



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
BOXING SCOTLAND LIMITED

(As amended 2021)

**INTERPRETATION**

**1 In these Articles**

<b>“Accountable Officer”</b>	Means the Accountable Officer of the Company as appointed or termed from time to time.
<b>“Act”</b>	Means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
<b>“AIBA”</b>	Means the International Boxing Association or such other recognised international governing body for Olympic Boxing.
<b>“AIBA Regulations”</b>	Means the AIBA Statutes, the AIBA By-laws, the Technical & Competition Rules issued by AIBA from time to time, the AIBA Code of Ethics, the AIBA Disciplinary Code and Procedural Rules and the AIBA Anti-Doping Code.
<b>“Articles”</b>	Means the Articles of Association of the Company.
<b>“Casting Vote”</b>	Means an additional vote over and above the Chair's deliberative vote which may be utilised in the event deadlock.
<b>“Club”</b>	A boxing club forming, or applying to become, a Member of the Company

<b>“Director”</b>	Means a statutory director of the Company.
<b>“Districts”</b>	Means the Western, Eastern and Northern Districts as specified in Article 4.
<b>“District Committee”</b>	Means a committee for the District made up of and appointed in line with instructions issued by the Company from time to time.
<b>“Board of Directors”</b>	Means the Board of Directors of the Company as specified in Article 6.
<b>“General Meeting”</b>	Means any Meeting of the Members of the Company.
<b>“Officers”</b>	Means a director of the Company or member of the Board of Directors.
<b>“Olympic Boxing”</b>	Shall have the definition adopted and as varied from time to time by AIBA.
<b>“Ordinary Resolution”</b>	Has the meaning given in section 282 of the Companies Act 2006 and Article 14.4 herein.
<b>“Regulations”</b>	Means as defined within Article 6.9 herein.
<b>“Special Resolution”</b>	Has the meaning given in section 283 of the Companies Act 2006 and Article 14.4 herein.
<b>“Memorandum”</b>	Mean the Memorandum of Association of the Company: in these Articles
	(i) Words contained in these Articles which are not defined in these Articles but are defined in the Act have the same meaning as in the Act unless inconsistent with the subject or context;
	(ii) References to any provisions of any legislation shall include any modification or updates to the legislations; and
	(iii) Headings are inserted for convenience only and do not affect the construction of these Articles.

## **Article 2      Membership**

- 2.1      The subscribers to the Memorandum and such bodies as are admitted to membership in accordance with the Articles shall be members of the Company (hereinafter referred to as “Members”).
- 2.2      Any properly constituted Boxing club based in Scotland which undertakes to accept the provisions of the Memorandum and the Articles and to abide by the Regulations and the AIBA Regulations shall be eligible to apply for membership.

- 2.3 All applications for membership shall require to be in writing and in such form as the Board of Directors may require. Applications for membership shall require to be signed by the secretary of the Club and shall be accompanied by a copy of its constitution and rules, which shall be in accordance with these Articles and the AIBA Regulations, a list of its office bearers and a list of its members with addresses. All applications shall be sent to the Board of Directors whose decision shall be final.
- 2.4 The privileges of membership shall not be transferable.
- 2.5 All Members must have ownership or secure rights of access to suitably equipped accommodation for boxing so as to enable practical boxing instruction to be provided on at least two sessions each week (unless confirmed otherwise by the company).
- 2.6 All Members, including Districts must keep proper records, including a membership roll detailing all users and a bank account, all of which will be required to be provided on request at any time to the Board of Directors. To avoid doubt, the Board of Directors shall have the power to investigate the affairs of and visit any Member to ensure compliance with these Articles and the Regulations.
- 2.7 Members, District Committees and individual members of Members are required to comply with the terms of the Company's insurance policies and any instruction issued by the Company.
- 2.8 Each Member, District Committee and member of a Member shall be bound by and shall abide by these Articles. Any failure by any such individual, Member or District so to act will render such an individual, Member, or District liable to be treated as having been guilty of misconduct.
- 2.9 Any Member shall cease to be a member of the Company and their name shall be removed from the register of Members accordingly, subject to the undertaking provided for in Clause 6 of the Memorandum if:
- (i) the Member resigns from membership by notice in writing given to the Accountable Officer and/or Board of Directors;
  - (ii) the Member's annual subscription remains unpaid after 31<sup>st</sup> December next following the date when it became due, and the Board of Directors resolves that such membership be terminated; or
  - (iii) the Member is expelled from membership by the Board of Directors in accordance with Article 16.

Any member of the Board of Directors or Company employee shall be permitted to visit any Club/Member or District committee meeting at their discretion on reasonable notice.

### **Article 3 Subscription**

- 3.1 Each Member shall pay a subscription annually or otherwise as may be determined from time to time by the Board of Directors. Annual subscriptions shall be due by 31<sup>st</sup> July of each calendar year. Failure to make payment by the relevant 31<sup>st</sup> July and submit fully completed affiliation details shall result in the defaulting Member being barred from participating in and benefiting from any of the activities of the Company and or the District of which the Club is a member until such time as the monies due are paid to the Company and all forms are completed properly and in their entirety.

- 3.2 The Company has the ability to determine that the registration of any boxer/official of any Member in default be transferred to any other Member at the request of the boxer/official provided that the Accountable Officer is satisfied that the default has not arisen merely as a result of an oversight.

#### **Article 4 Districts**

- 4.1 The territory over which the Company has jurisdiction in relation to boxing can be divided into three Districts namely:

4.1.1 **Western District**

The local authority areas of Argyle & Bute, Inverclyde, West Dunbartonshire, East Dunbartonshire, Renfrewshire, East Renfrewshire, North Ayrshire, East Ayrshire, South Ayrshire, City of Glasgow, North Lanarkshire, South Lanarkshire, and Dumfries and Galloway (as amended from time to time).

4.1.2 **Eastern District**

The local authority areas of Clackmannan, City of Edinburgh, Falkirk, Fife, East Lothian, Midlothian, West Lothian, Stirling and Scottish Borders (as amended from time to time).

4.1.3 **Northern District**

The local authority areas of the City of Aberdeen, Aberdeenshire, Angus, City of Dundee, Moray, Perth and Kinross, Orkney Islands, Shetland Islands, Highlands and Cromhairle nan Eilean Siar (as amended from time to time).

- 4.2 Any Club whose application for membership of the Company is granted shall automatically become a member of the District in which it is based.
- 4.3 The sole remit of the District(s) or any individual appointed by the Company for that District shall be to:
- (i) Issue permits for boxing event for the and on behalf of the Company; and
  - (ii) Arrange referees, judges and medical professionals for attendance at the Member boxing shows reference in 4.1.
- 4.4 The Districts shall at all times adhere to any instruction issued by the Company.

#### **Article 5 Management of the Company**

- 5.1 The business of the Company shall be overseen by the Accountable Officer in accordance with the provisions of the Articles.

#### **Article 6 Board of Directors**

- 6.1 The role of the Board of Directors shall be to act as the lead governance body for the sport of boxing in Scotland and to generate policy and strategy. The Board of Directors shall develop and implement the business plan, ensure effective financial management and shall monitor the performance of volunteers and professional staff.
- 6.2 All Directors will be required to meet the competence standard established by the Board of Directors and have suitable skills to meet the needs of the business.
- 6.3 All meetings of the Board of Directors shall be chaired by the Chair who shall conduct the business of such meetings in accordance with the provisions of the Articles.

- 6.4 The management and control of the Company and of its funds shall be vested in the Board of Directors. The funds of the Company shall be lodged at a Bank or Building Society, or such other suitable place as the Board of Directors may from time to time decide. Payments drawn on these accounts shall be signed by such officers that the Board of Directors may from time to time decide.
- 6.5 The Board of Directors may respectively delegate any of their powers to committees or commissions either of their own body or otherwise and such committees or commissions shall consist of such persons as the Board of Directors shall appoint. Such committees or commissions shall be subject to any of the Regulations laid down by the Board of Directors and the Board of Directors have the power to remove such committees or commissions at their sole discretion from time to time.
- 6.6 The quorum for the Board of Directors shall be one more than half the present Board of Directors as in place from time to time shall form a quorum.
- 6.7 Any person, whether a member of the Board of Directors or a committee shall be required to declare the nature and extent of any financial or other personal interest in the matters to be discussed by the Board of Directors or the committee, and where such arise to avoid conflicts of interest by way of such declaration either of a general nature to the Chair on an annual basis or of a specific nature to the Chair of the meeting in question. Where a conflict, real or potential, arises in any Board of Directors or committee meeting the member or members shall be required to leave the meeting for the remainder of the debate and the voting, after having had an opportunity of making a statement of their personal interest. Their absence shall be recorded in the minutes.
- 6.8 The Board of Directors shall keep minutes of their proceedings and must ensure that the Company keeps a record, for at least 10 years in a printable format from the date of the decision recorded, of every unanimous or majority decision taken by the Board of Directors.
- 6.9 The Board of Directors shall have power to make regulations, and arrangements as to all matters of business, duties, and management or otherwise which may be required and such rules, regulations, codes of conduct, policies and arrangements shall be known as "Regulations". Each Member, District Committee and member of Members agree to be bound by the Regulations.
- 6.10 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors. In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 6.11 The Board of Directors shall make recommendations for changes to the Articles for approval as a motion for consideration as a Special Resolution at any Extraordinary General Meeting.
- 6.12 The Board of Directors shall have the power to decide how many Board of Directors Meetings are held throughout the year in line with their duties under the Act. Such meetings may be held by telephone providing there is the technological equipment in situ to allow for such attendance.
- 6.13 A copy of the minute of each Board of Directors meeting shall be made publicly available as soon as the same are ratified.
- 6.14 Voting at Board of Directors Meetings shall be by a majority decision unless decided otherwise by the Directors.

- 6.15 The Board of Directors shall be remunerated in line with the Company's Financial Information & Procedures Policy.
- 6.16 A person ceases to be a Director as soon as:
- (a) 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;
  - (b) a bankruptcy order is made against that person;
  - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - (e) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

## **Article 7 Chair of Board of Directors Meetings**

- 7.1 The Chair shall be appointed by the Board of Directors from within its membership. Such appointment shall last until either the Board of Directors decide to revoke the appointment or the Chair resigns.
- 7.2 The main role of the Chair will be to chair the Board of Directors meetings and shall have a Casting Vote at Board of Directors Meetings over and above their deliberative vote.
- 7.3 In the event that the Chair is not present at any meeting of the Board of Directors, their place as Chair, in accordance with Article 7.1 shall be taken by an agreed member of the Board of Directors who shall be elected by those present.

## **Article 8 Accounts**

- 8.1 The Board of Directors shall cause accounting records to be kept in accordance with the Act.
- 8.2 The accounting records shall be kept at the Registered Office, or, subject to the Companies Act at such other place or places as the Board of Directors shall think fit and shall always be open to the inspection of the members of the Board of Directors.
- 8.3 Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.
- 8.4 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified financial advisors.
- 8.5 Financial advisors shall be appointed by the Board of Directors from time to time.

## **Article 9 Honorary Members**

The Board of Directors shall have power to grant honorary membership of the Company to any person as a reward for meritorious or outstanding service to the Company. Honorary members shall not be Members of the Company for any purpose whatsoever and in particular shall not incur any liability for the debts of the Company and shall have no voting rights.

## **Article 10 International Governing Body**

The Company shall affiliate annually to AIBA (or such other international governing body as appointed from time to time) and, shall be bound by their international rules.

## **Article 11 Responsibility of the National Federation**

Boxing Scotland is responsible for the sport of Olympic boxing in Scotland.

## **Article 12 General Meetings**

- 12.1 All motions for consideration must be forwarded and received by the Board of Directors via the Accountable Officer no later than one month before the General Meeting. Every Motion will be ruled competent unless the majority of membership of the Board of Directors consider it incompetent, and such decision will be announced to the General Meeting. The Agenda will be circulated no later than 7 days in advance of the General Meeting.
- 12.2 Only matters on the Agenda shall be voted upon.
- 12.3 A copy of the Notice convening the General Meeting, including the agenda, shall be forwarded by the Accountable Officer to the secretary of each Member not less than seven days prior to the date of the General Meeting.
- 12.4 In accordance with Section 313(1) of the 2006 Act, the accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 12.5 No amendment to the Company's Memorandum or Articles of Association shall be made unless by means of a Special Resolution passed at a General Meeting by not less than three quarters of the Members present entitled to vote and voting.
- 12.6 The Board of Directors shall convene a General Meeting at any time at the request of the majority of the Board of Directors or on receiving a requisition to that effect signed by the secretaries of at least ten percent of the Members having at the time of the requisition a right to vote at General Meetings. It shall be permitted for the Board of Directors to withhold the requisition if it is deemed to be incompetent or unclear until such time as a competently clear object can be achieved through correspondence with the proposers.
- 12.7 Subject to 12.6, such meeting shall be held not less than 14 days nor more than 21 days after the receipt of the requisition which shall state the object of the meeting, and no business other than that stated on the requisition shall be transacted at the meeting.
- 12.8 The Chair of General Meetings shall be appointed by the Directors; the Chair shall chair General Meetings if present and willing to do so. If the Directors have not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Directors present or (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting. The person chairing a meeting in accordance with this article is referred to as "the Chair of the meeting".
- 12.9 Directors may attend and speak at General Meetings, whether or not they are Members. The Chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a General Meeting.

12.10 The Board of Directors shall decide the date and venue of any such meeting.

**Article 13 Quorum at General Meeting**

The Quorum at General Meetings shall be delegates from at least 50% of the affiliated Members. 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, the meeting shall stand adjourned to the same day in the following week, at the same time and (or at such other place as the Board of Directors may determine) and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present, with entitlement to vote, shall be entitled to hold the meeting and vote on the business to be conducted thereat.

**Article 14 Voting at General Meetings**

- 14.1 Voting at both General Meetings shall be by ballot. In the event of an equality of votes, the Chair shall have a Casting Vote in addition to their vote as a Member (if applicable).
- 14.2 Voting by proxy shall be permitted at General Meetings. The appointment of a proxy shall not, however, preclude a Member from attending and speaking at the General Meeting concerned. The withdrawal of a proxy may only take place 48 hours before a meeting is held. The appointment of a proxy shall be executed in such format as the Board of Directors may determine. A vote is given in accordance with the terms of an instrument of proxy and shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed. This is provided that no revocation shall have been received at the administrative offices of the Company before the commencement of the General Meeting or adjourned meeting at which the proxy is used. The proxy appointment shall be deemed to confer authority to vote on any amendment of a motion for resolution put to the General Meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.
- 14.3 Voting at all General Meetings shall be on the basis of one Member – one vote notwithstanding the number of delegates representing each Member.
- 14.4 Any motion put for Ordinary Resolution shall be passed by a simple majority of the voting Members present and voting at the meeting, unless the Act specifies that the resolution shall be passed as a Special Resolution in which case it shall be passed by a majority of not less than 75% or as amended under the Act.

**Article 15 Delegates to Boxing Scotland Limited**

- 15.1 Any delegate representing a Member must be at least 18 years of age.
- 15.3 Each Member must have one delegate irrespective of their role within the Club.
- 15.4 The Board of Directors shall have power to reject or cancel the appointment of any particular delegate or delegates of any Member to the Company upon written confirmation of their reason(s).

**Article 16 Infringement of the Articles of Association or Regulations**

- 16.1 Each Member and member of a Member shall be bound by the Memorandum, Articles, Regulations of the Company and shall on application be supplied with copies as available of the same.



- 16.2 The Board of Directors shall have the power to censure, suspend or expel any Member or member of a Member in the event of the Member or member of a Member is not conforming to the Articles and Regulations of the Company, or
- 16.3 If the Member or member of a member conducts themselves in a manner considered to be detrimental to the credit and interest of the Company or attempts to obtain redress through any outside channel in any matter capable of being dealt with under the Articles and Regulations of the Company.
- 16.4 To avoid doubt, any and all disciplinary actions shall be taken in line with the disciplinary policies in place from time to time.

#### **Article 17 Appeals**

- 17.1 Every Member or a member of a Member, or a member of Board of Directors or of a committee thereof expelled, suspended, or otherwise aggrieved, shall have the right of appeal.
- 17.2 The order of appeal shall be to the next immediate layer of authority unless an immediate conflict of interest arises in which case the Board of Directors shall make alternate arrangements to ensure impartiality and fairness.

#### **Article 18 Dispute Resolution**

- 18.1 The Memorandum, Articles and Regulations are binding, but the Board of Directors shall have power to decide and determine:
- (i) Any dispute regarding the interpretation thereof;
  - (ii) Any matter not provided for therein.
- 18.2 Such decision will be effective forthwith.

#### **Article 19 Indemnity**

- 19.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Directors may otherwise be entitled, every such Member or other officer or member of the Board of Directors or professional advisor of the Company shall be indemnified out of the assets of the Company against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for.

#### **Article 20 Liability of Members**

- 20.1 The liability of each Member is limited to the annual affiliation fee. This being the amount that each Member undertakes to the Company in the event of its being wound up while they are a Member or within one year after their ceasing to be a Member, for:
- (a) payment of the Company's debts and liabilities contracted before the member ceases to be a Member;
  - (b) payment of the costs, charges, and expenses of winding up; and (c) adjustment of the rights of the contributories among themselves.

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