

BRITISH DANCE COUNCIL: CONSTITUTION

Principals

Memorandum of Association

Articles of Association

The Companies Act 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association
of
BRITISH DANCE COUNCIL

1. The name of the Company ("the Council") is BRITISH DANCE COUNCIL.
2. The registered office of the Council will be in England.
3. The objects for which the Council is established are:-
 - (a) To take over all or such part or parts as may be lawfully acquired by the Council of the property, assets and liabilities of an unincorporated association known as the Official Board of Ballroom Dancing.
 - (b) To assume and discharge the functions heretofore performed by the Official Board of Ballroom Dancing in providing a medium for co-ordinating the activities of recognised Associations, Societies, Bodies and persons of standing concerned with the teaching and practice of ballroom dancing;
 - (c) To promote and publicise the art of ballroom dancing in all its forms by every practicable means and in particular by making widely known the physical cultural and educational benefits to be derived from ballroom dancing in all its forms and by giving demonstrations, holding competitions and exhibitions, by organising or sponsoring lectures lessons and examinations, awarding certificates prizes and scholarships and doing all such matters and things as may be conducive to raising or improving the standard of ballroom dancing.
 - (d) To encourage, foster and increase public interest in the art of ballroom dancing by promoting uniformity of instruction in the basic steps of standard dances by advising on the suitability of new dances and innovations in existing dances and by encouraging uniformity of tempo in the playing of music for particular types of dances.

- (e) To formulate and secure national recognition and adoption of official national rules of ballroom dancing to be observed in all recognised dancing competitions; to encourage the promotion and proper conduct of competition dances and the recognition of established championships and to secure the observance of regulations designed to avoid the duplication of dancing competitions.
- (f) To do all such things as are likely to promote and improve the standard of ballroom dancing instruction; to encourage the general public to obtain instruction only from qualified teachers; and to do all such things as may be conducive to raising or maintaining the professional status and ethical standards of all persons engaged or seeking to be engaged in the teaching of ballroom dancing.
- (g) To promote and organise classes, lectures and instruction generally in ballroom dancing; and to obtain through educational and other authorities extension of the facilities for the teaching and encouragement of the art of ballroom dancing; to raise funds for the purpose of the Council and to grant financial assistance to associations, institutes, clubs, organisations and centres actively concerned with the furtherance of the above art.
- (h) Generally to foster and promote the art of ballroom dancing by all practicable means.
- (i) To acquire the copyrights and other rights licences and privileges of any sort likely to be conducive to the objects of the Council and to employ persons to write, compose or invent dances, music, musical arrangements and scripts and remunerate such person or persons, and to print, publish or cause to be printed or published books, pamphlets, newspapers, journals, periodical circulars, instructional handbooks, dances, dance arrangements, music and musical scores and arrangements, and literature of any kind likely to further the objects of the Council and its Members; and to sell, distribute and deal with any matter so printed as the Council may think fit and to grant licences or rights in respect of any property of the Council and to enter into agreements with authors or other persons, firms or societies in connection with the same.
- (j) To acquire leases, tenancies or licences of ballrooms, theatres, picture theatres, studios and other buildings and property and to let or sub-let accommodation therein and to provide for the tenants, hirers and users thereof upon such terms as may seem to the Council expedient all or any of the machinery, equipment, power, light, heat, gas, chattels, effects, raw and other materials, facilities and conveniences necessary or desirable for the purpose to which any such buildings or property or any part thereof may, for the time being and from time to

time be used by such tenants, hirers and users thereof.

- (k) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, which the Council may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work on Council.
- (l) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Council as may be thought expedient with a view to the promotion of its objects.
- (m) To undertake and execute any trusts which may lawfully be undertaken by the Council and may be conducive to its objects.
- (n) To borrow or raise money for the purpose of the Council on such terms and on such security as may be thought fit.
- (o) To invest the monies of the Council not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit but so that any monies subject or representing property subject to the jurisdiction of the Charity Commissioners for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (p) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Council or calculated to further its objects.
- (q) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. Provided that the Council shall not support with its funds any object, or endeavour to impose on, or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Council would make it a trade union and provided also that if the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the board of management of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property. If the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with the same in such manner as allowed by law

having regard to such trusts.

4. The liability of the Members is limited.
5. Every Member of the Council undertakes to contribute to the assets of the Council, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Council contracted before he ceased to be a Member and of the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
6. The income and property of the Council shall be applied solely toward promotion of the objects of the Council as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members to the Board provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration of any officer or employee of the Council, or to any Member of the Council in return for any services actually rendered to the Council, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let to the Council by any Member of the Council.
7. If upon the winding up or dissolution of the Council 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 Members of the Council but shall be given or transferred to some association or society having primary objects similar to the primary objects of the Council, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Council under or by virtue of Clause 6 hereof, such association or society to be nominated by the Members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Council; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Council for the time being, such accounts shall be open to the inspection of the Members. Once as least in every year the accounts of the Council shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors.

WE, the several persons whose names and addresses are subscribed, desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES. ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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2. PHYLLIS G. H. HAYLOR Dancing	Scarsdale Lodge, Wright's Lane, W8	Teacher of
3. HENRY CLARKE Dancing	88 Moston Street, Hanley Stoke-on- Trent	Teacher of
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6. P. PIERRE Dancing	15 Greek Street, London, W1	Teacher of
7. ALEX MOORE Dancing	13 River Court, Surbiton, Surrey	Teacher of

DATED the 12th day of December, 1951

WITNESS to the above signatures –

Jean V Shakespeare
139 Wynchgate
Winchmore Hill
London N21

Secretary

The Companies Act 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association
of
BRITISH DANCE COUNCIL

GENERAL

- 1.1 In these Articles the words standing in the first column of the table set out below have the meanings set out in the second column, if not inconsistent with the subject or context:-

WORD	MEANING
“Act”	the Companies Act. 1985 including any statutory modification or re-enactment thereof for the time being in force.
“Articles”	these Articles of Association.
“Auditors”	the auditors from time to time of the Council.
“Authorised Representative”	the individual authorised in writing by the board of directors or other governing body of a Member from time to time to act as its representative at any meeting or in any matter relating to the Council.
“Authorised Signatory”	the individual authorised in writing by the board of directors or other governing body of a Member from time to time to sign any notice, written resolution or other document pursuant to these Articles.
“Board”	the board of management of the Council.
“Chairman”	the chairman of the Board appointed in accordance with Article 37.
“Council”	the above named company.

“Director”	an individual nominated by a Member to act as a director of the Council under Article 32 or appointed by the Members under Article 39.
“Hybrid Meeting”	a meeting of Members at which some participants are attending the meeting in person and others are attending virtually.
“Members”	an organisation and the organisations for the time being which are the members of the Council (being, in the case of corporate organisations, members as defined in the Act and in the case of unincorporated organisations, being represented by individual nominees acting as company members as defined in the Act) but not including, for the avoidance of doubt, an Affiliate Member.
“Memorandum”	the Memorandum of Association of the Council.
“Physical Meeting”	a meeting of Members to be held at a physical place by way of physical attendance at the place specified in the notice.
“President”	The President of the Council appointed in accordance with Article 38.
“Seal”	the common seal of the Council.
“Secretary”	any person appointed to perform the duties of the company secretary of the Council or secretary of the Board.
“United Kingdom”	Great Britain and Northern Ireland.
“Vice-Chairman”	the vice-chairman of the Board appointed in accordance with Article 37.
“Vice-President”	the vice-president of the Council appointed in accordance with Article 38.
“Virtual Meeting”	a meeting of Members where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually

COMPLAINTS PROCEDURE

- 6.1 On receipt by the Council of a complaint (the "Complaint") from any Member (the "Complainant") that the conduct of any other Member (the "Relevant Member") is unbefitting of a Member or has brought the reputation of the Council into disrepute, or that the Relevant Member has materially breached any of these Articles the Board or the Chairman, Vice Chairman and Secretary shall as soon as reasonably practicable appoint a committee (the "Disciplinary Committee") consisting of no fewer than 3 Directors, none of whom shall be the nominee of the Complainant under the Articles.
- 6.2 Provided the Disciplinary Committee is satisfied that there is a prima facie case to answer, the Disciplinary Committee shall within 30 days of receipt of the Complaint:-
 - 6.2.1 Appoint a date, time and place at which the hearing (the "Hearing") of the Complaint shall be conducted (provided that the Hearing shall be held no later than 30 days after the date on which notice is given under Article 6.2.2).
 - 6.2.2 Give written notice (containing sufficient detail) of the Complaint and the Hearing together with copies of all supporting documents to the Complainant and the Relevant Member.
 - 6.2.3 Seek written representations from the Relevant Member, such representations to be received by the Disciplinary Committee no later than 5 days prior to the Hearing.
- 6.3 The Disciplinary Committee may seek written submissions, evidence and representations from any person other than the Relevant Member at any time, provided that copies of all such submissions, evidence and representations are received by the Disciplinary Committee and distributed to the Relevant Member no later than 15 days prior to the Hearing.
- 6.4 At the Hearing:-
 - 6.4.1 The Relevant Member (acting by a duly authorised representative of its governing body) shall be entitled to call witnesses and make oral submissions to the Disciplinary Committee. Such witnesses may be examined by the Disciplinary Committee and the Relevant Member.
 - 6.4.2 The Relevant Member may be legally represented.
- 6.5 The Disciplinary Committee shall notify the Board of its decision in writing (with a copy to the Relevant Member and any other person the Disciplinary Committee considers should receive a copy) within 10 days of the hearing.

Such written notice shall include reasons for the decision and the Disciplinary Committee's recommendations to the Board that there is no case to answer or of the penalty (if any) that should be imposed upon the Relevant Member. A recommendation that the Relevant Member has no case to answer may include a recommendation that the Complainant pay the reasonable costs incurred by the Relevant Member in preparing for and attending the Hearing. The penalties that may be imposed upon a Relevant Member by the Board are a reprimand, a fine (not in excess of the amount determined by the Board from time to time) and expulsion from the Council.

- 6.6 The Relevant Member may appeal (an "Appeal") against the Disciplinary Committee's recommendation by notice in writing delivered to the Secretary within 10 days of the issue of the Disciplinary Committee's recommendation. The notice of Appeal shall contain a statement of the grounds on which the Appeal is brought.
- 6.7 When an Appeal is made against the recommendation of the Disciplinary Committee, the Chairman shall appoint an appeal committee (the "Appeal Committee") consisting of no fewer than 3 Directors, none of whom shall have served upon the Disciplinary Committee and none of whom shall be the nominee of the Complainant.
- 6.8 The Appeal Committee shall appoint a date, time and place on and at which the hearing (the "Appeal Hearing") of the Appeal shall be conducted (provided that the Appeal Hearing shall be held no later than 30 days after the date of receipt of the notice of Appeal by the Secretary).
- 6.9 The Appeal Committee may seek submissions, evidence and representations from any person at any time, provided that copies of all such submissions, evidence and representations are received by the Disciplinary Committee and distributed to the Relevant Member no later than 10 days prior to the Appeal Hearing.
- 6.10 At the Appeal Hearing:-
- 6.10.1 The Relevant Member (acting by a duly authorised representative of its governing body) shall be entitled to make oral submissions in relation to the grounds for the Appeal.
- 6.10.2 The Relevant Member may be legally represented.
- 6.11 The Appeal Committee shall notify the Relevant Member of its decision in writing (with a copy to the Relevant Member and any other person the Disciplinary Committee considers should receive a copy) within 28 days of the Appeal Hearing. Such written notice shall include reasons for the decision and shall either confirm the recommendation of the Disciplinary Committee or substitute the recommendation (including a recommendation as to the

payment of costs by the Complainant or the relevant penalty) of the Appeal Committee.

- 6.12 The Board shall notify the Relevant Member of its decision within 28 days of receipt of the recommendation of Disciplinary Committee (provided such recommendation is not the subject of an Appeal under Article 6.6) or, as the case may be, the Appeal Committee.
- 6.13 Subject to the provisions of this Article, Disciplinary and Appeal Committees shall regulate their proceedings as they see fit.

AUTHORISED SIGNATORIES

7. Each Member may act by its Authorised Representative at any meeting or in relation to any matter relating to the Council and sign any notice, written resolution or document by its Authorised Signatory provided that a copy of such Authorised Representative's and Authorised Signatory's respective written authorisations shall be submitted to the Secretary by the relevant Member. Any Member may at any time appoint a replacement Authorised Representative or Authorised Signatory by submitting a further written authorisation to the Secretary. Such appointment shall take effect on receipt of such authorisation by the Secretary.

HONORARY MEMBERS

8. The Board may elect in writing as an honorary member (each an "Honorary Member") of the Council any individual who they consider to have rendered outstanding services to the Council or its predecessor or to the art or practice of ballroom dancing. An Honorary Member shall be entitled to attend and speak (but not to vote) at any general meeting of the Council and any meeting of the Board.

AFFILIATE MEMBERS

9. The Board may elect in writing as an affiliate member (each an "Affiliate Member") of the Council any corporate or unincorporated organisation. An Affiliate Member's rights to nominate in writing delivered to the Secretary a representative to attend and speak at any general meeting of the Council or any meeting of the Board on behalf of such Affiliate Member shall be governed by and specified in the written election of such Affiliate Member provided that an Affiliate Member shall not be entitled to a vote at any general meeting of the Council or meeting of the Board.

MEMBERSHIP

10. No Member, Honorary Member or Affiliate Member of the Council shall make use of or refer to its or his Membership, Honorary or Affiliate Membership of the Board or of the Council for advertising purposes in letter headings, advertisements, posters, circulars, or by any other means whatsoever unless specifically authorised in writing by the Board.

APPLICATION OF FUNDS

11. All moneys received by the Council shall be applied in carrying out the objects of the Council according to these Articles, and the funds of the Council shall be under the control of the Board.

GENERAL MEETINGS

12. The Council 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 notices calling it providing that every general meeting except the first shall be held not more than fifteen months after the holding of the last preceding meeting.
13. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
14. The Board may whenever they think fit convene an extraordinary general meeting.

NOTICE OF GENERAL MEETINGS

15. At least 21 days' notice of every general meeting (exclusive in each case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, the type of general meeting (Physical Meeting, Virtual Meeting or Hybrid Meeting) and in the case of special business the general nature of that business, shall be given to the Members, and Honorary and Affiliate Members and such other persons as are under these Articles or under the Act entitled to receive such notices from the Council. Within 5 days of receipt of such notice, any Member or Honorary or Affiliate Member may give notice to the Council of any resolution they wish to be proposed at the relevant meeting. The Secretary shall give notice in writing of such resolution(s) to the Members and Honorary and Affiliate Members not less than 3 clear days before such meeting.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDING AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the profit and loss account and the balance sheet, the reports of the Board and of the Auditors and the fixing of the remuneration of the auditors.
18. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the Authorised Representative(s) of three Members or two such Members and the President, Vice President or Life President or one such Member and any two of the President, Vice President and Life President shall be a quorum. Noting a person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.
19. 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 it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the chairman shall appoint, 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 shall be a quorum.
20. The Chairman, or in his absence the Vice-Chairman. shall preside as chairman at every general meeting, but if there be no such Chairman or Vice-Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose a Director or if no such Director is present, or if all the Directors who are present decline to be chairman, they shall choose an Authorised Representative present at the meeting to preside as chairman.
21. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, neither the Members nor the Honorary or Affiliate Members shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned

meeting.

22. At all general meetings, a person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made. A resolution put to the vote of the meeting shall be decided by a majority of the Authorised Representatives, President and Vice President present and entitled to vote, unless before or upon the declaration of the result a secret ballot be demanded by the chairman or by at least three Authorised Representatives entitled to vote, or by the Authorised Representatives of Members representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting and unless a secret ballot be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Council shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a secret ballot may be withdrawn.
23. If a secret ballot be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and any arrangements for a meeting to be held as a Virtual Meeting or as a Hybrid Meeting shall include a means for those attending virtually to cast their vote secretly. The result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot was demanded. No secret ballot shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
24. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
25. A demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a secret ballot has been demanded.
26. Subject to the provisions of the Act a resolution in writing signed by the President, Vice-President, Life President (if any) and Authorised Signatory of each Member for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Council duly convened and held.

VOTES OF MEMBERS

27. Except where expressly provided in these Articles, at a general meeting of the Council each Member and the President, Vice President and Life President

shall have one vote.

28. Except where expressly provided in these Articles, no person other than the President, Vice President, Life President or the Authorised Representative of a Member duly registered, and which shall have paid every subscription and other sum (if any) which shall be due and payable to the Council in respect of its Membership shall be entitled to be present or to vote on any question at any general meeting.
29. In the event of an Authorised Representative being unable to attend any general meeting, the Member by whom such Authorised Representative was nominated may by notice in writing given to the Secretary not later than forty-eight hours before the time appointed for such meeting nominate a substitute to attend and vote at that meeting and in the absence of the Authorised Representative such substitute shall have for that meeting all of the powers and authority of the Authorised Representative for whom he has been appointed substitute.

BOARD OF MANAGEMENT

30. Until otherwise determined by the Council in general meeting the Board shall consist of the Directors nominated by the Members under Article 32 or appointed by the Members under Article 39.
31. Each Member shall be entitled to nominate such number of Directors not exceeding four as shall be determined by the Board at the first meeting of the Board to be held on or after 1 September in each year.
32. Each Member shall not later than seven days after 1 January in each year deliver to the Secretary a notice in writing giving the full names, addresses and occupations of the Directors nominated by such Member together with such further particulars concerning each such Director as may be required under the Act. The Directors so nominated shall be appointed at the first meeting of the Board held after 1 January in each year and shall hold office until the next meeting of the Board at which nominated Directors are appointed in accordance with this Article provided that any Member shall be entitled to:-
 - 32.1 By notice in writing delivered to the Secretary, remove any Director (other than a Director who has been elected Chairman or Vice Chairman) nominated by it at any time.
 - 32.2 Nominate any person as Director in substitution for any Director removed under Article 32.1 or any Director nominated by such Member who has vacated office under Article 43.

33. In the event of any Director being unable to attend any meeting of the Board the Member by whom such Director was nominated may by notice in writing given to the Secretary not later than forty-eight hours before the time appointed for holding such meeting nominate any individual (including, for the avoidance of doubt, any other Director nominated by such Member) as a proxy (a "Deputy") approved by the Board to attend that meeting and in the absence of the Director originally nominated such Deputy shall have for that meeting all the powers of the Director for whom he has been appointed Deputy.
34. No person other than an individual nominated by a Member under Article 32 or appointed by the Members under Article 39 shall in any circumstances be eligible to hold office as a Director.

POWERS OF THE BOARD OF MANAGEMENT

35. The business of the Council shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Council as they think fit, and may exercise all such powers of the Council, and do on behalf of the Council all such acts as may be exercised and done by the Council in general meeting, subject nevertheless to any regulations for the time being in force and affecting the Council, and to such regulations, being not inconsistent with the aforesaid regulations, or provisions, as may be prescribed by the Council in general meeting, but no regulation made by the Council in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
36. The Directors for the time being may act notwithstanding any vacancy in their body provided always that if the number of Directors shall be less than five, they may appoint any individual to fill a vacancy in the event that the Member which is entitled under these Articles to fill the vacancy does not nominate an individual in accordance with Article 31 within 3 months of the delivery of written notice so to do by the Secretary or to summon a general meeting, but not for any other purpose.

CHAIRMAN AND VICE-CHAIRMAN

37. Subject to the provisions of Article 39.2 and where the appointment of a new Chairman and/or Vice-Chairman is required, the Board shall at the first meeting of the Board to be held after 1 January in each year elect from their number a Chairman and/or Vice-Chairman (as required) of the Board for the ensuing three years. Neither the Chairman nor the Vice-Chairman need be members of a Member or Honorary or Affiliate Members but shall be proposed and seconded by two Authorised Representatives. A retiring Chairman and Vice-Chairman shall be eligible for re-election and shall retain office until the conclusion of the

meeting at which their successors are elected.

PRESIDENT AND VICE-PRESIDENT

38. The Chairman and Vice Chairman shall be the President and Vice President of the Council and shall hold office in such capacity until they cease to hold office as Chairman and Vice Chairman respectively of the Board. The Board may elect any one or more former President of the Council to the honorary office of "Past President of the Council". An individual so elected shall hold such office for life and shall have the same rights as an Honorary Member.
39. The Council may by special resolution elect any one individual to the office of "Life President" of the Council and an individual so elected shall:-
 - 39.1 Hold such office for life (subject to Article 43) and have the rights to speak, attend, count in the quorum and vote at any general meeting of the Council conferred upon him by the Articles.
 - 39.2 Be appointed as a Director (provided that he shall not be eligible for election by the Board as Chairman or Vice-Chairman pursuant to Article 37).

The power conferred upon the Council in general meeting by this Article shall be exercisable once and once only.

SECRETARY

40. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant Secretary, and any person so appointed may act in place of the Secretary, if there is no Secretary or no Secretary capable of acting.
41. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by the same person acting both as a Director and as, or in place of, the Secretary.

THE SEAL

42. Except as hereinafter provided the Seal shall not be affixed to any instrument except by resolution of the Board and in the presence of a Director and the Secretary and such Director and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or

person bona fide dealing with the Council such signature shall be conclusive evidence of the fact that the Seal has been properly affixed. The Chairman may authorise the Seal to be affixed to any championship certificate or award without the express authority of a resolution of the Board and without the signature aforesaid provided such certificate or award is signed by the Chairman.

DISQUALIFICATION OF MEMBERS OF THE BOARD

43. The office of a Director (including, except where indicated below, the offices of President, Vice-President, Chairman, Vice-Chairman or Life President) shall be vacated:-
- 43.1 If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - 43.2 If he becomes of unsound mind or dies.
 - 43.3 If by notice in writing to the Secretary to the Board he resigns his office.
 - 43.4 If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.
 - 43.5 If (with the exception of the Chairman and Vice-Chairman) having originally taken office as the nominee of a Member he ceases so to be.
 - 43.6 If (with the exception of the Chairman or Vice-Chairman) being the nominee of a Member, the body by whom he was so nominated ceases to be a Member.
 - 43.7 If the Council by ordinary resolution declare his office to be vacated.

PROCEEDINGS OF THE BOARD

44. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined there shall be a quorum of ten Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
45. The Chairman may, and on the request of three Directors given at any time, the Secretary shall, summon a meeting of the Board by notice served upon the Directors and any other person entitled to attend such meeting. Notices convening meetings shall also be served upon the secretary or other proper

officer of each Member. A Director who is absent from the United Kingdom shall not be entitled to notice of the meeting.

46. The Chairman or, if he shall be absent, the Vice-Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if there is no such Chairman or Vice-Chairman, or if at any meeting the Chairman or Vice Chairman is not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors shall choose one of their number to be chairman of the meeting.
47. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Council for the time being vested in the Board.
48. The Board may delegate any of their powers to committees or sub-committees consisting of the Chairman and Vice-Chairman (should they consider it necessary that they should be members of such committee or sub-committee) and such other Directors or other persons or of both Directors and other persons as the Board shall think fit and any committee so formed shall in the execution of the powers so delegated conform to any regulations from time to time imposed on it by the Board. The meetings and proceedings of every such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board in so far as applicable and so far as the same shall not be varied or superseded by any regulations made by the Board as aforesaid provided always that no resolution passed at a meeting of a committee shall be valid unless either:
 - 48.1 No fewer than three of the members of the committee present at such a meeting are also Directors, or
 - 48.2 Such resolution is subsequently ratified at a meeting of the Board.
49. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any Director, shall notwithstanding it is afterwards discovered that there was some defect in the appointment of any such Director or person so acting or that they or any of them were disqualified, be as valid as if every such Director or person had been duly appointed and was qualified to be a Director or member of a committee.
50. A resolution in writing signed by all the Directors (including, for the avoidance of doubt, the Chairman and Vice-Chairman) or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
51. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Council, the Board and of the committees of the Board and all business

transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

ACCOUNTS

52. The Board shall cause proper books of account to be kept with respect to:-
 - 52.1 All sums of money received and expended by the Council and the matters in respect of which such receipt and expenditure take place.
 - 52.2 All sales and purchases by the Council.
 - 52.3 The assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Council and to explain its transactions.

53. The books of account shall be kept at the office or such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
54. The Council in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Council or any of them and subject to such conditions and regulations the accounts and books of the Council shall be open to the inspection of the Members at all reasonable times during business hours.
55. At the annual general meeting in every year the Board shall lay before the Council a profit and loss account for the period since the last preceding account made up to a date not more than ten months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to all persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

56. Once at least in every year the accounts of the Council shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the Auditors.
57. The Auditors shall be appointed and their duties regulated in accordance with the Act and any elective resolution passed in accordance with the Act.

NOTICES

58. A Notice may be served by the Council upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at its registered address as appearing in the register of Members or by facsimile or electronic transmission to a number or address provided for the purpose.
59. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
 - 59.1 Every Member except those Members who (having no registered address in the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them.
 - 59.2 Every Honorary and Affiliate Member.
 - 59.3 The Auditors.
 - 59.4 Every Director (including, for the avoidance of doubt, the Chairman and Vice-Chairman)

No other person shall be entitled to receive notices of general meetings.

60. Any notice or facsimile or electronic transmission shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or the facsimile or electronic transmission was elected, and in providing such service it shall be sufficient to provide that the letter contained the notice was properly addressed and posted as a prepaid letter or that a facsimile or electronic transmission of the notice was made to the correct number or address.

DISSOLUTION

61. Clause 7 of the Memorandum relating to the winding up or dissolution of the Council shall have effect as if the provisions thereof were repeated in these Articles.

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