

No. 4931041

THE COMPANIES ACTS 1985, 1989 AND 2006

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

MODERN PENTATHLON ASSOCIATION  
OF GREAT BRITAIN LIMITED

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Incorporated on 14 October 2003

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THE COMPANIES ACTS 1985 1989 AND 2006

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COMPANY LIMITED BY GUARANTEE AND  
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MEMORANDUM OF ASSOCIATION

OF

MODERN PENTATHLON ASSOCIATION  
OF GREAT BRITAIN LIMITED

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1. The name of the Company (hereinafter called 'the Association') is 'MODERN PENTATHLON ASSOCIATION OF GREAT BRITAIN LIMITED'.
2. The registered office of the Association will be situated in England.
3. The object for which the Association is established is to act as the governing body for (and as such to administer promote, and encourage) the sports of Modern Pentathlon in Great Britain and Northern Ireland ('Great Britain') and in particular:
  - (i) to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Modern Pentathlon Association of Great Britain and to indemnify Modern Pentathlon Association of Great Britain, its officers, members, members of its Council and any committees and its employees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Modern Pentathlon Association of Great Britain and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Modern Pentathlon Association of Great Britain and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
  - (ii) to act as the representative member for Great Britain in international affairs and to affiliate to, and carry out functions delegated to it by, the Union Internationale de Pentathlon Moderne ('UIPM') and other relevant bodies.
  - (iii) to co-ordinate and support Great Britain and international affairs of Modern Pentathlon according to the provisions of the Association's Memorandum an

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Articles of Association (and rules made thereunder) for the benefit of its Affiliated Clubs, athletes and of Modern Pentathlon as a whole;

- (iv) to develop broad strategy for performance, development and competition throughout Great Britain and in the home countries;
- (v) to develop programmes for Modern Pentathlon and the Family of Sports throughout Great Britain in accordance with policies developed by the Association;
- (vi) to establish and be responsible for the maintenance of:
  - (a) common rules for competition (the enforcement of which shall be by the Association); and
  - (b) an anti-doping policy (the enforcement of which shall be by the Anti-Doping Agency);
  - (c) appropriate dispute resolution procedures to resolve disputes between the company and its Members, or, between Members;
- (vii) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of Modern Pentathlon and the Family of Sports in Great Britain and to that end to co-operate with and enter into agreements with relevant organisations to set out the respective roles and functions of the Association and any associations established for the home countries;
- (viii) to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Association;
- (ix) to develop, lead and assist in commercial, marketing and public relations policies and activities for the sports of Modern Pentathlon in Great Britain;
- (x) to develop and nurture relationships between the Association and the Sports Councils for Great Britain and home countries, the British Olympic Association, the UIPM and any relevant Government Departments;
- (xi) to co-ordinate and organise fixtures across Great Britain and to promote competitions within Great Britain;
- (xii) to oversee the selection of and co-ordination of officials for Modern Pentathlon events held in Great Britain;
- (xiii) to select co-ordinate and train teams to represent Great Britain at International Events across all sports within the family of sports
- (xiv) to undertake and execute charitable trusts.

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to carry out similar activities in relation to multi-sport sporting activities in particular those which consist of two or more of the events included in Modern Pentathlon and virtual versions of the same.

In furtherance of the above objects (but not further or otherwise) the Association shall have the following powers:

- (1) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- (2) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to such consents as may be required by law;
- (3) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (4) to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (5) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Association;
- (6) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (7) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (9) to invest moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (10) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, Affiliated Clubs, or associations or institutions which are for the benefit of Modern Pentathlon in Great Britain or any part thereof;
- (11) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Association;

- (12) subject to the provisions of Clause 4 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
  - (13) to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Association or which are for the benefit of Modern Pentathlon in Great Britain or any part thereof and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their Members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;
  - (14) to pay out of funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
  - (15) to do all such other lawful things as will further the attainment of the objects of the Association or any of them.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association.
  5. The liability of the Members is limited.
  6. Every Member of the Association undertakes to contribute to the assets of the Association, 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 Association contracted before he ceases 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 £1 (One pound).
  7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association or which otherwise are for the benefit of Modern Pentathlon in Great Britain or any part thereof or which otherwise are for some philanthropic or charitable purpose and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the directors of the Association at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the directors for some other philanthropic or charitable purpose or purposes.

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AMENDED  
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**INTERPRETATION**

- 1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

The Act	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
The 2006 Act	the Companies Act 2006 as modified by statute or re-enacted from time to time.
Affiliated Club	those clubs admitted from time to time to membership of the Association in accordance with Article 3.
Articles	these Articles of Association.
Association	the above named company.
Chair	the person appointed by the Board from time to time in such manner as set out in these Articles to be the Chair of the Association
Chief Executive	the person appointed by the Board from time to time pursuant to Article 47 to be chief executive of the Association.

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Clear days	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given.
Competition Rules	the competition rules as laid down by the Board and including the international rules of competition and eligibility established by the Union Internationale Pentathlon Moderne and other relevant international bodies.
Directors or the Board	the Board of the Association established in accordance with Articles 39 to 48 the members of which are the directors of the Association for the purposes of the Act.
Non-executive Directors	the non-executive directors of the Association appointed by the Board pursuant to Articles 39 to 48 from time to time.
Electronic form	the same meaning as in the 2006 Act.
General meeting	an annual or a general meeting of the Association.
Great Britain	includes Northern Ireland, for the purposes of these Articles.
Hard copy form	the same meaning as in the 2006 Act.
Individual Members	those individuals admitted as members pursuant to Article 3.
Members	the Affiliated Clubs and Individual Members together.
Membership	membership of the Association by the Members in accordance with these Articles.
Modern Pentathlon	“is the multi-disciplinary sport comprising fencing, swimming, horse riding, obstacle discipline, running/ shooting or any combination thereof”.
Family of Sport	“includes, as far as the context permits, every combination of these disciplines including but not limited to Biathlon (running and swimming), Biathle (continuous run/swim/run), Laser Run (running and shooting combined event), Triathle (three disciplines), Tetrathlon (any four disciplines) and

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Pentathlon (five disciplines).”

The Office

the registered office of the Association.

Performance Director	the person appointed by the Board pursuant to Article 48 from time to time to be the performance director of the Association.
President	the person appointed from time to time in such manner as set out in these Articles to be the president of the Association.
Registered Address	the postal address of each Member as from time to time registered with the Association.
Rules	the rules and regulations of the Association (including, without limitation, rules for Affiliated Clubs) made by the Board and amended from time to time.
Secretary	the secretary of the Association appointed by the Board from time to time in accordance with Article 72.
Vice-Chair	a person appointed by the Board from time to time in such manner as set out in these Articles to be a vice-chair of the Association.
Voting Members	the Members of the Association who, under the Rules from time to time in force, are entitled to receive notice of, attend and vote at general meetings.
Website	the Association's website, which may be accessed at <a href="http://www.pentathlongb.org">www.pentathlongb.org</a> such other successor website as is notified to the members from time to time.

- 1.2 Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include corporations.
- 1.3 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

## **OBJECTS**

2. The Association is established for the purposes expressed in the Memorandum of Association of the Association.

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## **MEMBERSHIP**

3. The original subscribers to the Memorandum of Association of the Association, the members as at the date of incorporation of the unincorporated association known as the Modern Pentathlon Association of Great Britain and such other persons as are admitted to membership by the Board in accordance with the Articles shall be the members of the Association. No person shall be admitted as a member of the Association unless approved by the Board. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Board requires. The provisions of Section 113 (1) and (2) of the Act shall be observed by the Association and every member shall sign a written consent to become a member. For the purposes of registration the number of members is declared to be unlimited. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by Section 323 of the 2006 Act.
4. A member may withdraw from membership of the Association on seven days' clear notice to the Association, but no such notice shall be operative in the event of the member being subject to any disciplinary or similar procedure involving the Association or the UIPM until after the final determination of such procedure. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
5. The Board may from time to time make, vary and revoke Rules relating to the levels of subscriptions or affiliation fees to be paid by the different categories of members.
6. The Board may from time to time make, vary and revoke Rules relating to all aspects of membership of the Association including (without limitation) rules:
  - (a) setting out different categories of membership of the Association;
  - (b) setting out rights, privileges and obligations of the different categories of members;
  - (c) relating to the organisation of members including (without limitation) rules of, finances of and financial and other records and minute books to be kept by members;
  - (d) setting out which office holder(s) of a member may represent the member at general meetings of the Association;
  - (e) setting out disciplinary procedures for members.
7. The Board may, if at any time it considers that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a member's address, request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors present and voting, which majority shall include one half of the total number of the Board for the time being.

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8. If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting written notice of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or if the Board so directs to an appropriate sub-committee of the Board on its behalf. The Board and the member whose expulsion is under consideration shall be given at least 14 clear days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in his defence either verbally or in hard copy form, and he shall not be required to withdraw from membership unless half of the directors present and voting (or if the matter is addressed by a sub-committee, a majority) shall, after receiving the statement in his defence, vote for his expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, he shall thereupon cease to be a member and his name shall be erased from the register of members.
9. The members shall pay any subscription or affiliation fees set by the Board. Any member whose subscription or affiliation fee is more than one month in arrears shall be deemed to have resigned his membership of the Association.

### **GENERAL MEETINGS**

10. The Association shall hold a general meeting in every calendar year as its annual general meeting physically or virtually at such time and place or by such means reasonably accessible to the members as may be determined by the Board, and shall specify the meeting as such in the notices calling it.
11. The annual general meeting shall be held for the following purposes:
  - (a) to receive from the Board a full statement of account, pursuant to Article 75;
  - (b) to receive from the Board a report of the activities of the Association since the previous annual general meeting;
  - (c) to appoint or re-appoint the Association's auditors;
  - (d) in the year of an appointment to announce the appointment or co-option (as appropriate) of the President, the Vice-President(s) and non-executive directors in place of those retiring; and
  - (e) to transact such other business as may be brought before it.
12. All general meetings, other than annual general meetings, shall be called general meetings.

13. The Board may call general meetings and, on the requisition of one-tenth of the Voting Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within Great Britain sufficient directors to call a general meeting, any director or the Secretary may call a general meeting.
14. General meetings shall be called by at least 14 clear days' notice and may be called by shorter notice if it is so agreed by a majority in number having the right to attend and vote at a general meeting, being a majority together holding not less than 90 per cent, of the voting rights. The notice shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business and shall be given to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association.
15. 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 proceedings had, at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

16. All business transacted at a general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Association's auditors, and the appointment of the auditors shall be deemed special business.
17. 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 10 Voting Members present in person shall be a quorum.
18. 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 the Voting 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 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 Voting Members present shall be a quorum.
19. The Chair shall preside as chair at every general meeting, but if the Chair shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, one of the Vice-chair shall preside. If a Vice- Chair is not present or is unwilling to preside, the directors present shall choose a director who is present to preside.
20. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other

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than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Voting Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. The chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
  - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon.
23. A resolution put to the vote of a meeting shall be decided by simple majority on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chair of the meeting; or
  - (b) by at least five Voting Members;and a demand by a person as proxy for a Voting Member shall be the same as a demand by the Voting Member.
24. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
26. A poll shall be taken forthwith in such manner as the chair directs and they may appoint scrutineers (who need not be Voting Members) to validate the result of the poll.

27. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
28. All resolutions shall be considered as ordinary resolutions under Section 282 of the Act.

### **VOTES OF MEMBERS**

29. Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote. A Voting Member may attend general meetings either in person or by proxy. A proxy is only valid if delivered to the Association in advance of the meeting in question in accordance with these articles and any direction given by the Board on a meeting by meeting basis. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
30. On a show of hands every Voting Member who (being an individual) is present in person or by proxy or (being a corporation or unincorporated association) is present by a duly authorised representative or by proxy, unless the proxy (in either case) is a Voting Member entitled to vote, shall have one vote and on a poll every Voting Member shall have one vote. On a poll votes may be given either personally or by proxy.
31. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

*'Modern Pentathlon Association of Great Britain Limited*

*I/We, \_\_\_\_\_, of*

*being a member/members of the above-named Association, hereby appoint*

*of*

*, or failing him,*

*of*

*, as my/our proxy to vote in my/our name(s) and on  
my/our behalf at the annual/ extraordinary general meeting of the Association to  
be held on \_\_\_\_\_ 20[ ] and at any adjournment thereof.*

*Signed on \_\_\_\_\_ 20[ ] .'*

32. Where it is desired to afford Voting Members an opportunity of instructing the proxy  
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how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

*'Modern Pentathlon Association of Great Britain Limited*

*I/We, , of*

*, being a member/members of the above-named Association,  
hereby appoint of*

*, or failing him,*

*of*

*, as my/our proxy to vote in my/our name(s) and on my/our behalf at  
the annual/extraordinary general meeting of the Association to be held on  
20 [ ], and at any adjournment thereof. This form is to be  
used in respect of the resolutions mentioned below as follows:*

*Resolution No. 1 \*for \*against*

*Resolution No. 2 \*for \*against.*

*\*Strike out whichever is not desired.*

*Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain  
from voting.*

*Signed this day of 20 [ ].'*

33. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
- (a) in the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the

meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form:
  - (i) in the notice convening the meeting, or
  - (ii) in any instrument of proxy sent out by the Association in relation to the meeting, or
  - (iii) in any invitation contained in a communication in electronic form to appoint a proxy issued by the Association in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 48 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In these Articles 'address', in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

- 34. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 35. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of

any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

### **POSTAL BALLOT**

37. If there is to be a postal ballot on any issue, the nature of the issue shall be notified at such time and by such means including the use of email and/or publication on the Association's website as the sole method or methods of communication, as the Board may prescribe to the Voting Members together with details of how to vote. Votes must be returned in such manner including the use of email and/or use of the Association's website as the sole method or methods of communication and by such time as the Board shall prescribe and shall be counted by such person or persons as the Board shall decide.

### **PRESIDENTS AND VICE-PRESIDENTS**

38. There shall be a President and if thought fit, an Honorary President or Honorary Presidents and/or a Vice-President or Vice-Presidents. Nominations for these offices shall be made by the Nomination Committee to the Board. Such appointments shall be made by the Board and take effect when the Board decides and, if not already announced, shall be announced at the annual general meeting. These officers shall have such rights and privileges and shall hold office for such periods and on such terms as the Board shall from time to time prescribe. Subject thereto they shall hold office until resignation or until requested to resign following a Board resolution to that effect passed by a majority of the Board.

### **BOARD**

39. The number of directors shall be not less than five and unless and until varied by ordinary resolution of the Association in general meeting shall be subject to a maximum of twelve. The directors (of whom at least 3 shall be independent) shall be:
- (i) The Chair (who shall be non-executive) and is responsible for the leadership of the Board;
  - (ii) The two Vice-chair (who shall be non-executive) one of whom shall be the Senior Independent Director;

- (iii) The Finance Non Executive Director (who shall be non-executive);
- (iv) The Chief Executive (who shall be executive);
- (v) Up to six further non-executive Directors; and
- (vi) Such other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board, provided that (a) the number of directors shall not exceed any maximum fixed by these Articles and (b) any person who has been co-opted as a director may serve as such only until the Annual General Meeting after co-option but shall be eligible to serve thereafter as a non-executive director.

### **NOMINATION COMMITTEE**

- 40.1 The Board shall appoint a Nomination Committee, to which Article 61 will apply. It shall comprise at least 3 members of the Board and, if the Board wishes, individuals who are not members of the Board or of the Association, on such terms and for such duration as the Board may prescribe. The majority of the members of the Nomination Committee shall be non-executive directors and shall be independent. The Nomination Committee shall be chaired by the Chair except when it is considering the appointment of a successor to the Chair, when it shall be chaired by another non-executive director.
- 40.2 At any time in a year, but if the date of the annual general meeting has been announced not less than three weeks in advance of the annual general meeting, the Nomination Committee shall report in writing to the Board with its recommendations to the Board as to the appointments which the Board should make in order to renew or replace the non-executive directorships falling due for retirement in that year.

### **FINANCE COMMITTEE**

41. The Board shall appoint the Finance Non-Executive Director as the Chair of the Finance Committee. It shall comprise of a least 3 members of the Board including the CEO and the organisation's Finance Manager. If the Board wishes, individuals can be co-opted onto the Finance Committee who are not members of the Board or of the Association, on such terms and for such duration as the Board may prescribe. The majority of the members of the Finance Committee shall be non- executive Directors and shall be independent.

### **NON-EXECUTIVE DIRECTORS**

- 41.1 The Board shall:

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- (i) consider and pay due regard to the advice of the Nomination Committee as to which appointment(s) will best result in a diverse, appropriately qualified Board meeting the Association's needs;
  - (ii) make or renew such appointment(s) as the Board considers appropriate in accordance with the Articles; and
  - (iii) whether or not an appointment has already been announced, announce it at the annual general meeting.
- 41.2 All new Board appointments shall take place following an open, publicly advertised process.
- 41.3 In order to balance the introduction of fresh experience and talent with the need to maintain sufficient experience and continuity of service within the Board, every non-executive director shall serve for such term as the Board decides being not more than 2 years from the conclusion of the annual general meeting following his appointment to the conclusion of the annual general meeting in the second year after his appointment, and subject as provided herein shall at any time thereafter be eligible for re-appointment, such re-appointment to be confirmed by a vote at such annual general meeting, provided that no non-executive director may serve more than 4 consecutive 2 year terms, periods of co-option being disregarded, subsequent non-consecutive appointment as non-executive director, after 4 years have elapsed, being permitted subject to this Article.
- 41.4 A casual vacancy arising in the position of Chair or Finance NED shall, and any other casual vacancy in a non-executive directorship may, be filled by the Board co-opting a replacement, provided that the person co-opted and appointed to fill the vacancy shall hold office only until such time as the person he replaced was due to retire, but shall be eligible for re-appointment.

### **CHAIR**

42. With effect from the conclusion of the annual general meeting at the end of his term of office, unless re-appointed, the Chair shall retire. Before any such annual general meeting, the Board (other than the Chair) shall consider who it should appoint (or re-appoint) as Chair.
43. Nominations of candidates as Chair may be made by the Nomination Committee, following an open recruitment process, but not the outgoing Chair. The candidate supported by a majority of directors shall be appointed. In the event of an equality of numbers of supporting directors, the Senior Vice-Chair shall have a further, second vote and the candidate then supported by the majority of directors.

### **VICE-CHAIR**

- 44.1 There shall be two Vice-chair of the Association. The Board shall decide which shall

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be the Senior Vice-Chair. The Senior Vice-Chair shall serve as Senior independent director. The Vice-chair shall if possible be appointed in different years. A Vice-Chair shall hold office for up to two years until the conclusion of the annual general meeting at the end of their term of office. Unless re-appointed, each Vice-Chair shall thereupon retire.

- 44.2 Nominations of candidates as Vice-Chair may be made by any member of the Board or by the Nomination Committee. The candidate(s) supported by a majority of directors shall be appointed. In the event of an equality of numbers of supporting directors, the Chair shall have a further, second vote and the candidate then supported by the majority of directors shall be appointed.

### **FINANCE NON-EXECUTIVE DIRECTOR**

45. The Finance Non Executive Director shall hold office for up to two years until the conclusion of the annual general meeting at the end of his term of office. With effect from the conclusion of the annual general meeting at the end of his term of office, unless re-appointed, the Finance NED shall retire. Nominations of candidates as Finance NED may be made by the Nomination Committee. The candidate supported by a majority of directors shall be appointed. In the event of an equality of numbers of supporting directors, the Chair shall have a further, second vote and the candidate then supported by the majority of directors shall be appointed.

### **OTHER NON-EXECUTIVE APPOINTMENTS**

46. Nominations of such candidates may be made by any member of the Board or by the Nomination Committee. The candidate(s) supported by a majority of directors shall be appointed. In the event of an equality of numbers of supporting directors, the Chair shall have a further, second vote and the candidate(s) then supported by the majority of directors shall be appointed.

### **CHIEF EXECUTIVE**

47. The Board may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may delegate to the Chief Executive such of their powers as they think desirable to be executed by them. The Chief Executive shall be a director ex officio.

### **PERFORMANCE DIRECTOR**

48. The Board may appoint a person to be the Performance Director on such terms and for such period as they think fit and may delegate to the Performance Director such of their

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powers as they think desirable to be executed by them.

### **REMOVAL OF DIRECTORS**

49. In addition and without prejudice to the provisions of Section 168 of the Act, the Voting Members may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the director in whose place he is appointed would have held the same if he had not been removed.
50. The office of director shall be vacated:
- (a) if they becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (b) if they becomes of unsound mind;
  - (c) if by notice in hard copy form to the Board their resigns his office;
  - (d) if they becomes prohibited from holding office by reason of any court order made under the Act;
  - (e) if they are removed from office by a resolution duly passed pursuant to Section 303 of the Act;
  - (f) if they are requested to resign by all the other directors acting together.
51. Unless the Board resolves otherwise, any director who shall, without sufficient reason, absent them self from three consecutive meetings of the Board, will be understood to have resigned their position as a director, and the Board shall be entitled to appoint another director in their place.

### **POWERS OF THE BOARD**

52. The business of the Association 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 Association as they think fit and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the Act or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been

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made.

53. The Board may act notwithstanding any vacancy in their body.
54. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Association, or summoning a general meeting, but not for any other purpose.

### **PROCEEDINGS OF THE BOARD**

55. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year. The Board may also reach decisions by exchanging emails in which case the provisions of Article 55.1 will apply.
- 55.1 If in relation to any matter the Chair or in his absence one or other of the Vice- Chairmen considers that it is expedient for the Board to consult by telephone or email and subsequently proposes to the Board that it adopt a resolution following email exchanges, the Board may do so provided:
  - (i) The question is recorded and decided at a previously notified fixed time by a majority of votes sent by email, each director being entitled to one vote. In the case of an equality of votes, the Chair of the Board shall have a second, casting vote.
  - (ii) If at any time before the previously notified fixed time 3 or more directors request that this procedure be not followed, it shall not be adopted in respect of the question in issue.
  - (iii) Following the previously notified time the Chair or in his absence one or other of the Vice-Chair shall circulate by email details of the votes cast for and against (and any abstention) together with the result of the vote.
56. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Each director shall be entitled to one vote. In the case of an equality of votes, however, the chair of any meeting of the Board shall have a second, casting vote.
57. A director, and the Secretary at the request of a director, shall at any time summon a meeting of the Board by notice served upon the directors. Notice of all meetings and minutes of all meetings shall be served on all members of the Board. The President and the Vice-President(s) may attend such meetings or parts of meetings of the Board as may be decided by the Board and confirmed to the President and Vice-Presidents from time

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to time and to speak at those meetings but shall not have a vote.

58. The Chair shall be chair of the Board. The Chair shall preside as chair at all meetings of the Board at which they are present, but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting or is not willing to preside the directors present shall choose one of their number to be chair of the meeting.
59. 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 Association for the time being vested in the Board generally. The quorum for meetings of the Board or any committee formed pursuant to the provisions of Article 65 shall be three.
60. The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
61. Any sub-committee formed pursuant to Article 60 shall, in the exercise of the powers delegated to it, conform to any regulations or requirements imposed on it by the Board. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.
62. All acts bona fide done by any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
63. The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Association and of the Board and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
64. A resolution in writing signed by all the directors for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
65. The Board may make, amend and revoke such Rules as it thinks fit from time to time.

## **TELEPHONE MEETINGS**

66. A director may participate in a meeting of the Board, or of a committee of the Board, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is.

## **DIRECTORS' APPOINTMENTS AND INTERESTS**

67. Subject to the provisions of the Act, the Board may enter into an agreement or arrangement with any director for his employment by the Association or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the directors and the Association.
68. Subject to the provisions of the Act, and provided that he has first disclosed to the Board the nature and extent of any material interest of his, and provided the Board has first approved the transaction a director notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
  - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and
  - (c) shall not, by reason of their office, be accountable to the Association for any benefit which they derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
69. For the purposes of these Articles:
- (a) a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

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## **DIRECTORS' GRATUITIES AND PENSIONS**

70. The Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Association or with anybody corporate which is or has been a subsidiary of the Association or a predecessor in business of the Association or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
71. No director shall take any loan from the Association.

## **SECRETARY**

72. Subject to the provisions of the Act, the Board shall appoint either the Chief Executive or another member of the Board or some other suitably qualified person to act as the Association's Secretary for the purposes of the Act. The appointment shall be for such term, at such remuneration (if any) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

## **ACCOUNTS**

73. The Board shall cause accounting records of the Association to be kept in accordance with Section 386 and 388 of the 2006 Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
74. Accounting records shall be kept at the Office or, subject to Section 388 of the 2006 Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
75. At the annual general meeting in every year the Board shall lay before the Voting Members the directors' report and annual accounts for the Association (prepared in accordance with the Act) and the same shall be sent to the Voting Members with the notice of the meeting.

## **AUDIT**

76. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
77. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **NOTICES**

78. The Association may validly send or supply any document (including any notice) or information to a member in hard copy form, electronic form or by making it available on the Website in accordance with and subject to the ‘company communication provisions’ of the 2006 Act, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be supplied or delivered in a particular way.
79. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Association to a member.
- (a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the members.
  - (b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:
    - (i) 48 hours after it was posted, if first class post was used; or
    - (ii) 72 hours after it was posted or given to the courier, if first class post was not used;provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.
  - (c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.
  - (d) Where a document or information is sent by means of the Website, it is deemed to have been received by the intended recipient when the material was first made available on the Website, or if later, when the recipient received (or is deemed to have received) information that it was available on the Website.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

## **RULES, REGULATIONS, STANDING ORDERS AND BYE-LAWS**

80. The Board shall have the power to make, vary and revoke rules, regulations, mechanisms, standing orders and bye-laws for the better administration of the Association including (without limitation):
- (a) Competition Rules;

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- (b) Disciplinary rules and complaints procedures;
- (c) Selection and management policies;;
- (d) Rules to combat doping in Modern Pentathlon and to ensure compliance with national and international rules relating to doping control;
- (e) Rules for the promotion and organisation of championships and selection trials;
- (f) Mechanisms for co-ordinating the arrangement of and the date of fixtures of Modern Pentathlon competitions;
- (g) Mechanisms for co-ordinating the commercial activities of the sport of Modern Pentathlon and any televising or broadcasting of Modern Pentathlon competitions.

### **INDEMNITY**

81. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234–238 of the 2006 Act to the extent relevant, each director and officer of the Association shall be indemnified out of the Association's assets against all liabilities incurred by him to a person other than the Association or an associated company in connection with the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a director which is mentioned in Section 234(3) of the 2006 Act.
82. To the extent permitted by the 2006 Act (and in accordance with Section 233 of the 2006 Act in the case of directors), the Association may buy and maintain insurance against any liability falling upon its directors and other officers.

### **DISSOLUTION**

83. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

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