



Articles for Badminton Wycombe Management Committee

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BACKGROUND & OBJECTIVES

1) Defined terms

In the articles, unless the context requires, otherwise:

“articles” means the Badminton Wycombe Management Committee Constitution;

“Badminton Wycombe” means the trading name of Wycombe Badminton Centre Limited;

“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;

“chairman” has the meaning given in article 15;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“committee” means the Badminton Wycombe Management Committee

“committee member” means a member of the committee, and includes any person occupying the position of a committee member by whatever name called;

“committee member’s partner” means the spouse or person with whom they are in a relationship that resides at the permanent residential address of the committee member.

“company” means Wycombe Badminton Centre Limited;

“company articles” means the Articles for Wycombe Badminton Centre Limited by Guarantee;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

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

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” means a member of the company with the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 13;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the committee.

2) Background

- Badminton Wycombe is a complex company with a diverse and changing membership.
- The company needs sufficient expertise in terms of leadership and people across which to share work, to ensure the objectives of the company are achieved and the membership fairly represented.



- Not all people with desired expertise / representation wish to formally become legal directors of the company, but the directors feel that this should not be an impediment in terms of enabling them to formally support the company.
- The Badminton Wycombe Management Committee is set up to create an expanded leadership team, beyond the directors, to provide such expertise, representation and work sharing.
- The committee is set up to act as a committee with delegated powers almost equal to that of the directors, with safeguards in place to protect the directors due to their legal liabilities as directors of a Limited Company by Guarantee.

3) Objectives

- (1) The committee and the committee members must act in the way s/he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to
 - (a) the likely consequences of any decision in the long term,
 - (b) the interests of the company's employees,
 - (c) the need to foster the company's business relationships with suppliers, customers and others,
 - (d) the impact of the company's operations on the community and the environment,
 - (e) the desirability of the company maintaining a reputation for high standards of business conduct,
 - (f) the need to act fairly as between members of the company,
 - (g) the objectives for which the company is established, and
 - (h) the non profit making status of the company

4) Formation of the committee

- (1) The committee is formed as a “committee” under sections 8 and 9 of the company’s articles and is bound by these articles.
- (2) The number of committee members shall be set from time to time by the directors but shall never be less than three, unless dissolved under article 5.
- (3) Subject to the articles, the committee has been delegated all director powers with the exception of:
 - (a) the power to form this committee;
 - (b) the power to dissolve this committee, and
 - (c) the power to authorise those to whom they have delegated powers to further delegate powers.

these powers remain vested in the directors.

5) Dissolution of the committee

- (1) The committee and the committee members’ delegated powers will remain in effect until such time as:
 - (a) all committee members are directors;
 - (b) there are no committee members remaining;
 - (c) by ordinary resolution;
 - (d) by a decision of the directors, subject to paragraph (2);
- (2) The directors may dissolve the committee according to paragraph (1)(d) if a decision by the committee, if enacted, would:
 - (a) have legal liability implications with respect to the directors;
 - (b) in the opinion of the directors contravene the objectives of the company as set out in article 2. of the company’s articles; or
 - (c) in the opinion of the directors contravene the non profit making status of the company as set out in article 3. of the company’s articles.
- (3) Dissolution of the committee subject to (1)(d) may occur:
 - (a) at any time during a committee meeting; or
 - (b) up to 48 hours after the minutes of the meeting have been communicated to the committee.
- (4) Dissolution of the committee subject to (1)(d) has the effect as if:
 - (a) the committee meeting had never occurred; or



- (b) a specific decision of the committee had never occurred.

6) *Suspension of a committee discussion /decision*

- (1) Participating director(s) may suspend a committee discussion and / or decision, by simple majority, if a decision by the committee, if enacted, would:
 - (b) have legal liability implications with respect to the directors;
 - (c) in the opinion of the director(s) contravene the objectives of the company as set out in article 2. of the company's articles; or
 - (d) in the opinion of the director(s) contravene the non profit making status of the company as set out in article 3. of the company's articles.
- (2) Suspension of a committee discussion and / or decision according to paragraph (1) may occur at any time during a committee meeting.
- (3) Suspension of the committee according to paragraph (1)(e) has the effect of:
 - (b) pausing a specific committee discussion;
 - (c) pausing the enactment of a decision of the committee.

The committee remains free to continue with other business during the suspension of the specific discussion and / or decision.

- (4) The committee discussion and / or decision remains suspended until
 - (b) the next committee meeting; or
 - (c) a decision by directorswhichever is sooner.

COMMITTEE MEMBERS' POWERS & RESPONSIBILITIES

7) *Committee members' general authority*

Subject to the articles, the committee members are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company, in line with article 8. of the company's articles.

8) *Committee members may delegate*

- (1) Subject to the articles, the committee members may delegate any of the powers which are conferred on them under the articles
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;

as they think fit.

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

- (3) The committee and / or directors may revoke any delegation in whole or part, or alter its terms and conditions.

9) *Sub-committees*

- (1) Sub-committees to which the committee members 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 committee members.

- (2) The committee members may make rules of procedure for all or any sub-committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION MAKING BY THE COMMITTEE

10) Committee members to take decision collectively

- (1) The general rule about decision-making by committee members is that any decision of the committee members must be either a majority decision at a meeting or a decision taken in accordance with article 9.
- (2) If:
 - (a) the company only has one committee member, and
 - (b) no provision of the articles requires it to have more than one committee member, the general rule does not apply, and the committee member may take decisions without regard to any of the provisions of the articles relating to committee members' decision-making.

11) Unanimous decisions

- (1) A decision of the committee members is taken in accordance with this article when all eligible committee members indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible committee member or to which each eligible committee member has otherwise indicated agreement in writing.
- (3) References in this article to eligible committee members are to committee members who would have been entitled to vote on the matter had it been proposed as a resolution at a committee members' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible committee members would not have formed a quorum at such a meeting.

12) Calling a committee meeting

- (1) Any committee member may call a committee members' meeting by giving notice of the meeting to the committee members or by authorising the company secretary (if any) to give such notice.
- (2) Notice of any committee members' meeting must indicate
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that committee members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a committee members' meeting must be given to each committee member, but need not be in writing.
- (4) Notice of a committee members' meeting need not be given to committee members who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 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.

13) Participation in a committee meeting

- (1) Subject to the articles, committee members participate in a committee members' meeting, or part of a committee members' meeting, when
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether committee members are participating in a committee members' meeting, it is irrelevant where any committee member is or how they communicate with each other.
- (3) If all the committee members 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.

14) Quorum of committee meetings

- (1) At a committee members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for committee members' meetings may be fixed from time to time by a decision of the committee members, but it must:
 - (a) never be less than three; and
 - (b) include at least one director.
- (3) If the total number of committee members for the time being is less than the quorum required, the committee members must not take any decision other than a decision:
 - (a) to appoint further committee members, or
 - (b) to call a general meeting so as to enable the members to appoint further committee members.

15) Chairing of committee meetings

- (1) The committee members may appoint a director to chair their meetings.
- (2) The person so appointed for the time being is known as the chairman.
- (3) The committee members may terminate the chairman's appointment at any time.
- (4) If the chairman is not participating in a committee members' meeting within ten minutes of the time at which it was to start, the participating committee members must appoint one of themselves to chair it.

16) Casting vote

- (1) If the numbers of votes for and against a proposal are equal, the chairman or other committee member chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.

17) Conflicts of interest

- (1) If a proposed decision of the committee members is concerned with an actual or proposed transaction or arrangement with the company in which a committee member is interested, that committee member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a committee member who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
 - (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a committee member from being counted as participating in the decision-making process;
 - (b) the committee member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the committee member's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article, the following are permitted causes
 - (a) a guarantee given, or to be given, by or to a committee member in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and committee members or former employees and committee members of the company or any of its subsidiaries which do not provide special benefits for committee members or former committee members.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any committee members' meeting or part of a committee members' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of committee members or of a committee of committee members as to the right of a committee member 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 committee member other than the chairman is to be final and conclusive.

- (7) 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 committee members 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.

18) Speaking by directors and non-committee members

- (1) Directors may attend and speak at committee meetings, whether or not they are committee members.
- (2) The chairman of the meeting may permit other persons who are not committee members to attend and speak at a committee meeting.

19) Records of decisions to be kept

The committee members must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the committee members.

20) Committee members' discretion to make further rules

Subject to the articles, the committee members 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 committee members.

APPOINTMENT OF COMMITTEE MEMBERS

21) Method of appointing committee members

- (1) All directors are committee members as of right
- (2) Any person who is willing to act as a committee member, and would be permitted by law to act as a director, may be appointed to be a committee member:
 - (a) by ordinary resolution; or
 - (b) by a decision of the committee members.

22) Termination of committee members appointment

- (1) A person ceases to be a committee member as soon as:
 - (a) that person ceases to be a committee member by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
 - (e) 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;
 - (f) notification is received by the company from the committee member that the committee member is resigning from office, and such resignation has taken effect in accordance with its terms.
 - (g) they cease to be a director, if they were appointed as a committee member by article 21(1).
 - (h) by ordinary resolution a general meeting where:
 - (i) at least 28 days notice of the resolution has been provided;
 - (ii) the members have been notified at least 14 days in advance of the general meeting of the resolution; and
 - (iii) the committee member has been provided with the right to be heard on the resolution at the meeting.



23) Committee members' remuneration

- (1) Committee members may undertake any services for the company that the committee decide
- (2) Committee members are not entitled to remuneration for their services to the company as committee members other than:
 - (a) the granting of membership for free to themselves and the committee member's partner.

24) Committee members' expenses

The company may pay any reasonable expenses which the committee members properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

ADMINISTRATIVE ARRANGEMENTS

25) Means of communication

- (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a committee member in connection with the taking of decisions by committee members may also be sent or supplied by the means by which that committee member has asked to be sent or supplied with such notices or documents for the time being.
- (3) A committee member may agree with the company that notices or documents sent to that committee member 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.