

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
AMATEUR BOXING SCOTLAND LIMITED

INTERPRETATION

1 In these Articles

“the Act”	means the Companies Acts including any statutory modification or re-enactment thereof for the time being in force.
“AIBA”	means Association Internationale de Boxe Amateur.
“amateur”	shall have the definition adopted and as varied from time to time by AIBA.
“the Articles”	means the Articles of Association of the Company.
“Bye-Laws”	means the Bye-Laws of the Company .
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Executive Board”	means the Board of Directors of the company as specified in Article 6.
“Districts”	means the Districts and its committees as specified in Article 4.
“executed”	includes any mode of execution.
“office”	means the registered office of the Association.
“the Memorandum”	means the Memorandum of Association of the Company.
“Secretary”	means the Secretary of the Company or any other person appointed to perform the

duties of the secretary of the Company, including a joint, assistant or deputy secretary.

“Director of Administration”

means the professional member of staff responsible for administrative matters within the company

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

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.
- 2.2 Any properly constituted amateur boxing club based in Scotland which undertakes to accept the provisions of Memorandum and Articles and to abide by all Bye-Laws 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 Executive Board may require. Applications for membership shall require to be signed by the President and the Honorary Secretary of the Club and shall be accompanied by a copy of its constitution and rules, a list of its office bearers and a list of its members with addresses. All applications shall require to be approved by the District Committee of the District in which the Club is based with a report prepared after a visitation by members of the district Committee prior to being considered by the Executive Board 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 to access to suitably equipped accommodation for boxing so as to enable practical boxing instruction to be provided on at least two sessions each week.
- 2.6 All Members must keep proper Club Books, including a membership roll and bank cash books, all of which will be required to be provided on request at any time to the Executive Board or the relevant District Committee.
- 2.7 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 Director of Administration/Finance;
 - (ii) the Member’s annual subscription remains unpaid after 31st December next following the date when it became due, and the Executive Board resolves that such membership be terminated;
 - (iii) the Member is expelled from membership by the Executive Board in accordance with Article 19.
- 2.8 It shall be the option of the District Committee to visit any Club on reasonable notice to ensure compliance with membership requirements.

Article 3 Subscription

Each Member shall pay a subscription annually or otherwise as may be determined from time to time by vote of a general meeting of the Company. Annual subscriptions shall be due by 31st July immediately prior to the Annual General Meeting in each year. The annual subscriptions shall be due by any Member

who has not given written notice of resignation prior to the Annual General Meeting after the relevant 31st July. Failure to make payment by the relevant 31st July shall result in the defaulting Member being debarred 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. In addition it shall be the option of the Director of Administration to determine that the registration of any boxer/official of the Member in default be transferred to any other Member at the request of the boxer/official provided that the Director of Administration are 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 amateur boxing shall 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.
- 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.
- 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.
- 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 Regulations relating to the governance of the Districts shall be made by way of Bye-laws and these Articles shall be construed in conjunction therewith.

Article 5 Management of the Company

- 5.1 The business of the Company shall be managed by the Executive Board in accordance with the provisions of the Articles. For the purposes of the Act the members of the Executive Board shall be the directors of the Company.
- 5.2 The Executive Board shall appoint a Committee to make recommendations for changes to the Articles to the Executive Board for approval and as a Motion for consideration at the next Annual General Meeting or any Extra Ordinary General Meeting. The membership of this committee shall be determined by the Executive Board and should be members with suitable skills and competences.

Article 6 Executive Board

- 6.1 Subject to the provisions of Article 5, the role of the Executive Board shall be to act as the lead governance body for the sport of amateur boxing in Scotland and to generate policy and strategy. The Executive Board shall monitor the attainment of the objects of the Company, develop and implement the business plan, ensure effective financial management and shall monitor the performance of professional staff.

- 6.2 The Executive Board shall comprise of 7 Directors (a) three members, one of whom are nominated by each of the Districts and (b) three other members appointed through an application process by the Executive Board to meet the needs of the Company and the Chairman as appointed in Article 7. All Directors will be required to meet the competence standard established by the Executive Board and have suitable skills to meet the needs of the business plan. No person may be a member of Executive Board for a consecutive period of more than nine years. If after a period of nine consecutive years a District wishes to re-nominate an Executive Board member and there is no other candidate nominated, balloted for, and elected by the District concerned, then that member should be allowed to continue in office.
- 6.3 The initial members of the Executive Board shall be appointed by the subscriber but thereafter the members of the Executive Board specified in Article 6.2 (a) shall be elected for a period of three years or otherwise in accordance with the Bye-laws of the Company. No person shall be eligible to be a member of the Executive Board if another member of the Executive Board is a member of the same Club in membership of the Company.
- 6.4 Each year the Executive Board shall publish the competences and skills needed to fulfil the role of a Director prior to the District nomination process.
- 6.5 Directors from the Districts (Article 6.2.a) shall be nominated for a three year term of office, and this term shall commence, or shall have commenced as the case may be, at the Annual General Meeting in the years set out below:-
- | | | | | | |
|-------------------------------------|-------------|-------------|-------------|--------------|--------------|
| <i>Director (Western District)</i> | <i>2008</i> | <i>2011</i> | <i>2014</i> | <i>2017.</i> | |
| <i>Director (Northern District)</i> | | <i>2008</i> | <i>2010</i> | <i>2013</i> | <i>2016.</i> |
| <i>Director (Eastern District)</i> | <i>2008</i> | <i>2009</i> | <i>2012</i> | <i>2015.</i> | |
- 6.6 Directors nominated by the District (Article 6.2 (a)) and the three other members (Article 6.2 (b)) will be appointed as Directors subject to meeting the competence standard and have the skills needed established by the Executive Board. This will be assessed through interview by the Chairman, one other Director and an independent representative determined by Sport Scotland.
- 6.7 Should the nominated Director from a District not meet the competence standard or have the skills required the District shall be requested to nominate a new candidate. Should a suitable person not be appointed the Executive Board shall have the power to appoint a Director for a period to the next Annual General Meeting.
- 6.8 The Executive Board shall collectively determine the role of each Director dependant on the need of the business plan. These will be determined by clear role descriptions established by the Executive Board.
- 6.9 Of the three people identified in Article 6.2 (b) one person shall be appointed to be Director of Finance and two other people invited by the Executive Board to act as Directors of the Company identified by skills needed to fulfil the needs of the business plan.
- 6.10 All meetings of the Executive Board shall be chaired by the Chairman who shall conduct the business of such meetings in accordance with the provisions of the Articles and the Bye-laws. In the event that the Chairman is not present at any meeting of the Executive Board, his place as Chairman shall be taken by the longest serving member of the Executive board who shall be elected by those present from among their own number.
- 6.11 The management and control of The Company and of its funds shall be vested in the Executive Board. The funds of the Company shall be lodged at a Bank or Building Society, or such other suitable place as the Executive Board may from time to time decide. Payments drawn on these

accounts shall be signed by such officers that the Executive Board may from time to time decide.

- 6.12 The Executive Board shall adopt and act upon the present Regulations, Bye-laws and Standing Orders of the Amateur Boxing Scotland so far as the same are not inconsistent with these Presents and unless and until the same shall have been duly altered or varied.
- 6.13 The Executive Board 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 Executive Board shall appoint. Such committees or commissions shall be subject to any of the Regulations laid down by the Executive Board.
- 6.14 The quorum for the Executive Board shall be fixed by the Articles of The Company and until otherwise provided four shall form a quorum.
- 6.15 The Executive Board meetings shall consider the matters arising from previous meetings, the financial position, progress made in achieving the business plan and other policy matters of concern.
- 6.16 All members of the Executive Board and its committees shall be entitled to vote on any question, save one that might affect with a view of personal material gain. In the event of discussion on such matter, 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.
- 6.17 Normally minutes of meetings will not show the actual votes recorded for or against a motion, but at any time a member can request that the voting be recorded in the minutes. In this case, the meeting will decide on the course of action to be adopted.
- 6.18 The Executive Board shall keep proper minutes of their proceedings and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by The Executive Board shall be deemed to be acts of the Executive Board within the meaning of these Presents.
- 6.19 The Executive Board shall defray out of the funds of The Company all expenses in respect of the business of The Company and all expenses of and incident to the formation and registration of The Company and arranging for and carrying out the succession to the Company
- 6.20 All acts done by any meeting of the Executive Board or by any person acting as a member of the Executive Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any persons so acting or that any person so acting was disqualified be as valid as if such person had been duly appointed as qualified.
- 6.21 The Executive Board shall have power to make regulations, and arrangements as to all matters of business, duties, management, regulation or otherwise which may be required and in particular the rules and regulations relating to all competitions run by, on behalf of or under the jurisdiction of The Company shall be within the power and under the control of the Executive Board and such rules, regulations, bye-laws and arrangements shall be known as "The Regulations".
- 6.22 Any committee or commission shall conform to any mode of proceedings and regulations which the Executive Board may make in that behalf and subject thereto determine and regulate their own proceedings in the same manner as the Executive Board.

Article 7 President and Chairman

- 7.1 The President shall be elected at the Annual General Meeting of the Company in rotation from the District associations. This election shall be from the nominations made by the appropriate district and will be as follows:
- | | | | | |
|-------------------|------|------|------|-------|
| Northern District | 2008 | 2011 | 2014 | 2017. |
| Western District | 2009 | 2012 | 2015 | 2018 |
| Eastern District | 2010 | 2013 | 2016 | 2019 |
- 7.2 The role of the President is to chair the annual general meeting and represent the Company at official events and functions. They will have no executive function and will not be a member of the board.
- 7.3 The Chairman shall be appointed by the Executive Board either from within its membership or from without and such appointment shall take place at the first Executive Board Meeting after the Annual General meeting each year and shall last until either the Executive Board decide to revoke the appointment or until the conclusion of the next Annual General Meeting of the Company
- 7.4 The main role of the chairman will be to chair the Executive Board meetings. The Chairman will be a Director of the company.

Article 8 Accounts

- 8.1 The Executive Board shall cause accounting records to be kept in accordance with the Companies 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 Executive Board shall think fit, and shall always be open to the inspection of the members of the Executive Board .
- 8.3 The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of The Company or any of them shall be open to the inspection of members not being members of the Executive Board, and no member (not being a member of the Executive Board) shall have any right of inspecting any account or book or document of The Company except as conferred by statute or authorised by the Executive Board or by The Company in General Meeting.
- 8.4 At the Annual General Meeting in every year the Executive Board shall lay before The Company a proper income and expenditure account for the period since the last preceding account made up to and including the 31st April of each year together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper records of the Executive 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 seven clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by the Companies Act.
- 8.5 **AUDIT**

- 8.6 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 Auditor or Auditors.
- 8.7 Auditors shall be appointed at each Annual General Meeting and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967, and sections 13 and 18 of the Companies Act 1976, the members of the Executive Board being treated as the Directors mentioned in those sections.

Article 9 Life Members

- 9 The Executive Board shall have power to grant Life Membership of the Company to any person as a reward for meritorious or outstanding service to the Company. Life 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 British Amateur Boxing Association

- 10 The Executive Board shall elect from among its members, delegates to represent the Company on the British Amateur Boxing Association being an inter-nation association within Great Britain for the purpose of maintaining a close and friendly relationship and exchange of news as a matter of common interest. (or a successor organisation recognised by UK Sport for this purpose).

Article 11 Commonwealth Games Council for Scotland

- 11 The Executive Board shall elect from its members, delegates to represent the Company on the Commonwealth Games Council for Scotland, being a federation of amateur sports association in Scotland to further in particular the representation of Scotland as a separate nation at the Commonwealth Games.

Article 12 Association Internationale de Boxe Amateur

- 12.1 The Company shall affiliation annually to the AIBA and, shall be bound by the Rules of AIBA in so far as international and inter-nation tournaments are concerned.
- 12.2 The Executive Board shall appoint, a delegate(s) to represent the Company at meetings of AIBA or any committee thereof.

Article 13 Annual General Meeting

- 13.1 The Annual General Meeting of the Company shall be held successively in each of the three Districts not earlier than the first Sunday and not later than the last Sunday in August of each year.
- 13.2 The business of the Annual General Meeting shall be conducted in the following order:-
- (i) Minutes of the last Annual General Meeting
 - (ii) President's Report
 - (iii) Executive Board's Annual Report including Financial Report
 - (iv) Instalment of Executive Board Members
 - (v) Election of Honorary President and President

- (vi) Motions on the Agenda. A motion which is ruled incompetent, or irrelevant, shall not be voted upon. The decision of the President shall apply.
- (vii) Any other competent business. It shall be competent for any delegate, at the discretion of the President, to raise any point of boxing interest either to inquire for information or to provoke discussion, **but not** calling for the decision of the meeting to be expressed by vote.

13.3 All motions for consideration must be forwarded and received by the President no later than 21 days before the Annual General Meeting. Every Motion will be ruled competent unless two thirds majority of membership of the Executive Board consider it incompetent, and such decision will be announced to the Annual General Meeting. The Agenda will be circulated no later than 7 days in advance of the Annual General Meeting.

13.4 Items under Article 13.2 (v) and (vi) shall only be passed if not less than two-thirds of those voting are in favour unless a higher majority is otherwise required by the Act.

13.5 Only matters on the Agenda shall be voted upon.

13.6 A copy of the Notice convening the Annual General Meeting, including the Agenda, together with a copy of the Accounts and Balance Sheet for the past season shall be forwarded by the Director of Administration to the Secretary of each Member not less than seven days prior to the date of the Annual General Meeting.

Article 14 Special General Meeting

14.1 The Executive Board shall convene a Special General Meeting at any time at the request of the majority of the Executive Board or on receiving a requisition to that effect signed by the President and Secretary of Nine Members.

14.2 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.

14.3 The Executive Board shall decide the date and venue of any such meeting.

Article 15 Executive Board Meetings

15.1 The Executive Board shall meet on at least six occasions a year normally on the **second** Sunday of the month. The Executive Board can arrange further meetings as required.

15.2 The President shall have the power to convene a meeting of the Executive Board at any time should in their opinion the urgency of the business justify same.

15.3 A copy of the minute of each Executive Board meeting shall be forwarded to the Hon Secretary of each Member as soon as the same are ratified.

Article 16 Quorum

The Quorum at Annual General Meetings shall be delegates from Seventeen Members, at Executive Board Meetings four members, and at Committee or Sub-Committee Meetings three members, for the transaction of any business.

Article 17 Voting

- 17.1 Voting at all meetings, except General Meetings, shall be by show of hands, or, if demanded by not less than two-thirds of the Members present, by ballot unless a higher majority is otherwise required by the Act. At General Meetings, voting shall be by ballot. In the event of an equality of votes, the President shall have a casting vote in addition to his vote as a member. Voting by proxy shall **not** be permitted.
- 17.2 Voting at all General Meetings shall be on the basis of **One Member – One Vote** notwithstanding the number of delegates representing each Member.

Article 18 Delegates to Amateur Boxing Scotland Limited

- 18.1 Any delegate representing a Member must be an amateur in accordance with the Company's definition of an amateur. Such delegate must be at least 18 years of age.
- 18.2 A delegate to the Company must be a member of the Club they represent and have paid all subscription monies due to that Club.
- 18.3 The Honorary Secretary of a Member shall be one of the Club's Members three accredited delegates to the Company. An active boxer or second shall not be the accredited delegate of a Member to the Company.
- 18.4 A delegate to the Company shall not second a boxer except with the prior sanction of the relevant District Committee.
- 18.5 The Executive Board shall have power to reject or cancel the appointment of any particular delegate or delegates of any Member to the Company on giving reason therefore.

Article 19 Infringement of Articles or Rules

- 19.1 Each Member on admission to membership of the Company shall be bound by the Memorandum, Articles and Bye Laws of the Company and Appendices thereto, and shall on application be supplied with a copy of same.
- 19.2 The Executive Board or appropriate District Committee 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 not conforming to the Articles and Bye-laws of the Company or if the Member be conducted, or member conduct himself, 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 Bye-laws of the Company. Each Member undertakes to impose upon their members and any official, boxer or second associated with such Member the foregoing powers in favour of the Company or the Executive Board or appropriate District Committee as the case may be.
- 19.3 Any member of a Member, official boxer, or other person acting under the authority or auspices of a Member, who has been summoned to appear before any Committee of the Company, may be suspended by any Committee of the Company, or appropriate District Committee and each Member undertakes to impose upon their members, officials, boxers and seconds the foregoing powers in favour of the Company or the appropriate District Committee as the case may be. Failure to appear will entitle the Executive Board, District Committee, or other relevant party to proceed in absence of the person.
- 19.4 The Company may make Bye-laws providing for a Disciplinary Code and dealing with the procedure for disciplinary and appeals hearings, the matters which will constitute disciplinary offences and the sanctions which may be exercised.

- 19.5 The Company may make Bye-laws regarding doping offences and the action which shall be taken against Members and against the members of Members, officials, boxers and seconds associated with a Member (and Members undertake to impose upon the said persons the powers in favour of the Company to take all action hereunder.

Article 20 Bye-Laws

- 20.1 The Executive Board have power to make, revoke or amend Bye-laws of the Company but these shall not come into effect until approved by a majority of two-thirds voting at a General Meeting of the Company.
- 20.2 Bye-laws can competently be made regarding any matter falling within the objects of the Company as set out in the Memorandum.

Article 21 Alteration to Articles Rules etc.

- 21.1 Any alterations, excision, amendment, or addition to the Articles or the Rules or Bye-laws of the Company shall only be made at a General Meeting of the Company, and then only if not less than two-thirds of those voting are in favour unless a higher majority is otherwise required by the Act.
- 21.2 Notice of any such proposed alteration, etc., must be given in writing to the President, not less than twenty-one days prior to the relevant General Meeting, and must be signed by the President and Secretary of the Member, the Chairman of the District Committee or the President as the case may be.
- 21.3 Notice thereof shall be sent by the Secretary to each Member not less than seven days prior to the date of the Annual General Meeting.

Article 22 Appeals

- 22.1 Every Member or a member of a Member, or a member of Executive Board or of a committee thereof expelled, suspended, or otherwise aggrieved, shall have the right of appeal.
- 22.2 The order of appeal shall be to the next immediate layer of authority.
- 22.3 Final appeal lies to the Executive Board of the Company, whose decision shall be binding on all parties concerned, unless reversed by a Meeting of the Company.

Article 23 Dispute Resolution

- 23.1 The Memorandum, Articles and Bye-laws are binding, but the Executive Board shall have power to decide and determine:-
- (i) Any dispute regarding the interpretation thereof;
 - (ii) Any matter not provided for therein
- 23.2 Such decision will be effective forthwith, but must be placed on the Agenda of the next Executive Board Meeting of the Company for ratification.

Article 24 Equality

- 24.1 The Executive Board is committed to the promotion of equality of opportunity in all fields.
- 24.2 The Executive Board strives to be an equal opportunities employer – intends that no job applicant or employee shall receive less favourable treatment on the grounds of gender, marital

or family status, age, disability, ethnic origin, creed, sexual orientation, trade union membership or by any other condition or requirement which cannot be shown to be justifiable. The Executive Board opposes all forms of unlawful and unfair discrimination.

- 24.3** The Executive Board understands its responsibility to promote sports equity. The Executive Board will ensure that all employees will be helped and encouraged to achieve their potential and will be treated fairly and with respect.

Article 25 Indemnity

- 25.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every such member or other officer or member of the Executive Board or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.