

COMPANY NO. 02995438

THE COMPANIES ACT 1985 and 2006

THURSDAY



A03 *A8KNQE9S* 19/12/2019 #169
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE BRITISH TRIATHLON FEDERATION¹

INTERPRETATION

1. The regulations contained in Table C of the Companies Act 1985 shall not apply to the Federation and the regulations contained in these Articles shall be the Articles of Association of the Federation.
2. Except where otherwise specified or where the context requires otherwise, in these Articles the following words and expressions shall have the meanings given to them below:

“Act” means the Companies Act 2006 as amended and as further modified by statute or re-enactment from time to time;

“Articles” means these Articles of Association, as altered from time to time by a special resolution of the Federation;

“Auditors” means the auditors of the Federation appointed from time to time;

“Board” means the Directors or any of them acting as the Board of directors of the Federation;

“Chair” means the person elected from time to time by the Members to be Chair of the Federation in accordance with Article 10;

“Chief Executive” means the chief executive officer of the Federation from time to time;

“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;

“Directors” means those individuals appointed from time to time pursuant to these Articles to serve on the Board;

“electronic communication” means an electronic communication (as defined in the Electronic Communications Act 2000);

“ETU” means the European Triathlon Union, being the European federation for the sport of Triathlon;

¹ As adopted by the Federation by special resolution passed on 12 December 2019

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“Federation” means The British Triathlon Federation, a private company limited by guarantee and incorporated in England and Wales on 28th November 1994 with company number 02995438;

“Great Britain” means Great Britain together with the Isle of Man and the Channel Islands;

“Independent Director” means a person who is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the organisation and/or play the sport. Examples of a ‘close connection’ include:

- they are or have within the last four years been actively involved in the organisation’s affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- they are or have within the last four years been an employee of the organisation; or
- they have close family ties with any of the organisation’s directors or senior employees.

“in writing” means any form or mode of representation or reproduction of words in a visible form;

“ITU” means the International Triathlon Union, being the International federation for the sport of Triathlon;

“Members” means the members of the Federation from time to time;

“National Associations” means Triathlon England, Triathlon Scotland and Welsh Triathlon respectively, or any successor body in each case, being the bodies responsible for Triathlon in their respective country;

“Office” means the registered office of the Federation from time to time;

“Patrons” has the meaning given to it in Article 9;

“Regulations” means the Regulations adopted by the Board on the dates hereof for the governance of Triathlon England.

“Secretary” means the person appointed from time to time by the Board to be Company Secretary of the Federation in accordance with Article 49;

“Triathlon” means any multi-sport event recognised by the International Triathlon Union or the Federation;

“Triathlon England” and “TE” mean the body established under Articles 41 & 42 as a division of the Federation and regulated in accordance with the Regulations.

“Triathlon Scotland” means the Scottish Triathlon Association Limited (with company number SC202299) being the governing body responsible for Triathlon in Scotland; and

“Welsh Triathlon” means Welsh Triathlon Limited (with company number 07205079) being the governing body responsible for Triathlon in Wales

3. In these Articles:

- (a) when the context requires, words denoting the singular number include the plural number and vice versa, words denoting persons include corporations;
- (b) words or expressions contained in these Articles that are not defined in these Articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;
- (c) subject to paragraph (b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- (d) headings are inserted for convenience only and do not affect the construction of these Articles.

OBJECTS

- 4. The Federation is established for the purposes expressed in its Memorandum of Association.

MEMBERSHIP

- 5. The Members shall comprise Triathlon Scotland, Welsh Triathlon and the Chair of TE from time to time.
- 6. The Members shall be entitled to services and benefits as provided by the Federation from time to time.
- 7. The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Federation and any rules, regulations, policies and procedures issued by the Federation from time to time whether or not they have signed a written statement to that effect.
- 8. The National Associations agree to pay a portion of any membership affiliations collected on behalf of the sport to the Federation as agreed annually by the Board.

PATRONS

- 9. Patrons shall be those persons who, in the opinion of the Board, warrant recognition for their services to Triathlon and are nominated as Patrons of the Federation by a resolution of the Board. The term of office for a Patron shall be life except where the Patron is removed from office by a resolution of the Members in General Meeting, or where the Patron resigns his or her position. A Patron shall not attend Board meetings.

CHAIR

10. The Chair shall be appointed by the Nominations Committee in accordance with Article 18. The Chair will be appointed for a four-year term in the fourth quarter of each summer Olympic year. The Chair will be eligible to be appointed for a further period of four years (either immediately following on from the initial term or otherwise) but no individual may hold the position of Chair for more than eight years in total.

Where there are exceptional circumstances (such as facilitating succession planning) an extra year may be added to the normal maximum tenure by a resolution passed by at least 60% of the votes of the Board.

COMPOSITION OF THE BOARD

11. Subject to the provisions of these Articles the Board shall consist of a maximum of twelve Directors comprising the following positions:

- Chair
- Chief Executive Officer
- Director - Triathlon England Representative
- Director - Triathlon Scotland Representative
- Director - Welsh Triathlon Representative
- Director - International Athlete Representative
- Director - Age Group Teams Portfolio
- Independent Director - Finance Portfolio
- Four additional Independent Directors with portfolios determined by the Board

(the final seven Directors in the above list shall be referred to in these Articles as 'the Portfolio Directors').

The Board must appoint one of the independent directors to be the Senior Independent Director. The responsibilities of the Senior Independent Director will include:

- providing a sounding Board for the Chair;
- serving as an intermediary for other directors where necessary; and
- acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate.
- Leading on the process to appraise the chair's performance.

In exceptional circumstances, the Board shall be entitled to co-opt an additional director to serve for a maximum of 12 months if this is necessary to ensure the Board has the skills and/or experience necessary to fulfil its role.

12. Each National Association Board will from time to time nominate one individual to be a Director of the Federation and may from time to time and on more than one occasion remove and replace any such person appointed by them. Any nomination or removal pursuant to this article 12 shall be made by notice in writing to the Federation. Such notice must be left at or sent by post to the registered office of the Federation and the appointment or removal (as the case may be) shall take effect on the date specified in the notice.

- 12.1 The appointment of a National Association Director will follow the following process:
 - 12.1.1 National Associations, in making their nominations to the Federation Board, will have regard to the skills required of the Federation's Directors.
 - 12.1.2 The Federation's Nominations Committee will identify the skills required on the Board and person specifications and role descriptions for Directors and communicate this to each National Association.
 - 12.1.3 The National Associations will have regard to the role description and person specification, in making their nominations.
 - 12.1.4 The National Association will confirm its nomination for appointment by the Federation.
 - 12.1.5 A National Association Director must be appointed with the approval of a simple majority (50%+) of the National Association Directors.
- 12.2 Each National Association Director will serve for a term of four years and may serve for a maximum consecutive term of eight years, unless the Director serves as Chair in which case the Director may serve for one additional term of four years (i.e. 12 years in total).
- 12.3 Within the final six months of the first term of office of any National Association Director, the Board may resolve that the said Director continues in office without any further nomination.
- 12.4 If any Home Nations Director is removed pursuant to section 168 CA2006 or otherwise (for example, for breach of the British Triathlon code of conduct or on the resolutions of the Board under article 50), that Director may not be nominated for appointment by the National Association or the Nominations Committee for a period of five years.
14. There shall be a Senior International Postholder, who shall be appointed by a Nominations' Committee. This representative shall be invited to attend Board meetings when (in the opinion of the Board) specific international business requires but shall not be a Director or counted for quorum purposes.
15. The Portfolio Directors shall be appointed by a Nominations' Committee established by the Board under Article 19.
16. The Chief Executive shall be a Director by virtue of his or her office and he or she shall each resign as a Director upon ceasing to be employed as the Chief Executive of the Federation for whatever reason, to be replaced on the Board by his or her successor as Chief Executive.
17. The Portfolio Directors will be selected and appointed to the Board by a Nominations' Committee following a formal, rigorous and transparent process that is competence based and is conducted in accordance with the Federation's recruitment policy. Each Portfolio Director shall be selected according to his or her ability, experience and expertise to fulfil the specific role on the Board identified by the title of the position.

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18. The Nominations' Committee for the position of Chair shall comprise of three Independent Board Directors, one Home Nation Representative and a representative of UK Sport.

19. The Nominations' Committee for all other positions shall comprise of the Chair and at least two Independent Directors and one Home Nation Representative, provided that at all times, the Committee shall consist of a majority of Independent Directors.

The Nominations Committee will be responsible for gathering a suitable Interview Panel which shall consist of a majority of Independent Directors.

20. Regardless of the role on the Board designated to each Director by his or her title, each Director will be individually and jointly responsible with his or her fellow Directors for the management of the whole of the business and affairs of the Federation.

21. In selecting and appointing the members of the Board, the Nominations' Committee shall ensure that there shall always be at least two female and two male Directors on the Board at any time and will use best endeavours to ensure a maximum of 70% of either gender.

The Nominations Committee must seek to build a diverse and inclusive Board and shall use their best endeavours to ensure diversity is achieved.

23. The Senior International Post-holder shall be the ITU Executive Board representative (if a British Triathlon nominee holds such a post) or a current senior post-holder at ITU/ETU level nominated by the Board as the Senior International Post-holder.

24. With the exception of the Chief Executive and the Chair, each Director shall be appointed for a period of four years from the Board Meeting at which his or her appointment is confirmed but shall be subject to an assessment by an Nominations' Committee after two years in post; each Director shall be eligible for reappointment at the end of his or her respective term of office subject to the terms of Articles 9-21. Save for the Chief Executive each Director will be eligible to be appointed for a total period of eight years (whether the terms of office are consecutive or not) and no individual may hold the position of Director for more than eight years. Where there are exceptional circumstances (such as facilitating succession planning) an extra year may be added to the normal maximum tenure by a resolution passed by at least 60% of the votes for the Board.

25. The Chair shall act as the Chair of the Board from time to time but, if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present at the meeting shall choose one of their number to act as the Chair of the meeting in his or her place.

26. No Director shall be under the age of 18.

POWERS OF THE BOARD

27. The business of the Federation shall be managed by the Board, which may exercise all such powers of the Federation and do on behalf of the Federation all such acts as may be exercised and done by the Federation in addition to those

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specifically conferred on the Board in these Articles and as are not by the Act or by these Articles required to be exercised or done by the Federation in General Meetings.

28. The Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, regulations, bye-laws, policies and procedures for the carrying out of the objects and purposes of the Federation and for the administration of the Federation and for the observance of Members.
29. Alterations of the Memorandum of Association of the Federation or of these Articles shall not have retrospective effect such as to invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The alteration shall however govern what is permissible from the close of the meeting at which it is passed unless some future date has been specified.
30. If the Board shall at any time be reduced in number to less than the number of Directors prescribed by or in accordance with these Articles, it shall be lawful for those Directors remaining to continue to act as the Board for the purpose of conducting the business of the Federation until such time as Board will have appointed the relevant replacement Director or Directors.

PROCEEDINGS OF THE BOARD

31. Subject to the provisions of these Articles, the Board shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four Board meetings shall be held in each calendar year. The Chair shall chair all meetings of the Board. In the event of the Chair retiring before the end of his or her term, the other Board Directors shall elect from amongst themselves one of their number to chair Board Meetings until such time as a new Chair is appointed.
32. The Secretary shall at any time upon the request of any one or more of the Directors summon a meeting of the Board by notice served upon all of the Directors and upon the Chair.
33. The Board shall cause minutes to be made detailing those present at every meeting of the Board or of a committee of the Board and of the proceedings and resolutions passed thereat, which minutes shall be circulated to all Board or committee members (as the case may be). The minutes of Board meetings shall, once approved, be made available on the Federation's official website, subject to the Federation's confidentiality policy.
34. The quorum for meetings of the Board shall be 50% of the total number of Board members at the time of the meeting and no less than one independent Board member (which shall for the avoidance of doubt include any co-opted directors) and for any committee formed pursuant to the provisions of these Articles shall be fixed by the Board from time to time provided that it shall never be a number less than fifty per cent of the total membership of the committee. If a meeting is inquorate, the Chair of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.

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35. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by a show of hands. Each member of the Board shall be entitled to one vote. In the case of an equality of votes, the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes the Chair of the meeting shall have no second or casting vote). If at a quorate meeting, there is agreement by consensus, a formal vote need not be taken; the Chair of the meeting may declare the motion to be passed.
36. The Board may at its discretion invite people to attend any meeting of the Board to submit reports to the Board and/or advise the Board.
37. A person entitled to be present at a meeting of the Board or of a committee of the Board shall be deemed to be present for all purposes if he or she is able (directly or by electronic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is present.
38. All resolutions of the Board or acts done on the authority (or apparent authority) of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or person so acting, or that they or any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.
39. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.
40. Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Federation in relation to a matter to be discussed at a meeting of the Board or committee of the Board, that individual shall:
 - (a) declare the nature of the interest at the time or before discussion begins on the matter;
 - (b) withdraw from the meeting whilst that matter (only) is discussed, unless expressly invited to remain in order to provide information;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.
41. If a question arises at a meeting of the Board or a committee of the Board as to whether an individual has a personal interest in any matter to be dealt with at the meeting pursuant to Article 36 the question may be referred to the Chair of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.
42. If a question arises at a meeting of the Board or a committee of the Board as to whether the Chair has a personal interest in any matter to be dealt with at the

meeting pursuant to Article 38 the question may be referred to the members of the meeting and their ruling in relation to the Chair shall be conclusive of the matter.

TRIATHLON ENGLAND

43. There shall be a body established by the Federation called "Triathlon England" which shall be a division of the Federation and shall be managed by the Triathlon England Management Board. Triathlon England shall act as the national governing body with specific responsibility for managing the sport and recreation of Triathlon in England, the Channel Islands and the Isle of Man, within the budgets agreed by the Board and the TE Management Board.
44. Triathlon England shall conduct its proceedings in accordance with the Regulations adopted by the Board at the date hereof (or as amended in accordance with the relevant provisions of the Regulations) which shall apply only to those Members who have applied for and been accepted as members of Triathlon England (and not the other National Associations or their respective members). A successor body to Triathlon England operating otherwise than as a division of the Federation but fulfilling the same functions may only be established by Triathlon England following the same approval process by the members of Triathlon England as is required by the Regulations to make changes to the Regulations.

COMMITTEES AND SUB-COMMITTEES

45. The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of the Federation,

and may delegate to any such committee such powers and duties of the Board as it may think fit, including (but not limited to) the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties.
46. These committees and sub-committees will be chaired by the Director appointed to hold a portfolio in that area of activity or in the case of the ITU International Postholder's Committee by the Senior International Post Holder. Each committee will consist of no less than four and no more than eight members. At least one member from each of the National Associations must be in membership of each committee. Where a committee or sub-committee consists of four members, at least one shall be female, and one shall be male. Where a committee consists of more than four, at least two members shall be male, and two female. Subject as aforesaid, such committees shall consist of such members as the Board may think it desirable to appoint or may be elected or appointed in accordance with regulations made by the Board taking into account the position, qualifications and experience of any such person or persons and the purpose or purposes for which any such committee has been appointed or established.
47. The Board shall have the power to remove a committee member from membership of a committee or sub-committee.
48. In the exercise of the powers so delegated any committee and sub-committee so formed shall be governed by and shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time and otherwise by the provisions of these Articles for regulating the meetings and

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proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation.

DISQUALIFICATION OF DIRECTORS AND CASUAL VACANCIES

49. The office of a Director shall be vacated if:
- (a) he or she becomes bankrupt or a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors generally;
 - (b) he or she becomes of unsound mind and/or suffers from a mental disorder;
 - (c) he or she resigns his or her office by notice in writing to the Federation;
 - (d) he or she ceases to hold office by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director of the Federation;
 - (e) he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act;
 - (f) following a mid-term assessment by the Nominations Committee, in accordance with article 24, his or her performance is considered unsatisfactory and the Nominations Committee submit a written statement to the Board stating that the Director's office should be vacated; or
 - (g) he or she shall without sufficient reason for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolve that this office be vacated ("sufficient reason" for these purposes shall be judged by the Board in its absolute discretion).
- 50.
- 50.1 Any Director may be removed from office upon a resolution of not less than 75% of the Board.
- 50.2 Any resolution of the Board to remove a Director must be circulated in writing to all the Directors 21 days before the date scheduled for the meeting to consider such resolution.
- 50.3 Any Director threatened with removal under this article shall be entitled to make representations to the other Directors prior to them voting on the resolution, and that the Chair may (in his or her absolute discretion) set the form and timetable of such representations to enable efficient proceedings.

COMPANY SECRETARY

51. The Board may, but need not, appoint the Company Secretary of the Federation.
52. The Board shall have power to remove the Secretary on such terms as the Board may from time to time determine. The removal of the Secretary shall not in the case of such person being an employee of the Federation by itself terminate such person's contract of employment.

REMUNERATION AND EXPENSES

53. No Director shall receive paid remuneration for or in connection with the discharge of their duties for or on behalf of the Federation (save only for any Director who is employed by the Federation under a contract of employment).
54. All Directors shall be entitled to be reimbursed for all out of pocket, accommodation and travel expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties in accordance with any expenses policy established by the Board from time to time.

GENERAL MEETINGS

55. The Federation 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 and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the last preceding Annual General Meeting was held.
56. The National Associations shall receive notice of General Meetings. Each National Association shall be entitled to send four representatives to attend, speak and vote at General Meetings of which at least one shall be male and one female. Each National Association shall have one member vote, and only as many voices at General Meetings as the number of representatives attending up to a maximum of four persons. For the purposes of this section, and these Articles, the word "voice" shall not mean that an individual has a right to vote.
57. Individuals in membership of the National Associations may attend and speak at General Meetings of the Federation but shall not be entitled to vote.
58. The Annual General Meeting shall be held for the following purposes:
 - (a) to receive from the Board a full statement of account;
 - (b) to receive from the Board a report of the activities of the Company since the previous Annual General Meeting;
 - (c) to appoint the Company's auditors; and
 - (d) to transact such other business as may be brought before it.
59. All General Meetings other than Annual General Meetings shall be called Extra-Ordinary General Meetings.
60. The Company Secretary shall, on an order of the Board, or at the written request of any Member, convene an Extraordinary General Meeting. Such order or request must indicate the nature of the business to be transacted and shall be laid before the Chair who shall authorise the holding of an Extraordinary General Meeting within 28 days of the receipt of such order or request.
61. There shall be given at least 21 clear days' notice in writing of every Annual General Meeting and of every Extraordinary General Meeting called for the passing of a special resolution and 14 clear days' notice in writing of every other

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General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.

62. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.
63. The Chair and Directors of the Board shall be invited to attend all General Meetings. The Members may at any time require the Chair or Directors of the Board *not to attend all or any part of a General Meeting where in the opinion of a majority of those voting members attending the meeting it is desirable for the discussion and voting on any proposed resolution to take place without the presence of that Director(s) or the Chair.*

SPECIAL BUSINESS

64. Items of Special Business may be brought forward by one or more of the National Associations or by the Board. These must be submitted in writing to the Company Secretary 35 days in advance of the date of the Annual General Meeting or in the case of an Extraordinary General Meeting together with the request to hold said meeting.
65. Items of Special Business require the support of at least 75% of those members attending eligible to vote to be adopted.

PROCEEDINGS AT GENERAL MEETINGS

66. All business transacted at a General Meeting, and all business that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Company's auditors, the appointment of the auditors and the fixing of their remuneration, shall be deemed special business.
67. 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 two of the three Members shall form a quorum.
68. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of a Member, 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 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 Members present shall be a quorum.
69. The Chair shall preside as chair at every General Meeting, but if the Chair shall be absent, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the same, the Members present shall choose a person who is present to preside.
70. The Chair of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the

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- meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the 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.
71. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by those Members present and 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 Company 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.
 72. Subject to the provisions of the Act, a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which it was present shall be as valid and effective as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed on behalf of a Member and if described as a special resolution or an extraordinary resolution it shall have effect accordingly.
 73. The Chair of the meeting may vote on all matters, only where he or she is representing a Member. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote.
 74. All acts bona fide done by any General Meeting, or by any person representing a Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.

AUDITORS

75. The Board shall cause accounting records of the Federation to be kept in accordance with the provisions of Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
76. Accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
77. At the Annual General Meeting in every year the Board shall present a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board 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 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.

AUDIT

78. Once at least in every year, the accounts of the Federation shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
79. Auditors shall be appointed, and their duties regulated in accordance with the Act.

NOTICES

80. A notice may be served by the Federation upon any Member by whichever of the following methods it may in its absolute discretion determine:
- (a) personally, by handing the same to an Officer of the Member or leaving it at the principal place of business of the Member;
 - (b) by sending it through the post in a prepaid envelope addressed to the Member at its address as appearing in the Register of Members of the Federation; or
 - (c) by using electronic communications to an address for the time being notified to the Federation by the Member.
81. Unless otherwise provided for in these Articles, a Member shall send any notice or other document pursuant to these Articles to the Federation by whichever of the following methods he or she may in his or her absolute discretion determine:
- (a) by sending it through the post in a prepaid envelope addressed to the Office;
 - (b) by leaving the notice at the Office; or
 - (c) by using electronic communications to an address for the time being notified by the Federation.
82. A Board Member present at a Board Meeting shall be deemed to have been sent a proper notice of that Board Meeting.
83. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the addressee:
- (a) if sent by first class post, special delivery post or airmail on the day following that on which it was posted;
 - (b) if personally, immediately; or
 - (c) if contained in an electronic communication, at the expiration of 24 hours after the time it was sent.

INDEMNITY

84. Subject to the provisions of the Act, these Articles and the Memorandum of

Document B

Association of the Federation, every Director, the Secretary and the members of those committees and sub-committees reporting directly to the Board shall be entitled to be indemnified out of the assets of the Federation against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to the Federation, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

DISSOLUTION

85. The provisions of the Memorandum of Association that relate to the winding up and dissolution of the Federation shall have effect as if the provisions thereof were repeated in these Articles.