

Company No. 06108379

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

GREAT BRITAIN WHEELCHAIR RUGBY LIMITED

Incorporated on 15 February 2007

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PART 1
INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. Defined Terms

1.1 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Affiliated Club means a club or organisation admitted from time to time to membership of the Charity in accordance with Article 28.2 and any applicable Rules.

AGM means an AGM of the Charity.

Articles means these Articles of association, as may be amended from time to time.

Associate Member means an individual admitted from time to time to membership of the Charity in accordance with Article 28.2 and any applicable Rules.

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of Directors of the Charity, the members of which are the directors of the Charity for the purposes of the 2006 Act.

British Paralympic Association means the British Paralympic Association of 60 Charlotte Street, London W1T 2NU.

Chair means the chair of the Board as appointed by the Board in accordance with Article 23.

chair of the meeting has the meaning given in Article 15.2 (in respect of a board meeting) or Article 35.2 (in respect of a general meeting).

Charities Acts means the Charities Acts 1992 to 2011.

Charity means the above named company.

Charity Commission means the Charity Commission of PO Box 1227, Liverpool L69 3UG.

charity trustee has the meaning given in Section 177 of the Charities Act 2011.

Chief Executive means the person appointed as chief executive officer in accordance with Article 25.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

connected person means:

(a) a child, parent, grandchild, grandparent, brother or sister of a Director;

- (b) the spouse or civil partner of a Director or anyone falling within paragraph (a);
- (c) a person carrying on business in partnership with a Director or with any person falling within paragraphs (a) or (b);
- (d) an institution which is controlled by a Director or by any person falling within paragraphs (a), (b) or (c) (or which is controlled by any two or more such persons when taken together);
- (e) a body corporate in which a Director or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest).

Director means a director of the Charity, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

Elected Director means a Director elected in accordance with Article 26.

Election Regulations means election regulations made, varied or revoked from time to time in accordance with Article 19.2.1.

electronic form has the meaning given in Section 1168 of the 2006 Act.

general meeting means an AGM or other general meeting of the Charity.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

International Wheelchair Rugby Federation means the International Wheelchair Rugby Federation of Suite 349 - 5158 48th Avenue, Delta, BC V4K 5B6, Canada.

material benefit means a benefit which may or may not be financial but which has a monetary value.

Members means the Voting Members and Non-Voting Members together.

Non-Voting Members means the Associated Members and the Affiliated Clubs who shall not be members of the Charity for the purposes of the 2006 Act.

Office means the registered office of the Charity.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate in relation to a Directors' meeting, has the meaning given in Article 13.

personal interest means an interest which conflicts with the interests of the Charity but does not include an interest in purchasing trustee indemnity insurance.

proxy notice has the meaning given in Article 41.1.

Regulations means the regulations and policies of the Charity made by the Board in accordance with Article 19.2, as amended from time to time.

Rules means the rules of the Charity made by the Board in accordance with Article 19.1, as amended from time to time.

special resolution has the meaning given in Section 283 of the 2006 Act.

Sport means Wheelchair Rugby.

subsidiary has the meaning given in Section 1159 of the 2006 Act.

taxable trading means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, and the profits of which are liable to tax.

Territory means England, Scotland and Wales.

Vice-Chair means the person from time to time elected in accordance with Article 24.

Voting Members means the individuals admitted as voting members of the Charity in accordance with Article 28.2 and any applicable Rules and who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are the members of the Charity for the purposes of the 2006 Act.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2. Name and Office

2.1 The name of the Charity is Great Britain Wheelchair Rugby Limited.

2.2 The Office of the Charity is to be in England.

3. Objects

The Charity's objects (the **Objects**) are the relief of disabled people by the promotion of wheelchair rugby in Great Britain.

4. Powers

4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

4.1.1 to act as the governing body for the Sport in the Territory;

- 4.1.2 to act as the representative member for the Territory in international affairs and to affiliate to and carry out functions delegated to it by the International Wheelchair Rugby Federation and other relevant bodies;
- 4.1.3 to promote, administer and encourage the development of, and participation in the Sport within the Territory;
- 4.1.4 to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of:
 - (a) performance at international and national level;
 - (b) national competition; and
 - (c) increasing participation;
- 4.1.5 to make and vary all such rules for persons participating in the Sport in the Territory (including rules against doping in the Sport) from time to time;
- 4.1.6 to develop a commercial, marketing and public relations programme for the Sport in the Territory;
- 4.1.7 to develop a competition programme and co-ordinate competition fixtures across the Territory;
- 4.1.8 to select the representative teams to represent the Territory in international events;
- 4.1.9 to consult and co-operate with other organisations operating in the Sport within the Territory in all matters relating to the administration, promotion and playing of the Sport;
- 4.1.10 to develop and nurture relationships between the Charity and the sports councils within the Territory, the British Paralympic Association and relevant government departments;
- 4.1.11 to promote or carry out research, to provide advice, to organise (or to make grants or loans towards the costs of others organising) meetings, lectures, conferences broadcasts or courses of instruction or to publish or distribute information;
- 4.1.12 to raise funds (but not by means of **taxable trading**);
- 4.1.13 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.14 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity (but only in accordance with the restrictions imposed by the **Charities Acts**);
- 4.1.15 to make planning applications, applications for consent under bye-laws or building regulations or other similar applications;
- 4.1.16 to pay any rent and other outgoings and expenses in relation to property and to execute and do all such other instruments, acts and things as may

be requisite in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property;

- 4.1.17 to purchase lease or hire and operate and maintain any equipment necessary or convenient for the administration of the Charity;
- 4.1.18 to take and accept any gift of money, property or other assets whether subject to any special trusts or not;
- 4.1.19 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed (but only in accordance with the restrictions imposed by the Charities Acts);
- 4.1.20 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them and to engage in joint ventures;
- 4.1.21 to enter into any funding or other arrangement with any government or any other authority (municipal, local or otherwise) and to obtain from such government or authority any rights, concessions, privileges, licences and permits;
- 4.1.22 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.1.23 to make grants or loans of money and to give guarantees;
- 4.1.24 to set aside funds for special purposes or income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.1.25 to draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.1.26 to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.1.27 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.1.28 to provide trustee indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in Article 4.2, but subject to the restrictions specified in Articles 4.3 and 4.4;

- 4.1.29 to employ and remunerate such staff and to engage consultants, advisers, agents and volunteers as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
 - 4.1.30 to provide and contribute to superannuation or pension funds for the officers, employees and workers of the Charity or any of them or otherwise to make provision for such officers employees and workers, their surviving spouses, civil partners and children and other dependants;
 - 4.1.31 to enter into contracts to provide services to or on behalf of other bodies;
 - 4.1.32 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - 4.1.33 to establish or acquire subsidiary companies;
 - 4.1.34 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity and the costs of administering the Charity; and
 - 4.1.35 to do anything else within the law which promotes or helps to promote the Objects, including such action from time to time as the Board may consider desirable for the benefit of the Sport and the Members.
- 4.2 The liabilities referred to in Article 4.1.28 are:
- 4.2.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - 4.2.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.3 The following liabilities are excluded from Article 4.2.1:
- 4.3.1 fines;
 - 4.3.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - 4.3.3 liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 4.4 There is excluded from Article 4.2.2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5. Liability of Voting Members

- 5.1 The liability of each Voting Member is limited to £1, being the amount that each Voting Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for any of the items set out in Article 5.2.
- 5.2 The items for which the Voting Members undertake to contribute are:
- 5.2.1 payment of the Charity's debts and liabilities contracted before he ceases to be a Voting Member;
 - 5.2.2 payment of the costs, charges and expenses of winding up; and
 - 5.2.3 adjustment of the rights of the contributories among themselves.

PART 2 BENEFITS TO MEMBERS AND DIRECTORS

6. Income and Property

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.1.1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - 6.1.2 Subject to the restrictions in Articles 4.2 and 4.3, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
 - 6.1.3 A Director may receive an indemnity from the Charity in the circumstances specified in Article 47.
- 6.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Director receiving:
- 6.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 6.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 6.3 No Director may:
- 6.3.1 buy any goods or services from the Charity;
 - 6.3.2 sell goods, services, or any interest in land to the Charity;
 - 6.3.3 be employed by, or receive any remuneration from the Charity;
 - 6.3.4 receive any other financial benefit from the Charity; unless:

- (a) the payment is permitted by Articles 6.4.1 to 6.4.5 and the Directors follow the procedure and observe the conditions set out in Article 6.5; or
 - (b) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.
- 6.4.1 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- 6.4.2 A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- 6.4.3 A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- 6.4.4 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
- 6.4.5 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 6.5 The Charity and its Directors may only rely upon the authority provided by Articles 6.4.1 to 6.4.5 if each of the following conditions is satisfied:
 - 6.5.1 The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - 6.5.2 The Director is absent from the part of any meeting at which there is discussion of:
 - (a) his or her employment or remuneration, or any matter concerning the contract; or
 - (b) his or her performance in the employment, or his or her performance of the contract; or any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Articles 6.4.1 to 6.4.5; or
 - (c) any other matter relating to a payment or the conferring of any benefit permitted by Articles 6.4.1 to 6.4.5.
 - 6.5.3 The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - 6.5.4 The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the

advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

- 6.5.5 The reason for their decision is recorded by the Directors in the minute book.
- 6.5.6 A majority of the Directors then in office have received no such payments.
- 6.6 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
 - 6.6.1 a partner;
 - 6.6.2 an employee;
 - 6.6.3 a consultant;
 - 6.6.4 a director; or
 - 6.6.5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- 6.7 In this Article 6:
 - 6.7.1 **Charity** shall include any company in which the Charity:
 - (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company;
 - 6.7.2 **Director** shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

PART 3

DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' General Authority

- 7.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the 2006 Act, the Board is responsible for the management of the Charity's business, for which purpose it may exercise all the Powers of the Charity.
- 7.2 No resolution passed by the Charity in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

8. Directors May Delegate

8.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

- 8.1.1 to such person or committee;
- 8.1.2 by such means (including by power of attorney);
- 8.1.3 to such an extent;
- 8.1.4 in relation to such matters or territories; and
- 8.1.5 on such terms and conditions;

as it thinks fit.

8.2 All acts and proceedings delegated under Article 8.1 shall be reported to the Board in due course.

8.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

9. Committees

9.1 The Charity shall have the following committees:

- 9.1.1 Governance and Finance Committee;
- 9.1.2 Remuneration Committee; and
- 9.1.3 such other committees as the Board thinks fit.

9.2 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

9.3 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

9.4 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three or such other number as the Board may from time to time decide.

DECISION-MAKING BY DIRECTORS

10. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 11.

11. Unanimous Decisions

11.1 A decision of the Board is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible Director has otherwise indicated agreement in writing.
- 11.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 11.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

12. Calling a Meeting of the Board

- 12.1 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.
- 12.2 The Board shall report on its activities to the Voting Members at the AGM.
- 12.3 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Chief Executive to give such notice.
- 12.4 Notice of any meeting of the Board must indicate:
- 12.4.1 its proposed date and time;
 - 12.4.2 where it is to take place; and
 - 12.4.3 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.
- 12.5 Notice of a meeting of the Board must be given to each Director, but need not be in writing. A Director who is absent from Great Britain shall be entitled to notice of a meeting if he has provided a valid email address.

13. Participation in Meetings of the Board

- 13.1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 13.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 13.2 In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other.
- 13.3 If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Composition of the Board and Quorum

- 14.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
- 14.3 Subject to Article 14.4, the Board may act notwithstanding any vacancy in their body.
- 14.4 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 to fill a casual vacancy arising among the Directors in accordance with Article 27.

15. Chairing of Meetings of the Board

- 15.1 The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which he shall be present.
- 15.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or he is not willing to preside, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start, the members of the Board present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as **the chair of the meeting**.

16. Casting Vote

If the numbers of votes for and against a proposal are equal, the chair of the meeting of the Board has a casting vote. This does not apply if, in accordance with these Articles, the chair or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. Conflicts of Interest

- 17.1 A Director must avoid a situation in which he has an interest or duty that conflicts or possibly may conflict with the interests of the Charity. This duty is not infringed if:
 - 17.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 17.1.2 the situation is authorised by the Directors in accordance with Article 17.2; or
 - 17.1.3 the situation relates to the purchase of trustee indemnity insurance in accordance with Article 4.1.28.
- 17.2 If a conflict of interests arises for a Director, the unconflicted Directors may authorise such a conflict of interests provided that:
 - 17.2.1 the procedure in Article 17.3 is followed;

- 17.2.2 authorisation will not result in any direct or indirect **material benefit** being conferred on any Director or any **connected person** that would not be permitted by Article 6; and
- 17.2.3 the unconflicted Directors consider it is in the best interests of the Charity to authorise the conflict of interest in the circumstances.
- 17.3 Whenever a Director has a **personal interest** in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
 - 17.3.1 declare his interest before discussion begins on the matter;
 - 17.3.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 17.3.3 not be counted in the quorum for that part of the meeting;
 - 17.3.4 withdraw during the vote and have no vote on the matter.

18. Records of Decisions to be Kept

- 18.1 The Board must ensure that the Charity keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Charity at general meeting.
- 18.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

19. Directors' Discretion to Make Rules and Regulations

- 19.1 The Board (or any sub-committee to whom it delegates its powers in accordance with Article 8) shall have the power to make, vary and revoke Rules relating to membership of the Charity including (without limitation) Rules:
 - 19.1.1 setting out different categories of membership of the Charity;
 - 19.1.2 setting out rights, privileges and obligations of the different categories of Member;
 - 19.1.3 setting the levels of subscriptions or entrance fees to be paid by the different categories of Member; and
 - 19.1.4 such other rules as the Board thinks fit.
- 19.2 The Board (or any sub-committee to whom it delegates its powers in accordance with Article 8) shall have the power to make, vary and revoke Regulations for the better administration of the Charity including (without limitation):
 - 19.2.1 regulations for the nomination (by the Board) and election (by the Voting Members) of Elected Directors in accordance with Article 26;
 - 19.2.2 regulations for the appointment of committees to assist the Board in the better administration of the Charity;

- 19.2.3 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Charity;
 - 19.2.4 regulations to ensure compliance with national and international rules relating to doping control;
 - 19.2.5 regulations setting out disciplinary procedures for Members;
 - 19.2.6 regulations for the promotion and organisation of competitions;
 - 19.2.7 safeguarding policies;
 - 19.2.8 equality policies; and
 - 19.2.9 such other regulations or policies as the Board thinks fit.
- 19.3 Rules and Regulations made under Articles 19.1 and 19.2 must be compliant with the 2006 Act and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS

20. Methods of Appointing Directors

- 20.1 The number of Directors shall be not less than three and shall be subject to a maximum of 12.
- 20.2 The members of the Board shall be:
 - 20.2.1 the Chief Executive;
 - 20.2.2 up to 11 (or such lower number as the Board shall from time to time decide) Elected Directors; and
 - 20.2.3 up to two other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next AGM, provided that the total number of Directors at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted Directors shall be entitled to vote at the meetings of the Board and may be co-opted beyond their initial term.
- 20.3 Subject to Article 20.4, all acts done in good faith at any meeting of the Board, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
 - 20.3.1 who was disqualified from holding office;
 - 20.3.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 20.3.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without the vote of that Director, and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.

- 20.4 Article 20.3 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors nor of a committee of Directors if, but for Article 20.3, the resolution would have been void, or if the Director has not complied with Article 17.

21. Elected Directors

- 21.1 Subject to Article 27, each Elected Director shall serve for a three year term from the AGM at which he is elected to the AGM in the third year after his election but shall be eligible for re-election for two further terms of three years. One third of Elected Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office at each AGM. The Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Elected Directors became or were appointed Elected Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. Always provided that:

21.1.1 Kevin Aitchison and Michael Spence shall each retire at the AGM in 2015 and shall be eligible for re-election at the AGM in 2015 for a three year term and, if so re-elected, such three year term shall be deemed to be their first term in office for the purposes of this Article 21;

21.1.2 Simon Le-Fevre and Richard Allcroft, who shall each retire at the AGM in 2015 and shall be eligible for re-election at the AGM in 2015 for a three year term and, if so re-elected, such three year term shall be deemed to be their second term in office for the purposes of this Article 21;

21.1.3 Anthony Manos and Paul Fieldhouse, who shall each retire at the AGM in 2015 and shall be eligible for re-election at the AGM in 2015 for a three year term and, if so re-elected, such three year term shall be deemed to be their third term in office for the purposes of this Article 21; and

21.1.4 James Madden and Andrew Flatt, who shall each retire at the AGM in 2016 and shall be eligible for re-election at the AGM in 2016 for a three year term and, if so re-elected, such three year term shall be deemed to be their third term in office for the purposes of this Article 21.

- 21.2 The elections for the office of Elected Directors shall be conducted in accordance with Article 26.

22. Termination of Director's Appointment

- 22.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a Director of the Charity as soon as:

22.1.1 that person ceases to be a Director by virtue of any provision of the 2006 Act, is disqualified under the Charities Acts from acting as a charity trustee or is otherwise prohibited from being a Director by law;

22.1.2 a bankruptcy order is made against that person;

22.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 22.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- 22.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 22.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than two consecutive Board meetings have been absent without permission of the Board;
- 22.1.7 that person is requested to resign by all the other members of the Board acting together; or
- 22.1.8 notification is received by the Board from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. Chair

- 23.1 The Board may appoint an Elected Director to be the Chair on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.
- 23.2 The Chair shall hold office for a three-year term from the Board meeting at which he is appointed until the third anniversary of the date of his appointment, but shall be eligible for re-appointment for two further terms of three years, save that the Chair on the date of adoption of these Articles shall be required to resign on the date of adoption of these Articles but shall be eligible for re appointment by the Board for a three year term and, if so re appointed, such three year term shall be deemed to be his first term in office for the purposes of this Article 23.2.
- 23.3 The Chair shall be a Director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.
- 23.4 The office of Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a Director of the Charity.

24. Vice-Chair

- 24.1 The Board may appoint an Elected Director to be the Vice-Chair on such terms and for such period as they think fit and may delegate to him such of their powers as they think desirable to be executed by him.
- 24.2 The Vice-Chair shall hold office for a three-year term from the Board meeting at which he is appointed until the third anniversary of the date of his appointment, but shall be eligible for re-appointment for two further terms of three years, save that the Vice-Chair on the date of adoption of these Articles shall be required to resign on the date of adoption of these Articles but shall be eligible for re appointment by the Board for a three year term and, if so re appointed, such three year term shall be deemed to be his first term in office for the purposes of this Article 24.2.

24.3 The Vice-Chair shall be a director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe.

24.4 The office of Vice-Chair shall be vacated with immediate effect if the person appointed as Vice-Chair ceases to be a Director of the Charity.

25. Chief Executive

Subject to the provisions of the 2006 Act, the Chief Executive shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any Chief Executive appointed may be removed by them.

26. Nomination and Election of Elected Directors

26.1 The Board shall nominate individuals to be Elected Directors in accordance with the Election Regulations.

26.2 Elected Directors shall be elected at the AGM in accordance with the Election Regulations, or otherwise as the Board may direct.

27. Casual Vacancies

A casual vacancy arising among the offices of Chief Executive, Chair, Vice-Chair or an Elected Director, shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election or re-appointment (as the case may be) in accordance with these Articles.

PART 4 MEMBERS BECOMING AND CEASING TO BE A MEMBER

28. Members

28.1 The Members of the Charity shall be the Voting Members, the Associate Members and the Affiliated Clubs.

28.2 No person shall become a Member of the Charity unless:

28.2.1 that person has completed an application for membership in such form as required by the Board, and

28.2.2 the Board has approved the application.

28.3 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of Members.

29. Conditions of Membership

29.1 All Members shall be subject to the Rules and Regulations.

29.2 The Members shall pay any entrance fees and annual subscription set by the Board under Article 28.3. Any Member whose subscriptions and/or entrance fee is more than three months in arrears shall be deemed to have resigned his membership of the Charity unless the Board decides otherwise.

30. Termination of Membership

- 30.1 It shall be the duty of the sub-committee to whom the Board delegates this power in accordance with Article 8, if at any time it shall be of the opinion that the interests of the Charity so require, by notice in hard copy form sent by prepaid post to a Member's address, to request that member to withdraw from membership of the Charity within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the sub-committee members present and voting, which majority shall include one half of the total number of the sub-committee for the time being.
- 30.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless a majority of the Board members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Member and in the case of a Voting Member his name shall be erased from the Charity's register of Members.
- 30.3 A Member may withdraw from membership of the Charity by giving seven clear days' notice to the Charity in writing.
- 30.4 A membership terminates automatically when that person dies or ceases to exist or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
- 30.5 Membership is not transferable.
- 30.6 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Charity, its property and its funds and has no right to the return of any part of his subscription.

ORGANISATION OF GENERAL MEETINGS

31. Notice of and Calling General Meetings

- 31.1 General meetings are called on at least 21 clear days' written notice.
- 31.2 A general meeting may be called at any time by the Board or by the Chief Executive acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.
- 31.3 On receipt of a written request made pursuant to Article 31.2, the Chief Executive must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting

32. AGMs

- 32.1 The Charity shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 32.2 The AGM shall be held for the following purposes:
- 32.2.1 to receive from the Board the Charity's accounts;
 - 32.2.2 to receive from the Board a report of the activities of the Charity since the previous AGM;
 - 32.2.3 to elect the Elected Directors in place of those retiring; and
 - 32.2.4 to transact such other business as may be brought before it.
- 32.3 All general meetings, other than AGMs, shall be called general meetings. The business of such general meetings shall be decided by the Board subject to due notice having been given.

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

34. Quorum for General Meetings

- 34.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 34.2 Subject to Article 37.6, one tenth of the Voting Members present in person or by proxy shall be a quorum.

35. Chairing General Meetings

- 35.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is also not present or is unwilling to preside within 15 minutes of the time at which a meeting was due to start the directors present, or if no directors are present), the

meeting, must appoint a Director to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

- 35.2 The person chairing a meeting in accordance with this Article is referred to as **the chair of the meeting**.

36. Attendance and Speaking by Directors and Non-Members

- 36.1 Directors may attend and speak at general meetings, whether or not they are Members.

- 36.2 The chair of the meeting may permit other persons who are not Members to attend and speak at a general meeting.

37. Adjournment

- 37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

- 37.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment, or

37.2.2 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.

- 37.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 37.4 When adjourning a general meeting, the chair of the meeting must:

37.4.1 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

37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least seven clear days' notice of it:

37.5.1 to the same persons to whom notice of the Charity's general meetings is required to be given, and

37.5.2 containing the same information which such notice is required to contain.

- 37.6 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 provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting one tenth of the Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

38. Voting: General

- 38.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote.
- 38.2 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 these Articles. Except where otherwise provided by the 2006 Act, every resolution is decided by a majority of votes cast.
- 38.3 In the event of an equality of votes either on a show of hands or a poll, the chair of the meeting is entitled to a casting vote in addition to any other vote he may have.

39. Errors and Disputes

- 39.1 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.
- 39.2 Any such objection must be referred to the chair of the meeting whose decision is final.

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 Board; or
 - 40.2.3 five or more Voting Members present in person or proxy 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 shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 40.5 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than 30 days after the poll is demanded. The demand for a

poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

- 40.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

41. Content of Proxy Notices

- 41.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:
- 41.1.1 states the name and address of the Voting Member appointing the proxy;
 - 41.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 41.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 41.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 41.3 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.
- 41.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 41.4.1 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
 - 41.4.2 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.

42. Delivery of Proxy Notices

- 42.1 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 Office by or on behalf of that person.
- 42.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

- 42.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

43. Amendments to Resolutions

- 43.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

43.1.1 notice of the proposed amendment is given to the Charity 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

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

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

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

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

- 43.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

- 43.4 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.

44. Written Resolution

- 44.1 Subject to Article 44.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.

- 44.2 In Article 44.1, the **Appropriate Majority** is:

44.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members;

44.2.2 in the case of a special resolution, 75% or more of the Voting Members.

- 44.3 The following may not be passed as a written resolution:

44.3.1 a resolution to remove a Director before his period of office expires; and

- 44.3.2 a resolution to remove an auditor before his period of office expires.

PART 5 ADMINISTRATIVE ARRANGEMENTS

45. Means of Communication to be Used

- 45.1 Subject to these Articles, anything sent or supplied by or to the Charity under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Charity.
- 45.2 The applicable address shall be:
- 45.2.1 in the case of a Voting Member at his registered address as it appears in the Charity's register of Voting Members or by giving notice using electronic communications to an address for the time being notified to the Charity by the Voting Member; and
- 45.2.2 in the case of a Non-Voting Member, at his last known address.
- 45.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board 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.
- 45.4 A Director may agree with the Charity that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 45.5 Any Voting Member described in the Charity's register of Voting Members by an address not within Great Britain, who shall from time to time give the Charity an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those Voting Members who are described in the Charity's register of Voting Members by an address within England shall be entitled to receive notices from the Charity.
- 45.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

46. No right to Inspect Accounts and Other Records

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

DIRECTORS' INDEMNITY AND INSURANCE

47. Indemnity

47.1 Subject to Article 47.2, a relevant director of the Charity or an associated company may be indemnified out of the Charity's assets against:

47.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Charity or an associated company;

47.1.2 any liability incurred by that director in connection with the activities of the Charity or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

47.1.3 any other liability incurred by that director as an officer of the Charity or an associated company.

47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

47.3 In this Article:

47.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

47.3.2 a **relevant director** means any director or former director of the Charity or an associated company.

48. Dissolution

48.1 The Voting Members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

48.1.1 directly for the Objects; or

48.1.2 by transfer to any charity or charities for purposes similar to the Objects;
or

48.1.3 to any charity for use for particular purposes that fall within the Objects.

48.2 Subject to any such resolution of the Voting Members of the Charity, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

48.2.1 directly for the Objects; or

48.2.2 by transfer to any charity or charities for purposes similar to the Objects;
or

48.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

- 48.3 In no circumstances shall the net assets of the Charity be paid to or distributed among the Members of the Charity (except to a Member that is itself a charity) and if no such resolution is passed by the Voting Members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Charity Commission.

Annexure 1
Form of Proxy Notices

Company No. 06108379

GREAT BRITAIN WHEELCHAIR RUGBY LIMITED
(the "Charity")

[insert name and address of Voting Member]

Before completing this form, please read the explanatory note below.

I/We being a Voting Member of the Charity appoint the chair of the meeting or (see note 3)

--

as my/our proxy to attend, speak and vote on my/our behalf at the [■annual] general meeting of the Charity to be held on ***[insert date]*** at ***[insert time]*** and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against	Abstain
[ORDINARY BUSINESS]			
1. [insert text of resolution]			
2. [insert text of resolution]			
[SPECIAL BUSINESS]			
3. [insert text of resolution]			
4. [insert text of resolution]			

Signature

Date

Notes to the proxy form

1. As a Voting Member of the Charity you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting.
2. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Charity but must attend the meeting to represent you. To appoint as your proxy a person other than the chair of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair of the meeting, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Charity's registered office; and
 - received by the Charity no later than ***[insert date and time not more than 48 hours before the meeting]***.
6. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending a scanned copy of this completed proxy form to ***[insert Charity email address]***. For an electronic proxy appointment to be valid, your appointment must be received by the Charity no later than ***[insert date and time not more than 48 hours before the meeting]***.
7. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. You may not use any electronic address provided in this proxy form to communicate with the Charity for any purposes other than those expressly stated.
10. To terminate a proxy instruction you will need to inform the Charity by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to the Charity's registered office. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Charity no later than ***[insert date and time not more than 48 hours before the meeting]***.