

# ARTICLES OF ASSOCIATION

## OF

### THE WELSH HOCKEY UNION LIMITED

#### Definitions

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 the subject or context –

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of the Company, and the regulations of the Company from time to time in force.
Hockey	Shall mean the sport of hockey in all its forms in Wales but always excluding Ice Hockey and Street/Roller Hockey.
Members	A person admitted as a member of the Union in accordance with these Articles
The Union	The above named Company.
The Board	The Board of Directors for the time being of the Company.
The President	The President of the Company for the time being elected in accordance with article 41.
The Board Chairman	The Chairman of the Board of Directors for the time being elected in accordance with article 43.
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of 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.
Club	Club shall include clubs, associations and schools

Trustees shall mean either a trustee or other authorised representative.

Where the context so requires any 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; and words importing persons shall include corporations.

Headings are inserted for convenience and do not affect the construction of these Articles.

Subject as the foresaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Union is established for the purpose expressed in the Memorandum of Association.

## **Membership**

3. The subscribers to the Memorandum of Association of the Union and such other persons as are admitted to membership in accordance with the Articles shall be members of the Union. No person shall be admitted a member of the Union unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Union an Application for membership in such form as the Directors require executed by him.
4. The Directors shall not be entitled to admit to membership of the Union any person unless they are satisfied that he is acting as a Trustee for a Club which, supports the objectives of the Union.
5. The Directors may admit as joint members two or more persons acting as Trustees for one Club, and may also register as a joint member any additional or replacement Trustee for a Club whose Trustee has already been admitted to membership, and where two or more persons are acting as Trustees for such a club the expressions 'member' and 'membership' shall be construed accordingly. Save in accordance with the provisions of this article 5 the Directors shall not admit to membership more than one person acting as Trustee for any one club.
6. A member of the Union may withdraw from the Union on giving not less than seven days clear notice to the Union. Withdrawal shall not be effective unless the Directors are satisfied that it has been executed by a person duly authorised to act on behalf of the Club whose trustees have been admitted to membership. Membership shall not be transferable.
7. The Directors may at any time remove from membership of the Union any person upon the Directors being satisfied that he or the Club which he represents is no longer fit and proper to be a member of the Union, or has ceased to exist. Any member aggrieved by such a decision shall have the right to require the Directors to convene an Extraordinary General Meeting of the Union which may be addressed at reasonable length and at the

discretion of the Meeting Chairman by the member or by a representative of the Club for which he is acting. Such a meeting shall be held at a time and place fixed by the Directors, acting reasonably, but not later than one year after the date of the expulsion in question. The decision of the Union in general meeting with respect to the expulsion shall be final and binding on all concerned.

8. The Directors may enrol as Honorary Life Members of the Union, any person who in the opinion of the Directors has given distinguished service to the sport of hockey. The Directors shall also have power to enrol as annual or life members those persons who have paid or agreed to pay such life or annual subscription to the Union as the Directors may determine. Individuals enrolled as members in any of the categories specified in this Article shall not by virtue of such enrolment have any liability to pay subscriptions, levies or other sums due to the Union, nor shall they have any right to vote at general meetings of the Union. The Directors shall also have the power, at their unfettered discretion, to remove from the roll of honorary members any person enrolled in any of the categories referred to in this Article, at any time.

### **General Meetings**

9. The Annual General Meeting of the Union shall be held each year prior to the end of February at such time and place as the Board shall determine.
10. All General Meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition provided by section 368 of the Act.
12. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or of a resolution appointing a person as a Director shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it so agreed:-
  - i) In the case of an Annual General meeting, by all the members entitled to attend and vote thereat; and
  - ii) In the case of any other meeting by a majority in the number of members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting shall specify the meeting as such. The notice shall be given to all members and to the Directors and if the Company has an Auditor at the time the notice is dispatched, to any such Auditor. The notice shall also be given to any such other organisation as specified, from time to time, by the Directors.

13. 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, at any 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, unless an appropriate Elective Resolution is in force, of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and, in the event that the Company requires and has appointed an Auditor, of the Auditors, the election of members of the Board in place of those retiring, and the appointment of and the fixing of the remuneration of, the Auditors.
15. No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members personally present shall be a quorum.
16. 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 the members, shall be dissolved. In any other case it shall stand adjourned to the same day the next week, at the same time and place, or at such other place as the Board may determine.
17. The President shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some Director, or if Director be present, or if all Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
18. The Meeting Chairman 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 days or more, notice of the 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 any adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-third of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman 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. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 19, if a poll be demanded in manner aforesaid, it shall be taken at such a time and place, and in such a manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote.
22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the questions on which a poll has been demanded.
23. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

### **Voting of Members at General Meetings**

24. Subject as hereinafter provided, every member shall have one vote.
25. Save as hereinafter provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Meeting Chairman whose decision shall be final and conclusive.
27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Registered Office of the Company not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.
31. A form of instrument appointing a proxy shall be issued with the notice of any General Meeting or poll.
32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### **Board of Directors**

33. Until and unless otherwise determined by the Company in General Meeting, there shall be a maximum of ten members of the Board and the minimum number shall be five.
34. The first members of the Board shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act. These Directors will hold office until the first Annual General Meeting of the Union
35. The Board may from time to time and at any time co-opt any person as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any person so co-opted shall hold office until the date of the next following Annual General Meeting of the Union
36. The membership of the Board shall be as follows
  - A President, appointed in accordance with Article 41.
  - Six members elected by the Annual General Meeting. At the first Annual General Meeting the two elected with the highest number of votes will be elected for three years, the next two with the next highest number of votes for two years and the next two for a period of one year. Thereafter the members of the Board will be elected each year for a three-year term. All Board members will be permitted to stand for re-election on the termination of their term of office.
  - If there are more than 2 Directors due to be elected (excluding the President) at any AGM then those elected polling the highest number of votes will be elected for 3 years with those others elected being elected for one or two years as the case may be.
  - Two players' or umpires' representatives, elected in accordance with the bye laws.
  - The Director of Hockey or such person appointed to a similar position shall be a Director while he holds such office  
Members of staff, as necessary, will attend Board meetings to advise the Board as and when required.
37. In addition the Directors may invite representatives of other organisations or individuals to meetings of the Board as non-voting advisors.

38. The Directors shall serve for a three year period, subject to clause 36 above and clause 43 below (Disqualification of Directors), including the President who shall serve in accordance with clauses 41 and 42.

### **Powers of the Board of Directors**

39. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which may have been valid if such regulation had not been made.
40. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.

### **The President**

41. The Members shall appoint at the Annual General Meeting a President from nominations received in writing. The President shall be a member of the Board of Directors, and serve for a period of three years.
42. The retiring President shall be eligible for re-appointment.

### **The Chairman**

43. The Board of Directors shall at its first meeting after the AGM elect a Chairman who shall (subject to his remaining as a Director throughout that period) hold that position for a period of three years from within their membership. At the conclusion of his period of office the person will be eligible for reselection on condition that he remains a Director. In the absence of the Chairman, the President shall Chair the meetings. If there is no Director holding any of those offices, or if the Directors holding that office are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.

### **Disqualification of Directors**

44. The Office of a Director shall be vacated -

- a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- b) If he becomes of unsound mind.
- c) If by notice in writing to the Company he resigns his office
- d) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.
- e) If under the terms of the relevant byelaws a players' representative's mandate is withdrawn.
- f) If no representative of the Director's Club holds membership of the Union.
- g) If a Director shall for nine consecutive months or more been absent from all meetings held during that period

### **Proceedings of the Board**

- 45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one half of the Directors holding office from time to time subject to a minimum of three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second and casting vote.
- 46. The Board shall meet at least six times in each calendar year. The Board will meet within 1 month of the conclusion of an Annual General Meeting.
- 47. The Board may from time to time vote or take a business decision despite the meeting being inquorate. However any such vote or decision is subject to future ratification by the Board before it is effective.
- 48. The Chairman may, and at the request of a Director, at any time, summon a meeting of the Board by notice served upon the several members of the Board.
- 49. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Board generally.
- 50. The Board may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating meetings and proceeding of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 51. From within its membership the Board shall establish permanent Committees as they consider necessary to operate areas of the Company. The Board may invite other participants to serve on these groups as it sees fit.



52. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Director.
53. The Board shall cause proper written records to be kept of all resolutions (and of the signatures). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director shall be evidence of the proceedings in agreeing to the resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
54. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

## **Accounts**

55. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
56. The accounting records shall be kept at the Registered Office, or, subject to the provisions of 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 of the Company.
57. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
58. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an Auditor for that financial year, of any such Auditor's report on

these accounts to the Auditors, if so appointed, and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 clear days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowing for laying and delivering the same.

## **Notices**

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address appearing in the register of members.
60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided in the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter contain the notice was properly addressed and put onto the post office as a prepaid first class letter.

## **Rules or Bye Laws**

62. The Board may from time to time make or amend or repeal such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular without prejudice to the generality of the foregoing it may make such Rules or Bye Laws to regulate. -
  - i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
  - iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes.
  - iv) The procedure at General Meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these presents.

- v) The appointment of panels and their procedures covering matters including but not limited to Discipline, Anti-Doping, Appeals against decisions or selection, Child and Vulnerable Adult Protection.
  - vi) The procedures for the appointment of Player Representatives
  - vi) And, generally, all such matters as are commonly the subject matter of Company rules.
63. The Company in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring the notice of the members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Article of Association of the Company. In the event that any such Rule or Bye Law is inconsistent then the Memorandum and Articles shall prevail.

### **Indemnity**

64. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other office shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Articles shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
65. The members of the Board shall have the power to purchase and maintain for any Director, officer or auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

### **Winding Up**

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

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Dated this       day of                      Two Thousand and three.

Witness to the above signatures:

Amended  
AGM January 2007