

The Companies Acts
A PRIVATE COMPANY LIMITED BY GUARANTEE
(not having a share capital)
ARTICLES OF ASSOCIATION
of
SPECIAL OLYMPICS GREAT BRITAIN
adopted by a special resolution dated 27th September 2018

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms and interpretation

- 1.1 In the articles, unless the context requires otherwise the following words in bold text have the meaning given below:

“Act” means the Companies Act 2006;

“articles” means the company’s articles of association;

“Associates” means a body of persons, based in any part of Great Britain or the Channel Islands affiliated to the Charity under Licence Agreement to carry out year round sports training and competitions for individuals with a learning disability and who agree to abide by such rules and regulations as the Charity may from time to time prescribe in respect of such bodies or persons.

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Board" means the Board of Directors for the time being of the Charity;

“Board Sealing Committee” means a committee which may consist of one or more committee members and may include the directors and secretary together with any other person appointed by the directors, the quorum for which shall be one committee member, and which is authorised by the directors for the purpose of approving the affixing of the common seal of the company to any document;

"Branch" means a body of persons, based in any part of Great Britain or the Channel Islands which provides year round sports training and competitions for individuals with a learning disability and who agree to abide by such rules and regulations as the Charity may from time to time prescribe in respect of such bodies or persons.

“chairman” has the meaning given in article 11;

"Charity" means Special Olympics Great Britain (who may make charges for its services);

“Chief Executive” means an executive responsible for the day to day running of the Charity, upon such terms as the directors may in their discretion determine. Such position need not be a Director of the company;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Executive Committee” means the standing committee of the Board of Directors constituted in accordance with the Board of Directors approved Terms of Reference.

“instrument” means a document in hard copy form;

“NAC” means the National Advisory Council of the Charity as may be constituted;

“register of members” means the register of members of the Charity for the time being;

“Treasurer” or “Honorary Treasurer” means the position of Treasurer upon such terms as the directors may in their discretion determine. Such position need not be a Director of the company;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 The relevant model articles (within the meaning of section 20 of the Act) are excluded.
- 1.3 Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Act as in force on the date when the articles become binding on the company.
- 1.4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force.
- 1.5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations.

MEMBERSHIP

1. (1.1) There shall be no maximum number of persons who may be admitted to membership of the Charity.
 - (1.2) The Members shall comprise:
 - (a) individual(s) representing each Branch only (which for the avoidance of doubt does not include Associates) as nominated from time to time by that Branch; and
 - (b) each Director
 - (1.3) If a person shall be a Member of the Charity in more than one capacity under Article 1(2) he shall nevertheless be deemed to be a single Member for the purposes of voting and otherwise.
 - (1.4) Every application for Membership shall be made in accordance with such regulations as the Board may from time to time prescribe.
 - (a) The Board may suspend or reject or terminate any persons membership for any breach of any rule of Special Olympics Great Britain or Special Olympics International or for any alleged breach. The Board shall not be obliged to give any reasons for its decisions
 - (b) In the event of any suspension rejection or termination of any membership by the Board the (former) member in question may within 14 days (time to be of the essence) appeal in writing to the Secretary requiring the Board to consider his or her application. The Board shall then do so at the next Board Meeting (but shall not be obliged to call any additional Board Meeting to consider such an application and thereafter will notify the (former) member in question in writing of its decision. In no case shall the Board be obliged to give any reasons for its decision.
 - (1.6) A list of all members shall be retained at the Registered Office of the Charity.
 - (1.7) Any Member may resign from the Charity by giving notice in writing to the Secretary at the Registered Office of his intention to resign and such resignation shall take effect automatically on the date on which such notice was received.
 - (1.8) (a) A Branch may nominate one or more members according to its size up to a maximum of 3 on the basis of: up to 50 registered athletes, coaches and volunteers - 1 member may be nominated; 51-100 registered athletes, coaches and volunteers - up to 2 members may be nominated; and over 100 registered athletes, coaches and volunteers - up to 3 members may be nominated.
 - (b) Each Branch nominating one or more Members in accordance with Article (1.8) (a) shall as a condition of such Membership pay to the Charity such annual subscription as the Board may from time to time prescribe and if none shall be prescribed in any year, the subscription payable in the previous year shall apply. Such subscriptions shall be payable by 1st October in each year and in the event of any Branch failing to make payment by 30th December of that year, the Membership of the persons nominated by such Branch shall lapse and pending payment of the subscription the Branch shall have no voting rights.

ASSOCIATES

2. 2.1 The Directors may arrange for a class of persons (known as Associates) who shall not be or become Members of the Charity but shall affiliate under Licence to the Charity.

2.2 Associates shall pay to the Charity such annual subscription as the Directors may from time to time prescribe. If none shall be prescribed in any year, the subscription payable shall be the same as that payable in the prior year. Such subscriptions shall be payable by 1st October in each year and in the event of any Associate failing to make payment by 30th December of that year, the affiliation shall lapse.

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

4. Members' reserve power

- 4.1 The members may, by special resolution (being a positive vote by 75% of the members voting), direct the directors to take, or refrain from taking, specified action.

- 4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

- 5.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

5.1.1 to such person or such committee consisting of one or more persons;

5.1.2 by such means (including by power of attorney);

5.1.3 to such an extent;

5.1.4 in relation to such matters or territories; and

5.1.5 on such terms and conditions

as they think fit. The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors.

- 5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- 5.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

- 6.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 6.2 A member of a committee need not be a director.
- 6.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.
- 6.4 A National Advisory Council may be constituted as the Directors may from time to time determine. Such Committee's terms and constitution shall be available upon request to members.

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

- 7.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a written resolution.
- 7.2 If the company only has one director, the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.
- 7.3 Where a director is a corporation, a director or the secretary of the corporation shall be deemed to be a duly authorised representative of the corporation for the purposes of attending any meeting of directors and signing any resolution or otherwise indicating the view of the corporation on the matter.

8. Calling a directors' meeting

- 8.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- 8.2 Notice of any directors' meeting must indicate its proposed date, time and location and, if the directors participating in the meeting might not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 8.3 Notice of a directors' meeting shall be given to each director in the manner agreed by the directors (including by electronic means) provided that, if that director is for the time being absent from the United Kingdom, he has given the company his address for sending or receiving documents or information by electronic means outside the United Kingdom.
- 8.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

9. Participation in directors' meetings

- 9.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
 - 9.1.1 the meeting has been called and takes place in accordance with the articles, and

- 9.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 9.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 9.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 10. Quorum for directors' meetings**
- 10.1 At a directors' meeting, if a quorum is not participating, no proposal is to be voted on, except a proposal to call another meeting.
- 10.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is four or one third of the Board whichever is the greater, provided that:
- 10.2.1 if and so long as there is only one director the quorum shall be one; and
- 10.2.2 for the purposes of any meeting held pursuant to article 14 to authorise a director's conflict, if there is only one director besides the director concerned and directors with a similar interest, the quorum shall be one.
- 10.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
- 10.3.1 to appoint further directors, or
- 10.3.2 to call a general meeting of the member(s) so as to enable the member(s) to appoint further directors
- 11. Chairing of directors' meetings**
- 11.1 The directors may appoint a director to chair their meetings generally, who shall be known as the chairman.
- 11.2 The directors may terminate the chairman's appointment as chairman at any time.
- 11.3 If no director has been appointed chairman, or the chairman does not wish to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint a vice chairman or one of themselves to chair it.
- 12. Casting vote**
- 12.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 12.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 13. Directors' interests**
- 13.1 Except to the extent that article 14 applies or the terms of any authority given under that article otherwise provide, and without prejudice to such disclosure as is required under the Act, a director may be a party to, or otherwise interested in, any transaction or arrangement with the company and shall be entitled to participate in the decision-making process for quorum and

voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company.

14. Conflicts of interest

- 14.1 Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may, notwithstanding his office or that, without the authorisation conferred by this article 14.1, he would or might be in breach of his duty under the Act to avoid conflicts of interest, be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the company, or promoted by the company or by any undertaking in the same group as the company, or in which the company or any undertaking in the same group as the company is otherwise interested.
- 14.2 No director shall:
- 14.2.1 by reason of his office, be accountable to the company for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 14.1 (and no such benefit shall constitute a breach of the duty under the Act not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit);
 - 14.2.2 be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 14.1; or
 - 14.2.3 be required to disclose to the company, or use in relation to the company's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 14.1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection.
- 14.3 A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
- 14.4 The directors may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty under the Act to avoid conflicts of interest, and any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of such a conflict provided that:
- 14.4.1 such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of the articles, except that the director concerned and any other director with a similar interest:
 - (a) shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration;
 - (b) may, if the other directors so decide, be excluded from participating in the decision-making process while the conflict is under consideration; and

- (c) shall not vote on any resolution authorising the conflict except that, if any such director does vote, the resolution will still be valid if it would have been agreed to if his votes had not been counted; and

14.4.2 where the directors give authority in relation to such a conflict:

- (a) they may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the director concerned and any other director with a similar interest as they may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the directors or otherwise) related to the conflict;
- (b) the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed from time to time by the directors in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so;
- (c) the authority may provide that, where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence;
- (d) the authority may also provide that the director concerned or any other director with a similar interest shall not be accountable to the company for any benefit that he receives as a result of the conflict;
- (e) the receipt by the director concerned or any other director with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Act not to accept benefits from third parties;
- (f) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (g) the directors may withdraw such authority at any time.

14.5 Subject to article 14.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive.

14.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. Resolutions in writing

15.1 A written resolution, circulated to all directors in accordance with any procedures for notification and timescale of response to such resolution as agreed by the directors, which is then signed or confirmed by electronic means by the minimum number of directors (normally four directors) required to make a directors' meeting or a meeting of a committee quorate (and forming the majority of those actually voting) is just as valid and effective as a resolution passed by those directors at a meeting or committee meeting which is validly called and held.

16. Records of decisions to be kept

- 16.1 The directors must ensure that the company keeps a record, in hard copy form, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

17. Directors' discretion to make further rules

- 17.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

18. Methods of appointing and removing directors

- 18.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

18.1.1 by ordinary resolution of the members;

18.1.2 by a majority decision of the directors.

- 18.2 A person ceases to be a director as soon as:

18.2.1 notification is received by the company from the director that he is resigning from office as director, and such resignation has taken effect in accordance with its terms;

18.2.2 a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally in satisfaction of his debts;

18.2.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;

18.2.4 a registered medical practitioner who is treating him gives a written opinion to the company stating that the director has become physically or mentally incapable of acting as a director and may remain so for more than three months or, by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights that he would otherwise have;

18.2.5 without the permission of the other directors, he is absent from directors' meetings for six consecutive months (whether or not an alternate appointed by him attends) and the other directors resolves that his office is vacated;

18.2.6 he ceases to be a director by virtue of the Act or is prohibited by law from being a director or is removed from office under the articles;

18.2.7 notice in writing that he is to vacate office executed by or on behalf of all the directors other than him, or any alternate for him who is not an alternate for another director or himself a director, is delivered to the company at its registered office or tendered at a meeting of the directors. Separate notices in substantially the same form each executed by or on behalf of one or more of those directors shall together be as effective as a single notice signed by all of them; or

18.2.8 his contract of service as a director expires or is terminated without being renewed within 14 days.

18.2.9 As required by Special Olympics Inc. General Rules, a director has served the maximum term of nine consecutive years unless extended under the terms of Special Olympics Great Britain's governing documents.

- 18.3 In exceptional circumstances a person can be extended as a director beyond the maximum term for an period of one (1) year, this one year extension can be repeated up to a maximum of two (2) separate individual years beyond the maximum, the person be extended as a director:

18.3.1 by ordinary resolution of the members; or

18.3.2 by a majority decision of the directors

19. Appointments

- 19.1 The directors shall consist of the chairman, the vice chairman, three members from the NAC appointed annually by the NAC (being one representative from each of England, Wales and Scotland), one registered Special Olympics athlete and such other persons drawn from business, sport and other areas of relevance and expertise as shall be appointed as directors by the Board.
- 19.2 The total number of directors shall not be greater than fifteen (15) and a minimum of 25% of the total number of directors shall be independent.
- 19.3 The chief Executive, secretary and treasurer need not be directors.
- 19.4 Only directors shall be entitled to vote at directors meetings.

20. Directors' remuneration

- 20.1 Directors may undertake any services for the company that the directors decide.
- 20.2 Directors are entitled to such remuneration as the Charity may in its sole discretion determine:
- 20.2.1 for their services to the company as directors; and
- 20.2.2 for any other service which they undertake for the company

and such remuneration shall be divided between the directors in such proportions and in such manner as they may unanimously determine or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of the year or other period in which he has held office.

- 20.3 Any director who is appointed to any executive office or at the request of the directors serves on any committee or devotes special attention to the business of the company shall receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the Charity may determine in addition to or in lieu of any remuneration paid to, or provided for, such director by or pursuant to any other of the articles.

21. Directors' expenses

- 21.1 The company may, at the discretion of the Charity, pay any reasonable expenses which the directors (and the alternate directors and any company secretary) properly incur in connection with their attendance at:
- 21.1.1 meetings of directors or committees of directors;
- 21.1.2 general meetings of members

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

ALTERNATE DIRECTORS

22. Appointment of alternate directors

22.1 A Director may not appoint as an alternate any other director, or any other person, to:

22.1.1 exercise that director's powers; and

22.1.2 carry out that director's responsibilities

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.

GENERAL MEETINGS

23. General Meetings

23.1 The Charity may in each year hold a General Meeting as its Annual General Meeting ("AGM") in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one AGM of the Charity and that of the next. Each AGM shall be held at such time and place as the Board shall appoint.

(2) All General Meetings other than AGMs shall be called General Meetings ("GM").

(3) The Board may, whenever either of them thinks fit, convene a GM, and GMs shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as is provided by the Act.

(4) An AGM and a meeting called to pass a Special Resolution shall be called by a minimum of 21 clear days notice. A General Meeting may be called by a minimum of 14 days' clear days notice. Notices of meetings shall be forwarded to each applicable Member at his last known address. The notice shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business.

Provided that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

(a) in the case of a meeting called as the AGM, by all the Members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.

(5) 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 the proceedings at that meeting.

23.2. PROCEEDINGS

(1) All business shall be deemed special that is transacted at a GM, and also all that is transacted at an AGM with the exception of the consideration of the accounts, balance sheets, and the reports of the Charity and of the Auditors, and the appointment, and the fixing of the remuneration of the Auditors.

(2) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be four persons present in person or by proxy.

(3) If within half an hour from the time appointed for the 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 to such other day and at such other time and place as the Charity may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

(4) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting. If there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, the Vice Chairman shall be Chairman of the meeting, and if he is also not present the Members of the Board present shall elect one of their number to be Chairman of the meeting.

(5) If at any meeting no member of the Board is willing to act as Chairman or, if no such member is present within fifteen minutes after the time appointed for the meeting, the Members present shall choose one of their number to be Chairman of the meeting.

(6) The 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 as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

(7) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of voting cards held by Members present in person or by proxy unless a poll is (before or on the declaration of the result of the show of cards) demanded (a) by the Chairman or (b) by Members present in person or by proxy representing not less than one half of the total voting rights of all the Members. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of voting cards been carried, or carried unanimously or by a particular majority, or lost and an entry to that effect in the minute book of the Charity 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.

(8) If a poll is duly demanded it shall be taken at such time and place and in such 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.

(9) No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

(10) In the case of an equality of votes, whether on a show of voting cards or on a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

(11) 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 a poll has been demanded.

(12) The Chairman of a General Meeting shall have absolute control over the proceedings of the meeting and his decision on any procedural matter relating to the meeting shall be final.

(13) 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 (or

being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held.

(14) General Meetings of the Charity shall be conducted in accordance with such standing orders as the Board may prescribe from time to time save that in the event of any inconsistency between such standing orders and these Articles the latter shall prevail.

C. VOTES OF MEMBERS AND PROXIES

(1) Every Member shall be entitled to attend General Meetings and to have **one** vote each on all matters arising therefrom.

(2) On a show of voting cards and on a poll, votes may be given either personally or by proxy. A proxy need not be a Member of the Charity.

(3) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.

(4) A proxy for a Member nominated by a branch shall be appointed from the Region in which the branch is located.

(5) No instrument appointing a proxy shall be valid unless completed in the handwriting of and signed and dated by the Member appointing the proxy.

(6) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office not less than forty-eight hours before the time appointed for the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be treated as void. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

(7) 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 of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used

ADMINISTRATIVE ARRANGEMENTS

24 Means of communication to be used

24.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in electronic or hard copy form or any way in which the Act provides for documents or information to be sent or supplied by or to the company.

24.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

24.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

25. Company seals

- 25.1 Any common seal may only be used by the authority of the directors or of a committee.
- 25.2 The directors may decide by what means and in what form any common seal is to be used and may authorise any person or its Board Sealing Committee to use the seal.
- 25.3 For the purposes of this article, the following persons may be so authorised:
- any director of the company;
- the company secretary (if one is appointed); or
- any person or member of a Board Sealing Committee authorised by the directors for the purpose of signing or authenticating any document to which the common seal is affixed.

26. “Chief Executive” and other executive posts

- 26.1 Subject to the Act, the directors may appoint a “Chief Executive” or other executive position for such term, at such remuneration and upon such conditions as the directors may think fit; and any “Chief Executive” so appointed may be removed by the directors.

27. “Secretary” and “Treasurer”

- 27.1 Subject to the Act, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit; and any company secretary (or joint secretary) so appointed may be removed by the directors.
- 27.2 Subject to the Act, the directors may appoint a treasurer (or two or more persons as joint treasurers) for such term, at such remuneration and upon such conditions as the directors may think fit; and any treasurer (or joint treasurer) so appointed may be removed by the directors.

DIRECTORS’ INDEMNITY AND INSURANCE

28. Indemnity

- 28.1 Subject to the articles (but without prejudice to any indemnity which a director or other officer is otherwise entitled):
- 28.1.1 any director or other officer may be indemnified out of the company’s assets to whatever extent the directors may determine against:
- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or the Charity,
 - (b) any liability incurred by that officer in connection with the activities of the company or a group undertaking in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
 - (c) any other liability incurred by that officer as an officer of the company or a group undertaking; and
- 28.1.2 the company shall provide funds to meet expenditure incurred or to be incurred by that officer in defending any criminal or civil proceedings in connection with any alleged

negligence, default, breach of duty or breach of trust by him in relation to the company or any of its group undertakings, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable the officer to avoid incurring such expenditure.

- 28.2 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Act or by any other provision of law.

29. Insurance

- 29.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any director or other officer in respect of any relevant loss.
- 29.2 In this article, a **relevant loss** means any loss or liability which has been or may be incurred by a director or other officer in connection with that officer's duties or powers in relation to the company, any of its group undertakings or any pension fund or employees' share scheme of the company or of any of its group undertakings.

30. Accounts

- 30.1 The Board shall cause accounting records to be kept in accordance with the Act.
- 30.2 The accounting books shall be kept at the registered office of the Charity, 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 inspection by the Board.
- 30.3 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 accounts and books of the Charity or any of them shall be open to the inspection of members not being a member of the Board, and no member (not being a member of the Board) shall have any right to inspect any account or book or document of the Charity except as conferred by statute or authorised by the Board or by the Charity in a general meeting.
- 30.4 At the AGM in every year, the Board shall lay before the Charity a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than ten months before such meeting, 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 twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting as required by the Act.
- 30.5 The Board shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and return and its transmission to the commissioners.

The Companies Acts

A PRIVATE COMPANY LIMITED BY GUARANTEE

(without share capital)

ARTICLES OF ASSOCIATION

of

SPECIAL OLYMPICS GREAT BRITAIN