

THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION

of

The British Association of Sport and Exercise Sciences

1. The Company's name (hereinafter referred to as the "Association") is The British Association of Sport and Exercise Sciences.
2. The Association's registered office is to be situated in England.
3.
 - (i) The Association's objects are:
 - (a) the promotion of research in sport and exercise sciences
 - (b) the encouragement of evidence-based practice in sport and exercise sciences
 - (c) the distribution of knowledge in sport and exercise sciences
 - (d) the development and maintenance of high professional standards for those involved in sport and exercise sciences
 - (e) the representation of the interests of sport and exercise sciences nationally and internationally.
 - (ii) In pursuance of those aims (but not otherwise), the Association shall have the following powers:
 - (a) To carry on any other activities which further any of the above objects.
 - (b) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Association, acquire and hold shares in such companies and carry out, in relation to any such Association which is a subsidiary of the Association, all such functions as may be associated with a holding Association.
 - (c) To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the Association's activities.
 - (d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities.
 - (e) To improve, manage, develop, or otherwise deal with, all or any part of the property

and rights of the Association.

- (f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
- (g) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (h) To borrow money, and to give security in support of any such borrowings by the Association, in support of any obligations undertaken by the Association or in support of any guarantee issued by the Association.
- (i) To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (j) To engage such consultants and advisers as are considered appropriate from time to time.
- (k) To effect insurance of all kinds (which may include officers' liability insurance).
- (l) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (m) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Association's objects.
- (n) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
- (o) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- (p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (q) To oppose, or object to, any application or proceedings which may prejudice the Association's interests.
- (r) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Association, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- (s) To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

4.

- (a) The income and property of the Association shall be applied solely towards promoting the Association's objects (as set out in clause 3).
- (b) No part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the members of the Association, whether by way of dividend, bonus or otherwise.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Association's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7.

- (a) If on the winding-up of the Association any property remains after satisfaction of all the Association's debts and liabilities, such property shall not be paid to or distributed among the members of the Association; that property shall instead be transferred to some other body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Association.
- (b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the Association at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
- (c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place and a record of

8. (a) the assets and liabilities of the Association; such accounting records shall be open to inspection at all times by any director of the Association.

The Association's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and all group accounts, copies of which are to be laid before the Association in general meeting. This clause may be omitted from the memorandum if

(b) the Association will qualify for exemption from audit under the audit exemption regulations.

WE, the subscribers to this, Memorandum of Association, wish to be formed into an Association pursuant to this Memorandum

Names, Addresses and Descriptions of Subscribers

DATED the

Witness to the above Signatures:

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION

of

The British Association of Sport and Exercise Sciences

1. Interpretation

1.1. In these regulations:

- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- "the articles" means the articles of the Association.
- "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
- "electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
- "executed" includes any mode of execution.
- "office" means the registered office of the Association.
- "the Rules" means regulations, not covered in the articles, governing the Association's internal affairs. The directors have the power to make or alter the Rules, provided such new regulations or alterations are approved retrospectively at the next available quorate general meeting by a simple majority.
- "secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.

1.2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association.

1.3. Reference in these articles to the singular shall be deemed to include the plural.

2. Membership

- 2.1. Membership of the Association shall be open to any person interested in furthering the objects of the Association, who fulfils the criteria set out in the Rules and who has paid the annual subscription.
- 2.2. Professional membership is the minimum grade of membership to become a voting member of the Association. However, student members are eligible to vote for elected student positions.
- 2.3. All members, whether Professional or otherwise, shall agree to abide by the Association's Code of Conduct (the "Code") and such rules.

3. Application for membership

- 3.1. Any person who wishes to become a member must complete an Association's application form.
- 3.2. The directors may, at their discretion, refuse to admit any person to membership.

4. Membership subscription

- 4.1. Members shall subscribe to the Association such annual sums as shall be agreed by the directors.
- 4.2. Membership is on a rolling membership year. If a member shall fail to pay his or her annual subscription within one month of the same falling due and if that member shall be sent notice to that effect from the Office, his or her membership shall be deemed to have expired if the annual subscription is not paid within one calendar month after such notice is despatched. Members whose membership has been deemed to expire under this clause may apply for re-election on payment of a fee in addition to the current subscription. This penalty may be waived at the discretion of the directors.

5. Register of members

- 5.1. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership.

6. Withdrawal from membership

- 6.1. Any person who wishes to withdraw from membership shall lodge with the Association, a written notice to that effect; on receipt of the notice by the Association, he/she shall cease to be a member.

7. Expulsion from membership

- 7.1. Failure to comply with the Association's Code of Conduct may result in expulsion from membership.
- 7.2. Any person may be expelled from membership by resolution, providing at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion, and the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- 7.3. The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

8. Termination/transfer

- 8.1. Membership shall cease on death.
- 8.2. A member may not transfer his/her membership to any other person.

9. General meetings (meetings of members)

- 9.1. The directors shall convene an annual general meeting in each year; the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Association.
- 9.2. Not more than 15 months shall elapse between one annual general meeting and the next.
- 9.3. The business of each annual general meeting shall include:
 - (i) a report on the activities of the Association
 - (ii) consideration of the annual accounts of the Association
 - (iii) notification of the election/re-election of Elected Officers.
- 9.4. The directors may convene an extraordinary general meeting at any time. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act). The directors shall within 21 days of receiving a written request to do so, signed by not less than 20 voting members whether individual or representative and giving reasons for the request, call an extraordinary general meeting of the Association.

10. Notice of general meetings

- 10.1. At least 21 clear days' notice must be given of an annual general meeting or an extraordinary general meeting.
- 10.2. A notice calling a meeting shall specify the time and place of the meeting; it shall
 - (i) indicate the general nature of the business to be dealt with at the meeting and

- (ii) if a resolution is to be proposed, also state that fact, giving the exact terms of the resolution.

10.3. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

10.4. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Association of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

11. Special resolutions and ordinary resolutions

11.1. For the purposes of these articles, a "special resolution" means a resolution passed by a simple majority on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 10.1 to 10.4; for the avoidance of doubt, the reference to a simple majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

11.2. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Association, by special resolution,

- (i) to alter its name
- (ii) to alter its memorandum of association with respect to the Association's objects
- (iii) to alter any provision of these articles or adopt new articles of association.

11.3. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the Chair casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 10.1 to 10.4.

12. Procedure at general meetings

12.1. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be at least two of the Elected Officers of the Association and 20 voting members present in person or such other number as the Association may in general meeting from time to time determine.

12.2. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the Chair of the meeting.

- 12.3. The Chair of the Association shall (if present and willing to act as Chair) preside as Chair of each general meeting; if the chair is not present and willing to act as Chair within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the he/she who will act as Chair of that meeting.
- 12.4. The Chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chair may determine.
- 12.5. Every member entitled to vote shall have one vote.
- 12.6. A member who wishes to appoint a proxy to vote on his or her behalf at any meeting (or adjourned meeting) shall lodge with the Association, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
- 12.7. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 12.8. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Association.
- 12.9. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Association at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
- 12.10. If there are an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.
- 12.11. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chair (or by at least two persons present at the meeting and entitled to vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 12.12. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 12.13. Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

13. Honorary officers

- 13.1. Prior to the annual general meeting of the Association, where vacancies exist, the Association shall elect a Chair (the "Chair"), a Chair Elect (the "Chair Elect") and such other officers as the Association shall from time to time agree to elect (together known as the "Elected Officers").

- 13.2. The Elected Officers shall normally hold office for a two year period until the conclusion of the AGM two years after their election and will be eligible for re-election. The Chair shall normally hold office for a three year period until the conclusion of the AGM three years after their election and will be eligible for re-election.
- 13.3. Any person elected to any office shall cease to hold that office if he/she ceases to be a member, or if he/she resigns from that office by written notice to that effect.
- 13.4. The procedure for the election of elected positions shall be as follows:
- (i) Nominations will be invited from the Association and a closing date will be given for all nominations.
 - (ii) All nominations must be in writing and supported by two Professional members of the Association. A person shall not be eligible for nomination unless he/she is a member of the Association. The consent of the nominated member must be obtained beforehand.
 - (iii) Four weeks prior to the annual general meeting, the list of opposed candidates will be circulated to the voting members of the Association and voting will take place prior to the annual general meeting.
 - (iv) In the event that no nominations are received for an Elected Officer position, the Board will appoint an individual for a one year period until the conclusion of the AGM one year after his/her appointment.

14. Powers of directors

- 14.1. The general management of the affairs of the Association shall be directed by a Board, which shall meet normally not less than five times a year and, when complete, shall consist of the Chair, a Chair-Elect (in the year preceding office), Chair of the Division of Sport and Performance, Chair of the Division of Physical Activity for Health, Chair of the Division of Education and Professional Development, Executive Officer and normally two non-executive directors (appointed by the Board). The Board can co-opt additional members.
- 14.2. The Board will report annually to the members via an Annual Report.
- 14.3. The members of the Board (excluding co-opted members) will be appointed directors of the Association.
- 14.4. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by resolution, the Association and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Association.
- 14.5. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
- 14.6. The directors shall have power to adopt and issue Rules for the Association. Such Rules shall come into operation immediately provided they shall be approved retrospectively at the next available quorate general meeting by a simple majority.
- 14.7. The directors shall have the power to make regulations on any points not specifically catered for by these articles provided such new regulations shall be approved retrospectively at the next available quorate general meeting by a simple majority.

15. Termination of office

15.1. A director shall automatically vacate office if:

- (i) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
he/she becomes incapable for any reason of fulfilling the duties of his /her office and such reason is expected to continue for a period of more than six months
he/she ceases to be a member of the Association (excluding two non-executive directors)
- (v) he/she resigns office by notice to the Association
- (vi) he/she is absent (without permission of the directors) from more than 3 consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (vii) he/she is removed from office by resolution (special notice having been given) in pursuance of section 303 of the Act.

16. Register of directors

16.1. The directors shall maintain a register of directors, setting out full details of each director, the date on which each such person became a director, and the date on which any person ceased to hold office as a director.

17. Personal interests

17.1. A director who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 18.7) from voting on the question of whether or not the Association should enter into that arrangement.

17.2. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Association of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.

17.3. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Association should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest (or is deemed to have a personal interest under article (17.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

17.4. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

18. Procedure at directors' meetings

- 18.1. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 18.2. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a casting vote.
- 18.3. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be the nearest whole number representing one third of the total number of directors.
- 18.4. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 18.5. Unless he/she is unwilling to do so, the Chair of the Association shall preside as Chair at every directors' meeting at which he/she is present; if the Chair is unwilling to act as Chair or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the he/she who will act as Chair of the meeting.
- 18.6. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 18.7. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 18.8. For the purposes of article 18.7, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited Association of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 18.9. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 18.10. The Association may, by resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 18.1 to 18.9.

19. Delegation to sub-committees

19.1. The directors may appoint such special or standing committees as may be deemed necessary and shall determine their terms of reference. All acts and proceedings of such committees shall be reported back to the directors.

20. Operation of bank accounts

20.1. All cheques over an amount agreed by the directors must be signed by not less than two authorised signatories in relation to all operations on the bank accounts held by the Association.

21. Minutes

21.1. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees.

22. Accounting records and annual accounts

22.1. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

22.2. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

23. Notices

23.1. Any notice which requires to be given to a member under these articles shall be given either in writing (or, where the party to whom notice is given has notified the Association of an address to be used for the purpose of electronic communications, by way of an electronic communication); such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Association.

23.2. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

23.3. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

24. Winding-up

24.1. If the directors by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, for which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the liquidator shall give effect to the provisions of clause 8 of the memorandum of association.

25. Indemnity

25.1. Every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Association.

25.2. The indemnity contained in article 25.1 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Names, Addresses and Descriptions of Subscribers

DATED the

Witness to the above Signatures: