



THURSDAY



A06 06/07/2017 #18
COMPANIES HOUSE

**COMPANIES ACT 2006
SPECIAL RESOLUTIONS**

Company Number: 2817909

Company Name: ENGLAND BOXING LIMITED

On the 23rd day of June 2017 the following special resolutions were agreed and passed by the members:

Special Resolution 1:

To amend the Articles of Association so that Article 14 shall be changed from the following:

"A Club Member will only be entitled to vote at a General Meeting if it has a minimum of 20 individuals registered as members of that Club such members also to be fully paid up Individual Members of the Company"

to the following

"A Club Member will only be entitled to vote at a General Meeting if it has a minimum of one individual registered as a member of that Club and who is also a fully paid up Individual Member of the Company"

Special Resolution 2:

To amend the Articles of Association so that Article 85 shall be changed from the following:

"The Board may if it thinks fit appoint (and revoke the appointment of) a patron, president, honorary president or honorary vice president (or other to be defined honorary positions) of the Company for such period and upon such terms as the Board deems expedient, subject to ratification by the Club Members at the subsequent Annual General Meeting of the Company In addition, the Board may recommend to the Members, for approval at a General Meeting, the appointment (or removal) of a person as an Honorary Life Vice President in accordance with Article 25. For the avoidance of doubt any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment"

to the following

"The Board may if it thinks fit appoint (and revoke the appointment of) any patron or honorary appointees (or other to be defined honorary positions) of the Company for such period and upon such terms as the Board deems expedient subject to ratification by the Club Members at the subsequent Annual General Meeting of the Company Each person appointed to such a position of patron or honorary appointee and each person holding such a position, must be and remain, a fully paid up Individual Member of the Company In addition the Board may recommend to the Members, for approval at a General Meeting, the appointment (or removal) of a person as an Honorary Life Vice President in accordance with Article 25 For the avoidance of doubt any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment"

Signed

Company number - 02817909



ENGLAND BOXING LIMITED EGM

Date: 16th June 2017 Time: 1:30pm

Venue: Alexandra Palace, Alexandra Palace Way, London, N22 7AY

Directors Present:

Caspar Hobbs (Chairman), Tove Okunniwa, Alkit Patel, Hilary Lissenden and Michael Norford

Company Secretary – Alkit Patel

CEO – Gethin Jenkins

The meeting was called to order.

The Chairman confirmed that the meeting did not meet the required number of voting attendees to be declared as quorate. No further EGM business could be formally conducted due to the meeting not being quorate and the EGM was to be rearranged as per the Articles of Association, namely at the same time and day the following week and at the same place unless agreed otherwise by the England Boxing Board.

A general discussion was held and questions were taken from the floor

ENGLAND BOXING LIMITED EGM

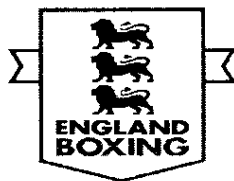
DATE: Friday 23rd June 2017 Time: 1:30pm

Venue: Islington Boxing Club, 20 Hazellville Road, Islington, N19 3LP

Item 1	<p>Directors Present: Gerry Willmott (Chair) and Mike Loosemore</p> <p>CEO: Gethin Jenkins</p> <p>Sectary: Richard Powers</p> <p>The meeting was declared open at 1.30pm. The Chair announced that this was the reconvened EGM from Friday, 16th June 2017. As the meeting was not quorate at the scheduled start time (1 30pm), in accordance with the articles the meeting was held up for half an hour, beginning at 2pm, and was declared as now being quorate in accordance with the articles, thus being entitled to the meeting and bot on the business to be conducted.</p>
Item 2	<p>The chair tabled following resolution as a Special Resolution to amend the Articles of Association so that Article 14 shall be changed from the following "A Club Member will only be entitled to vote at a General Meeting if it has a minimum of 20 individuals registered as members of that Club, such members also to be fully paid up Individual Members of the Company" to the following "A Club Member will only be entitled to vote at a General Meeting if it has a minimum of one individual registered as a member of that Club and who is also a fully paid up Individual Member of the Company"</p> <p>The resolution was passed with a unanimous vote in favour.</p>

Item	<p>The chair tabled following resolution as a Special Resolution: to amend the Articles of Association so that Article 85 shall be changed from the following <i>"The Board may if it thinks fit appoint (and revoke the appointment of) a patron, president, honorary president or honorary vice president (or other to be defined honorary positions) of the Company for such period and upon such terms as the Board deems expedient, subject to ratification by the Club Members at the subsequent Annual General Meeting of the Company. In addition, the Board may recommend to the Members, for approval at a General Meeting, the appointment (or removal) of a person as an Honorary Life Vice President, in accordance with Article 25. For the avoidance of doubt, any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment"</i> to the following <i>"The Board may if it thinks fit appoint (and revoke the appointment of) any patron or honorary appointees (or other to be defined honorary positions) of the Company for such period and upon such terms as the Board deems expedient, subject to ratification by the Club Members at the subsequent Annual General Meeting of the Company Each person appointed to such a position of patron or honorary appointee, and each person holding such a position, must be, and remain, a fully paid up Individual Member of the Company In addition, the Board may recommend to the Members, for approval at a General Meeting, the appointment (or removal) of a person as an Honorary Life Vice President, in accordance with Article 25 For the avoidance of doubt, any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment"</i></p> <p>The resolution was passed with a unanimous vote in favour.</p>
Item 4	A number of questions were then put to the Chair and CEO regarding various items.
Item 5	Meeting closed by Chairman at 14:15pm

The meeting closed at 7.00pm



COMPANY NO. 2817909
THE COMPANIES ACTS 1985 TO 2006

06/07/2017
COMPANIES HOUSE

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION AND MEMORANDUM
of
ENGLAND BOXING LIMITED

23 June 2017

INTERPRETATION

1. In these Articles the following expressions shall (except where otherwise specified or the context otherwise requires) have the following meanings:

Act means the Companies Act 2006 including any statutory modification, amendment or re-enactment thereof for the time being in force;

AIBA means the International Boxing Association;

AIBA Anti-Doping Code mean the code adopted by AIBA in conformity with its responsibilities under the World Anti-Doping Code;

AIBA By-laws mean the by-laws adopted from time to time by AIBA pursuant to article 38 of the AIBA Statutes;

AIBA Code of Ethics means the code adopted from time to time by AIBA dealing with ethical issues;

AIBA Disciplinary Code means the code adopted from time to time by AIBA dealing with disciplinary issues;

AIBA Procedural Rules means the rules adopted from time to time by AIBA dealing with procedural issues;

AIBA Regulations means the AIBA Statutes, the AIBA Bylaws, the AIBA Technical & Competition Rules, the AIBA Code of Ethics, the AIBA Disciplinary Code, AIBA Procedural Rules and the AIBA Anti-Doping Code;

AIBA Statutes mean the constitution of AIBA, as may be amended from time to time;

AIBA Technical Rules means the technical rules adopted by AIBA from time to time and which apply to AOB, APB and WSB;

AIBA Technical and Competition Rules means collectively the AIBA Technical Rules, the AOB Competition Rules, the APB Competition Rules and the WSB Competition Rules (as adopted and amended from time to time);

AOB means AIBA Open Boxing, which is the Olympic style of boxing;

APB means AIBA Pro Boxing;

APB Competition Rules means the competition rules for APB adopted by AIBA from time to time;

Articles mean these articles of association, as altered from time to time by special resolution;

Associate Members means those members of the Company who become members in accordance with the procedure set out in Articles 16-19;

Associate Membership means the class of membership referred to in Articles 16 – 19;

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

Board means the board of directors of the Company;

Boxing means the sport of boxing and, in particular, AOB and APB;

BMA means Boxing Marketing Arm SA

Chairman means the chairman of the Board from time to time;

Championship Finals means all national championship finals;

Chief Executive means the chief executive of the Company from time to time;

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;

Club Members means those members of the Company who become members in accordance with the procedure set out in Articles 11 - 15;

Club Membership means the class of membership referred to in Articles 11 - 15;

Code of Conduct for Members means the code of conduct that is applicable to all members as determined by the Board from time to time in accordance with Article 73;

Company means England Boxing Limited, a private company limited by guarantee registered in England and Wales with company number 2817909;

Directors means the England Boxing Non-Executive Directors, the Independent Non-Executive Directors and the non-executive Chairman from time to time, as appointed in accordance with these Articles;

England Boxing Non-Executive Directors shall be individuals who have been Individual Members of England Boxing Limited (or its predecessor, the Amateur Boxing Association of England Limited)] for a minimum continuous period of three years prior to appointment and have been appointed in accordance with the procedure set out in Articles 53-55 (inclusive)

General Meeting means a general meeting of the Members of the Company, being either an annual general meeting or an extraordinary general meeting;

Honorary Life Vice-Presidents has the meaning given in Article 25;

Independent Non-Executive Directors shall be individuals who are independent of the Company's Members and have been appointed in accordance with the procedure set out in Articles 53 and 54;

Individual Members means those members of the Company who become members in accordance with the procedure set out in Articles 7 - 10;

Individual Membership means the class of membership referred to in Articles 7 - 10;

Members means the members of the Company from time to time, as set out in Articles 3 to 24;

Membership means Associate Membership, Club Membership and Individual Membership and any other form of membership as may be provided for in these Articles

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

Regional Association means the Southern Counties Amateur Boxing Association, the Western Counties Amateur Boxing Association, the Eastern Counties Amateur Boxing Association, the Tyne Tees and Wear Amateur Boxing Association, the Yorkshire Amateur Boxing Association, the North West Region Amateur Boxing Association, the Home Counties Amateur Boxing Association, the London Amateur Boxing Association, the Midlands Amateur Boxing Association, the East Midlands Amateur Boxing Association, the Merseyside and Cheshire Amateur Boxing Association and any other Association recognised by a resolution of the Board as being a Regional Association from time to time;

Rules, Policies and Procedures or Codes means the rules, policies and procedures or codes made in accordance with Article 73;

Secretary means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company from time to time;

United Kingdom means Great Britain and Northern Ireland;

World Anti-Doping Code means the anti-doping code as adopted by the World Anti-Doping Authority from time to time;

World Series of Boxing means the means the international boxing league competition known as the World Series of Boxing (or such other name as may replace said name from time to time);

WSB means World Series of Boxing SA; and

WSB Competition Rules means the competition rules for the World Series of Boxing adopted by WSB from time to time.

CONSTRUCTION

2. In these Articles:

- (a) words denoting the singular number include the plural number and vice versa, words denoting the masculine gender including the feminine gender and words denoting persons include corporations;
- (b) words or expressions contained in these Articles which are not defined in these Articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;
- (c) subject to paragraph (b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- (d) headings are inserted for convenience only and do not affect the construction of these Articles; and
- (e) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them.

CLASSES AND RIGHTS OF MEMBERSHIP

- 3. The Company shall have three classes of membership, namely Individual Membership, Club Membership and Associate Membership, as described further below.
- 4. Subject to the Articles below, Club Members and Associate Members shall have the right:
 - (a) to receive notices of General Meetings; and
 - (b) through representatives appointed in accordance with the procedure set out below, to attend and speak at General Meetings.

5. Subject to any further requirements as set out below, only Club Members shall have the right, through representatives appointed in accordance with the procedure set out below, to vote at General Meetings.
6. In the event that any Member has not paid its membership fee (if any) to the Company in a timely fashion, it shall, at the Board's discretion, be deprived of the benefits, rights and privileges of Membership, including the right (if any) to attend, speak and vote at General Meetings.

INDIVIDUAL MEMBERSHIP

7. Individual Membership shall be available to boxers, fitness boxers, coaches, officials, volunteers and supporters wishing to affiliate to the Company and its activities.
8. The benefits, rights and privileges attaching to Individual Membership shall be as determined by the Board from time to time.
9. *To achieve Individual Membership, a person must complete such form, pay such fee to the Company and meet such reasonable conditions as may be determined by the Board from time to time (if any).*
10. It shall be a condition of Individual Membership that the applicant for Individual Membership agrees to abide by the Company's Code of Conduct for Members, as determined by the Board from time to time.

CLUB MEMBERSHIP

11. Club Membership shall be available to boxing clubs wishing to affiliate to the Company and its activities.
12. Save as set out at Articles 4 to 6 above, the benefits, rights and privileges attaching to Club Membership shall be as determined by the Board from time to time.
13. *To achieve Club Membership, a club must complete such form, pay such fee to the Company and meet such reasonable conditions as may be determined by the Board from time to time (if any).*
14. A Club Member will only be entitled to vote at a General Meeting if it has a minimum of one individual registered as a member of that Club and who is also a fully paid-up Individual Member of the Company.
15. It shall be a condition of Club Membership that an applicant for Club Membership agrees to abide by the Company's Code of Conduct for Members..

ASSOCIATE MEMBERSHIP

16. Associate Members shall be available to organisations other than clubs wishing to affiliate to the Company and its activities, including the Regional Associations, the Combined Services Boxing Association, the Police Boxing Association, the National Association of Clubs for Young People (Ambition) and the British Universities Sports Association.
17. Save as set out at Articles 4 to 6 above, the benefits, rights and privileges attaching to Associate Membership shall be as determined by the Board from time to time.
18. To achieve Associate Membership, an organisation must complete such form, pay such fee to the Company and meet such reasonable conditions as may be determined by the Board from time to time (if any).
19. It shall be a condition of Associate Membership that an applicant for Associate Membership agrees to abide by the Company's Code of Conduct for Members.

MISCELLANEOUS MATTERS RELATING TO MEMBERSHIP

20. The Board shall review annually the fees and other requirements relating to Membership of the Company, and will set such fees and other requirements as are applicable for the following membership year in advance and on reasonable notice to all Members. Such fees and requirements must be paid and satisfied by such date as shall be determined by the Board.
21. A Member will be deemed automatically to have withdrawn from Membership if it is insolvent or bankrupt or has entered an arrangement or composition with its creditors.
22. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, to request that a Member withdraw from Membership by a specified date, for a specified period of time (or absolutely) and/or until it has complied with specified conditions. Such a request shall only be sent on a vote of a majority of the Board at a validly convened and quorate Board meeting, and shall specify the reasons justifying the request. Such a request shall be sent to the Member concerned by post in hard copy form and/or by e-mail (and by both means, wherever possible).
23. After receipt of the request, the Member concerned may:
 - (a) Tender its resignation from Membership of the Company in writing, in which case its name shall be deleted from the register of Members;
 - (b) Not respond to the request by the date specified therein, in which case it shall be deemed to have resigned its Membership of the Company with effect from that date, in the same way as if it had tendered its resignation in writing; or
 - (c) Prior to the date specified in the request, require in writing that the matter be remitted to a disciplinary panel convened in accordance with the Company's disciplinary policy and procedures.

SUBSCRIBERS NOT TO BE MEMBERS

24. For the avoidance of doubt, and without prejudice to any letter or other instrument containing a resignation, from 27 August 2005 the original subscribers to the memorandum of the Company, namely Lesley Patricia Devins and Ian Brotzman, ceased to be members of the Company.

HONORARY LIFE VICE-PRESIDENTS

25. Honorary Life Vice-Presidents shall be those individuals who, following a recommendation from the Board in accordance with Article 85, in the opinion of a simple majority of those Members voting at a General Meeting, warrant recognition for their services to the sport of boxing or to the Company and are appointed Honorary Life Vice-Presidents by a resolution of a General Meeting, together with those members created Honorary Life Vice-Presidents under the terms of Article 27.
26. Honorary Life Members shall be entitled to free admission to the Championship Finals and to other major boxing tournaments organised or run by the Company as shall be determined by the Board from time to time.
27. All members of the Association at 27 August 2005 who were not Members in accordance with the terms of these Articles became Honorary Life Vice-Presidents.
28. Honorary Life Vice-Presidents will not be obliged to pay a subscription.

POSSIBLE CONFLICT BETWEEN MEMBER'S CONSTITUTION AND THESE ARTICLES

29. In in the event of any conflict between any provision in these Articles from time to time and any provision in the constitutional documents of a Club Member or Associate Member, the provision in these Articles shall prevail.

AFFILIATIONS

30. The Company is a member of AIBA and is recognised by AIBA as the sole sporting body in England with responsibility for the sport of Boxing in England. The Company is also a member of EUBC.
31. Save as set out below, the Board may resolve to affiliate the Company with some other association, company or other body where it appears to the Board appropriate to do so and the Board may accept affiliations from associations, companies or other bodies who have an interest in or association with boxing on terms set by the Board.
32. The Company cannot be a member of or affiliated to any professional boxing or professional combat sport organisation or body (other than AIBA and WSB).

GENERAL MEETINGS

33. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
34. The Board may call General Meetings whenever it thinks fit and, on the requisition of Members representing not less than 5% of the total voting rights of all the Members having at the time of the requisition a right to vote at General Meetings, shall within twenty-one days from the date of the deposit of the requisition proceed duly to convene an Extraordinary General Meeting for a date as soon as practicable thereafter.
35. The Board will call an Annual General Meeting within six months of the coming into force of these Articles, and will call an Annual General Meeting once a year thereafter, with no less than 12 months and no more than 18 months to pass between any two Annual General Meetings.

NOTICE OF GENERAL MEETINGS

36. Any Annual General Meeting, or any Extraordinary General Meeting called for the passing of a special resolution, shall be called by at least twenty-one Clear Days' notice. In the case of a meeting other than an Annual General Meeting or a meeting for the passing of a special resolution, such meetings shall be called by at least fourteen Clear Days' notice.
37. Without prejudice to Article 36:
 - (a) an Annual General Meeting of the Company may be called by shorter notice if it is agreed by all the Members entitled to attend and vote thereat; and
 - (b) an Extraordinary General Meeting may be called by shorter notice if is agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
38. The notice shall specify the time and place of the General Meeting and the general nature of the business to be transacted.
39. The notice shall be given to all the Club and Associate Members, to any legal personal representative or the trustee in bankruptcy in the event of the death or bankruptcy of any Club or Associate Member and to the Auditors.
40. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

REPRESENTATIVES AT GENERAL MEETINGS

41. If a Club Member wishes to attend, speak or vote at a General Meeting, or if an Associate Member wishes to attend or speak at a General Meeting, it must formally appoint a natural person to represent it at that Meeting.

42. Such an appointment must be approved by the board or committee (or equivalent organ) of the Club Member or Associate Member in question, and must be evidenced by the provision to the Company on the day of the General Meeting of a document signed by two officers of the Club Member or Associate Member, in such form as the Board may determine from time to time, which shall confirm the identity of the representative, the fact of his appointment and that that appointment has been approved by the board or committee (or equivalent organ) of the Club Member or Associate Member in question. The Club Member or Associate Member (as the case may be) may also, in this document, confirm any voting instructions which have been given to the representative.

PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any General Meeting unless a quorum is present. A quorum will be achieved if natural persons properly authorised in accordance with Article 41 above and representing in total 50 or more Club Members entitled to vote are in attendance.
44. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the following week, at the same time and place (or at such other place as the Board may determine), and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the representatives of the Club Members present shall constitute a quorum and shall be entitled to hold the meeting and vote on the business to be conducted thereat.
45. The Chairman of the Board (if present) or in his absence some other Director nominated by all Directors at the meeting shall preside as chairman of the meeting, but if neither the Chairman nor any Director is present within fifteen minutes after the time appointed for holding the meeting or being present is unwilling to act, the Club Members present shall elect one of their number to be Chairman for the meeting.
46. The chairman 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting 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.

VOTING AT GENERAL MEETING

47. A resolution put to the vote at a General Meeting shall be decided by a ballot of the representatives of the Club Members present and voting thereat.

48. Every Club Member who is present by a duly authorised representative shall be entitled to exercise one vote at a General Meeting.
49. Any resolution put to the Members at a General Meeting shall be passed by a simple majority of the Club Members present (by a duly authorised representative) and voting at the meeting, unless the Act specifies that the resolution shall be passed as an extraordinary or special resolution in which case it shall be passed by a majority of not less than seventy-five per cent of the Club Members voting at the meeting.
50. In the case of an equality of votes the resolution being voted on will not be passed.
51. A resolution in writing executed in accordance with the Act shall be as effective as if it had been passed at a General Meeting properly convened and held and may consist of several documents in the like form signed by one or more of the Club Members.
52. *No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive if lawful.*

COMPOSITION OF THE GOVERNING BOARD

53. The Board shall be comprised of 12 Directors, of which 7 shall be England Boxing Non-Executive Directors, 4 shall be Independent Non-Executive Directors, and one shall be the non-executive chairman.
54. All of the Directors shall be appointed on the basis that they possess skills and expertise that have been identified by the Board as desirable and necessary. The Board will consult regularly with independent experts on corporate governance to determine the relevant skills requirements and will incorporate current best practice in relation to all appointment processes including nomination and selection processes for the Independent Non-Executive Directors or non-executive chairman. These processes will include as a minimum wide advertisement of vacancies and the establishment of a selection panel to determine whether candidates have the required skills.
55. The Board shall advertise generally, and will specifically circulate to the Club Members and Associate Members details of any vacancies at Board level for England Boxing Non-Executive Directors. Details of the particular skills requirements will be made available. Each Club or Associate Member shall be entitled to nominate appropriately skilled individuals whom the Board will consider in accordance with the processes, including selection processes, determined in accordance with Article 54. In addition suitably qualified individuals who feel that they have the skills required to fulfil the role of an England Boxing Non-Executive Director (and who have the necessary membership qualification) will be encouraged to apply.
56. The England Boxing Non-Executive Directors will serve a four year term, with any individual to serve a maximum of two terms (consecutive or otherwise). England Boxing Non-Executive Directors shall carry one vote each at Board meetings. The terms of the England Boxing Non-Executive Directors will be timed so as to ensure that they will not

all retire at the same time (the Company will make separate provision in this regard). The England Boxing Non-Executive Directors may concurrently hold or previously have held an executive role within a Regional Association or any related boxing association.

57. The Independent Non-Executive Directors will be appointed in accordance with Article 54 and will serve a two or four year term, as decided by the Board and agreed with the individual in question in each case. No individual shall serve as an Independent Non-Executive Director for more than eight years in total. Independent Non-Executive Directors shall carry one vote each at Board meetings.
58. The non-executive chairman shall be appointed by the Board following the same selection process as for the Independent Non-Executive Directors. They must be independent, in that they may not concurrently hold or previously have held an executive or employed role within the Company, a Regional Association or any related boxing association (for the avoidance of doubt, subject to meeting the overriding criterion of independence a past President of the Company may subsequently be appointed its Chairman, although no person may hold those posts concurrently, subject always to such a person having to go through the selection process set out above without derogation). They will serve a four year term, with no chairman to serve more than two terms (consecutive or otherwise). The chairman will have a vote at Board meetings, such vote being, in the event of a tie, a casting vote.
59. The Company will also have a chief executive officer, who shall be appointed by the Board on such terms and for such period as the Board thinks fit. The chief executive shall be accountable to the Board. The Chief Executive shall be permitted to attend and participate in discussion at Board meetings but shall not have a vote at such meetings.
60. The office of a Director shall be vacated:
 - (a) if they become bankrupt or make any arrangement or composition with their creditors generally;
 - (b) if they become of unsound mind;
 - (c) *if they become prohibited from holding office by reason of any court order made under the Act;*
 - (d) if by notice in hard copy form to the Board they resign their office;
 - (e) if the Board at any time resolves to terminate their appointment, such resolution requiring a 75% majority of those voting to be passed;
 - (f) if the Members of the Company, at an Extraordinary General Meeting or Annual General Meeting, resolve by majority to remove them from office; or
 - (g) they cease to comply with Article 63.
61. Unless the Board resolves otherwise, any Director who shall, without sufficient reason, absent himself from three consecutive meetings of the Board, will be understood to have resigned his position as a Director.

62. In the event of there being a temporary vacancy on the Board, the Board shall resolve to fill that vacancy as quickly as reasonably practicable, and it may continue to act in the usual way in the interim. Any person filling a Board vacancy will complete the term *applicable to the vacancy he is filling, and not commence a new four or two year term.* He will be available for re-election or re-appointment, subject to applicable service limits as set out in these Articles.
63. A person shall not be eligible to be elected as a Director of the Company if that person has held any position (including as a boxer, official, coach or trainer) within, or has been affiliated to any professional boxing or professional combat sport organization (other than APB or World Series of Boxing). Such person shall not be entitled to hold any position within or be affiliated to any professional boxing or professional combat sport organization (other than APB or World Series of Boxing) for so long they hold the position of Director of the Company.
64. The Board may invite any person whom it considers appropriate to attend a Board meeting, either as a participant or as an observer. Such a person shall not have voting rights.

PROCEEDINGS OF THE BOARD

65. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year. The quorum for a Board meeting shall be six persons having the right to vote, save that no meeting shall be quorate if less than two Independent non-Executive Directors are present.
66. A Director may at any time summon a meeting of the Board by notice served in writing (in hard copy or by email) upon the Directors, giving not less than 21 days' notice.
67. The non-executive chairman shall chair meetings of the Board. If the chairman is unwilling or unable to preside at a meeting of the Board or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of the other Independent Non-Executive Directors. That Director will not carry a casting vote.
68. A Director may participate in a meeting of the Board by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.
69. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally. Unless these Articles provide otherwise, *questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands.*

70. The Board shall cause proper minutes to be made of all business transacted at Board meetings, and any such minutes of any meeting shall be put for approval to the following meeting of the Board, such approval to be conclusive evidence of the facts therein stated.
71. A written resolution signed by all Directors for the time being who are entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.
72. In the case of matters that are urgent and non-contentious or that only require the approval of the Board as a formality, Directors may convene and vote at a meeting by electronic mail. The outcomes of such votes shall be authoritative and shall be appended to the minutes of the previous meeting of the Board shall be formally considered at the following meeting of the Board.

POWERS OF THE BOARD

73. The strategic direction of the Company shall be determined by the Board who
 - (a) may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit;
 - (b) will delegate day to day business to a management team led by the chief executive officer;
 - (c) may exercise all the powers of the Company; and
 - (d) may do on behalf of the Company all such acts as may be exercised and done by the Company (including, without prejudice to the generality of the foregoing, the power to borrow) and as are not by the Act or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
74. Without limiting the generality of Article 73, the Board may from time to time make, amend and replace:
 - (a) such Rules, Policies and Procedures or Codes as may be required by the provisions of these Articles; and
 - (b) such other Rules, Policies and Procedures or Codes which in the opinion of the Board are necessary or desirable for the control, management and administration of the Company and of the sport of Boxing.
75. The Members may in General Meeting by ordinary resolution repeal any Rules, Policies or Procedures or Codes made by the Board without affecting the validity of any act or

decision taken or made by the Board, or by any one authorised to so act or decide, pursuant to such Rules, Policies or Procedures or Codes prior to its or their repeal.

76. Any Rules, Policies or Procedures or Codes made by the Board in accordance with these Articles:
- (a) must be consistent with these Articles; and
 - (d) unless otherwise determined by the Board, shall operate with immediate effect upon being made by the Board.
77. All acts bona fide done by any meeting of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the meeting or appointment or continuance in office of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office or as if there was no defect in the relevant meeting, so long as that act is made known to the Board as soon as reasonably practicable and stands unchallenged by them at the following Board meeting.

SUB-COMMITTEES AND WORKING PARTIES

78. The Board may delegate any of their powers to a specialist sub-committee consisting of such of their number and such other persons as they think fit. Each and every sub-committee must be chaired by a Director who shall report directly to the Board, to whom the sub-committee will be accountable. It will be for the Board to appoint members of each sub-committee; the Board will endeavour always to include individuals other than existing Board members to such sub-committees.
79. Any sub-committee formed pursuant to Article 78 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution making the delegation shall if appropriate specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as possible and applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.
80. The Board shall be entitled to appoint temporary working parties to consider, explore and advise upon any pertinent and specific matters arising from time to time. The composition of such working parties shall be decided by the Board entirely at its discretion. Such working parties will be accountable to the Board, to whom they will report.

INTERESTS OF AND TRANSACTIONS WITH BOARD MEMBERS

81. Subject to the provisions of the Act and these Articles and to the Company's conflict of interest policy, the Board may enter into an agreement or arrangement with any member of the Board for his employment by the Company or for the provision by him of any

services outside the scope of the ordinary duties of a member of the Board so long as approved in advance by the Board. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine and they may remunerate any such member of the Board for his services as they think fit.

82. Subject to the provisions of the Act and to the Company's conflict of interest policy, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a member of the Board notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
83. For the purposes of these Articles:
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
84. Irrespective of the above, a Director shall not take any loan from the Company.

APPOINTMENT OF PRESIDENT AND PATRONS

85. The Board may if it thinks fit appoint (and revoke the appointment of) any patron or honorary appointees (or other to be defined honorary positions) of the Company for such period and upon such terms as the Board deems expedient, subject to ratification by the Club Members at the subsequent Annual General Meeting of the Company. Each person appointed to such a position of patron or honorary appointee, and each person holding such a position, must be, and remain, a fully paid up Individual Member of the Company. In addition, the Board may recommend to the Members, for approval at a General Meeting, the appointment (or removal) of a person as an Honorary Life Vice President, in accordance with Article 25. For the avoidance of doubt, any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment.

INDEMNITY

86. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Company Secretary or other officer or official of the Company shall be indemnified out of the assets of the Company against *any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.*
87. The above indemnity will not apply to any dishonest or fraudulent acts nor in respect of a breach of trust where the Director was clearly aware of his trustee obligations because he had seen so advised in writing but nevertheless chose to ignore them.

COMPANY SECRETARY

88. Subject to the provision of the Act, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by the Board. The Board may in like manner appoint an assistant or deputy Company Secretary and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.
89. A provision of the Act or these Articles requiring or authorising anything to be done by or to an executive Director or non-executive Director and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or *in the place of, the Company Secretary.*

CHEQUES

90. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

ACCOUNTS

91. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.
92. No Member shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by ordinary resolution of the Company.

NOTICES

93. The Company shall send any notice or other document pursuant to these Articles to a Member by whichever of the following methods it may in its absolute discretion determine:
- (a) personally;
 - (b) by posting the notice or other document in a prepaid envelope addressed to his registered address, or in any other case, to his usual address;
 - (c) by leaving the notice or other document at that address; or
 - (d) by any other method approved by the Board including email or any other accepted electronic means.
94. Unless otherwise provided by these Articles, a Member shall send any notice or other document pursuant to these Articles to the Company by whichever of the following methods he may in his absolute discretion determine; by posting the notice or other document in a prepaid envelope addressed to the Office or by leaving the notice or other document at the Office.
95. A Member present, either in person or by proxy, at a general meeting of the Company shall be deemed to have been sent a proper notice of the general meeting.
96. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which a notice or other document may be sent to him shall be entitled to have notices or other documents sent to him at that address but otherwise no such Member shall be entitled to receive any notice or other document from the Company.
97. A notice or other document may be sent by the Company to the legal personal representative or the trustee in bankruptcy in consequence of the death or bankruptcy of a member by sending it, in any manner the Association may choose authorised by these Articles for the sending of a notice or other document to a Member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) within the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a notice or other document may be sent in any manner in which it might have been sent if the death or bankruptcy had not occurred.
98. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document sent by post shall be deemed sent:
- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;

- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted; or
- (c) in any other case, on the second day following that on which the envelope containing it was posted.

APB and BMA

- 99. Following the adoption of these Articles the Company shall create a new department within the Company, to run and administer the APB programme in England. The APB department shall fall under the authority and control of the Company and the Company Chairman shall serve as its chairman.
- 100. The Company and each of its Members are subject to the AIBA Statutes and must always comply with the AIBA Regulations. Where there is any discrepancy between these Articles and the AIBA Regulations, the AIBA Regulations shall prevail.
- 101. The Company recognises BMA as the sole and exclusive promoter of the APB programme on a continental and worldwide level and shall not associate with any other promoter associated with any professional boxing or professional combat sport organization (other than APB and World Series of Boxing) for APB events on a continental or worldwide level.

COURT OF ARBITRATION FOR SPORT

- 102. The Company recognises the Court of Arbitration for Sport (CAS), with headquarters in Lausanne, Switzerland (though without excluding the jurisdiction of the English Court in respect of matters properly falling within that Court's jurisdiction), and will comply with decisions passed by it.
- 103. In respect of any dispute between the Company and AIBA, the Company recognizes the jurisdiction of CAS solely in relation to:
 - (a) any dispute covered by Rule 59 of the Olympic Charter; and
 - (b) any dispute relating to a decision made pursuant to the provisions of the World Anti-Doping Code.
- 104. The Company must comply with the decisions passed by the CAS in relation to disputes referred to it in accordance with Article 103 above.