

F6THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
WORLD CROQUET FEDERATION LIMITED

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

“Act”	means the Companies Act 2006;
“Affiliated Players”	individuals who are directly affiliated to a Member and individuals who are members of clubs or regional or other bodies which are themselves affiliated to a Member;
“Articles”	means the Company’s articles of Association for the time being in force;
“Associate Member”	means an associated member of the Company as set out in Article 0;
“Board”	means the board of directors from time to time of the Company;
“Company”	means World Croquet Federation Limited, a company incorporated in England and Wales under the Companies Act (Company Number: [NUMBER]);
“Federation”	means the WCF operated by the Company under the name “World Croquet Federation”;
“Games”	the versions of the game and sport of croquet recognised by the Company;
“Member”	means either an Associate Member or a Full Member;
“Model Articles”	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
“Practice Book”	means the rules and procedures adopted by the Board and published by the Company as binding on all Members (but which shall not, for the avoidance of doubt, deal with any employees of the Company);
“Rules and Laws of the Sport”	means the rules and laws relating to the Sport as recognised by the World Croquet Federation, the Governing Body of the Sport;

“Rules”	means any rules, laws, bye-laws, codes of conduct, regulations, protocols, disciplinary rules or any other rules of any kind adopted by the Board and published by the Company as binding on the Members which shall include the Rules of the Sport, the Practice Book and all rules, laws, bye-laws, codes of conduct, regulations, protocols, disciplinary rules or any other rules in so far as they are not superseded by any rules, laws, bye-laws, codes of conduct, regulations, protocols, disciplinary rules or other rules of the Company;
“Sport”	means the sport of Croquet; and
“Voting Member”	means any Member entitled to vote at a general meeting of the Company under the terms of these Articles namely: Full Members and/ or Associate Members.
“WCF”	means the World Croquet Federation operated by the Company

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 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 any subordinate legislation from time to time made under it and any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.4 The Model Articles shall apply to the Company, except insofar as they are modified or excluded by these Articles. In the event of conflict or inconsistency between these Articles and the Model Articles, these Articles shall govern and prevail.
- 1.5 Unless the context otherwise requires the singular shall include the plural, the masculine shall include the feminine and the feminine shall include the masculine and bodies corporate and unincorporated.

2 OBJECTS AND ASSETS

- 2.1 The objects of the Company shall be:
- 2.1.1 to promote, develop and codify the Games internationally at all levels and to make the Games well-known, well-understood, well-respected and well-supported sports in countries throughout the world;
 - 2.1.2 to uphold and enforce the rules or laws of the Games;
 - 2.1.3 to ensure the observance of the Company’s constitution and regulations;
 - 2.1.4 to promote and support international team and individual championships, including maintaining a forward schedule of such events;

- 2.1.5 to make and uphold regulations governing the Company and international championships, including sanctioning or licensing events under the auspices of the Company;
 - 2.1.6 to support Members in hosting events under the Company's authority, where prior agreement has been reached;
 - 2.1.7 to apply the funds of the Company as deemed appropriate to develop and realise the above objects;
 - 2.1.8 to enhance the collective influence of Members when dealing with other sports governing bodies and public authorities;
 - 2.1.9 to preserve the independence of the Company in its dealings with Members;
 - 2.1.10 to maintain communication platforms such as a website and newsletters to facilitate the exchange of information;
 - 2.1.11 to support the establishment and maintenance of ranking systems for the principal Games (as defined in the Practice Book) governed by the Company;
 - 2.1.12 to recognise and honour individuals who have contributed to the advancement of the Company's aims;
 - 2.1.13 to uphold the principles of non-racial and non-discriminatory sport; and
 - 2.1.14 to take all such measures as are expedient to advance the international interests of the Games and further the Company's objectives.
- 2.2 The Company shall have the power to do all lawful acts and things to further the foregoing objects. The objects in Article 2.1 shall not be restrictively interpreted and the widest interpretation shall be given to them.
- 2.3 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the Members but given or transferred to one of more of the following approved sporting or charitable bodies, as may be decided by the Members of the Federation at a General Meeting:
- 2.3.1 A registered charitable organisation(s);
 - 2.3.2 the Sport's replacement or alternative global governing body for use by them.

3 THE FEDERATION

The name of the Federation operated by the Company will be the "World Croquet Federation" and this name shall not be subject to any change by any means, including votes at General Meetings, or by special resolutions of the Members.

4 MEMBERSHIP

4.1 Admission of Members

4.1.1 Applications for membership may only be made if the requirements set out in the Practice Book are satisfied.

4.2 **Member's Responsibility**

- 4.2.1 A Member on being accepted thereby submits itself to, and shall be held to have satisfied himself as to these Articles and the Practice Book, including the powers and obligations therein contained, and on these conditions alone is entitled to the advantages and privileges of the Company.

4.3 **Membership Categories**

There shall be the following classes of Membership:

Full Member

A Full Member must meet the following criteria:

- 4.3.1 There must be clear evidence that the Member is actively involved in promoting at least one of the Games in their country.
- 4.3.2 The Member must have ultimate responsibility for its national tournament calendar.
- 4.3.3 The Member must have at least 100 Affiliated Players.
- 4.3.4 The Member must have at least five affiliated croquet clubs located at separate venues which permit their members to have generally unrestricted access to the croquet facilities throughout the playing season.
- 4.3.5 The Member must hold an annual national championship for one of the principal Games (as defined in Practice Book) and must have staged at least two such championships prior to election to the Company as a Full Member.
- 4.3.6 The Member must be able to demonstrate that inter-club competitive activity occurs during the playing season. This includes the holding of open singles tournaments by its affiliated clubs as well as holding of inter-club matches.
- 4.3.7 The Member shall nominate an individual to act as its authorised representative for the purposes of exercising its voting rights

Associate Member:

An Associate Member must meet the following criteria:

- 4.3.8 There must be clear evidence that the Member is actively involved in promoting at least one of the Games in their country.
- 4.3.9 The Member must have ultimate responsibility for its national tournament calendar.
- 4.3.10 The Member must have at least 20 Affiliated Players.
- 4.3.11 The Member must have at least two affiliated croquet clubs which are independent entities located at separate venues which permit their members to have generally unrestricted access to the croquet facilities throughout the playing season.

- 4.3.12 The Member must hold an annual national championship for one of the principal Games (as defined in the Practice Book) and must have staged at least two such championships prior to election to the Company as an Associate Member.
- 4.3.13 The Member must be able to demonstrate that inter-club competitive activity occurs during the playing season. This includes the holding of open singles tournaments by its affiliate clubs as well as the holding of inter-club matches.
- 4.3.14 The Member shall nominate an individual to act as its authorised representative for the purposes of exercising its voting rights.

4.4 **Subscription**

- 4.4.1 Each Full Member and Associate Member must pay annual subscriptions of such amount or type as shall be decided by the Members from time to time on the recommendation of the Board.
- 4.4.2 Subscriptions may not be increased by more than 10 per cent each year unless approved by the Members by a two-thirds majority of the votes cast.
- 4.4.3 Subscriptions are payable in pounds sterling, initially upon election and subsequently by the 31st January in each year.
- 4.4.4 A Member must give notice to the Secretary-General in accordance with the Practice Book of its intention to resign from the Company not later than 31st December in any year, failing which it shall be liable for its subscription the following year.
- 4.4.5 If a Member fails to pay its subscription in any year by the due date, its membership shall be deemed to have lapsed.
- 4.4.6 If such Member wishes to be re-admitted it must pay all arrears of subscription or go through the procedure for admission in accordance with the Practice Book.
- 4.4.7 The Board shall be entitled on behalf of the Company to sue for all sums due to the Company by Members or others.

4.5 **Rights and Privileges of Members**

- 4.5.1 Full Members – are entitled:
 - 4.5.1.1 to two or more votes in Member decisions, General Meetings and on resolutions proposed by the Board, according to the number of its Affiliated Players as set out at 4.6.1 below.
 - 4.5.1.2 To send a team to compete in relevant Federation team events, subject to any regional variations set out in the Practice Book.
 - 4.5.1.3 To two membership places in all Federation singles events, subject to any regional variations set out in the Practice Book.
- 4.5.2 Associate Members – are entitled:

4.5.2.1 To one vote in Member decisions, General Meetings and on resolutions proposed by the Board, according to the number of its Affiliated Players as set out at 4.6.1 below.

4.5.2.2 To send a team to compete in all Federation team events, subject to any regional variations set out in the Practice Book.

4.5.2.3 To one membership place in all Federation singles events, subject to any regional variations set out in the Practice Book.

4.6 **Voting**

4.6.1 The number of votes to which each Full Member and Associate Member is entitled is determined according to their membership category and number of Affiliated Players that they represent as tabled below:

	Number of Affiliated Players	Votes
Full Member	2,000+	8
	1,000 to 1999	6
	500 to 999	4
	100 to 499	2
Associate Member	20+	1

5 **THE BOARD OF DIRECTORS**

5.1 Unless otherwise determined by an ordinary resolution, the number of Directors on the Board (“Directors” or “Board Members”) shall be not more than nine and not less than five. The Directors shall serve four-year terms.

5.2 Eight of the Directors will be elected at the Annual General Meeting that commences their four-year term.

5.3 If a Board position becomes vacant during the term, an election may be held in accordance with the procedures set out in the Practice Book. Unless otherwise agreed by the Board, any Director elected in this manner will be formally adopted at the next Annual General Meeting, at which point their term of office will officially commence.

5.4 Two of the Board Members are elected to the specific roles of President and Treasurer. The remaining 6 Directors are elected as general members of the Board.

5.5 The Board shall appoint a Secretary-General for a four-year term who will be a Board Member *ex officio* and eligible for re-appointment for one further four-year term.

5.6 The President shall act as chairman (the “Chairman”) and shall not, in the event of an equality of votes at a meeting of the Board, have a casting vote.

5.7 The Board shall have power to form committees or sub-committees and to appoint persons who are not on the Board to serve on such committees or sub-committees.

- 5.8 Committees and sub-committees shall have the power to co-opt members but they will not become Board Members by virtue of being co-opted.

6 PROCEEDINGS OF THE BOARD

- 6.1 The office of a Board member shall be vacated if:
- 6.1.1 they become incapable by reason of illness or injury of managing and administering their property and affairs;
 - 6.1.2 they cease to be a Board Member by virtue of any provision of the Act or the Company Directors Disqualification Act 1986 or they become prohibited by law from being a director; or
 - 6.1.3 they become bankrupt or make any arrangement or composition with their creditors generally; or
 - 6.1.4 they resign from office by notice to the Company; or
 - 6.1.5 they are removed from office by resolution duly passed pursuant to Section 168 of the 2006 Act; or
 - 6.1.6 they shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that their office be vacated.
- 6.2 Any director who becomes ineligible to hold a position as a director, for any reason, must immediately inform the Company of this event and forthwith vacate their position as a director of the Company.
- 6.3 The quorum for the transaction of business of the Board shall be five.
- 6.4 A Board member may participate in a meeting of the Board by means of conference telephone or other similar communications equipment whereby all the members of the Board participating in the meeting can hear each other and the members of the Board participating in a meeting in this manner shall be deemed to be present in person at such meeting for the purpose of Article 6.3.
- 6.5 Subject to the provisions of the Practice Book, the Board Members may regulate their proceedings as they think fit.
- 6.6 The Board may, in accordance with the requirements set out in this Article and the Act, authorise any matter or situation proposed to them by any Board Member which would, if not authorised, involve a director breaching their duty under section 175 of the Act to avoid conflicts of interest and Clause 14 of the Model Articles shall be modified accordingly. Any authorisation given under this Article will be effective only if:
- 6.6.1 the matter in question shall have been proposed by any Board Member for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board under the provisions of these Articles or in such other manner as the Board may determine;
 - 6.6.2 any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Board Member in question; and
 - 6.6.3 the matter was agreed to without the Board Member in question voting or would have been agreed to if their vote had not been counted.

7 POWERS OF BOARD MEMBERS

7.1 Subject to the approval of the Members, the Board shall have power:

- 7.1.1 to determine the policy to be followed in carrying out the objectives of the Company as specified in these Articles. The Board shall further have power to make, maintain, publish and enforce all necessary policies, statements, codes of conduct, codes of ethics, standing orders, bye-laws, rules and regulations in connection with the said objectives and the Sport including the Practice Book;
- 7.1.2 to delegate any of its powers to a duly appointed sub-committee, panel, working group or individuals whether or not the persons to whom the powers are delegated are members of the Board. The Chair shall be appointed by the Board unless this power is delegated to a sub-committee or working group, in accordance with the Practice Book.
- 7.1.3 to carry out the objects of the Company excepting such of them as are under these Articles only capable of being dealt with by the Company in general meeting;
- 7.1.4 to prohibit any act or practice by Members which in the opinion of the Board are or were detrimental to the interests of the Sport and to deal with any Member disregarding such prohibition in such manner as it may think proper, in accordance with the Practice Book;
- 7.1.5 to impose penalties and sanctions on Members or any other person to whom the Rules apply, for misconduct in accordance with the procedures set out in the Rules;
- 7.1.6 to require the Members and others over whom it may have jurisdiction to ensure that their Members and individuals accept, comply with and adhere to these Articles and the Rules; and
- 7.1.7 to nominate representatives to other bodies to represent the Company.

7.2 Subject to the provisions of the Act, the Practice Book, the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Board Members who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Board Members which would have been valid if that alteration had not been made or that direction had not been given.

8 GENERAL MEETINGS

8.1 The Annual General Meeting of the Company shall be held each year, no later than 31st October, at such time determined by the Board and conducted virtually.

8.2 Notice of the Annual General Meeting shall include the date, time and place of the meeting, details of any person nominated by the Members to sit on the Board and any resolution proposed by a Member or the Board, and be sent to all Members and the Board at least twenty one days prior to the due date for the meeting. The notice calling the Annual General Meeting shall be accompanied by such written reports and other documents as may be relevant to the proposed business of the Annual General Meeting.

8.3 At all meetings of the Company, the Chairman shall take the Chair. If the Chair is not present, the meeting shall elect a chairman.

- 8.4 The annual accounts will be prepared by the Treasurer and independently examined by a qualified accountant. The Annual Accounts shall be distributed to Members prior to the Annual General Meeting. Correct Accounts and Books shall be kept showing the financial affairs of the Company.
- 8.5 At least seven days written notice of all General Meetings of the Company shall be given to Members by the Board (other than the Annual General Meeting which requires at least twenty one days notice as narrated at Article 8.1).
- 8.6 A resolution put to the vote at a General Meeting must be circulated to the Members in advance, and Members may submit their votes by email or electronic means, as prescribed by the Board, unless a poll is duly demanded in accordance with the Act and the Model Articles.
- 8.7 No business shall be transacted at any General Meeting unless there are present (either in person or by proxy) Voting Members representing at least 30% of the votes, and such members comprise at least two Voting Members, in accordance with Article 4.6. If after thirty minutes there is still no quorum present, the Chairman will be instructed to call another Annual General Meeting within Fifty-Six days. At the second meeting the business of such an Annual General Meeting will proceed whether or not a quorum is present.
- 8.8 The business of the Annual General Meeting shall be:
- 8.8.1 to receive the report of the Company's affairs;
 - 8.8.2 to elect directors to the Board as required to fill open positions;
 - 8.8.3 to elect the Independent Examiner (as defined in the Practice Book) for the ensuing year;
 - 8.8.4 to approve the rates of the various subscriptions and fees payable to the Company as recommended by the Board;
 - 8.8.5 to consider resolutions of which due notice has been given; and
- 8.9 The Chairman shall call a Special General Meeting at the request of the Board or upon receipt of a request in writing sent to him and copying in the Secretary-General, signed by Members representing at least 40% of the votes per clause 4.6 stating the purpose for which the meeting is to be called and the resolution or resolutions which will be moved by the requisitionists at the meeting. The Special General Meeting shall be held within fourteen days of the request being received by the Chairman and notice shall be sent out to all Members at least seven days prior to the date of the meeting. No other business shall be conducted at such a meeting except that of which notice has been given. If within thirty minutes of the time of which notice has been given a quorum is not present, the meeting will be abandoned.
- 8.10 The accidental omission to give notice of a meeting to or the non receipt of a notice of meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 8.11 A resolution in writing executed in the case of an ordinary resolution by more than 50% of the Voting Members and in the case of a special resolution by not less than 75% of the Voting Members shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed by or on behalf of one or more Voting Members.
- 8.12 Where a resolution in writing under Article 8.11 does not achieve the requisite majority due to insufficient participation, any votes validly received in writing, including by email or other electronic means, may, at the discretion of the Board, be treated as advance votes for the purposes of a General Meeting at

which the same resolution is proposed, and shall be counted together with any other votes cast at that meeting in determining whether the resolution is passed.

8.13 All Voting Members shall be entitled to appoint a proxy to attend, speak and vote at General Meetings in accordance with the provisions of the Act. The proxy form shall be signed by the Voting Member and shall be in the form sent to the Voting Members with the notice of the General Meeting or in any other form approved by the Board. The appointment of a proxy and any authority under which it is signed (in a manner approved by the Board) shall in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications: (i) in the notice convening the meeting; (ii) or in any instrument of proxy sent out by the Company in relation to the meeting; (iii) or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meetings, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting.

9 DISCIPLINE AND MISCONDUCT

9.1 For the avoidance of doubt the Board shall have the power to prohibit any act or practice by Members which in the opinion of the Board is or was detrimental to the interests of the Sport and to inflict sanctions in accordance with the Practice Book or otherwise as set out in these Articles which empowers the Board to deal with discipline in terms of this Article and in accordance with the Practice Book.

10 NOTICES

10.1 A notice or other document may be given by the Company to any Member in writing by a website the address of which shall be notified to the Member in writing or by electronic mail to an address notified by the Member to the Company in writing. This Article does not affect any provision in the Act or these Articles requiring notices or documents to be delivered in a particular way.

10.2 A notice or document sent by electronic mail, shall be deemed to have been delivered at the time it was sent. A notice or document published on a website shall be deemed to have been delivered when the material was first made available on the website, or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

10.3 The WCF will use Coordinated Universal Time (UTC) for the setting of time sensitive notices and deadlines.

11 INDEMNITY

Subject to the Act, but without prejudice to any indemnity to which a director or officer may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which they may sustain or incur in or about the execution of the duties of their office or otherwise in relation thereto including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to them by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their office or in relation thereto; but this Article shall only have effect insofar as its provisions are not avoided by Section 1532 of the Act.

12 GENERAL

Change of address

12.1 Any Member changing their email address shall notify same by email to the Secretary-General, and failing such intimation all notices sent to the old address, shall be held as duly delivered.

Member topics for discussion

12.2 Members are entitled to raise topics with the Board in the form of a proposal, question or complaint. Proposals which repeat topics recently discussed must include a rationale explaining why it is being re-submitted.

12.3 The Member decision making process for matters that are not required to be raised at a General Meeting is set out in the Practice Book.

13 PRACTICE BOOK

Notwithstanding any provision in these Articles, in the event of any conflict or inconsistency between these Articles and the Practice Book, the terms of the Practice Book shall prevail to the extent of such conflict or inconsistency.

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ARTICLES OF ASSOCIATION

OF

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