

---

**THE COMPANIES ACT 2006**

---

**PRIVATE COMPANY LIMITED BY GUARANTEE**

---

**ARTICLES OF ASSOCIATION**

**OF**

**THE ENGLISH ICE HOCKEY ASSOCIATION LIMITED**

**Company No. 03730185**

---

**MILLS & REEVE**

**The Companies Act 2006**  
**Private Company Limited by Guarantee**

**Articles of Association**

**of**

**The English Ice Hockey Association Limited**

**Name**

- 1 The name of the Company is The English Ice Hockey Association Limited, trading as England Ice Hockey.

**Objects and Powers**

- 2 The objects for which the Company is established ("**Objects**") are to:
  - 2.1 support and work with Ice Hockey UK Limited ("**IHUK**") to organise, promote, foster, increase participation in and develop the sport of Ice Hockey and para ice hockey in England;
  - 2.2 maintain association or affiliation with IHUK and co-operate with IHUK in connection with Ice Hockey in the United Kingdom;
  - 2.3 support IHUK to act as the representative member for the United Kingdom in international affairs including in relation to the International Ice Hockey Federation for the benefit of the Members and Ice Hockey as a whole;
  - 2.4 do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.
- 3 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects ("**Powers**").

**Use of Income and Property**

- 4 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of distribution, bonus or otherwise by way of profit to any Member.
- 5 Provided that nothing herein shall prevent any payment in good faith by the Company of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company and of reasonable out of pocket expenses legitimately incurred in carrying out the duties of any Member, officer or servant of the Company.

### **Liability of Members**

- 6 The liability of each Member is limited to £1 only, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while it is a Member or within one year after it ceases to be a Member, for any of the items set out in Article 7.
- 7 The items for which each Member undertakes to contribute are payment of the debts and liabilities of the Company contracted before it ceases to be a Member, payment of the cost, charges and expenses of winding up and the adjustment of the rights of the contributories among themselves.

### **Directors' Powers and Responsibilities**

- 8 Subject to the Act, these Articles and any Regulations made pursuant to them, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the Powers of the Company. No valid act carried out by the Board shall be invalidated by a subsequent alteration to the Articles or any Regulations.
- 9 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to such person, committee or region, by such means (including by power of attorney), to such an extent, in relation to such matters or territories and on such terms and conditions, as it thinks fit. All acts and proceedings delegated under these Articles shall be reported to the Board as soon as possible. The Board may revoke any delegation in whole or part, or alter, its terms and conditions.

### **Decision-Making by Directors**

- 10 A decision is taken at a Directors' meeting by a simple majority of the votes of the participating Directors. Each Director participating in a Directors' meeting has one (1) vote.
- 11 Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 12 Any Director may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Company Secretary (if any) to give such notice.
- 13 A meeting of the Board shall be called on at least seven (7) days' notice unless all the Directors agree otherwise or the Chair determines that exceptional circumstances justify shorter notice.
- 14 Notice of any meeting of the Board must indicate its proposed date and time, where it is to take place; and if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 15 Notice of a Board meeting shall be given to each Director in writing, which (for the avoidance of doubt) includes email save that it shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom.
- 16 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when the meeting has been called and takes place in accordance with these Articles, and they can each communicate to the others by any method (virtual or otherwise) any information or opinions they have on any particular item of the business of the meeting. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Composition of the Board and Quorum**

- 17 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors and, unless otherwise fixed, is two Directors, or in the event of the number of Directors falling to one (1), a sole Director may not take any decisions of the Company, besides to appoint a further Director.
- 18 The Chair shall preside at all meetings of the Board at which they shall be present. If at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting or is not willing or able to preside, the Directors present shall choose one of their number to be chair of the meeting. The Chair or the person so appointed for the time being is known as the chair of the meeting.
- 19 Voting on any issue at a meeting of the Board shall be on a show of hands and each member of the Board shall be entitled to one (1) vote. If the numbers of votes for and against a proposal at a meeting of the Board are equal, the chair of the meeting shall have a second or casting vote.

### **Directors' Conflicts of Interest**

- 20 The Directors must declare the nature and extent of any direct or indirect interest which they have in any proposed or existing transaction or arrangement with the Company and any duty owed to a third party or any direct or indirect interest which they have or may have which conflicts or possibly may conflict with their duties to the Company or the interests of the Company ("**Conflict**").
- 21 Provided that a Director has declared any Conflict ("**Interested Director**") in accordance with Article 20, the Interested Director shall be eligible to vote and count in the quorum notwithstanding the Conflict unless otherwise determined by the Chair acting reasonably.
- 22 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided they have declared the nature and extent of their interest in accordance with

the requirements of Article 20 and the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

- 22.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- 22.2 may act by himself or herself or his or her firm in a professional capacity for the Company (otherwise than as auditor) and their firm shall be entitled to remuneration for professional services as if they were not a Director;
- 22.3 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
- 22.4 shall not, save as they may otherwise agree, be accountable to the Company for any benefit which he or she (or a person connected with him or her (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his or her duty under section 176 of the Act.

### **Records of Decisions**

- 23 The Board must ensure that the Company keeps a record, in writing, for at least ten (10) years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Company at general meeting.
- 24 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **Directors' Discretion to Make Regulations**

- 25 The Board shall have the power to make, vary and revoke Regulations for the better administration of the Company including:
  - 25.1 membership regulations setting out different categories of Members, the rights, privileges and obligations of Members, the registration and membership fees to be paid by Members, codes of behaviour and disciplinary procedures for Members and such other membership regulations as the Board thinks fit.
  - 25.2 terms of reference as to the function, role, operation and procedures of any committees established in accordance with Article 9 to assist the Board in the better administration of the Company;

- 25.3 any procedures at general meeting and meetings of the Board so far as such procedure is not regulated by the Act or these Articles;
  - 25.4 any procedures to assist the investigation and resolution of disputes within the Company;
  - 25.5 any other policies or procedures of the Company;
  - 25.6 such other matters as are commonly the subject of company rules.
- 26 Regulations made under Article 25 must be compliant with the Act and these Articles in order to be valid.
- 27 The Board shall take reasonable steps to make each Member aware of any Regulations. The Regulations shall be binding on the Members.

### **Appointment of Directors**

- 28 Unless otherwise determined by ordinary resolution, the number of Directors shall be not more than two (2).
- 29 All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.
- 30 Each member of the Board must be at least eighteen (18) years of age, but membership of the Board shall not be subject to a maximum age limit.

### **Termination of Director's Appointment**

- 31 Without prejudice to any other provision of these Articles, a person shall cease to be a Director of the Company as soon as:
- 31.1 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or
  - 31.2 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three (3) months; or
  - 31.3 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or
  - 31.4 that person ceases to be a member of the Board by virtue of any provisions of the Act or is prohibited by law from being a Director; or

- 31.5 that person is removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- 31.6 that person shall have been absent for more than three consecutive Board meetings without permission of the Board; or
- 31.7 the period for which they were appointed or elected has ended and they have not been re-appointed or re-elected.
- 32 A person serving as Chair who is removed from office as a Director for whatever reason shall be deemed to have resigned from their position as Chair and the vacancy shall be filled in accordance with these Articles.

### **Chair**

- 33 Subject to the provisions of the Act, the Board shall appoint, and may remove, a Director to be the Chair and may delegate to the Chair such of its powers as it thinks desirable to be executed by the Chair.
- 34 A Chair appointed in accordance with Article 33 shall hold office as a member of the Board until they cease to be a Director pursuant to Article 31 or are removed pursuant to Article 33.

### **Casual Vacancies**

- 35 A casual vacancy arising among the Directors shall be filled by the Board which has the right to co-opt a Director on a temporary basis provided always that the person appointed to fill the vacancy shall hold office until the next following annual general meeting but shall be eligible for re-appointment (but not co-option again) in accordance with these Articles.

### **Company Secretary**

- 36 The Board may appoint any person who is willing to act as the Company Secretary for such term, (subject to Article 5) at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Board so decides, appoint a replacement, in each case by a decision of the Board.

### **Application for Membership**

- 37 The Members of the Company shall be such persons or organisations as are admitted to membership in accordance with these Articles. No person or organisation shall become a Member unless they have executed and delivered to the Company an application for membership in such form as the Board requires and which has been approved by or on behalf of the Board.
- 38 Each Member must before or upon admission as a Member pay to the Company such registration and membership fees as the Board may from time to time determine.
- 39 Each Member shall be recorded on a register of members kept by the Company.

- 40 Each Member shall be bound by and subject to these Articles and the Regulations.
- 41 For the avoidance of doubt, the Company is expressly permitted to be a sole member company.

### **Termination of Membership**

- 42 The Board may terminate the membership of any Member without the consent of the Member in question with immediate effect or on such notice as may be determined by the Board by giving such Member written notice if, in the reasonable opinion of the Board:
- 42.1 the Member is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or the sport of Ice Hockey or any or all of the Members and Directors into disrepute; or
- 42.2 the Member has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- 42.3 the Member has failed to observe or comply with the terms of these Articles and where applicable the Regulations; or
- 42.4 it is in the Company's best interests to do so.
- 43 Following such termination, the Member shall be removed from the register of members.
- 44 A Member may withdraw from membership of the Company by giving seven (7) clear days' notice to the Company in writing.
- 45 A Member's membership terminates automatically if (in the case of an individual) they die, or (in the case of an organisation) it ceases to exist.
- 46 Membership is not transferable.
- 47 Any Member ceasing to be a Member immediately forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of its registration or membership fee.

### **General Meetings**

- 48 General meetings shall be called on at least three (3) clear days' written notice or by shorter notice if such short notice is agreed the Members.
- 49 The notice shall specify the date, time and place of the meeting, describe the general nature of the business to be transacted at the meeting, include the text of any resolution to be proposed and be sent to all the Members, to each Director and to the Auditors.

- 50 A general meeting may be called at any time by the Board, by the Company Secretary (if any) acting on behalf of the Board or by any Member of the Company.
- 51 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting.

### **Proceedings at General Meetings**

- 52 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 53 A person is able to exercise the right to vote at a general meeting when that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 54 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it and shall determine the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facilities.
- 55 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 56 Unless otherwise determined by ordinary resolution, and except where the Company has only one Member, two Members present in person, by a duly authorised representative or by proxy, or one-tenth of the total number of such persons for the time being (rounded up to a whole number), whichever is the greater, shall be a quorum. Where the Company has only one Member, the quorum shall be that Member only.
- 57 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the same, the Directors present, or if no Directors are present, the meeting, must appoint a Director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- 58 The chair of the meeting may permit other persons who are not a Member of the Company to attend and speak at a general meeting.
- 59 The chair of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.

60 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

### **Voting at General Meetings**

61 Each Member shall be entitled to receive notice of, attend and cast one vote at general meetings.

62 Each Member which is an organisation is entitled to send such number of representatives to attend and speak at general meetings as the Board may determine from time to time, but at all times only one (1) of those representatives shall have a vote.

63 A resolution put to the vote of a general meeting must be decided on a show of hands. Except where otherwise provided by the Act, every resolution is decided by a majority of votes cast.

64 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

65 No objection shall be raised to the qualification of any Member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid, such objection must be referred to the chair of the meeting whose decision is final.

66 A resolution in writing executed by or on behalf of each and every Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held.

### **Notices and Communication**

67 Any notice to be given to or by any person pursuant to the Articles shall be in writing to the Member's postal address or electronically by email to that person's email address, except that a notice calling a meeting of the Directors or a general meeting of the Members need not be in writing.

68 Subject to obtaining the prior consent of the Members, the Company may give any notice to any person by publishing such notice on the Company's website. The person intended to receive notice will be notified, either in writing or electronically, by the Company of the details of the website where the document is available and details of how it can be accessed.

69 A Member present by its representative or by proxy at any general meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

70 A notice shall, unless the contrary is proved, be deemed to be given at the expiration of forty-eight (48) hours after the envelope containing it was posted or the electronic communication has been sent.

## Accounts

- 71 At least once in every financial year the accounts of the Company shall be examined and the accuracy of the profit and loss account and balance sheet (if required by law or the Code) reviewed by the Auditors. Without prejudice to sections 485 to 488 of the Act, the Auditors shall be appointed and their fees fixed by the Members.

## Indemnity and Insurance

- 72 Without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a relevant officer in the actual or purported execution and/or discharge of his or her duties, or in relation to them including (in each case) any liability incurred by him or her in defending any civil or criminal proceedings, in which judgment is given in his or her favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him, in his or her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 73 The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any proceedings or application referred to in Article 72 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 74 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

## Dissolution

- 75 If upon the winding up or dissolution of the Company 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, 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 on the Company under Article 4, such institution or institutions to be determined by an ordinary resolution of the Members at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Board for some other philanthropic or charitable purpose.

## Definitions

- 76 In these Articles, unless the context otherwise requires:
- “**Auditors**” means the auditors for the time being of the Company;
- “**Act**” means the Companies Act 2006;

“**Articles**” means these articles of association, as may be amended from time to time;

“**Board**” means the board of directors of the Company from time to time, the members of which are the directors of the Company for the purposes of the Act;

“**Business Day**” means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

“**Chair**” means the independent chair of the Board appointed by the Board in accordance with Article 33;

“**chair of the meeting**” has the meaning given in Article 18 (in respect of a Board meeting) or Article 57 (in respect of a general meeting);

“**clear days**” means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

“**Code**” means the Code for Sports Governance as published by UK Sport from time to time;

“**Company**” means The English Ice Hockey Association Limited (registration number 03730185);

“**Company Secretary**” means such person as the Board appoints as the secretary of the Company from time to time in accordance with Article 36;

“**Conflict**” has the meaning given in Article 20;

“**Director**” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form (including email);

“**Electronic Form**” has the meaning given in Section 1168 of the Act;

“**General Meeting**” means a general meeting of the Company including any annual general meeting;

“**hard copy form**” has the meaning given in Section 1168 of the Act;

“**Ice Hockey**” means the sport of ice hockey;

“**IHUK**” means Ice Hockey UK Limited, a company incorporated in England and Wales with company number 03800672 (or its successor);

“**Interested Director**” has the meaning given in Article 21;

“**Member**” means any member admitted from time to time to membership of the Company in accordance with Article 37 who, under these Articles, is entitled to receive

notice of, attend, speak and vote at general meetings and “**Members**” means such members who are together the members of the Company for the purposes of the Act;

“**Objects**” has the meaning given in Article 2;

“**ordinary resolution**” has the meaning given in Section 282 of the Act;

“**participate**” in relation to a Board meeting, has the meaning given in Article 16;

“**Powers**” has the meaning given in Article 3;

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

“**Regulations**” means the rules, bye laws, standing orders or regulations of the Company made by the Board in accordance with Article 25, as amended from time to time;

“**special resolution**” has the meaning given in Section 283 of the Act;

“**writing**” 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 (including by email) or otherwise.

- 77 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 78 Words importing the singular number shall include the plural number and vice versa. Words importing one gender shall include the other genders. Words importing persons shall include corporations, unincorporated associations and partnerships.
- 79 Any phrase introduced by the terms including, include, in particular, for example or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 80 Any reference in these Articles to an enactment includes a reference to that enactment as reenacted or modified from time to time by statute and to subordinate legislation made under it.
- 81 For the purposes of Section 20 of the Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.