

Company No. 01979158

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

**BADMINTON ASSOCIATION OF ENGLAND
LIMITED**

Adopted on 30 June 2012
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FARRER&Co

BADMINTON ASSOCIATION OF ENGLAND LIMITED

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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;
annual general meeting	means the annual general meeting of the Association;
Appropriate Majority	has the meaning given in Article 51.2;
Articles	means these articles of association, as may be amended from time to time at annual general meeting;
Association	means the Badminton Association of England Limited, the company limited by guarantee with registered number 01979158;
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 Association established from time to time in accordance with Article 19, the members of which are the directors of the Association for the purposes of the Companies Acts;
Chairman	means the chairman of the Board as appointed by the Board;
chairman of the meeting	has the meaning given in Article 14.2 (in respect of a board meeting) or Article 41.2 (in respect of a general meeting);
Chief Executive	means the person appointed from time to time as chief executive in accordance with Article 26;
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;
club members	means non-voting members of the Association who are members of Member Organisations or other organisations coming under the jurisdiction of the Association and who shall not be members for the purposes of the Companies Acts;
committee	means any committee set up in accordance with Article 8;

Companies Acts	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Association;
Co-opted Director	means a director appointed in accordance with Article 19.2.4;
Date of Adoption	means the date of adoption of these Articles;
director	means a director of the Association, 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 (other than the Chairman) elected in accordance with Article 25;
Elected Members	means the individuals appointed in accordance with Article 32;
electronic form	has the meaning given in Section 1168 of the 2006 Act;
eligible director	has the meaning given in Article 10.3;
Flag Vote	means a vote taken by the Voting Members raising cards on which are shown their voting entitlement;
general meeting	means an annual general meeting or other general meeting of the Association;
hard copy form	has the meaning given in Section 1168 of the 2006 Act;
Independent Directors	'Independent' means an Elected Director who is free from any close connection to the NGB and who, from the perspective of an objective outsider, would be viewed as independent. Alongside a specific skill set or experience, these individuals should bring a dispassionate objectivity to the Board that a close connection to the NGB (e.g. active involvement in its affairs or a fiduciary interest) through regional or national representation or other interests cannot provide. Independent Directors shall be elected following an open recruitment process where the required skills and experience were established. For the avoidance of doubt, Chief Executives do not meet the definition of 'independent';
Individual Members	means the President, Vice-Presidents and Elected Members appointed in accordance with Article 32;
members	means the Voting Members and club members together;

Member Organisations	means the organisations listed in Articles 28.3.1 to 28.3.3 and any organisations admitted to membership of the Association in accordance with Article 28.3.4;
non-executive director	means a director who is not engaged as a full or part-time employee of the Association to carry out the duties of a director;
Objects	has the meaning given in Article 3;
Office	means the registered office of the Association;
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 12;
permitted cause	has the meaning given in Article 16.3;
Powers	has the meaning given in Article 4;
President	means the person elected from time to time as president of the Association in accordance with Article 32;
proxy notice	has the meaning given in Article 48.1;
Regulations	means the regulations and policies of the Association made by the Board in accordance with Article 18.2 and amended from time to time;
relevant director	means any director or former director of the Association or an associated company;
relevant loss	has the meaning given in Article 55.2.1;
Rules	means the Articles and Standing Orders of the Association made by the Association in general meeting, as amended from time to time;
special resolution	has the meaning given in Section 283 of the 2006 Act;
Sport	means the sport of badminton;
Standing Orders	means the standing orders of the Association made by the Association in general meeting, as amended from time to time;
subsidiary	has the meaning given in Section 1159 of the 2006 Act;
Territory	means England, the Isle of Man and the Channel Islands;

Three Year Term	has the meaning given in Article 20.1;
Vice-Presidents	means the people elected from time to time as vice-presidents of the Association in accordance with Article 32;
Voting Members	means the Member Organisations and Individual Members together who, under these Articles are entitled to receive notice of, attend and vote at general meetings and who are members of the Association for the purposes of the Companies Act.
working party	means a group of persons appointed for a specific purpose by the Association in general meeting or the Board or a committee;
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 as in force on the date when these Articles become binding on the Association.

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 Registered Office

2.1 The name of the Association is Badminton Association of England Limited.

2.2 The registered office of the Association is to be in England and Wales.

3. Objects

3.1 The objects for which the Association is established (**Objects**) are:

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

3.1.2 to act as the representative member for the Territory in international affairs and to affiliate to the Badminton World Federation (**BWF**), or any successor body, whose laws at any time in force shall be the laws of the Sport;

3.1.3 to carry out functions delegated to it by the BWF and other relevant bodies;

3.1.4 to promote, administer and encourage the development of, and participation in the Sport within the Territory;

3.1.5 to contribute to national and international goodwill, friendship and understanding

- in co-operation with the BWF, its member bodies and other bodies having similar or sympathetic aims;
- 3.1.6 to develop and implement a strategy for the development of the Sport in the Territory including strategies for each of: performance at international and national level; national competition; and increasing participation;
 - 3.1.7 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;
 - 3.1.8 to develop a commercial, marketing and public relations programme for the Sport in the Territory;
 - 3.1.9 to develop a competition programme and co-ordinate competition fixtures across the Territory;
 - 3.1.10 to select the representative teams to represent the Territory in international events;
 - 3.1.11 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;
 - 3.1.12 to develop and nurture relationships between the Association and the sports councils within the Territory, the British Olympic Association, the relevant Commonwealth Games Council and relevant government departments;
 - 3.1.13 to take such action from time to time as the Board may consider desirable for the benefit of the Sport and the members of the Association;
 - 3.1.14 to undertake and execute charitable trusts for the benefit of the Sport; and
 - 3.1.15 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.

4. Powers

- 4.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).
- 4.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Association.
- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Association:
 - 4.3.1 of remuneration of any director of the Association, in accordance with Article 22;
 - 4.3.2 to any director, Voting Member, committee or working party member of reasonable and proper out-of-pocket expenses in accordance with Article 23;
 - 4.3.3 of interest on money lent by a Voting Member of the Association or its directors at a commercial rate of interest;
 - 4.3.4 of reasonable and proper rent for premises demised or let by any Voting Member of the Association or by any director;

4.3.5 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Association; or

4.3.6 other payments as are permitted by these Articles.

5. Liability of Voting Members

5.1 The liability of each Voting Member is limited to £1 (one pound sterling), being the amount that each Voting Member undertakes to contribute to the assets of the Association 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 Association'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

DIRECTORS' POWERS AND RESPONSIBILITIES

6. Directors' general authority

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

7. Directors may delegate

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

- 7.1.1 to such person, committee or working party;
- 7.1.2 by such means (including by power of attorney);
- 7.1.3 to such an extent;
- 7.1.4 in relation to such matters or territories; and
- 7.1.5 on such terms and conditions;

as it thinks fit.

- 7.2 All acts and proceedings delegated under Article 7.1 shall be reported to the Board in due course.
- 7.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person, committee or working party to whom they are delegated.
- 7.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

8. Committees and working parties

The Association shall have such committees and working parties as the Board thinks fit from time to time.

- 8.1 Committees and working parties 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.
- 8.2 The chairman of each committee shall be a member of the appointing Board or committee. The chairman of a working party may be any of its members.
- 8.3 Rules of procedure for all or any committees shall be defined in the Standing Orders, which prevail over rules derived from these Articles if they are not consistent with them.
- 8.4 The quorum for meetings of any committee formed pursuant to the provisions of the Articles shall be as defined in the Standing Orders

DECISION-MAKING BY DIRECTORS

9. Directors to take decisions collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous decisions

10.1 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.

10.2 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.

10.3 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.

10.4 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.

11. Calling a meeting of the Board

11.1 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.

11.2 The Board shall report on its activities to the Voting Members at general meetings.

11.3 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.

11.4 Notice of any meeting of the Board must indicate:

11.4.1 its proposed date and time;

11.4.2 where it is to take place; and

11.4.3 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.

11.5 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.

12. Participation in meetings of the Board

12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

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

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

12.2 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.

12.3 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.

13. Quorum of meetings of the Board

13.1 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 five, and unless otherwise fixed it is five.

13.2 Subject to Article 13.4 the Board may act notwithstanding any vacancy in their body.

13.3 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.

13.4 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 call a general meeting so as to enable the Voting Members to fill a casual vacancy arising among the directors in accordance with Article 27.

14. Chairing of meetings of the Board

14.1 The Chairman shall preside as chairman at all meetings of the Board at which he shall be present.

14.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the "chairman of the meeting".

15. Casting vote

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

16. Conflicts of interest

16.1 Subject to Article 16.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 The prohibition under Article 16.1 shall not apply when:

16.2.1 the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

16.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or

16.2.3 the director's conflict of interests arises from a permitted cause.

- 16.3 For the purposes of Article 16.2, the following are "permitted causes":
- 16.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries (if any);
 - 16.3.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 16.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.
- 16.4 For the purposes of this Article 16, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 16.5 Subject to Article 16.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.
- 16.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Association only where such matter has been authorised in accordance with Article 16.2.

The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a committee formed under Article 7.

17. Records of decisions to be kept

- 17.1 The Board must ensure that the Association keeps a record, in writing, for at least 10 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 committees and by the Association at general meeting.
- 17.2 Any such records, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 17.3

18. Directors' discretion to propose changes to Rules and make Regulations

- 18.1 The Board may from time to time propose to a general meeting variations to, revocations of and new Rules relating to membership of the Association including (without limitation) setting out rights, privileges and obligations of the different categories of member.
- 18.2 The Board (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):
- 18.2.1 terms of reference as to the function, role and operation of committees and working parties to assist the Board in the better administration of the Association;
 - 18.2.2 regulations setting (i) the levels of entrance fees and annual subscriptions to be paid by the different categories of members and (ii) any sanctions and the dates at which these shall be due;
 - 18.2.3 regulations to ensure compliance with national and international rules relating to doping control;
 - 18.2.4 regulations setting out disciplinary procedures for members;
 - 18.2.5 regulations for the promotion and organisation of competitions;
 - 18.2.6 child protection policies;
 - 18.2.7 equity and equality policies; and
 - 18.2.8 such other regulations or policies as the Board thinks fit.
- 18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the Companies Acts and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS

19. Numbers of directors

- 19.1 Unless otherwise approved by the Association in general meeting, the number of directors shall be not less than eight and shall be subject to a maximum of twelve.
- 19.2 The members of the Board shall be:
- 19.2.1 the Chief Executive;
 - 19.2.2 up to eleven (11) (or such lower number as the Association in general meeting shall from time to time decide) Elected Directors, of whom at least 25% and ideally a third of the Board's membership shall be Independent Directors;
 - 19.2.3 a minimum of 30% of each gender; and
 - 19.2.4 up to two (2) other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board until the next annual general meeting, 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 meetings of the Board and may be co-opted beyond their initial term with the approval of the Voting Members in general meeting.

19.3 All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

19.4 For the avoidance of doubt, the fact that a person has been elected or appointed to any specific office set out in this Article 19 shall not prohibit such person from being elected or appointed to any other office set out in this Article 19 and any limit in respect of the number of times a person can be re-elected to any such office shall apply only in respect of such offices.

20. Elected Directors

20.1 The election of the Elected Directors shall be conducted in accordance with Article 25. Subject to Article 27, each Elected Director shall serve for a three (3) year term from the end of the annual general meeting at which he is elected to the close of the annual general meeting in the third year after his election (**Three Year Term**), but shall be eligible for re- election for two (2) further Three Year Terms. Up to four (4) Elected Directors shall be appointed at each annual general meeting on a three (3) year cycle. Always provided that:

20.1.1 the two (2) Elected Directors due to retire on the Date of Adoption shall be eligible for re-election at the annual general meeting on the Date of Adoption 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 20.1;

20.1.2 the three (3) Elected Directors due to retire at the annual general meeting in 2013 shall be eligible for re-election at the annual general meeting in 2013 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 20.1; and

20.1.3 the one (1) Elected Director due to retire at the annual general meeting in 2014 shall be eligible for re-election at the annual general meeting in 2014 for a Three Year Term and, if so re-elected, such Three Year Term shall be deemed to be his first term in office for the purposes of this Article 20.1.

20.2 The office of an Elected Director shall be vacated with immediate effect if the person appointed as an Elected Director ceases to be a director of the Association.

20.3 When an Elected Director ceases to be an Elected Director upon the expiry of his third Three Year Term, at least four (4) years shall elapse before he can be eligible to stand again as an Elected Director.

21. Termination of director's appointment

21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Association as soon as:

21.1.1 that person ceases to be a director by virtue of any provision of the 2006 Act or is otherwise prohibited from being a director by law;

21.1.2 a bankruptcy order is made against that person;

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

21.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 21.1.5 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;
 - 21.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
 - 21.1.7 that person is requested to resign by all the other members of the Board acting together;
 - 21.1.8 being an Elected Director, when his term of office expires and he is not re-elected;
 - 21.1.9 being the Chief Executive, when he resigns or his appointment as Chief Executive is terminated;
 - 21.1.10 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; or
 - 21.1.11 an ordinary resolution to remove that person is passed by the Association in general meeting in accordance with Section 168 of the 2006 Act.
- 21.2 A person serving as an Elected Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Elected Director and the vacancy shall be filled in accordance with these Articles.

22. Directors' remuneration

- 22.1 Subject to the provisions of the Companies Acts, the Standing Orders and to Articles 22.3 and 22.4 below, the Board may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Association.
- 22.2 Subject to the provisions of the Companies Acts, and to Articles 22.3 and 22.4 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with any body corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
- 22.3 Subject to these Articles, a director's remuneration may take any form and 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 provided that such remuneration
- 22.3.1 is fixed having regard to the current remuneration of directors in comparable posts;
 - 22.3.2 does not exceed the general market rate for directors providing comparable services; and
 - 22.3.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.

- 22.4 Any terms applicable to and the level of any remuneration to be provided to a director in accordance with Articles 22.1, 22.2 and 22.3 above must be approved in advance by at least 75% of the Voting Members of the Association in general meeting, provided always that this Article 22.4 shall not apply to any terms applicable to and the level of any remuneration to be provided to the Chief Executive.
- 22.5 No director shall take any loan from the Association.
- 22.6 For the avoidance of doubt, no payment shall be made by way of remuneration to a non-executive director in respect of his role as such non-executive director.
- 22.7 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries (if any) or of any other body corporate in which the Association is interested (if any).

23. Directors' expenses

Without prejudice to Article 22, the Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 23.1.1 meetings of the Board, committees of the Board or working parties; or
- 23.1.2 general meetings,

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

24. Chairman

- 24.1 The Chairman shall be an Elected Director and shall be appointed by the Board via an open, publicly-advertised recruitment process.
- 24.2 The Chairman shall have such rights and privileges as the Board shall from time to time prescribe.
- 24.3 The office of Chairman shall be vacated with immediate effect if the person appointed as Chairman ceases to be a director of the Association.

25. Election of Directors

- 25.1 A person wishing to serve as an Elected Director shall submit his application in a form prescribed from time to time by the Board. The form must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe each year.
- 25.2 All appointments to the Board shall be made on merit in line with the skills required of the Board, and shall be conducted in accordance with a formal, rigorous and transparent process; vacancy details shall be communicated widely.
- 25.3 If there are the same number of candidates as there are vacancies, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 47 as directed by the Board. The results of any such election must be announced at the annual general meeting.

26. Chief Executive

Subject to the provisions of the Companies Acts, 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.

27. Casual Vacancies

A casual vacancy arising among Elected Directors shall be filled by the Association in general meeting 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 in accordance with these Articles.

PART 3
MEMBERS

28. Membership

28.1 For the purpose of registration the number of Voting Members is declared to be unlimited.

28.2 The Member Organisations and the Individual Members shall be the Voting Members of the Association.

28.3 The Member Organisations shall comprise:

28.3.1 The County Badminton Associations whose rules and regulations, together with any amendments from time to time made thereto, shall not contravene and shall be subservient to the Articles and Standing Orders;

28.3.2 The Badminton Umpires Association of England;

28.3.3 The Badminton Line Judges Association of England;

28.3.4 any other organisations admitted to membership of the Association in general meeting.

28.4 The Individual Members shall comprise:

28.4.1 the President;

28.4.2 up to six (6) Vice-Presidents; and

28.4.3 up to six (6) Elected Members,

provided always that a director shall not be an Individual Member.

28.5 For the avoidance of doubt, the fact that a person has been elected to any specific office set out in this Article 28 shall not prohibit such person from being elected to any other office set out in this Article 28 and any limit in respect of the number of times a person can be re-elected to any such office shall apply only in respect of such offices.

29. President

The election of the President shall be in accordance with Article 32. Subject to Article 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for two (2) further Three Year Terms, save that the President on the Date of Adoption shall be required to retire at the annual general meeting in 2013, but shall be eligible for re-election for a Three Year Term and, if so re-elected, such Three Year Term shall be deemed to be his second Three Year Term in office for the purposes of this Article 29.

30. Vice-Presidents

- 30.1 The election of the Vice-Presidents shall be conducted in accordance with Article 32. Subject to Article 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for two (2) further Three Year Terms. Up to two (2) Vice-Presidents shall be appointed at each annual general meeting on a three (3) year cycle.
- 30.2 Up to six (6) Vice-Presidents shall be elected at the annual general meeting in 2013 and hold office as follows:
- 30.2.1 the two nominations gaining the most votes shall hold office for a Three Year Term until the end of the annual general meeting in 2016 and shall then be eligible for re-election for further Three Year Terms.
 - 30.2.2 the two nominations gaining the next most votes shall hold office for a two (2) year term until the end of the annual general meeting in 2015 and shall then be eligible for re-election for further Three Year Terms.
 - 30.2.3 the two nominations gaining the next most votes shall hold office for a one (1) year term until the end of the annual general meeting in 2014 and shall then be eligible for re-election for further Three Year Terms.

31. Elected Members

- 31.1 The election of the Elected Members shall be conducted in accordance with Article 32. Subject to Article 33, a person so elected shall hold office for a Three Year Term but shall be eligible for re-election for two (2) further Three Year Terms. Up to two (2) Elected Members shall be appointed at each annual general meeting on a three (3) year cycle. Always provided that at the annual general meeting in 2013 up to six (6) Elected Members shall be elected and hold office as follows:
- 31.1.1 the two nominations gaining the most votes shall hold office for a Three Year Term until the end of the annual general meeting in the 2016 and shall then be eligible for re-election for further Three Year Terms.
 - 31.1.2 the two nominations gaining the next most votes shall hold office for a two (2) year term until the end of the annual general meeting in 2015 and shall then be eligible for re-election for further Three Year Terms.
 - 31.1.3 the two nominations gaining the next most votes shall hold office for a one (1) year term until the end of the annual general meeting in 2014 and shall then be eligible for re-election for further Three Year Terms.

32. Election of the President, Vice-Presidents and Elected Members

- 32.1 Any Voting Member may nominate individuals to be President, Vice Presidents or Elected Members.
- 32.2 The Board may nominate individuals to be President, Vice-Presidents or Elected Members.
- 32.3 Any nomination must be made on the form prescribed from time to time by the Board and signed by a nominee. Any nomination by a Voting Member must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each vacancy and the form must be completed and returned to the Chief Executive not later than such date as the Board shall prescribe.
- 32.4 If there are the same number of candidates as there are vacancies, those candidates shall be declared elected unopposed at the annual general meeting. In the event of there being more nominations than vacancies, there shall be an election at the annual general meeting or a postal ballot in accordance with the provisions of Article 47 as directed by the Board. The results of any such election must be announced at the annual general meeting.
- 32.5 For the avoidance of doubt an individual who ceases to be President, Vice-President or an Elected Member ceases to be a Voting Member of the Association.

33. Casual Vacancies

A casual vacancy arising among the offices of President, Vice-President or Elected Member may be filled by the Association in general meeting 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 in accordance with these Articles.

34. Applications for membership

- 34.1 No organisation shall become a Member Organisation of the Association unless:
- 34.1.1 that organisation has completed an application for membership in such form as required by the Board; and
- 34.1.2 the Association in general meeting has approved the application.
- 34.2 Every corporation and unincorporated association which is admitted as a Member Organisation may exercise such powers as are prescribed by Part 9 of the 2006 Act.

35. Conditions of membership

- 35.1 All Voting Members shall be subject to the Rules and Regulations.
- 35.2 The Voting Members shall pay any entrance fees and annual subscriptions by the due date set by the Board under Article 18.2.2. Any Voting Member whose subscriptions and/or entrance fee is more than three (3) months in arrears shall be deemed to have resigned his membership of the Association and waived any voting rights to which he is entitled pursuant to the Articles and Standing Orders unless the Board decides otherwise.
- 35.3 Each Member Organisation shall supply to the Association annually, at times determined by the Board, lists of its affiliates, the names and addresses of its principal officers, all club members and any other information thereon specified by the Board and to notify any changes as soon as they become effective.

35.4 Failure or neglect by any Voting Member to comply with the Articles or Standing Orders or any failure to abide by the terms of an agreement relating to Voting Members or the provision of facilities or services thereto entered into on behalf of the Association, or any conduct considered by the Board in its absolute discretion to be to the detriment of the Association or the Sport shall render the Voting Member concerned liable to suspension or expulsion from the Association.

36. Termination of membership

36.1 A Voting Member may withdraw from membership of the Association by giving notice in accordance with the Standing Orders.

36.2 A membership terminates automatically when an Individual Member dies or a Member Organisation ceases to exist or on the failure of a Voting Member to comply or to continue to comply with any condition of membership set out in these Articles or the Standing Orders.

36.3 The rights and liabilities of Voting Members are not transferable.

36.4 It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a Voting Member's address, to request that Voting Member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

36.5 If, on the expiry of the time specified in such notice, the Voting 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 Voting Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such committee to which it has delegated its powers. The Board or committee and the Voting Member whose expulsion is under consideration shall be given at least fourteen (14) days' notice of the meeting, and such notice shall specify the matter to be discussed. The Voting 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 or committee members present and voting shall, after receiving the statement in his defence, vote for his expulsion, or unless the Voting Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Voting Member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a Voting Member and his name shall be erased from the register of Voting Members. The Board may exclude the Voting Member from the Association's premises until the meeting considering his expulsion has been held. For the avoidance of doubt, the Voting Member shall be entitled to attend the Association's premises to attend that meeting (if it is held at them) for the purpose of making his representations. A Voting Member may appeal against such decision by notifying the Board who shall put the matter to a general meeting for it to be decided by a majority vote of the Voting Members present and voting at such meeting. If the Board's decision is upheld, the Voting Member will be liable for the costs of holding the general meeting.

36.6 Any person ceasing to be a Voting Member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of his subscription. The Board may refund an appropriate part of a resigning Voting Member's subscription if it considers it appropriate taking account of all the circumstances.

ORGANISATION OF GENERAL MEETINGS

37. Notice of and Calling General Meetings

- 37.1 General meetings are called on at least fourteen (14) clear days' written notice.
- 37.2 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 Voting Members holding between them at least 5% of the voting rights in the Association.
- 37.3 On receipt of a written request made pursuant to Article 37.2, the Chief Executive must call a general meeting within twenty-one (21) days and the general meeting must be held not more than twenty-eight (28) days after the date of the notice calling the general meeting.

38. Annual General Meetings

- 38.1 The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 38.2 The annual general meeting shall be held for the following purposes:
- 38.2.1 to receive from the Board the Association's audited accounts;
 - 38.2.2 to receive from the Board a report of the activities of the Association since the previous annual general meeting;
 - 38.2.3 to appoint the Association's auditors;
 - 38.2.4 to receive a report from the President;
 - 38.2.5 to elect Elected Directors in place of those retiring, in accordance with Article 25;
 - 38.2.6 to elect (as appropriate) the President, Vice-Presidents and Elected Members in place of those retiring, in accordance with Article 32; and
 - 38.2.7 to transact such other business as may be brought before it.
- 38.3 All general meetings, other than annual general meetings, shall be called general meetings. The Association shall hold at least three general meetings in each calendar year after its year of incorporation. The business of such general meetings shall be decided by the Board subject to due notice having been given.

39. Attendance and speaking at general meetings

- 39.1 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.
- 39.2 A person is able to exercise the right to vote at a general meeting when:
- 39.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 39.2.2 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.

39.3 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.

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

39.5 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.

40. Quorum for general meetings

40.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

40.2 Subject to Article 43.6, fifteen (15) Voting Members present in person or by proxy shall be a quorum.

41. Chairing general meetings

41.1 The Chairman shall chair general meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the same, the directors present, or if no directors are present, the meeting, must appoint an Individual Member or delegate of a Member Organisation to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

41.2 The person chairing a meeting in accordance with this Article is referred to as the chairman of the meeting.

41.3 The decision of the chairman of the meeting upon all points of order and matters of procedure shall be final.

42. Attendance and speaking by directors and non-members

42.1 Directors may attend and speak at general meetings.

42.2 The chairman of the meeting may permit other persons who are not Voting Members of the Association to attend and speak at a general meeting.

43. Adjournment

43.1 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 chairman of the meeting must adjourn it.

43.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

43.2.1 the meeting consents to an adjournment, or

43.2.2 it appears to the chairman 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.

43.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 43.4 When adjourning a general meeting, the chairman of the meeting must:
- 43.4.1 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
 - 43.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 43.5 If the continuation of an adjourned meeting is to take place more than fourteen (14) days after it was adjourned, the Association must give at least fourteen (14) clear days' notice of it:
- 43.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 43.5.2 containing the same information which such notice is required to contain.
- 43.6 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 twelve (12) Voting Members shall be a quorum.

VOTING AT GENERAL MEETINGS

44. Voting: general

- 44.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast the number of votes to which he is entitled to cast in accordance with the Standing Orders.
- 44.2 A resolution put to the vote of a general meeting must be decided on a Flag Vote or by such other voting method as the chairman of the meeting may from time to time decide unless a poll is duly demanded in accordance with these Articles. Except to make, vary, or revoke Standing Orders and where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.
- 44.3 Every Member Organisation is entitled to send two representatives to general meetings but only one of those representatives shall be entitled to vote.

45. Errors and disputes

- 45.1 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.
- 45.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

46. Poll votes

- 46.1 A poll on a resolution may be demanded:
- 46.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 46.1.2 at a general meeting, either before a Flag Vote on that resolution or immediately after the result of a Flag Vote on that resolution is declared.
- 46.2 A poll may be demanded by:

- 46.2.1 the chairman of the meeting;
 - 46.2.2 the Board; or
 - 46.2.3 two or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote on the resolution.
- 46.3 A demand for a poll may be withdrawn if:
- 46.3.1 the poll has not yet been taken, and
 - 46.3.2 the chairman of the meeting consents to the withdrawal.
- 46.4 Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Individual Members or delegates of Member Organisations) 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.
- 46.5 A poll demanded on the election of a chairman 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 chairman of the meeting directs not being more than thirty (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 Flag Vote and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 46.6 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 fourteen (14) clear days' notice shall be given specifying the time and place at which the poll is to be taken.

47. Postal Ballot

- 47.1 The Board may decide, in advance of a general meeting, to call a postal ballot in respect of an election which would otherwise be put to the vote at the general meeting. If there is to be a postal ballot, the details of the resolution and voting papers shall be sent at such time as the Board shall prescribe to the Voting Members. Voting papers must be returned to the Chief Executive in a sealed envelope by such time as the Board shall prescribe and shall be opened and counted by such person or persons as the Board shall decide.
- 47.2 The result of the postal ballot will be declared at the general meeting at which it would otherwise have been put to the vote.

48. Content of proxy notices

- 48.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 48.1.1 states the name and address of the Voting Member appointing the proxy;
 - 48.1.2 identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
 - 48.1.3 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

- 48.1.4 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.
- 48.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48.3 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.
- 48.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 48.4.1 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
 - 48.4.2 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.

49. Delivery of proxy notices

- 49.1 A person who is entitled to attend, speak or vote (either on a Flag Vote 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.
- 49.2 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.
- 49.3 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.
- 49.4 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 appointer's behalf.

50. Amendments to resolutions

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 50.1.1 notice of the proposed amendment is given to the Association in writing by a Voting Member at the general meeting at which it is to be proposed not less than forty-eight (48) hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 50.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 50.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 50.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its

proposer at any time before the resolution is voted upon.

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

51. Written resolution

- 51.1 Subject to Article 51.3, 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 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 twenty eight (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. In the case of a Voting Member that is a Member Organisation, its authorised representative may signify agreement.

- 51.2 In Article 51.1, the "Appropriate Majority" is:

51.2.1 in the case of an ordinary resolution, a simple majority of the votes cast;

51.2.2 in the case of a special resolution, 75% or more of the votes cast.

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

51.3.1 a resolution to remove a director before his period of office expires;

51.3.2 a resolution to remove an auditor before his period of office expires; and

51.3.3 a resolution to make, vary or revoke the Standing Orders.

PART 4

ADMINISTRATIVE ARRANGEMENTS

52. Means of communication to be used

- 52.1 Subject to these Articles, anything sent or supplied by or to the Association 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 Association.
- 52.2 The applicable address shall be:
- 52.2.1 in the case of a Voting Member at his registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Association by the Voting Member; and
- 52.2.2 in the case of a club member, at his last known address.
- 52.3 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.
- 52.4 A director may agree with the Association 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 forty-eight (48) hours.
- 52.5 Any Voting Member described in the register of members by an address not within Great Britain, who shall from time to time give the Association 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 register of members by an address within England shall be entitled to receive notices from the Association.
- 52.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the third 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 forty- eight (48) hours after the time it was sent.

53. No right to inspect accounts and other records

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

DIRECTORS' INDEMNITY AND INSURANCE

54. Indemnity

- 54.1 Subject to Article 22, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:

- 54.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
 - 54.1.2 any liability incurred by that director in connection with the activities of the Association 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);
 - 54.1.3 any other liability incurred by that director as an officer of the Association or an associated company.
- 54.2 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.
- 54.3 In this Article:
- 54.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

55. Insurance

- 55.1 The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- 55.2 In this Article:
- 55.2.1 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 Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
 - 55.2.2 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

56. Rules

- 56.1 Only the Voting Members in general meeting may from time to time make, vary and revoke Rules:
- 56.1.1 **Articles**
The creation, variation and revocation of the Articles requires a Special Resolution as required by the 2006 Act and will only be passed if three quarters or more of the votes cast by Voting Members at an annual general meeting are in favour;
 - 56.1.2 **Standing Orders**
The creation, variation and revocation of the Standing Orders will only be passed if two thirds or more of the votes cast by Voting Members at a general meeting are in favour.
- 56.2 Rules made pursuant to Article 56.1 must be compliant with the Companies Acts and these Articles in order to be valid.

57. Dissolution

If upon the winding-up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Voting Members of the Association but shall be given or transferred to

some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of these Articles, such institution or institutions to be determined by Voting Members of the Association at or before the time of dissolution, and insofar as effect cannot be given to such provisions then to some charitable object.

**Annexure 1
Form of Proxy Notices**

Company No. 01979158

BADMINTON ASSOCIATION OF ENGLAND LIMITED

(the "Association")

[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 Association appoint the Chairman 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 Association 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. [<i>insert text of resolution</i>]			
2. [<i>insert text of resolution</i>]			
[SPECIAL BUSINESS]			
3. [<i>insert text of resolution</i>]			
4. [<i>insert text of resolution</i>]			
Signature	Date		

Notes to the proxy form

- 1 As a member of the Association 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 Association but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman 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 Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, 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 Association at [*insert address*]; and
 - received by the Association no later than [*insert date and time*].
- 6 In the case of a Voting Member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 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 As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by [*insert details*]. For an electronic proxy appointment to be valid, your appointment must be received by the Association no later than [*insert date and time*].
- 9 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.
- 10 You may not use any electronic address provided in this proxy form to communicate with the Association for any purposes other than those expressly stated.
- 11 To terminate a proxy instruction you will need to inform the Association using one of the following methods:
 - (a) by sending a signed hard-copy notice clearly stating your intention to terminate your proxy appointment to [*insert address*]. In the case of a member which is a company, the termination notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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.
 - (b) by sending an e-mail to [*e-mail address*] [*set out authentication requirements*].

In either case, the revocation notice must be received by the Association no later than [*insert date and time*].

**Annexure 2
Form of Wording for Resolution**

SPECIAL RESOLUTION

Adoption of New Articles of Association

IT WAS RESOLVED THAT the Association adopt the regulations contained in the document attached to this Special Resolution and for the purposes of identification signed by the Chairman on every page as the new Articles of Association of the Association in substitution for and to the exclusion of the existing Articles of Association and Memorandum of Association of the Association.