

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE BRITISH AMERICAN FOOTBALL REFEREES ASSOCIATION LIMITED

PRELIMINARY

1.

- a) Subject as hereinafter provided, the Regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A"), and made pursuant to the provisions of the Companies Act 1985 (hereinafter referred to as "The Act") and the Companies Act 1989 (hereinafter referred to as the "1989 Act") shall apply to the Company save in so far as they are excluded or varied hereby.
- b) Regulations 2 to 35 (inclusive), 38, 40, 54, 55, 57, 59, 62, 64, 73, 74, 75, 77 to 81 (inclusive), 87, 89, 91, 94 to 98 (inclusive), 100, 101, 102 to 108 (inclusive), 110 to 112 (inclusive), 114, 116 and 117 of Table A shall not apply to the Company.
- c) Regulation 1 in Table A shall be read and constructed as if the definition of "the holder" were omitted therefrom.
- d) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by The Act.
- e) "communication" means the same as in the Electronic Communications Act 2000.
- f) "electronic communication" means the same as in the Electronic Communication Act 2000.
- g) "executed" includes any mode of execution.
- h) "the Rules" are the Rules, Regulations, Byelaws or Policies of the Company as from time to time agreed by the Company.

MEMBERS

- 2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company. No person shall be admitted as a member of the Company unless they are approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership, in such form as the directors require, executed by them.
- 3. Membership may consist of:
 - a) Qualified Members who are persons aged 18 or over selected by the Company as being capable of officiating in accordance with the playing rules of American football to a standard set by the Company;
 - b) Associate Members who are persons aged 18 or over following a programme of training towards the goal of becoming a Qualified Member;
 - c) Affiliate Members who are persons interested in officiating in Britain but who do not wish to do so actively;

- d) Junior Members who are persons under the age of 18 years who wish to participate in American football officiating.
- 4. Honorary Members in any of the above categories are persons whose services to American football in Britain are such that the Company considers them worthy of being granted Honorary Membership. They shall be free of financial obligations to the Company.
- 5. A member may at any time withdraw from the Company giving at least 7 clear days' notice to the Company, however payment of subscription for the year may still be payable. Membership shall not be transferable and shall cease on death.
- 6. The directors have the right to expel from membership, or otherwise deal with, any Member who has contravened the Rules or brought discredit to the Company or its aims, but only provided such member has had the opportunity to appeal in person or in writing to a meeting of the board of directors.

PROCEEDINGS AT GENERAL MEETINGS

- 7. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors and the appointment of, and the fixing of the remuneration of, the auditors.
- 8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - b) in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding (subject to the provisions of any elective resolution of the Company for the time being in force) not less than 95 per cent of the total voting rights at the meeting of all members.
- 9. An annual general meeting shall be held no less than 9 months and no more than 15 months after the previous annual general meeting.
- 10. An extraordinary general meeting may be called by the directors, or requested by 10% or more of members.
- 11. The notice shall specify the time and place of the meeting and in the case of special business, the nature of the business, and shall be given to all the members and to the directors and auditors.
- 12. Only Qualified Members are entitled to vote at any Meeting.
- 13. No business shall be transacted at any Meeting unless a quorum is present. A quorum shall be twenty percent (20%) of members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative. If and so long as the Company shall have one member only, that person alone present in person or by proxy or by a duly authorised representative shall be a quorum. At the end of Regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

14. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may: in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- a) 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, or
 - ii) in any instrument of proxy sent out by the company in relation to the meeting, or
 - iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
 - b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
15. Subject to the provisions of The Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.
16. In addition to any other manner in which the member or members of the Company are authorised under The Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:
- a) A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.
 - b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause:
 - i) any resolution, which if passed at a general meeting, would need to be passed as a Special Resolution or Extraordinary Resolution;
 - ii) any resolution to change the terms of appointment of the officers or auditors;
 - iii) any resolution requiring special notice.

APPOINTMENT AND REMOVAL OF DIRECTORS

17. The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of The Act. They shall remain in office for the unexpired term of their membership of the Board. The term may be varied according to the Rules of the Company.
18. All Directors shall retire at the end of their term of office and may present themselves for re-election by the members. Directors will be elected each year at the annual general meeting. Nominations must be proposed and seconded by members. The timetable and procedures for the nominations and the election shall be determined according to the Rules of the Company.
19. In addition and without prejudice to the provisions of Section 303 of The Act, the Company by Ordinary Resolution or the board of directors by Resolution may remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of The Act, the board of directors may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In Regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted. The term of office of a Director so appointed shall be to the next general meeting, at which an election shall be held to fill the remainder of the normal term of office of the Director.
20. The office of a Director shall be vacated if:
 - a) they cease to be a Director by virtue of any provision of the Acts or they become prohibited by law from being a Director; or
 - b) they become bankrupt or make any arrangement or composition with their creditors generally; or
 - c) they are, or may be, suffering from mental disorder and, in relation thereto, are admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs;
 - d) they resign their office by notice to the Company.

COMMITTEES

- 21.21.
 - a) Committees shall be formed and disbanded by the board of directors from time to time.
 - b) Decisions of all committees may be subject to confirmation by the board of directors.

PROCEEDINGS OF DIRECTORS

22. The offices held by the directors shall be as stated in the Rules of the Company. There shall be no maximum number of directors.
23. The quorum for the transaction of the business of the directors shall be 50% of the number of directors. A person who holds office only as an alternate director shall, if their appointor is not present, be counted in the quorum.
24. Meetings of the directors shall be chaired by the President, or if no director is holding that office, or they are unwilling to preside or are not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to act.

25. An appointment or removal of an alternate Director may be effected at any time by notice to the Company given by their appointor. An alternate Director may also be removed from their office by not less than twenty four hours' notice to the Company and to the appointor given by a majority of their co-Directors. This Article shall have effect in substitution for Regulation 68 of Table A which shall not apply to the Company.
26. Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that they may be paid by the Company such part (if any) of the remuneration otherwise payable to their appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.
27. A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom they represent in addition to their own vote (if any) as a director, but they shall count as only one for the purpose of determining whether a quorum is present.
28. Any Director or their alternate may validly participate in a meeting of the Directors or a committee of Directors through electronic communication provided that all persons participating in the meeting are able to communicate with each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to The Act, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.
29. Regulation 83 in Table A shall be read and construed as if the words "of any class of shares or" were omitted therefrom.

BORROWING POWERS

30. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and, subject to Section 80 of The Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

GRATUITIES AND PENSIONS

31. The directors may exercise the powers of the Company conferred by its Memorandum of Association and shall be entitled to retain any benefits received by them in relation to the payment of pensions, gratuities and other benefits or any of them by reason of the exercise of any such powers

DIRECTOR'S INTERESTS

32. A Director may vote in respect of any contract or arrangement in which they, or any person with whom they are connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the

Company at which any such contract or arrangement is proposed or considered, and if they shall so vote, their vote shall be counted. Such interest shall be declared and recorded in the minutes of the meeting.

MINUTES

33. The directors shall cause minutes to be made in the books kept for the purpose:
- a) of all appointments of officers made by the directors; and
 - b) of all proceedings at meetings of the Company, and of directors and of committees of directors, including the names of the directors present at each such meeting; and
 - c) of all decisions taken by a sole member under the provisions of these Articles.

THE SEAL

34.34.

- a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director.
- b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

INDEMNITY

35. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by them in or about the execution and discharge of the duties of their office and the Company may purchase and maintain for any officer or auditor officers insurance against any liability which by virtue of any rule of law would otherwise attach to any such person in respect of any negligence, default, breach of duty or breach of trust which they may be guilty in relation to the Company.

NOTICES

36. Regulation 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.
37. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
38. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom

and who gives to the company an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the company.

In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

39. 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 communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent. Regulation 115 shall be deemed to be amended accordingly.

SECRETARY

40. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of The Act.

RULES, REGULATIONS, BYE LAWS OR POLICIES

41.41.

- a) The directors shall manage the Company according to such rules, regulations, bye laws or policies as they may from time to time agree for the expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules, regulations or bye laws regulate:
 - i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
 - iii) The appointments to, and responsibilities and duties of, any committees.
 - iv) The procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these presents.
 - v) And generally, all such matters as are commonly the subject matter of Company rules.
- b) The Company by Resolution of the board of directors shall have the power to alter or repeal the rules, regulations, bye-laws or policies and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules, regulations or bye laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule, regulation or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

**Signed by a subscriber member
to the above Articles:**

Name of subscriber:

Address:

Witness signature:

Witness Name:

Witness Address:

Date:

**Signed by a subscriber member
to the above Articles:**

Name of subscriber:

Address:

Witness signature:

Witness Name:

Witness Address:

Date: