

The Companies Act 2006
Private Company Limited by Guarantee
And Not Having a Share Capital

THE ENGLAND HANDBALL ASSOCIATION LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Company Number: 7003182

Incorporated on 27 August 2009

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COMPANY NO. 7003182
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
THE ENGLAND HANDBALL ASSOCIATION LIMITED

NAME

1. The name of the company is "THE ENGLAND HANDBALL ASSOCIATION LIMITED" (the "**England Handball Association**").

REGISTERED OFFICE

2. The registered office of the England Handball Association will be situated in England.

OBJECTS AND POWERS

3. The objects of the England Handball Association are:

General

- (i) to act as the governing body for the sport of Handball in England, the Isle of Man and the Channel Islands (which territories are referred to below as "England") and as such to act as the governing body for schools handball, beach handball, wheelchair handball and colleges and universities handball and other forms recognised and governed by the International Handball Federation (IHF), the European Handball Federation (EHF) and the British Handball Association and to co-operate with other associations of Handball within Great Britain as may be appropriate and expedient and be responsible for the governance of the leagues and competitions relating to such organisations;
- (ii) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of the sport and recreation of Handball in England and to that end to co-operate with and enter into agreements with the other affiliated national associations to set out the respective roles and functions of affiliated national associations;

Encourage, foster and develop

- (iii) to encourage, foster and develop Handball in all its forms throughout England amongst all ages and sections of the population without discrimination, to promote their health, well being and participation in competitive and recreational activities;
- (iv) to encourage, foster and develop the affiliated national associations to promote and develop the sport of Handball in England;

Promotion

- (iv) to promote Handball generally in all its forms and to initiate, support and co-operate with others in proposals and activities designed to assist in the promotion of the England Handball Association's objects, including increased participation amongst young, elite, age group and recreational players;
- (vi) to liaise or collaborate with the UK government and with other governing bodies, associations, agencies and organisations (both nationally and internationally) with regard to any matter pertaining to Handball, including in particular the promotion of the sport and recreation of Handball and safety of competitors participating in Handball;

- (vii) to promote international co-operation and friendship by participation with athletes and organisations in other countries in Handball competitions and events and by encouraging the organisation of the same in England in which athletes from other countries may take part;
- (viii) to act as the representative member for England in British Handball Affairs, international affairs in relation to Handball and to affiliate to and carry out functions delegated to it by the European Handball Association (EHF), and other relevant bodies;

Olympic, Commonwealth status

- (viii) to support the aims, ideals and principles of the Olympic and Commonwealth movements and to support Olympic, Commonwealth and British Handball Association programmes for the sport of Handball and to lobby as necessary to maintain the same;

Events

- (x) to promote and organise, or assist in promoting and organising, Handball meetings, events, championships, trials, gatherings and other competitive and recreational events, and to approve facilities and arrangements for such events to be run under the auspices of the Association;
- (xi) to cooperate with and to promote a common approach by the national associations to competition rules and regulations, and minimum prescribed safety standards for events;
- (xii) to cooperate with to promote the publication of an annual programme of all events held in England for the sport of handball;

Officials / coaches

- (xiii) to oversee the selection, training and co-ordination of officials for national, European and international Handball events and events organised by the England Handball Association conducted in England;
- (xiv) to oversee the selection and training of coaches for Handball in England;

Volunteers

- (xv) to support, promote and develop the recruitment, training and recognition of volunteers to operate and assist at all levels and in all capacities (including coaching, running clubs, officiating at events and organising and assisting at events) in support of the sport and recreation of Handball;

Qualifications

- (xvi) to support, promote and develop coaching and leadership certificates for Handball and any other relevant certificates for the coaching of Handball;

Development of young elite athletes

- (xvii) to promote and develop handball performance programmes and other elite and talent Identification performance programmes for England Handball to encourage, foster and develop young handball athletes and in particular to select, support and encourage participation by young elite athletes to represent England and lead to participation in the British Handball world class programmes (and or successor programmes) at international competitions and to;
- (xviii) to exercise exclusive jurisdiction over all matters pertaining to the participation of athletes representing England and the England Handball Association in the sport of Handball at European and other international competitions;

Anti-doping

- (xix) to cooperate with the British Handball Association, the World Anti-Doping Agency (WADA) and UK Anti-Doping to adopt anti-doping policies and procedures which are compliant in all respects with the World Anti-Doping Agency (WADA) and UK Anti-Doping codes and guidelines (or any other relevant codes and guidelines);
- (xx) to be committed to preventing the use of doping and doping methods in all sports and to co-operate with the Sports Councils and other recognised bodies, organisations or agencies to ensure all practical methods are employed to this end; including in particular to establish and be responsible for the maintenance and enforcement of an anti-doping policy and rules to combat doping in Handball;

Information service

- (xxi) to provide and co-ordinate technical and other information regarding event organisation, safety, equipment design, training and coaching in the sport of Handball;
- (xxii) to encourage and foster research and development, technical improvements and the dissemination of information in all areas relating to the equipment, skills and techniques associated with Handball;
- (xxiii) to provide information and advice to the affiliated national associations and their members by means of books, periodicals, magazines, journals, leaflets, advertisements or any other appropriate methods including via the Association's official website;

Rules and regulations

- (xxiv) to make, publish and enforce rules and regulations from time to time, in conformity with those of the International Handball Federation, British Handball Association and European Handball Federation and to formulate and issue guidelines and policies concerning all forms and aspects of Handball (including competition rules), the conduct and management of any of the events referred to above and to promote the observance of the same by its Members and others participating or competing in Handball;

Commercial opportunities

- (xxv) to develop, lead and assist in commercial, marketing and public relations policies and activities for the sport of Handball in England, including in particular the sourcing and procuring of commercial support and sponsorship to assist with the funding of the Association, non-Olympic performance programmes, age group programmes, national and international competition and any other activities administered by the England Handball Association;

Assistance

- (xxvi) to provide the affiliated national associations with administration and management services as might be required by them from time to time;

Other

- (xxvii) the England Handball Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
 - (A) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property;
 - (B) to construct, maintain and alter any houses, buildings, offices or installations;
 - (C) to sell, lease, mortgage, charge or dispose of all or any part of the property or

assets of the Association;

- (D) to borrow or raise money for the objects of the England Handball Association on such terms and on such security as may be thought fit and subject to such consents as may be required by law;
- (E) to take and accept any gift of money, property or other assets whether subject to any special trust or not for any one or more of the objects of the England Handball Association;
- (F) to issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise;
- (G) to collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description for or towards all or any of the objects of the England Handball Association;
- (H) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (I) to invest Monies of the England Handball Association if 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 as may for the time being be imposed or required by law;
- (J) to establish subsidiary or associated companies and to carry on through any subsidiary or associated company any activities which the Association is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as may be thought fit;
- (K) to make any donations in cash or assets or establish or support or aid in the establishment or support of or guarantee or lend money (with or without security) to or for any charitable associations or institutions in any way connected with the purposes of the England Handball Association or calculated to further its objects;
- (L) to engage and pay any person or persons, whether on a full time or part time basis or whether as consultant or employee to supervise, organise, carry on the work of or advise the Association and to pay in return for such services rendered to the Association their salaries, wages, fees and/or pensions;
- (M) to insure and arrange insurance cover for, and to indemnify its Officers, Servants and Volunteers and those of its Members as thought fit from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (N) to subscribe to, or become a Member of, any other Association or Body whose objects are wholly or partly similar to the objects of the England Handball Association, or the establishment or promotion of which may be beneficial to the England Handball Association. Any amalgamation shall only be with the express consent of the England Handball Association in general meeting;
- (O) to initiate support and co-operate with others in proposals and activities calculated to assist in the promotion of the objects of the Association;
- (P) to pay out of the funds of the England Handball Association the costs, charges and reasonable expenses of and incidental to the formation and registration of the England Handball Association;

- (Q) to do all such lawful things as will further or are conducive and incidental to the attainment of the objects of the England Handball Association or any of them; and
- (R) to carry out all of the objects and powers of the Association in accordance with the principles of equal opportunities and without discrimination on the basis of sex, racial group, disability, marital status, sexual orientation, religion or political belief or trade union activity.

LIMITED LIABILITY

- 4. The liability of the Members is limited.

UNDERTAKING TO CONTRIBUTE TO ASSETS

- 5. Every Member of the England Handball Association undertakes to contribute to the assets of the England Handball Association, in the event of the same being wound up while the member is a Member, or within one year after the member ceases to be a Member, for payment of the debts and liabilities of the England Handball Association contracted before the member ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amounts as may be required not exceeding £1 (one pound sterling).

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE ENGLAND HANDBALL ASSOCIATION LIMITED**

INTERPRETATION

1. The regulations contained in the Model Articles of the Act shall not apply to the Association and the regulations contained in these Articles shall be the Articles of Association of the Association.

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 including any statutory modification or re-enactment thereof for the time being in force;

"Affiliated Members" means those Members who have joined the Association pursuant to Article 5(d);

"Appointments Committee" the committee established by the Board pursuant to Article 0;

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

"Association" or **"Company"** shall mean The England Handball Association Limited;

"Auditors" mean the auditors of the Association appointed from time to time in accordance with the Act;

"Board" means the Directors or any of them acting as the board of directors of the Association;

"Chairman" means the person elected from time to time by the Members to be Chairman of the Association in accordance with Article 19;

"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;

"Club Members" means those Members who have joined the Association pursuant to Article 5(c);

"Director" means a director of the Association from time to time;

"Elected Directors" means those individuals elected from time to time in accordance with Article 21 to serve on the Board pursuant to these Articles;

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

"England" means England together with the Isle of Man and the Channel Islands;

"Handball" means any sport event recognised by the International Handball Federation, European Handball Federation, British Handball Association, or the England Handball Association;

"in writing" means any form or mode of representation or reproduction of words in a visible

form;

"**Individual Members**" means those Members who have joined the Association pursuant to Article 5(a);

"**Independent**" has the meaning given in the Code for Sports Governance. Any question of whether an individual is Independent shall be determined by the Board in its absolute discretion;

"**Members**" mean the members of the Association from time to time;

"**Non Executive Director**" means an Independent person appointed from time to time pursuant to these Articles to serve on the Board;

"**Patrons**" has the meaning given to it in Article 13;

"**Recreational Club Members**" means those Members who have joined the Association pursuant to Article 5(b);

"**Registered Office**" means the registered office of the Association from time to time;

"**Secretary**" means the person appointed from time to time by the Board to be Company Secretary of the Association in accordance with Article 53.

"**Vice Chairman**" means the person appointed from time to time to be Vice Chairman of the Association in accordance with Article 20;

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 Article 3(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 Association is established for the purposes expressed in its Memorandum of Association.

MEMBERSHIP

5. Subject to Article 6, the Association shall comprise of the following membership categories (where the relevant body is an unincorporated association or club then the body in question shall put forward a nominated person to be the member on behalf of the club. The Member shall be required to act on behalf of the club it is representing):

- (a) Individual Membership – shall be available to persons who have complied with the membership regulations relating to the requirements of such membership and have been elected into membership by the Board and have paid the appropriate membership fee.

- (b) Recreational Club Membership – shall be available to clubs who have complied with the membership regulations relating to the requirements of such membership and have been elected into membership by the Board and have paid the appropriate membership fee.
 - (c) Club Membership – shall be available to clubs who have complied with the membership regulations relating to the requirements of such membership and have been elected into membership by the Board and have paid the appropriate membership fee.
 - (d) Affiliated Membership – shall be available to schools, and other bodies who have complied with the membership regulations relating to the requirements of such membership and have been elected into membership by the Board and have paid the appropriate membership fee.
6. The Association can, with approval of the Board, remove any of the membership categories listed in Article 5 and / or create new membership categories.
7. Unless with prior approval written approval any club, Individual Members or body desirous of joining or affiliating to the Association will be required to submit a form which may be obtained from the Registered Office and the Association's official website, containing such information as may be required to, lodge that together with such supporting documents as may be required by the Board along with the appropriate annual membership fees. The Board shall consider the application and may at their discretion hear verbal submissions from any applicant. The admission or affiliation of clubs, bodies or individuals shall be determined promptly by the Board that have the power to grant or refuse admission from time to time to membership and affiliation on such terms as the Board may from time to time determine (for the avoidance of doubt, admission or affiliation will not be granted until unless the following preconditions are met:
- (a) The Association is in receipt of the appropriate annual Membership fees.
 - (b) Unless with the prior written approval by the Board, all Members in accordance with Article 5 shall subscribe to the Associations child protection policies and procedures.
8. The Members shall be entitled to services and benefits as provided by the Association from time to time.
9. The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Association and any rules, regulations, policies and procedures (hereinafter referred to as "Regulations") issued by the Association from time to time whether or not they have signed a written statement to that effect.
10. The Members shall pay an annual affiliation fee to the Association as agreed annually by the Board.
11. Any Member desiring to retire shall signify such desire to the Secretary and the Member's name shall then be removed from the list of Members and he shall cease to be a Member as soon as his name is removed from the list.
12. Membership shall not be transferable and shall cease, unless otherwise determined by the Association, on the occurrence of any of the events listed below:
- (a) death of the Member; or
 - (b) bankruptcy of the Member; or
 - (c) mental incapacity of the Member; or
 - (d) failure to pay the appropriate membership fees by the Member; or

- (e) breach of the child protection policies and procedures as referred to in Article 7(b) by a Member; or
- (f) the passing down of a conviction to a Member from any official body in relation to anti-doping; or
- (g) the unanimous vote of the Members following an act of gross misconduct; or
- (h) on the compulsory or voluntary liquidation or on the appointment of a receiver or administrator of a Member.

PATRONS

13. Patrons shall be those persons who, in the opinion of the Board, warrant recognition for their services to Handball and are nominated as Patrons of the Association 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 Board, or where the Patron resigns their position.

CHAIRMAN AND VICE CHAIRMAN

14. The Chairman shall be appointed to the Board in accordance with Article 19.
15. The Vice Chairman shall be appointed to the Board in accordance with Article 20.
16. The Chairman will be appointed for a four year term. The Chairman 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 Chairman for more than eight years in total. In the event of the Chairman retiring before the end of his or her term, the other Directors shall elect from amongst themselves one of their number to chair Board meetings until such time as a new Chairman is elected at the next annual general meeting.

COMPOSITION OF THE BOARD

17. Subject to the provisions of these Articles the Board shall consist of a maximum of eleven Directors comprising the following positions (with the maximum number of positions allowed indicated):
- (a) 1 x Chairman (a Non Executive Director)
 - (b) 4 x Elected Directors (elected)
 - (c) 4 x Non Executive Directors (appointed)
 - (d) 1 x discretionary Non Executive Director (appointed)
 - (e) 1 x discretionary executive director (appointed ex officio)
- (the Director referred to at 17(d) shall be referred to in these Articles as the "**Discretionary Non Executive Director**"; the Director referred to at 17(e) shall be referred to in these Articles as the "**Discretionary Executive Director**").
18. The Discretionary Non Executive Director and the Discretionary Executive Director are optional positions, which shall be appointed in accordance with Article 23.
19. Candidates for Chairman shall be recommended to the Members by the Appointments Committee following a formal and transparent process that is conducted in accordance with the Association's recruitment policy. The Chairman will be elected through a ballot of Members at a general meeting of the Association. The Chief Executive of the Association

cannot be the Chairman.

20. The Board can propose a Vice Chairman to be appointed who must be an existing Director and shall be appointed by the Appointments Committee following a formal and transparent process that is conducted in accordance with the Association's recruitment policy.
21. The Elected Directors shall be elected through a ballot of Members at a general meeting of the Association following a formal and transparent process that is assisted by the Appointments Committee and conducted in accordance with the Association's recruitment policy.
22. The elections noted in Articles 19 and 21 shall be carried out even if there is only one candidate for the role.
23. The Non Executive Directors, Discretionary Non Executive Director and the Discretionary Executive Director will be selected and recommended by the Appointments Committee for appointment by the Board following a formal and transparent process that is conducted in accordance with the Association's recruitment policy. Each Non Executive Director and the Discretionary Executive Director shall be selected according to his or her ability, experience and expertise.
24. The Appointments Committee shall comprise of at least 3 people consisting of the Chairman (or in their absence, the Vice Chairman) or a Non Executive Director, a representative from an organisation independent to the Association and an Elected Director. The Chairman shall not participate in the Appointments Committee when it is considering the appointment of a new Chairman. A majority of the members of the Appointments Committee shall be Independent.
25. 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 Association.
26. In selecting and recommending the members of the Board, the Appointments Committee shall use its best endeavours to ensure that there shall be at least 30% representation of each gender on the Board at any time.
27. Subject to Articles 16 and 28, 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 eligible for reappointment at the end of his or her respective term of office for a further four years upon the expiry of which they must resign.
28. Any Director that has served for eight consecutive years shall not be eligible for re-election or re-appointment until four years have elapsed from the end of their term, provided that in exceptional circumstances a Director may be re-appointed for an additional term of up to one year with the unanimous consent of the Board.
29. The Chairman (or in their absence, the Vice Chairman) 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.
30. No Director shall be under the age of 18.

POWERS OF THE BOARD

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

32. 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 Association and for the administration of the Association and for the observance of Members.
33. Alterations of the Memorandum of Association of the Association 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.
34. 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 Association until such time as the Board will have appointed the relevant replacement Director or Directors.

PROCEEDINGS OF THE BOARD

35. 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.
36. 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 Chairman (or in their absence, the Vice Chairman).
37. 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 Association's official website, subject to the Association's confidentiality policy.
38. The quorum for meetings of the Board shall be 3 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 thirty percent 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.
39. 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.
40. 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.
41. 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.

42. 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.
43. 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 nine documents in the like form signed by one or more of the Directors.
44. Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Association 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.
45. 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 44 the question may be referred to the chairman of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.
46. If a question arises at a meeting of the Board or a committee of the Board as to whether the chairman has a personal interest in any matter to be dealt with at the meeting pursuant to Article 44 the question may be referred to the members of the meeting and their ruling in relation to the chairman shall be conclusive of the matter.

COMMITTEES AND SUB-COMMITTEES

47. 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 Association, including (but not limited to) an Appointments Committee and an Audit Committee, 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 subcommittees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties,

48. These committees and sub-committees will be chaired by a Director. Each committee will consist of no less than three and no more than seven members. The Board shall use all reasonable endeavours to ensure at least 30% representation of each gender on each committee. 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.
49. The Board shall have the power to remove a committee member from membership of a committee or sub-committee.
50. 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 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

51. 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) a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - (c) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (d) he or she resigns his or her office by notice in writing to the Association;
 - (e) 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 Association;
 - (f) he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act;
 - (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); or
 - (h) he or she is the Discretionary Executive Director and ceases to hold an executive position with the Association.

52. Subject to the provisions of section 168 of the Act, the Board members may by ordinary resolution remove any member of the Board before the expiration of his or her period of office, and may by an ordinary resolution appoint another suitably qualified person in his or her place.

COMPANY SECRETARY

53. The Association may have a Company Secretary. The Board shall appoint the Secretary.
54. 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 Association by itself terminate such person's contract of employment.

REMUNERATION AND EXPENSES

55. No Director shall receive paid remuneration for or in connection with the discharge of their duties for or on behalf of the Association (save only for any Director who is employed by the Association under a contract of employment).
56. All Directors shall be entitled to reasonable 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

57. 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 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.
58. Members of the Association shall receive notice of general meetings.
59. The annual general meeting shall be held for the following purposes:
- (a) roll call and appointment of tellers
 - (b) to receive from the Board a full statement of account;
 - (c) to receive from the Board a report of the activities of the Association since the previous annual general meeting;
 - (d) to appoint the Associations' auditors; and
 - (e) to transact such other business as may be brought before it.
60. All general meetings other than annual general meetings shall be called general meetings.
61. The Company Secretary shall, on an order of the Board, or at the written request of any Member entitled to vote, and who shall have the written support of no less than 25 percent of the membership entitled to vote, convene a general meeting. Such order or request must indicate the nature of the business to be transacted and shall be laid before the Chairman (or in their absence, the Vice Chairman) who shall authorise the holding of a general meeting within 28 days of the receipt of such order or request.
62. There shall be given at least 21 clear days' notice in writing of every annual general meeting and of every general meeting called for the passing of a special resolution and 14

clear days' notice in writing of every other 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 Association.

63. 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.
64. The Chairman (or in their absence, the Vice Chairman) and Directors of the Board shall be invited to attend all general meetings. The Members may at any time require the Chairman, Vice Chairman 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), Chairman or Vice Chairman. Should the Chairman (or in their absence, the Vice Chairman) be asked to leave the general meeting a new chair shall be appointed by a majority of those voting Members attending the meeting, such an appointment shall continue until the original chair returns to the general meeting.

SPECIAL BUSINESS

65. Items of special business may be brought forward by a voting Member who shall have the written support of twenty five percent of the membership entitled to vote, 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 a general meeting together with the request to hold said meeting.
66. 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

67. 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 Associations' auditors, the appointment of the auditors and the fixing of their remuneration, shall be deemed special business.
68. 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 25 percent of voting Members shall form a quorum.
69. 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 Members, 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.
70. The Chairman (or in their absence, the Vice Chairman) shall preside as chair at every general meeting, but if the Chairman (or in their absence, the Vice Chairman) 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.
71. The chair of the general 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 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.

ATTENDANCE AND VOTING OF MEMBERS

72. The voting and attendance of Members at general meetings shall be as follows:
- (a) A Club Member shall be represented by a maximum of two individuals who shall be entitled to attend and speak at any general meeting. Every Club Member shall have one vote at a general meeting to be cast by its authorised representative(s).
 - (b) Individual Members shall be entitled to attend and speak at any general meeting but shall have no vote.
 - (c) Recreational Club Members shall be entitled to be represented by a maximum of two authorised individuals. Such individuals shall be entitled to attend and speak at any general meeting but shall have no vote.
 - (d) Affiliated Members shall be entitled to be represented by a maximum of two authorised individuals. Such individuals shall be entitled to attend and speak at any general meeting but shall have no vote. Affiliated Members which are schools can only be represented by individuals 18 years old and over.
73. 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 entitled to vote, unless a poll is called in accordance with the Articles.
74. A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
75. A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
76. A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
77. A declaration by the chairman of the general 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.
78. Subject to the provisions of Article 79, if a poll is demanded pursuant to the Articles, it may

be taken immediately or at such time and place, and in such manner, as the chairman of the meeting shall direct as long as it is held within 30 days of the general meeting at which the poll was demanded, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. If the date and time of the poll is not determined at the general meeting at which the poll was requested then the chairman shall give the Members at least 7 clear days' notice of the date the poll.

79. No poll shall be demanded on the election of a chairman of a meeting, or on a question of adjournment.
80. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
81. 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 be entitled to a second or casting vote.
82. 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.
83. No Member shall be entitled to vote at any general meeting unless all appropriate membership fees have been paid to the Association.
84. Any Member entitled to vote at a general meeting shall be entitled to appoint another person (whether a Member or not) as their proxy to attend and vote instead of the Member and any proxy so appointed shall have the same right as the Member to speak at the meeting.
85. On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly appointed in writing, or if the appointor is a Club Member and / or a corporation, either under seal or under the hand of an Officer or an attorney duly authorised. A proxy may not be a Member.
86. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notariarily certified copy of that power of authority shall be deposited at the Registered Office or at such other place within England as is specified for that purpose in the notice convening the meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be as valid.
87. Where it is desired to afford Members an opportunity to vote for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstance admit:

"England Handball Association

I/we the [official representative name(s)] of [club/organisation Name] being a member of the England Handball Association, hereby appoint [proxy name] of [proxy address] or failing him [alternate proxy name] of [alternate proxy address] as our proxy to vote for us on our behalf at the (annual or Extraordinary as the case may be) general meeting of the England Handball Association to be held on the [] day of [] 20[] , and at any adjournment thereof:

Resolution []: This form is to be used in favour of/against the Resolution,

Resolution []: This form is to be used in favour of/against the Resolution,

Resolution []: This form is to be used in favour of/against the Resolution,

Unless otherwise instructed, the proxy shall vote as he thinks fit.

Signed this day of 20 "

Signature;
Official Position;

88. Subject to the provisions of sections 288, 289, 296, and 355 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.

AUDITORS

89. The Board shall cause accounting records of the Association to be kept in accordance with Section 386 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
90. Accounting records shall be kept at the Office or, subject to Section 388 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.
91. 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, 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

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

NOTICES

94. A notice may be served by the Association 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 Association; or
 - (c) by using electronic communications to an address for the time being notified to the Association by the Member.
95. Unless otherwise provided for in these Articles, a Member shall send any notice or other document pursuant to these Articles to the Association 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 Registered Office;
 - (b) by leaving the notice at the Registered Office; or
 - (c) by using electronic communications to an address for the time being notified by the Association.
96. A Board member present at a Board meeting shall be deemed to have been sent a proper notice of that Board meeting.
97. 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

98. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Association, 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 Association 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 Association, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

DISTRIBUTIONS

99. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Associations' memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of distribution, bonus or otherwise howsoever by way of profit to the Members save upon a winding up whereupon any surplus assets will be distributed to the other affiliated sub group national associations in England with similar objects in the proportion to the size of their membership.

AMENDMENT OF THE ARTICLES

100. These Articles shall only be amended in accordance with the Act.