

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

AMATEUR BOXING SCOTLAND LIMITED

(As amended 2011)

INTERPRETATION

1 In these Articles

“the Act”	means the Companies Acts 1985- 89 and 2006 including any statutory modification or re-enactment thereof for the time being in force.
“AIBA”	means Association Internationale de Boxe Amateur.
“amateur”	shall have the definition adopted and as varied from time to time by AIBA.
“the Articles”	means the Articles of Association of the Company.
“Bye-Laws”	means the Bye-Laws of the Company.
“Chief Operating Officer”	means the chief operating officer of the Company as appointed or termed from time to time.
“Club”	an amateur boxing club forming, or applying to become, a Member of the Company
“Company”	means Amateur Boxing Scotland Limited, a private company limited by guarantee registered in Scotland with company number SC203383.
“Districts”	means the Western, Eastern and Northern Districts and its committees as specified in Article 4.
“District Committee”	means a committee for the District appointed in line with these Articles and the Bye Laws as amended from time to time.

“Director”	means a director of the Company and includes any person occupying the position of director, by whatever named called.
“Executive Board”	means the Board of Directors of the Company as specified in Article 6.
“General Meeting”	means any Meeting other than the Annual General Meeting.
“Ordinary Resolution”	has the meaning given in section 282 of the Companies Act 2006 and Article 17.3 herein.
“Regulations”	means as defined within Article 6.14 herein.
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006 and Articles 17.3 herein.
“the Memorandum”	means the Memorandum of Association of the Company.

In these Articles:

- (i) Words denoting the singular include the plural and vice versa, words denoting the masculine gender include the feminine gender and words denoting persons include incorporated bodies;
- (ii) Words or expressions contained in these Articles which are not defined in these Articles but are defined in the Act have the same meaning as in the Act unless inconsistent with the subject or context;
- (iii) Subject to paragraph (ii), references to any provisions of any enactment or of any subordinate legislation (as defined within section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of the provisions for the time being in force; and
- (iv) Headings are inserted for convenience only and do not affect the construction of these Articles.

Article 2 Membership

- 2.1 The subscribers to the Memorandum and such bodies as are admitted to membership in accordance with the Articles shall be members of the Company (hereinafter referred to as “Members”).
- 2.2 Any properly constituted amateur boxing club based in Scotland which undertakes to accept the provisions of the Memorandum and the Articles and to abide by the Regulations and all Bye Laws shall be eligible to apply for membership.
- 2.3 All applications for membership shall require to be in writing and in such form as the Executive Board may require. Applications for membership shall require to be signed by the honorary secretary of the Club and shall be accompanied by a copy of its constitution and rules, a list of its office bearers and a list of its members with addresses. All applications shall be sent to the Executive Board whose decision shall be final.

- 2.4 The privileges of membership shall not be transferable.
- 2.5 All Members must have ownership or secure rights of access to suitably equipped accommodation for boxing so as to enable practical boxing instruction to be provided on at least two sessions each week.
- 2.6 All Members must keep proper Club books, including a membership roll, a Club bank account and bank cash books, all of which will be required to be provided on request at any time to the Executive Board or the relevant District Committee. Any payments to or from the Club must be made by way of the Club bank account. To avoid doubt, both the District Committee and the Executive Board shall have the power to investigate the affairs of and visit any Member to ensure compliance with: these Articles; Bye Laws and the Regulations.
- 2.7 Members, District Committees and individual members of Members are required to comply with the terms of the Company's insurance policies and any instruction issued by the Company.
- 2.8 Each Member, District Committee and member of a Member shall be bound by and shall abide by these Articles of Association, the AIBA statutes, AIBA rules, any rules imposed on the Company by the main body investor, SportsScotland (as changed from time to time) and any Byelaws or the Regulations made under the powers given in the Memorandum and Articles of the Company as well as any codes of conduct, disciplinary procedures and rules which may be adopted from time to time by the Board. Any failure by any such individual, member Club or District Association so to act will render such an individual, member Club, or District Association liable to be treated as having been guilty of Misconduct in terms of Article 19, and they may therefore be subject to disciplinary proceedings.
- 2.9 Any Member shall cease to be a member of the Company and their name shall be removed from the register of Members accordingly, subject to the undertaking provided for in Clause 6 of the Memorandum if:-
- (i) the Member resigns from membership by notice in writing given to the Chief Operating Officer and/or Executive Board;
 - (ii) the Member's annual subscription remains unpaid after 31st December next following the date when it became due, and the Executive Board resolves that such membership be terminated;
 - (iii) the Member is expelled from membership by the Executive Board in accordance with Article 19.
- 2.8 It shall be the option of the District Committee or the Executive Board to visit any Club on reasonable notice to ensure compliance with membership requirements. To avoid doubt, the members of a District Committee shall take full responsibility for compliance within their District.

Article 3 Subscription

Each Member shall pay a subscription annually or otherwise as may be determined from time to time by vote of a General Meeting of the Company. Annual subscriptions shall be due by 31st July immediately prior to the Annual General Meeting in each year. The annual subscriptions shall be due by any Member who has not given written notice of resignation prior to the Annual General Meeting after the relevant 31st July. Failure to make payment by the relevant 31st July and submit fully completed affiliation forms shall result in the defaulting Member being barred from participating in and benefiting from any of the activities of the Company and/or the District of which the Club is a member until such time as the monies due are paid to the Company and all forms are completed properly and in their entirety. In addition it shall be the option of the Executive Board to determine that the registration of any boxer/official of the Member in default be transferred to any other Member at the request of the boxer/official provided that the Executive Board are satisfied that the default has not arisen merely as a result of an oversight.

Article 4 Districts

- 4.1 The territory over which the Company has jurisdiction in relation to amateur boxing shall be divided into three Districts namely:-
- 4.1.1 **Western District**
The local authority areas of Argyle & Bute, Inverclyde, West Dunbartonshire, East Dunbartonshire, Renfrewshire, East Renfrewshire, North Ayrshire, East Ayrshire, South Ayrshire, City of Glasgow, North Lanarkshire, South Lanarkshire, and Dumfries and Galloway (as amended from time to time).
- 4.1.2 **Eastern District**
The local authority areas of Clackmannan, City of Edinburgh, Falkirk, Fife, East Lothian, Midlothian, West Lothian, Stirling and Scottish Borders (as amended from time to time).
- 4.1.3 **Northern District**
The local authority areas of the City of Aberdeen, Aberdeenshire, Angus, City of Dundee, Moray, Perth and Kinross, Orkney Islands, Shetland Islands, Highlands and Cromhairle nan Eilean Siar (as amended from time to time).
- 4.2 Any Club whose application for membership of the Company is granted shall automatically become a member of the District in which it is based.

Article 5 Management of the Company

- 5.1 The business of the Company shall be managed by the Executive Board in accordance with the provisions of the Articles. For the purposes of the Act the members of the Executive Board shall be the Directors of the Company.
- 5.2 The Executive Board shall make recommendations for changes to the Articles for approval and as a motion for consideration as an Ordinary Resolution or a Special Resolution at the next Annual General Meeting or any General Meeting.

Article 6 Executive Board

- 6.1 Subject to the provisions of Article 5, the role of the Executive Board shall be to act as the lead governance body for the sport of amateur boxing in Scotland and to generate policy and strategy. The Executive Board shall monitor the attainment of the objects of the Company, develop and implement the business plan, ensure effective financial management and shall monitor the performance of volunteers and professional staff.
- 6.2 All Directors will be required to meet the competence standard established by the Executive Board and have suitable skills to meet the needs of the business.
- 6.3 The Executive Board shall collectively determine the role of each Director dependant on the needs of the business. These will be determined by clear role descriptions established by the Executive Board.
- 6.4 All meetings of the Executive Board shall be chaired by the Chairman who shall conduct the business of such meetings in accordance with the provisions of the Articles. In the event that the Chairman is not present at any meeting of the Executive Board, his place as Chairman, in accordance with Article 7.2 shall be taken by the longest serving member of the Executive board who shall be elected by those present from among their own number.

- 6.5 The management and control of the Company and of its funds shall be vested in the Executive Board. The funds of the Company shall be lodged at a Bank or Building Society, or such other suitable place as the Executive Board may from time to time decide. Payments drawn on these accounts shall be signed by such officers that the Executive Board may from time to time decide.
- 6.6 The Executive Board may respectively delegate any of their powers to committees or commissions either of their own body or otherwise and such committees or commissions shall consist of such persons as the Executive Board shall appoint. Such committees or commissions shall be subject to any of the Regulations laid down by the Executive Board.
- 6.7 The quorum for the Executive Board shall be fixed by the Articles of the Company and until otherwise provided one more than half the present Executive Board as in place from time to time shall form a quorum.
- 6.8 The Executive Board meetings shall consider the matters arising from previous meetings, the financial position, progress made in achieving the business plan and other policy matters of concern.
- 6.9 Any person, whether a member of the Executive Board or a committee shall be required to declare the nature and extent of any financial or other personal interest in the matters to be discussed by the Board or the committee, and where such arise to avoid conflicts of interest by way of such declaration either of a general nature to the Chairman on an annual basis or of a specific nature to the Chairman of the meeting in question. Where a conflict, real or potential, arises in any Board or committee meeting the member or members shall be required to leave the meeting for the remainder of the debate and the voting, after having had an opportunity of making a statement of their personal interest. Their absence shall be recorded in the minutes.
- 6.10 Normally minutes of meetings will not show the actual votes recorded for or against a motion, but at any time a Member can request that the voting be recorded in the minutes. In this case, the meeting will decide on the course of action to be adopted.
- 6.11 The Executive Board shall keep proper minutes of their proceedings and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Executive Board shall be deemed to be acts of the Executive Board.
- 6.12 The Executive Board shall defray out of the funds of the Company all expenses in respect of the business of the Company and all expenses of and incident to the formation and registration of the Company and arranging for and carrying out the succession to the Company
- 6.13 All acts done by any meeting of the Executive Board or by any person acting as a member of the Executive Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any persons so acting or that any person so acting was disqualified be as valid as if such person had been duly appointed as qualified.
- 6.14 The Executive Board shall have power to make regulations, and arrangements as to all matters of business, duties, management or otherwise which may be required and such rules, regulations and arrangements shall be known as "the Regulations". Each Member, District Committee and member of Members agree to be bound by the Regulations.
- 6.15 The office of Director shall be vacated:-
- (a) if he becomes insolvent or apparently insolvent or makes any arrangement or composition with his creditors generally;

- (b) if he becomes prohibited from being a Director by reason of any order made under the Company Directors' Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force;
- (c) if he becomes incapable for medical reasons of fulfilling his duties of his office and such incapacity as certified (if necessary) by two medical practitioners is expected to continue for a period of more than six months from the date or later date of such certification; or
- (d) if by notice in writing to the Company he resigns his office.

6.16 Any committee or commission shall conform to any mode of proceedings and Regulations which the Executive Board may make in that behalf and subject thereto determine and regulate their own proceedings in the same manner as the Executive Board.

Article 7 Chairman

- 7.1 The Chairman shall be appointed by the Executive Board either from within its membership or from outwith and such appointment shall take place at the first Executive Board Meeting after the Annual General meeting each year and shall last until either the Executive Board decide to revoke the appointment or until the conclusion of the next Annual General Meeting of the Company. The Chairman shall represent the Company at official events and functions.
- 7.2 The main role of the Chairman will be to chair the Executive Board meetings. The Chairman will be a Director of the Company and shall have a casting vote at Board Meetings over and above their deliberative vote. If the Chairman is not participating within a directors meeting within thirty (30) minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

Article 8 Accounts

- 8.1 The Executive Board shall cause accounting records to be kept in accordance with the Act.
- 8.2 The accounting records shall be kept at the Registered Office, or, subject to the Companies Act at such other place or places as the Executive Board shall think fit, and shall always be open to the inspection of the members of the Executive Board .
- 8.3 The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or Regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Executive Board, and no member (not being a member of the Executive Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive Board or by the Company in General Meeting.
- 8.4 At the Annual General Meeting in every year the Executive Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to and including the 31st April of each year together with a proper Balance Sheet made up as at the same date.
- 8.5 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified financial advisors.
- 8.6 Financial advisors shall be appointed at each Annual General Meeting.

Article 9 Honorary Members

- 9 The Executive Board shall have power to grant honorary membership of the Company to any person as a reward for meritorious or outstanding service to the Company. Honorary members shall not be Members of the Company for any purpose whatsoever and in particular shall not incur any liability for the debts of the Company and shall have no voting rights.

Article 10 British Amateur Boxing Association

- 10 The Executive Board may elect from among its members, delegates to represent the Company on the British Amateur Boxing Association (or a successor organisation recognised for the same purpose) being an inter-nation association within Great Britain for the purpose of maintaining a close and friendly relationship and exchange of news as a matter of common interest.

Article 11 Commonwealth Games Council for Scotland

- 11 The Executive Board may elect from its members/ delegates, as required, to represent the Company on the Commonwealth Games Council for Scotland, as amended from time to time, being a federation of amateur sports associations in Scotland to further in particular the representation of Scotland as a separate nation at the Commonwealth Games.

Article 12 Association Internationale de Boxe Amateur (herein referred to as AIBA)

- 12.1 The Company shall affiliate annually to AIBA and, shall be bound by the rules and statutes of AIBA.
- 12.2 The Executive Board shall appoint, such delegates as they see fit to represent the Company at meetings of AIBA or any committee thereof.

Article 13 Annual General Meeting

- 13.1 The Annual General Meeting of the Company shall be held successively in each of the three Districts not earlier than the first Sunday and not later than the last Sunday in August of each year.
- 13.2 All General Meetings other than Annual General Meetings shall be called General Meetings.
- 13.2 The business of the Annual General Meeting shall be conducted in the following order:-
- (i) Minutes of the last Annual General Meeting
 - (ii) Chairman's Report;
 - (iii) Executive Board's Annual Report;
 - (iv) Financial Report, the accounts and balance sheet and the fixing of the annual subscription;
 - (v) Instalment of Executive Board Members;
 - (vi) The appointment of financial examiners;
 - (vii) Motions on the Agenda. A motion which is ruled incompetent, or irrelevant, shall not be voted upon.
 - (viii) Any other competent business. It shall be competent for any delegate, at the discretion of the Chairman, to raise any point of boxing interest either to inquire for information or to provoke discussion, **but not** calling for the decision of the meeting to be expressed by vote.
- 13.3 All motions for consideration must be forwarded and received by the Executive Board via the Chief Operating Officer no later than one month before the Annual General Meeting. Every Motion will be ruled competent unless the majority of membership of the Executive Board

consider it incompetent, and such decision will be announced to the Annual General Meeting. The Agenda will be circulated no later than 7 days in advance of the Annual General Meeting.

- 13.4 Only matters on the Agenda shall be voted upon.
- 13.5 A copy of the Notice convening the Annual General Meeting, including the agenda, together with a copy of the accounts and balance sheet for the past season shall be forwarded by the Chief Operating Officer to the secretary of each Member not less than seven days prior to the date of the Annual General Meeting.
- 13.6 In accordance with Section 313(1) of the 2006 Act, the accidental omission to give notice of a General Meeting to, or the non receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 13.7 No amendment to the Company's Memorandum or Articles of Association shall be made unless by means of a Special Resolution passed at a General Meeting or the Annual General Meeting by not less than three quarters of the Members present entitled to vote and voting.

Article 14 General Meetings

- 14.1 The Executive Board shall convene a General Meeting at any time at the request of the majority of the Executive Board or on receiving a requisition to that effect signed by the secretaries of at least ten percent of the Members having at the time of the requisition a right to vote at General Meetings. It shall be permitted for the Executive Board to withhold the requisition if it is deemed to be incompetent or unclear until such time as a competently clear object can be achieved through correspondence with the proposers.
- 14.2 Subject to 14.1, such meeting shall be held not less than 14 days nor more than 21 days after the receipt of the requisition which shall state the object of the meeting, and no business other than that stated on the requisition shall be transacted at the meeting.
- 14.3 The Executive Board shall decide the date and venue of any such meeting.

Article 15 Executive Board Meetings

- 15.1 The Executive Board shall have the power to decide how many Executive Board Meetings are held throughout the year in line with their duties under the Act. Such meetings may be held by telephone providing there is the technological equipment in situ to allow for such attendance.
- 15.2 A copy of the minute of each Executive Board meeting shall be forwarded to the secretary of each Member or made publicly available as soon as the same are ratified.

Article 16 Quorum

The Quorum at Annual General Meetings shall be delegates from Seventeen Members, at Executive Board Meetings in accordance with Article 6.7, and at Committee or Sub-Committee Meetings three members, for the transaction of any business. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the following week, at the same time and (or at such other place as the Board may determine) and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present, with entitlement to vote, shall be entitled to hold the meeting and vote on the business to be conducted thereat.

Article 17 Voting

- 17.1 Voting at all meetings, except Annual General Meetings, shall be by show of hands, or, if demanded by not less than two-thirds of the Members present, by ballot unless a higher majority is otherwise required by the Act. At Annual General Meetings, voting shall be by ballot. In the event of an equality of votes, the Chairman shall have a casting vote in addition to his vote as a Member. Voting by proxy shall be permitted. The appointment of a proxy shall not, however, preclude a Member from attending and speaking at the (Annual) General Meeting concerned. The withdrawal of a proxy may only take place 48 hours before a meeting is held. The appointment of a proxy shall be executed in such a manner as the Board may determine. A vote is given in accordance with the terms of an instrument of proxy and shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the administrative offices of the Company before the commencement of the General Meeting or adjourned meeting at which the proxy is used. The proxy appointment shall be deemed to confer authority to vote on any amendment of a motion for resolution put to the General Meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.
- 17.2 Voting at all General Meetings shall be on the basis of **One Member – One Vote** notwithstanding the number of delegates representing each Member.
- 17.3 Any motion put for Ordinary Resolution shall be passed by a simple majority of the Voting Members present and voting at the meeting, unless the Act specifies that the resolution shall be passed as a Special resolution in which case it shall be passed by a majority of not less than 75% or as amended under the Act.

Article 18 Delegates to Amateur Boxing Scotland Limited

- 18.1 Any delegate representing a Member must be an Amateur in accordance with the Company's definition of an Amateur herein. Such delegate must be at least 18 years of age.
- 18.2 A delegate to the Company must be a member of the Club they represent and have paid all subscription monies due to that Club.
- 18.3 The honorary secretary of a Member shall be one of the Club's members three accredited delegates to the Company. An active boxer or second shall not be the accredited delegate of a Member to the Company.
- 18.4 A delegate to the Company shall not second a boxer except with the prior sanction of the Executive Board.
- 18.5 The Executive Board shall have power to reject or cancel the appointment of any particular delegate or delegates of any Member to the Company.

Article 19 Infringement of the Articles of Association or Regulations

- 19.1 Each Member on admission to membership of the Company and their members thereof shall be bound by the Memorandum, Articles, Regulations and Bye Laws of the Company and shall on application be supplied with copies as available of the same.
- 19.2 The Executive Board or appropriate District Committee shall have the power to censure, suspend or expel any Member or member of a Member in the event of the Member or member of a Member not conforming to the Articles, Regulations and Bye-laws of the Company or if the

Member be conducted, or member conduct himself, in a manner considered to be detrimental to the credit and interest of the Company or attempts to obtain redress through any outside channel in any matter capable of being dealt with under the Articles and Bye-laws of the Company.

- 19.3 To avoid doubt, any and all disciplinary actions shall be taken in line with the disciplinary policies in place from time to time.

Article 20 Bye-Laws

- 20.1 The Executive Board have power to make, revoke or amend Bye-laws of the Company but these shall not come into effect until approved by a majority vote at a General Meeting of the Company.
- 20.2 Bye-laws can competently be made regarding any matter falling within the objects of the Company as set out in the Memorandum.

Article 22 Appeals

- 22.1 Every Member or a member of a Member, or a member of Executive Board or of a committee thereof expelled, suspended, or otherwise aggrieved, shall have the right of appeal.
- 22.2 The order of appeal shall be to the next immediate layer of authority.
- 22.3 Final appeal lies to the Executive Board of the Company, whose decision shall be binding on all parties concerned, unless reversed by the Annual General Meeting of the Company.

Article 23 Dispute Resolution

- 23.1 The Memorandum, Articles, Regulations and Bye-laws are binding, but the Executive Board shall have power to decide and determine:-
- (i) Any dispute regarding the interpretation thereof;
 - (ii) Any matter not provided for therein
- 23.2 Such decision will be effective forthwith, but must be placed on the Agenda of the next Executive Board Meeting of the Company for ratification.

Article 24 Equality

- 24.1 The Executive Board is committed to the promotion of equality of opportunity in all fields.
- 24.2 The Executive Board strives to be an equal opportunities employer – intends that no job applicant or employee shall receive less favourable treatment on the grounds of gender, marital or family status, age, disability, ethnic origin, creed, sexual orientation, trade union membership or by any other condition or requirement which cannot be shown to be justifiable. The Executive Board opposes all forms of unlawful and unfair discrimination.
- 24.3 The Executive Board understands its responsibility to promote sports equity. The Executive Board will ensure that all employees will be helped and encouraged to achieve their potential and will be treated fairly and with respect.

Article 25 Indemnity

- 25.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every such member or other officer or member of the Executive Board or professional advisor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

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