

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
COMMONWEALTH GAMES ENGLAND
(Company Number 1616941)

*Adopted by Special Resolution passed on 31 October 2017
Draft Amendments to be adopted at the Annual General
Meeting on 11 November 2020*

1 Preliminary

1.1 In these articles:

'1985 Act'	means the Companies Act 1985
'2006 Act'	means the Companies Act 2006
'the Acts'	means the Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;
'Affiliation Fee'	means an annual fee that the Board may, if it so decides, levy on the members at a rate to be determined and approved by an ordinary resolution of the members;
'the Board'	means the board of directors of CGE;
'CGE'	means Commonwealth Games England;
'Chair'	means a director nominated by the Board to act as chair of the Board and chair of CGE;
'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
'Commonwealth Games Sport'	means a sport which is either listed in the official programme of the Commonwealth Games or is listed in the Constitution of the Commonwealth Games Federation as a possible sport for inclusion in the Commonwealth Games and Single Commonwealth Sports Championships recognised by the Commonwealth Games Federation. ;
'Governing Body'	means a Governing Body of a Commonwealth Games Sport which is generally recognised within that sport as the authority responsible for the selection and management of that sport at the Commonwealth Games and is affiliated directly or indirectly to the International Federation for the

time being recognised by the Commonwealth Games Federation as controlling that sport internationally. Should a sport in England have a separate Governing Body for each sex they shall mutually determine the sport's representative on the Board. In the event of any dispute or difference as to the identity of the Governing Body entitled to recognition hereunder the decision of the Board shall be final and binding and CGE shall not recognise more than one Governing Body for each Commonwealth Games Sport.

and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on CGE.

1.2 CGE is established for the purposes expressed in the memorandum of association.

2 Qualification of members

2.1 Only one Governing Body from each Commonwealth Games Sport shall be entitled to apply to become a member of CGE.

2.2 Only Governing Bodies may be members of CGE.

2.3 The number of members is unlimited

3 Admission of members

3.1 Any Governing Body may apply to become a member of CGE. Such application must be in writing, in such form and with such accompanying documents as the Board may from time to time require and shall be accompanied by the Affiliation Fee.

3.2 The member shall have the absolute discretion to approve or reject any such application.

4 Retirement of members

4.1 Any member of CGE desiring to retire shall signify such desire in writing to the secretary (or where there is no secretary, to the Chair) and its name shall then be removed from the list of members and it shall cease to be a member as soon as its name has been removed from the list.

4.2 The members may at any time by ordinary resolution determine that any member shall cease its membership of CGE.

5 Rights of members

5.1 No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by retirement or otherwise.

5.2 On acceptance of its application to become a member a Governing Body shall nominate a representative to represent it at general meetings of CGE and such nomination shall be by notice in writing and a member may at any time in like manner remove its representative and make a new nomination.

5.3 A member may by notice in writing appoint an alternative representative to attend general meetings of CGE in place of the nominated representative.

5.4 An alternative representative shall have the same right to attend speak and vote at such meeting as the nominated representative whose place he has been appointed to take.

6 Affiliation Fee

6.1 If the Board determines that an Affiliation Fee is payable, each member shall pay such an Affiliation Fee to CGE on 1st January in each year.

6.2 If an Affiliation Fee is not paid within 2 months the Board shall serve notice of the fact on that member and in the event that the Affiliation Fee remains unpaid for 12 months from the date it fell due the defaulting member shall cease to be a member.

6.3 CGE may at its discretion waive in whole or in part the first Affiliation Fee due for any member who was admitted after 30 September in any year.

7 General meetings

7.1 CGE shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of CGE and that of the next. The annual general meeting shall be held at such time and place or by such electronic means as the Board shall appoint.

7.2 The Board may, whenever it thinks fit, convene a general meeting.

7.3 Any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the registered office of CGE.

7.4 At least 14 clear days before every meeting, notice specifying the place or by such electronic means, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members in the manner stated in regulation 16 of these articles, or in such other manner, if any, as may be prescribed by CGE in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting.

7.5 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

7.6 A person is able to exercise the right to speak at a general meeting when
(a) that person is able to exercise the right to vote, during the meeting, on resolutions put to the vote at the meeting, and
(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

7.7 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

7.8 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

~~7.47.9~~ Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

8 Proceedings at general meetings

8.1 All business at any meeting shall be deemed special, with the exception at the annual general meeting of the consideration of the accounts and any documents annexed to them, the report of the board and the report of the auditors and the reappointment of retiring auditors and the fixing of their remuneration.

8.2 No business shall be transacted at any meeting unless a quorum of not less than half of those members entitled to attend and to vote are present at the commencement of such business.

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- 8.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- 8.4 The Chair shall preside at every general meeting of CGE.

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- 8.5 If the Chair is not present at the time of holding a meeting the members present shall choose someone of their number to be chairman of the meeting.
- 8.6 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.7 At any general meeting a declaration by the chairman that a resolution has been carried or lost and an entry to that effect in the minute book of CGE shall be conclusive evidence of the fact.
- 8.8 Every member shall have one vote and no more, and each resolution shall be decided upon by a show of hands of the members unless a secret ballot is, before or upon the declaration of the result of show of hands demanded by a member. In the case of an equality of votes the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
- 8.9 If a secret ballot be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the chairman of the meeting shall direct, and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded.
- 8.10 The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded.
- 8.11 No member shall be entitled to vote at any general meeting if any money owing from him on any account to CGE is overdue.
- 8.12 Directors may attend and speak at general meetings.
- 8.13 The Chair may permit other persons, who are not members or otherwise entitled to exercise the rights of a member in relation to general meetings, to attend and speak at general meetings.

9 Board

- 9.1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be no less than 5.
- 9.2 No individual shall be appointed as director unless he has been proposed by the Remuneration and Nominations Committee.
- 9.3 Subject to article 9.2, 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; or
 - (b) by decision by the Board.
- 9.4 Subject to the exceptions set out in 9.5 below, a director may serve on the Board for a maximum of two terms of four years.
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9.5 The exceptions referred to in 9.4 above are as follows:-

- (a) a director may serve on the Board for a maximum of twelve years if appointed as chair of CGE, or to a senior position with an international federation, or to a position on the Organising Committee ("OC"), or on one of the sub committees of the OC, of a Commonwealth Games to be hosted in England; or
- (b) a director appointed in an Ex Officio capacity, may serve on the Board for the duration of their holding the relevant office; or
- (c) in exceptional circumstances (for example to assist succession planning), a chair or director may hold office for a further year.

9.6 An individual shall cease to be a director:

- (a) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (b) if he is found or becomes of unsound mind;
- (c) if he becomes prohibited from being a member by reason of any Court order made under the Acts;
- (d) if he is removed from office by a resolution duly passed under S168 of the 2006 Act;
- (e) if, by notice in writing to the Board resigns his membership.

9.7 When a director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a director or to a position on the Organising Committee ("OC"), or on one of the sub committees of the OC, of a Commonwealth Games to be hosted in England.

9.8 If at any time the number of directors is reduced below 5 the continuing directors shall act only for the purpose of filling vacancies until there are at least 5 directors.

9.9 The Board shall have control over all the affairs and property of CGE and may prescribe, alter or cancel rules for the regulation of CGE and the directors are responsible for the management of CGE's business and shall exercise all such powers of CGE as it thinks fit except as otherwise provided by these articles.

9.10 The Board shall present to the annual general meeting of CGE, a report of decisions which it has taken since the last annual general meeting.

10 Proceedings of Directors

10.1 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

10.2 The quorum for a Board meeting shall be a minimum of 3 of the directors entitled to form part of the quorum pursuant to article 11.3., of which one needs to be an independent non-executive director.

10.3 Directors may pass a resolution as a written resolution, without the need to convene a board meeting. A written resolution may be circulated and voted on by way of email.

11 Directors Declaration of Interests

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- 11.1 A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with CGE shall declare the nature and extent of his interest to the other directors before CGE enters into the transaction or arrangement in accordance with the Acts.
- 11.2 A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by CGE shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Acts, unless the interest has already been declared under article 11.1.
- 11.3 Notwithstanding any declaration made by a director, a director shall leave the meeting whilst any such transaction or arrangement is discussed or voted on and he shall not be entitled to *vote* in respect of any proposed or existing transaction or arrangement with CGE in which he is interested and if he shall do so his vote shall not be counted and he shall not be taken into account in ascertaining whether a quorum is present.
- 11.4 A director need not declare an interest under article 11.1 and article 11.2 as the case *may* be:
- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
 - (c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware; or
 - (d) if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

12 Committees

- 12.1 The directors *may* delegate any of their powers to any committee consisting of one or more directors.
- 12.2 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 12.3 A Remuneration and Nominations Committee shall be established. The Remuneration and Nominations Committee shall be responsible for inter alia the planning and appointment of directors and key members of staff and shall be responsible for the processes surrounding the appointment of all other advisers, staff and volunteers and shall be chaired by the Chair.

13 Respect for the Constitution of the Commonwealth Games Federation

- 13.1 CGE shall at all times act in accordance with the Constitution and Rules of the Commonwealth Games Federation the provisions of which so far as they concern the duties and obligations of national Commonwealth Games Associations shall be deemed to be incorporated in these Articles, providing that notwithstanding the foregoing this article shall be of no effect where the implementation of the same would be in conflict of the Constitution or rules of a member or of the International Federation of that sport.

14 Seal

- 14.1 The seal of CGE shall not be affixed to any instrument except by the authority of a resolution of the directors, and except in the presence of at least one director and the secretary or two directors both of whom shall sign the instrument.

15 Auditors

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

16 Notices

16.1 A notice may be served by CGE on any member either personally, by sending it through the post in a prepaid first class letter or by sending it by facsimile or by email addressed to such member at its address as set out in the register of members or such other address, fax number or email address as has been notified to CGE.

16.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted, if sent by fax before 4pm on the date of a valid received transmission report or if after 4pm on the following day and if served by email before 4pm it shall be deemed to have been served on the date of a valid delivery report or if after 4pm on the following day.

17 Winding up

17.1 CGE shall be wound up voluntarily whenever a special resolution is passed that CGE be wound up. Clause 7 of the memorandum of association of CGE shall have effect as if the provisions of that clause were repeated in these articles.

18 Indemnity

18.1 Subject to paragraph (2), a relevant officer of CGE may be indemnified out of CGE's assets against:

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to CGE,
- (b) any liability incurred by that officer in connection with the activities of CGE in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act),
- (c) any other liability incurred by that officer as an officer of CGE.

18.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Acts or by any other provision of law.

18.3 In this article a "relevant officer" means any director, former director or other officer of CGE (but not its auditor).

19 Insurance

19.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

19.2 In this article:

- (a) a "relevant officer" means any director or former director of CGE, any other officer or employee or former officer or employee of CGE (but not its auditor) or any trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) for the purposes of an employees' share scheme of CGE, and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to CGE or any pension fund or employees' share scheme of CGE.