



**The Companies Act 2006**

**Company Limited by Guarantee and Not Having a Share Capital**

**ARTICLES OF ASSOCIATION**

**OF**

**GB POWERLIFTING FEDERATION LIMITED**

**Incorporated in 2008**

**Company Number: 06625045**

(Home Countries Definition, Article 5, 6, 18, 40, 104 & 110 amended by Special Resolution dated 21st April 2024)

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**GB POWERLIFTING FEDERATION LIMITED**

The name of the Company is GB Powerlifting Federation (hereinafter called "British Powerlifting") and the Registered Office of British Powerlifting will be situated in England.

**DEFINITIONS**

1. In these Articles, unless the context requires otherwise, the following definitions apply:

<b>Act</b>	means the Companies Act 2006;
<b>Address</b>	means a postal address or, for the purposes of communication in electronic form, a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the company;
<b>Articles</b>	means the company's articles of association for the time being in force;
<b>Board</b>	means the board of directors of British Powerlifting for the time being;
<b>Business Day</b>	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);
<b>By-Laws</b>	the By-Laws of British Powerlifting;
<b>Chairman</b>	means the chairman of the Board appointed from time to time in accordance with these Articles;
<b>Chief Executive</b>	means the person appointed from time to time in accordance with these Articles as the Chief Executive of British Powerlifting;
<b>Clear day</b>	means in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;

<b>Connected Person</b>	means any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a member of the Board, any firm or body corporate (including a limited liability partnership) of which a member of the Board is a partner, member or employee and any company of which a member of the Board is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
<b>Court of Arbitration for Sport</b>	means the Court of Arbitration for Sport (CAS) being the international quasi-judicial body established to settle disputes related to sport through arbitration whose headquarters are in Lausanne, Switzerland;
<b>Director</b>	means a director of British Powerlifting and includes any person occupying the position of director, by whatever name called;
<b>Disciplinary Committee</b>	means a disciplinary committee set up by the Board to hear and determine disciplinary matters relating to British Powerlifting;
<b>Disciplinary Rules</b>	means the Disciplinary Rules and Regulations of British Powerlifting;
<b>Divisions</b>	means a divisional group established by the Board to represent certain geographical areas forming part of the United Kingdom;
<b>Document</b>	means includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>Electronic Form</b>	means as defined in section 1168 of the Companies Act 2006;
<b>Eligible Director</b>	means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);
<b>Employee</b>	means a member of staff employed full or part time by the Organisation which shall make appropriate statutory deductions from salary relating to income tax and national insurance contributions;
<b>Financial Year</b>	means British Powerlifting's financial year;

<b>General Meeting</b>	means a general meeting of British Powerlifting held in accordance with the Companies Acts;
<b>Home Countries</b>	means the Member organisations representing Powerlifting in England, Scotland, Wales, The Isle of Man, and Northern Ireland; each Home Nation is to have a British Powerlifting Board Member representative save for the Isle of Man who shall be represented by the English Powerlifting Association’;
<b>Independent</b>	<p>means not being related to the Member concerned or to any Member whose position might be affected as a result of any decision;</p> <p>not being a Member of the club of the Member concerned or of any club whose position might be affected as a result of any action taken;</p> <p>not having taken part in the events the subject of the allegations whether as a sportsman or as an official;</p> <p>not being the coach or adviser to the Member or any other Member whose position might be affected as a result of any decision taken;</p> <p>not being a person who by reason of the facts or circumstances a reasonable minded person might consider might show bias.</p>
<b>Independent Director</b>	means a director of British Powerlifting who is determined as being Independent by the board acting reasonably including, but not limited to, their having no close connection with British Powerlifting (such as an active interest in its affairs as a Member or other fiduciary interest) and who an objective outsider would view as independent;
<b>IPF</b>	means International Powerlifting Federation;
<b>Members</b>	means the members of British Powerlifting for the purposes of the Companies Acts;
<b>Member of the Board</b>	means a director of British Powerlifting;
<b>Month</b>	means a calendar month;
<b>Model Articles</b>	means the model articles for private companies limited by shares

contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

<b>Objects</b>	means the objects of British Powerlifting as defined in Article 5;
<b>Office</b>	means the registered office of British Powerlifting;
<b>Officers</b>	means a member of the Board;
<b>Powerlifting</b>	means the sport of powerlifting which may be defined by the Board from time to time
<b>Register</b>	means the register of Members of British Powerlifting kept pursuant to the Companies Acts;
<b>Regulations</b>	means the regulations of British Powerlifting made by the Board pursuant to Article 63;
<b>Special Resolution</b>	has the meaning given in section 283 of the Companies Act 2006;
<b>Sports Resolutions</b>	means Sports Resolutions UK, which is the trading name of Sports Dispute Resolution Panel Limited
<b>United Kingdom</b>	means Great Britain and Northern Ireland;
<b>Written Resolution</b>	has the meaning given to it in the Companies Act;
<b>Writing</b>	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
<b>Year</b>	means calendar year

- 1.1. Words or expressions bear the same meaning as in the Act as in force on the date when Articles become binding on British Powerlifting.
- 1.2. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

- 1.3. A reference in these Articles to an “article” is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.4. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
  - 1.5. any subordinate legislation from time to time made under it; and
  - 1.6. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
  - 1.7. Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
  - 1.8. The Companies (Model Articles) Regulations 2008 and any relevant model articles for a company limited by guarantee are expressly excluded by these Articles.
  - 1.9. Words importing the singular shall include the plural and vice versa.
  - 1.10. Words including a gender shall include all genders.
  - 1.11. Words importing persons shall where the context allows include corporations and unincorporated associations.
  - 1.12. For the avoidance of doubt the system of law governing the constitution of the British Powerlifting is the law of England and Wales.

## **LIABILITY OF MEMBERS**

2. The liability of Members is limited.
3. Every Member of British Powerlifting undertakes to contribute to the assets of British Powerlifting in the event of it being wound up while they are a Member, or within one (1) year after the Member ceases to be a Member, for payment of the debts and liabilities of British Powerlifting contracted before it ceases to be a Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding One Pound.
4. If upon the winding up or dissolution of British Powerlifting there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of British Powerlifting and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed upon the association under or by virtue of Article 7 hereof, such institution or institutions to be determined by the Members of British Powerlifting at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision, then to some charitable object.

## **OBJECTS**

5. The objects for which British Powerlifting is established are to:
  - a. be the governing body to foster, develop, promote, administer, manage and grow the practice and spirit of the sport of Powerlifting for both able bodied and disabled lifters throughout the United Kingdom;
  - b. organise and regulate drug free Powerlifting at all levels within its jurisdiction according to the provisions of these Articles for the benefit of its Members and of the sport of Powerlifting as a whole;
  - c. promote the art and science of and education in Powerlifting;
  - d. control the promotion of Powerlifting to higher degrees and to determine policies in all aspects of athlete performance;
  - e. control the training and approval of Powerlifting coaches and officials;
  - f. promote such domestic championships and competitions, including the British Championships, as are required to meet the objects in these Articles;

- g. promote such international championships or competitions and elite athletic Powerlifting performance;
- h. represent the United Kingdom internationally and to affiliate to the International Powerlifting Federation (IPF), the European Powerlifting Federation (EPF) and other relevant international bodies;
- i. to ensure that British Powerlifting is compliant with all aspects of Home Nations Sports Councils Tier 1, with a view to strive towards elevating to Tier 2 through transparent governance and regular outside auditing.
- j. be responsible within its jurisdiction for the promotion, support and encouragement of drug free Powerlifting; and the regulating, maintaining and enforcing of doping control in Powerlifting at all levels per World Anti-Doping Agency (WADA) and National Anti-Doping Association (NADA) approved guidelines;
- k. maintain a disciplinary code and appropriate judicial system and to regulate the activities of its Members when competing, training or otherwise under the jurisdiction of British Powerlifting in order to meet its liabilities from time to time to the IPF, EPF and other relevant bodies from time to time;
- l. act as the nominating or selecting body, as the case may be, for United Kingdom teams in World, European or any other events where the United Kingdom is a competing nation;
- m. accept responsibility for carrying out any functions which may be transferred from time to time to British Powerlifting on such terms as may be agreed unanimously between the Members and British Powerlifting;
- n. ensure the structures are in place to give each and every individual the opportunity to play, coach, officiate, administer, support, learn and excel at all ages and levels (from beginner to elite) in the sport of Powerlifting and to promote equality and diversity within British Powerlifting and the sport of Powerlifting; and
- o. anything incidental or conducive to the promotion of such objects provided that this shall not sanction either the support by British Powerlifting of any political party or the pursuit by British Powerlifting of any object which would make it a Trade Union.

## **POWERS**

- 6. The British Powerlifting shall have the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular British Powerlifting has the power:

- a. to adopt anti-doping rules and to regulate, maintain and enforce doping control in Powerlifting at all levels per the World Anti-Doping Code and IPF Anti-Doping Code approved guidelines and impose clear prohibitions and controls on doping in the United Kingdom in accordance with the mandatory provisions of the World Anti-Doping Code and IPF Anti-Doping Code;
- b. to maintain a disciplinary code and appropriate judicial system and to regulate the activities of British Powerlifting Members when competing, training or otherwise under the jurisdiction of British Powerlifting;
- c. to nominate or select, as the case maybe, Great Britain or United Kingdom teams in World, European, or any other events where the United Kingdom is a competing nation (including under the auspices of the IPF, EPF and other relevant bodies);
- d. to assume the assets and other rights and discharge the liabilities and responsibilities of British Powerlifting;
- e. to hold or assist in holding competitions, demonstrations, exhibitions and shows for the purpose of promoting the objects;
- f. to print, publish and sell any newsletters, periodicals, books or leaflets that British Powerlifting may deem desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
- g. to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which British Powerlifting may deem necessary or convenient for the promotion of its objects, and to construct, occupy, maintain and alter any houses, buildings or works necessary or convenient for the purposes of British Powerlifting;
- h. to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of British Powerlifting as may be thought expedient with a view to the promotion of its objects;
- i. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of British Powerlifting, in the shape of donations, annual subscriptions, or otherwise;
- j. to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to the objects of British Powerlifting and may be undertaken lawfully by British Powerlifting;

- k. to borrow or raise money for the purposes of British Powerlifting on such terms and on such security as may be deemed fit;
- l. to invest the monies of British Powerlifting not immediately required for its purposes in or upon such investments, securities or property as may be deemed fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- m. to take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of British Powerlifting and which shall prohibit the distribution of their income and property amongst their Members to an extent at least as great as is imposed upon British Powerlifting under or by virtue of Article 4 hereof;
- n. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which British Powerlifting is authorised to take over or acquire;
- o. to transfer all or any part of the property, assets, liabilities and engagements of British Powerlifting to any one or more of the companies, institutions, societies or associations which British Powerlifting is authorised to take over or acquire;
- p. to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of British Powerlifting's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which British Powerlifting may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- q. to pay all or any expenses incurred in connection with the promotion, formation and incorporation of British Powerlifting or to contract with any person, firm or company to pay the same;
- r. to set aside income as reserve against future expenditure;
- s. to employ and remunerate such staff as are necessary for carrying out the work of British Powerlifting;

- t. to do all such lawful things as are incidental or conducive to the attainment of the objects of British Powerlifting;
- u. to do all or any of things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others;

**PROVIDED ALWAYS that:-**

- v. In case British Powerlifting shall take or hold any property which may be subject to any trusts British Powerlifting shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- w. British Powerlifting's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

7. The income and property of British Powerlifting shall be applied solely towards the promotion of the objects of British Powerlifting as set forth in these Articles, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of British Powerlifting, provided that nothing herein shall prevent:

- a. any payment in good faith by British Powerlifting of reasonable and proper remuneration to any officer or servant of British Powerlifting or to any Members in return for any services actually rendered to British Powerlifting;
- b. the award in good faith of any prize to any competitor, or entrant at a contest who may be a Member of British Powerlifting;
- c. the payment of interest of any money lent by any Member of British Powerlifting at a rate per annum not exceeding five percent (5%), or reasonable and proper rent for premises demised or let by any Member of British Powerlifting.

**MEMBERS**

8. Members of British Powerlifting shall comprise:

- 8.1. the Officers;
- 8.2. such individuals as may be admitted to membership by the Board in accordance with Article 10;
- 8.3. the Home Countries in accordance with Article 11; and
- 8.4. the Divisions in accordance with Article 11.

9. The number of Members of British Powerlifting is unlimited.
10. The privileges of Members shall not be transferable.
11. One organised board from each Home Country, and such Divisions as British Powerlifting shall formally recognise within the By-Laws, shall be responsible for the carrying out certain duties of British Powerlifting as the Board shall from time to time determine. In becoming a Member of British Powerlifting, the Home Country or Division agrees to only carry out those duties as they are formally instructed to do so by the Board and in accordance with this Article 11 and the By-Laws.
12. Any individual who wishes to become a Member shall apply in writing in such form as the Board may decide from time to time which shall always be outlined in the By-Laws. The individual shall provide such information in support of the application as shall reasonably be required and as the Board shall from time to time prescribe or approve to enable the Board to determine membership, and the Board shall have absolute discretion to accept or reject any application.
13. No application for membership shall be rejected on the grounds of the individual applicant's sex, sexual orientation, religion, race or ethnic origin. For the avoidance of doubt, whilst British Powerlifting may not reject the application on the grounds of the applicant's nationality, nothing in these Articles or the acceptance of a membership application from an applicant who is not qualified to compete for Great Britain or one of the Home Countries under the rules of the IPF shall qualify such person to compete for the United Kingdom or Great Britain (however so described) or any of the Home Countries under the rules of the IPF.
14. For the avoidance of doubt, British Powerlifting may, in addition to whatever else is deemed relevant, have regard to:
  - 14.1. the standing of the applicant in respect of WADA, the IPF or EPF;
  - 14.2. the standing of the applicant in respect of any other sport;

- 14.3. where the applicant has been a Member previously, the circumstances in which that membership came to an end and any penalties that may have been imposed on the applicant by British Powerlifting; and
- 14.4. whether he has any criminal record which would make it inappropriate for him to be admitted to membership.

15. If the Board rejects an application, the applicant may appeal in writing within one month of being notified of the rejection of the application by the Board. The Disciplinary Committee shall form a hearing panel (the "**Hearing Panel**") to hear such appeals. The Hearing Panel is not to contain any member of the Board, but may only to contain Independent Members. The Hearing Panel shall consider the application afresh and shall have all the powers that the Board would have in dealing with the application.
16. Members shall abide by these Articles, the By-Laws and any other rules made for the regulation of their rights as members and/or the furtherance of the objects of British Powerlifting.
17. The Board may divide individual members into classes with different rights and obligations (such rights and obligations to be recorded in the register of members) and may attach different terms to different classes of membership. However, as required by the Act, no Member under 18 years of age shall be entitled to vote at any meeting of British Powerlifting.
18. The Board may set a membership subscription fee (the "**Membership Fee**") for each class of membership relating to the relevant membership period at their discretion, and all members of that class of membership shall pay to British Powerlifting that subscription as a condition of membership. Any change in membership fee may be made on an annual basis at the discretion of the Board of Directors. Under the proviso of:
  - 18.1. The increase is no more than 2% above the CPI rate of inflation set by the OBR at the 1<sup>st</sup> July of that year.
  - 18.2. The increase is discussed at the board level and minuted for publication.
  - 18.3. That members are notified of the increase by no less than 60 days prior to the following years' membership being available for purchase.
- For avoidance of doubt, the Membership Fee paid by a Member shall not be refunded under any circumstances and this is not a payment for goods or services, but for the right to be recognised as a Member of British Powerlifting.
19. The Board shall arrange for a membership card for the period covered by the subscription to be issued to each Member when that Member pays his Membership Fee. This card may be physical or electronic as the Board decides. The Member shall produce the original membership card whenever he is required to do so by the Board or the rules of British Powerlifting. In the event that the membership card is lost or destroyed or damaged British Powerlifting may issue a duplicate upon having lodged with it such indemnities as shall be required and the payment of any fee from time to time laid down for such duplicates.
20. Each Member shall inform British Powerlifting of any change of address immediately and take all other steps to ensure British Powerlifting address records are up to date.

21. Membership of British Powerlifting will not automatically renew at any point. Unless otherwise stated, membership ends on 31 December of the relevant year and must be renewed by the member.
22. Membership of British Powerlifting is personal to the Member and cannot be assigned transferred or shared. It terminates on the death of the Member and the estate of a deceased Member shall have no claim for the repayment of any Membership Fee paid prior to the Member's death.
23. A Member may resign from British Powerlifting at any time by written notice to that effect signed by the Member and sent to the Chief Executive. The resignation takes effect from the date of receipt by the Chief Executive.
24. A resignation is without prejudice to any claim that British Powerlifting may have against the Member for matters that arose prior to the resignation. A resignation shall not affect the Member's liability to contribute in the event that British Powerlifting is wound up within a year of the resignation. The British Powerlifting may start or continue with the prosecution of any disciplinary proceedings against such a Member notwithstanding the resignation and such Member shall have the same rights and obligations in respect of those proceedings as would have pertained if the Member had not resigned.
25. If at any time it appears to the Board that the conduct of a Member may not be in the interests of British Powerlifting, the Board may at any time resolve;
  - 25.1. to suspend or terminate the membership of any Member subject to the conditions set out in Article 28; or
  - 25.2. refer the matter to the Disciplinary Committee.
26. If such a Board resolution as is mentioned in Article 25.1 is passed, the membership shall be:
  - 26.1. suspended for such period as the resolution shall specify; or
  - 26.2. terminated,

at that date, or at such other date as the resolution shall specify. Such termination is without prejudice to any claim that British Powerlifting may have against the Member for matters that arose prior to the termination.
27. If the matter is referred to the Disciplinary Committee, the Disciplinary Committee shall exercise powers identical to those of the Board and defined in Article 25 and the decision of the Disciplinary Committee (and any appeal from such decision as shall be provided for in the rules relating thereto) shall be binding on the Board and the member.

28. The conditions which have to be met in order for the Board to suspend or terminate the membership of a Member in accordance with Article 25 are:

28.1. that at least 21 days before the Board considers the matter, that Member is given notice in writing.

Such notice must state fairly the allegation being made against the Member such that the Member knows and understands the case to answer and must have included with it copies of all material which exists in tangible form which the Board will be asked to consider in deciding upon the proposal. The Member must be informed of the right to attend the meeting of the Board which will be considering the proposal; and

28.2. the Member concerned is given the opportunity of attending the meeting of the Board at which the matter is to be considered of replying to the allegations, of calling witnesses to support his or her case, examining any witnesses called against him or her and of making submissions to the Board.

29. The Board may make, either generally or by reference to a particular case, such reasonable regulations and directions for the conduct of a hearing in accordance with Article 28 to secure the disposal of the matter in a manner that is proportionate and secures the just expeditious and fair disposal of the matter. Such regulations and directions shall not deprive the Member of the rights given to him by Article 28.

30. Only members of the Board or Disciplinary Committee (as relevant) who are Independent shall be present when a proposal is discussed to suspend or expel a Member who is not a member of the Board. If a proposal is made to suspend or expel a Member who is a member of the Board, all members of the Board are entitled to attend and vote.

31. Any Member whose membership is suspended or terminated in accordance with Article 25 may, within one month of being notified in writing of such termination, and subject to complying with the procedural and other rules of Sports Resolutions appeal to a single arbitrator for final and binding arbitration in accordance with the Arbitration Act 1996 and Sports Resolutions Arbitration Rules, which are deemed to be incorporated by reference to this Article. For the avoidance of doubt, this means that the decision of such appointed arbitrator shall be final and binding on British Powerlifting and the Member and shall not be subject to appeal to any Court or tribunal.

32. The Board must keep a Register in accordance with the Companies Acts.

33. Membership is terminated automatically if:

33.1. the Member ceases to be an Independent Director in accordance with Article 40.9;

33.2. the Member dies;

- 33.3. the Member resigns by giving to British Powerlifting not less than one calendar month's notice in writing to expire on the last day of that period;
- 33.4. any sum due from the Member to British Powerlifting is not paid in full within six months of it falling due; or
- 33.5. the Board, or a committee thereof, after due enquiry, resolve that the interests of British Powerlifting so require.

## **THE BOARD**

34. A member of the Board must be a natural person aged 18 years or older and no one may be appointed a member of the Board if he or she would be disqualified from acting under the provisions of Article 51.
35. The Board may make rules consistent with the Articles and the Act to govern elections to the Board.
36. The Board shall consist of not less than four (4) members, but shall not be more than fourteen (14).
37. A member of the Board may not appoint an alternative member of the Board or anyone to act in his or her behalf at meetings of the Board.
38. A member of the Board shall be paid reasonable expenses properly incurred by him or her in attending and returning from meetings of the Board, or any delegated committee, or general meetings of British Powerlifting, or in connection with the business of British Powerlifting, provided the payment of all such expenses has been previously authorised by either resolution of the Board, the Chief Executive or the Chairman (and for avoidance of doubt not in relation to that individual's own expenses).
39. The members of the Board shall be the directors for the purposes of the Act.
40. The Board following roles possible roles may be appointed to the board of British Powerlifting as outlined below:
  - 40.1. Chairman by way of members' vote at a general meeting;
  - 40.2. Chief Executive by way of members' vote at a general meeting;
  - 40.3. Finance Director by way of members' vote at a general meeting;
  - 40.4. Communications Director by way of members' vote at a general meeting;
  - 40.5. Competition Director to be appointed by the Board;

- 40.6. Development Director to be appointed by the Board;
- 40.7. Performance Director to be appointed by the Board;
- 40.8. Athletes' Commission Chairman to be nominated by the athlete Members of British Powerlifting;
- 40.9. up to two (2) Independent Directors who may be appointed by the members of the Board from time to time. The members of the Board shall advertise such posts using reasonable means and shall determine the best candidates for the roles, taking into account such matters as are deemed reasonable, including, but not limited to, their skills and qualifications; and
- 40.10. one (1) Director to represent each of the Home Countries, who shall be elected in accordance with the relevant Home Countries' governing documents (being a total of four (4)).
- 40.11. Directors shall only be appointed by the Board following advertising of the vacancy, a proper interview process and a majority vote at a full meeting of the Board. This shall be recorded in the published minutes of the meeting.

41. The Board shall have the power to appoint a Deputy Chairman who in the absence, incapacity or death of the duly appointed Chairman shall deputise until, if required, a new Chairman is elected at a General Meeting.
42. A person shall not be entitled to act as a member of the Board, whether on a first or any subsequent entry into office, until he has signed a declaration of acceptance and willingness to act in accordance with the Articles.
43. No person shall be eligible for election as a Director at any General Meeting unless:
  - 43.1. not less than six weeks before the meeting, his or her name and nomination shall be given to the Chief Executive by notice in writing and signed by two Members of British Powerlifting and there shall also be provided in writing signed by such person of his or her willingness to be elected to the Board and (if not already a Member) to become a Member; and
  - 43.2. his or her nomination complies with the requirements laid down by the Articles.
44. Every member of the Board must be a Member. If a person is appointed to the Board as an Independent Director, and is not a Member, membership of British Powerlifting shall be a condition of appointment that must be effective prior to commencement of office.
45. Subject to Article 46, the Directors shall serve for a term of three (3) years. At the expiry of the term the Director may seek re-election for a further term of three (3) years, subject to a satisfactory annual performance appraisal by the Chairman.
46. No single Director may serve for more than 20yrs consecutive years on the board of British Powerlifting.

47. If British Powerlifting does not fill the vacancy at the General Meeting created by a member of the Board who retired by rotation then the retiring member of the Board shall, if willing to act, be deemed to have been reappointed unless it is resolved not to fill the vacancy at the meeting or a resolution for the reappointment of the member of the Board has been put and lost.
48. Unless there is a vote of the Members to the contrary, no person, other than a member of the Board retiring by rotation, shall be appointed or reappointed as a member of the Board unless he is recommended by the Board.
49. The Board may appoint a person who is willing to be a member of the Board to fill a vacancy. A person so appointed shall hold office only until the following Annual General Meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at that meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
50. Subject as aforesaid a member of the Board who retires at an Annual General Meeting, and is not reappointed, shall retain office until the end of that Annual General Meeting.
51. A member of the Board shall vacate his membership if:
  - 51.1. he ceases to be a Member;
  - 51.2. he ceases to be a director by virtue of any provisions of the Act or he becomes prohibited by law from being a director;
  - 51.3. he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
  - 51.4. he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
  - 51.5. by notice in writing to British Powerlifting he resigns his office (but only if the number of members of the Board necessary for a quorum at a Board meeting will remain in office when the notice of resignation is to take effect);
  - 51.6. he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board pass a resolution that he has by reason of such absence vacated office;

51.7. he is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;

51.8. he is directly or indirectly interested in any proposed or actual transaction or arrangement with British Powerlifting and fails to declare the nature and extent of his interest as required by section 177 of the Companies Act 2006;

51.9. he is, or has been, banned, censured, disciplined, suspended from membership of British Powerlifting;

51.10. he breaches British Powerlifting conflicts of interest policy and the remaining members of the Board resolve that he should be removed from office; or

51.11. he is removed from office by a resolution of the Board acting in the best interests of British Powerlifting.

#### **POWERS AND DUTIES OF THE BOARD**

52. Subject to the provisions of the Act and the Articles, the administration, direction and management of the affairs of British Powerlifting shall be vested in the Board who may exercise all the powers of British Powerlifting. Subject to the provisions of the Companies Acts and the Articles, the business of British Powerlifting shall be managed by the Board who may exercise all the powers of British Powerlifting. No alteration of the Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article 52 shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

53. No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board.

54. Without prejudice to the general powers and duties conferred on the Board, the Board may, if they deem appropriate to do so without the prior resolution of the Members:

54.1. affiliate to, or resign, from such international or national associations as the Board considers desirable;

54.2. make, repeal and amend the by-Laws or rules for the conduct of the affairs of British Powerlifting as seem to the Board necessary or desirable, and in particular shall make, repeal and amend such bye-laws and rules as shall be necessary from time to time for the protection of children and vulnerable

adults and to ensure the implementation of an equality policy and also such other policies as shall from time to time be deemed necessary by the Board, or required by any public authority;

54.3. carry out such functions as are delegated to it by an international association to which it is from time to time affiliated;

54.4. to administer and have possession of all of the funds of British Powerlifting and to apply such funds for such purposes and in such manner as they may deem necessary or desirable;

54.5. to invest the funds of British Powerlifting in such securities or otherwise as Board deems fit; and

54.6. to appoint and dismiss such employees of British Powerlifting as the Board deem desirable and to fix and pay such remuneration as the Board deem fit.

55. Without prejudice to the generality of the above, and subject to Article 62 below, the Board shall be responsible for:

55.1. the formulation, planning and monitoring British Powerlifting policy on matters affecting the sport in the United Kingdom;

55.2. the supervision and control of all technical matters;

55.3. the conduct of the affairs of British Powerlifting in accordance with the Articles;

55.4. the approval of financial budgets and statutory accounts;

55.5. the dissemination of relevant information to Members;

55.6. the polices to be followed in the representation of British Powerlifting on all matters within the United Kingdom and internationally; and

55.7. the appointment of commissions with or without power to act on behalf of the Board.

56. The Board may create sub-committees as they deem fit. They may delegate to such sub-committee such matters as they deem fit (being less than the total functions of the Board). Every sub-committee shall report to the Board at each Board Meeting at such other periods as the Board shall prescribe.

57. The Board may delegate such functions as they deem fit (being less than the total functions of the Board) to such person, or persons, as they decide. Such person shall report to the Board at each meeting of the Board or more frequently if the Board so require.

58. Terms of delegation by the Board must be recorded in the minute book of the Board, By-Laws or other document made available to the Members.
59. Any committee of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned.
60. The Board may revoke or alter a delegation to a committee and all acts and proceedings of any such committees shall be fully and promptly reported to the Board.
61. The Board for the time being may act notwithstanding any vacancy in their body, provided always that in case the Board shall at any time be reduced in number to less than four (4) when it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of British Powerlifting, filling up vacancies in the Board, or of summoning a General Meeting, but not for any other purpose.
62. The following matters shall at all times require a resolution of the Members at a meeting of the Members properly convened in accordance with these Articles:
  - 62.1. an amendment to the Articles (by Special Resolution only); or
  - 62.2. the permanent membership of a new Home Country.
63. All regulations so made and for the time being in force shall be binding on all Members and the Board shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects, but are not restricted to them:
  - 63.1. the admission of Members of British Powerlifting (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
  - 63.2. the procedure at General Meetings and meetings of the Board and its committees insofar as such procedure is not regulated by the Articles;
  - 63.3. the conduct of Members in relation to one another, and to British Powerlifting's employees and volunteers;
  - 63.4. any other subjects which the Articles provide may be covered by Regulations;
  - 63.5. generally all such matters as are commonly the subject of company rules or bye-laws provided that no regulation shall contravene any of the provisions of the Articles or the Act.

64. The regulations or By-Laws shall be binding on all members of British Powerlifting. Neither By-Laws, nor any other regulation shall be inconsistent with, or shall affect or repeal anything contained in the Articles and to the extent there is any conflict the terms of these Articles will prevail.

#### **PROCEEDINGS OF THE BOARD**

65. Subject to the Articles, the Board may regulate their proceedings as they think fit.

66. Unless otherwise resolved by the Board, the Board shall meet at least two times each Year.

67. The Chairman of the Board may, and on the request of two members of the Board shall, at any time call a meeting of the Board.

68. The quorum necessary for the transaction of business of the Board shall be three (3) members of the Board. Questions arising at any Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

69. The Chairman shall be entitled to preside at all meetings of the Board. If there shall be no Chairman, or if at any meeting he is unwilling to do so, or is not present within five minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to be chairman of the meeting.

70. Any of the members of the Board can take part in a meeting of the Board, or any members of a committee of the Board can take part in a committee meeting by way of a:

70.1. video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or

70.2. any series of video conferences or conference telephone calls from the Chairman. Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chairman will be treated as taking place where the Chairman located. Otherwise, meetings will be treated as taking place where the largest group of the participants is or, if there is no such group, where the chairman of the meeting is, unless the Board decides otherwise.

71. The Board for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

72. All acts bona fide done by any meeting of the Board, or of any committee of the Board, or by any person acting as a member of the Board, shall be valid notwithstanding the participation in any vote of a member of the Board –

72.1. who was disqualified from holding office;

72.2. who had previously retired or who had been obliged by the Articles to vacate office;

72.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that member of the Board and that member of the Board being counted in the quorum, the decision has been made by a majority of the Board at a quorate meeting.

73. Article 72.3 does not permit a member of the Board or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a committee of the Board if, but for Article 75, the resolution would have been void, or if the member of the Board has not complied with Article 76, 77 and/or 77.

74. A resolution in writing signed or approved by all the Board or all the members of any committee of the Board entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

#### **DECLARATION OF INTERESTS OF MEMBERS OF THE BOARD**

75. A member of the Board must declare the nature and extent of any interest, direct or indirect, which he has in any matters to be discussed at a meeting of the Board before the matter is discussed by the Board.

76. Subject to Article 77, a member of the Board who has an interest must, in relation to that matter:

76.1. withdraw from the meeting for that item unless expressly invited by the other members of the Board to remain in order to provide information;

76.2. not count towards the quorum for that part of the meeting; and

76.3. not vote on the item in which he has interest.

77. Whenever a member of the Board declares an interest, the other members of the Board may authorise the director to have that interest, provided that the member of the Board who has declared an interest:

77.1. withdraws from the meeting during the discussions on authorisation; and

77.2. is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted.

78. If authorisation is granted by the other members of the Board in accordance with Article 77, the other members of the Board may allow the member of the Board who declared the interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.

79. If any question arises at a meeting of the Board as to whether an interest exists in relation to a member of the Board, or as to the entitlement of a member of the Board to vote, be counted in the quorum or remain at the meeting it shall be referred to the chairman of the meeting whose ruling shall be final and conclusive as between the members of the Board. If the question relates to the chairman of the meeting, it shall be decided by a resolution of the members of the Board (for which purposes the chairman shall be counted in the quorum but may not vote).

80. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

**CONFLICTS OF INTEREST**

81. If a conflict of interests arises for a member of the Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the non-conflicted members of the Board may authorise such a conflict of interests where the following conditions apply:

81.1. the conflicted member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

81.2. the conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum of the Board is present at the meeting; and

81.3. the non-conflicted members of the Board consider it is in the interests of British Powerlifting to authorise the conflict of interests in the circumstances applying;

81.4. In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a member of the Board or to a Connected Person.

82. Any conflict of interest of a member of the board, whether ratified in accordance with Article 81 or not, must be recorded in the British Powerlifting conflicts register.

## **MINUTES**

83. The Board must keep minutes of all:
  - 83.1. Appointments of members of the Board and officers made by the Board;
  - 83.2. Proceedings at General Meetings of British Powerlifting;
  - 83.3. Meetings of the Board and committees of the Board including:
    - 83.3.1. the names of the persons present at the meeting;
    - 83.3.2. the decisions made at the meetings; and
    - 83.3.3. where appropriate the reasons for the decisions.
84. Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
85. The minutes of General Meetings may be inspected at all reasonable times by any Member.
86. The minutes of the Board, and of any sub-committee appointed by the Board, may be inspected at any time by members of the Board. Members of a sub-committee who are not members of the Board may inspect the minutes of that sub-committee and those minutes of the Board that relate to the establishment and powers of that sub-committee. The Board may resolve that a named person may inspect such of their minutes or the minutes as shall be specified in the resolution.
87. The Board shall keep records to show the names and addresses of the members of British Powerlifting. The records shall indicate any office in British Powerlifting held by any member. The membership register shall be open to inspection by any Member at any reasonable time free of charge.

## **ACCOUNTS**

88. The Board shall comply with the requirements of the Act as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies of annual accounts.

## **TRADING NAME**

89. The trading name of British Powerlifting shall be "British Powerlifting" unless changed by Special Resolution of the Members.

## **GENERAL MEETINGS**

90. The British Powerlifting shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, shall specify the meeting as such in the notices calling it. Not more than 15 months may elapse between successive Annual General Meetings.
91. The Board, or the Chairman, may whenever they or he thinks fit call General Meetings and on the requisition of Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum any member of the Board may call a General Meeting.
92. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

## **NOTICE OF GENERAL MEETINGS**

93. A General Meeting shall be called by at least twenty one (21) clear days' notice.
94. A General Meeting may be called by shorter notice if it is so agreed by a majority in the number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety (90) percent of the total voting rights at that meeting of all Members.
95. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
96. The notice shall specify the time and place of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such.
97. All Members are entitled to attend a General Meeting of British Powerlifting.
98. Notice shall be given to:
  - 98.1. all Members;
  - 98.2. the members of the Board; and
  - 98.3. any other body entitled to receive notice.
99. Notice of a General Meeting of British Powerlifting shall be given by such of the following means as the Board shall from time to time decide:

- 99.1. by placing notice of the meeting on British Powerlifting website throughout the period from the giving of the notice to the start of the meeting to which the notice relates (unless British Powerlifting shall be prevented from maintaining such notice on its website by reason of matters outside its control);
- 99.2. by placing notice of the meeting official website and social media page(s) of British Powerlifting;
- 99.3. by sending written notice by mail of the meeting to all Members of British Powerlifting in the United Kingdom at the last known address of such member;
- 99.4. by sending written notice by electronic mail of the Meeting to all members of British Powerlifting at the last known email address of such member; and
- 99.5. such other means as shall seem to the Board to be useful to inform members of the meeting.

100. For the avoidance of doubt, the Board may use one such option to the exclusion of the others or such combination of such options as they shall from time to time decide and a notice may be given partly by one means and partly by another so that (for example) a notice of the meeting may be given by letter or e-mail but Member be referred the details of the business to the website. Notice shall for all purposes be deemed to be properly and sufficiently given to all Members entitled to receive it when given in accordance with the provisions of this Article.

#### **ANNUAL GENERAL MEETING**

101. At least one General Meeting of British Powerlifting shall be an Annual General Meeting.
102. Notice of the Annual General Meeting shall be posted by the Chairman at least 2 months prior to the proposed date of the meeting. This notice must invite member motions to be filed with the Board.
103. All Member motions must be filed with the Board no less than 1 month prior to the proposed date of the Annual General Meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS (INCLUDING ANNUAL GENERAL MEETINGS)**

104. No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, twenty (20) Members present in person or by Proxy and entitled to vote on the business to be transacted shall be a quorum. For operational purposes and for the advancement of the sport this may take pace purely online or of a hybrid nature at the discretion of the Board of Directors.
105. If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to such day, time and place as

the Board shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Members present in person or by Proxy shall be a quorum.

106. The Chairman shall preside as chairman at every General Meeting or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall elect one of their number to be chairman of that meeting.

107. The chairman of any General Meeting may with the consent of any 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 any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

108. When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given 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.

109. If at any General Meeting a matter is proposed, that would result in British Powerlifting acting in contrary to its Objects, or the regulations of membership to the IPF, unless such implications were clearly and plainly outlined in the proposed agenda circulated in accordance with these Articles, the Chairman shall have the right to adjourn the General Meetings for a period of up to 14 days whilst all Members are given notice that such a matter is to be considered at the General Meeting.

110. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. For operational purposes and for the advancement of the sport voting may take place purely online prior to the AGM at the discretion of the Board of Directors. Under the proviso that the membership have the opportunity to make comment on motions for a period of no less than 7 days prior to voting opening. That voting via an online platform is opened no less than 14 days prior to the AGM, that a proxy may be appointed for the interest of fairness and inclusivity, and that voting be closed 48hrs before the date of the AGM

111. Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

112. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

113. A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.

114. No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

115. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

116. A proposed Written Resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of sixty (60) days beginning with its circulation date (as defined in the said Act).

117. Voting at a General Meeting shall be as follows:

117.1. On a show of hands with each Member present shall having one vote. If a poll is taken:

117.1.1. Individual members aged 18 and over admitted to membership under Article 12 one vote each; and

117.1.2. Individuals under 18 do not have a vote either on a show of hands or a poll.

118. A Member who is entitled to attend and vote at a General Meeting is entitled to appoint a Proxy to attend and speak and vote provided such a Proxy is also a Member. Such Members must bring their membership card to the General Meeting.

119. A Proxy shall be in the form of the draft in Schedule 1 to the Articles or so near thereto as circumstances permit and shall be signed by the Member concerned and deposited at the registered office of British Powerlifting or if the Board so decides at such other address as the Board shall specify not later than forty

eight (48) hours before the start of the meeting or where the poll is to be taken later than forty eight (48) hours after it was demanded, twenty four (24) hours before the poll is to be taken or where a poll is to be taken less than forty eight (48) hours after it was demanded when it was demanded.

120. A Proxy must state the name and address of the Member appointing the Proxy, identify the Member appointed to be the Member's proxy and the General Meeting in relation to which that person is appointed.

121. A Proxy must also be signed by or on behalf of the Member appointing the Proxy, or is authenticated in such manner as the members of the Board may from time to time determine.

122. A Proxy notice may specify how the Proxy appointed under it is to vote (or that the Proxy is to abstain from voting) on one or more resolution.

123. Unless a Proxy notice indicates otherwise, it must be treated as:

123.1. allowing the person appointed under it as a Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings; and

123.2. appointing that person as a Proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.

124. An appointment under a Proxy notice may be revoked by delivering to British Powerlifting a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy notice was given.

125. A notice revoking a Proxy appointment only takes effect if it is delivered before the start of a meeting or adjourned meeting to which it relates.

126. If a Proxy notice is not executed by the person appointing the Proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

127. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is 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.

128. In the event of there being an equality of votes, the Chairman shall have a second or casting vote.

129. The members of the Board may call General Meetings.

130. On the requisition of at least fifty (50) members, the Board shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If the Board fails to do so any member of the Board or the Members requisitioning the meeting may do so.

131. The business of the Annual General Meeting of British Powerlifting shall be:

- 131.1. to receive the Chairman's Report;
- 131.2. to receive the Chief Executive's Report;
- 131.3. to receive the report of any committee convened by the Board;
- 131.4. to receive the intended membership fee and structure and allow challenges to this;
- 131.5. to receive the Annual Accounts and accountants report;
- 131.6. to elect members of the Board;
- 131.7. to transact any other business that is included on the notice calling the meeting; and
- 131.8. to consider any other matters properly submitted.

132. No business shall be conducted at a General Meeting that is not specified in the notice calling the meeting.

#### **MISCELLANEOUS PROVISIONS RELATING TO THE BOARD OF DIRECTORS**

133. Candidates may be vetted by the Board prior to being put forward for appointment or election. The Board will may a nominations panel to complete the vetting process and recommend candidates to the Board for approval to be appointed or elected.

134. At the Annual General Meeting in every year the Board shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than seven (7) months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board, 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 fourteen (14) clear days before the date of the meeting, subject nevertheless to the provisions 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 hereinafter directed to be served.

## **MEANS OF COMMUNICATION AND NOTICES**

135. Subject to the Articles, anything sent or supplied by or to British Powerlifting under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to British Powerlifting.

136. Subject to the Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by members of the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents from time to time

137. Any notice to be given by or to any person pursuant to the Articles:

137.1. must be in writing to the Address for the time being notified for that purpose; or

137.2. may be given in electronic form.

138. The British Powerlifting may give any notice to a Member either:

138.1. Personally; or

138.2. By sending it by post in a prepaid envelope addressed to the Member at his or her address;  
or

138.3. By leaving it at the address of the Member; or

138.4. By giving it in electronic form to the Member's address; or

138.5. By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.

139. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where British Powerlifting can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of forty eight (48) hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of forty eight (48) hours after the time it was sent.

140. Notwithstanding any other provisions of the Articles, British Powerlifting may send or supply any document or information to Members that is required or authorised to be sent or supplied by British

Powerlifting under the Companies Acts or the Companies Act 2006 ("2006 Act") or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

141. A Member who does not register an address with British Powerlifting or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from British Powerlifting.

142. A Member present in person at any meeting of British Powerlifting shall be deemed to have received notice of the meeting and of the purposes for which it was called.

## **DISPUTES**

143. The Members agree that if a dispute in connection with the Articles arises and the dispute cannot be resolved by agreement or the processes set out within the By-Laws or such other policies as in place, it shall be referred to Sports Resolutions for resolution by mediation in accordance with the Sports Resolutions Mediation procedure which is deemed to be incorporated by reference to this Article.

144. If the dispute is not settled within 60 days of the mediation being instituted, or within such other period as the parties shall agree in writing, the dispute(s) shall be referred to and finally resolved by arbitration under Rules of the Court of Arbitration for Sport in Lausanne (in accordance with the requirements of the IPF) are deemed to be incorporated by reference to this Article.

## **DISSOLUTION**

145. The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of British Powerlifting after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of British Powerlifting be applied or transferred in any of the following ways:

- 145.1. directly for the Objects;
- 145.2. to any charity or charities with purposes similar to the Objects; or
- 145.3. to any charity or charities for use for particular purposes that fall within the Objects.

146. In no circumstances shall the net assets of British Powerlifting be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution is passed by the Members the net assets of British Powerlifting shall be applied for charitable purposes as directed by the Court.

#### **INDEMNITY**

147. The British Powerlifting may indemnify a Member of the Board or former Member of the Board against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.

## APPENDIX 1

### FORM OF PROXY NOTICE



#### MEMBER DETAILS (the "Member")

NAME		MEMBERSHIP NUMBER	
ADDRESS			

#### PROXY DETAILS (the "Proxy")

NAME		MEMBERSHIP NUMBER	
ADDRESS			

I, the Member, hereby appoint the Proxy to attend, speak and vote on my behalf at the general meeting of GB Powerlifting Federation Limited on..... Save as outlined in the box below, I grant the Proxy the right to act on my behalf to the fullest extent possible.

#### RESTRICTIONS ON / SPECIFIC DIRECTIONS TO THE PROXY

Signature (Member)..... Date: .....

Print Name: .....

**Notes:**

1. As a member of GB Powerlifting Federation Limited (the “**British Powerlifting**”) you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of British Powerlifting. You can only appoint a proxy using the procedures set out in these notes and Articles of Association of British Powerlifting.
2. This form must be submitted ahead of a meeting of the members in accordance with British Powerlifting Article 114
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. A proxy must be a member of British Powerlifting and must attend the meeting to represent you. You are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to give them the relevant instructions directly.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one vote. To appoint more than one proxy, you must complete this form for each proxy, indicating on each copy the name of the proxy you wish to appoint. All forms must be signed and should be returned together.
6. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.