

The Companies Acts 1985 and 2006

Company Limited by Guarantee and not having a Share Capital

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ARTICLES OF ASSOCIATION

of

ENGLISH VOLLEYBALL ASSOCIATION LIMITED

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**The Companies Act 2006**

**Company Limited by Guarantee and not having a Share Capital**

**Articles of Association of**

**ENGLISH VOLLEYBALL ASSOCIATION LIMITED**

**INTERPRETATION**

1. The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

**COMPANY NAME**

2. The name of the company is the “*English Volleyball Association Limited*” (“**Association**”).

**REGISTERED OFFICE**

3. The registered office of the Association will be situated in England.

**OBJECTS AND POWERS**

**4. Objects**

The objects of the Association are:

*General*

- 4.1 to act as the governing body for, and owner and/or controller of all rights (whether commercial, sporting or regulatory) relating to, the sport and recreation of Volleyball in all its disciplines (including without limitation indoor volleyball, beach volleyball and sitting volleyball) in England, Isle of Man and the Channel Islands, which territories are referred to as “**England**”;
- 4.2 to be responsible for the administration and development of the sport and recreation of Volleyball in England including through its Affiliated Associations and Commissions as provided for in these Articles;
- 4.3 to act as the representative member for England in British affairs in relation to Volleyball and to affiliate to and liaise as appropriate with, British Volleyball and other relevant bodies;

*Encourage, foster and develop*

- 4.4 to encourage, foster and develop Volleyball throughout England amongst all ages and abilities and sections of the population without discrimination, to promote their health, well being and participation in competitive and recreational activities;

*Promotion*

- 4.5 to promote Volleyball generally and to initiate, support and co-operate with others in proposals and activities designed to assist in the promotion of the Association’s objects, including increased participation amongst young, elite, disabled and recreational Volleyball players and to assist British Volleyball with the maintenance of the sport and recreation of Volleyball on the Olympic and Paralympic Games programmes;
- 4.6 to liaise or collaborate with the Government and with other governing bodies, associations, agencies and organisations (both nationally and internationally and including without limitation FIVB, CEV, WOVD and ECVD) with regard to any matter pertaining to Volleyball, including in particular the promotion of the sport and recreation of Volleyball and safety of competitors participating in Volleyball;

### *Events*

- 4.7 to increase participation in events through delivery of an annual programme in England of Volleyball events aimed at providing competition for young people, elite, disabled and recreational competitors;
- 4.8 to promote and organise, or assist in promoting and organising, Volleyball meetings, events, championships and other competitive and recreational events in England, and to approve facilities and arrangements for such events to be run under the auspices of the Association;
- 4.9 to establish and/or administer, and/or oversee and recommend, a registration and sanctioning process for all meetings, events, championships, trials and all other competitive and recreational Volleyball events held in England;
- 4.10 to publish an annual programme of all events held in England under the authority of the Association;

### *Coaches and Officials*

- 4.11 to oversee the selection, training and co-ordination of coaches, referees and other officials for Volleyball events conducted in England under the authority of the Association;

### *Volunteers*

- 4.12 to oversee the recruitment, training and recognition of volunteers in England to operate and assist at all levels and in all capacities (including coaching, running clubs, officiating at competitions and events and organising and assisting at competitions and events) in support of the sport and recreation of Volleyball;

### *Young people*

- 4.13 to provide increased opportunities for young people in England to participate in Volleyball and pathways for them to follow that will enable them to maximise their abilities and will encourage their life-long participation in playing, supporting and contributing to the sport of Volleyball;
- 4.14 to provide competition structures for young people, develop clubs for young people, school-club links and links with other sports organisations;
- 4.15 to deliver programmes widely within England which provide opportunities for young people of talent to be identified and nurtured in order that they can fulfil their long term medal winning potential;

### *Elite athletes*

- 4.16 to exercise exclusive jurisdiction over all matters pertaining to the participation of athletes and teams selected by the Association and representing England in the sport of Volleyball at Home Nations competitions and other international competitions;
- 4.17 to work in partnership with British Volleyball's elite performance programmes to ensure English athletes can achieve success in significant international championships;

### *Anti-doping*

- 4.18 to adopt the anti-doping policies and procedures of the UK Anti-Doping Agency which are compliant in all respects with the World Anti-Doping Agency (WADA) code and guidelines;
- 4.19 to be committed to preventing the use of doping, doping methods and other proscribed actions and to co-operate with the Sports Councils and other recognised bodies, organisations or agencies to ensure all practical methods are employed to this end;

### *Information*

- 4.20 to provide and co-ordinate technical and other information regarding event organisation, safety, equipment design, training and coaching in the sport of Volleyball in England;
- 4.21 to encourage and foster research and development, technical improvements and the dissemination of information in all areas relating to the equipment, skills and techniques associated with Volleyball in England;
- 4.22 to provide information and advice to Members concerning the practice of competitive and recreational volleyball by means of books, periodicals, magazines, journals, leaflets, advertisements or any other appropriate methods including via the Association's official website;

### *Rules and regulations*

- 4.23 to make, publish and enforce rules and regulations from time to time, in conformity with those of FIVB, CEV, WOVD, ECVD and British Volleyball (as applicable) and to formulate and issue guidelines and policies concerning all forms and aspects of Volleyball (including competition rules), the conduct and management of any of the events referred to above and to promote the observance of the same by its Members and others participating or competing in Volleyball in England;

### *Member services*

- 4.24 to arrange with any person, company, undertaking or organisation for the provision of services for Members of the Association in respect of (without limitation) insurances, travel facilities or the purchase of goods and equipment, provision of official publications and/or free or discounted access to events and competitions, in each case as determined by the Association from time to time;
- 4.25 to encourage the development of clubs in England and to recognise standards through the implementation of club accreditation schemes;

### *Equity and welfare*

- 4.26 to establish policies which promote inclusion and provide a safe and healthy environment for all participants in Volleyball in England;

### *Commercial opportunities*

- 4.27 to develop, lead and assist in commercial, marketing and public relations policies and activities for the sport of Volleyball in England, including in particular the sourcing and procuring of commercial support and sponsorship to assist with the funding of the Association and its activities;

### *Assistance*

- 4.28 to provide appropriate assistance and advisory services to any association, organisation, society, club, committee, body or person interested in or associated with the sport and recreation of Volleyball in England, including (without limitation) in relation to the design and management of Volleyball facilities; and
- 4.29 to do any and all things incidental and/or conducive to any business activities which does or may, whether directly or indirectly, advance the interests of the Association and/or its members.
- 4.30 to publish Codes of Conduct detailing the behavioural and ethical standards to be observed by the membership and establish procedures to adjudicate and where necessary sanction member's breaches of such Codes.

## 5. Powers

The Association shall have the power to carry out any lawful activity in the furtherance of its objects.

### LIMITATION OF LIABILITY, INDEMNITY AND WINDING UP

## 6. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 6.1 payment of the Association's debts and liabilities contracted before he, she or it ceases to be a member;
- 6.2 payment of the costs, charges and expenses of winding up; and
- 6.3 adjustment of the rights of the contributories among themselves.

## 7. Distributions

7.1 Except as provided in this Article 7, no part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member. This shall not prevent any payment in good faith by the Association of:

- 7.1.1 reasonable and proper remuneration to any Member, or for any goods or services supplied to the Association (including in his or her course of employment with the Association) and, where that member is also a Director, subject to Article 23 (Conflicts of Interest);
- 7.1.2 any payments made to the member in his, her or its capacity as a beneficiary of the Association;
- 7.1.3 interest at a reasonable and proper rate on money lent by the member to the Association;
- 7.1.4 any reasonable and proper rent for premises let by the Member to the Association;
- 7.1.5 expenditure on the Association, its activities and its members in respect of programme funding and/or commercial revenues received in support of the functions of the Association;

and nor shall this Article 7.1 prevent a transfer of assets and/or funding relating to the Association to a successor body to the Association should one be established.

7.2 Unless payment is permitted by Article 7.3 no Director may:

- 7.2.1 sell goods, services or any interest in land to the Association;
- 7.2.2 be employed by, or receive any remuneration from, the Association; or
- 7.2.3 receive any other financial benefit from the Association.

7.3 A Director may receive the following benefit from the Association:

- 7.3.1 a Director may receive a benefit from the Association in his, her or its capacity as a beneficiary of the Association;
- 7.3.2 a Director may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him or her when acting on behalf of the Association;

- 7.3.3 a Director may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association on the instructions of the Directors (including the service of acting as Director and services performed by a Director under a contract of employment with the Association) provided that the procedure described in Article 23 (Conflicts of Interest) must be followed in considering the appointment of the Director and in relation to any other decisions regarding the remuneration authorised by this provision;
  - 7.3.4 a Director may receive interest at a reasonable and proper rate on money lent to the Association; and
  - 7.3.5 a Director may receive reasonable and proper rent for premises let to the Association.
- 7.4 For any transaction authorised by the proper application of Article 7.3, the Director's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Association shall be disapplied.

## 8. **Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, the Secretary and the members of those Committees reporting directly to the Board, shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and save always that this indemnity shall not apply to any dishonest or fraudulent acts or omissions.

## 9. **Winding up**

If any property remains after the Association has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members of the Association (except to a Member that is itself an organisation which would qualify to benefit under this Article), but must be given to:

- 9.1 some other institution or institutions with objects providing for the promotion of Volleyball; or
- 9.2 to any other sporting body; or
- 9.3 an organisation which has objects which is or are regarded as charitable under the law of England

(in that order of preference). The institution or institutions to benefit may be chosen by resolution of the members at or before the time of winding up or dissolution, and subject to any such resolution of the members may be chosen by resolution of the Directors at or before the time of winding up or dissolution.

## **EXECUTIVE BOARD**

### 10. **General authority for the Executive Board**

- 10.1 Subject to the Articles and the Companies Acts, the Executive Board is responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association which are not required to be done or exercised by the Association in general meeting.
- 10.2 The Executive Board has the power to adopt, make, alter, add to or reduce rules, regulations, bye-laws, policies and procedures for the carrying out of the objects of the Association, the administration of the Association and for the observance by Members, including without limitation by producing and amending the Framework document from time to time.
- 10.3 Without prejudice to the generality of Articles 10.1 and 10.2, the specific functions of the Executive Board shall include:

- 10.3.1 to establish and approve the Association's strategy, management policies, business plan and financial budgets;
  - 10.3.2 to receive reports and to make approvals and recommendations in relation to the audit of the Association;
  - 10.3.3 to finalise and present the Annual Report and accounts for approval by the Voting Members in annual general meeting;
  - 10.3.4 to administer the finances and business performance of the Association, with a view to ensuring its continued financial viability to support the delivery of its objects; and
  - 10.3.5 arrange the annual general meeting and other general meetings in accordance with these Articles.
- 10.4 Regardless of the role on the Executive Board designated to each Director by his or her title or portfolio, each Director shall be individually and jointly responsible with his or her fellow Directors for the management of the whole of the business and affairs of the Association.
- 11. Composition of the Executive Board**
- 11.1 The Executive Board shall consist of a maximum of twelve (12) Directors comprising the following positions:
- 11.1.1 the President, Vice-President and the Honorary President;
  - 11.1.2 the six (6) Portfolio Directors; and
  - 11.1.3 up to three (3) independent co-opted Directors.
- 11.2 The "**Portfolio Directors**" comprise six (6) Directors elected pursuant to Article 12, each of which shall be responsible for, inter alia, managing a specific portfolio relating to the business of the Association, namely:
- 11.2.1 a marketing portfolio;
  - 11.2.2 a development portfolio;
  - 11.2.3 a technical portfolio;
  - 11.2.4 a playing portfolio;
  - 11.2.5 a finance portfolio; and
  - 11.2.6 an international events and competitions portfolio
- 11.3 The Portfolio Directors together with the President and the Vice-President shall together be referred to as the "**Elected Directors**".
- 11.4 Any co-opted Directors shall be appointed by the Executive Board on such terms and conditions (including without limitation term of office) as the Executive Board shall determine, provided that the numbers of such co-opted Directors shall not exceed three (3) at any time. Co-opted Directors need not be Affiliated Individuals.
- 11.5 If the number of Elected Directors on the Executive Board is reduced in number to less than five (5) it shall be lawful for those Directors remaining to continue to act as the Executive Board for the purpose of conducting the business of the Association until the Members appoint the relevant replacement Director or Directors.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

### **12. Appointment of Directors and Term of Office**

- 12.1 Any and all replacements for the position of any Elected Director shall be selected by the Executive Board for recommendation to the Voting Members for election by an ordinary resolution in general meeting.
- 12.2 Candidates for the position of any Elected Director may be nominated by any person, but each candidate shall be required to go through an open recruitment process overseen by the Executive Board following a formal, rigorous and transparent process. This process will be competence-based and conducted in accordance with the Association's recruitment policy. As well as commitment to the objects, mission, vision, values and aims of the Association, its Members and stakeholders in the sport of Volleyball, Portfolio Directors, the President and Vice-President will be required to have specialist skills, knowledge and experience as set out in any terms of reference or specifications promulgated by the Executive Board from time to time.
- 12.3 The Executive Board shall put forward to the Voting Members for election all candidates for the position of any Elected Director whom complete the recruitment process and, in the opinion of the Executive Board, meet the requirements set out in Article 12.2 above.
- 12.4 Each Elected Director shall hold office from the date of his/her appointment by the election by an ordinary resolution of the Voting Members in general meeting. Subject to these Articles, the term of office of each Elected Director shall be two (2) years from the date of the annual general meeting at which he/she was appointed and shall not exceed a period of:
- 12.4.1 eight (8) consecutive years

### **13. Honorary President**

- 13.1 The Honorary President may be elected to the Executive Board by a two-thirds majority of the Voting Members in a general meeting.
- 13.2 The Honorary President shall serve for whatever term is determined by the Voting Members in general meeting. Without prejudice to Article 15, the Honorary President may be removed from office by an ordinary resolution of the Voting Members. The Voting Members may also reduce the Honorary President's term of office by ordinary resolution.
- 13.3 The Honorary President shall be a Director and shall be entitled to receive notice of, attend and speak at Executive Board meetings, but shall not have a vote on the Executive Board.

### **14. Retirement by Rotation**

- 14.1 The following Directors must retire from office at every annual general meeting during even-numbered years, but may (subject to the provisions of this Article 14) offer themselves for reappointment by the passing of an ordinary resolution of the Voting Members:
- 14.1.1 the Vice President;
- 14.1.2 the Portfolio Director with the marketing portfolio;
- 14.1.3 the Portfolio Director with the development portfolio;
- 14.1.4 the Portfolio Director with the technical portfolio; and
- 14.1.5 The Portfolio Director with the international events and competition portfolio.
- 14.2 The following Directors must retire from office at every annual general meeting in odd-numbered years, but may (subject to the provisions of this Article 14) offer themselves for reappointment by the passing of an ordinary resolution the Voting Members:
- 14.2.1 the President;



- 14.2.2 the Portfolio Director with the finance portfolio; and
- 14.2.3 the Portfolio Director with the playing portfolio.
- 14.3 If, at the meeting at which a Director retires by virtue of Articles 14.1 or 14.2, the Association does not fill the vacancy, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- 14.4 No person may be appointed as a Director unless he or she:
- 14.4.1 has reached the age of 18 years; and
- 14.4.2 (save in the case of any Co-opted Director) is an Affiliated Individual member of the Association.
- 14.5 At the time of delivery of notice of the relevant general meeting, notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by virtue of Articles 14.1 or 14.2) who is recommended by the Executive Board for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him or her at the meeting for appointment or reappointment as a Director.
- 14.6 A Director who retires at an annual general meeting and who is not reappointed or deemed to have been reappointed shall retain office until either:
- 14.6.1 the meeting appoints someone in his or her place; or
- 14.6.2 (if no one is appointed in his or her place) until the end of the meeting.
- 14.7 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
15. **Termination of Director's appointment**
- A person ceases to be a Director as soon as:
- 15.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 15.2 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 15.3 notification is received by the Association from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three (3) Elected Directors will remain in office when such resignation has taken effect);
- 15.4 the Director fails to attend two (2) Executive Board meetings in any calendar year without prior notification to the Secretary and good reason, as determined by the Executive Board;
- 15.5 at a general meeting of the Association, the Voting Members resolve to remove the Director from office in accordance with the Companies Acts;
- 15.6 at a meeting of all the remaining Directors, a resolution of all of those Directors is passed that he or she be removed from office. Reasons for removal pursuant to this Article may include, without limitation, if the remaining Directors believe that the relevant Director is suffering from a mental disorder and is incapable of acting.

## DECISION-MAKING BY THE EXECUTIVE BOARD

### 16. **Directors to take decisions collectively**

Any decision of the Executive Board must be either a majority decision of the Elected Directors and co-opted Directors together at a meeting, or a decision taken in accordance with Article 22.

### 17. **Calling a Executive Board meeting**

17.1 Any one Elected Director or co-opted Director may (and the Secretary must at the request of any such Directors) call an Executive Board meeting. There shall be no less than four (4) Executive Board meetings in each calendar year.

17.2 A Executive Board meeting must be called by at least fourteen (14) Clear Days' notice unless either:

17.2.1 all the Directors agree; or

17.2.2 urgent circumstances require shorter notice.

17.3 Notice of Executive Board meetings must be given to each Director, the Chief Executive and the Secretary. Every notice calling a Executive Board meeting must specify:

17.3.1 the place, day and time of the meeting;

17.3.2 the general nature of the business to be considered at such meeting; and

17.3.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

17.4 Notice of Executive Board meetings need not be in Writing. Notice of Executive Board meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

### 18. **Participation in Executive Board meetings**

18.1 Subject to the Articles, Directors participate in a Executive Board meeting, or part of such meeting, when:

18.1.1 the meeting has been called and takes place in accordance with the Articles; and

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

18.2 In determining whether Directors are participating in a Executive Board meeting, it is irrelevant where any Director is or how they communicate with each other.

18.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### 19. **Quorum for Executive Board meetings**

19.1 At a Executive Board meeting, no proposal is to be voted on unless a quorum is participating, except as set out in Article 19.2. The quorum for Executive Board meetings is four (4) Elected Directors.

19.2 If the total number of Elected Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

19.2.1 to appoint further Directors; or

19.2.2 to call a general meeting so as to enable the members to appoint further Directors.

**20. Chairing of Executive Board meetings**

The President shall preside as chair of each Executive Board meeting, except that if the President is absent fifteen (15) minutes from the scheduled start of the Executive Board meeting or is unwilling to act as chair, the Vice-President shall preside as chair, or, in the Vice-President's absence, fifteen (15) minutes from the scheduled start of the Executive Board meeting, a Portfolio Director nominated by the Directors present.

**21. Decision-making at Executive Board meetings**

21.1 Subject to Article 21.2, questions arising at an Executive Board meeting shall be decided by a majority of votes of the Elected Directors and co-opted Directors. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

21.2 The Chair shall not have a casting vote if, in accordance with the Articles or the Companies Acts, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**22. Decisions without a meeting**

22.1 The Executive Board may take a decision without a Executive Board meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision shall take the form of a resolution in Writing, copies of which have been signed by each Director consenting to it or to which each such Director has otherwise indicated agreement in Writing. Decisions made pursuant to this Article must be minuted.

**23. Conflicts of interest**

23.1 The Executive Board must keep a register of Directors' interests. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.

23.2 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Executive Board at the time or before discussion begins on the relevant matter unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

23.3 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

23.4 Whenever a Director has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made by written resolution in accordance with Article 22 either the Director must comply with Article 23.5 or authorisation must be given by the unconflicted Directors under Article 23.7.

23.5 If a Director with a Conflict of Interest is required to comply with this Article 23.5 he or she must:

23.5.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

23.5.2 not be counted in the quorum for that part of the meeting; and

23.5.3 withdraw during the vote and have no vote on the matter.

23.6 When a Director has a Conflict of Interest which he or she has declared to the Executive Board, he or she shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

- 23.7 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- 23.7.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 23.5;
  - 23.7.2 in authorising a Conflict of Interest, the Executive Board can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
  - 23.7.3 the decision to authorise a Conflict of Interest can impose such terms as the Executive Board thinks fit and is subject always to its rights to vary or terminate the authorisation; and
  - 23.7.4 nothing in this Article 23.7 shall have the effect of allowing the Executive Board to authorise a benefit that is not permitted in accordance with Article 7.3.3.
- 23.8 A Director shall not be accountable to the Association for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 23.7 (subject to any limits or conditions to which such approval was subject).

**24. Validity of Director actions**

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

**CHIEF EXECUTIVE AND COMPANY SECRETARY**

**25. Chief Executive**

- 25.1 The Executive Board shall appoint a Chief Executive of the Association to serve as an officer of the Association for such term, at such remuneration and upon such conditions as they may think fit.
- 25.2 The Chief Executive shall not be a Director but shall be entitled to receive notice of, attend and speak (but not vote) at:
- 25.2.1 Executive Board meetings;
  - 25.2.2 general meetings of the Association; and
  - 25.2.3 general meetings of the Regional Associations and the Area Associations.
- 25.3 The Chief Executive shall be appointed by the Executive Board following a formal, rigorous and transparent process, which will be competence-based and conducted in accordance with the Association's recruitment policy. As well as commitment to the objects, mission, vision, values and aims of the Association, its Members and stakeholders in the sport of Volleyball, the Chief Executive will be required to have specialist skills, knowledge and experience as set out in any terms of reference or specifications promulgated by the Executive Board from time to time.

**26. Secretary**

- 26.1 A Secretary shall be appointed by the Executive Board for such term, at such remuneration and upon such conditions as they may think fit. The Secretary may be the Chief Executive, as may be determined by the Executive Board from time to time.
- 26.2 The Secretary shall not be a Director but shall be entitled to receive notice of, attend and speak (but not vote) at;

- 26.2.1 Executive Board meetings; and
- 26.2.2 general meetings of the Association.

## **COMMITTEES AND COMMISSIONS**

### **27. Executive Board may delegate**

- 27.1 Subject to the Articles, the Executive Board may delegate any of its powers or functions, or the implementation of their decisions, or day to day management of the affairs of the Association to any person, commission or committee.
- 27.2 Any delegation by the Directors may be by such means, to such an extent, in relation to such matters or territories, on such terms and conditions as the Executive Board think fit.
- 27.3 The Executive Board may revoke any delegation (including without limitation in respect of any Committee or Commission) in whole or part, or alter its terms and conditions.
- 27.4 The Executive Board may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

### **28. Delegation of day to day management powers**

In the case of delegation of the day to day management of the Association to the Chief Executive or other manager or managers:

- 28.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Executive Board and (if applicable) to advise the Executive Board in relation to such policy, strategy and budget;
- 28.2 the Executive Board shall provide any manager with a description of his or her role and the extent of his or her authority; and
- 28.3 any manager must report regularly to the Executive Board on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

### **29. Committees and Commissions – General**

In the case of delegation by the Executive Board to committees or commissions:

- 29.1 the Executive Board must specify those who shall serve or be asked to serve on the committee or commission (and whether the committee or commission may make co-options up to a specified number) including as may be set out in the Framework document (if applicable);
- 29.2 the composition of any committee or commission shall be entirely in the discretion of the Executive Board and may comprise such of the Directors (if any) as the Executive Board may specify;
- 29.3 the deliberations of any committee or commission must be reported regularly to the Executive Board and any resolution passed or decision taken by any committee or commission must be reported promptly to the Executive Board and every committee must appoint an officer (which may be its president) for that purpose;
- 29.4 the Executive Board may make such regulations and impose such terms and conditions and give such mandates to any committee or commission as they may from time to time think fit including as may be set out in the Framework document (if applicable); and
- 29.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except as set out in the Framework document (if applicable), where authorised by the Executive Board or in accordance with a budget which has been approved by the Executive Board.

29.6 The Executive Board shall maintain the following committees from time to time:

29.6.1 Financial Committee;

29.6.2 Staffing Committee;

29.6.3 Joint Strategy Implementation Committee; and

29.6.4 Judicial Panel

29.6.5 Honorary Vice Presidents

Save as provided below in respect of the Joint Strategy Implementation Committee, the terms and conditions upon which each such committee shall operate, the mandate and/or terms of reference of each committee and the requirements for meetings and proceedings shall be governed by the Framework document.

### 30. **Joint Strategy Implementation Committee**

30.1 Subject to Article 29, the Executive Board may delegate the implementation of their decisions relating to the operation, administration, promotion and development of the sport of Volleyball as a whole to the Joint Strategy Implementation Committee in accordance with the terms and conditions of the Framework document.

30.2 The Joint Strategy Implementation Committee shall be comprised of:

30.2.1 the presidents for the time being of each of the Commissions;

30.2.2 the President;

30.2.3 the Vice President;

30.2.4 the Portfolio and Independent Co-opted Directors;

30.2.5 the Chief Executive;

30.2.6 the Senior Management Team.

30.3 The terms and conditions upon which the Joint Strategy Implementation Committee shall operate, the mandate and/or terms of reference of the Joint Strategy Implementation Committee and the meetings and proceedings of the Joint Strategy Implementation Committee shall be governed by the terms of the Framework document.

### 31. **Commissions**

31.1 Subject to Article 29, the Executive Board may delegate the operation, administration, promotion and development of specific areas of the sport of Volleyball to the Commissions including (without limitation) the following:

31.1.1 Coaches Commission

31.1.2 Competitions Commission;

31.1.3 Performance Commission;

31.1.4 Referees Commission;

31.1.5 Regional Commission; and

31.1.6 Schools and Youth Development Commission.

- 31.2 Each Commission shall comprise of one president elected biennially at the Annual General Meeting of the Association and ten (10) other members (save in the case of the Regional Commission which shall have nine (9) members, each representing a Regional Association), who must themselves be Affiliated Individuals. The members of each Commission shall be elected by the Executive Board, following consultation with the Commission President for the time being or (in the case of a new Commission President) the members of the relevant Commission at the relevant time.
- 31.3 The terms and conditions upon which each Commission shall operate, the mandate and/or terms of reference of each Commission and the requirements for meetings and proceedings of each Commission shall be governed by the Framework document.

## **MEMBERS**

### **BECOMING AND CEASING TO BE A MEMBER**

#### **32. Membership**

- 32.1 The Association shall have one (1) class of Voting Members (namely the Clubs) and three (3) classes of Associate Membership (namely Affiliated Individuals, Affiliated Associations and Honorary Life Members). The Voting Members shall be the members of the Association for the purposes of the Companies Acts.
- 32.2 The Members shall be entitled to services and benefits as provided by the Association from time to time as specified in these Articles and in any other official publication of the Association, including without limitation the Framework.
- 32.3 The Members shall be deemed to have agreed to be bound by these Articles, the Framework document and any rules, regulations, policies and procedures issued by the Association from time to time whether or not they have signed a written statement to that effect.

#### **33. Voting Members**

- 33.1 The Clubs shall be Voting Members of the Association and as such they shall be entitled to receive notices of general meetings and they shall be entitled to attend, speak and vote at general meetings in accordance with these Articles.
- 33.2 A Club may withdraw from and rejoin the Association in accordance with such rules that the Executive Board shall from time to time prescribe in the Framework.
- 33.3 Each Club shall:
- 33.3.1 pay the Club Subscription to the Association;
  - 33.3.2 provide the Association with an up-to-date copy of its constitutional documents (including without limitation its Memorandum and Articles of Association, if applicable) from time to time and as may be requested by the Executive Board; and
  - 33.3.3 maintain a register of contact details of each of its officers and Club Members (including without limitation full name, postal address and, if applicable, an address for communications by Electronic Means), and provide the Association with an up-to-date copy of such register every six (6) months and at other times on request by the Secretary.
- 33.4 The names of the Voting Members of the Association must be entered in the register of members.

#### **34. Affiliated Associations**

- 34.1 The Affiliated Associations comprise:

- 34.1.1 the Regional Associations;
  - 34.1.2 the Area Associations;
  - 34.1.3 any national organisation with a volleyball section recognised and admitted to membership of the Association by the Executive Board; and
  - 34.1.4 any other group or organisation recognised and admitted to membership of the Association by the Executive Board.
- 34.2 The Affiliated Associations shall be Associate Members of the Association and they shall be entitled to receive notices of general meetings, attend and speak at general meetings but they shall not be entitled to vote at general meetings.

**35. Regional Associations**

- 35.1 The Regional Associations shall be responsible for administering the activities of the Association in relation to the Clubs and Affiliated Individuals within the jurisdiction of the relevant region.
- 35.2 There shall be a Regional Association representing the regions of England recognised by Sport England from time to time and which are, as at the date of the Articles:
- 35.2.1 North East;
  - 35.2.2 North West;
  - 35.2.3 Yorkshire;
  - 35.2.4 East Midlands;
  - 35.2.5 West Midlands;
  - 35.2.6 Eastern;
  - 35.2.7 London;
  - 35.2.8 South East; and
  - 35.2.9 South West

The delineation of the boundaries between each Regional Association shall be determined by the Executive Board.

- 35.3 Each Affiliated Individual and Honorary Life Member whose home address is located within the boundaries of the relevant Regional Association will automatically be accorded membership of that Regional Association.
- 35.4 Clubs shall be members of the Regional Association the boundaries of which that Club's home court is located.
- 35.5 A Club with playing facilities within the boundaries of two or more Regional Associations shall be a member of one Regional Association only but may elect to which Regional Association it is associated. A Club with no home playing facility shall be deemed to be a member of the Regional Association within whose boundaries that Club's secretary's address is located.
- 35.6 Where any Club, Affiliated Individual, Honorary Life Member is normally situated or resident outside any of the regions listed in Article 35.2, the Executive Board shall determine to which Regional Association that Member shall be associated, taking into account the proximity of the relevant Regional Association. For the avoidance of doubt, this Article 35.6 applies to Clubs, Affiliated Individuals and Honorary Life Members situated or residing in the Channel Islands and the Isle of Man.



- 35.7 Each Regional Association shall ensure that an up-to-date copy of its constitution is provided to the Secretary of the Association. Any proposed addition to, alteration or revision of the constitution of any Regional Association shall be submitted to the Secretary of the Association. If the Executive Board and/or Secretary require any amendments to be made to such constitution, then the Regional Association shall ensure that it undertakes all acts necessary to enable the relevant amendment to be made in a timely manner.
- 35.8 The terms and conditions upon which each Regional Association shall operate, the mandate and/or terms of reference of each Regional Association and the meetings and proceedings of each Regional Association shall be governed by the terms of the Framework document.
36. **Area Associations**
- 36.1 Regional Associations may delegate the responsibilities for the administration of leagues and competitions and other appropriate activities such as running referee and coaching courses to Area Associations, which may be delineated by county, district or other area within the jurisdiction of the relevant Regional Association.
- 36.2 Each Area Association ensure that an up-to-date copy of its constitution is provided to the Secretary of the Association. Any proposed addition to, alteration or revision of the constitution of any Area Association shall be submitted to the Secretary of the Association. If the Executive Board and/or Secretary require any amendments to be made to such constitution, then the Area Association shall ensure that it undertakes all acts necessary to enable the relevant amendment to be made in a timely manner.
- 36.3 The terms and conditions upon which each Area Association shall operate, the mandate and/or terms of reference of each Area Association and the meetings and proceedings of each Area Association shall be set out in writing by the relevant Regional Association and an up-to-date copy provided to the Secretary of the Association.
37. **Affiliated Individuals**
- 37.1 Affiliated Individuals shall be:
- 37.1.1 Club Members;
- 37.1.2 those persons who apply for membership of the Association and whose application is accepted by the Executive Board; and
- 37.1.3 players, coaches and referees and whose application for membership and/or registration is accepted by the Executive Board.
- 37.2 It is a condition of membership for Affiliated Individuals (other than Club Members) that they each be fully paid-up in respect of the Individual Subscription payable pursuant to Article 39. Club Members must be fully paid up in respect of the membership fee or joining fee payable to their Club.
- 37.3 The Executive Board may in its absolute discretion decline to accept any person as an Affiliated Individual and need not give reasons for so doing. The Executive Board may from time to time prescribe criteria for membership (including without limitation in the Framework document) but will not be obliged to accept persons fulfilling those criteria as members.
- 37.4 Affiliated Individuals shall be Associate Members of the Association. They shall not be entitled to receive individual notice of general meetings of the Association, although they may attend general meetings. Affiliated Individuals may speak at general meetings, although they shall not be entitled to vote (unless they are representing a Voting Member as a proxy or authorised representative). Whilst it is not a condition of attending a general meeting, it is preferred that Affiliated Individuals notify the Association of their intent to attend a general meeting in advance (ideally 48 hours notice) of that general meeting, as a matter of courtesy.

## 38. **Honorary Life Members**

- 38.1 Honorary Life Members shall be those persons who, in the opinion of the Executive Board, warrant recognition for their services to the sport and recreation of Volleyball and are nominated as Honorary Life Members of the Association by a resolution of the Executive Board which is ratified by an ordinary resolution of the Voting Members in general meeting. There shall be no more than ten (10) Honorary Life Members at any time.
- 38.2 Honorary Life Members shall be entitled to receive notices of general meetings and attend and speak, but not to vote, at general meetings.
- 38.3 The term of membership for an Honorary Life Member shall be life except where the Honorary Life Member is removed from office by an ordinary resolution of the Voting Members in general meeting, or where the Honorary Life Member notifies the Executive Board of his or her wish to resign his or her membership.

## 39. **Subscriptions**

- 39.1 Affiliated Individuals other than Club Members (and not, for the avoidance of doubt, Honorary Life Members) shall pay an annual subscription ("**Individual Subscription**") to the Association.
- 39.2 The Individual Subscription shall comprise of a "basic rate" payment and an additional sum payable in respect of the relevant category of Affiliated Individual membership set out in Article 37.1.2 and 37.1.3, to reflect the cost of particular services provided to that category. So, for example, the total Individual Subscription may vary between players, coaches and referees.
- 39.3 The basic rate of the Individual Subscription shall be determined by the Executive Board from time to time and payable by 1 August in each year, but subject to approval by an ordinary resolution of the Voting Members in a general meeting. Individual Subscriptions shall be paid to the Association directly.
- 39.4 Clubs shall pay an annual subscription ("**Club Subscription**") to the Association, payable by 1 August in each year. The Club Subscription shall be subject to an annual increase in line with inflation calculated by reference to the Retail Prices Index as at 1 April in the relevant year. Any increase shall be rounded to the nearest 50p. Any increase over and above this inflationary increase shall be subject to approval by ordinary resolution of the Voting Members in a general meeting.

## 40. **Termination of membership**

- 40.1 Membership is not transferable.
- 40.2 A Member shall cease to be a Member:
- 40.2.1 if the member dies or, if it is an organisation, ceases to exist;
  - 40.2.2 on the expiry of at least seven (7) Clear Days' notice given by the Member to the Association of his, her or its intention to withdraw;
  - 40.2.3 if any subscription or other sum payable by the Member to the Association is not paid on the due date and remains unpaid within one month of the due date; and/or
  - 40.2.4 if, at a Executive Board meeting at which at least half of the Elected Directors are present, a resolution is passed resolving that the member be expelled including, without limitation, on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the reputation or interests of the Association. Such a resolution may not be passed unless the member has been given at least fourteen (14) Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Executive Board. A member expelled by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him, her or it.

## ORGANISATION OF GENERAL MEETINGS

### 41. Annual general meetings

The Association must hold an annual general meeting once in every calendar year. Not more than fifteen (15) months shall pass between one annual general meeting and the next. It shall be held between 15 May and 15 August in the relevant year at such time and place as the Executive Board thinks fit.

### 42. Other General meetings

42.1 The Executive Board may call a general meeting at any time.

42.2 The Secretary must call a general meeting if:

42.2.1 he or she receives the written request of no less than five (5) per cent of the Voting Members; or

42.2.2 he or she receives the written request of no less than four (4) Elected Directors.

42.3 Any request for a general meeting made pursuant to Article 42.2 must indicate the nature of the business to be transacted and shall be laid before the President. The President shall, within twenty-one (21) days of receipt of such order or request, call a general meeting.

### 43. Notice requirements

43.1 All general meetings must be called by either:

43.1.1 at least fourteen (14) Clear Days' notice; or

43.1.2 shorter notice if it is so agreed by a majority in number of the Voting Members. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

43.2 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

43.3 In addition to the information required pursuant to Article 43.2 and otherwise by these Articles and the Companies Acts, every notice calling an annual general meeting shall specify the purposes of that meeting, which shall include:

43.3.1 to receive from the Directors a full statement of account;

43.3.2 to receive a report by the Directors containing a review of the operating activities of the Association since the previous annual general meeting and the Association's annual report;

43.3.3 to hold and announce the results of the election of the Directors in accordance with these Articles if a vacancy has arisen;

43.3.4 to appoint the Association's auditors;

43.3.5 to authorise the Executive Board to fix the remuneration of the auditors; and

43.3.6 to transact such other business as may be brought before it in accordance with these Articles.

43.4 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

- 43.5 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Voting Members of their rights to appoint another person as their proxy at a general meeting.
- 43.6 Notice of general meetings must be given to every Club, Affiliated Association, Honorary Life Member, to the Directors and to the auditors of the Association.
44. **Quorum for general meetings**
- 44.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 44.2 The quorum shall be ten (10) persons entitled to vote on the business to be transacted (each being a Voting Member, a proxy for a Voting Member or a duly authorised representative of a Voting Member).
- 44.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
45. **Chairing general meetings**
- 45.1 The President, or in his or her absence within fifteen (15) minutes after the scheduled start time for the meeting, the Vice-President shall preside as chair of every general meeting.
- 45.2 If neither the President nor the Vice-President is present within fifteen (15) minutes after the scheduled start time for holding the meeting, the Elected Directors present shall elect one of their number to chair the meeting and, if there is only one Elected Director present and willing to act, he or she shall be chair of the meeting.
- 45.3 If no Elected Director is present and willing to act as chair of the meeting within fifteen (15) minutes after the start time for holding the meeting, the Voting Members present in person or by proxy must choose a person who is present to be chair of the meeting, provided that a proxy holder shall not be entitled to be appointed chair of the meeting.
- 45.4 The chair of the meeting may invite and/or permit persons other than the Voting Members, Regional Associations, Area Associations, Directors, Chief Executive, Secretary, presidents of the Commission members of the Joint Strategy Group or Honorary Life Members to attend and/or speak at a general meeting.
46. **Adjournment**
- 46.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 46.1.1 the meeting consent to an adjournment; or
- 46.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 46.2 The chair of the meeting must adjourn a general meeting by an ordinary resolution of the Voting Members represented at the meeting.
- 46.3 When adjourning a general meeting, the chair of the meeting must:
- 46.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Board; and
- 46.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the Voting Members represented at meeting.

- 46.4 If the continuation of an adjourned meeting is to take place more than thirty (30) days after it was adjourned, the Association must give at least seven (7) Clear Days' notice of it:
- 46.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
- 46.4.2 containing the same information which such notice is required to contain.
- 46.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

### 47. Voting

- 47.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 47.2 In a vote on a resolution at a meeting every Voting Member present shall have one vote.
- 47.3 On a vote on a resolution by a poll at a meeting, any and all proxy holders and authorised representatives shall have one vote for each of the Voting Members they represent which are entitled to vote on the resolution.
- 47.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote.
- 47.5 No Voting Member shall be entitled to vote at any general meeting unless all monies presently payable by it to the Association have been paid.
- 47.6 There are two ways in which Members which are organisations rather than individuals (including for example Clubs and Affiliated Associations) ("**Member Organisations**") may exercise their rights in general meeting, including (where applicable) its rights to attend, speak and/or vote. The first is by appointing a proxy to exercise its rights by notifying the Association of that proxy pursuant to Article 48. Alternatively, a Member Organisation may authorise a person or persons to act as its representative or representatives at any general meeting of the Association ("**Appointed Representative**") by complying with Article 49.

### 48. Appointment of Proxies

- 48.1 Members may appoint a proxy to exercise their rights in general meeting, including (where applicable) their rights to attend, speak and/or vote. Proxies shall be appointed by a notice in Writing ("**Proxy Notice**") which:
- 48.1.1 states the name and address of the Member appointing the proxy;
- 48.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- 48.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Board may determine; and
- 48.1.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 48.2 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 48.2.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 48.2.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 48.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting may still do so in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.
- 48.4 An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 48.5 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 48.6 A Member present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
49. **Appointed Representatives**
- Evidence of appointment of any Appointed Representative must be produced in the form of:
- 49.1 an original or certified copy of the resolution of the directors or other governing body of the Member Organisation;
- 49.2 a letter confirming the appointment of the representative on the letterhead of the Member Organisation signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
- 49.3 such other form as the Executive Board may reasonably require.
50. **Poll votes**
- 50.1 A poll on a resolution may be demanded:
- 50.1.1 in advance of the general meeting where it is to be put to the vote; or
- 50.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 50.2 A poll may be demanded by:
- 50.2.1 the chair of the meeting;
- 50.2.2 the Directors;
- 50.2.3 two or more persons having the right to vote on the resolution;
- 50.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
- 50.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Voting Members.
- 50.3 A demand for a poll may be withdrawn if:
- 50.3.1 the poll has not yet been taken; and
- 50.3.2 the chair of the meeting consents to the withdrawal.
- 50.4 There may be a reasonable delay prior to a poll being taken. Polls must be taken in such manner as the chair of the meeting directs.

- 50.5 A written resolution of the Association passed in accordance with the Companies Acts shall have effect as if passed by the Association in general meeting.

## **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

### **51. Communications**

- 51.1 Subject to the provisions of the Companies Acts and these Articles, a Document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in Hard Copy Form, in Electronic Form or (in the case of communications by the Association) by making it available on a website, provided that a Document or information (including any notice) may only be given, sent or supplied in Electronic Form or by being made available on a website if:

51.1.1 the recipient has agreed (generally or specifically) that the Document or information may be sent or supplied in that manner; or

51.1.2 if the recipient is deemed to have so agreed in accordance with the Companies Acts;

and has not revoked that agreement.

- 51.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

- 51.3 Any Document or information (including any notice) sent to a Member by the Association under the Articles may be sent to the Member's postal address as shown in the Association's register of Members or (in the case of Documents or information sent by Electronic Means) to an Address specified for the purpose by the member, provided that the Association is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid Address.

- 51.4 Any Document to be sent or supplied by a Member to the Association under the Articles may only be sent or supplied:

51.4.1 in the case of Documents in Hard Copy Form, by sending or delivering them to the Association's registered office or to such other address as may be specified by the Association; or

51.4.2 in the case of Documents in Electronic Form, by sending them by Electronic Means to an Address notified to the Members for that purpose.

- 51.5 A Director may agree with the Association that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **52. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

### **53. Minutes**

- 53.1 The Executive Board must cause minutes to be made in books kept for the purpose:

53.1.1 of all appointments of officers made by the Executive Board;

- 53.1.2 of all resolutions of the Association and of the Executive Board (including, without limitation, decisions of the Executive Board made without a meeting); and
  - 53.1.3 of all proceedings at meetings of the Association and of the Directors, and of committees of Executive Board, including the names of the Directors present at each such meeting;
  - 53.1.4 and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Association, be sufficient evidence of the proceedings.
- 53.2 Minutes made pursuant to Article 53.1 must be kept for at least ten (10) years from the date of the meeting, resolution or decision.

**54. Records and accounts**

- 54.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
- 54.1.1 annual reports;
  - 54.1.2 annual returns; and
  - 54.1.3 annual statements of account.
- 54.2 Except as provided by law or authorised by the Executive Board or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a Member.

**55. Regulations**

The Directors may, from time to time, make, repeal or alter regulations as to the management of the Association and its affairs, the duties of any officers or employees of the Association, the conduct of business of the Directors or any committee and any of the matters or things within the powers or under the control of the Directors (including without limitation as may be included in the Framework). Such regulations must not be inconsistent with the Companies Acts, the Articles or any rule of law.

**56. Exclusion of model articles**

The relevant model articles for a company limited by guarantee as set out in the Companies Act are hereby expressly excluded.



**SCHEDULE**  
**INTERPRETATION**

**Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

<b>Term</b>	<b>Meaning</b>
1.1 <b>“Address”</b>	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2 <b>“Affiliated Association”</b>	together, the Regional Associations and the Area Associations;
1.3 <b>“Affiliated Individual”</b>	has the meaning set out in Article 37.1;
1.4 <b>“Appointed Representative”</b>	has the meaning set out in Article 47.6;
1.5 <b>“Area Associations”</b>	means those associations formed by Region Associations pursuant to Article 36;
1.6 <b>“Articles”</b>	the Association’s articles of association;
1.7 <b>“Associate Members”</b>	together, the Affiliated Individuals, Affiliated Associations and Honorary Life Members (and each is an <b>“Associate Member”</b> );
1.8 <b>“British Volleyball”</b>	the British Volleyball Federation, being the governing body for Volleyball activity in the United Kingdom;
1.9 <b>“CEV”</b>	the Confédération Européenne de Volleyball, being the governing body for Volleyball in Europe;
1.10 <b>“Clear Days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.11 <b>“Club(s)”</b>	those companies, associations, organisations and other groups which provide or manage facilities for the participation in Volleyball or teams participating in Volleyball, in each case which are accepted into membership of the Association by the Executive Board from time to time pursuant to Article 33;
1.12 <b>“Club Member(s)”</b>	those individuals who are members of Clubs and who have paid the relevant membership or joining fee to their Club;
1.13 <b>“Club Subscription”</b>	has the meaning set out in Article 39.4;
1.14 <b>“Commission(s)”</b>	those Commissions that the Executive Board may establish, disband, reconstruct or rename from time to time in accordance with these Articles, including without limitation The Coaches Commission, Competitions Commission, Performance Commission, Referees Commission, Regional Commission and Youth Development Commission;
1.15 <b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.16 <b>“Conflict of Interest”</b>	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Association;

- 1.17 **“Director”** a director of the Association, and includes any person occupying the position of director, by whatever name called;
- 1.18 **“Document”** includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.19 **“ECVD”** the European Committee of Volleyball for the Disabled;
- 1.20 **“Elected Directors”** means the Portfolio Directors together with the President and Vice-President;
- 1.21 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.22 **“England”** has the meaning set out in Article 4.1;
- 1.23 **“Executive Board”** the board of Directors of the Association from time to time constituted pursuant to Article 11;
- 1.24 **“FIVB”** the Federation Internationale de Volleyball, being the international governing body for Volleyball;
- 1.25 **“Framework”** means that document setting out the rules, regulations, bye-laws and other requirements and/or processes relating to the administration and/or management of the Association, its committees and commissions as may be promulgated by the Executive board from time to time pursuant to Article 10.2;
- 1.26 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.27 **“Honorary Life Members”** has the meaning set out in Article 38;
- 1.28 **“Individual Subscription”** has the meaning set out in Article 39.1;
- 1.29 **“Members”** together, the Voting Members and Associate Members;
- 1.30 **“Member Organisations”** has the meaning set out in Article 47.6;
- 1.31 **“Portfolio Directors”** has the meaning set out in Article 11.2;
- 1.32 **“Proxy Notice”** has the meaning set out in Article 48.1;
- 1.33 **“Regional Associations”** has the meaning set out in Article 35;
- 1.34 **“Secretary”** the secretary of the Association;
- 1.35 **“Sports Councils”** means UK Sport and/or Sport England, as applicable;
- 1.36 **“Volleyball”** the sport and recreation of volleyball in all its disciplines, including without limitation indoor volleyball, beach volleyball and sitting volleyball;
- 1.37 **“Voting Member(s)”** the Clubs;
- 1.38 **“WOVD”** the World Organisation of Volleyball for the Disabled; and
- 1.39 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Association.