

THE COMPANIES ACTS 1985 AND 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
THE BRITISH HANDBALL ASSOCIATION**

INTERPRETATION

1. The regulations contained in Table C 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 as modified by statute or re-enactment from time to time;

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

the Association means The British Handball Association, a private company limited by guarantee and incorporated in England and Wales on 2 August 1987 with company number 2175919;

Auditors means the auditors of the Association appointed from time to time;

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

clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

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

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

England Handball means English Handball (a company limited by guarantee with registration number 07003182) being the governing body responsible for Handball in England (including the Channel Islands and the Isle of Man);



Scottish Handball means the Scottish Handball Association (a company limited by guarantee with registration number SC308536) being the governing body responsible for Handball in Scotland;

Governing Bodies means the England Handball Association and the Scottish Handball Association, or any successor body, in either case being the bodies responsible for Handball in their respective country;

Great Britain includes the Isle of Man and the Channel Islands;

Handball means any event recognised by the International Handball Association or the Association;

Independent Director means an individual who is independent of England Handball and Scottish Handball and holding no appointed position, elected or voluntary, in either Governing Body;

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

Members means the members of the Association from time to time;

Office means the registered office of the Association from time to time;

Patrons has the meaning given to it in Article 9;

Chair means the person appointed to be the Chair of the Association in accordance with Article 10;

Secretary means the person appointed from time to time by the Board to be Company Secretary of the Association in accordance with Article 51;

3. In these Articles:

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

6. The Members shall be entitled to services and benefits as provided by the Association from time to time.

7. The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the 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.

PATRONS

8. 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 Council, or where the Patron resigns their position.

CHAIR

9. The Chair shall be appointed by the Appointments Committee in accordance with Article 14 and shall be an Independent Director.

10. The Chair shall be appointed for a four year term. The Chair shall be eligible to be appointed for a further period of four years (either immediately following on from the initial term or otherwise) but no individual may hold the position of Chair for more than eight years in total. In the event of a Chair retiring before the end of his or her term, the other Directors shall elect from amongst themselves one of their number to chair the Board meetings until such time as a new Chair is appointed in accordance with article 14.

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

COMPOSITION OF THE BOARD

12. Subject to the provisions of these Articles the Board shall consist of eight Directors comprising the following positions:

- Independent Chair
- Director – English Handball Chair
- Director – English Handball Representative
- Director – Scottish Handball Chair
- Director – Scottish Handball Representative
- Independent Director
- Independent Director
- Independent Director

13. Those Directors representing the Governing Bodies shall be nominated by England Handball or Scottish Handball as the case may be. Where a National Governing Body Chair is unable to regularly attend BHA Board meetings or otherwise discharge fiduciary responsibilities, they will resign from the Board.

The respective Governing Body may then nominate one alternative representative to be co-opted to the BHA Board for the period during which their Chair is not a member.

The co-opted member shall be a Director of the BHA, contributing to discussion and decision making, with vote-making rights.

The co-opted member's term will not exceed the tenure of the relevant National Governing Body's Chair in their own Association, after which BHA Board Directorship will revert to the relevant National Governing Body's new (or continuing) chair.

14. The Independent Directors shall be selected and appointed to the Board by an Appointments Committee following a formal, rigorous and transparent process that is competence based and is conducted in accordance with the Association's recruitment policy.

15. The Board can allocate specific roles, portfolios or responsibilities to the independent directors, and create such sub-committees as it feels necessary from time to time. Where these roles, portfolios or responsibilities are known in advance, an Independent Director shall be selected according to his or her ability, experience and expertise to fulfil the specific role identified by the Board.

15. The Independent Directors and Chair shall be independent of England Handball and Scottish Handball and hold no appointed position, elected or voluntary, in either Governing Body.

16. The Appointments Committee for the position of Chair shall comprise of one representative from each of the Governing Bodies, and an independent director. The Appointments Committee for all other positions shall comprise of at least three people consisting of the Chair (or in his or her absence an independent Director) and one representative from each of the Governing Bodies.

17. Regardless of the role on the Board designated to each Director by his or her title, each Director shall 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.

18. Each Independent Director shall be appointed for a period of four years. The Independent Directors shall 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 same position for more than eight years in total.

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

POWERS OF THE BOARD

20. 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.

21. 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.

22. 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 has 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.

23. 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 shall have appointed the relevant replacement Director or Directors.

PROCEEDINGS OF THE BOARD

24. 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.

25. The Secretary shall at any time upon the request of any one or more of the Directors summon a meeting of the Board by at least 14 days' notice served upon all of the Directors and upon the Chair.

26. 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.

27. The quorum for meetings of the Board shall be four, including at least one representative from each of the Governing Bodies and an independent Director, and for any committee formed pursuant to the provisions of these Articles shall be fixed by the Board from time to time provided that it shall never be a number less than fifty per cent of the total membership of the committee. If a meeting is inquorate, the Chair of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.

28. 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.

29. 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.

30. 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.

31. 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.

32. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.

33. 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 declare the nature of the interest at the time or before discussion begins on the matter;

- (a) withdraw from the meeting whilst that matter (only) is discussed unless expressly invited to remain in order to provide information;
- (b) not be counted in the quorum for that part of the meeting; and
- (c) withdraw during the vote and have no vote on the matter.

34. 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 38) the question may be referred to the Chair of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.

35. If a question arises at a meeting of the Board or a committee of the Board (as to whether the Chair has a personal interest in any matter to be dealt with at the meeting pursuant to Article 35) the question may be referred to the members of the meeting and their ruling in relation to the Chair shall be conclusive of the matter.

COMMITTEES AND SUB-COMMITTEES

36. 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) the following committees:

- Appointments Committee
- Commercial Group
- Performance Group
- Events Group

and may delegate to any such committee such powers and duties of the Board as it may think fit, including (but not limited to) the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties.

37. These committees and sub-committees shall be chaired by the Director appointed to hold a portfolio or responsibility in that area of activity or by the Chair. Each committee will consist of no less than four and no more than eight members. Each committee 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. Committee members do not need to be Directors.

38. The Board shall have the power to remove a committee member from membership of a committee or sub-committee.

39. 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

40. The office of a Director shall be vacated if:

- (a) he or she becomes bankrupt or a receiving order is made against him or her, or he or she makes any arrangement or composition with his or her creditors generally;
- (b) he or she becomes of unsound mind and/or suffers from a mental disorder;
- (c) he or she resigns his or her office by notice in writing to the Association;
- (d) any person who is a director by virtue of being the chair of a member governing body ceases to be the chair of the member governing body;
- (e) any person who is a director by virtue of being the appointed representative of a member governing body is replaced or removed from this position by the member governing body;
- (f) 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;
- (g) he or she is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- (h) 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 (and for these purposes sufficient reason shall be judged by the Board in its absolute discretion).

41. The Board may appoint a person who is willing to act to be a director to fill a vacancy. A director so appointed shall hold office only until his or her appointment is confirmed by the Appointments Committee and thereafter for a period of four years.

COMPANY SECRETARY

42. The Board shall have the power to appoint and 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

43. Directors shall be entitled to receive an honorarium for or in connection with the discharge of their duties for or on behalf of the Association as agreed by the Board from time to time (save only for any Director who is employed by the Association, or one of its members, under a contract of employment).

44. All Directors shall be entitled to be reimbursed for all out of pocket, accommodation and travel expenses properly incurred by them in connection with their attendance at meetings or otherwise in connection with the discharge of their duties in accordance with any expenses policy established by the Board from time to time.

GENERAL MEETINGS

45. The directors may call General Meetings. On the requisition of Members pursuant to the provisions of the Act, the directors shall convene a General Meeting for a date not later than eight weeks after receipt of the requisition.

46. The Association shall hold at least one General Meeting in every calendar year at such time and place as may be determined by the Board, provided that a General Meeting is held not more than three months after the end of the Association's financial year:

- (a) to receive from the Board a full statement of account and a report of the activities of the Association during the financial year just ended;
- (b) to appoint the Company's auditors for the new financial year; and
- (c) to transact such other business as may be brought before it.

47. There shall be given at least 14 clear days' notice in writing of every General Meeting, specifying the place, the day and the hour of the meeting, to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company.

48. 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.

PROCEEDINGS AT GENERAL MEETINGS

49. 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 one representative of each Member shall form a quorum.

50. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of a Member, shall be dissolved. In any other case it shall stand adjourned to a new date no later than two weeks after the original date, at such 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 those representatives of the Members present shall be a quorum.

51. The Chair shall preside at every General Meeting, but if the Chair shall be absent, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the same, the persons present representing the Members shall choose a person who is present to preside.

52. The Chair of the meeting may, with the consent of any meeting of the Members at which a quorum is present (and shall if so directed by the meeting) adjourn the 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.

53. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by those Members' representatives present and a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

54. Subject to the provisions of Chapter 2 of Part 13 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 it shall have effect accordingly.

55. The Chair of the meeting may vote on all matters, only where he or she is representing a Member. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote.

56. 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.

ACCOUNTING RECORDS AND AUDIT

57. 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).

58. 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.

59. At the General Meeting convened each year in accordance with Article 50, 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 General 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. If copies are sent less than 21 clear days before the date of the General Meeting, they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the Members entitled to attend and vote at the General Meeting.

60. 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.

61. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

62. 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.

63. 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 Office;
- (b) by leaving the notice at the Office; or
- (c) by using electronic communications to an address for the time being notified by the Association.

64. A Board Member present at a Board Meeting shall be deemed to have been sent a proper notice of that Board Meeting.

65. 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

66. 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.

DISSOLUTION

67. Clause 7 of the Association's Memorandum of Association shall have effect as if the provisions thereof were repeated in these Articles.