

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

To convert from a private limited company to a community interest company

Part A

Enter details of existing private limited company

Company name E Racketlon Association Limited

Company number 6702507

Company type Company limited by guarantee

At a general meeting of the above company, duly convened and held at
Letchworth Sports and Tennis Club, Muddy Lane, Letchworth, Herts, SG6 3TB

On the following date 29/10/2011

The following three resolutions listed in Part B were passed as special resolutions

Part B

Enter details of proposed community interest company

RESOLUTION

That the following shall be added to the articles of association

- (1) The company name shall be changed to
E Racketlon Association C I C
- (2) The company shall be a community interest company
- (3) The articles of association shall be altered so as to comply with requirements in connection with becoming a community interest company
The articles of association shall be altered so as to take the form of the articles of association attached to this resolution are in substitution for, and to the exclusion of, any articles of association of the company previously registered with the Registrar of Companies



Chairman

11/5/12

Date



103811 / 25

CIC 37**Declarations on Conversion to a
Community Interest Company¹**

*Please
complete in
typescript,
or in bold
black
capitals.*

Company Number

6702507

Company Name in full

E Racketlon Association

Limited

**Proposed Company
Name in full**

E Racketlon Association

Community Interest Company/C I.C. (delete as
appropriate)**SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries**

- 1 We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]³

The company's activities will provide benefit to ...

as many groups and individuals within England as possible, excluding no one.
"As governing body, the objective of the ERA is to promote racketlon in England making racketlon and multi-racket sports (table tennis, badminton, squash and tennis as one concept) accessible.

To achieve this aim the ERA aims to

1. implement development programmes for beginner to elite players and education programmes for coaches and referees.
2. liaise with national government bodies of the constituent sports, partner racketlon associations and other relevant organisations.
3. offer advice and support to all racket sports venues and players using those venues either for social or competitive racketlon and
- 4 promote good codes of practice for coaches, parents, players and volunteers

Racketlon is fun, clean and healthy. England has excellent facilities for people of all ages and abilities to enjoy racketlon and the ERA is committed to facilitate and encourage that enjoyment.

[

COMMUNITIES HOUSE

COMPANY NUMBER 6702507

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by)</i>
<p>Racketlon is the sport in which you challenge your opponent in each of the four in Europe most played racket sports Table Tennis, Squash, Badminton and Tennis. It is like Biathlon, Triathlon or Decathlon Racketlon, a combination of individual sports.</p> <p>www.englishracketlon.org</p>	<p>socialising, learning to be a member of a team, becoming a member of a community, learning the value of commitment, physical and also mental fitness, learning how to cope with both success and failure like any competitive sport</p> <p>Racketlon also has a fascinating psychology to it as every point counts and requires swift mathematical calculations on the status of the match</p> <p>Improvement by players also results in the opportunity to represent England at racketlon in international tournaments</p> <p>Tournaments are run for players of all levels</p>
<p>From the first UK tournament in 2002, British Racketlon has developed from just 20 players to 250 tournament event entries at the 2008 Double World Championships & English Racketlon Open at Redbridge. UK Racketlon growth is now arguably the fastest of any country in the world. Events are non-profit making</p>	<p>burning up to 600 calories an hour.</p> <p>A player's arm and leg strength improves: the arms by hitting the ball (although, usually, the player's dominant arm receives much more of a workout than the other), and the legs by running after the ball (i.e , sprinting, jumping, and lunging at the ball). Eye-hand coordination also improves, because the player must be able to accurately judge the timing of the ball, hitting it, and serving it. Racketlon also helps with speed, overall fitness, discipline, social skills, and even sportsmanship</p>
<p>If the company makes any surplus it will be used for⁴ further promotion of the sport to encourage a more active and fit community, funding participation of those that cannot afford to play, charitable donation</p>	

(Please continue on separate sheet if necessary.)

COMPANY NUMBER

6702507

SECTION C: Declarations on conversion to a community interest company

Declaration 1

We/I, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company^v

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator^{vi} to the company's conversion to a community interest company

Declaration 2

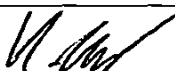
We/I, the undersigned, declare that the company in respect of which this application is made will not be:

(a) a political party;

(b) a political campaigning organisation, or

(c) a subsidiary of a political party or of a political campaigning organisation.^{vii}

Signed



Date

11/5/12

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

(Please continue on separate sheet if necessary.)

COMPANY NUMBER

6702507

CHECKLIST

This form must be accompanied by the following documents:

- (a) Special resolution stating the company should become a community interest company.
- (b) Special resolution to alter the company's articles to state that it is to be a community interest company
- (c) Special resolution make such alterations of the company's articles as the company considers necessary to comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (d) Special resolution to change the company's name to comply with section 33 of the Act
- (e) Form NM01- Notice of change of name
- (f) A printed copy of the articles of the company as altered by the special resolutions
- (g) Any completed continuation sheets
- (h) A cheque for £25 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Keith Lesser

147 Station Road

North Chingford

E4 6AG

Tel 07828043105

DX Number

DX Exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

For companies registered in England and Wales Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease"

⁴ It is expected that surpluses will be primarily used to benefit the community or be reinvested into the company to promote its aims rather than for the personal gain of shareholders and/or directors

^v A community interest company cannot benefit from charitable status. An existing company which wishes to become a community interest company must either not have charitable status or must satisfy the criteria set out in section C declaration 2(b).

^{vi} A Scottish charitable company is a company, which is a Scottish charity. A Scottish charity is a body entered in the Scottish Charity register, kept by the Office of the Scottish Charity Regulator under the Charities and Trustee Investment (Scotland) Act 2005.

^{vii} A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.

NOTES

(1) On the formalities required when an existing company becomes a CIC, see generally section 37 of the Companies (Audit, Investigations and Community Enterprise Act) 2004 and Chapters 4.2, 5.1 and 5.3 of the Regulator's guidance notes (available from the website www.cicregulator.gov.uk)

(2) This precedent is drafted as a certificate of passing of the special resolutions which a company must pass as part of the process of becoming a CIC. It is to be signed by the chairman of the general meeting at which the special resolutions are passed, certifying that the meeting was duly convened and the resolutions duly passed. As such it is the sort of document which should be forwarded to Companies House to show that the resolutions have been passed as required.

(3) Section 32 obliges every CIC to include in its articles a statement that it is to be a CIC. Section 37(1)(c) and section 33 of the Act oblige companies converting to become CICs to change their names to include one of the prescribed CIC corporate designations rather than "limited" or "plc". In addition, section 32 of the Act, and regulations made under it (see Part 3 of, and Schedules 1 to 3 to, the Community Interest Company Regulations 2005) prescribe that certain provisions relating to the governance of the company, and transfers of its assets (the "prescribed provisions"), must be included in CICs' articles.

(4) The precedent resolution complies with all these requirements. You may also want to make other changes. Broadly speaking, any provision of the company's articles can be changed by special resolution or notice of change of name by resolution, as appropriate. However, there are certain exceptions to this:

(i) the clause in the articles which specifies whether the company's registered office is to be located in England and Wales, Wales or Scotland, and

(iii) any clause which the articles state is unalterable, or can only be altered by some procedure more onerous than the passing of a special resolution.

(5) With the exception of the statement of CIC status, the precedent assumes that, rather than setting out each change introduced in the articles as a result of section 32 and the Regulations, the resolution will simply substitute a complete new form of memorandum and articles which includes all the changes. If, instead, you wish to introduce the prescribed provisions required by the Regulations (see note 3 above) piecemeal, you will need to add resolutions to that effect. But in any event, you must file a consolidated text of the articles as altered by any special resolution: it is an offence not to do so (see section 34 of the Companies Act 2006).

The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association¹

of

[INSERT-NAMEE Racketlon Association] [~~Community Interest Company/C.I.C.~~
~~delete-as-applicable~~]

(CIC Limited by Guarantee, Schedule 1, Large Membership)

The Companies Act 2006
Community Interest Company Limited by Guarantee
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The Companies Act 2006

Articles of Association

of

~~INSERT NAME~~ ~~E Racketlon Association Community Interest Company/C.I.C.~~ ~~delete as applicable~~

INTERPRETATION

1 Defined Terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company

3 Asset Lock²

3 1 The Company shall not transfer any of its assets other than for full consideration

3 2 Provided the conditions in Article 3 3 are satisfied, Article 3 1 shall not apply to

(a) the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body, and

(b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body

3 3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company

3 4 If

3 4 1 the Company is wound up under the Insolvency Act 1986, and

3 4 2 all its liabilities have been satisfied

any residual assets shall be given or transferred to the asset-locked body specified in Article 3 5 below

3 5 For the purposes of this Article 3, the following asset-locked body is specified as a potential recipient of the Company's assets under Articles 3 2 and 3 4

Name [To be nominated at a later date]

Charity Registration Number (if applicable) []

Company Registration Number (if applicable) [6702507]

Registered Office [147 Station Road, North Chingford, E4 6AG]³

4 Not for profit

The Company is not established or conducted for private gain any surplus or assets are used principally for the benefit of the community

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5 Objects⁴

- 1.2 The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to "Racketlon" (an event comprising any combination of any of the four Racketlon disciplines of table tennis, badminton, squash and tennis (www.englishracketlon.org))
[]

6 Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds

7 Liability of members⁵

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 he or she is a member or within one year after he or she ceases to be a member, for

- 7.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member,
7.2 payment of the costs, charges and expenses of winding up, and
7.3 adjustment of the rights of the contributories among themselves

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8 Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

9. Members' reserve power

- 9 1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specific action
- 9 2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution

10 Chair

The Directors may appoint one of their number to be the chair of the Directors for such term of office as they determine and may at any time remove him or her from office

11 Directors may delegate⁶

- 11 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles
 - 11 1 1 to such person or committee,
 - 11 1 2 by such means (including by power of attorney),
 - 11 1 3 to such an extent,
 - 11 1 4 in relation to such matters or territories, and
 - 11 1 5 on such terms and conditions,as they think fit
- 11 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated
- 11 3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions

12. Committees

- 12 1 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 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

13 Directors to take decisions collectively⁷

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 19

14 Calling a Directors' meeting

14.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

14.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

14.2.1 all the Directors agree, or

14.2.2 urgent circumstances require shorter notice

14.3 Notice of Directors' meetings must be given to each Director

14.4 Every notice calling a Directors' meeting must specify

14.4.1 the place, day and time of the meeting, and

14.4.2 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

14.5 Notice of Directors' meetings need not be in Writing

14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

15 Participation in Directors' meetings

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

15.1.1 the meeting has been called and takes place in accordance with the Articles, and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other⁸

15.3 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

16. Quorum for Directors' meetings⁹

16 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

16 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 two, and unless otherwise fixed it is [two]

16 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

16 3 1 to appoint further Directors, or

16 3 2 to call a general meeting so as to enable the members to appoint further Directors

17 Chairing of Directors' meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting

18. Decision making at a meeting¹⁰

18 1 Questions arising at a Directors' meeting shall be decided by a majority of votes

18 2 In all proceedings of Directors each Director must not have more than one vote¹¹

18 3 In case of an equality of votes, the Chair shall have a second or casting vote

19. Decisions without a meeting¹²

19 1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing

19 2 A decision which is made in accordance with Article 19 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with

19 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ('the Recipient'), which person may, for the avoidance of doubt, be one of the Directors,

19 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 19 2,

19 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,

19 2 4 the Recipient must prepare a minute of the decision in accordance with Article 47

20 Conflicts of interest¹³

20 1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already

20 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors

20 3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 19 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 21, he or she must

20 3 1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate,

20 3 2 not be counted in the quorum for that part of the meeting, and

20 3 3 withdraw during the vote and have no vote on the matter

20 4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her

21 Directors' power to authorise a conflict of interest

21 1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided

21 1 1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20 3,

21 1 2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

21 1 3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation, and

21 2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 21 1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed

- 21 3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 21 1 (subject to any limits or conditions to which such approval was subject)

22 Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS¹⁴

23. Methods of appointing directors

- 23 1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors

- 23 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 a decision of the Directors

- 23 3 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member

- 23 4 For the purposes of Article 23 3, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

24. Termination of Director's appointment¹⁵

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, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,

- (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 (but only if at least two Directors will remain in office when such resignation has taken effect),
- (f) the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or
- (g) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views

25. Directors' remuneration¹⁶

25 1 Directors may undertake any services for the Company that the Directors decide

25 2 Directors are entitled to such remuneration as the Directors determine

- (a) for their services to the Company as Directors, and
- (b) for any other service which they undertake for the Company

25 3 Subject to the Articles, a Director's remuneration may

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

25 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

25 5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested

26 Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) separate meetings of any class of members or of the holders of any debentures of the Company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

MEMBERS¹⁷

BECOMING AND CEASING TO BE A MEMBER¹⁸

27 Becoming a member¹⁹

- 27.1 The subscribers to the Memorandum are the first members of the Company
- 27.2 Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company
- 27.3 No person shall be admitted a member of the Company unless ~~unless~~ he or she is ~~approved~~ approved by the Directors
- 27.4 Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her Membership fees are included within the standard tournament entry fees. Players applying to take part in tournaments are applying for membership at the same time. This applies retrospectively for 24 months and a list of members can be found via the published ranking list. Directors should check entries to tournaments and not approve any unsuitable applications for membership made through this means.

28 Termination of membership²⁰

- 28.1 Membership is not transferable to anyone else
- 28.2 Membership is terminated if
 - 28.2.1 the member dies or ceases to exist,
 - 28.2.2 otherwise in accordance with the Articles, or
 - 28.2.3 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her

ORGANISATION OF GENERAL MEETINGS²¹

29 General meetings

- 29.1 The Directors may call a general meeting at any time
- 29.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts²²

30. Length of notice

All general meetings must be called by either

- 30 1 at least 14 Clear Days' notice, or
- 30 2 shorter notice if it is so agreed by [a majority of the members having a right to attend and vote at that meeting Any such majority must together represent at least [90%] of the total voting rights at that meeting of all the members]

31 Contents of notice

- 31 1 Every notice calling a general meeting must specify the place day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted
- 31 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution
- 31 3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting

32 Service of notice

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Company

33 Attendance and speaking at general meetings

- 33 1 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
- 33 2 A person is able to exercise the right to vote at a general meeting when
 - 33 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 33 2 2 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
- 33 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 33 4 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

- 33 5 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

34 Quorum for general meetings

- 34 1 No business (other than the appointment of the chair of the meeting) may be transacted at any general meeting unless a quorum is present
- 34 2 Two persons entitled to vote on the business to be transacted (each being a member, a proxy for a member or a duly Authorised Representative of a member), or 10% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum
- 34 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

35 Chairing general meetings

- 35 1 The Chair (if any) or in his or her absence some other Director nominated by the Directors will preside as chair of every general meeting
- 35 2 If neither the Chair nor such other Director nominated in accordance with Article 35 1 (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting
- 35 3 If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of their number to be chair of the meeting, save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting

36 Attendance and speaking by Directors and non-members

- 36 1 A Director may, even if not a member, attend and speak at any general meeting
- 36 2 The chair of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting

37 Adjournment

- 37 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if
- 37 1 1 the meeting consents to an adjournment, or

-
- 37 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 37 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting
- 37 3 When adjourning a general meeting, the chair of the meeting must
- 37 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 37 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 37 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it
- 37 4 1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 37 4 2 containing the same information which such notice is required to contain
- 37 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

38 Voting general

- 38 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles
- 38 2 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company, but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures²³
- 38 3 Article 38 2 shall not prevent a person who is a proxy for a member or a duly Authorised Representative from voting at a general meeting of the Company

39 Votes

- 39 1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a member, proxy or Authorised Representative of a member) and entitled to vote shall have a maximum of one vote
- 39 2 On a vote on a resolution on a poll at a meeting every member present in person or by proxy or Authorised Representative shall have one vote
- 39 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have

- 39 4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid
- 39 5 The following provisions apply to any organisation that is a member ("a Member Organisation")
- 39 5 1 a Member Organisation may nominate any individual to act as its representative ("an Authorised Representative") at any meeting of the Company,
- 39 5 2 the Member Organisation must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Member Organisation at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Member Organisation until notice in Writing is received by the Company to the contrary,
- 39 5 3 a Member Organisation may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company,
- 39 5 4 any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative's authority to represent the Member Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Member Organisation,
- 39 5 5 an individual appointed by a Member Organisation to act as its Authorised Representative is entitled to exercise (on behalf of the Member Organisation) the same powers as the Member Organisation could exercise if it were an individual member,
- 39 5 6 on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Member Organisation would be entitled to if it was an individual member present in person at the meeting, and
- 39 5 7 the power to appoint an Authorised Representative under this Article 39 5 is without prejudice to any rights which the Member Organisation has under the Companies Acts and the Articles to appoint a proxy or a corporate representative

40. Poll votes

- 40 1 A poll on a resolution may be demanded
- 40 1 1 in advance of the general meeting where it is to be put to the vote, or
- 40 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

- 40 2 A poll may be demanded by
- 40 2 1 the chair of the meeting,
 - 40 2 2 the Directors,
 - 40 2 3 two or more persons having the right to vote on the resolution,
 - 40 2 4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes, or
 - 40 2 5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- 40 3 A demand for a poll may be withdrawn if
- 40 3 1 the poll has not yet been taken, and
 - 40 3 2 the chair of the meeting consents to the withdrawal
- 40 4 Polls must be taken immediately and in such manner as the chair of the meeting directs
- 41 Errors and disputes**
- 41 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 41 2 Any such objection must be referred to the chair of the meeting whose decision is final
- 42 Content of proxy notices**
- 42 1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which
- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 42 2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes

42.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

42.4 Unless a Proxy Notice indicates otherwise, it must be treated as

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

43. Delivery of proxy notices

43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person

43.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

43.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

44. Amendments to resolutions

44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

44.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

44.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution

44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

44.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

44.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

44.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution

WRITTEN RESOLUTIONS

45 Written resolutions

45 1 Subject to Article 45 3, a written resolution of the Company passed in accordance with this Article 45 shall have effect as if passed by the Company in general meeting

45 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members

45 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members
A written resolution is not a special resolution unless it states that it was proposed as a special resolution

45 2 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution

45 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution

45 4 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts

45 5 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

45 5 1 If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member's signature

45 5 2 If the Document is sent to the Company by Electronic Means, it is authenticated [if it bears the member's signature] or [if the identity of the member is confirmed in a manner agreed by the Directors] or [if it is accompanied by a statement of the identity of the member and the Company has no reason to doubt the truth of that statement] or [if it is from an email Address notified by the member to the Company for the purposes of receiving Documents or information by Electronic Means]

45 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

45 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

46 Means of communication to be used

- 46 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company
- 46 2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being
- 46 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours

47 Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

48 Minutes

- 48 1 The Directors must cause minutes to be made in books kept for the purpose
- 48 1 1 of all appointments of officers made by the Directors,
- 48 1 2 of all resolutions of the Company and of the Directors, and
- 48 1 3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,
- and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings
- 48 2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

49. Records and accounts²⁴

The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination

of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of

- 49 1 annual reports,
- 49 2 annual returns, and
- 49 3 annual statements of account

50 Indemnity

50 1 Subject to Article 50 2, a relevant Director of the Company or an associated 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 or an associated company,
- (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), and
- (c) any other liability incurred by that Director as an officer of the Company or an associated company

50 2 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

50 3 In this Article

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant Director" means any Director or former Director of the Company or an associated company

51 Insurance

51 1 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

51 2 In this Article

- (a) a "relevant Director" means any Director or former Director of the Company or an associated 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, any associated company or any pension fund or employees' share scheme of the company or associated company; and

- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate

52. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded

53 ANTI-DOPING

- 53.1 The ERA supports the FIR's (The FIR - Federation International de Racketlon) policy of abhorrence of doping, and, in particular, will adhere to the IOC/WADA (International Olympic Committee) requirements on doping, and co-operate fully with the FIR in measures taken to detect or penalise infringements of those requirements.
- 53.2 ERA accepts that the FIR is empowered to develop and publish dope-testing regulations and procedures, and to take other educational actions to guide players, officials, tournament organisers and those responsible for dope-testing at tournaments.
- 53.3 Useful anti-doping advice and guidance can be found on the UK Anti-Doping document <http://etta.co.uk/wp-content/uploads/2011/10/UK-Anti-Doping.pdf>

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54 CHILD PROTECTION

- 54.1 Any junior players must be accompanied by a guardian or parent at all times when participating in racketlon and otherwise will be rejected from events sanctioned under the ERA Tour as listed on englishracketlon.org. The Association will ensure that we fulfil our role in the safeguarding of all young people involved in our sport through the awareness, education and training of all involved, as well as robust systems for the management of all safeguarding issues.
- 54.2 The Association's Child Protection Procedures are as follows:
- 54.2.1 The Association recognises that the national sporting bodies of the four constituent sports of Racketlon have policies and procedures in place for child protection, which are particularly relevant for events, clubs, courses and coaching where children participate. The Association is involved primarily in the organisation of events and not the organisation of children's clubs, courses and coaching. Therefore, these procedures are aimed at the safeguarding of children attending events organised by or with the approval of the Association.
- 54.2.2 Racketlon events shall have an identified organiser who shall be in attendance throughout the event and, if any children have been accepted to participate in the event, it shall be communicated in event information that such children must be supervised at all times by a parent/guardian, and shall be established that their parent/guardian is aware of this requirement (and is deemed to be the person paying the event entry fee unless specific prior notification has been given to and agreed with the event organiser, or a different responsible parent/guardian attending).
- 54.2.3 Racketlon events where children are invited to participate shall only be organised at public venues which have their own acceptable and up to date child protection policies in place. Event organisers shall be aware of the requirements of those policies.

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SCHEDULE

INTERPRETATION

Defined terms

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

Term	Meaning
1.1 "Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means,
1.2 "Articles"	the Company's articles of association,
1.3 "Authorised Representative"	means any individual nominated by a Member Organisation to act as its representative at any meeting of the Company in accordance with Article 39,
1.4 "asset-locked body"	means (i) a community interest company, a charity ²⁵ or a Permitted Industrial and Provident Society, or (ii) a body established outside the United Kingdom that is equivalent to any of those,
1.5 "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,
1.6 "Chair"	has the meaning given in Article 10,
1.7 "chairman of the meeting"	has the meaning given in Article 35,
1.8 "Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1.9 "Clear Days"	in relation to the period of a notice, 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,
1.10 "community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004,
1.11 "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,
1.12 "Company"	[] [Community Interest Company/C I C],

1.13	“Conflict of Interest”		any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company,
1.14	“Director”		a director of the Company, and includes any person occupying the position of director, by whatever name called,
1.15	“Document”		includes, unless otherwise indicated, any Document sent or supplied in Electronic Form,
1.16	“Electronic Form”	and	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
	“Electronic Means”		
1.17	“Hard Copy Form”		has the meaning given to it in the Companies Act 2006,
1.18	“Memorandum”		the Company’s memorandum of association,
1.19	“paid”		means paid or credited as paid,
1.20	“participate”		in relation to a Directors’ meeting, has the meaning given in Article 15,
1.21	“Permitted Industrial and Provident Society”	and	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006,
1.22	“Proxy Notice”		has the meaning given in Article 42,
1.23	“the Regulator”		means the Regulator of Community Interest Companies,
1.24	“Secretary”		the secretary of the Company (if any),
1.25	“specified”		means specified in the memorandum and articles of association of the Company for the purposes of this paragraph
1.26	“subsidiary”		has the meaning given in section 1159 of the Companies Act 2006,
1.27	“transfer”		includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property, and
1.28	“Writing”		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

- 2 Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it
- 3 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 the Articles become binding on the Company

Explanatory Notes . CIC Limited by Guarantee, Schedule 1, Large Membership

¹ On articles of association generally, see [Part 5] of the Regulator's information and guidance notes. If you are an existing company wishing to become a community interest company, there is no need to adopt completely new articles, but you must comply with the requirements of the Community Interest Company Regulations 2005 (as amended) ("the Regulations") by including the provisions set out in Schedule 1 to the Regulations in the articles of your company.

² See [Part 6] of the Regulator's information and guidance notes. Inclusion of the provisions contained in article 3.1 to 3.3 is mandatory, reflecting sub-paragraphs (1) to (3) of paragraph 1 of Schedule 1 to the Regulations.

³ See regulation 23 of the Regulations and [Parts 6 and 10] of the Regulator's information and guidance notes. If the company does not specify that the remaining residual assets are to be transferred to a particular Asset Locked Body, an appropriate recipient will be chosen by the Regulator, in consultation with the company's directors and members.

⁴ On the specification of the company's objects, see [Part 5] of the Regulator's information and guidance notes.

⁵ On limited liability, see [Part 3] of the Regulator's information and guidance notes. On guarantees generally see [Chapter 3.2] of the Regulator's information and guidance notes.

⁶ Articles 11 and 12 allow the directors to delegate any of their functions. Delegation may take the form of, for instance, the Directors giving a managing director general authority to run the company's day to day business, or responsibility for specific matters being delegated to particular directors (e.g. financial matters to a finance director) or may be equally appropriate to delegate matters to persons other than Directors. In all cases, it is important to remember that delegation does not absolve Directors of their general duties towards the company and their overall responsibility for its management. This means, amongst other things, that Directors must be satisfied that those to whom responsibilities are delegated are competent to carry them out.

⁷ Article 13 states that the Directors must make decisions by majority at a meeting in accordance with article 15 or unanimously if taken in accordance with article 19.

⁸ Article 15.2 is designed to facilitate the taking of decisions by the directors communicating via telephone or video conference calls. Note the requirement to keep a written record of meetings and decisions (article 48).

⁹ The quorum may be fixed in absolute terms (e.g. "two Directors") or as a proportion of the total number of Directors (e.g. "one third of the total number of Directors"). You may even wish to stipulate that particular named Directors or Directors representing particular stakeholder interests must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Directors.

¹⁰ Article 18 reflects paragraph 4 of Schedule 1 to the Regulations, which is required to be included in the articles of all community interest companies.

¹¹ You may wish to include a provision which gives the chair of the board a casting vote. This will enable the directors to resolve any deadlock at board level.

¹² Article 19 is designed to facilitate the taking of decisions by directors following discussions in the form of, for example, email exchanges copied to all the directors. Note the requirements as to recording the decision in articles 19.2 and 48.

¹³ The provisions in articles 20 and 21 reflect the position under the Companies Act 2006. However, it is recommended that, as a matter of good practice, all actual and potential conflicts of interest are disclosed in writing or at a meeting, as the case may be.

¹⁴ Private companies are obliged to have at least one director. Provisions can be inserted into the articles providing for a minimum number of directors. Where the company has just one director, that director must be a natural person. You may wish to consider whether provision should also be made for a maximum number of directors (e.g. "and the total number of directors in office at any one time shall not exceed four"). While it is often important to ensure proper representation of a number of different groups on a board of directors, very large boards can become unwieldy and a maximum number of directors provision may help to guard against this.

¹⁵ The board of directors cannot remove a director other than in accordance with the provisions in article 24 and the Companies Act 2006.

¹⁶ See the guidance on directors' remuneration in [Part 9] of the Regulator's information and guidance notes.

¹⁷ See section 112 of the Companies Act 2006. A company's members are (i) the subscribers to its memorandum and (ii) every other person who agrees to become a member of the company and whose name is entered in its register of members.

¹⁸ There is no need for all those who wish to become Members to subscribe to the Memorandum on incorporation; they can become Members and be entered in the register of Members after the company has been formed.

¹⁹ Inclusion of the provisions in article 27 (other than 27 3) (reflecting paragraphs 2(1)-(4) of Schedule 1 to the Regulations) is mandatory [Directors should ensure that the information to be included on an application form includes all the information which will be required to fill in Companies House Form [288a] on the appointment of the new Member as a Director (see <http://www.companieshouse.gov.uk/forms/general/forms/288A.pdf>)]

²⁰ Inclusion of the provisions of article 28 1 and 28 2 1 – 28 2 2 (reflecting sub-paragraphs (5) and (6) of paragraph 2 of Schedule 1 to the Regulations), is mandatory

²¹ The Companies Act 2006 has removed the need for private companies to hold annual general meetings and therefore these Articles follow suit, however, if you wish, you can insert an additional provision which obliges the company to hold annual general meetings

²² Article 29 2 provides that general meetings must be held in accordance with the provisions of the Companies Act 2006. You must specify how many Members are required to be present to hold a valid general meeting. The quorum may be fixed in absolute terms (e.g. 'four Members') or as a proportion of the total number of Members (e.g. 'three quarters of the Members from time to time'). You may even wish to stipulate that particular named Members, or Members representing particular stakeholder interests, must be present to constitute a quorum. In any event, it is recommended that the quorum should never be less than half of the total number of Members.

²³ Inclusion of article 38 2 (reflecting paragraph 3(1) of Schedule 1 to the Regulations) is mandatory.

²⁴ See the Companies House guidance booklet, "Accounts and Accounting Reference Dates" (available online at <http://www.companies-house.gov.uk/about/gbhtml/gba3.shtml>) [On the annual community interest company report, see [Part 8] of the Regulator's information and guidance notes]

²⁵ Section 1(1) of the Charities Act 2006 defines 'charity' as an institution which is established for charitable purposes only, and falls to be subject to the control of the High Court in the exercise of its jurisdiction with respect to charities.



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**CERTIFICATE OF INCORPORATION
ON BECOMING A
COMMUNITY INTEREST COMPANY**

Company No. 6702507

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

E RACKETLON ASSOCIATION LTD

having changed its name; is now a Community Interest Company; and is
incorporated under the name of:

E RACKETLON ASSOCIATION C.I.C.

Given at Companies House on **24th May 2012**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES