

THE ARTICLES OF ASSOCIATION OF:

KENT BADMINTON LIMITED

THE COMPANIES ACTS 1985 to 1989

31 July 2002

Amended by Special Resolution 30.10.2007
[6.20 added]

Amended by Special Resolution 6.11.2008)
[6.1 amended to be prior to BE AGM]

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

1.0 PRELIMINARY AND DEFINITIONS

- 1.1 References in bracketed italics are for information purposes only and do not form part of these articles of association.
- 1.2 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (S1 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S1 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (S1 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.3 Regulations 2 to 35 (inclusive), 54,55, 57, 102 to 108 (inclusive), 110, 114, 116 and 117 of Table A shall not apply to the Company. *[These regulations relate to companies with a share capital]*
- 1.4 In these Articles the following expressions shall have the meanings set out below:-

"the Act"	means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
"the Board"	means the board of directors of the Company.
"the Officers"	means those members of the Board and those persons appointed by the Board who have been appointed as Officers pursuant to these Articles of Association.
"Kent"	means the County of Kent as defined by the Badminton Association of England Ltd for the time being (currently the County of Kent itself together with the London Boroughs of Bexley, Bromley, Greenwich and Lewisham).
"the Chairman"	means the Chairman of the Company appointed at the annual general meeting or such person who is standing in for the Chairman at the request of the latter.
"he", "him" and "his"	all such references may also be construed as "she", "her" and "hers".

2.0 INTERPRETATION

- 2.1 Regulation 1 [*Which relates to definitions*] in Table A shall be read and construed as if the definition of “the holder” [*of shares*] were omitted therefrom.

3.0 MEMBERS

- 3.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted as a member of the Company unless he has paid the relevant fees and subscriptions required by the rules or bye-laws of the Company for the time being in force and his membership application is approved by the Board. Every person who wishes to become a member shall deliver to the Company an application for membership, in such form as the Board requires, executed by him.
- 3.2 Membership of the Company shall, subject to the requirements of article 3.1 above, be open to:-
- 3.2.1 Individuals (of 18 years of age and above) playing badminton within Kent;
 - 3.2.2 Badminton clubs in Kent;
 - 3.2.3 Badminton clubs outside Kent which wish to use the facilities or services provided by the Company;
 - 3.2.4 Direct associations (as defined in the rules for the time being of the Badminton Association of England Ltd company number 1979158) which are affiliated to the said Badminton Association of England Ltd through the Company.
- 3.3 Any club or association which is a member of the Company and is not itself incorporated may, by resolution of its governing body, appoint any person it thinks fit to attend general meetings of the Company on its behalf or may issue a proxy to the Chairman of the Company. A person so appointed shall be counted in the quorum at such meeting and may speak and may vote on any resolution, whether voting is by show of hands, by poll or by proxy. Any club or association which is a member of the Company and is itself a body corporate may, by resolution of its board of directors, appoint any person it thinks fit as its authorised representative to attend general meetings of the Company or may issue a proxy to the Chairman of the Company. In accordance with the provisions of section 375 [*which relates to: representation of a corporation at meetings*] of the Act a person so appointed shall be entitled to be counted in the quorum, to speak and to vote on any resolution, whether voting is by show of hands, by poll or by proxy, as if he were an individual member of the Company.
- 3.4 A member may at any time resign his membership of the Company by giving notice in writing to the Company. Membership shall not be transferable and shall cease on death. Membership may be terminated in such other circumstances as may be prescribed by the rules or bye-laws of the Company for the time being in force.

4.0 ASSOCIATE MEMBER

- 4.1 Any person, organisation or body eligible to do so in accordance with the rules or bye-laws of the Company for the time being in force may apply for associate membership of the Company. Associate members shall be entitled to such rights and privileges and shall be subject to such conditions, including payment of fees and subscriptions (if any), as may be specified from time to time by the rules or bye-laws PROVIDED ALWAYS that:-

- a) They shall not be members of the Company for any purposes of company law (so far as provision to this effect may lawfully be made);
- b) They shall not be entitled to attend or to vote at general meetings of the Company.

4.2 Associate Members who are individuals must be of 16 years age and above

5.0 NATIONAL AFFILIATION, RULES AND REGULATIONS

5.1 The Company, its members and its associate members shall at all times be affiliated to the Badminton Association of England Ltd and comply with the rules and regulations for the time being in force of that association.

6.0 GENERAL MEETINGS AND RESOLUTIONS

6.1 An annual general meeting shall be held each year with at least 21 clear days' notice and shall be held not later than 3 days before the AGM of Badminton England Limited.

6.2 An extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 14 clear days' notice and the business at such meetings shall be restricted to the subject(s) specified in the notice of the meeting.

6.3 An extraordinary general meeting may be called by at least four directors of the Company or by ten members of the Company whether or not those members are directors, such request being made in writing to the company secretary.

6.4 Notice of all meetings shall specify the time and place of such meeting and, in the case of the annual general meeting, shall specify the meeting as such.

6.5 Notice of all meetings shall be given to all members, directors and the auditor (if any).

6.6 Regulation 38 in Table A shall not apply to the Company. *[Relates to Notice of Meetings and covered elsewhere]*

6.7 The board may but is not obliged to when giving notice of any meeting offer members the opportunity to vote by proxy in writing to the Chairman of the Company on any resolution set out within the notice of that meeting, such proxy must be received by the Chairman two clear days before the date of the meeting.

6.8 Any member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the member to speak at the meeting.

6.9 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 6.10 *[one member]* below, ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

6.10 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

- 6.11 If a quorum (either by written proxy or by personal attendance) is not established or present within half an hour from the time appointed for a general meeting, or extraordinary general meeting, that meeting shall stand adjourned to such other time and place as the directors may determine and, if no quorum is present within half an hour from the time appointed for such an adjourned meeting, the business shall be enacted by those present.
- 6.12 Regulations 40 and 41 in Table A shall not apply to the Company. *[Definition of quorum and adjournment – covered elsewhere]*
- 6.13 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in general meeting, subject as provided in article 6.15 *[removal]* below.
- 6.14 Any decision taken by a sole member pursuant to article 6.13 *[one member]* above shall be recorded in writing and delivered by that member of the Company for entry in the Company's minute book.
- 6.15 Resolutions under section 303 of the Act for the removal of a member of the Board before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 6.16 Regulation 44 *[Permits non-member director]* in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
- 6.17 Regulation 46 *[Permits poll rather than show of hands]* in Table A shall be read and construed as if paragraph (d) *[Relates to shareholders]* was omitted therefrom.
- 6.18 On a show of hands and on a poll every member or their appointed proxy present or by written proxy through the Chairman of the Company shall have one vote. In the event that there is a split vote the Chairman of the Company shall, additionally, have a casting vote.
- 6.19 Regulations 54, 55 *[Relates to shareholder voting]* and 62 *[Relates to company with shares]* in Table A shall not apply to the Company.
- 6.20 The Company may provide all company notices, documents and other information by electronic means and/or by making them available on the Company website. Electronic or written notices will be deemed to have been received in accordance with the Companies Act 2006.

7.0 DIRECTORS, OFFICERS AND HONORARY APPOINTMENTS

- 7.1 The Company's Board will normally be comprised of the following directors:-

Chairman;
Company Secretary;
Performance Director;
Network Director;
Competition Director;
Team Director;
Marketing Director;
Finance Director;

but shall be limited to no more than ten directors including the chairman and the company secretary.

- 7.2 The Company may have any number of Officers with such duties and responsibilities as the Board may from time to time prescribe.
- 7.3 The Board shall have the power to specify the duties and responsibilities of all Officers and to alter those from time to time and at any time.
- 7.4 The Board shall have the power to appoint and remove from office any Officer, other than a director as prescribed in article 6.15 above, at any time.
- 7.5 No person including any director shall hold more than two Officer positions at any one time.
- 7.6 All the directors shall be appointed annually at the annual general meeting by ordinary resolution and shall retire at the next following annual general meeting. A retiring director may be eligible to stand for re-appointment if he wishes to do so. The procedures for nominations and appointments of directors shall be governed by the rules or bye-laws of the Company for the time being in force.
- 7.7 The Company may appoint any persons to any form of honorary positions, for example: to be local contact points for the Company in different locations within Kent. Any such appointments shall be made by the Board. Such positions shall remain honorary and such persons shall not take part in the day to day management of the Company, but will inter alia encourage, promote and co-ordinate badminton activities amongst schools, clubs and other centres in their area as directed by officers of the Company.

8.0 THE BOARD OF DIRECTORS

- 8.1 The Board may, if it thinks fit, allocate specific tasks and responsibilities to any member of the Board and may vary or end those at any time. In exercising any such tasks or responsibilities the relevant member of the Board shall observe any instructions and any restrictions or requirements determined by the Board from time to time.
- 8.2 Regulation 64 [*Number of directors – covered elsewhere*] in Table A shall not apply to the Company.
- 8.3 Regulations 73 to 80 (inclusive) [*Appointment/retirement directors – covered elsewhere*] in Table A shall not apply to the Company.
- 8.4 Regulation 83 [*Directors' expenses*] in Table A shall be read and construed as if the words “of any class of shares or” were omitted therefrom.

9.0 PROCEEDINGS OF THE BOARD

- 9.1 The quorum for meetings of the Board shall be one half (rounded down) of the total number of members of the Board holding office at the date of the meeting in question.
- 9.2 The Board may invite any person to attend any of its meetings in an advisory or observer capacity. Any person so invited shall speak on matters as invited to do so by the chairman

of the meeting and shall, if the chairman requests, withdraw from any part of the meeting as so requested. A person so invited may not vote on any matter whatsoever.

- 9.3 A member of the Board may vote, at any meeting of the Board or any committee established by the Board or these articles, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 9.4 Each member of the Board shall comply with his obligations to disclose his interests in contracts under section 317 of the Act before taking part in any vote as referred to in clause 9.3.

10.0 BORROWING POWERS

- 10.1 The Board may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11.0 COMMITTEES

- 11.1 There will normally be the following committees:-

- 11.1.1 Performance Committee;
- 11.1.2 Schools and Youth Committee;
- 11.1.3 Network Committee;
- 11.1.4 District Committee;
- 11.1.5 Competition Committee;
- 11.1.6 Selection Committee;
- 11.1.7 Veterans Committee;

and any such other committee as the Board may from time to time determine.

- 11.2 A committee shall have such functions and responsibilities as the Board shall think fit and shall at all times conform to any restrictions or requirements determined by the Board including any budgetary or financial provisions (whether imposed by rules or bye-laws or otherwise). All activities of a committee, including its meetings and decisions, shall be reported fully and promptly to the Board.
- 11.3 Every committee shall comprise at least one member of the Board and such other persons as the committee shall itself appoint.
- 11.4 Every committee shall be chaired by a member of the Board unless that Board member agrees that another member of the committee is more suitable or appropriate.
- 11.5 Every committee shall abide by and observe the rules or bye-laws of the Company for the time being in force.

12.0 GRATUITIES AND PENSIONS

- 12.1 The Board shall not exercise the powers of the Company conferred by its Memorandum of

Association in relation to the payment of pensions, gratuities and other benefits to provide any benefits for themselves of any of them (other than for the reimbursement of approved expenses or professional services provided by the Board member). Regulation 82 [*Remuneration of directors*] in Table A shall not apply to the Company.

12.2 Regulation 87 [*Directors' gratuities and pensions*] in Table A shall not apply to the Company.

13.0 MINUTES

13.1 Regulation 100 [*Minutes book*] in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

14.0 THE SEAL

14.1 If the Company has a seal it shall only be used with the authority of the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the secretary or second member of the Board. Regulation 101 [*Company seal*] in Table A shall not apply to the Company.

14.2 The Company may exercise the powers conferred by section 39 [*Seal for use abroad*] of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board.

15.0 INDEMNITY

15.1 Every member of the Board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 727 [*Relief in certain cases*] of the Act in which relief is granted to him by the Court, and no member of the Board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 [*Exempting officers and auditors from liability*] of the Act.

15.2 The Board shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

15.3 Regulation 118 [*Indemnity alternative wording*] in Table A shall not apply to the Company.

16.0 AUDIT

16.1 If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

17.0 RULES OR BYE-LAWS

- 17.1 The Board may from time to time make such rules or bye-laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye-laws regulate:-
- 17.1.1 The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - 17.1.2 The conduct of members of the Company in relation to one another and to the Company's servants.
 - 17.1.3 The duties and responsibilities of the Officers.
 - 17.1.4 Any specific tasks and responsibilities to be fulfilled by any member or members of the Board.
 - 17.1.5 The functions and responsibilities of and the restrictions and requirements of any committee.
 - 17.1.6 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
 - 17.1.7 The procedures at general meetings and meetings of the Board and Committees of the Company in so far as such procedure is not regulated by these presents.
 - 17.1.8 And, generally, all such matters as are commonly the subject of Company rules.
- 17.2 The Company in general meetings shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules and bye-laws, which so long as they shall be in force shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.

Names and addresses of Subscribers

Dated

Witness to the above signatures:-