



**COMPANY NO. 2817909**

**THE COMPANIES ACT 1985 TO 1989**

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION AND MEMORANDA**

**of**

**THE AMATEUR BOXING ASSOCIATION OF ENGLAND LIMITED**

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**28 September 2009**

**INTERPRETATION**

1. In these Articles the following expressions shall (except where otherwise specified or the context otherwise requires) have the following meanings:

**Act** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**Articles** means these articles of association, as altered from time to time by special resolution;

**Associate Members** has the meaning given to it in Article 12;

**Auditors** means the auditors of the Company appointed from time to time;

**Board** means the Executive Directors, non-Executive Directors and Chief Executive or any of them acting as the board of directors of the Company;

**Chairman** means the chairman of the Board from time to time and separately Chairman of the Boxing Council of England;

**Championship Finals** means all national championship finals;

**Chief Executive** means the chief executive of the Company and Association from time to time;

**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;

**Company** means The Amateur Boxing Association of England Limited, a private company limited by guarantee registered in England and Wales with company number 2817909;

**Council** has the meaning given to it in Article 73;

**Executive Directors** means the executive directors of the Company from time to time. These posts are reserved to the six Board Directors with boxing experience and elected by the Members of the Company;

**General Meeting** means a general meeting of the Members of the Company, being either an annual general meeting or an extraordinary general meeting;

**Honorary Life Vice-Presidents** has the meaning given in Article 8;

**Members** means the members of the Company from time to time;

**Nomination Committee** means the committee appointed by the Company to select and appoint the first Executive Directors and non-Executive Directors pursuant to Article 45;

**Non-Executive Directors** means the non-executive Directors of the Company from time to time. These posts are reserved to the four Board Directors with commercial experience appointed by an external Selection Committee and agreed by the Members of the Company;

**Non-Voting Members** has the meaning given to it in Article 6;

**Office** means the registered office of the Company from time to time;

**Regional Association** means the Southern Counties Amateur Boxing Association, the Western Counties Amateur Boxing Association, the Eastern Counties Amateur Boxing Association, the Tyne Tees and Wear Amateur Boxing Association, the Yorkshire Amateur Boxing Association, the North West Region Amateur Boxing Association, the Home Counties Amateur Boxing Association, the London Amateur Boxing Association, the Midland Counties Amateur Boxing Association, Merseyside and Cheshire Amateur Boxing Association and any other Association recognised by a resolution of the Board as being a Regional Association and member of the Association from time to time;

**Secretary** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company from time to time;

**Standing Commissions** has the meaning given to it in Article 78 and the Appendix to the Articles of Association;

**United Kingdom** means Great Britain and Northern Ireland; and

**Voting Members** has the meaning given to in Article 4.

## **CONSTRUCTION**

2. In these Articles:

- (a) words denoting the singular number include the plural number and vice versa, words denoting the masculine gender including the feminine gender and words denoting persons include corporations;
- (b) words or expressions 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 (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;
- (c) subject to paragraph (b), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- (d) headings are inserted for convenience only and do not affect the construction of these Articles; and
- (e) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them.

## **CLASSES OF MEMBERSHIP**

3. The Company shall have two classes of Members, namely Voting Members and Non-Voting Members.

## **VOTING MEMBERS**

4. The following shall be Voting Members:

- (a) each of the Regional Associations;
- (b) the Combined Services Boxing Association; and
- (c) the Police Boxing Association of England.

5. Voting Members shall be entitled to receive notices of General Meetings and will be entitled to attend, speak and vote thereat.

## **NON VOTING MEMBERS**

6. There shall be three classes of Non-Voting Members, namely Honorary Life Vice-Presidents, Associate Members and Directors.
7. Non-Voting Members shall be entitled to receive notices of General Meetings and will be entitled to attend and to speak at General Meetings, but will not be permitted to vote thereat.

## **HONORARY LIFE VICE-PRESIDENTS**

8. Honorary Life Vice-Presidents shall be those individuals who, in the opinion of the Voting Members voting at a General Meeting, warrant recognition for their services to the sport of amateur boxing or to the Association and are appointed Honorary Life Vice-Presidents by a resolution of a General Meeting, together with those members created Honorary Life Vice-Presidents under the terms of Article 10.
9. Honorary Life Members shall be entitled to free admission to the Championship Finals and to other major boxing tournaments organised or run by the Company as shall be determined by the Board from time to time.
10. All members of the Association at 27 August 2005 who were not Voting Members in accordance with the terms of these Articles became Honorary Life Vice-Presidents.
11. Honorary Life Vice-Presidents will not be obliged to pay a subscription.

## **ASSOCIATE MEMBERS**

12. Associate Members shall be the National Association of Clubs for Young People and the British Universities Sports Association, and any other association, organisation or corporation which shall from time to time be appointed as an Associate Member by Members voting at a General Meeting.
13. The membership of any Associate Member may be terminated at any time by the Members at a General Meeting.
14. Without prejudice to Article 13, the Board in its absolute discretion may terminate the membership of any Associate Member if:
  - (a) the Associate Member fails to pay its subscription within one month of the due date; or
  - (b) in the opinion of the Board the conduct of the Associate Member is injurious or otherwise prejudicial or harmful to the character, reputation or interests of the Company.
15. An Associate Member who has had his membership terminated pursuant to Article 13 or Article 14 may appeal against such termination at the subsequent

Annual General Meeting of the Company, and may attend such meeting for that purpose even if otherwise not entitled to do so.

## **MEMBERSHIP SUBSCRIPTIONS**

16. The amount of the membership subscriptions shall be determined by the Members at each Annual General Meeting of the Company upon the recommendation of the Board. Subscriptions shall be due and payable on such date in each year as shall be determined by the Board.
17. All of the rights of a Member, including (without limitation) the rights to attend, speak and vote (where applicable) at General Meetings, shall be suspended in full:
  - (a) if the whole or any part of any membership subscription due from the Member is more than one month in arrears; and / or
  - (b) if the Member is bankrupt or insolvent (as applicable) or is subject to any arrangement or composition with his creditors generally.

## **AFFILIATIONS**

18. The Board may resolve to affiliate the Company with some other association, company or other body where it appears to the Board appropriate to do so (eg. UK Sport, European Amateur Boxing Association, International Amateur Boxing Association, Commonwealth Boxing Federation) and the British Amateur Boxing Association and the Board may accept affiliations from associations, companies or other bodies who have an interest in or association with amateur boxing on terms set by the Board.

## **SUBSCRIBERS NOT TO BE MEMBERS**

19. For the avoidance of doubt, and without prejudice to any letter or other instrument containing a resignation, from 27 August 2005 the original subscribers to the memorandum of the Company, namely Lesley Patricia Devins and Ian Brotzman, ceased to be members of the Association.

## **GENERAL MEETINGS**

20. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
21. The Board may call General Meetings whenever it thinks fit and, on the requisition of Members representing not less than one-tenth of the total voting rights of all the Members having at the time of the requisition a right to vote at General Meetings, shall within twenty-one days from the date of the deposit of the requisition proceed duly to convene an Extraordinary General Meeting for a date as soon as practicable thereafter.

## **NOTICE OF GENERAL MEETINGS**

22. Any Annual General Meeting, or any Extraordinary General Meeting called for the passing of a special resolution, shall be called by at least twenty-one clear days' notice. In the case of a meeting other than an Annual General Meeting or a meeting for the passing of a special resolution, such meetings shall be called by at least fourteen clear days' notice.
23. Without prejudice to Article 22:
  - (a) an Annual General Meeting of the Company may be called by shorter notice if it is agreed by all the Members entitled to attend and vote thereat; and
  - (b) an Extraordinary General Meeting may be called by shorter notice if is agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Members.
24. The notice shall specify the time and place of the General Meeting and the general nature of the business to be transacted.
25. The notice shall be given to all the Members, to any legal personal representative or the trustee in bankruptcy in the event of the death or bankruptcy of any Member and to the Auditors.
26. 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

27. No business shall be transacted at any General Meeting unless a quorum is present. Six persons entitled to vote upon the business to be transacted, each being a Voting Member or a proxy for a Voting Member, shall be a quorum.
28. 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 place (or at such other place as the Board 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 Voting Members (or their representatives, as the case may be) present shall constitute a quorum and shall be entitled to hold the meeting and vote on the business to be conducted thereat.
29. The Chairman of the Board (if present) or in his absence some other Director nominated by all Directors at the meeting shall preside as chairman of the meeting, but if neither the Chairman nor any Director is present within fifteen minutes after the time appointed for holding the meeting or being present is

unwilling to act, the Members present shall elect one of their number to be Chairman for the meeting.

30. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

### **VOTING AT GENERAL MEETING**

31. A resolution put to the vote at a General Meeting shall be decided by a ballot of the voting Members present and voting thereat.
32. Every Voting Member who is present in person or (being an association, organisation or corporation) is present by a duly authorised representative shall be entitled to exercise one vote at a General Meeting.
33. Any resolution put to the Members at a General Meeting 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 an extraordinary or special resolution in which case it shall be passed by a majority of not less than seventy-five per cent of the Voting Members voting in person or by proxy at the meeting.
34. In the case of an equality of votes the resolution being voted on will not be passed.
35. Any association, organisation or corporation which is a Voting Member may by resolution authorise such person as it thinks fit to act as its representative at any General Meeting of the association and may determine how that representative casts any vote notified in advance or may indeed send such a representative as a delegate and vote accordingly.
36. A resolution in writing executed by or on behalf of each Voting Member shall be as effective as if it had been passed at a General Meeting properly convened and held and may consist of several documents in the like form signed by one or more of the Voting Members.
37. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected is to be tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive if lawful.
38. A Voting Member may cast his vote in the ballot either personally or by proxy. The appointment of a proxy shall not preclude a Voting Member from attending

and speaking at the General Meeting concerned. The withdrawal of any proxy lodged may only take place 48 hours before a meeting is held.

- 39. The instrument appointing the proxy shall be executed in such manner as the Board may determine. If the appointer is a corporation the instrument shall be executed by a duly authorised officer, attorney or other person or under its common seal.
- 40. The instrument appointing a proxy and the power of attorney or other written authority under which it is executed or a true and complete copy shall be delivered personally or by post to the Office of the Amateur Boxing Association of England not less than 48 hours before the time appointed for holding the General

Meeting or adjourned meeting at which the person named in the instrument proposes to vote.

- 41. A vote is given in accordance with the terms of an instrument of proxy 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, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the General Meeting or adjourned meeting at which the proxy is used.
- 42. An instrument appointing a proxy shall be in the following form (or a form that is substantially similar) or in any other form which the Board may approve:

“THE AMATEUR BOXING ASSOCIATION OF ENGLAND LIMITED

I / We  
of  
being a Voting Member of The Amateur Boxing Association of England Limited hereby appoint  
of  
or falling him the duly appointed Chairman of the meeting as my / our proxy to vote for me / us on my / our behalf at the [annual or extraordinary] general meeting of the company to be held on the day of \_\_\_\_\_, and at any adjournment therefore. Any special directions as to how to vote on the resolutions proposed at the meeting are set out below. Unless otherwise instructed, the proxy will vote as he thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20

Special Voting instructions:

I wish my proxy to vote for / against the following resolutions:

□ “

43. The proxy appointment shall be deemed to confer authority to vote on any amendment of a 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.

#### **COMPOSITION OF THE BOARD**

44. Unless otherwise determined by an ordinary resolution of the Voting Members passed at a General Meeting by no less than (75%) of all voting Members of the Company, the Board shall consist of up to (but not more than) eleven Directors, including the Chief Executive. Each person will have equal voting rights, at the Board Meetings.
45. Without prejudice to the provision of any other part of these Articles, the initial Directors of the Company following the adoption of the original Articles of Association (27 August 2005) were appointed by the Nominations Committee. Each person having equal voting rights. In appointing these directors of the Company the Nominations Committee appointed them on terms of office of varying lengths so that a third of them shall retire from office after one year, a third of them shall retire from office after two years and a third shall retire after three years, provided that if their number is not three or a multiple of three the number nearest to one third shall retire from office in each case. In each case (2) Executive Directors and (1) non-Executive Directors will retire.
46. At the first and every subsequent Annual General Meeting of the Company following the adoption of these Articles, one third of the executive Directors shall retire from office pursuant to Article 45 and those eligible may offer themselves for re-election in accordance with the following provisions of these Articles governing the election of executive directors. Invitations to stand as an executive director will be announced 1 July each year.
47. The Board of the Company shall determine the number of positions on the Board to be up for election at any General Meeting, which shall reflect both the need to replace any Directors retiring by rotation or otherwise resigning from office and to fill any additional directorships that the Board may in its absolute discretion decide to offer for election (subject always to any number fixed by or in accordance with the Articles as the maximum number of Directors), details of which shall be notified to all Members in the notice convening the General Meeting pursuant to Article 24.
48. Any person, including an executive Director retiring by rotation, who wishes to be considered for election as an executive Director of the Company shall submit a copy of his curriculum vitae, together with a signed covering letter (not exceeding 500 words) stating his willingness to stand for election as a Director of the Company and setting out his reasons and credentials for standing, to the Company Secretary no later than ten clear days before the date of the meeting.

49. Not less than seven clear days before the date appointed for holding a General Meeting a list of all the candidates who have applied for election as Executive Directors to the Board, together with copies of their respective covering letters and curricula, shall be sent to all the Members.
50. In the event that no candidates have put themselves forward for election at the General Meeting, or where there are fewer candidates who have come forward than there are position available on the Board, the Chairman of the meeting shall call for nominations to be re-opened and advertised widely. If there are still fewer candidates than available executive directorships, or where the number of candidates equals the number of available directorships, then those candidates who have put themselves forward for election shall be automatically appointed to the Board.
51. In the event that there is a contested election (where the number of candidates who have put themselves forward for election exceeds the number of available positions on the Board) then the election of executive Directors to the Board shall be conducted by a ballot of the Voting Members at a General Meeting. Each Voting Member shall have one vote. Each Voting Member shall vote for his preferred candidate of those up for election and the candidates with the highest number of votes shall be declared elected to the available positions on the Board. For example, if there are three positions available the three candidates with the most votes will be elected. If on a ballot two or more candidates have an equal number of votes and a choice is to be made between them for an available executive directorship, then another ballot shall be taken in which the Voting Members shall vote for one or other of those two candidates only in order to determine which of them shall be elected. For all those Members of the Council, Directors and non-Executive Directors who have served (3) consecutive years will receive a jewel in recognition of their service to the sport.
52. Each year one third of all non-executive directors will retire.  
  
Any nominations will be passed to the Annual General Meeting for ratification
53. The Chairman of the Company must be a Director of the Board and shall be appointed by the constituent Members of the Board for a period no more than 1 year (or his / her remaining term of office, whichever is the shorter). A person may be elected Chairman for more than one term of office. The Chief Executive may not be elected as Chairman of the Board.
54. A Chairman of the Board may be removed for the following reasons:
  - (a) vote of no confidence carried by the Board of no less than two third majority
  - (b) failure to attend (3) consecutive meetings (unless agreed by the Board)
  - (c) resignation.

Upon being removed the person reverts to the position of executive or non-executive Director.

55. In the event of the Chairman not being in attendance for a Board meeting, the executive and non-executive Directors, will appoint a person to act for the period of the meeting.
56. In the event of a vacancy for Chairman of the Board, the Chief Executive will notify all Board Members informing them of a vacancy. The Chief Executive will then seek nomination(s) for the vacancy of Chairman, from all Board members to be returned within 7 days of the notice being served. The nomination(s) will then be put to a secret ballot at the next possible Board Meeting. Election of a new Chairman will be by a simple majority vote
57. The Board of Directors may appoint a person who is willing to act to be an executive Director, either to fill a vacancy or as an additional executive or non-executive Director of the Company, provided that the appointment does not cause the number of executive and non-executive Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of executive and non-executive Directors. An executive and non-executive Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall not be taken into account in determining the executive and non-executive Directors who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate the office at the conclusion thereof.
58. The Chief Executive will be appointed by the Board following an open and transparent recruitment process consisting at least of a public advertisement inviting any interested person to apply. It is the intention of the Company to have a mix of boxing and commercial experience on the Board, and the Company will aim to have six members of the Board who have detailed 'boxing' experience, and four members of the Board (non-executive Directors) with business and commercial experience and skills. It is acknowledged that these distinctions are neither precise nor rigid.

#### **POWERS OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

59. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the executive and non-executive Directors which may exercise all the powers of the Company. No alteration of the memorandum of association of the Articles and no such direction shall invalidate any prior act of the executive and non-executive Directors which would have been valid if that alteration had not been made or that direction had not been given.
60. The Board shall cause minutes to be made in books provided for the purpose of the names of those present at each meeting of the Board and of all resolutions and proceedings at all meetings of the Company, and of the Board, and of any Committee of the Board.

## **DELEGATION OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

61. The Board may delegate any of its powers to any Committee consisting of two or more executive or non-executive Directors and to the General Boxing Council. The Board may also delegate to any executive or non-executive Director such of its powers as the Board considers desirable to be executed by him or her. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate all or any of the powers delegated to one or more executive or non-executive Directors (whether or not acting as a Committee) or to any employee or agent of the Company. Any such delegation may be made subject to such conditions as the Board may specify, and may be revoked or altered. Subject to any conditions imposed by the Board, the proceedings of a Committee with two or more members shall be governed by these Articles regulating the proceedings of the Board so far as they are capable of applying, subject to paras 73 & 74 of these Articles.
62. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
63. The Board may appoint any person to any office or employment having a designation or title including the word "Director" or attach such a designation or title to any existing office or employment with the Company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment shall not imply that the holder is a Director of the Company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a Director of the Company for any of the purposes of these Articles.

## **PROCEEDINGS OF THE BOARD OF EXECUTIVE OR NON-EXECUTIVE DIRECTORS**

64. Subject to the provisions of these Articles, the executive and non-executive Directors may regulate their proceedings as they think fit. Any type of executive or non-executive Director may, and the Company Secretary at the request of any executive or non-executive Director shall, call a meeting of the executive or non-executive Directors. Notice of a meeting of the executive or non-executive Directors shall be deemed to be properly sent to a executive or non-executive Director if it is sent to him / her personally, or sent to him / her at his last known address or such other address (if any) as may for the time being be notified by him / her or on his behalf to the Company for that purpose. A executive or non-executive Director absent or intending to be absent from the United Kingdom may request the executive Directors or non-Executive Directors that notices of Board meetings shall during his absence be sent to him at such address (if any) as may for the time being be notified by him or on his behalf to the Association for that purpose, but such notices need not be sent any earlier than notices sent to Directors not so absent and, if no such request is made to the Directors, it shall not be necessary to give

notice of a Board meeting to any Director who is for the time being absent from the United Kingdom. No account is to be taken of executive Directors or non-Executive Directors absent from the United Kingdom when considering the adequacy of the period of notice of the meeting. Any executive Director or non-executive Director may waive notice of a meeting and any such waiver may be retrospective.

65. Questions arising at a meeting shall be decided by a majority of votes. The Chief Executive will have a vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
66. The quorum for the transaction of the business of the Directors may be fixed by the Board from time to time provided that it shall never be a number less than fifty per cent of the executive Directors and non-executive Directors in total.
67. The Board shall be chaired by the Chairman, in the absence of the Chairman within ten minutes after the time appointed for the meeting, the executive Directors or non-executive Directors present may appoint one of their number present at the meeting to be the Chairman of the Board for the purposes of that meeting only.
68. A person entitled to be present at a meeting of the Board or of a Committee of the Board shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chairman is present.
69. All acts done by any meeting of the Board (or of a Committee of the Board) or by any person acting as a executive Director or non-executive Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any executive Director or non-executive Director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a executive Director or non-executive Director and had been entitled to vote.
70. A resolution in writing signed by all the executive and non-executive Directors for the time being entitled to receive notice of a meeting of the Board or of any Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a Committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the executive Directors or non-executive Directors.

#### **DISQUALIFICATION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS**

71. An executive Director or non-executive Director shall vacate his office if:

- (a) he ceases to be an executive Director or non-executive Director of the Company by virtue of any provision of the Act or he becomes prohibited by law from being an executive Director or non-executive Director of the Company;
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) he is or becomes of unsound mind and / or suffers from a mental disorder;
- (d) he resigns his office by notice to the Company; or
- (e) he shall for more than three consecutive meetings without permission of the Board from meetings of executive Directors or non-executive Directors held during that period and the executive Directors or non-executive Directors resolve that his office be vacated.

## **THE BOXING COUNCIL OF ENGLAND**

### **The Council**

72. There shall be a body established by the Company and called the Boxing Council of England (the **Council**) which shall be subject to the overall control of the Board, but subject to that control will be responsible for the specific sporting responsibilities, obligations and organisation of the Company. Further (non-exhaustive) details of these responsibilities is set out below at Articles 74 and 75.

### **Role**

73. The Council will be responsible for all matters relating to the regulation and administration of amateur boxing, and for delegating powers and responsibilities in this regard to staff of the Company or other persons or bodies as appropriate. The Council shall meet at least four times each year. The Board shall have all financial power.
74. The Council will be responsible for performance and development of amateur boxing in England including, without limitation subject to Articles 73:
- (a) the promotion and regulation of the sport of amateur boxing, including the staging of international and domestic events, coach education and development, promoting the highest standards of performance and development, and the advancement of elite boxers, the safety and well being of all participants and club development;
  - (b) promoting the advancement of amateur boxing in all settings throughout England;
  - (c) establishing and publishing up to date policies and procedures in relation to health and safety and to medical and ethical matters, including child

protection; and

- (d) the distillation and integration of information, ideas and recommendations from both within and outside the sport of boxing which can contribute to the growth and development of amateur boxing in England.

### **Membership**

75. The following shall be members of the Council

- (a) each of the recognised Regional Associations;
- (b) each executive Director or non-executive Director (for so long as they hold office as executive Director or non-executive Director);
- (c) the Combined Services Boxing Association;
- (d) the Police Boxing Association of England; and
- (e) a representative chosen by the Associate Members to represent them.
- (f) The Medical Commission will appoint a member (without a vote)
- (g) The Chairman and Secretary of the Boxing Council of England will be the ABAE Chairman and the ABAE Board Chief Executive respectively

76. Each of the members of the Council listed at Article 75 above shall be entitled to attend, speak and to exercise one vote at meetings of the Council with the exception of the representative of the Associate Members who will have no voting powers.

### **Standing Commissions**

77. The Council shall establish at least nine standing commissions including (without limitation):

- (a) The Medical Commission;
- (b) The Referees and Judges Commission;
- (c) The Development Commission;
- (d) The Technical, Rules and Championships Commission;
- (e) The Coaching Commission;
- (f) The Performance Commission;
- (g) The Registrars Commission;

(h) The Female Boxing Commission

(i) The Ethics Commission.

(j) The Youth Commission

together, the **Standing Commissions**.

78. Those Standing Commissions listed in Article 77 shall have the roles and responsibilities set out in the Appendix to these Articles. Any other Standing Commissions appointed by the Council from time to time shall have the roles and responsibilities given to them by the Council.
79. Nominations for Standing Commissions are considered by the Council who have sole appointment rights. All Commissioners are appointed for a period of (36) months. Each Standing Commission shall elect (on an annual basis) a Chairman and either the Chairman or another representative of each Standing Commission may attend meetings of the Council in an advisory capacity, but unless he is also representing a member of the Council in accordance with Article 76 he will not be entitled to vote.
- Each Standing Commission must send minutes of its meeting to the Board and the Council.
  - A Standing Commission cannot take decisions but can request decisions be taken by the Board or Council depending upon the area of responsibility.
80. A Chairman of the Boxing Council may be removed for the following reasons
- (a) vote of no confidence carried by the Boxing Council of not less than two third majority;
  - (b) failure to attend (3) consecutive meeting (unless agreed by the Boxing Council)
  - (c) resignation.
81. In the event of a vacancy for Chairman of the Boxing Council the Chief Executive will notify all Boxing Council Members informing them of a vacancy. The Chief Executive will then also seek nomination(s) for the vacancy of Chairman of the Boxing Council to be returned within 7 days of the notice being served. The nomination(s) will then put to a secret ballot at the next possible Boxing Council Meeting. Election of a new Chairman will be by a majority vote being carried. In the unlikely event of a tie each of the (2) candidates will serve for a period of (6) months.

## **APPOINTMENT OF PRESIDENT AND PATRONS**

82. The Board may if it thinks fit appoint a Patron, President, Honorary President or

Honorary Vice President (or other to be defined honorary positions) or Honorary Life Vice-President of the Association for such period and upon such terms as the Board deems expedient, subject to ratification by the Members at the subsequent Annual General Meeting of the Company. For the avoidance of doubt, any such appointments shall not be executive or non-executive Directors of the Company and shall have no rights whatsoever (including, but not limited to, voting rights) in respect of such appointment.

## **INDEMNITY**

83. Subject to the provisions of the Act but without prejudice to any indemnity to which a executive Director or non-executive Director may otherwise be entitled, every executive Director or non-executive Director, Company Secretary or other officer or official 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.
84. The above indemnity will not apply to any dishonest or fraudulent acts nor in respect of a breach of trust where the executive Director or non-executive Director was clearly aware of his trustee obligations because he had seen so advised in writing but nevertheless chose to ignore them.

## **COMPANY SECRETARY**

85. Subject to the provision of the Act, the Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary so appointed may be removed by the Board. The Board may in like manner appoint an assistant or deputy Company Secretary and any person so appointed may act in place of the Company Secretary if there be no Company Secretary or no Company Secretary capable of acting.
86. A provision of the Act or these Articles requiring or authorising anything to be done by or to an executive Director or non-executive Director and the Company Secretary shall not be satisfied by its being done by or to the same person acting both as executive Director or non-executive Director and as, or in the place of, the Company Secretary.

## **CHEQUES**

87. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

## **ACCOUNTS**

88. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.
89. No Member shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by ordinary resolution of the Company.

## **NOTICES**

90. The Company shall send any notice or other document pursuant to these Articles to a Member by whichever of the following methods it may in its absolute discretion determine:
  - (a) personally;
  - (b) by posting the notice or other document in a prepaid envelope addressed to his registered address, or in any other case, to his usual address;
  - (c) by leaving the notice or other document at that address; or
  - (d) by any other method approved by the Board including email or any other accepted electronic means.
91. Unless otherwise provided by these Articles, a Member shall send any notice or other document pursuant to these Articles to the Company by whichever of the following methods he may in his absolute discretion determine; by posting the notice or other document in a prepaid envelope addressed to the Office or by leaving the notice or other document at the Office.
92. A Member present, either in person or by proxy, at a general meeting of the Company shall be deemed to have been sent a proper notice of the general meeting.
93. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which a notice or other document may be sent to him shall be entitled to have notices or other documents sent to him at that address but otherwise no such Member shall be entitled to receive any notice or other document from the Company.
94. A notice or other document may be sent by the Company to the legal personal representative or the trustee in bankruptcy in consequence of the death or bankruptcy of a member by sending it, in any manner the Association may choose authorised by these Articles for the sending of a notice or other document to a Member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) within the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a notice or other document may be sent in any manner in which it might have been sent if the death or bankruptcy had not occurred.

95. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document sent by post shall be deemed sent:
- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;
  - (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted; or
  - (c) in any other case, on the second day following that on which the envelope containing it was posted.

## **APPENDIX A**

### **Roles and Responsibilities of Standing Commissions**

#### **The Medical Commission**

- To advise the Company on medical and safety matters.
- To prescribe suitable medical and safety for boxers and officials and set up systems ensuring that they are met.
- To appoint appropriately qualified personnel for the carrying out of medical examinations at the request of the Company and to provide medical cover at international and major tournaments.
- To undertake or commission research into medical aspects of amateur boxing and to publicise these findings.
- To seek support and adopt best practice where proven.
- To respond externally to queries on behalf of ABAE after Council's agreement.
- To circulate, inform and recruit new doctors and medical specialists to ABAE.

#### **The Referees and Judges Commission**

- To maintain and improve the standards of refereeing and judging for all domestic, national and international tournaments.
- To create and consistently develop refereeing and judges courses and conduct examinations, nationally.
- To receive nominations from boxing associations for all officials positions to be included on the national major panel, adjudicate on them and make suitable recommendations to the ABAE Council.
- At least once every two years monitor and audit the suitability of the referees and judges for their continuance or otherwise on the Major Panel list
- To recommend referees as candidates for AIBA examinations.
- To monitor and select candidates for the AIBA examinations and the four year control examinations.

- To appoint and maintain the performance of all officials from semis and finals of all ABAE Championships.
- To review and assess all officials from a regional level upwards to ABAE.
- To promote and deliver a junior officials recruitment drive for youth officials at all levels (16-18 years old).
- To develop Junior Officials Courses for Timekeepers/Judges and Referees and support their delivery through the "Step into Sport Programme".

### **The Development Commission**

- To develop and promote the recreational and competitive development of amateur boxing in all its forums.
- To advise and assist clubs, affiliated associations and other bodies in obtaining finance to support the development of amateur boxing.
- To develop recreational boxing schemes , including children's games, award schemes and any ABAE generic endorsed programmes.
- To promote and develop boxing in schools, youth centres and leisure centres, colleges and universities.
- To promote boxing as schemes or positive projects of activity which will engage in communities with various activities eg.. "make the weight" "kid gloves" skills awards, contender ambox etc..
- To support clubs in their aim to provide a stimulating environment for their members.
- To advise on all matters relating to boxing by children of school, youth, senior age.
- To utilise the experience and network of Boxing Development Officers where required.

## **The Technical, Championships and Rules Commission**

- To develop and maintain a National Calendar of Events to include:
  - major international events
  - major domestic championships; and
  - major regional championships
- To identify the major international events scheduled in the forthcoming 4 year period on a rolling programme basis.
- To develop, refine and maintain the rules, regulations and procedures for staging domestic championships, Internationals, European and World events.
- To ensure regional, divisional and club events to adopt “best practice” when staging events.
- To develop, refine and maintain the rules and regulations governing all age group events.
- To adopt and incorporate all international rule changes into the relevant structures within England, where decided, by the ABAE Council.
- To develop a “Guide to Organising Boxing Events” for use by all those staging boxing events in England.
- To develop a suite of templates to support the staging of ABAE Boxing events.
- To supply results and monitor website trees of all ABAE Championships.
- To control the draws of all regional and national quarters, semis and finals.
- To act as the Appeal Panel for any disputes or anomalies appertaining to all ABAE Championships.

## **The Coaching Commission**

- To provide direction and develop the Education Programmes for coaches at all levels.
- To develop the Coach Education Programme to reflect the current needs of the sport, against UKCC standards whilst adopting Sportscoach UK and 1<sup>st</sup> 4 sport protocol.
- To audit and control all ABAE National Coaching qualifications.
- To seek nominations from regions for upgrades and access to develop within the ABAE coaching structure applications to be supported by Regional Coaches and Secretaries jointly.
- To maintain and monitor a register of Regional Coaches, the delivery and outcomes of their work programmes.
- To continually assess and support the continuous development programmes of all ABAE Regional Coaches and ABAE accredited UKCC course facilitator and assessors of ABAE coaching qualifications.
- To select the Coaches, Team Managers and Referees and Judges for all ABAE international activities.

## **The Performance Commission**

- To review and develop the targets set out in the Annual Performance Programme.
- To receive bi-annual nominations from ABAE regions for England representation of boxers at all ages male and female.
- To invite the National Coach to inform and agree the England team selections at all levels, for all ABAE events, age groups both male and female.
- To assess and propose any GB recommendations, bi-annually for assessments of "Fast Tracking".
- To provide help and training to the staff and boxers working within the Performance Programme.
- To receive updates concerning doping, conduct of all ABAE staff and athletes.
- To receive a private draft of Team Managers reports, upon completion of events, which is to remain private and confidential.

### **The Registrars Commission**

- To maintain a confidential list of CRB records for Association Officers
- To develop and compile a robust and contemporary database of participants, members and membership categories.
- To update and input all relevant information concerning boxers, coaches, officials, volunteers or any other class of membership.
- To assist the ABAE in creating and reporting Key performance Indicators.
- To provide and use the data for regular regional reports to target and prioritise development activities, to the ABAE Council.
- To continually assess and amend the electronic database system and all recorded information, to include email addresses.
- To also produce and disseminate the ABAE ID cards annually to their individual regional members.

### **The Female Boxing Commission**

- To develop and implement a female focussed strategy
- To promote the opportunities of recreational and competitive female participation in amateur boxing together with all ABAE Associations and external partners.
- To develop and implement an integrated competition pathway, for all ages.
- To establish Regional and National Female squads.
- To extend opportunities for all females to participate either as athletes, coaches, officials or volunteers.
- To assist in pre-empting and resolving equity issues affecting female participation.
- To establish female forums in every ABAE Region.

## **The Ethics Commission**

- Under the guidance of the Child Protection and Equity Manager.
- To advise the ABAE and update on all ethical and equity matters whilst developing the relevant policies and procedures to meet national standards.
- To manage the discipline, dispute resolution and appeals procedures from beginning to end.
- To ensure membership of the Ethics Commission will be made by way of application and CV to the ABAE and shall include members from other disciplines outside of amateur boxing.
- To monitor and address all doping issues, regarding England members and inform the relevant ABAE members or Commissions of any outcomes or developments.
- To maintain a Panel of case reviews, discipline and appeal Board members of the relevant experience and qualifications.
- To ensure any NADA/WADA updates are circulated throughout ABAE to ensure all members are aware of contemporary developments or note changes.
- To develop an ABAE panel of Doping Officers within the regions.
- To appoint the relevantly trained doping officers for ABAE International, European or World Events staged by ABAE in England.

## **The Youth Commission - (16 to 25 years of age varying skills)**

- To meet bi-annually.
- To feedback contemporary issues from a youth perspective, concerning the broad amateur boxing landscape.
- To assess and feedback how policies, rule changes and procedures affect youth participants.
- To suggest and recommend potential changes throughout the sport that they feel as a representative group can support, encourage and develop youth activity in ABAE.
- To assess and feedback on school, college and university boxing projects, schemes and events to improve on what occurs currently.
- To be the voice of the participants, young officials and volunteers at the top of the ABAE.