

Company number: 09771669

COMPANIES ACTS 2006
A COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
KICKBOXING GB LIMITED

(Incorporated on [] 2015)

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Companies Act 2006

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF KICKBOXING GB LIMITED

1. NAME

The name of the Company is Kickboxing GB Limited.

2. LIMITED LIABILITY

The liability of the Members is limited.

3. GUARANTEE

Every Member promises, if the Company is dissolved while he, she or it remains a Member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Company while he or she was a Member.

4. OBJECTS

The Objects are specifically restricted to the following:

- 4.1 To promote and advance the sport of kickboxing in Great Britain;
- 4.2 To increase participation in kickboxing across a wide cross-section of the community;
- 4.3 To improve the quality of experience of every participant in kickboxing;
- 4.4 To support and develop the next generation of kickboxing champions;
- 4.5 To govern/regulate the sport of kickboxing in Great Britain under the auspices of W.A.K.O.;
- 4.6 To unify and oversee the development of kickboxing within Great Britain;
- 4.7 To develop, provide and promote recognised coaching programmes for kickboxing instructors and coaches;
- 4.8 To develop, promote and provide other courses and qualifications relevant to the sport of kickboxing;

- 4.9 To ensure a safe and secure environment for all our practitioners, coaches, officials and competitors;
- 4.10 To develop, promote and practice codes of safety in kickboxing;
- 4.11 To promote moral, mental, physical and social wellbeing of individuals;
- 4.12 To hold and to enable individuals to take part in national and international kickboxing competitions and events;
- 4.13 To provide insurance for kickboxing activities; and
- 4.14 Such other activities as the Directors, at their discretion, think fit.

5. POWERS

The Company has the following powers, which may be exercised only in promoting the Objects:

- 5.1 To promote or carry out research.
- 5.2 To provide advice.
- 5.3 To publish or distribute information.
- 5.4 To co-operate with other bodies.
- 5.5 To support, administer or set up other companies, including charities.
- 5.6 To raise funds, including but not limited to raising funds by charging fees.
- 5.7 To borrow money and give security for loans and/or grants.
- 5.8 To acquire or hire property of any kind.
- 5.9 To let or dispose of property of any kind.
- 5.10 To make grants to not for profit organisations.
- 5.11 To set aside funds for special purposes or as reserves against future expenditure.
- 5.12 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a Financial Expert as the Directors consider necessary having regard to the suitability of investments and the need for diversification).
- 5.13 To delegate the management of investments to a Financial Expert, but only on terms that:

- 5.13.1 the investment policy is set down in writing for the Financial Expert by the Directors;
 - 5.13.2 every transaction is reported regularly to the Directors;
 - 5.13.3 the performance of the investments is reviewed regularly with the Directors;
 - 5.13.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 5.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 5.13.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are reported regularly to the Directors on receipt; and
 - 5.13.7 the Financial Expert must not do anything outside the powers of the Directors.
- 5.14 To arrange for investments or other property of the Company to be held in the name of a Nominee Company acting under the control of the Directors or of a Financial Expert acting under their instructions, and to pay any reasonable fee required.
 - 5.15 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as Custodian, and to pay any reasonable fee required.
 - 5.16 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
 - 5.17 To pay for Indemnity Insurance for the Directors.
 - 5.18 Subject to article 12, to employ paid or unpaid agents, staff or advisers.
 - 5.19 To enter into contracts to provide services to or on behalf of other bodies.
 - 5.20 To establish or acquire subsidiary companies to assist or act as agents for the Company.
 - 5.21 To acquire, merge with or enter into any partnership or joint venture arrangement with any other company formed for any of the Objects.
 - 5.22 To pay the costs of forming the Company.

5.23 To do anything else within the law which promotes or helps to promote the Objects.

6. MEMBERSHIP

6.1 The Company must maintain a register of Members.

6.2 Membership is open to any individual or organisation (whether incorporated or unincorporated) which supports the objects of the Company. Applications for Membership must be submitted to the Directors in such form as the Directors may from time to time require and the Directors shall have sole discretion over the admittance of new Members. The Directors may from time to time create classes of Membership as defined within the Membership Policy Statement and shall fix the level of annual subscription fees to be paid by each class of Member.

6.3 Any person who is appointed as a Director will automatically, by virtue of that appointment, become a Member of the Company.

6.4 Membership is terminated if the Member concerned:

6.4.1 gives written notice of resignation to the Company;

6.4.2 does not pay the required annual subscription fee within three months of it falling due, save that such person or organisation may be reinstated as a Member upon payment of the relevant fee with the approval of the Directors;

6.4.3 dies, or in the case of an organisation ceases to exist; or

6.4.4 is removed from Membership by resolution of the Directors on the ground that in their reasonable opinion the Member's continued Membership is harmful to the Company. The Directors may only pass such a resolution after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.

6.5 Membership of the Company is not transferable.

7. GENERAL MEETINGS

7.1 A general meeting (other than the Annual General Meeting) may be called at any time by the Directors and must be called within 28 clear days of a written request from at least one third of the Members. Meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

- 7.2 Members are entitled to attend meetings either personally, (in the case of a Member organisation) by an authorised representative, by proxy or by suitable means agreed by the Directors in which all participants may communicate with all the other participants. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting.
- 7.3 There is a quorum at a meeting if the number of Members present in person or by proxy is at least two or ten per cent of the Members if greater.
- 7.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Member elected by those present presides at a meeting.
- 7.5 Except where otherwise provided by the Articles or the Companies Acts, every issue is decided by a majority of the votes cast.
- 7.6 Every Member present in person or through an authorised representative or by proxy has one vote on each issue.
- 7.7 A written resolution signed by a majority of those entitled to vote at a meeting (or, where the Companies Acts require, a greater majority) is as valid as a resolution actually passed at that meeting, provided it is passed in accordance with part 13, Chapter 2 of the Companies Act 2006. The written resolution may be set out in more than one counterpart.
- 7.8 The Company is required to hold an AGM each year.

8. ANNUAL GENERAL MEETINGS

The following business shall be transacted at the Annual General Meeting:

- a. Minutes of previous Annual General Meeting
- b. Annual Report Submitted by president
- c. Annual Report submitted by the Hon Secretary
- d. Financial Statement submitted by the Hon Treasurer
- e. Appointments of Auditors
- f. Appointment of Solicitors
- g. Election of Directors, principle officers and sub committees
- h. Notice of Motion
- i. AOB as required by Board of Directors

9. THE DIRECTORS

- 9.1 The Directors have control of the Company and its property and funds on behalf of the members of the Company.
- 9.2 The Directors when complete consist of at least two and not more than twelve individuals, all of whom must be Members. If the number of Directors shall fall below two, the remaining Directors

may act (and in default the Members may act) to appoint further Directors as required.

- 9.3 The subscribers to the Memorandum are the first Directors. At the first AGM following the incorporation of the Company, half of these initial Directors shall retire (but may be re-elected) and at the second AGM following incorporation, the other half of these initial Directors shall retire (but may be re-elected). Subject to article 9.2, subsequent Directors are to be elected by the Members at the AGM, having first been approved by the existing Directors, to serve for a term of up to four years and may be re-appointed following the expiration of their term of office. Directors will act in the best interests of the members.
- 9.4 Every Director after appointment must sign a declaration of willingness to act as a Director of the Company before he or she may vote at any meeting of the Directors.
- 9.5 A Director's term of office automatically terminates if he or she:
 - 9.5.1 ceases to be a Member (but such a person may be reinstated by resolution passed by all the other Directors on resuming Membership of the Company);
 - 9.5.2 is prohibited by law from being a director of a company;
 - 9.5.3 is, in the opinion of the other Directors, at any time incapable, whether mentally or physically, of managing his or her own affairs;
 - 9.5.4 is absent from three consecutive meetings of the Directors and is asked by a majority of the other Directors to resign;
 - 9.5.5 resigns by written notice to the Directors (but only if at least two Directors will remain in office); or
 - 9.5.6 is removed by resolution of the Members present and voting at a general meeting (but only if at least two Directors will remain in office) after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 9.6 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

10. DIRECTORS' PROCEEDINGS

- 10.1 The Directors must hold at least four meetings each year.

- 10.2 A quorum at a meeting of the Directors is two or one third of the Directors if greater.
- 10.3 A meeting of the Directors may be held either in person or by suitable means agreed by the Directors in which all participants may communicate with all the other participants.
- 10.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.
- 10.5 Every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by a majority of the Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 10.6 Except for the Chairman of the meeting, who has a casting vote, every Director has one vote on each issue.
- 10.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

11. DIRECTORS' POWERS

The Directors have the following powers in the administration of the Company:

- 11.1 To appoint (and remove) any person, who may, or may not, be a Member and who may be a Director to act as Secretary in accordance with the Companies Acts.
- 11.2 To appoint (and remove) a Chairman, Treasurer and other honorary officers from among their number.
- 11.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Director and all proceedings of committees must be reported regularly to the Directors.
- 11.4 To make standing orders consistent with the Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe a form of proxy.
- 11.5 To make rules consistent with the Memorandum, the Articles and the Companies Acts to govern their proceedings and proceedings of committees.

- 11.6 To make regulations consistent with the Articles and the Companies Acts to govern the administration of the Company and the use of its seal (if any).
- 11.7 To establish procedures to assist the resolution of disputes or differences within the Company.
- 11.8 To exercise any powers of the Company which are not reserved to a meeting of the Members.

12. COMPENSATION TO MEMBERS AND DIRECTORS

- 12.1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the Members but:
 - 12.1.1 Directors may be paid interest at a reasonable rate on money lent to the Company; and
 - 12.1.2 Directors may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company.
- 12.2 A Director must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Company except:
 - 12.2.1 as mentioned in articles 5.17 (Indemnity Insurance) and articles 12.1.1 (interest), 12.1.2 (rent) or 12.3 (contractual payments);
 - 12.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company;
 - 12.2.3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
 - 12.2.4 payment to any company in which a Director has no more than a 1 per cent shareholding.
- 12.3 A Director may not be an employee of the Company, but a Director or a Connected Person may enter into a contract with the Company to supply goods or services in return for a payment or other Material Benefit if:
 - 12.3.1 the goods or services are actually required by the Company; and
 - 12.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a

meeting of the Directors in accordance with the procedure in article 12.5.

- 12.4 Whenever a Director has a personal interest in a matter falling within articles 12.1, 12.2 or 12.3 which is to be discussed at a meeting of the Directors or a committee, he or she must comply with the procedure in article 12.5.
- 12.5 Where this article applies, a Director must:
 - 12.5.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 12.5.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 12.5.3 not be counted in the quorum for that part of the meeting; and
 - 12.5.4 have no vote on the matter and be absent during the vote if so requested by the other Directors.

13. CONFLICTS OF INTEREST

- 13.1 Directors must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Directors or a committee, a Conflicted Director must comply with the procedure set out in article 12.5.
- 13.2 Subject to article 11, if a Conflict of Interest matter is proposed to the Directors, the Unconflicted Directors may agree to:
 - 13.2.1 authorise that matter; or
 - 13.2.2 authorise a Conflicted Director to act in their ordinary capacity as a Director and carry out all their duties and powers as a Director in relation to that matter.
- 13.3 Where the Unconflicted Directors consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Director must comply with the procedure set out in article 12.5.

14. RECORDS AND ACCOUNTS

- 14.1 The Directors must comply with the requirements of the Companies Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
 - 14.1.1 annual returns;
 - 14.1.2 annual reports; and

- 14.1.3 annual statements of account.
- 14.2 The Directors must keep proper records of:
 - 14.2.1 all proceedings at Member meetings;
 - 14.2.2 all proceedings at meetings of the Directors;
 - 14.2.3 all reports of committees; and
 - 14.2.4 all professional advice obtained.
- 14.3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours.
- 14.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or Member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Company's reasonable costs.

15. NOTICES

- 15.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or any journal distributed by the Company.
- 15.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U.K. shown in the register of Members.
- 15.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 15.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 15.3.2 two clear days after being sent by first class post to that address;
 - 15.3.3 three clear days after being sent by second class or overseas post to that address;
 - 15.3.4 on the date of publication of a newspaper containing the notice;
 - 15.3.5 on being handed to the Member personally; or, if earlier,
 - 15.3.6 as soon as the Member acknowledges actual receipt.
- 15.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

16. DISSOLUTION

If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- 16.1 by transfer to one or more other not for profit bodies established for purposes within, the same as or similar to the Objects, and which have (in the reasonable opinion of the Directors) similar restrictions on benefits to members and directors as those imposed by article 11 of the Articles;
- 16.2 directly for the Objects or for purposes which are within or similar to the Objects; and/or
- 16.3 to any not for profit organisation which has provided funding to the Company.

17. MODEL ARTICLES

The Model Articles do not apply to the Company.

18. INTERPRETATION

In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Company;

‘the Articles’ means the Company’s articles of association;

‘Chairman’ means the chairman of the Directors;

‘the Company’ means the company governed by the Articles;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006);

‘Conflict of Interest’ includes a conflict of interest and duty and a conflict of duties;

‘Conflicted Director’ means any Director who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors;

‘Connected Person’ means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director, any Firm of

which a Director is a Member, director, employee or shareholder having a beneficial interest in more than 1 per cent of the capital;

‘Custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘Financial Expert’ means an individual, company or Firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Company’s financial year;

‘Firm’ includes a limited liability partnership and company;

‘Indemnity Insurance’ means insurance against personal liability incurred by any Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘Material Benefit’ means a benefit which may not be financial but has a monetary value;

‘Member’ and ‘Membership’ refer to company Membership of the Company;

‘Memorandum’ means the Company’s Memorandum of Association;

‘Model Articles’ means the model articles set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229);

‘month’ means calendar month;

‘Nominee Company’ means a corporate body registered or having an established place of business in England and Wales;

‘the Objects’ means the Objects of the Company as defined in article 4;

‘Secretary’ means the company secretary of the Company;

‘Director’ means a director of the Company and ‘Directors’ means the directors;

‘Unconflicted Director’ means any Director who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Directors;

‘W.A.K.O.’ means the world governing body for kickboxing known as World Association of Kickboxing Organisations, or any similar future body carrying on substantially the same functions;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message or in electronic format;

‘year’ means calendar year.

- 18.1 Expressions defined in the Companies Acts have the same meaning.
- 18.2 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.