

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **13433394**

The Registrar of Companies for England and Wales, hereby certifies that

SOUTH CENTRAL HOCKEY LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **2nd June 2021**



N13433394H



Companies House



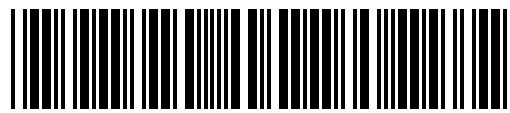
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01(ef)

Application to register a company



Received for filing in Electronic Format on the: **01/06/2021**

XA5Q0MUO

Company Name in full: **SOUTH CENTRAL HOCKEY LIMITED**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **ENGLAND HOCKEY BISHAM ABBEY
BISHAM
MARLOW
ENGLAND SL7 1RR**

Sic Codes: **93199**

Proposed Officers

Company Director 1

Type: **Person**

Full Forename(s): **MRS JACQUELINE**

Surname: **BARLOW**

Service Address: **ENGLAND HOCKEY BISHAM ABBEY
BISHAM
MARLOW
ENGLAND SL7 1RR**

*Country/State Usually
Resident:* **UNITED KINGDOM**

Date of Birth: ****/08/1969** *Nationality:* **BRITISH**

Occupation: **SENIOR PROGRAMME MANAGER**

The subscribers confirm that the person named has consented to act as a director.

Type: **Person**

Full Forename(s): **MR STEPHEN**

Surname: **DOWNHAM**

Service Address: **ENGLAND HOCKEY BISHAM ABBEY
BISHAM
MARLOW
ENGLAND SL7 1RR**

Country/State Usually **UNITED KINGDOM**

Resident:

Date of Birth: ****/12/1950** *Nationality:* **BRITISH**

Occupation: **CONSULTANT CHARTERED SURVEYOR**

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: **ENGLAND HOCKEY**

Address **ENGLAND HOCKEY BISHAM ABBEY
BISHAM
MARLOW
ENGLAND
SL7 1RR**

Amount Guaranteed **1**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: **ENGLAND HOCKEY**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of SOUTH CENTRAL HOCKEY LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication
ENGLAND HOCKEY	Authenticated Electronically

Dated: 01/06/2021

COMPANY NO

THE COMPANIES ACTS 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

SOUTH CENTRAL HOCKEY LTD

INDEX TO THE ARTICLES

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

- 1. Defined terms
- 2. Objects
- 3. Liability of Members

PART 2 MEMBERS

- 4. Membership classes and rights
- 5. Number of Members
- 6. Register of Members
- 7. Termination and suspension of membership

PART 3 COMPANY MANAGEMENT STRUCTURE

- 8. Company management structure

PART 4 THE BOARD

DIRECTORS POWERS AND RESPONSIBILITIES

- 9. Directors' general authority
- 10. The Directors
- 11. Board may delegate
- 12. Appointment of Directors
- 13. Maximum number of Directors
- 14. Termination of Director's appointment
- 15. Decision-making by the Board
- 16. Directors to take decisions collectively
- 17. Unanimous decisions
- 18. Calling a Directors' meeting
- 19. Participation in a Directors' meeting
- 20. Quorum for Directors' meeting
- 21. Chairing of Directors' meeting
- 22. Casting vote
- 23. Conflicts of interest
- 24. Records of decisions to be kept
- 25. Directors' remuneration and expenses
- 26. Regulations

PART 5 ELECTION OF DIRECTORS AND OTHER POSTHOLDERS

- 27 – 31. Balloting Members

PART 6 THE COMPANY COMMITTEES

- 32. The Company Committees
- 33 – 38. The Management Committee
- 39 – 41. Nomination and Remuneration Committee
- THE LEAD COMMITTEES**
- 42 – 47. Area Adult Leagues & Competitions Committee
- 48 – 50. Area Junior Leagues & Competitions Committee
- 51 – 55. Area Officiating Committee

56 – 58. Area Masters Hockey Committee
59 – 62. Area Discipline Panel
63 – 64. Miscellaneous Provisions about Committees

PART 7 MEETINGS AND COMMUNICATIONS

65 – 69. Meetings and Communications
70 – 71. General Meetings
72 – 73. Annual General Meetings
74 – 85. Proceedings at General Meetings
86 - 89. Votes of Members
90 – 94. Proxies

PART 8 ADMINISTRATIVE ARRANGEMENTS

DIRECTORS' INDEMNITY AND INSURANCE

95. Indemnity
96. Insurance

DISTRIBUTION OF PROFITS AND WINDING-UP

97. Profits not to be distributed
98 – 99. Dissolution of the Company

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In these Articles, unless the context requires otherwise—

“ALMC” means the Area League Management Committee

“Area Companies” means the companies referred to in Article 2.(2)

“Articles” means these Articles of Association of the Company as the same may be amended from time to time

“ASC” means the England Hockey Areas Standing Committee

“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 of the Company

“club” means an association of persons or organisation, and whether or not including ‘club’ within its name, established for purposes that include the playing of hockey

“Chair” means a Director who is elected at an Annual General Meeting to chair Directors’ meetings and General Meetings until the conclusion of the next Annual Meeting

“Code” shall mean the Code for Sports Governance as published by Sport England and UK Sport from time to time

“Company” means South Central Hockey Limited

“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

“Data Protection Act” means the Data Protection Act 2018 including any statutory modification or re-enactment thereof for the time-being in force

“Director” means a member of the Board

“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

“EHF” means the European Hockey Federation

“EHO” means ‘England Hockey Officiating’, the Match Officials Club, a club established by England Hockey

“EH Code of Ethics” means the England Hockey Code of Ethics and Behaviour and any amendment or addition thereto, or Regulations made pursuant thereto, as may for the time being be in force

“England” means the whole of the country of England under the jurisdiction of the Company, including the Isle of Man and the Channel Islands, as recognised by the FIH

“England Hockey” is the National Association and sole and exclusive Governing Body for hockey in England

“England Hockey Observer” means an individual nominated by England Hockey to attend Directors meetings, Annual General Meetings and General Meetings but with no voting rights at these meetings

“executed” includes any mode of execution

“FIH” means the International Hockey Federation

“hockey” means the game of hockey, including both field and indoor hockey and other derivatives of the game as decided from time to time by the FIH and England Hockey

“Independent Scrutineer” means an individual or organisation appointed by the Directors to scrutinise the members' annual accounts in accordance with these Articles

“Members” means all the individuals, corporations, associations, clubs and organisations admitted to membership (of any class or category) of the Company either pursuant to these Articles or in accordance with Regulations made pursuant to these Articles whether entitled to vote at General Meetings or not

“N&R Committee” means the Nomination and Remuneration Committee

“NGP” means the England Hockey National Game Panel

“Non-Voting Member” means a Member admitted to membership of the Company as a Non-Voting member pursuant to these Articles and any Regulations made pursuant to these Articles

“Official” means any individual whose role is to fulfill any of the following functions at hockey matches, tournaments and events: Umpire, Umpire Support, Technical Official, Technical Official Support, Tournament Director or other similar role.

“OWG” means the England Hockey Officiating Working Group

“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 19

“Postholder” includes any Director or other individual required to be elected by ballot pursuant to the Articles

“Regulations” means, unless expressly stated otherwise, the Regulations made by the Directors under Article 26

“Secretary” means the Company Secretary of the Company or any other person or organisation appointed to perform the duties of the Company Secretary of the Company

"South Central Area" means the area within England allocated by England Hockey to the Company for it to organise, manage, govern and regulate hockey subject to these Articles and any Regulations relating to the South Central Area issued from time to time by England Hockey

"special resolution" has the meaning given in section 283 of the Companies Act 2006

"Sport England" means the body of the English Sports Council responsible for the development and maintenance of sport infrastructure in England and distributing National Lottery funds or its successors or assigns from time to time

"Sub-Area" means a local hockey organisation, which usually would be a county hockey body, that is a member of England Hockey and has responsibilities within the South Central Area for the implementation and delivery of England Hockey's programmes and policies

"Regional Associations" have the same meaning as contained in England Hockey's Articles of Association

"Voting Member" means a Member admitted to membership of the Company as a Voting Member pursuant to these Articles and any Regulations made pursuant to these Articles

"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 Company.

Objects

2. The objects of the Company are:-

(1) to take over within the South Central Area the functions, assets and liabilities of, and to be the successor to, such one or more of the following members of England Hockey upon such members ceasing to be members of England Hockey in accordance with Transition Regulations made by England Hockey, namely:

- (a) one or more of the Regional Associations to the extent that they were previously functioning within the South Central Area;
- (b) one or more of the Regional Hockey Umpiring Associations to the extent that they were previously functioning within the South Central Area;
- (c) the relevant County Hockey Umpiring Associations to the extent that they were previously functioning within the South Central Area;

(2) to be one of the eight Area Companies within England for the purpose of, and to cooperate with the other seven Area Companies

in, the governance of hockey subject to and within the powers and responsibilities of England Hockey as the Governing Body for hockey in England;

(3) to carry out such functions as may from time to time be delegated to the Company or otherwise required by England Hockey within the South Central Area, which, for the avoidance of doubt, may include corporate governance, financial control, administrating discipline, organising Mixed, Men's and Women's Leagues and other competitions, organising Indoor hockey competitions, organising Junior competitions, Representational hockey, management of officiating and other activities to develop hockey exclusively within the South Central Area and/or in conjunction with one or more of the other Area Companies.

(4) to be run as a non-profit making organisation;

(5) not to do any thing, or be in any way associated with, any matter that is not within the Objects of England Hockey and in particular, without prejudice to the generality of the foregoing, the Company shall:

(5)(a) commit to the principles of equality of opportunity and ensure as far as practicable that no employees, job applicants, office holders, volunteers, consultants, members within its jurisdiction (together "Stakeholders") are unlawfully discriminated against because of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race (including ethnic origin, nationality and colour), religion or belief, sex and sexual orientation (together the "Protected Characteristics"); and

(5)(b) ensure as far as practicable that there will be open access for all those who wish to participate in any aspects of hockey activities and those Stakeholders are treated fairly, equally and with respect.

Liability of members

3. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:-
 - (1) payment of the Company's debts and liabilities contracted before they cease to be a member,
 - (2) payment of the costs, charges and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves.

PART 2

MEMBERS

Membership Classes and Rights

4. Save for any individuals who may be permitted for the time-being to be Members of the Company but not be Members of England Hockey, the Members of the Company shall be the subscribers to the Memorandum of Association of the Company and the Clubs, Sub Areas, and other organisations and individuals listed for the time being in the register of Members maintained by England Hockey and allocated to South Central Area by England Hockey

(1) There will be two classes of membership: Voting and Non-voting.

(2) The Voting Members shall be:

- (a) the Clubs who are Members of England Hockey, listed as Voting Members for the time-being in the register of members maintained by England Hockey, and allocated to South Central Area by England Hockey;
- (b) any Sub-Areas hereafter listed as Voting Members of England Hockey and allocated to South Central Area by England Hockey;
- (c) the EHO.

Save that England Hockey shall be entitled to be a Voting Member for the purposes of any Resolution to alter or amend the Articles.

(3) The Non-Voting Members shall be the Clubs, Sub Areas, and other organisations and individuals listed as Non-Voting Members for the time-being in the register of Members maintained by England Hockey and allocated to South Central Area, the subscribers to the Memorandum of Association and any individuals who the Board may admit to membership of the Company from time to time on such terms and subject to such criteria as England Hockey may permit or may be provided for in Regulations made by England Hockey.

(4) Membership is not transferable.

(5) No Voting Member shall be entitled to vote at any General Meeting unless all monies then payable by the Member to England Hockey and the Company have been paid.

(6) Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Number of Members

5. The number of Members with which the Company proposes to be registered is unlimited.

Register of Members

6. The Secretary shall be entitled to have access to the Register of Members maintained by the Secretary of England Hockey and shall keep and maintain a Register of Members of the Company in which shall be entered the full name, postal address, e-mail address and date of acceptance of each Member. It shall be the continuing duty of the Board, in conjunction with the Secretary, to ensure that the Register of Members is regularly maintained and available for inspection by Members, and that the provisions of the Data Protection Act are complied with.

Termination and suspension of membership

7. In the following circumstances:
 - (1) A Member will cease to be a Member of the Company upon ceasing to be a Member of England Hockey.
 - (2) Any individual Non-Voting Member who is not a Member of England Hockey will cease to be a Member of the Company when the individual dies or resigns as a Member by giving notice to the Company.
 - (3) The Board may issue Regulations from time to time to provide for circumstances where a Member club has failed to pay a subscription due to England Hockey, the Company, an Area League or a Sub-Area that may result in the club, or a part of the club, becoming ineligible to participate in league hockey pending payment of the subscription.

PART 3

COMPANY MANAGEMENT STRUCTURE

8. The management structure of the Company shall be as follows:
 - (1) The Board of Directors who shall be individuals elected (unless to fill a vacancy between AGMs) by the Voting Members pursuant to these Articles;
 - (2) The Area Management Committee consisting of the Directors and the chairs of each of the Lead Committees;

(3) Lead Committees, including:

- (a) the Area Adult Leagues & Competitions Committee;
- (b) the Area Junior Leagues & Competitions Committee;
- (c) the Area Officiating Committee;
- (d) the Area Masters Hockey Committee; and
- (e) the Area Discipline Panel;

and such other Lead Committees as may be established and/or renamed from time to time pursuant to these Articles.

(4) Such other Committees, Sub-committees, working groups and other bodies as the Board may from time to time establish to facilitate the administration and management of the Company.

PART 4

THE BOARD

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

9. Subject to the Articles, or as may be provided for in Transition Regulations issued by England Hockey, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company. Pending the first Annual General Meeting the first Directors shall also have power to issue Transition Regulations, subject to the approval of England Hockey, and such other Regulations as they may think fit, provided that such Regulations shall be subject to ratification by the Board at its first meeting after the first Annual General Meeting.
10. The Directors:
 - (1) may appoint or engage the Secretary and may appoint an assistant or deputy Secretary; and
 - (2) shall appoint an Independent Scrutineer of the annual accounts sent to the Members of the Company. The Independent Scrutineer shall be independent of the Directors. The Independent Scrutineer shall review the Members accounts and the accounting records provided by the Company and confirm whether the Members' accounts are in accordance with the accounting records provided by the Company and comply with the Finance Policies of the Company. The Members' accounts with the Independent Scrutineer report shall be provided to England Hockey and Sport

England in order to comply with any regulatory requirements of these organisations.

Provided that any person so appointed may be paid such remuneration and engaged for their services upon such terms as shall be recommended by the N&R Committee and approved by the Directors, and may be dismissed by the Directors.

Board may delegate

11. Subject to the Articles,

- (1) the Board 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; and
 - (e) on such terms and conditions; as they think fit.
- (2) If the Board so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Board may revoke any delegation, in whole or part, or alter its terms and conditions.

Appointment of Directors

12. The first Directors, who shall hold office until the first Annual General Meeting, shall be those persons notified as the first Directors to the Registrar of Companies on the incorporation of the Company and, if fewer than five, such further persons (provided that the number of directors shall not be greater than five) as England Hockey may appoint.

13. From the first Annual General Meeting:

- (1) The maximum number of Directors shall be seven and the minimum number of Directors shall be five, provided that there shall be no more than five Directors at any time unless the current Directors decide that additional Directors are required for the better management of the Company, in which case the current five elected Directors may appoint one or two additional Directors who shall hold office until the next Annual General Meeting. A Director shall be a natural person.
- (2) 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-

- (a) by ordinary resolution elected by electronic or postal ballot the result of which shall be announced at a General Meeting from the date of which the Director shall take up office, or
- (b) by a decision of the Directors at a Directors' meeting.

(3) Any of the first Directors may offer themselves, and be eligible, for election at the first Annual General Meeting and will only continue in office if re-elected at the first Annual General Meeting.

(4) The Directors are normally appointed with effect from the Annual General Meeting and, subject to Article 13(5), will hold office until the end of the next Annual General Meeting.

(5) Save for the purposes of the first Annual General Meeting two Directors must retire at each Annual General Meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots, but shall be eligible for re-election, provided that no person may be a Director for a continuous period of more than nine years, ending with the Annual General Meeting at the end of the ninth year.

(6) If after the Annual General Meeting a person ceases to be a Director then the Directors will appoint a replacement Director at a Directors meeting.

(7) If the total number of Directors following an Annual General Meeting is less than five the Directors shall appoint one or more additional Directors at a Directors meeting to ensure that the number of Directors shall not be less than five.

Termination of Director's appointment

14. A person ceases to be a Director as soon as:-

- (a) that person ceases to be a Director by virtue of any provision of the Companies Acts 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 Director and may remain so for more than three months;
- (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

Decision-making by the Board

15. The Chair of the Board of Directors shall be elected at the Annual General Meeting from the Directors that are not retiring, or if retiring by rotation offering themselves for re-election, save that, if no Chair is elected at the Annual General Meeting, the Directors shall appoint one of the elected Directors to carry out the role of the Chair from time to time as may be required under these Articles. The Directors shall allocate responsibility between themselves for specific areas of activity within the Company. Without prejudice to the foregoing the Board shall include the following:

- The Chair;
- A Vice Chair;
- A Finance Director;
- A Governance Director; and
- An Operations Director.

- (1) The nature and scope of the responsibilities of the particular Directors, and the titles for the role of any particular director, may be changed from time to time as shall be set out in Regulations issued by the Board subject to the approval of England Hockey.
- (2) The Chair shall be the Company's representative on the ASC unless another Director is appointed as representative by the Board.
- (3) Following consideration of one or more nominations from the Area Officiating Committee, the Board shall appoint the Company's representative on the OWG.

Directors to take decisions collectively

16. 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 decision taken in accordance with Article 17.

Unanimous decisions

17. A decision of the Directors is taken in accordance with this Article:

- (1) when all eligible Directors indicate to each other by any means that they share a common view on a matter; and
- (2) may take the form of a resolution in writing circulated between the Directors by e-mail, which has been agreed by e-mail by each eligible Director; but
- (3) a decision may not be taken in this Article if the eligible Directors, being the Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting, would not have formed a quorum at such a meeting.

(4) The England Hockey Observer shall be copied into the communications.

Calling a Directors' meeting

18. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors in electronic form.

(1) Notice of any Directors' meeting must indicate—
(a) its proposed date and time;
(b) the meeting will normally take place by electronic means;
(c) if a physical meeting is to take place where the meeting is to take place and how the Directors who are attending remotely can participate.

(2) Notice of a Directors' meeting must be given to each Director and the England Hockey Observer by electronic means.

(3) 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 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.

(4) The England Hockey Observer shall be copied in the communications and should be able to attend the meeting by electronic means or in person.

Participation in Directors' meetings

19. Subject to the Articles:

(1) Directors participate in a Directors' meeting, or part of a Directors' 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 Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

(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.

Quorum for Directors' meetings

20. At a Directors' meeting:

- (1) unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) the quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than four.
- (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—
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the members to appoint further Directors.

Chairing of Directors' meetings

21. The Director elected as Chair at an Annual General Meeting will chair the Directors' meetings. In the absence of the Chair, the Vice-Chair will chair the meetings.

Casting vote

22. If the numbers of votes for and against a proposal are equal:

- (1) the Chair or other Director chairing the meeting has a casting vote; but
- (2) this does not apply if, in accordance with the Articles, the Chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

23. If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested:

- (1) that Director is not to be counted as participating in the decision-making process for quorum or voting purposes; but
- (2) if paragraph (3) applies, a Director 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 Director from being counted as participating in the decision-making process;
- (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) a guarantee is given, or is to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company.

(4) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

(5) Subject to paragraph (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 Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.

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

Records of decisions to be kept

24. The Directors 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 Directors.

Directors' remuneration and expenses

25. No Director shall receive remuneration in respect of their holding office unless expressly approved by a resolution at a General Meeting. The Company may pay any reasonable expenses which Directors properly incur carrying out their duties.

Regulations

26. Pending the first Annual General Meeting the first Directors shall issue Transition Regulations, subject to the approval of England Hockey, to facilitate the establishment of, and the functions to be carried on by, the Company, for which purpose the provisions contained in Articles 72 and 73 may be disapplied to the extent that is permissible under the Companies Acts, and may issue such other Regulations as they fit, provided that such Regulations shall be subject to ratification by the

Board at its first meeting after the first Annual General Meeting. Thereafter:-

- (1) The Board shall have power from time to time to make such Regulations, including rules and policies, as it may deem necessary or expedient or convenient:
 - (a) for the proper conduct and management of the Company and the affairs thereof;
 - (b) as to the conduct of Annual General Meetings and other General Meetings;
 - (c) as to the duties of any officers or servants of the Company;
 - (d) as to the conduct of the business of the Company by the Directors or any committee or sub-committee and as to any of the matters or things within the power or under the control of the Directors;
 - (e) as to the conduct of the business of the Company by individuals who have powers and duties delegated to them;
 - (f) as to the conduct of Members and of hockey players and officials;
 - (g) to establish one or more independent Appeal Bodies, with the approval of England Hockey, to consider complaints and Appeals, subject to such conditions as the Board may think fit, from Members and individuals in respect of any alleged breach of these Articles or decision made pursuant to these Articles that is not within the scope of the EH Code of Ethics and for which there is no established Company or England Hockey complaints or Appeals procedure.
- (2) The Board shall have power to repeal or alter or add to any Regulations and the Board shall adopt such means as they think sufficient to bring to the notice of members all such Regulations which shall be binding on Members.
- (3) If there is a conflict between the Articles and the Regulations then the provisions of the Articles shall prevail.

Provided that all such Regulations shall comply with the Articles of Association and the Regulations, rules and policies issued by England Hockey from time to time.

PART 5

ELECTION OF DIRECTORS AND OTHER POSTHOLDERS

Balloting Members

27. Postholders are all those persons required to be elected by a ballot prior to the relevant General Meeting.

(1) For the purposes of the first Annual General Meeting of the Company:

(A) the following Postholders shall be elected:

(a) Five Directors, one of whom shall be elected as Chair of the Board;

(b) Four further individuals elected to the following roles:

(i) As chair of the Area Adult Leagues & Competitions Committee;

(ii) As chair of the Area Junior Leagues & Competitions Committee;

(iii) As chair of the Area Officiating Committee; and

(iv) As chair of the Area Masters Hockey Committee.

(B) Articles 29(c) and (d) and 30 shall not apply for the purposes of the first Annual General Meeting, and the first Directors shall, in consultation with England Hockey, issue Transition Regulations to include the procedures to be adopted for the purpose of supervising and scrutinising the process for the election of the Directors and other Postholders, and endorsing the individuals proposed for election.

(C) Subject to the provisions of such Transition Regulations, Article 28 shall apply.

(2) The Postholders required under these Articles to be elected at any General Meeting following the first Annual General Meeting shall include:

(a) Directors, pursuant to Article 13;

(b) individuals for the roles referred to in Article 27(1)(A)(b) who shall hold office until the next Annual General Meeting when they shall be eligible to offer themselves for re-election; and

(c) such other individuals that the Board may decide are required, and provide for in Regulations approved by England Hockey, to be elected to carry out additional roles within the Company;

(d) provided that no Postholder shall be eligible to hold the same post for a continuous period of more than nine years ending with the Annual General Meeting in the ninth year.

(3) Where persons are required to be elected by a ballot carried out prior to the relevant General Meeting, the result shall be announced at the General Meeting. In such ballot a Voting Member shall have the same number of votes as it is entitled to on a poll at a General

Meeting. In the case of an equality of votes following the ballot the result of the ballot shall be decided by recounting the votes on the assumption that all Voting Members that had participated in the ballot had one vote each.

28. A ballot shall be carried out in accordance with such provisions as may be specified for the purpose in the notice convening the meeting, either:
 - (a) by using a postal ballot form issued by the Company in an electronic communication or otherwise, delivered to such place within the United Kingdom, or such email address, as is specified for that purpose in the notice convening the meeting; or
 - (b) by submitting the ballot electronically via a portal established for the purpose, details of which shall be contained in the notice convening the meeting;provided that the ballot is received not less than 48 hours before the time for holding the relevant meeting.
29. No person shall be appointed or re-appointed at any General Meeting:
 - (a) unless they have attained the age of 18 years;
 - (b) in circumstances such that, if they were already a Director, they would be disqualified from acting under the provisions of Article 13(5); and
 - (c) unless not less than 56 clear days before the date appointed for the General Meeting, a notice in writing proposing the candidate has been given to the Company and to the N&R Committee by a Member Club, and which is seconded in writing by another Member Club, of the intention to propose that person for election, or re-election as the case may be. Such notice should contain particulars of the qualifications, suitability and experience of the person relied on as demonstrating that the person is suitable for the role for which election is sought.
 - (d) unless such notice or nomination is accompanied by a notice signed by that person of his or her willingness to be appointed or re-appointed and his or her intention to fulfil the requirements of the post if so appointed.
30. If the N&R Committee endorses the notice proposing a candidate, the N&R Committee shall forward the notice, together with the particulars about the candidate, to the Secretary for inclusion within the notice convening the General Meeting and setting out the procedure for the ballot.
31. The Board shall from time to time issue Regulations about the procedure for the advertising and carrying out of elections.

PART 6

The Company Committees

32. Pending the first Annual General Meeting, the composition, powers and responsibilities of the Company Committees shall be as set out in Transition Regulations to be issued by the first Directors subject to the approval of England Hockey. Thereafter the remainder of Part 6 of these Articles shall apply.

The Management Committee

33. The members of the Management Committee are the Directors and the Chairs of the Lead Committees. If there are more than five Directors only five Directors shall be entitled to vote at a meeting of the Management Committee

(1) If there are more than five Directors present at a meeting of the Management Committee, only five Directors shall be entitled to vote. The five Directors shall be the elected Directors unless there are fewer than five elected Directors present, in which case, if necessary to be determined by the drawing of lots between the unelected Directors, one or more unelected Directors may be included in the five Directors entitled to vote;

(2) The Directors may at any time co-opt any person as an additional member, or to attend meetings, of the Management Committee as a non-voting member.

34. The Chair of the Board or (if the Chair is unable or unwilling to do so) the Vice-Chair or another Director appointed by the Board shall chair any meeting of the Management Committee.

35. A meeting of the Management Committee may be convened at any time by the Board and must be convened within 28 days of a written request from at least three of the chairs of the Lead Committees. It is intended that a meeting of the Management Committee should be convened not less than once in every quarter of a calendar year.

36. Subject to such Regulations as shall be made by the Board from time to time, the purpose of the Management Committee shall be to have oversight of all activities of the Company, to receive reports from all Committees and sub-Committees of the Company, and to inform the Board about any matters it thinks fit required to further the objects of the Company.

37. The Board shall from time issue Regulations to govern the procedures, including the quorum required, for meetings of the Management Committee, and its activities.

38. The Secretary, or another person appointed for the purpose by the Board, shall attend meetings of the Management Committee and keep a comprehensive record of its processes and deliberations.

Nomination and Remuneration Committee

39. The N&R Committee shall comprise:

- (1) The Chair or the Vice-Chair, unless the subject matter of a particular meeting requires another individual to be chair, in which case the remaining members shall appoint a chair from the members present at the particular meeting;
- (2) The Area Finance Director and/or the Area Governance Director
- (3) An individual appointed by the chairs of the Lead Committees;
- (4) One individual appointed by England Hockey.

40. The functions of the N&R Committee shall be:

- (1) to supervise and scrutinise the process for the election of Directors and other Postholders required to be elected by the Company in or prior to a General Meeting, and, if thought fit, to endorse individuals proposed for election;
- (2) to make recommendations to the Board concerning the appointment of the Secretary, the Independent Scrutineer, and such other individuals for posts that the Board may require, and the terms, including remuneration, upon which they should be recruited and engaged;
- (3) to comply with terms of reference which shall be approved by the Board. Such terms of reference shall require the N&R Committee to ensure that:
 - (a) so far as practical the individuals to be proposed for election include individuals with sufficient experience and expertise to fulfil the roles which it is anticipated they could be elected to fulfil;
 - (b) no individual can be elected to be, at the same time, a Director and the chair of or Members' Representative on a Lead Committee;
 - (c) the outcome of any particular election will be consistent with the Company's objects, in particular by upholding the principles of equality of opportunity and prevention of unlawful discrimination; and
 - (d) the appointment process complies with any relevant requirements of the Code and issued from time to time by Sport England.

41. The Secretary, or another person appointed for the purpose by the Board, shall attend meetings of the N&R Committee and keep a comprehensive record of its processes and deliberations.

THE LEAD COMMITTEES

Adult Leagues & Competitions Committee

42. The Adult Leagues & Competitions Committee shall be concerned with all matters relating to adult competitive hockey within the Area, save for that within the responsibilities of the Area Masters Hockey Committee, including, but not limited to:
 - (1) ensuring and overseeing delivery of Area Adult Leagues and other competitions in the Area;
 - (2) maintaining and overseeing the ALMC which may be decided to be a Sub-Committee of the Adult Leagues & Competitions Committee;
 - (3) providing strategic planning in all aspects of adult league hockey and other competitions in the Area in line with England Hockey guidelines;
 - (4) monitoring adult sanctioned and unsanctioned events within the Area;
 - (5) overseeing the work of the Divisional Area League secretaries;
 - (6) ensuring the use of the official Competition Management System for the Area Adult Leagues and other competitions, and supporting clubs in the use of the System;
 - (7) promoting the Area Adult Leagues and other Area and England Hockey competitions to the clubs;
 - (8) raising the profile of and promoting best practice in all adult leagues and other competitions;
 - (9) ensuring that clubs are well represented when decisions are made concerning adult leagues and other competitions;
 - (10) delivering adult indoor hockey competitions and ensuring good integration with all outdoor leagues and competitions;
 - (11) ensuring a good link and cooperation with the Area Masters Hockey Committee, the Area Officiating Committee and the Area Branch of the EHO.
43. The members of the Adult Leagues & Competitions Committee shall include, but not be limited to:
 - (1) The elected chair of the Adult Leagues & Competitions Committee;
 - (2) Subject to Regulations issued from time to time by the Board, not less than three further members of the ALMC, to include the Area League Manager and the Competition Management System Officer;
 - (3) Such further members as may be provided for in Regulations to be issued from time to time by the Board.
44. Unless otherwise provided in Regulations issued by the Board, the chair of the Adult Leagues & Competitions Committee shall be the chair of the ALMC.
45. The Adult Leagues & Competitions Committee shall allocate within its members such designated roles as it thinks fit to deliver the functions of

the Committee and shall give such titles to the roles as necessary, having regard to any guidelines that may be issued from time to time in Regulations issued by the Board.

46. The Area Adult Leagues shall be managed in accordance with standard Regulations issued from time to time by England Hockey. The Directors shall issue such Regulations as thought fit, or otherwise required by England Hockey, to ensure that the Area Adult Leagues are administered in a manner consistent with the standard Regulations and the ALMC applies such Regulations in such a way as is consistent with the application of the Regulations in equivalent Adult Leagues of other Area Companies.
47. The Adult Leagues & Competitions Committee may delegate such functions as it thinks fit, provided such functions are exclusively concerned with the Area Adult Leagues and subject to the approval of the Board, to the ALMC.

Area Junior Leagues & Competitions Committee

48. The Area Junior Leagues & Competitions Committee shall be concerned with all matters relating to Junior hockey within the Area, including, but not limited to:
 - (1) embedding and managing the planning and implementation of Junior competitions across the Area in line with the England Hockey Junior Competitions framework for both junior club and schools hockey.
 - (2) work with the relevant Sub-Areas to agree roles and responsibilities for the provision of junior competition to ensure activity is available as appropriate across the Area.
 - (3) providing administrative support to the delivery of the Area Junior indoor hockey competitions programme and ensure the smooth running of all the indoor hockey competitions;
 - (4) ensuring the Sub-Areas are properly represented in all matters concerning the delivery of Junior leagues and other competitions;
 - (5) overseeing, organising and implementing the Area schools hockey competition programme;
 - (6) monitoring junior sanctioned and unsanctioned events within the Area;
 - (7) ensuring the use of the official Competition Management System for the Junior Leagues and other competitions, and supporting clubs in the use of the System;
 - (8) promoting the Area Junior Leagues and other Area and England Hockey competitions to the clubs;
 - (9) delivering Junior indoor hockey competitions and ensuring good integration with all outdoor leagues and competitions;

- (10) raising the profile of and promoting best practice in all Junior leagues and other competitions;
- (11) ensuring that clubs are well represented when decisions are made concerning junior club leagues and other competitions;
- (12) such other functions and activities as may be required from time to time by the Board.

49. The members of the Junior Leagues & Competitions Committee shall include, but not be limited to:

- (1) The elected chair of the Committee appointed annually by the membership;
- (2) The Area Junior Coordinator;
- (3) Representatives of the Sub-Areas within the Area;
- (4) The Junior Indoor Hockey lead;
- (5) Such other members as the Board may think fit, subject to such Regulations as may be issued from time to time by the Board.

50. The Board shall issue from time to time Regulations and Terms of Reference concerning the scope and nature of the responsibilities of the Junior Leagues & Competitions Committee which shall include, but not be limited to:

- (1) The number of members required for the Committee, their respective areas of responsibility, and their respective titles and roles;
- (2) the nature and extent of the operations and functions of the Committee;
- (3) the financing of the operations and functions of the Committee;
- (4) the delivery in the Area and the Sub-Areas within the Area of the Player Pathway and such other initiatives and programmes as may be required and/or promoted by England Hockey from time to time;
- (5) the development of junior Officials in cooperation with the EHO.

Area Officiating Committee

51. The functions of the Area Officiating Committee shall include, but not be limited to:

- (1) appointing Officials to higher levels of Area Competition, England Hockey Championship and any other requested competitions;
- (2) ensuring a link between clubs and the Officiating Committee;
- (3) delivering developmental support for Officials;
- (4) overseeing the development of individuals undertaking Area Umpiring appointments;
- (5) overseeing standards of umpire developers, coaches & assessors;
- (6) proactively recruiting, retaining and developing Young Umpires to service Junior and Senior Umpiring opportunities;

- (7) ensuring communication and cooperation with other Area Company Committees in any matters concerning Officials;
- (8) nominating one or more individuals as prospective representatives of the Company, subject to the approval of the Board, on the OWG.

52. The members of the Officiating Committee shall include, but not be limited to:

- (1) The chair of the Area Branch of the EHO;
- (2) Three individuals appointed by the Area Branch of the EHO with such designated roles as the Area Branch may decide;
- (3) Such other individuals as the Board may think necessary and shall appoint from time to time, after consultation with the Area Branch of the EHO, better to carry out the functions of the Officiating Committee.

53. The chair of the Officiating Committee shall be one of the Committee members who is also a member of the Area Branch of the EHO.

54. The Officiating Committee shall allocate within its members such designated roles as it thinks fit to deliver the functions of the Committee and shall give such titles to the roles as necessary, having regard to any guidelines that may be issued from time to time in Regulations issued by the Board.

55. The Board shall issue from time to time, after consultation with the Area Branch of the EHO, Regulations and Terms of Reference concerning the scope and nature of the responsibilities of the Officiating Committee to include, but not be limited to, the nature and extent of the operations and functions of the Committee, the financing of the operations and functions of the Committee (including the expenses incurred by the members of the Area Branch of the EHO), recruitment, communication with clubs, improvement of standards, and the development of all aspects of officiating carried out within the Area.

Area Masters Hockey Committee

56. The Area Masters Hockey Committee shall be concerned with all matters relating to Masters hockey within the Area, including, but not limited to:

- (1) planning and managing the implementation of Masters' competitions across the Area in line with the framework, directions and guidance issued from time to time by England Hockey;
- (2) ensuring Masters hockey organised within Sub-Areas of the Area is properly represented at Area level;
- (3) organising and administering Masters Leagues and other competitions within the Area including Area inter Sub-Area competitions where there is demand

- (4) monitoring Masters sanctioned and unsanctioned events with the Area;
- (5) administering and managing representative Masters teams, providing training and preparation for competitions;
- (6) establishing transparent and fair procedures for the selection of representative Masters teams.

57. The members of the Masters Hockey Committee shall include, but not be limited to:

- (1) The chair of the Committee who shall be elected by the Members annually;
- (2) The Masters Hockey Coordinator;
- (3) The Masters Competition Organiser;
- (4) Such other members as the Board may think fit, subject to such Regulations as may be issued from time to time by the Board.

58. The Masters Hockey Committee shall allocate within its members such designated roles as it thinks fit to deliver the functions of the Committee and shall give such titles to the roles as necessary, having regard to any guidelines that may be issued from time to time in Regulations issued by the Board.

Area Discipline Panel

59. The Area Discipline Panel shall be concerned with all matters relating to, and/or within the scope of, the EH Code of Ethics within the Area, including, but not limited to:

- (1) providing leadership to ensure effective management and delivery of all matters within the scope of the EH Code of Ethics as may be necessary or required by England Hockey to be carried out within the Area;
- (2) ensuring, by consultation and cooperation with other Area Company Discipline Panels, and England Hockey Disciplinary Bodies, consistency in the enforcement of the provisions of the EH Code of Ethics;
- (3) maintaining a sufficient number of Assistant Area Disciplinary Administrators to deliver effective administration and management of disciplinary matters within the scope of the EH Code of Ethics as required within the Area;
- (4) liaising and communicating with clubs, leagues and match officials about matters within the scope of the EH Code of Ethics;
- (5) assisting in the establishment of such Disciplinary Appeal Bodies within the Area as may from time be required by England Hockey and the EH Code of Ethics.

60. The members of the Discipline Panel shall include, but not be limited to:

- (1) The Area Disciplinary Administrator, who shall be appointed by the Directors after consultation with the England Hockey Head of Governance, or such other England Hockey official as shall be responsible for overseeing Disciplinary matters within England;
- (2) A minimum of two Assistant Area Disciplinary Administrators appointed by the Board;
- (3) Such other members as the Board may think fit, subject to such Regulations as may be issued from time to time by the Board.

61. The Board shall appoint the chair of the Area Discipline Panel, who may be the Area Disciplinary Administrator, but shall not be a current Director. Regulations, to be issued by the Board subject to the approval of England Hockey, shall provide for the procedures to be followed for recruiting and appointing the Area Disciplinary Administrator and Area Assistant Disciplinary Administrators, including the length of term for which any individual may be appointed and the limit and scope of their duties and responsibilities.

62. All Regulations issued by England Hockey for the purpose of implementing the EH Code of Ethics shall be applicable to, and enforceable within, the Area. If, and so far as may be, necessary, the Board shall issue further Regulations to ensure that all aspects of the EH Code of Ethics are effective within the Area.

Miscellaneous Provisions about Committees

63. The Board may from time to issue Regulations to govern the procedures, including the quorum required, for meetings of all the Company Committees, Sub-Committees, and working groups or panels, and their activities, and may appoint such persons as thought fit to fill any vacancy.

64. All Committees, Sub-Committees and working groups, and working groups or panels, shall report in writing to the Board as regularly as may be required and shall cause minutes to be made in writing kept for the purpose of all meetings and decisions from the date of the meeting or decision for a period of at least 10 years.

PART 7

MEETINGS and COMMUNICATIONS

65. The Company, the Board, or any Committee or Sub-Committee may hold and conduct any meeting, including a General Meeting, in such a way that persons who are not present together at the same place may by electronic means attend and speak and vote at it. Subject to the provisions of the Companies Acts and any other law or regulation applicable to the Company:

66. A document or information (including any notice) to be given, sent or supplied to any person by or on behalf of the Company or any officer of

the Company may be sent by hand or by post in hard copy form, or sent or supplied in electric form or by making it available on the Company's website.

67. The only address at which a Member is entitled to receive a document or information (including any notice) is the address shown in the Register of Members and "address" in relation to electronic communications includes any number or address used for the purpose of such communications. Every Member shall be under a continuing duty to notify the Secretary of the Company and the Secretary of England Hockey of their up-to-date postal address, e-mail address and telephone number.
68. Where a document or information (including any notice) is sent or supplied by or on behalf of the Company under these Articles:
 - (1) where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;
 - (2) where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it will be sufficient to prove that it was properly addressed;
 - (3) where the document or information is handed to the Member (or, in the case of a club, corporation, association or organisation, its authorised representative), service shall be immediately on being handed to the Member (or its authorised representative);
 - (4) where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-
 - (a) the material is first made available on the website; or
 - (b) (if later), when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
 - (5) In any event, service on a Member (or its authorised representative) of any document or information shall be deemed to have been effected immediately upon such Member (or its authorised representative) acknowledging actual receipt.
69. A Member present or represented in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

General Meetings

70. A General Meeting may be convened at any time:
 - (a) By order of the Board;
 - (b) Upon the Board receiving a requisition from not less than 20 Member Clubs;

(c) Upon the Board receiving a requisition from England Hockey.

71. Every requisition shall state clearly the reason and all resolutions to be proposed. The General Meeting shall be held at a venue decided by the Directors which may include by electronic means.

Annual General Meetings

72. The Company shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than 18 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

73. Notice of the Annual General Meeting, together with a copy of the agenda, shall be communicated to the Members not less than 21 days prior to the Meeting and shall include, but not be limited to:

- (1) the Company's annual accounts;
- (2) the Company's proposals for Subscriptions to the Company;
- (3) the Company's proposals for entry fees payable for competitions or leagues, masters, adult or junior.
- (4) the Directors' report if required by the Companies Acts;
- (5) the Independent Scrutineer's report on the Company,
- (6) the details of any resolution proposed to be voted on at the Meeting;
- (7) the nominations for the members of the Board, chairs and where put in place any Member Representatives to be elected by ballot prior to the Meeting, together with particulars of their qualifications, suitability and experience relied on as demonstrating that they are suitable for the role for which election is sought;
- (8) details of such other business as the Board may decide.

Proceedings at General Meetings

74. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be constituted by any number of persons present at the Meeting provided that such persons are duly authorised to represent not less than fifteen Voting Members entitled to vote upon the business to be transacted at the Meeting.

75. If a quorum is not present within half an hour from the time appointed for the Meeting, or if during a meeting a quorum ceases to be present, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such date, time and place as the Board may determine.

76. The Chair will chair the Annual General Meetings and General Meetings. If the Chair is not available, the Vice-Chair will chair the Meeting or another Director in exceptional circumstances with the agreement of the Directors.

- (1) The Directors may attend and speak at the Meeting;

- (2) A duly appointed representative from England Hockey can speak at the Meeting;
- (3) The chair of the Meeting may permit any other person, whether or not that person is a representative of a Member, to attend and speak at the Meeting;
- (4) No Voting Member shall be entitled to speak or vote at any General Meeting unless all monies then payable by the Member to the Company and to England Hockey have been paid;
- (5) The chair of the Meeting will report the result of any ballot for Postholders to be elected at the Meeting.

77. Any Voting Member may by resolution of its board or other governing body authorise such individuals as it thinks fit to act as its representative at any meeting of the Company, and the individual(s) so authorised shall be entitled to exercise on its behalf all the powers that such Voting Member may be entitled to exercise at the meeting:

- (1) in the case of the EHO, such authorisation shall be sufficient if authorised by the Area Branch Committee of the EHO;
- (2) in the case of England Hockey, for the purposes only of a resolution to amend the articles of the Company, such authorisation must be by a resolution of the England Hockey Board.

78. The chair of the Meeting may, with the consent of a 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 left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 14 days or more, at least 7 clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

79. A resolution put to the vote of a Meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:

- (1) by the chair of the Meeting; or
- (2) by at least two Voting Members represented in person or by proxy.

80. Unless a poll is duly demanded 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

81. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chair of the Meeting. The withdrawal of a

demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

82. A poll shall be taken as the chair of the Meeting directs and who may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
83. A poll demanded on the election of the chair of the Meeting or on a question of adjournment shall be taken immediately. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
84. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made.
85. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the Meeting shall be entitled to a casting vote in addition to any other vote they may have.

Votes of Members

86. On a show of hands every Voting Member whose name is entered on the Register of Members who is present, or in the case of a meeting by electronic means deemed to be present, by a duly authorised representative or by proxy shall have one vote.
87. For the purposes of any resolution at a General Meeting for which a poll is demanded, save for a Special Resolution to amend the Articles, a Voting Member Club shall be entitled to a number of votes to be ascertained as follows:
 - (1) In the case of clubs, by reference to the number of adult teams, whether men's, women's or mixed as the case may be, in respect of which the Club has paid a Subscription to England Hockey and the Company for the period in which the General Meeting is being held, as follows:
 - One vote for clubs with two teams or less;
 - Two votes for clubs with three teams and less than seven
 - Three votes for clubs with seven teams and less than twelve
 - Four votes for clubs with twelve teams and less than twenty
 - Five votes for clubs with twenty teams or more
 - (2) One vote for the EHO; and
 - (3) Two Votes for all Sub-Areas that have been accepted by England Hockey as Voting Members.
88. For the purposes of any Special Resolution, whether or not a poll is demanded, to amend the Articles, England Hockey shall be deemed to

be a Voting Member and the Voting Members shall be entitled to a number of votes to be ascertained as follows:

- (1) The Voting Members referred to in Article 87 above shall be entitled to the number of votes ascertained as therein set out;
- (2) England Hockey shall be entitled to such number of votes as shall be sufficient to pass or defeat, as the case may be, the resolution in the sense voted by England Hockey.

89. No Member shall debate or vote on any matter in which they are personally interested without the permission of the majority of the persons present and voting (and for the avoidance of doubt a Member shall not be "personally interested" in a matter relating solely to the level of subscriptions or fees).

Proxies

90. The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall:

- (1) in the case of an instrument in writing, be deposited at such place within the United Kingdom as is specified for that purpose in the notice convening the meeting; or
- (2) in the case of an appointment contained in an electronic communication, be received at such an address which has been specified for the purpose of receiving electronic communications:
 - (a) in the notice concerning the meeting; or
 - (b) in any instrument by proxy sent out by the company in relation to the meeting; or
 - (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the appointment proposes to vote or in the case of a poll, before the time appointed for the taking of the poll, and in default the appointment of proxy shall not be treated as valid.

91. No appointment of a proxy shall be valid after the expiration of 12 months from the date of its execution.

92. An appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll.

93. No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered, and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

94. A vote given or poll demanded in accordance with the terms of an appointment of proxy shall be valid notwithstanding the previous revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the revocation of the Voting Member shall have been received at the Office not less than 48 hours before the time for holding the relevant meeting or adjourned meeting at which the proxy is used or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) at least 48 hours before the time appointed for taking the poll.

PART 8

ADMINISTRATIVE ARRANGEMENTS

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

95. Save that this Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law, a relevant Director of the Company may be indemnified out of the Company's assets against—

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company,
- (b) any other liability incurred by that Director as an officer of the Company.

Insurance

96. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss. In this article—

- (a) a "relevant Director" means any Director or former Director of the Company,
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to the Company.

DISTRIBUTION OF PROFITS AND WINDING UP

Profits not to be distributed

97. The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company and no part paid

or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members.

Dissolution of the Company

98. If England Hockey transfers the regulatory and management roles from the Company then the assets, after meeting all liabilities, attributable to the regulatory and management roles of the Company will be transferred to companies or other entities designated by England Hockey to cover the regulatory and management roles of the Company.
99. The remaining assets after the transfer of the assets set out in Article 98 shall not be distributed to Members but paid out in such manner that benefits the sport of hockey as shall be determined by a General Meeting or, if such a meeting so decides, by the Directors. The Directors will then apply to the Registrar of Companies to dissolve the Company on the basis it has no assets or liabilities and it is dormant.