

**MEMORANDUM &
ARTICLES OF ASSOCIATION OF
THE CENTRAL COUNCIL OF PHYSICAL RECREATION**

The Companies Act 1985 and 1989
Company Limited by Guarantee and not having a Share Capital

CCPR

One voice for sport and recreation



Revised to 19 July 2006

THE COMPANIES ACT, 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
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OF
THE CENTRAL COUNCIL OF PHYSICAL RECREATION

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THE COMPANIES ACTS, 1985 AND 1989

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MEMORANDUM OF ASSOCIATION
OF
THE CENTRAL COUNCIL OF PHYSICAL RECREATION

Adopted at the Annual General Meeting on 13 July 2004

- 1 The name of the Company (hereinafter called "CCPR") is "THE CENTRAL COUNCIL OF PHYSICAL RECREATION".
- 2 The registered office of CCPR will be situate in England.
- 3 The primary objects for which the CCPR is established are to preserve and maintain the physical and mental health of the community through physical recreation and in particular:
- (i) To constitute a standing forum where all national governing and representative bodies of sport and physical recreation may be represented and may collectively or through special groups where appropriate formulate and promote measures to improve and develop sport and physical recreation;
 - (ii) To support the work of the specialist sports bodies and to bring them together with other interested organisations;
 - (iii) To act as a consultative body to the U.K. Sports Council, the English Sports Council and other representative or public bodies concerned or interested in sport and physical recreation.
- 4 The further objects for which the CCPR is established but which are ancillary to and for the furtherance of the primary objects, are as follows:
- (A) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the CCPR may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the CCPR.
 - (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the CCPR as may be thought expedient with a view to the promotion of its objects.
 - (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the CCPR and may be conducive to its objects.
 - (D) To borrow or raise money for the purposes of the CCPR on such terms and on such security as may be thought fit.
 - (E) To invest the moneys of the CCPR not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
 - (F) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the CCPR or calculated to further its objects.
 - (G) To do all such other things as are necessary to the attainment of the above objects or any of them.

Provided that :

- (i) In case the CCPR shall take or hold any property which may be subject to any trusts, the CCPR shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (ii) The objects of the CCPR shall not (except as may concern its own employees) extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the CCPR shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State responsible for Sport and Recreation, the CCPR shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the CCPR shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State responsible for sport and recreation over such Board of Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the CCPR were not incorporated.

5 The income and property of the CCPR shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members or Directors of the CCPR.

Provided that nothing herein shall prevent any payment in good faith by the CCPR:

- (a) of reasonable and proper remuneration to any member, officer, Director or employee of the CCPR (or payment to any firm or company of which a member, director, officer or employee is a shareholder or holds an interest or is a member, director or employee) for any services rendered to the CCPR. Where remuneration is to be paid to a member or Director (or to any firm or company of which a member or Director has a controlling share) for services rendered to the CCPR, the procedures in Article 38 must be complied with.
- (b) of interest at a rate not exceeding one and a half per cent per annum over the Bank of England Base Rate on money lent or reasonable and proper rent for premises demised or let by any member of the CCPR or of its Directors; or
- (c) to any of its Directors of out-of-pocket expenses.

6 The liability of the members is limited.

7 Every member of the CCPR undertakes to contribute to the assets of the CCPR, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the CCPR contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1 (one pound).

8 If upon the winding up or dissolution of the CCPR there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the CCPR, but shall be given or transferred to some institution or institutions having objects similar to the objects of the CCPR and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the CCPR under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the CCPR at or before the time of dissolution, and in so far as effect cannot be given to such provision, then such property shall be disposed of at the discretion of the Board of Directors for some charitable purpose or purposes.

THE COMPANIES ACTS, 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
THE CENTRAL COUNCIL OF PHYSICAL RECREATION

Adopted at the Annual General Meeting on 19 July 2006

GENERAL

- 1 In these Articles the words in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context:

WORDS

Act	the Companies Act, 1985 as amended by the Companies Act, 1989 and as further modified by any statutory modification or re-enactment thereof for the time being in force;
Appointed Directors	Directors appointed by the Board in accordance with Article 32(B) (iv);
Articles	these Articles of Association of the Company;
Associate Member	an organisation admitted to associate membership by the Board in accordance with Article 7(D). An Associate Member shall not be a Member but shall have the rights set out in Article 29(B);
Authorised Representative	an individual so nominated by a Member Organisation in accordance with Articles 6(A) and (D);
Board	the board of Directors from time to time of the CCPR;
CCPR	the above named Company;
Chair	the Chair of the CCPR from time to time appointed in accordance with Articles 11(C) and 52;
Chief Executive	the chief executive of the CCPR from time to time appointed in accordance with Article 42 (A);
Deputy Chair	the Deputy Chair of the CCPR from time to time appointed in accordance with Articles 11(C) and 52;
Director	a director, as defined in the Act;
Divisions	such groups of the membership as are governed by Article 31;
Electronic Communication	has the meaning as ascribed to it in the Electronic Communications Act 2000;
Electronic Signature	has the meaning ascribed to it in the Electronic Communications Act 2000;
General Council	the body established in accordance with Article 39;

Honorary Member	an individual admitted by the Board to honorary membership in accordance with Article 7. An Honorary Member shall not be a Member but shall have the rights set out in Articles 7(C), 29(A), 30(B) and 31;
Member	a company law member of the CCPR for the purpose of the Act. Only Member Organisations shall be Members;
Member Organisation	an organisation admitted as a member of CCPR in accordance with Articles 5 and 6;
Month	calendar month;
Office	the registered office of the CCPR;
Officers	the officers of the CCPR from time to time holding the posts set out in Article 11(B);
President	the President of the CCPR from time to time appointed in accordance with Articles 11(C) and 48;
Seal	the Company seal of the CCPR;
Treasurer	the treasurer of the CCPR from time to time appointed in accordance with Articles 11(C) and 48;
Vice Presidents	individuals appointed by the Board to the position of Vice President in accordance with Article 12;
in writing	means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including Electronic Communications.

Words importing the singular number only include the plural number, and vice versa.

Subject as above, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the CCPR shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

- 2 The number of Members is unlimited.
- 3 CCPR shall keep a register of Members and every Member of the CCPR shall complete an application for Membership in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
- 4 The CCPR is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 5 All organisations which are recorded in the Company's register of Members at the date of the adoption of these Articles shall be deemed to be Member Organisations for the purposes of these Articles and shall remain Members and the Board shall at its sole discretion admit other organisations in accordance with these Articles to Members of the CCPR and their names shall be entered in the register of Members accordingly. The Board may in their absolute discretion decline to accept any applicant as a Member and need not give reasons for so doing.
- 6
 - (A) Member Organisations shall be admitted from time to time by the Board. Each Member Organisation which is admitted shall nominate an individual as its Authorised Representative to act on its behalf who, for the avoidance of doubt, shall not thereby him/herself become a Member of the CCPR.
 - (B) A Member Organisation shall be (i) a national governing body of, or other national body concerned and interested in, sport and physical recreation; or (ii) a voluntary, representative, multi-sport/physical recreation organisation.
 - (C) Applications for membership by organisations shall be made in writing to the Chief Executive on such terms as the Board shall require.

- (D) Member Organisations shall nominate, cancel the nomination of, and replace their respective Authorised Representative by notice in writing to the Chief Executive signed by a senior officer of the Member Organisation. An Authorised Representative so nominated shall be entitled to exercise the same powers on behalf of the Member Organisation nominating him/her as the Member Organisation could itself exercise but in the event of more than one Member Organisation appointing the same individual as its Authorised Representative s/he shall be entitled at a General Company Meeting or Divisional meeting to only one vote on any one resolution or election.
- 7 (A) Honorary Members shall be all those who were registered as Individual Members of the Company prior to the date of adoption of these Articles and individuals concerned or interested in sport and physical recreation and shall include ex officio any of the President, Vice Presidents, Officers and Directors (appointed in accordance with Articles 11, 12 32 and 52) who are not otherwise Authorised Representatives of Member Organisations.
- (B) Honorary Members will be admitted subject to (A) above at the discretion and invitation of the Board and on terms laid down by the Board. Honorary Members may be removed at any time at the discretion of the Board. Subject to the Articles the Board may make regulations concerning Honorary Membership.
- (C) Honorary Members, subject to Article 31F, shall have the right to vote in any Division of which they are a member, on the General Council if they are a member and on any committee to which they are appointed. For the avoidance of doubt, except in the case identified in Article 29(A), Honorary Members do not have a vote at general meetings of the Company.
- (D) Associate Membership may be granted (and removed) by the Board on such terms as the Board may decide, to any organisation not within Article 6(B) but whose recognition it considers to be beneficial to the CCPR's objects. Subject to the Articles the Board may make regulations concerning Associate Membership.
- 8 Every Member Organisation, Honorary Member and Associate Member of the CCPR shall be held to have agreed to be bound by these Articles and shall be bound to further to the best of their ability the objects and interests of the CCPR.
- 9 (A) A Member who desires to withdraw from the CCPR shall give notice in writing to the Chief Executive of such intention, and upon the receipt of such notice shall cease to be a Member.
- (B) The membership of a Member Organisation shall not be transferable unless it is purely a change of name and a Member Organisation shall cease to be a Member if it ceases to exist.
- (C) A Member shall cease to be a Member of the CCPR upon the expiration of seven days after service on him/her by the Board of a notice requiring him/her to withdraw from the CCPR pursuant to a resolution of the Board passed at a meeting specially convened and held and of which the Member concerned shall have been given reasonable notice shall have been given a reasonable opportunity of attending and being heard.
- (D) A Member Organisation shall cease to be a Member of the CCPR if it has failed to pay any subscriptions due and the Board resolves to remove the Member.
- 10 The Board shall have power to make, vary and repeal regulations concerning subscriptions for Member Organisations, Associate Members and Honorary Members as appropriate.

PRESIDENT AND OFFICERS

- 11 (A) The CCPR shall have a President whose appointment shall be made in accordance with Articles 11 (C) and 48.
- (B) The Officers of the CCPR shall be a Chair, a Deputy Chair and a Treasurer.
- (C) At the Annual General Meeting in every odd-numbered year the President and Treasurer shall retire from

office but shall be eligible for re-election in accordance with Article 48. Any casual vacancy in either office may be filled by the Board. Officers other than the Treasurer shall be appointed by the Board in accordance with Article 52 provided that, (subject to Article 35), a Chair who has held that office for six consecutive years shall not be eligible for re-appointment to that office for a period of two years and a Deputy Chair who has held that office for six consecutive years shall not be eligible for re-appointment to that office for a period of two years.

VICE PRESIDENTS

- 12 The Board shall have power to appoint such individuals as Vice Presidents of the CCPR on such terms and for such periods as the Board shall think fit. A Vice President will not be eligible for any elected office within CCPR but can be appointed by the Board to serve in other capacities from time to time.

The Vice Presidents will provide, both collectively and individually, advice, support and wise counsel to the Board, the Chair, the Deputy Chair, the Treasurer, the Chief Executive, the Divisional Chairs and others as appropriate.

PATRONS

- 13 The Board may in its discretion appoint any person to be a Patron of the CCPR (and remove any Patron) on such terms as they shall think fit.

A Patron shall have the right to attend and speak (but not vote) at any General Meeting of the CCPR and to be given notice of General Meetings as if a Member and shall also have the right to receive accounts of the CCPR when available to Members.

GENERAL MEETINGS

- 14 The CCPR shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 15 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 16 The Board may whenever they think fit convene an Extraordinary General Meeting. The Board shall call a General Meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at General Meetings and stating the purpose for which they wish a meeting to be held. In default, the requisitionists may call a General Meeting in accordance with the Act.

NOTICE OF GENERAL MEETINGS

- 17 Twenty one days' notice at least of every Annual General Meeting and of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) shall be given in manner hereinafter mentioned to Members and such persons including the Auditors as are under these Articles or under the Act entitled to receive such notices from the CCPR. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any Member or other person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding which took place, at any meeting.
- 18 Every notice calling a General Meeting shall specify the place, day and time of the meeting, whether it is an Extraordinary General or Annual General Meeting, and the general nature of the business to be transacted. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as an extraordinary resolution or as a special resolution, the notice shall include the terms of the proposed resolution.
- 19 Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes:
- (A) Considering the income and expenditure account and balance sheet and the reports of the Board and of the Auditors.
 - (B) Receiving a report on the election of the President, Treasurer and other Directors in place of those retiring.
 - (C) Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

PROCEEDINGS AT GENERAL MEETINGS

- 20 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten members present through their Authorised Representatives, shall be a quorum.
- 21 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chair shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 22 The President or in his absence the Chair or in his absence the Deputy Chair shall preside as chair at every General Meeting, but if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same and willing to preside, the Members present shall choose some Director, or if no such Director be present, or if all the Directors present decline to take the chair, they shall choose some Authorised Representative of a Member Organisation or Honorary Member of the CCPR who shall be present to preside.
- 23 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 24 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded by the chair of the meeting or by at least three persons present and entitled to vote or by such Members present and representing one tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the chair of the meeting that a resolution has been carried or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the CCPR shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 25 Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 26 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall subject to Article 48 (A) (iv) be entitled to a second or casting vote.
- 28 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

- 29 (A) An Honorary Member shall not be entitled in that capacity to vote at General Meetings save that the chair of the meeting, if an Honorary Member, shall for the purpose of exercising a casting vote pursuant to Article 27, be entitled to the casting vote.
- (B) An Associate Member shall not be entitled to propose or second a motion nor to vote at General Meetings but may attend and at the invitation of the chair of the meeting may speak.
- 30 (A) Subject to 30(C) below every Member Organisation present through its Authorised Representative duly appointed in accordance with Articles 6(A) and (D) shall have one vote.

- (B) Every Director and every Honorary Member shall be entitled to be present and to speak at any General Meeting.
- (C) Proxy voting shall not be permitted but any Member Organisation shall be entitled to nominate an alternative person, not being the Authorised Representative nor alternative representative of another Member Organisation, to act on its behalf at any General Meeting from which its appointed Authorised Representative is absent, such nomination to be deposited at the Office normally not less than 48 hours before the time appointed for the meeting or adjourned meeting but acceptable up to the start of the meeting at the discretion of the chair of the meeting.

DIVISIONS

- 31 (A) Member Organisations shall and Honorary Members may be allocated to one or more of a number of Divisions of the CCPR. The Board shall approve from time to time the number and type of Divisions, following consultation with the Divisions and the General Council. These Divisions will meet as appropriate and as approved by the Board from time to time.
- (B) These Divisions shall:-
- (1) perform such powers and duties as may from time to time be delegated to them by the Board;
 - (2) deal with matters of common interest to their members including all such matters as may be referred to them by the Board;
 - (3) nominate representatives to committees and sub-committees as required by the Board
- and may:-
- (4) make nominations of candidates for membership of the Board for the purposes of Articles 47 and 48.
- (C) A Member Organisation shall be allocated primarily to one of the Divisions as its principal Division but may be in membership also of one or more further Divisions, all such allocations to be agreed by the Board.
- (D) At its last scheduled meeting before the Annual General Meeting in each odd-numbered year, each Division shall elect its own chair and deputy chair to hold office as such Divisional Chair and Divisional Deputy Chair for the two years commencing at the conclusion of the said Annual General Meeting and expiring at the conclusion of the Annual General Meeting in the next following odd-numbered year. A Divisional Chair or Deputy Divisional Chair who has held that office for six consecutive years shall not be eligible for re-election to that office for a period of two years.
- (E) For all purposes other than those specified at Article 31(F) the Officers shall be members ex-officio of the Divisions;
- (F) For the purpose of elections under Articles 31(B)(3), 31(B)(4) and 31(D) only Authorised Representatives of Member Organisations and Honorary Members shall be entitled to propose candidates or to vote and only in their respective principal Divisions. For all other purposes relating to the business of the Divisions Honorary Members and other representatives of Member Organisations shall have full rights, including voting, in all Divisions of which they are members.

BOARD OF DIRECTORS

- 32 (A) Unless otherwise determined by ordinary resolution of Members at a General Meeting, the number of Directors shall be subject to a maximum of twelve but shall be not less than eight.
- (B) The Directors shall be:
- (i) the Treasurer, (elected by the General Council);
 - (ii) the Chief Executive (ex officio);
 - (iii) a maximum at any one time of eight individuals elected by the General Council to take effect at the conclusion of the Annual General Meeting of the Company following such election;

- (iv) up to two individuals appointed by the Board in accordance with Article 35;
- (v) any person co-opted to fill a casual vacancy in accordance with Article 34.

33 There shall be no upper age limit for Directors.

34 Individuals to fill casual vacancies may from time to time be co-opted by the Board. Such individuals co-opted to fill a casual vacancy shall hold office until the next Annual General Meeting but shall be eligible for re-nomination or re-election.

35 The Board shall have power at any time and from time to time to appoint such individuals as it considers appropriate as Appointed Directors to serve for a renewable term of up to two years subject to a maximum continuous period of six years.

DUTIES AND POWERS OF THE BOARD

36 (A) The business of the CCPR shall be managed by the Board who may exercise all such powers of the CCPR and do on behalf of the CCPR all such acts as may be exercised and done by the CCPR, and as are not by statute or by these Articles required to be exercised or done by the CCPR in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the CCPR, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the CCPR in General Meeting, but no regulation made by the CCPR in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

(B) The Board shall make and from time to time revise such Regulations and Standing Orders as it may think fit for the proper conduct of the CCPR's affairs, including the procedure for the election of a Chair and Deputy Chair and, as agreed with the General Council, the procedure for meetings of the General Council.

37 The members for the time being of the Board may act notwithstanding any vacancy in their number; provided always that in case the members of the Board shall at any time be or be reduced in number to less than eight it shall be lawful for them to act as the Board for the purpose of filling vacancies in their number, or of summoning a General Meeting, but not for any other purpose.

CONFLICT OF INTEREST PROCEDURE

38 Whenever a Member or Director has a personal interest in a matter to be discussed at a meeting of the Board or committee of the Board, the Director concerned must:

- (A) declare an interest at or before discussion begins on the matter;
- (B) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (C) not be counted in the quorum for that part of the meeting;
- (D) withdraw during the vote and have no vote on the matter.

GENERAL COUNCIL

39.1 There shall be a General Council whose role shall be to:

- (A) assist the Board with input from all aspects of the CCPR operations;
- (B) advise on the development of strategy;
- (C) elect Directors in accordance with Article 32 (B) (iii) and;
- (D) elect the Treasurer and President in accordance with Articles 47 and 48.

39.2 The General Council shall meet at least twice in any year and shall be constituted as follows:

- (A) The Chair
- (B) The Deputy Chair
- (C) The Treasurer
- (D) The Chief Executive
- (E) The most recent past CCPR Chair
- (F) Divisional Chairs
- (G) Divisional Deputy Chairs
- (H) Two Vice Presidents appointed for this purpose by the Vice Presidents in such manner as they think fit
- (I) The current Chair of CCPR Enterprises Ltd
- (J) The Chair of the Regional Committee
- (K) One representative from the Ethics and Equity Committee.

Alternates for categories (F) to (K) above as required.

- 39.3 The date, time and venue of the meetings shall be fixed by the Chair and, unless the Chair decides that urgent circumstances require shorter notice, at least 42 days' notice of the meeting shall be given to all members of the General Council (with a copy to all Members) together with a summary of business to be transacted. An agenda of the business to be transacted at the meeting shall be given not less than 14 days prior to the meeting.
- 39.4 The General Council shall meet in April/May of each year (the "Spring" Meeting) in order to elect the President, Treasurer and Directors as appropriate in accordance with Articles 11(C), 32 (B) and 48.
- 39.5 The Chair shall chair meetings of the General Council, but if the Chair is not present within five minutes after the time appointed for holding the meeting, the Deputy Chair will chair the meeting but if the Deputy Chair is not present the members present shall choose one of their number to be chair of the meeting.
- 39.6 The General Council may regulate their meetings by Standing Orders as they shall agree. The quorum necessary for the transaction of business shall be 15. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall have a second or casting vote.

COMMITTEES AND SUB-COMMITTEES

- 40 The Board shall from time to time establish and appoint such regional, specialist and other committees and sub-committees as they may think fit for the better and more effective conduct of the affairs of the CCPR and may delegate thereto such of the powers and duties of the Board as they may think fit and may revoke such delegations. Such committees and sub-committees shall consist of such persons (whether or not members of the Board) as the Board may appoint.
- 41 The meetings and proceedings of any specialist or regional committee or committees referred to in Article 40 and of the Divisions shall be governed by such Regulations and Standing Orders as the Board shall from time to time prescribe (subject in the case of the Divisions to the provisions of Article 31). Such committee or committees including the Divisions shall in the execution of any powers delegated to it or them by the Board conform to any Regulations and Standing Orders imposed by the Board.

All acts and proceedings of such committees including the Divisions shall be reported at regular intervals to the Board.

CHIEF EXECUTIVE AND COMPANY SECRETARY

- 42 (A) A Chief Executive of the CCPR shall be appointed by the Board.
- (B) The Board may from time to time appoint a company secretary.

THE SEAL

- 43 The seal of the CCPR shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the company secretary and the said persons shall sign every instrument to which the seal shall be so fixed in their presence, and in favour of any purchaser or person bona fide dealing with the CCPR such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

- 44 The office of Director shall be vacated:
- (A) If a receiving order is made against him/her or s/he makes any arrangement or composition with his creditors.
 - (B) If s/he becomes of unsound mind.
 - (C) If s/he ceases to be eligible in accordance with Article 32.
 - (D) If by notice in writing to the CCPR s/he resigns his office.
 - (E) If s/he ceases to hold office by reason of any order made under the Company Directors Disqualification Act, 1986.
 - (F) If s/he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

RETIREMENT NOMINATION AND ELECTION OF PRESIDENT, TREASURER AND DIRECTORS

- 45 (A) At each Annual General Meeting the following Directors shall retire:
- (i) any Director co-opted during the year to fill a casual vacancy pursuant to Article 34;
 - (ii) sufficient (if any required) of the Directors holding office pursuant to Article 32 (B) (iii) to ensure that there are at least four such vacancies available to be filled by election by the General Council.
- (B) The Directors to retire pursuant to Article 45 (A) (ii) shall be those who have served longest in office since their last appointment or re-appointment. As between Directors who have served for an equal length of time, the Directors to retire shall (unless they otherwise mutually agree) be determined by lot.
- (C) The election of Directors to fill the vacancies that have arisen shall be held pursuant to Article 48.
- 46 The retiring President, Treasurer and Directors shall remain in office until the conclusion of the Annual General Meeting at which they retire.
- 47 Nominations for elections to the office of President, Treasurer or Director in accordance with Article 39.1 (C), together with the consent of each such person to serve, shall be notified to the Chief Executive at least 28 days prior to the Spring meeting of the General Council.
- 48 The President, Treasurer and other Directors shall be elected in the following manner:
- (A) (i) Any two Directors or Authorised Representatives of Members Organisations who are not themselves candidates for these offices may nominate any individual(s) to serve as President, Treasurer or other Director.
 - (ii) Any Division may in accordance with Article 31(B)(4) nominate any individual for election as Treasurer or other Director.
 - (iii) Eligibility, numbers and nominations for the Board shall be in accordance with Articles 32-35.
 - (iv) If more than one candidate is nominated either for the office of President or for the office of Treasurer or if the number of persons nominated as Director shall exceed the maximum number fixed pursuant to Article 32 a ballot shall be held at the Spring General Council Meeting for the election of such President or Treasurer or Directors as the case may require. Balloting lists shall show the candidates' names in alphabetical order, with the names of not more than two of their

nominators. Candidates who receive the largest numbers of votes up to the available number of vacancies shall be elected and in case of an equality of votes the tied candidates shall be submitted to a further ballot and if this does not resolve the matter the unfilled places shall be regarded as casual vacancies to be filled in accordance with Article 34.

(B) Subject as aforesaid the Board may make regulations to ensure that not less than the minimum number of Directors prescribed by or pursuant to Article 32 shall be nominated for election and may make such further regulations for the holding of ballots as they shall think fit.

(C) The election of Directors shall take effect on the retirement of the outgoing Directors pursuant to Article 46.

49 Without prejudice to any statutory provision for the time being in force relating to the removal of Directors by ordinary resolution, the Members may by extraordinary resolution remove any Director before the expiration of his/her period of office. The vacancy so created may be filled as a casual vacancy in accordance with Article 34.

PROCEEDINGS OF THE BOARD

50 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chair shall have a second or casting vote.

51 The Chair or not less than four members of the Board may, and on the request of the Chair or not less than four members of the Board the Chief Executive shall, at any time, summon a meeting of the Board by notice served upon the several members thereof. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

52 Subject to Article 11(C) the Board shall from time to time appoint from among its members a Chair and a Deputy Chair to preside at meetings of the Board, and may determine the length for each period of term that each is to hold office. The Chief Executive shall be excluded from any voting process regarding the appointment of the Chair or Deputy Chair. If no such Chair or Deputy Chair be appointed, or if at any meeting neither the Chair nor the Deputy Chair be present within five minutes after the time appointed for holding the meeting and willing to preside, the members present shall choose one of their number to be Chair of the meeting. If the Chair or Deputy Chair ceases to be a Director of the CCPR his/her appointment as Chair or Deputy Chair will automatically terminate.

53 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulation of the CCPR for the time being vested in the Board generally.

54 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting with the authority of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.

55 The Board shall cause proper minutes to be made of all appointments made by the Board and of the proceedings of all meetings of the CCPR and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56 A resolution in writing signed (including by way of Electronic Signature) by all the members for the time being of the Board or of any specialist or regional committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

57 The Board shall cause proper books of account to be kept in accordance with the Act.

58 The CCPR in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the CCPR or any of them, and subject to such conditions and regulations the accounts and books of the CCPR shall be open to the inspection of Members at all reasonable times during business hours.

59 At the Annual General Meeting in every year the Board shall lay before the CCPR a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

AUDIT

60 Once at least in every year the accounts of the CCPR shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

61 Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

62 A notice may be served by the CCPR upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at their registered address as appearing in the register of Members or by Electronic Communication with the Member's agreement (recorded in writing).

63 Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the CCPR an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the CCPR.

64 Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

INDEMNITY

65 Subject to the provisions of the Act, the Memorandum and these Articles, every Director and the holder of every office of the CCPR shall be entitled to be indemnified by the CCPR against all charges, costs, losses, expenses and liabilities incurred by them in good faith in the execution of their responsibilities relating to the CCPR.

DISSOLUTION

66 Clause 8 of the Memorandum of Association of the CCPR relating to the winding up and dissolution of the CCPR shall have effect as if the provisions thereof were repeated in these Articles.



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