for any reason;
  - (d) if by notice in writing to the Association he resigns his office;
  - (e) if he becomes a paid official of the Association;
  - (f) if he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
  - (g) if he is validly removed by the Member Clubs by a vote in General Meeting in accordance with the Companies Act;
  - (h) if the Board of Directors shall so determine, upon his failing to attend three consecutive meetings of the Board of Directors without providing a reason or reasons acceptable to the Board of Directors; or
  - (i) if the Board of Directors pass a resolution by unanimous consent (for the purposes of this Article unanimous shall not include the Director who is the subject of the resolution) without prejudice to his rights that may arise under employment legislation.

## MISCELLANEOUS PROVISIONS RELATING TO THE BOARD OF DIRECTORS

- 39 No person other than a Director retiring at the meeting shall be eligible for election as a Director at any General Meeting unless proposed at least seventy-two (72) days before the day appointed for the meeting.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

- 40 The Board of Directors may meet together for the dispatch of business and adjourn its meeting as it thinks fit. Four (4) Directors shall be a quorum. Questions arising at any

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.

- 41 A Director may, and (on the request of a Director) the Chief Executive shall, at any time, summon a meeting of the Board of Directors by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 42 The Chair shall be entitled to preside at all meetings of the Board of Directors at which he shall be present and in his absence the Vice-Chair, but if at any meeting neither the Chair nor the Vice-Chair shall be present within fifteen (15) minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be Chair of the meeting.
- 43 A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board of Directors generally.
- 44 The Board of Directors shall cause proper Minutes to be made of all appointments of officers made by the Board of Directors and of the proceedings of all meetings of the Association and of the Board of Directors and of its committees referred in Article 33 as well as its panels and of commissions, and all business transacted at such meetings, and any such Minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
- 45 The Board of Directors or the members of any of its committees, panels or commissions may approve a decision in writing, if such approval is signed by all Directors or members of such body who are entitled to receive notice of a meeting of the Board of Directors or of such body. The written approval shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such body duly convened and constituted.

## PRESIDENT

- 46 (a) There shall be a President of the Association. The person holding office as President immediately prior to the date of the adoption of these presents shall continue in office until a President has been elected in accordance with Article 14 hereof so far as applicable.

- (b) The President elected shall hold office for a period of five (5) years or such other period as the Association may determine. The President shall act as Chair of the Annual General Meeting and of meetings of the Council and shall be eligible to be elected Chair or Director of the Association.
- (c) If the President shall die, resign or become incapacitated during his tenure of office then the Board of Directors upon the nomination of the Council may appoint a new President who shall take office immediately and who shall hold office until the next Annual General Meeting of the Association at which a new President can be elected under the provisions of Article 14 hereof and the Council shall give reasonable notice to the Board of Directors of its nomination.
- (d) The role of the President is primarily to act as an ambassador for the sport of Judo and to represent the British Judo Association, attending, when required, world and European events.

#### VICE-PRESIDENTS

47 The persons who immediately prior to the date of the adoption of these presents were holding the office of Vice-Presidents shall continue to do so. There shall be such other Vice-Presidents as shall be appointed by the Council. A Vice-President shall hold office for life or until he shall retire or be dismissed from office by the Association at the Annual General Meeting.

- (a) All Vice-Presidents will be members of Council.
- (b) The maximum number of Vice-Presidents shall be six (6) and all must be members of the British Judo Association and have a substantive Judo background, having given many years of service to British Judo. Nominations for Vice-President can be made by the Chairman, the President or a Vice-President or an Area of the British Judo Association, subject to the written agreement of the nominee. The President will forward nominations to the Nominations Committee which shall consider the nomination and respond to the President accordingly. If agreed by the Nominations Committee, the President will then forward the nomination to the Vice-Presidents for consideration. Vice-Presidents will vote for or against with a sealed vote. A majority in favour would be required for that person to be appointed as Vice-President. If approved by the President and Vice-Presidents, the President will make a recommendation for appointment as Vice-President to Council. The nominee will be contacted by the President with regard to his/her appointment. The President will also advise the British Judo Association Board of Directors through the Nominations Committee.
- (c) The longest standing Vice-President shall be the Senior Vice-President. This role will be for life or until he/she shall retire and/or become an Honorary Vice-President or be dismissed from office, whereupon the next longest service Vice-

President will assume the role of Senior Vice-President which will be formally endorsed by Council at the next meeting.

- (c) The role of Vice-President shall become that of Honorary Vice-President should he/she no longer be able to serve as Vice-President or non-attendance at any BJA event within a two year period.
- (d) The role of Vice-Presidents is the requirement to act as an elder statesman and ambassador for the sport of Judo. Vice-Presidents will attend functions, meetings (including meetings of Council), Awards presentations as required by the Association.

#### HONORARY VICE-PRESIDENTS

- 48
- (a) Honorary Vice-Presidents are not members of Council.
  - (b) The maximum number of Honorary Vice-Presidents is not defined.
  - (c) All Honorary Vice-Presidents must be members British Judo Association and will be awarded Honorary membership if necessary. The role of Honorary Vice-President is open to persons outside of Judo, (eg, a member of the Royal family, a politician or celebrity who could be a beneficial ambassador for British Judo).
  - (d) The appointment of Honorary Vice-Presidents will be considered by the Association's Rewards and Recognition Commission and any recommendation for the award of Honorary Vice-President will be notified to the Board of Directors and ratified by Council. The nominee will be contacted by the President with regard to his/her appointment.

#### THE COUNCIL

- 49.1 There shall be a Council of the Association. It shall consist of the President, Vice Presidents, a number of members equal to the number of Home Country Associations (including, for the avoidance of doubt, the English Regional Areas Commission) and nine English Regional Areas, who shall each appoint one (1) member of the Council from Licence Holders within their membership or Area and such other individuals as the Board of Directors determines from the Association's recognised bodies including Police Sport UK, Royal Navy Judo, Army Judo, RAF Judo, British Universities Judo (or being legitimate representative special interest groups consisting of Member Clubs and/or Licence Holders from within the membership of the Association). A Board director may not be a member of Council at the same time.
- 49.2 Subject to transitional arrangements agreed by the Board and approved by the Council each Council member's appointment shall last for a maximum of two terms of four years each but membership may be revoked at an earlier date by the appointing body.



- 49.3 Council shall be responsible for overseeing the work of the Board of Directors on behalf of the Member Clubs. It shall also provide advice and guidance on the grassroots of the sport and Council members shall act as ambassadors of the Association's strategy as set out in the Association's strategic plan from time to time. In order to assist Council and its members in carrying out these roles, Council shall have four meetings per year, one immediately prior to the AGM and one in each of the other three quarter years. Council shall also be entitled to call further meetings with the Board if it feels it is necessary and the issue cannot wait until the next scheduled meeting of Council; to do so, at least 25% of Council need to agree to it and at least two week's prior notice of such meeting must be given to the Board of Directors along with the reasons for calling it
- 49.4 Council shall also be responsible for helping the Board vet individuals for the positions of Chair, elected Directors, Independently Appointed Directors and the elected English representative director. It shall do this by appointing no more than 4 individuals to the Nominations Committee as set out in Article 35.
- 49.5 The President shall act as Chair of meetings of the Council but if he shall not be present at any properly convened meeting the members of the Council present shall choose one (1) of their number to be Chair of the meeting. The President or the person acting on his behalf shall present the Council's views of the report of the Board of Directors to the Annual General Meeting. The Council may from time to time assign such duties and functions to a Vice-President as it shall think fit.

## ACCOUNTS

- 50 The Board of Directors shall cause accounting records to be kept in accordance with the provisions of the Act.
- 51 The accounting records shall be kept at the registered office of the Association, or subject to the provisions of the Act, at such other place or places as the Board of Directors think fit, and shall always be open to their inspection.
- 52 At the Annual General Meeting in every year the Board of Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than six (6) months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one (21) clear days before the date of

the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the meeting pursuant to the provisions of the Act.

#### AUDIT

- 53 Without prejudice to the provisions of the Act, at least once in every year the accounts of the Association shall be audited by a duly appointed firm of Auditors.

#### NOTICES

- 54 A notice may be served by the Association upon any Member Club either personally or by sending it through the post in a prepaid letter, addressed to such Member Club at its registered address as appearing in the Register of Members or by facsimile to such facsimile number as is provided to the Company Secretary from time to time, or by electronic mail to such e-mail address as is provided to the Company Secretary from time to time.
- 55 Any Member Club described in the Register of Members by an address not within the United Kingdom, which shall from time to time give the Association an address within the United Kingdom at which notices may be served upon it, shall be entitled to have notices served upon it at such address but, save as aforesaid and as provided by the Act, only those Member Clubs which are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
- 56 Any notice, if served by post, other than by registered post or recorded delivery, shall be deemed to have been served on the second (2<sup>nd</sup>) working day following that on which the letter containing the notice was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was prepaid. Any notice, if served by facsimile, shall be deemed to have been served twenty four (24) hours after the facsimile containing the notice was transmitted. Any notice, if served by electronic mail, shall be deemed to have been served twenty four (24) hours after the electronic mail has been sent and notice has been received confirming that the email has been delivered.

#### EXPULSION OF MEMBER CLUBS

- 57 Should the conduct of any Member Club in the opinion of the Board of Directors be injurious to the objects and interests of the Association, the Board of Directors, having

in their opinion given a reasonable opportunity to the Member Club to furnish an explanation to them either verbally or in writing, subject always to the Complaints and Conduct Procedure, shall be empowered to expel such Member Club from the Association.

#### SUSPENSION OF LICENCE HOLDERS FROM ELECTED OFFICES

- 58 Any person who has been suspended from being a Licence Holder or otherwise suspended from the Association for any reason shall be prohibited from running for any elected office whatsoever within the Association (including the roles of President, Chair and Director of the Association and any elected position within a Home Country Association, English Regional Area, Member Club or any other recognised body) for a period of four (4) years, such period to commence on the expiry of that person's suspension from the Association.

#### BYE-LAWS

- 59 The Bye-Laws of the Association shall be adopted as the Bye-Laws of the Association and shall remain in force until altered, suspended or rescinded by the Board of Directors. The Board of Directors shall be empowered to make, alter, suspend or rescind any Bye-Laws for the purpose of regulating any matters not mentioned in these presents which are consistent with the Memorandum of Association and these presents. Notices of any new, altered, suspended or rescinded Bye-Laws shall be sent to Member Clubs and shall be placed before the next ensuing General Meeting.

#### WINDING UP

- 60 Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall apply and have effect as if the provisions thereof were repeated in these presents.

#### DIRECTOR'S CONFLICTS OF INTEREST

- 61 Directors' Conflicts of Interests
- (a) The directors may, in accordance with the requirements set out in this Article 61, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (Conflict).
- (b) Any authorisation under this Article 61 will be effective only if:

- (i) The matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;
  - (ii) Any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and
  - (iii) The matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- (c) Any authorisation of a matter under this article may (whether at the time of giving the authority or subsequently):
- (i) Extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - (ii) Be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;
  - (iii) Be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

- (d) In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:
- (i) Disclose such information to the directors or to any director or other officer or employee of the company;
  - (ii) Use or apply any such information in performing his duties as a director; where to do so would amount to a breach of that confidence.
- (e) Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director:
- (i) Is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
  - (ii) Is not given any documents or other information relating to the Conflict;

- (iii) May or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.
- (f) Where the directors authorise a Conflict:
  - (i) The director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
  - (ii) The director will not infringe any duty he owes to the company by virtue of section 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.
- (g) A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.