

The existing words		The alternative proposed.		Proposer's explanation	JCC's comments
<p>The Companies Act, 1985  COMPANY LIMITED BY GUARANTEE  AND NOT HAVING A SHARE CAPITAL  ARTICLES OF ASSOCIATION OF  THE GRAND NATIONAL ARCHERY SOCIETY  -----</p>		<p>The Companies Act, 2006  COMPANY LIMITED BY GUARANTEE  AND NOT HAVING A SHARE CAPITAL  ARTICLES OF ASSOCIATION OF  THE GRAND NATIONAL ARCHERY SOCIETY  -----</p>		Resolution 11(a) to refer to the "Companies Act 2006" (replacing references to the repealed "Companies Act 1985");	I am totally confused as to what is intended at Resolution 11. There is no material in the centre column of the document to indicate what is specifically intended down as far as Item (c) and I have therefore had to guess. The first item at (a) is simple and just changes the reference date for the Companies Act.
<p>GENERAL</p> <p>1. In these Articles of Association the words standing in the first column of the Tables next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:</p>					No change
Words	Meaning				No change
The Society	The Grand National Archery Society				No change
The Board	The Board of Directors of the Society				No change
The Statutes	The Companies Act, 1985 and every other Act for the time being in force concerning companies and affecting the Society.	The Statutes	The Companies Act, 2006 and every other Act for the time being in force concerning companies and affecting the Society.	Resolution 11(a) to refer to the "Companies Act 2006" (replacing references to the repealed "Companies Act 1985");	Updates the reference to the Companies Act There are no specific words in the papers so this is a JCC interpretation of the intention and may be wrong. Voting problem.
The Articles	These Articles of Association as originally framed or as altered by Special Resolution.				No change
The Laws	The Laws of the Society (which shall not form part of these Articles) for Archery Competitions and meetings held under the Laws of the Society and for the time being in force.				No change
Home Country	England, Scotland, Wales or Northern Ireland.				No change
Regional Society	A regionally based organisation in the United Kingdom all of whose members are Members of the Society, properly constituted with the objects of the practice in and promotion of Archery in any of its forms other than bowhunting and duly affiliated to the Society. Each Home Country may comprise				No change

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	one or more Regional Societies and where appropriate the term covers both circumstances.			
Director	A person elected or appointed to the Board in accordance with the Articles.			No change
National Director	*A Director elected by one of the four Home Countries in accordance with these Articles and the Laws.			No change
	* Amended pursuant to a Special Resolution of the Society passed on the 23rd April 2005.			No change
** Member	A person who pays the appropriate fee to join the Society, including persons appointed as Honorary Members of the Society.			No change
	** Amended pursuant to a Special Resolution of the Society passed on the 22nd April 2006.			No change
Adult Member	A Member aged 18 years or older.			No change
Junior Member	A Member under the age of 18 years.			No change
Elector	A person who is entitled to vote at General Meetings of the Society.			No change
Associated Club	Any Archery Club in the United Kingdom properly constituted with the objects of the practice in and promotion of Archery in any of its forms other than bowhunting and duly affiliated to the Society.			No change
Associated Organisation	Any National organisation in the United Kingdom properly constituted with the objects of the practice in and promotion of Archery in any of its forms other than bowhunting and duly			No change

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	affiliated to the Society.			
The Office	The registered office of the Society.			No change
The Seal	The common seal of the Society.			No change
Month	Calendar month.			No change
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.			No change
* Electronic Communications	Means the same as the Electronic Communications Act 2000			No change
And words importing the singular number only shall include the plural number, and vice-versa and words importing the masculine gender shall include the feminine gender. Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.				No change
* Article 1 was amended by way of a Special Resolution passed on 26th April 2003				No change
2. The Society is established for the purposes expressed in the Memorandum of Association.				No change
3. The Society recognises Regional Societies in the administration of Archery.				No change
MEMBERSHIP 4. The number of members with which the Society proposes to be registered is unlimited.				No change
5. Members of the Society at the date of approval of modifications to the Articles of Association by a General Meeting of the Society shall continue as members of the Society. Associated Clubs and Associated Organisations at the date of such approval of modifications to the Articles of Association shall continue as Associated Clubs and Associated Organisations of the Society.				No change
**6. The Board may from time to time make such regulations as it may deem necessary or expedient for the purposes of prescribing the classes and conditions		6. <u>This Article of Association set out the classes of membership of the Society, which are Junior Member, Adult Member and Honorary Member.</u>	Resolution 1. This does not alter the classes of membership, which can only be done by the membership in a General Meeting.	The underlining and striking through is not intended to be included in the resulting Article and I find it difficult to see how we

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<p>of Honorary Membership, the admission and classification of Honorary Membership, the rights and privileges of such Honorary Members, and the terms on which Honorary Membership may be terminated.</p>	<p>The Board may, from time to time, make such regulations as it may deem necessary or expedient for the purposes of <del>prescribing the classes and conditions of Honorary Membership, the admission and classification of Honorary Membership,</del> <u>administering such classes of membership, including regulations;</u></p> <p><i>(a) setting out the rights and privileges of <del>such Honorary Members;</del> and/or</i></p> <p><i>(b) prescribing the conditions under which Honorary Membership may be awarded; and/or</i></p> <p><i>(c) the terms on which <del>Honorary</del> membership <u>(including Honorary membership)</u> may be <u>suspended</u> or terminated.</i></p>	<p>It clarifies that the Board can make regulations to support all classes of membership (as it has always done for Honorary Life Members). The new text in (a) to (c) largely reflects the current Articles, which refer only to Honorary Life Members.</p> <p>Reference to suspension and termination reflects the disciplinary role of the Board, and gives greater flexibility (i.e. to suspend, and not just revoke, a membership).</p>	<p>can vote for a proposal for a changed Article that does not say explicitly what the new Article will say.</p> <p>There are explanatory notes at the end of the document that explain the significance of the various forms of text that are used, but the text does not always conform to the conventions set out and the layout leaves too many opportunities for misunderstanding.</p> <p>If I understand what is intended, the new Article confuses the situation in regard to members as set out in Article 1 and the content of Article 6 which sets up arrangements for the Board to classify and admit Honorary Members.</p> <p><b>I see no benefit in that confusion and will vote against it.</b></p>
<p>** Article 6 was amended by way of Special Resolutions passed on 24th April 2004, 22nd April 2006 and 21st April 2007.</p>			<p>No change</p>
<p>ELECTORS</p> <p>7. There shall be four classes of Electors, namely:</p>			<p>No change</p>
<p>(i) Club Electors, who shall be one member nominated by each Associated Club to represent it and in the absence of such nomination shall be the Secretary for the time being of the Associated Club;</p>			<p>No change</p>
<p>**<i>(ii)</i> Individual Electors, who shall be those members who pay the subscription applicable to individual membership and also Honorary Members of the Society where deemed by the Board to be Individual Electors;</p>			<p>No change</p>
<p><i>(iii)</i> Official Electors, who shall be the Directors of the Society; and</p>			<p>No change</p>
<p><i>(iv)</i> Associate Electors, who shall be a person nominated by each Associated Organisation to represent it.</p>			<p>No change</p>
<p>* Article 7 was amended by way of a Special Resolution passed on 24th April 2004</p>			<p>No change</p>
<p>** Article 7 was amended by way of a Special Resolution passed on 22 April 2006</p>			<p>No change</p>

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8. Subject to the provisions of the Articles and the Laws, the Board shall admit to Club Elector all persons who are duly nominated thereto by Associated Clubs, and to Associate Elector all persons who are duly nominated thereto by Associated Organisations.			No change
9. The rights and privileges of any member shall not be transferred or transmitted.			No change
10. An Elector shall, without prejudice to any claims which the Society may have against him or her or to any liability under the Memorandum of Association, cease to be an Elector of the Society in the following circumstances:			No change
(a) If an Official Elector gives one month's notice in writing to the Society stating a desire to resign from Directorship of the Society or ceases for any reason to hold the office by virtue of which he or she is a Director, provided however that a Director elected to office for a fixed term shall not, by reason merely of vacating such office on the expiration of the fixed term, cease to be a Director if elected or appointed to the same office or to any other office mentioned in Article 36 hereof with effect before or immediately after the expiration of such term.			No change
(b) If an Associated Club or an Associated Organisation (i) gives notice in writing to the Society that the authority of its Elector is revoked or that some other named person is nominated instead; or (ii) ceases to be entitled to nominate an Elector of the Society or ceases to be affiliated to the Society.			No change
<b>GENERAL MEETINGS</b> 11. A General Meeting of the Society shall be held at least once in every calendar year normally before the end of April and at such time and place as may be determined by the Board in accordance with the Laws, but so that not more than fifteen months shall elapse between the date of one such meeting and that of the next.	<b>GENERAL MEETINGS</b> 11. A General Meeting of the Society shall be held at least once in every calendar year normally before the end of April and at such time and place as may be determined by the Board in accordance with the Laws, but so that not more than fifteen months shall elapse between the date of one such meeting and that of the next.	Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining reference to and requirement for an "Annual General Meeting");	Updates the reference to the Companies Act There are no specific words in the papers so this is a JCC interpretation of the intention and may be wrong. <b>Voting problem.</b>
12. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General	12. The above-mentioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called General Meetings.	Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining	<b>Amended to drop the word "Extraordinary". for consistency with the 2006 Companies Act, but it leads to difficulty elsewhere – see also</b>

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Meetings.		reference to and requirement for an "Annual General Meeting");	Article 15 There are no specific words in the document so the amendment is my guess and may be wrong. There is therefore a voting difficulty.
13. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and it shall forthwith convene such a meeting on the requisition in writing of at least two National Directors or a motion signed by at least 100 Electors (or of Electors giving notice in accordance with Section 368 of the Companies Act, 1985, or any statutory modification or re-enactment thereof for the time being in force) and in the case of such requisition the following provisions shall have effect:	13. The Board may, whenever it thinks fit, convene a General Meeting, and it shall forthwith convene such a meeting on the requisition in writing of at least two National Directors or a motion signed by at least 100 Electors (or of Electors giving notice in accordance with Section 303 of the Companies Act, 2006, or any statutory modification or re-enactment thereof for the time being in force) and in the case of such requisition the following provisions shall have effect:	Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining reference to and requirement for an "Annual General Meeting");	Again, no specific words in the document so you are reading my guess of what is intended and it may be wrong. Voting problem.  Changed to drop the word "Extraordinary" and to refer to the 2006 Act, but otherwise unchanged. Section 303 covers the right of members to require directors to call a general meeting – it is based upon 5 or 10% of the voting rights, depending upon the circumstances, so is less generous than the 100 Electors rule in the Articles.
(i) The requisition shall state the objects of the meeting and shall be signed by the National Directors concerned or by the other requisitionists aforesaid (as the case may be) and deposited at the Office, and may consist of several documents in like form, each signed by one or more requisitionists.			No change
(ii) If the Board does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting of the Society (or in the case of a requisition under Section 368 of the said Act or any statutory re-enactment or modification thereof for the time being in force), the requisitionists or such majority of the requisitionists as is therein prescribed may convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.	(ii) If the Board does not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting of the Society (or in the case of a requisition under Section 303 to 305 of the Companies Act, 2006, or any statutory re-enactment or modification thereof for the time being in force), the requisitionists or such majority of the requisitionists as is therein prescribed may convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.	Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining reference to and requirement for an "Annual General Meeting");	Changed only to refer to the 2006 Act and for consistency with 13 above. My guess again, so a voting problem.
(iii) Any meeting convened under this clause by National Directors or other requisitionists aforesaid shall be convened at the expense of the Society in the same manner as nearly as possible as that in which meetings are to be convened by the Board.			No change
NOTICE OF GENERAL MEETINGS 14. Subject to any provisions of the Statutes relating to meetings convened to pass Special Resolutions, twenty-one days notice in writing at least of every Annual General Meeting and of every other General Meeting, specifying the place, day and hour of meeting and in the case of special business, the general nature of such business, shall be given in			No change

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<p>manner hereinafter mentioned to such persons as are under the Articles or the Statutes entitled to receive such notices from the Society: but in the case of the other General Meetings with the consent of 95% of the Electors entitled to receive notices thereof as aforesaid, or of such proportion thereof as is prescribed by the Statutes, a meeting may be convened by such notice as such Electors may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings at any General Meeting. Every notice convening an Annual General Meeting of the Society shall describe the meeting as an Annual General Meeting.</p>			
<p><b>PROCEEDINGS AT GENERAL MEETINGS</b>  15. The business of an Annual General Meeting shall be:  (a) To receive and consider  (i) the Reports of the Board and the Auditors; and  (ii) the income and expenditure account and the balance sheet:  (b) To confirm the appointment of the Auditors:  (c) To fix the remuneration of the Auditors, and  (d) To transact any other business which under the Articles or the Laws ought to be transacted at the Annual General Meeting.  All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting, shall be deemed special.</p>	<p><b>PROCEEDINGS AT GENERAL MEETINGS</b>  15. The business of an Annual General Meeting shall be:  (a) To receive and consider  (i) the Reports of the Board and the Auditors; and  (ii) the income and expenditure account and the balance sheet:  (b) To confirm the appointment of the Auditors:  (c) To fix the remuneration of the Auditors, and  (d) To transact any other business which under the Articles or the Laws ought to be transacted at the Annual General Meeting.  All other business transacted at an Annual General Meeting and all business transacted at a General Meeting other than the AGM shall be deemed special.</p>	<p>Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining reference to and requirement for an "Annual General Meeting");</p>	<p>There is no specific proposal for a change of wording related to Resolution 11(b), so I have put in the sort of wording that will be needed, but it may not be what the authors intended. It is difficult to see how we can vote without a specific form of words</p>
<p>16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, the quorum shall be forty Electors personally present and entitled to vote.</p>			<p>No change.</p>
<p>17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of two or more National Directors or of Electors as detailed in Article 13 herein, shall be dissolved. In any other case it shall stand adjourned to the date, time and place determined and notified by the Board and if at that adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Electors present shall be a quorum and may transact the business for which the</p>			<p>No change.</p>

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meeting was called.			
18. The Chairman of the Board, if present, shall preside as Chairman at every General Meeting, but if at any meeting the Chairman of the Board shall not be present within five minutes after the time appointed for holding the same, the Electors present shall choose some Elector of the Society present to preside.			No change.
19. The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.			No change.
20. At any General Meeting every question put to the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll be directed by the Chairman or demanded by not less than five Electors present in person or by proxy, and unless a poll be so directed or demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.			No change.
21. If a poll be directed or demanded in manner aforesaid it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.			No change.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.			No change.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote.			No change.
24. Directing or demanding of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll			No change.

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has been demanded.			
<p>VOTES AT GENERAL MEETINGS</p> <p>25. Subject as hereinafter provided every Elector on a show of hands shall have one vote. On a poll, every Official, Individual and Associate Elector shall be entitled to one vote. Every Club Elector shall be entitled to one vote for each adult member of the club so represented with the proviso that no member may count towards the votes of more than one club.</p>			No change.
<p>26. On a poll, votes may be given either personally, or by proxy. On show of hands a member present only by proxy shall have no vote.</p>			No change
<p>27. A proxy must be a person who is a member of the Society.</p>			No change
<p>28. The instrument appointing a proxy shall be in writing under the hand of the appointer or duly authorised attorney in writing.</p>			No change
<p>29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.</p>			No change
<p>30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of such death or revocation shall have been received at the office six hours at least before the time fixed for holding the meeting or adjourned meeting at which the proxy is used.</p>			No change
<p>*31. The instrument appointing a proxy shall be in the following form or as near thereto as circumstances permit: -</p>			No change
<p>*Article 31 was amended by way of a Special Resolution passed on 26th April 2003</p>			No change
<p>Form of Proxy</p> <p>Grand National Archery Society.</p> <p>I ..... of ..... in the County of</p>	<p>Form of Proxy</p> <p>Grand National Archery Society.</p> <p>I ..... of ..... in the County of</p>	<p>Resolution 11(b) to remove references to "Extraordinary General Meetings", such meetings simply to be "General Meetings" (but retaining reference to and requirement for an "Annual General Meeting");</p>	<p>Changed only to delete the reference to "Annual or Extraordinary" otherwise identical. Again, there is no specific proposal in the document so my deletion of the words above may be wrong and again I have to point</p>

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<p>..... being a Club/Individual/Official/Associate Elector (delete as appropriate) of the above named Company, hereby appoint:.....</p> <p>Of..... (N.B. if you leave this line blank, your vote will be cast by the Chairman of the meeting) or failing him/her, the Chairman of the meeting, as my proxy to vote for me at the (Annual or Extraordinary, as the case may be) General meeting of the company to be held on the ..... day of .....20..... and at any adjournment thereof.</p> <p>This form is to be used to vote in favour of or against the resolution or resolutions as shown.</p> <p>Unless otherwise instructed, the proxy will vote as he/she thinks fit.</p> <p>Signed this ..... day of ..... 20.....</p> <p>.....</p> <p><b>If signing as an Official Elector state office held:</b></p> <p>.....</p> <p>If signing as a Club or Associate Elector state the Club or Associated Organisation represented:</p> <p>.....</p> <p>Membership Number.....</p> <p>This form of proxy must permit an expression of voting intention for each relevant item on the agenda.</p> <p>N.B. The nominated proxy must be a member of the society.</p>	<p>..... being a Club/Individual/Official/Associate Elector (delete as appropriate) of the above named Company, hereby appoint:.....</p> <p>Of..... (N.B. if you leave this line blank, your vote will be cast by the Chairman of the meeting) or failing him/her, the Chairman of the meeting, as my proxy to vote for me at the General meeting of the company to be held on the ..... day of .....20..... and at any adjournment thereof.</p> <p>This form is to be used to vote in favour of or against the resolution or resolutions as shown.</p> <p>Unless otherwise instructed, the proxy will vote as he/she thinks fit.</p> <p>Signed this ..... day of ..... 20.....</p> <p>.....</p> <p><b>If signing as an Official Elector state office held:</b></p> <p>.....</p> <p>If signing as a Club or Associate Elector state the Club or Associated Organisation represented:</p> <p>.....</p> <p>Membership Number.....</p> <p>This form of proxy must permit an expression of voting intention for each relevant item on the agenda.</p> <p>N.B. The nominated proxy must be a member of the society.</p>		<p>out the voting difficulty that this presents.</p>
<p>32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.</p>			<p>No change</p>
<p>33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.</p>			<p>No change</p>

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<p>HONORARY OFFICERS</p> <p>34. The Honorary Officers of the Society shall consist of the President and two Vice-Presidents, each of whom must be, or within one month after date of election must become, a member of the Society. The Honorary Officers shall be elected in accordance with the following procedure: -</p>			No change
<p>(a) Nominations for the offices of President and Vice-Presidents shall be submitted to the Secretary of the Society not later than 1st January in the year in which the vacancy occurs. Nominations shall be announced together with the papers for the Annual General Meeting.</p>	<p>(a) Nominations for the offices of President and Vice-Presidents shall be submitted to the Secretary of the Society not later than <del>1st January</del> <u>14th January</u> in the year in which the vacancy occurs. Nominations shall be announced together with the papers for the Annual General Meeting.</p>	<p>Resolution 4, part (b) is intended, along with other changes in these resolutions, to align all of the nomination dates to a single time (14<sup>th</sup> January). The single date has been chosen to allow two weeks for the nominations to be processed, and added to the AGM papers, and potentially advertised in the spring edition of Archery UK.</p>	<p>This seems to me to make sense, but it needs the same change as for 37(d) for consistency.</p>
<p>(b) Election of President and Vice-Presidents shall be conducted at the Annual General Meeting, with each Individual Elector having one vote and each Club Elector having one vote for each adult member of the club represented provided that no member shall count towards the votes of more than one club. The results of the ballot shall be announced at the Annual General Meeting.</p>			No change
<p>THE BOARD</p> <p>35. There shall be a Board of Directors to manage the business of the Society.</p>			No change
<p>No equivalent current Article</p>	<p>36. The Board shall comprise of the following Directors;</p>	<p>(From Resolution 2) Although a new Article is proposed for clarity, this is derived from existing text.</p>	<p>Should be "comprise" not "comprise of"</p>
	<p>(a) Chairman of the Board;</p>		
	<p>(b) Chief Executive;</p>		
	<p>(c) Director – Finance and General Purposes;</p>	<p>The key change anticipated (but not made, under this resolution) is the potential addition in paragraph (j) of an independent director – the addition of an independent director and the mechanism for appointment of that director is proposed under resolution 6. The passing of this Resolution 2 does not create the independent director role.</p>	<p>This new Article does not actually add any information, but it summarises the membership of the Board and makes it easier to see the total membership at a glance.</p>
	<p>(d) Director – Marketing and Development;</p>		
	<p>(e) Director - Operations</p>		
	<p>(f) National Director - England</p>		
	<p>(g) National Director – Northern Ireland</p>		
	<p>(h) National Director - Scotland</p>		
	<p>(i) National Director – Wales; and</p>		
	<p>(j) [intentionally blank in Resolution 2] or Director – Independent [ in Resolution 6]</p>	<p>The proposed addition of a Director for International Affairs has been removed, based on membership feedback. While the Board still believes that these duties require Board level support, much of the day-to-day activity will be dealt with by the Society's committees. Although not relevant to this resolution, the Board intends to set up a new "international committee", to deal with</p>	<p>Blank to allow for a new external non-exec director.</p> <p>If Resolution 6 is passed then 36(j) will say: Director – Independent – I have commented on this at new Article 37 (e)</p>

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		aspects of international affairs which do not align with existing committees.	
(Part of existing Article 36) The President of the Society shall have the right to receive all papers relating to meetings of the Board and General Meetings of the Society and may attend any or all meetings of the Board. The President is entitled to speak on any relevant issue before the Board, but is not a Director of the Society and may not vote.	The President of the Society shall have the right to receive all papers relating to meetings of the Board, and General Meetings of the Society, and may attend any or all meetings of the Board. The President is entitled to speak on any relevant issued before the Board, but is not a Director of the Society and may not vote.		Some unnecessary commas have been added but it is otherwise unchanged.
*36(c) The Chairman of Committees as in paragraph 71 below shall be Directors of the Society. Such Chairmen shall be elected for a three year period at the Annual General Meeting on the nomination of the Board or by no fewer than 30 Electors.			I am not sure whether it is being proposed to delete this article. There is no mention of its deletion in the papers, but it does not sit with the proposed new Article 37(c)(i) and it would need to be re-numbered, so I assume it is intended to drop it quietly. I am opposed to the direct election of the Executive Directors, preferring to see them appointed ex-officio having been elected as the Chairmen of the three primary committees and so I would vote against anything that changed that situation.
*Article 36 was amended by way of a Special Resolution passed on 24th April 2004			No change
*Paragraph(c) of Article 36 was amended pursuant to a resolution of the Company passed on the 21st April 2007.			No change.
36. The Board shall be formed as follows: -	37. The Board shall be formed as follows:	This Article (from Resolution 2) is, primarily, a consolidation of material in the existing articles.	Substitution for existing Article 36
(b) The Chairman of the Board shall be elected at an Annual General Meeting to serve for a three year period. Nominations for Chairman of the Board may be made by any Elector in writing to the Secretary of the Society not later than the first day of March in the year of election or by the Board itself. On election the Chairman becomes a Director and an Official Elector.	(a)(i) The Chairman of the Board shall be elected at an Annual General Meeting to serve for a three year period.  (a)(ii) Nominations for Chairman of the Board may be made by any Elector, or by the Board itself, in writing to the Secretary of the Society, not later than the first day of March <u>fourteenth day of January</u> in the year of election. On election the Chairman becomes a Director and an Official Elector.	The changes are to the nomination dates for Chairman and other 'executive' Directors (to align the nomination dates at a date early enough to support administration for the AGM, so that all Members can have visibility of the candidates), and formally to require the Board to recruit openly (i.e. through advertising the role) for any vacancy in the Chief Executive's office.	Substitution for current Article 36(b) – it moves the nomination date forward by about six weeks but is otherwise unchanged. needs the same change as for 37(d) for consistency.
	(a)(iii) [intentionally blank in Resolution 2]but with two options dependent upon the outcome of Resolutions 2, 9 & 10 as follows:	The "[intentionally blank]" wording will remain blank if Resolution 10 is defeated, or will be substituted with the text in that resolution, if passed.	Left blank to allow for the involvement of a nominations committee. I would vote against this.
No corresponding current Article.	<u>37(a)(iii) - All nominations for Chairman of the Board shall be considered by the Nominations Committee (in accordance with Article 54), and all nominations will then be put to the relevant Annual General Meeting, along with such commentary,</u>	Option 1 for Resolution 10 - if resolutions 2 and 9 before this meeting have been passed, the text set out here shall be adopted for Articles 37(a)(iii) and 37(c)(iv).  Although the proposed text here will be added to	I am not sure why there is a reference to Resolution 2 in the notes since that Resolution does not affect the election of the Chairman of the Board. Since I oppose any mention of a Nominations

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<u>recommendation or endorsement as the Nominations Committee may wish to make.</u>	the re-stated existing Articles concerning the formation of the Board, these changes are a consequence of the adoption of a Nominations Committee (see resolution 9).	Committee in the Articles <b>I must oppose this change.</b> The absence of this change does not stop a Nominations Committee set up by the Board from taking any actions that it wishes that are not contrary to the Articles.
No corresponding current Article.	<u>37(a)(iii). All nominations for Chairman of the Board shall be considered by the Board of Directors, and all nominations will then be put to the relevant Annual General Meeting (or other electoral body or mechanism as is appropriate for the relevant Home Country under Law 22), along with such commentary, recommendation or endorsement as the Board of Directors may wish to make.</u>	Option 2 for resolution 10 – if Resolution 9 is not passed, the text set out here shall be adopted for Articles 37(a)(iii) and 37(c)(iv).  If the adoption of a specific Nominations Committee is not passed, Members are still asked to support formalising this process using option 2, such that the entire Board can review nominations, and address external audits, feedback and commentary to some extent.	<b>I find nothing objectionable in this version</b> of 37(a)(iii) except that it is unnecessary. The Board is already entitled to take the actions described and can commit itself to them with a resolution at a Board meeting. <b>I do not understand the reference to Law 22</b> which is concerned only with the election of Home Country Directors and says nothing about the election of the Chairman of the Board.  <b>I would vote against it.</b>
(d) The Chief Executive shall be a Director of the Society. As an Official Elector the Chief Executive may exercise a vote. The Chief Executive is deemed not to be a member of any Home Country for the purpose of exercising this vote.	(b) <i>The Chief Executive shall be appointed by the Board, and shall serve for such period as the Board may determine (such period to be reflected in the Chief Executive's contract of employment).</i>  <i>If the Chief Executive's role is vacant, or likely to become vacant, the Board shall seek candidates for the role through open recruitment.</i>  The Chief Executive shall, <i>on appointment</i> , become a Director of the Society <i>and an Official Elector</i> . As an Official Elector, the Chief Executive may exercise a vote. The Chief Executive is deemed not to be a member of any Home Country for the purpose of exercising that vote.		This is a <b>substitution for Article 36 (d)</b> in the existing Articles.  There is a <b>danger of confusing</b> the period of notice (or the specific contracted period) as set out in a contract of employment. With the total length of the period of employment.  It seems to me that it attempts too much detail and is likely to introduce <b>rigidity that may be embarrassing in future.</b>  <b>I would vote against it.</b>
There is no equivalent in the current articles – we currently elect the Chairmen of the primary committees and these chairmen fill the executive director positions.	(c)(i) <i>The following Directors shall be elected at an Annual General Meeting to serve for a three year period:</i> • <i>Director – Finance &amp; General Purposes;</i> • <i>Director – Marketing &amp; Development; and</i> • <i>Director – Operations.</i>  (c)(ii) <i>Nominations for each of the above Directors may be made by no fewer than 30 Electors, or by the Board itself, in writing to the Secretary of the Society, not later than the fourteenth day of January in the year of election. On taking office as set out in these Articles, each of the above listed Directors becomes an Official Elector.</i>		At first sight, this new article is concerned only with moving a nomination date. In reality however, it masks a proposal for a very fundamental change that takes the three primary committees out of their positions of leadership in the policy making structure. <b>I am deeply opposed to such a change which narrows the policy making base and takes away major checks and balances that currently apply to the executive directors.</b> I find it unsatisfactory that there is no mention of the significance of this change in the explanations given by the authors. It implies either that they do not understand the significance or that they decided not to reveal it to the Members. <b>needs the same change as for 37(d) for consistency.</b>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
			I would vote against it.
	(c)(iii) <i>The Director – Marketing &amp; Development and Director–Operations shall, on and from election, serve as Chairman of their respective Committees, as convened under Article [71].</i>	The final change contained in this resolution (Resolution 2) is to remove the Director – Finance & General Purposes from the text shown here as Article (c)(iii). This reflects a recommendation from the Board concerning the timing of that director taking up Finance & General Purposes duties, and is the subject of resolution 5.	I am totally nonplussed by this new article. It refers to Article 71, but there is no new Article 71 and the old Article 71 refers to the old Article 36(c). We also seem to have lost the Director F&GP? Who is supposed to Chair the F&GPC?  I could not possibly vote for a proposal as confused as this.
	(c)(iv) [intentionally blank in Resolution 2]		Left blank to accommodate the two options set out below
No corresponding current Article.	<u>37(c)(iv). All nominations for the above listed Directors' posts shall be considered by the Nominations Committee (in accordance with Article 54), and all nominations will then be put to the relevant Annual General Meeting, along with such commentary, recommendation or endorsement as the Nominations Committee may wish to make.</u>	See the notes at 37(a)(iii) Option 1 above	See my notes at 37(a)(iii) Option 1 above
No corresponding current Article.	<i>37(c)(iv). All nominations for the above listed Directors' posts shall be considered by the Board of Directors, and all nominations will then be put to the relevant Annual General Meeting (or other electoral body or mechanism as is appropriate for the relevant Home Country under Law 22), along with such commentary, recommendation or endorsement as the Board of Directors may wish to make.</i>	See the notes at 37(a)(iii) Option 2 above	See my notes at 37(a)(iii) Option 2 above
	(c)(v) [intentionally blank in Resolution 2]		I can see no explanation for this blank but I assume it is to allow for the passing or not of Resolution 5.
No corresponding current Article.	<i>37(c)(v) The candidate elected to be Director – Finance &amp; General Purposes shall, on and from election, attend; (1) any meetings of the Finance</i>	This resolution (Resolution 5) is intended to align the Finance Director's term of office with the Society's financial year. It is proposed that the	I can understand what this is about, but the cure appears to be worse than the disease. In presenting accounts, new treasurers are

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<p><i>and General Purposes Committee, as convened under Article [71] below; and (2) any meetings of the Board; but shall not become a Director, and shall not have a vote at any meeting (although they shall be entitled to speak at such meetings) until the start of the Society's next financial year. On and from that date, the relevant candidate shall formally become a Director, and shall become an Official Elector. The three year term of office referred to in Article 37(c)(i) shall commence on the first day of the Society's financial year, in the relevant calendar year.</i></p>	<p>"outgoing" director will remain in post to manage the Society's finances through the remainder of the relevant financial period. The "new" director will be invited to all meetings to support a handover process, but will not vote (though the Board will consider the incoming director's views, particularly on budget matters).</p>	<p>always faced with reporting on at least part of a period in which the ship was being steered by a predecessor. The idea that the problem can be solved by aligning the year of office and the financial year is naïve. Accrual accounting means that the accounts always include elements related to previous and succeeding years that have to be accounted for.</p> <p>Imagine the situation at a Board meeting or an FGPC meeting where both the old and the new Directors are present and where they disagree with each other fundamentally? Which would we expect to prevail and which to resign?</p> <p><b>I cannot vote for this.</b></p>
<p>36(a) Each Home Country shall elect a member in accordance with the provision contained in Law 22 to serve for three years as a National Director of the Society. Such appointments shall be notified to the Secretary of the Society not later than the Annual General Meeting in each year and shall take effect immediately thereafter. The National Director of any Home Country may, and in the case of England usually will, be elected on the day of the Annual General Meeting by those Electors from the appropriate Home Country. No National Director may serve for more than two consecutive three-year terms of office.</p>	<p>37(d) Each Home Country shall elect a Member, in accordance with the provision in Law 22, to serve for three years as a National Director of the Society. Such appointments shall be notified to the Secretary <i>or Chief Executive</i> of the Society not later than the Annual General Meeting following such appointment, and shall take effect immediately thereafter. The National Director of any Home Country may, <del>and in the case of England usually will,</del> be elected on the day of the Annual General Meeting by those Electors from the appropriate Home Country. No National Director may serve for more than two consecutive three-year terms of office. No National Director may serve as a member of any Committee formed under Article 71, <del>or hold an office of the Society.</del></p>	<p>From Resolution 2 - The reference to National Directors not holding office as "officers of the Society" has been deleted from paragraph (d) (which is currently Article 36(a)), as this term is not defined, and its meaning unclear. Please note that the Articles still set out that a National Director may not serve on a committee convened under Article 71 (i.e. the 'main' committees of the Society, being Finance &amp; General Purposes, Marketing &amp; Development, and Operations).</p> <p>The addition of reference to the Chief Executive in Article 37(d) is required because the Society may not have a Company Secretary in the future (the law permits the Society to have a Director carry out the Secretary's role, without being separately appointed). If the Society does not have a Secretary, formal notices must be sent to the Chief Executive.</p>	<p>Substitution for Article 36(a) some words have been changed without altering the meaning – the notification target has been changed without altering the meaning. The reference to England electing its Director on the day of the GNAS AGM has been taken out <b>I do not know why</b>, since no explanation is given but it is still retained in the Laws. The restriction on holding a GNAS office has been removed and <b>I would oppose that</b> . Taking it out means, for example, that the President could be a National Director.</p> <p>The addition of reference to the Chief Executive in addition to Secretary is fine, though it might have been simpler just to substitute Chief Exec for Secretary and the <b>amendment needs to be repeated elsewhere when there is a need for a nomination etc.</b></p>
<p>No equivalent current Article</p>	<p>37(e) - <i>The Board will appoint a further Director, independent of the Society, to serve a single, fixed, three year period. That appointment will be subject to ratification at the next available Annual General Meeting, and the Director – Independent so appointed shall carry out a non-executive role, in line with established principles of company governance.</i></p>	<p>From Resolution 6 - The appointment of an independent person, to serve as a non-executive director, reflects strong guidance from Standard Life Investments, and standard business practice.</p> <p>SLI advises that independent directors are routinely appointed in business organisations, to provide oversight for the executive directors, and to challenge the executives where necessary.</p> <p>For the Society, the independent director would protect Members' interests by ensuring that the Board is acting in the best interests of the Society</p>	<p>I have enormous sympathy with the idea of appointing someone from outside the Society to help and guide us, but <b>I am not convinced that the idea has been thought through effectively</b>. I believe it needs further debate and consideration. I believe, for example, that any independent director should be subject to the same rules and election procedures as any other director. Talk of routines in business organisations does not impress me, we are not a routine business organisation. I wonder what consideration has been given to the fact that the routinely</p>

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		(i.e. the membership).	appointed non-exec directors in industry are also routinely paid significant fees. There is a danger that we will finish up with a so-called independent director from a body (such as Sport UK) with its own agenda.  I will vote against this until it is better defined.
37. Each Director of the Society must be, or within one month after the date of election must become, a member of the Society.	<del>37</del> 38 - Each Director of the Society must be, or within one month after the date of election must become, a member of the Society, <i>save for the Director – Independent (as permitted under Article 37) who may remain in office even if not a Member.</i>	From Resolution 6 - Membership feedback has highlighted the concern that compelling an independent director to become a Member of the Society may undermine that individual's independence. The revised Article 38 (i.e. a change to the current Article 37) therefore allows a Director – Independent to become a Member if they wish to, but it is not a requirement.	Substituted for current Article 37 Makes sense if we have an independent director.
38. The Board may act notwithstanding any vacancy in its body. The Board may fill any vacancy in the office of Secretary, or Chairmen of Committees but in this latter case only until the next following Annual General Meeting.  A vacancy occurring among the National Directors shall be filled by the Home Country concerned which elected the member whose cessation of office has created the vacancy.	<del>38.</del> 39. The Board may act notwithstanding any vacancy in its body. The Board may fill any vacancy in <del>the office of Secretary, or Chairman of Committees but in this latter case</del> <i>those elected posts set out in Article 37(a) and (c), but only until the next following Annual General Meeting. The appointment of any Director so appointed shall be subject to election at the next Annual General Meeting, and if the previously appointed candidate is elected, the relevant individual shall continue in post for the normal term of office, notwithstanding their having previously served in an interim capacity (and such individual shall be treated, for the purposes of calculating term limits, as having been in post from the Annual General Meeting at which they are elected, and not the date of their appointment to the vacancy).</i> A vacancy occurring among the National Directors shall be filled by the Home Country which elected the Member whose cessation of office has created the vacancy.	From Resolution 7 - This reflects the existing position under the Articles, but is intended to clarify the very limited circumstances in which an individual may serve longer than a normal term (and to ensure that any appointment is always subject to the membership at the AGM). These circumstances are already described in current Article 36, but are to be referred to here also, to avoid inconsistency.	Substituted for current Article 38.  I'm sure it could have been said in less words but I think the meaning is clear. It means, I think, that any time spent in filling a casual vacancy shall not count as part of the maximum continuous elected term that applies to the post.
39. Any Director of the Society shall vacate office on ceasing to be a member of the Society, or if, not being a member of the Society at the time of election, fails to become a member within one month thereafter, or becomes bankrupt or of unsound mind or upon resignation of office by notice in writing to the Society or ceases to hold office by reason of any order made under the Statutes or, if removed from office by a resolution duly passed pursuant to Section 303 of the Companies Act, 1985.	39a. Any Director of the Society shall vacate office on ceasing to be a member of the Society, or if, not being a member of the Society at the time of election, fails to become a member within one month thereafter, or becomes bankrupt or of unsound mind or upon resignation of office by notice in writing to the Society or ceases to hold office by reason of any order made under the Statutes or, if removed from office by a resolution duly passed pursuant to Section 168 of the Companies Act, 2006.	Resolution 11(a) to refer to the "Companies Act 2006" (replacing references to the repealed "Companies Act 1985");	Substitution for current Article 39. I think someone must have forgotten about the need to make room for this Article. I have numbered it 39a so as not to mess about with the numbering in the Resolutions but it really ought to be 40. There was no wording in the papers so I have had to suggest my own and it may be wrong. Voting problem.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
<p>No equivalent Article currently.</p>	<p><u>40. Where the Board appoints a Director to fill a vacancy in the body of the Board, the Board may, if it deems it necessary to fill such vacancy, engage that individual formally on the basis of a contract for services to the Society (and for the avoidance of doubt, notwithstanding the appointment of the Chief Executive being on the basis of a contract of employment, this Article 40 will not otherwise apply to such appointment). Notwithstanding engagement under a contract for services by the Society, any such Director shall remain subject to the provisions of Article 41, and that individual's continuing in post beyond the next Annual General Meeting shall be subject to ratification by the Members at such Annual General Meeting as if that individual had been appointed as otherwise contemplated under Article [39].</u></p>	<p>From Resolution 8 - The only Director currently engaged under contract is the Chief Executive, who is an employee of the Society. However, the workload required from Directors in 'executive' office is ever increasing, and volunteer interest in taking on these posts is diminishing. The Board believes that, without the ability to engage post holders on a contract basis, the Society may face the position of operating with vacancies in key posts. This not only weakens the governance of the Society in overall terms, it may also put the operation of the Society fundamentally at risk. The Board hopes only to engage a Director on a contract basis as a matter of last resort, if elected volunteers do not come forward, but believes it appropriate to highlight this risk to Members, and address that risk in the Articles.</p>	<p>I hope that Members will oppose this proposal. A major contributor to the weakness that we see at the top, is the failure to set up and operate two of the major committees of the Society. If these committees were operating effectively it would reduce the load on their Chairmen and would provide a training ground for successors. If we need extra paid employees they should be at a level below that of Director. We should also look very hard at the effectiveness of the office staff and the selection of tasks and priorities that they are asked to pursue.</p>
<p>(Part of Article 36 in the current Articles) * With the exception only of any Director in salaried employment with the Society, and subject as contained in the next sentence, no Director shall be eligible for re-election or re-appointment having served continuously as a Director for more than nine consecutive years since the adoption of the existing Articles of Association in April 2000. The Directors elected or appointed by virtue of paragraphs (a), (b) and (c) of this Article 36 may retain their appointments for the period prescribed in those paragraphs and be Directors by virtue of their offices notwithstanding that they thereby have served for more than nine consecutive years. Notwithstanding the foregoing a Director may be re-elected or re-appointed if not less than one year has elapsed between the date the Director last held office as a Director and the date of the Director's re-election or re-appointment. For the purpose of this Article any period between two successive Annual General Meetings shall, regardless of its actual length, be deemed to be a period of one year.</p>	<p><u>41. - Subject to the exceptions set out in this Article 41, With the exception only of any Director in salaried employment with the Society, and subject as contained in the next sentence, No Director shall be eligible for re-election or re-appointment having served continuously as a Director for more than nine consecutive years since the adoption of the existing Articles of Association in April 2000. The exceptions are:</u></p> <p>(a) The Directors elected, or appointed by virtue of Article 39 (being the Chairman, the Directors for Finance &amp; General Purposes, Marketing &amp; Development or Operations) paragraphs (a), (b) and (c) of this Article 36 may retain their appointments for the period prescribed in those paragraphs, and be Directors by virtue of their offices, notwithstanding that they thereby have served for more than nine consecutive years.</p> <p>(b) Notwithstanding the foregoing, a Director may be re-elected or reappointed if not less than one year has elapsed between the date the Director last held office as a Director and the date of the Director's re-election or re-appointment. For the purpose of this Article any period between two successive Annual General Meetings shall, regardless of its actual length, be deemed to be a period of one year.</p> <p>(c) <i>The Chief Executive, by virtue of his or her office within the Society, shall serve as a Director for so long as he or she remains employed by the</i></p>	<p>From Resolution 3 - Member feedback highlighted significant concern over the fact that employed directors are currently exempt from the term limits set out in current Article 36, and that potentially engaging directors (other than the Chief Executive) on a contract basis in future risked creating imbalance in the Board, and a lack of accountability to Members. This new Article has been drafted to consolidate the existing provisions on term limits into a separate Article, and to meet Members' expectations by confirming and clarifying that no-one is exempt from term limits, other than the Chief Executive.</p> <p>Although the Companies Act 2006 refers to "General Meetings", please note that the Board recognises that certain matters should be considered on an annual basis, or subject to control by an annual meeting. As a result, and also in response to Member feedback, the definition of the period after which a former Director may be re-elected to a Board role retains the reference to an AGM, and the current Articles 11 and 12 requiring an AGM to be held, are also retained.</p>	<p>This new Article replaces part of current Article 36. I am unsure why it has been separated from the related material in the new Article 37.</p> <p>I believe this change misses completely the point of the response of members. That response was concerned with the forward possibility of the employment of paid directors in posts other than that of the Chief Executive. It is vital that the overall control of the Society should remain in the hands of individuals elected by the membership. If it is necessary to employ individuals with skills not available within the membership base, those individuals should be recruited into positions that remain subordinate to elected members of the Society.</p> <p>When the major changes to the Articles were enacted in the year 2000 I supported the proposal that the Chief Executive should be a Director of the Society. I think now, given the confusion that has arisen about the role of paid directors that I was wrong to support the setting of that precedent and would support a reversal of the decision in favour of a wholly member-elected Board of Directors.</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
Part of Article 36 in the current Articles	<i>Society.</i> Article 41 - "... being the Chairman, the Directors for Finance & General Purposes, Marketing & Development or Operations <i>or the Director-Independent</i> )"	From Resolution 6 - insert the text shown here next to the heading "Article 41" into the new proposed Article 41, or, if resolution 3 is not passed, to add this text to the current Article 36; and re-number the remaining Articles accordingly.	I believe we are intended to change the text at the new 41(a) if Resolution 3 is passed or add the text to the current Article 36 (I cannot see where in Art 36) if it is not and then to re-number any succeeding Articles. I will be really amazed if most of us understand what is going on at this point and at a bit of a loss to understand how those carrying proxies will cope with all the possible variations. The proxy form refers to all the individual Resolutions and asks that we refer to Book 1 for the text, but the text of the later resolutions depends upon the passing or not of earlier resolutions so proxy voters can never know what the final wording will be.
PROCEEDINGS OF THE BOARD 40. The Board may (subject as hereinafter provided) meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The number of Directors of the Society to form a quorum shall be not less than half the Directors, to include at least two National Directors.	42. Number change only		No change other than number.
41. Ordinary Meetings of the Board shall be held as and when the Board shall determine, provided that at least two Ordinary meetings are held in each calendar year.	43. Number change only		No change other than number.
42. In addition to the above meetings, Extraordinary Meetings of the Board may be convened at the discretion of the Chairman of the Board, the Chairman of the Finance and General Purposes Committee and one National Director, or within 21 days of the deposit at the Office of a requisition in writing signed by at least four Directors of the Society. Every such requisition shall state the purposes for which the meeting is to be convened.	44. Number change only		No change other than number.
43. Twenty-one clear days notice of all such meetings as aforesaid shall be given in writing by the Secretary to every Director of the Society. Such notice shall specify the place, date and hour of meeting, and the business to be transacted thereat, and, where possible, shall be accompanied by a copy of any report to be considered at such meeting.	45. Fourteen clear days notice of all such meetings as aforesaid shall be given in writing by the Secretary to every Director of the Society. Such notice shall specify the place, date and hour of meeting, and the business to be transacted thereat, and, where possible, shall be accompanied by a copy of any report to be considered at such meeting.	Resolution 11(c) to amend the current Article 43, such that Board meetings can be convened on 14 days', rather than 21 days', notice (as permitted under Companies Act 2006, by deleting the reference to "21 days" and substituting "14 days");	Number changed. The 2006 Companies Act allows a reduction of notice to 14 days but we do not have to use it. I assume that the current Directors must be happy with this change and since they are, then I will go along with it. This Article also needs a reference to the Chief Executive to be consistent with Article 37(d)
44. The Chairman of the Board shall preside at all	46. Number change only		No change other than number.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
meetings of the Board. The Chairman of the Board shall have a single casting vote. If the Chairman be absent from any meeting, the Directors present shall choose one of their number to take the Chair. The Chairman for the time being of any meeting of the Board shall retain and use a vote. In the event of a tie the Chairman for the time being of any meeting of the Board shall have a second casting vote.			
45. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles vested in or exercisable by the Board as a whole.	47. Number change only		No change other than number.
46. The Board may, subject to the provisions of the Articles, delegate any of its powers to committees.	48. Number change only		No change other than number.
47. The meetings and proceedings of any Committee of the Board shall be governed by the provisions prescribed by or pursuant to the Articles for regulating the meeting and proceedings of the Board so far as the same are applicable thereto, and are not superseded by any Regulations made by the Board not being inconsistent therewith.	48a. Number change only		No change other than number. I have called this 48a in order to keep reference in Resolution 11(g) to Article 49 intact
48. All acts done at any meeting of the Board or of any Committee of the Board or by any person acting as a member of the Board or of such a Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such member of the Board or of the Committee, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a member of the Board or of the Committee.	48b		No change other than number. I have called this 48b in order to keep reference in Resolution 11(g) to Article 49 intact
49. A resolution in writing signed by all the Directors of the Society shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.	49. A resolution in writing signed by all the Directors of the Society shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.  <i>The words “in writing”, for the purposes of this Article shall include email correspondence”</i>	Resolution 11(g) This resolution also permits the Board to conduct business by e-mail – which is increasingly become standard practice in business, sport and individual life. The current Article 49 refers to conducting business by written resolutions (i.e. effectively by letter around the Board), and it is proposed to update this to be able to work by e-mail instead. This does not apply to, or replace, meetings of the Board.	Once more the document says what it is intended to do, rather than giving the actual words of the amended Article. The Article shown in the second column is therefore my interpretation of what is intended and may be wrong. <b>Voting difficulty</b> . The patch is in any case unnecessary since the issue is already covered in the definitions at Article 1.
POWERS OF THE BOARD 50. The Board may pay all expenses incurred in			No change

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
<p>promoting and registering the Society, and, in addition to the powers and authorities by the Articles or the Laws expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Statutes or the Articles directed or required to be done by the Society in General Meeting, subject nevertheless to the provisions of the Statutes and of the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting, but no regulations made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.</p>			
<p>No corresponding current Article</p>	<p><u>51. Notwithstanding any other committees that the Board may create, or may otherwise be required under these Articles, the Board will form Audit and Nominations Committees, under published Terms of Reference. Those Terms of Reference will be reviewed from time to time, and the Audit and Nomination Committees may be a subset of the Board of Directors as defined in these Articles, or the Board may resolve to act as a whole, as the relevant committee.</u></p>	<p>This Resolution (9) proposes the adoption of formal audit and nominations committees.</p> <p>The addition of the two committees reflects standard practice in the business world, but with the key difference that while the committees will bring a transparent and formal process to the election or appointment of Directors, all election candidates meeting the criteria set out in the Articles (i.e. nominated at the appropriate time, by the right number of electors) will be put forward to the AGM.</p>	<p>This Resolution (9) has little obvious logic. The two committees being described do not relate to each other in any functional way and I can only assume that they are being placed and dealt with together because of common external pressure to create them.</p> <p>First I should say that the Board has all the power that it needs to create an Audit Committee and a Nominations Committee without writing all this detail into the Articles (see current Articles 46, 72 and 73).</p>
<p>No corresponding current Article</p>	<p><u>52. The Audit Committee will consist of the National Directors, and such committee shall elect its own chairman (being one of the National Directors). The role of the Audit Committee shall be to protect the interests of the Members by ensuring that appropriate financial reporting, risk management and internal controls are in place within the Society.</u></p>	<p>The proposed Article makes clear that the nominations committee cannot veto any candidate – it can only comment.</p> <p>Bringing additional formality to the nominations process has been a key recommendation of audits of the Society by Sport England and the National Audit Office, and is a very strong recommendation from SLI after its governance review.</p>	<p>This level of detail will inevitably become an embarrassment as minds and ideas change on what is necessary, useful and practical in these areas.</p>
<p>No corresponding current Article</p>	<p><u>53. The Audit Committee may require that non-members of the Committee, including other Directors, or members of the Society's staff, should meet with the Audit Committee, or attend a meeting for a particular agenda item. Where Directors, or members of the Society's staff, are required to meet with the Audit Committee, they shall be required to provide the Audit Committee with such information or documentation as the Committee may deem necessary.</u></p>	<p>The Nominations Committee will comment on all Director nominations, including those for Home Country Directors – though for those National Director candidates, the commentary will be passed to the electoral body in question (e.g. the SAA AGM for a candidate for National Director – Scotland), and the Home Country remains responsible for the election or appointment of their director, under Law 22.</p>	<p>If we wish to refer to an Audit Committee in the Articles, we should do no more than introduce a reference in the section of the Articles headed “Audit” i.e. an addition to the current Articles 60 and 61 that says something like “all the business of the Society shall be subject to the scrutiny of an Audit Committee appointed by the Board from time to time and with terms of reference agreed by Board resolution and promulgated to the membership at large”.</p>
<p>No corresponding current Article</p>	<p><u>54. The Nominations Committee will consist of the Chairman of the Board and the National Directors and will be chaired by the Chairman of the Board. The role of the Nominations Committee shall be to</u></p>		<p>Similarly, the Board can set up a Nominations Committee if it wishes, but I would advise avoiding all reference to it in the Articles because its task and makeup will change very rapidly as it runs into the practicalities of</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<p><u>consider nominations for any post on the Board of Directors, and applications for the role of Chief Executive (where such role is vacant, or likely to become vacant).</u></p> <p><u>In considering any such nominations, the Nominations Committee:</u></p>		<p>dealing with matters in the real world</p> <p>I can only suggest that this Resolution should be strongly opposed.</p>
No corresponding current Article	<p><u>(a) shall consider such nomination, and the relevant candidate, against the published Terms of Reference for the relevant post, and any particular skills the Board of Directors considers (and has advertised) that the post holder requires; and</u></p>		
No corresponding current Article	<p><u>(b) may, when proposing each nomination to the relevant Annual General Meeting (or other electoral body or mechanism as is relevant, where a nomination relates to a candidate National Director being elected under Law 22), add such commentary as the Nominations Committee thinks fit, including confirming that a candidate possesses the relevant skills, or endorsing or recommending a particular candidate to the Members; and</u></p>		
No corresponding current Article	<p><u>(c) shall, regardless of any commentary or endorsement, or otherwise, propose every nomination to the relevant Annual General Meeting (or such other electoral body or mechanism as is relevant, where a nomination relates to a candidate National Director being elected under Law 22).</u></p>		
No corresponding current Article	<p><i>The Nominations Committee is not required to comment as permitted under Article 54(b), and may elect not to do so. The Nominations Committee shall also be responsible for monitoring the terms of office of current Directors, communicating to the Members at an appropriate time that a vacancy is likely to arise, and, in liaison with the Home Nations and Regions, identifying candidates who may have the skills necessary to take on the role of Director (notwithstanding any candidate being so identified, the requirements of Article [37] will continue to apply).</i></p>		

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<p>The Articles shall be amended where the context requires, to indicate the use of defined terms in the Articles (where the current Articles do not use the defined term), including updating references to “member” in lower case where such references should be to “Member”, indicating a Member of the Society in one of the three defined classes of membership.</p>	<p>Under Resolution 4, part (a), the membership is asked to support revisions to formatting and numbering, for clarity, provided that such minor revisions make no changes of substance to the Articles. Those changes include the moving of current Articles 71 to 76 (concerning the creation of Committees of the Board, requirements for Presidents and Vice Presidents, procedural matters relating to General Meetings and the emergency powers of the Board) to the main sections of the Articles dealing with those matters – so that all of the relevant provisions are in one place.</p>	<p><b>I must advise against</b> the acceptance of what is no more than a statement of intent as a basis for approving changes to the Articles. Members should not be asked to do this, but should be presented with the actual words and format that they are being asked to adopt.</p>
<p>MINUTES</p> <p>51. The Board shall cause minutes to be duly kept of:</p> <p>all the appointments of Officers;</p> <p>the names of Directors of the Society present at each meeting of the Board and of attendees at any Committee of the Board;</p> <p>all orders made or directions given by the Board and Committees of the Board;</p> <p>all resolutions and proceedings of General Meetings of the Society, and of Meetings of the Board and Committees of the Board.</p> <p>Any such minutes of any meetings of the Board, or of any Committee aforesaid, or of the Society, if purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.</p>	<p>The Articles shall be further updated in the current Article 51, such that the existing sub-paragraphs are re-lettered (a) to (d), with the last full paragraph remaining applicable to all of the preceding four subparagraphs (which will become (a) to (d)).</p>	<p>From Resolution 4(a) as above</p>	<p>Needs re-numbering for sequence with the preceding Articles but the whole presentation is such a mess that I have given up trying.</p> <p><b>I have no objection to what I think is the proposal,</b> except that it is trivial and hardly worth spending time on. I would also prefer to see it set out properly so that everyone is clear what is being proposed.</p>
<p>THE SEAL</p> <p>52. The Board shall provide a Seal. The Board shall provide for the safe custody of the Seal, and the Seal shall not be affixed to any instrument except by the authority of the Board or of a Committee previously authorised by the Board, and in the presence of at least two Directors of the Society who shall sign every instrument to which the Seal shall be so affixed in their presence.</p>			<p>No change other than number</p>
<p>53. Immediately after the sealing of any instrument an entry of such sealing shall be made in the minute or other book of record of the Society, together with particulars of the instrument sealed, and a reference to the minute authorising such sealing and such entry</p>			<p>No change other than number</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
shall be signed by both of the Directors who shall have attested the sealing of such instrument.			
<p>EXPENSES</p> <p>54. Subject to the Memorandum of Association, the expenses, as defined by the Laws of the Society, of any person representing the Society and the reasonable and proper expenses of Directors of the Society and members of Committees attending meetings of the Board or of Committees in such cases as shall be permitted and in accordance with the Laws may be defrayed out of the general funds of the Society.</p>	<p>54. Subject to the Memorandum of Association, the expenses, as defined by the Laws of the Society, of any person representing the Society and the reasonable and proper expenses of Directors of the Society and members of Committees attending meetings of the Board or of Committees in such cases as shall be permitted and in accordance with the Laws may be defrayed out of the general funds of the Society <i>(provided that such expenses have been incurred as permitted by these Articles or the Laws, and in accordance with such regulations as the Director – Finance &amp; General Purposes may make from time to time).</i></p>	<p>Resolution 4, part (c) is intended to demonstrate (including to the Society's auditors) that our financial controls are being tightened. As the Society's finances become more complicated, particularly in difficult financial times, it is important that costs are controlled (and, for the auditors, seen to be controlled).</p>	<p>No-one can object to a tightening up of financial controls, but the "patch" is inept.</p> <p>It ought at the very least not to refer to an individual, but to such regulations as the Board (or the Finance and General Purposes Committee) may approve from time to time.</p> <p>It needs re-numbering</p>
<p>ACCOUNTS</p> <p>55. The Board shall cause such accounts to be kept with respect to:</p> <p>(a) All sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;</p> <p>(b) All sales and purchases of goods by the Society;</p> <p>(c) The assets and liabilities of the Society, as are necessary to give a true and fair view of the Society's affairs and to explain its transactions.</p>			<p>No change other than number</p>
<p>56. The books of account shall (subject to the provisions of the Statutes) be kept at the Office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Society.</p>			<p>No change other than number</p>
<p>57. Except as may be provided by the Laws, the Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the members of the Society not being Directors of the Society and no member of the society (not being a Director of the Society) shall have any right of inspecting any account or book or document of the Society except as conferred by the Statutes or authorised by the Laws or by the Board or by the Society in General Meeting.</p>			<p>No change other than number</p>
<p>No current equivalent Article</p>	<p>58. Any Director who has a potential conflict of interest (however minor) should declare this to the</p>	<p>Resolution 11(d) to adopt a new Article as to implement the conflict of interest mechanism set</p>	<p>It all makes sense, but it does look like an awfully big sledgehammer to crack our little</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<p>Board and it should be included in the register of interests. The Director should also declare the interest at the beginning of every Board meeting at which the conflict of interest could have a bearing on the subject matter of the meeting. Unless authorised in accordance with Articles 58(a) to 58(c), and subject to the requirements of Articles 59 to 63, the Director should take no further part in the meeting on the matter in relation to which the conflict arises. Subject to the provisions of these Articles of Association, the Board may authorise any matter proposed to them by any Director which would, if not authorised, under this Article, and under section 175 of the Companies Act 2006 (a "Conflict"). The Board may authorise a Director to take part in a meeting despite a Conflict if;</p> <p>(a) the matter in question shall have been proposed by the affected Director 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; and</p> <p>(b) any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and</p> <p>(c) the matter was agreed to without his or her voting, or would have been agreed to if his or her vote had not been counted; and</p> <p>Any such authorisation shall be subject to the provisions of Articles 59 to 63.</p>	<p>out in Companies Act 2006.</p> <p>Most notably, the Board proposes adding a new procedure (available, though not required, under the Companies Act 2006) for monitoring and dealing with potential conflicts of interest arising for directors.</p>	<p>nut. It gives the impression of being boiler plated in from some much larger organisation where the directors may have other directorships in organisations with similar interests. It appears that no attention has been given to the specific needs of our Society.</p> <p><b>It surely must be possible to limit the effects of conflicts of interest without using this many words in five different Articles?</b></p> <p>In essence we are saying that if a Director has a conflict of interest it must be declared and the Director may not participate in any part of the Board's business where that conflict arises unless the other Directors agree to that participation having set down the conditions, including the right to vote etc, under which the Director with a conflict may participate.</p> <p>I do not understand why the new Article has been placed in the "Accounts" section. It has nothing directly to do with accounts and ought I think to be under "Proceedings of the Board".</p> <p>It needs re-numbering.</p>
No current equivalent Article	<p>59. Any authorisation, for a Director to participate despite a Conflict on any matter, under this Article shall (whether at the time of giving the authority or subsequently);</p> <p>(a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;</p> <p>(b) be subject to such terms and for such duration, or subject to such limits or conditions, as the remaining Directors may determine;</p> <p>(c) be terminated or varied by the remaining Directors at any time, provided that termination or variation will not affect anything done by the remaining Directors prior to such termination or variation in accordance with the terms of the</p>		It needs re-numbering.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
No current equivalent Article	<p>authorisation.</p> <p>60. In authorising a Director to act, despite a Conflict, the remaining Directors may decide (whether at the time of giving the authority or subsequently) that if the affected Director has obtained any information through his or her involvement in the Conflict otherwise than as a Director, and in respect of which he owes a duty of confidentiality to another person, the affected Director is under no obligation to:</p> <p>(a) disclose such information to the remaining Directors, or to any Director, or to any other officer or employee of the Society; or</p> <p>(b) use or apply any such information in performing his or her duties as a Director;</p> <p>where to do so would amount to a breach of that confidence.</p>		It needs re-numbering.
No current equivalent Article	<p>61. Where the remaining Directors authorise a Director to participate, despite a Conflict, they may provide, without limitation (whether at the time of giving the authority or subsequently) that the affected Director:</p> <p>(a) is excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;</p> <p>(b) is not given any documents or other information relating to the Conflict;</p> <p>(c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the Conflict.</p>		It needs re-numbering.
No current equivalent Article	<p>62. Where the remaining Directors authorise a Director to participate, despite a Conflict;</p> <p>(a) the affected Director will be obliged to conduct himself in accordance with any terms imposed by the remaining Directors in relation to the Conflict;</p> <p>(b) the affected Director will not infringe any duty he owes to the Society by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the remaining Directors have imposed in respect of their authorisation under Article 58.</p>		It needs re-numbering.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
No current equivalent Article	63. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which he/she derives from or in connection with a relationship involving a Conflict which has been authorised by the remaining Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.		It needs re-numbering.
*58. At the Annual General Meeting in every year the Board shall lay before the Society an income and expenditure account for the period since the last preceding account, made up to a date that complies with the requirements of the Statutes, together with a balance sheet made up as the same date. Every such account and balance sheet shall be accompanied by the Report of the Chairman of the Board and such reports and documents shall contain such particulars as are prescribed by the Statutes and are applicable to the Society. The Report of the Auditors shall comply with the requirements of the Statutes and shall be attached to the balance sheet and shall be read before the meeting as required by the Statutes.			No change other than number
*Article 58 was amended by way of a Special Resolution passed on 26th April 2003			No change
59. Copies of all such documents as aforesaid and any other documents required by Law to be annexed thereto shall not less than twenty-one clear days before the date of the meeting be sent as required by and subject to the provisions of the Statutes to every Elector of, and every holder of debentures of, the Society and also to all other persons (if any) entitled by or pursuant to the Articles to receive notices of General Meetings of the Society.	59. Copies of all such documents as aforesaid and any other documents required by Statutes to be annexed thereto shall not less than twenty-one clear days before the date of the meeting be sent as required by and subject to the provisions of the Statutes to every Elector of, and every holder of debentures of, the Society and also to all other persons (if any) entitled by or pursuant to the Articles to receive notices of General Meetings of the Society.	Resolution 11(g) - the amendment of current Article 59, by changing the reference to "Law" to a reference to "Statutes"	Once more the document says what it is intended to do, rather than giving the actual words of the amended Article. The Article shown in the second column is therefore my interpretation of what is intended and may be wrong. <b>Voting difficulty. The Article number needs changing</b>
AUDIT 60. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.			No change other than the Article number.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
61. Auditors shall be appointed and their duties regulated in accordance with Sections 384 - 392 of the Companies Act, 1985.	61. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Companies Act, 2006.	Resolution 11(a) to refer to the "Companies Act 2006" (replacing references to the repealed "Companies Act 1985");	No specific words in the papers again. New Article comes from JCC interpretation and could be wrong. Article number needs changing. <b>Voting problem.</b>
<p>NOTICES</p> <p>*62. A notice may be served by the Society upon any Elector either personally or by sending it through the post in a pre-paid letter, or shall be given using electronic communications addressed, in the case of an Official Elector, to such member at the registered address as appearing in the register of Directors or, in the case of a Club Elector or Associate Elector, to the registered address recorded or in the absence of such a registered address to the secretary of the Associated Club or Associated Organisation represented or, in the case of an Individual Elector to the address recorded in the list of Electors and held by the Society, or, in any such case as aforesaid, to an address for the time being notified for that purpose to the society. In this Article 62 "address", in relation to electronic communications, includes any number or addresses used for the purposes of such communications.</p>			No change other than the Article number.
*63. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid first class letter or that the contained in an electronic communication was sent in accordance with the procedure previously agreed with the Elector.			No change other than the Article number.
*Article 62 and 63 were amended by way of a Special Resolution passed on 26th April 2003			No change
64. A notice given to any Club Elector or Associate Elector shall be binding on the body represented and any proceedings taken without further or other notice shall be binding on such body.			No change other than the Article number
65. Every Director of the Society, the Auditor or Auditors for the time being of the Society and the Electors of the Society together with such other			No change other than the Article number

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
<p>persons as may from time to time be prescribed by the Statutes shall be entitled to receive notice of General Meetings.</p>			
<p><b>INDEMNITY AND RESPONSIBILITY</b></p> <p>66. Every Director of the Society, every officer or servant of the Society (whether honorary or otherwise) shall be indemnified by the Society against all losses and liabilities which any such Director, officer or servant may incur or sustain in the bona fide execution of their duties of office or in relation thereto and it shall be the duty of the Board to pay all such losses and liabilities out of the funds of the Society. However, this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Companies Act 1985 or any statutory modification or re-enactment thereof for the time being in force.</p>	<p><b>INDEMNITY AND RESPONSIBILITY</b></p> <p>66. Every Director of the Society, every officer or servant of the Society (whether honorary or otherwise) shall be indemnified by the Society against all losses and liabilities which any such Director, officer or servant may incur or sustain in the bona fide execution of their duties of office or in relation thereto and it shall be the duty of the Board to pay all such losses and liabilities out of the funds of the Society. However, this Article shall only have effect insofar as its provisions are not avoided by Part 10, Chapter 7 of the Companies Act 2006 or any statutory modification or re-enactment thereof for the time being in force.</p>	<p>Resolution 11(f) to update the current Article 66, by changing the reference to Section 310 of Companies Act 1985 to be a reference to Part 10, Chapter 7 of the Companies Act 2006. Article 66, which sets out an indemnity for Directors acting properly in the course of their duties, is to be updated to refer to the new Companies Act provisions – the relevant sections in the 1985 legislation no longer apply.</p>	<p>There is no actual wording provided in the document so I have inserted my interpretation of the intent. The only change is a reference to the new Act. <b>Voting problem?</b></p> <p>I have seen some alternative data that suggests the reference should be to Section 532 or 533 of the 2006 Act?</p> <p>Needs a change of number</p>
<p>67. Subject to the provisions of the said Section, no Director of the Society, and no officer or servant of the society, shall be liable for the acts, receipts, neglects or defaults of any other Director of the Society, officer or servant of the Society, or for joining in any receipt for the sake of conformity or for any loss or damage occasioned by any error of judgement or oversight on his or her part, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of office or in relation thereto.</p>			<p>No change other than the Article number</p>
<p><b>LAWS</b></p> <p>68. For the avoidance of doubt, it is hereby declared that the Laws set forth in the Schedule hereto shall not comprise or constitute any part of these Articles and the Board may from time to time add to, amend or alter or repeal with the approval or ratification by the Society in General Meeting any matter prescribed by the Laws set out in the Schedule hereto, provided that no Law shall have any operation, validity or effect which would amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution with so far as may be necessary the approval of the Department of Trade and Industry.</p>	<p><b>LAWS</b></p> <p>68. For the avoidance of doubt, it is hereby declared that the Laws set forth in the Schedule hereto shall not comprise or constitute any part of these Articles and the Board may from time to time add to, amend or alter or repeal with the approval or ratification by the Society in General Meeting any matter prescribed by the Laws set out in the Schedule hereto, provided that no Law shall have any operation, validity or effect which would amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution with so far as may be necessary the approval of the <i>Department of Business, Enterprise and Regulatory Reform, or such successor</i></p>	<p>From Resolution 11(g) - the updating of current Article 68, by way of deletion of reference to the Department of Trade and Industry, and substitution for that reference of a reference to "<i>the Department of Business, Enterprise and Regulatory Reform, or such successor government department as may take on the role of that department</i>".</p>	<p>Once more the document says what it is intended to do, rather than giving the actual words of the amended Article. The Article shown in the second column is therefore my interpretation of what is intended and may be wrong. <b>Voting difficulty.</b></p> <p>Needs a change of number.</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<i>government department as may take on the role of that department.</i>		
<p>FIRST OFFICERS AND DIRECTORS</p> <p>69. (a) The Honorary Officers, Chairman, Chief Executive and Secretary of the Society immediately following acceptance by the Society in General Meeting of the revised Articles of Association shall be the respective Honorary Officers, Chairman, Chief Executive and Secretary of the Society immediately prior to the General Meeting at which the revised Articles of Association were accepted. The period of office of an Honorary Officer or Chairman of the Board as established under this Article 69(a) shall expire at the next following Annual General Meeting of the Society or any earlier General Meeting of the Society properly called for the purpose of electing that position.</p>	Delete Article 69 and re-number the remaining Articles as appropriate.	Resolution 4, part (d) - The Article dealing with the setting up of the Society's structures in their current form, in 2000, is no longer needed in the "live" Articles. It is, however, an important part of the Society's heritage, and the Board wishes to make clear that it will be preserved – and so the AGM is asked to support removal only if the transitional wording will then be stored separately.	Deleted completely and no longer needed this article was temporary and was needed only to cover the change in2000.  There is a reference in the notes to re-numbering the remaining Articles as necessary. This Article will itself need re-numbering.
(b) Each National Director shall be selected by those members of the Board serving immediately prior to the General Meeting that accepted the revised Articles of Association and representing a Regional Society within that national boundary. The period of office of a National Director chosen under this Article 69(b) shall expire at the next following Annual General Meeting of the Society or any earlier General Meeting of the Society properly called for the purpose of electing or receiving the name of that National Director.			Deleted completely and no longer needed this article was temporary and was needed only to cover the change in2000.
(c) The Directors of the Society including those established under Articles 69(a) and 69(b) herein shall elect the Chairmen of Committees as required under Article 71. The period of office of a Chairman of Committee elected under this Article 69(c) shall expire at the next following Annual General Meeting of the Society or any earlier General Meeting of the Society properly called for the purpose of electing that Chairman.			Deleted completely and no longer needed this article was temporary and was needed only to cover the change in2000.
70. Subject to Section 293 of the Companies Act, 1985, the Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Companies Act 1985 shall apply and be observed. The Board may from time to time by resolution	70. <del>Subject to section 293, a</del> A Company Secretary <del>will</del> <u>may</u> be appointed by the Board for such time, at such remuneration, and upon such conditions (consistent with the provisions of Clause 4 of the Memorandum of Association), as they may think fit, and any Secretary so appointed may be removed by them. <del>The provisions of sections 283 and 284 of the Companies Act 1985</del> <u>If the Board removes the Secretary, or the office of Company Secretary is</u>	Resolution 11(e) This part of the resolution removes references to now repealed parts of the previous Companies Act. The new Act no longer requires the Society to have a Company Secretary, so the Articles have been updated to reflect the sections of the law that will apply if the Board either appoints, or chooses not to appoint, a Secretary (and if the Board does not appoint a Secretary, another Director must carry out the role).	<b>Substitution for the current Article 70</b> and provides the mechanism for exercising choice about whether or not to have a Company Secretary.  Needs re-numbering.

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
<p>appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.</p>	<p><u><i>vacant, the provisions of Sections 270(3) and 274 shall apply and be observed. If a Company Secretary has been appointed, then the provisions of 277 to 280 of the Companies Act 2006 shall apply and be observed.</i></u> The Board may, from time to time, by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there is no Secretary (or no Secretary capable of acting).</p>	<p>Sections 270 to 280 contain administrative provisions relating to the registration of the Secretary at Companies House, and to things to be done by a Director and/or Secretary.</p>	
<p>*71. The Board shall form the following Committees: Finance and General Purposes; Operations; **Marketing and Development. The Chairmen of these Committees shall be elected as in Article 36(c), or in the case of initial formation as in Article 69(c). Members of these Committees shall be appointed by the Board to serve for a period as determined by the Board.</p>			<p>No change other than numbering.</p>
<p>No member of a Committee may serve a continuous period of more than nine years save that in circumstances where a member of a committee is initially appointed in accordance with the terms of Article 38 such initial term of appointment shall be in addition to the said period of nine years.</p>			<p>No change other than numbering.</p>
<p>Notwithstanding the foregoing a member of a Committee shall be eligible to seek re-election or re-appointment if not less than one year has elapsed between the date the member of the Committee last held office and the date of the member of the Committee's re-election or re-appointment. For the purpose of this Article any period between two successive Annual General Meetings shall, regardless of its actual length, be deemed to be a period of one year.</p>			<p>No change other than numbering.</p>
<p>72. The Board may form additional Committees and, if it so desires, nominate a Chairman for each Committee failing which such Committee shall elect its own Chairman who, if present, shall preside at all meetings and have a single casting vote. Such Chairman shall not be a Director of the Society nor have a vote as an Official Elector by virtue solely of the Chairmanship of the committee so formed.</p>			<p>No change other than numbering.</p>
<p>73. A Committee shall have the authority to form sub-committees and devolve to them such powers as is deemed appropriate for the management of business, subject to the agreement of the Board.</p>			<p>No change other than numbering.</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
<p>**74. The Society shall elect as its President and Vice-Presidents persons having knowledge and experience in matters connected with archery. The President shall hold office for three years and no individual shall hold the office of President for a period of more than three consecutive years. Vice-Presidents shall hold office for two years and at the conclusion of their term of office shall be eligible for re-election. The President and Vice-Presidents shall take office from the end of the General Meeting at which they were elected.</p>			No change other than numbering.
<p>75. Notice of all General Meetings shall bear the name of the Tellers appointed by the Board who will organise voting procedure and to whom all those entitled to vote shall identify themselves at the commencement of the meeting.</p>			No change other than numbering.
<p>76. In the case of emergency any two of the Chairman of the Board, the Chief Executive and the Chairman of the Finance and General Purposes Committee together with one National Director shall have full powers to act.</p>			No change other than numbering.
<p>*Article 71 was amended by way of Special Resolutions passed on 24th April 2004, 23rd April 2005 and 19th April 2008.</p>			No change
<p>** Article 74 was amended by way of a Special Resolution passed on 26th April 2003.</p>			No change
<p>DISSOLUTION</p> <p>77. Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Society shall have effect as if the provision thereof were repeated in these Articles.</p>			No change other than numbering.
<p>In addition to the changes to the Articles set out above it is proposed to change two of the Laws of the Society as follows:</p>			
<p>*9. (a) Any person interested in Archery, having attained the age of 18 years, shall be eligible to apply for admittance as an individual member of the Society or as a member of an Associated Club, or, under that age, as a junior individual member of the Society or as a junior member of an Associated Club.</p>	<p>9. (a) Any person interested in Archery, having attained the age of 18 years, shall be eligible to apply for admittance as an individual <del>an</del>Member of the Society or as a <del>an</del>Member of an Associated Club, or, under that age, as a junior individual <del>an</del>Member of the Society or as a junior <del>an</del>Member of an Associated Club.</p> <p><i>(b) An individual Member of the Society or a Member of an Associated Club, or a junior individual Member of the Society or a junior</i></p>	<p>Resolution 12 – to adopt a revised Law 9, as set out here, in substitution for the current Law 9 set out in the Laws of the Society. This resolution makes changes to Law 9, but has been amended to be clearer for those referring to the Laws, as a result of Member feedback at the 2009 EGM.</p>	<p>It looks OK to me, but I am not an expert in the children and vulnerable people area and others may have a different view.</p> <p>I did say at the EGM that the most common signal of the end of membership is failure to pay subscription and I would have thought that ought to have been included?</p>

The existing words	The alternative proposed.	Proposer's explanation	JCC's comments
	<p><u>Member of an Associated Club shall cease to be a Member:-</u></p> <p><u>(i) upon his or her giving notice in writing to the Society, or to the Associated Club, as the case may be, if he or she resigns his or her membership; or</u></p> <p><u>(ii) in accordance with the terms of the Society's Disciplinary Policy and Regulations in force from time to time; or</u></p> <p><u>(iii) upon his or her demise; or</u></p> <p><u>(iv) upon the Society receiving a disclosure from the relevant Government agency (where the Society is either required or allowed to obtain a disclosure from the relevant Government agency) indicating that, or it otherwise comes to the Society's attention that, the relevant Member is disqualified from working with children or vulnerable people.</u></p>		
<p>*Amended by way of an Ordinary Resolution passed on 24<sup>th</sup> April 2004</p>			<p>No change.</p>
<p>15. (a) All subscriptions shall become due on 1st October.</p> <p>(b) A club whose members have not paid the appropriate subscription by 31st October in any year shall cease to be an Associated Club and shall not be eligible for re-admission as an Associated Club before 1st October in the succeeding year. Where the club can show good reason for its default, the Board may waive suspension on payment of the subscriptions in arrears and of any such re-admission fee as the Board may determine.</p> <p>(c) The subscription for a new member joining an Associated Club on or after 1st May in any year shall cover the period until 1<sup>st</sup> October of the following year.</p>	<p>15. (a) All subscriptions shall become due on 1st October.</p> <p>(b) A club whose <del>m</del>Members have not paid the appropriate subscription by 31st October in any year shall cease to be an Associated Club and shall not be eligible for re-admission as an Associated Club before 1st October in the succeeding year. Where the club can show good reason for its default, the Board may waive suspension on payment of the subscriptions in arrears and of any such re-admission fee as the Board may determine.</p> <p>(c) The subscription for a new <del>m</del>Member joining an Associated Club on or after <del>1st May in any year</del> shall <del>cover the period until 1<sup>st</sup> October of the following year</del> <u>1st January in any year shall be reduced, pro rata on a quarterly basis, to reflect the number of three month periods (or parts thereof) remaining until the succeeding 1st October (such that a Member joining during January, February or March shall pay 3/4 of the normal annual subscription fee, or if joining during April, May or June, shall pay 1/2 of the normal annual subscription fee, and so on).</u></p>	<p>Resolution 13 – to adopt a revised Law 15, as set out here, in substitution for the current Law 15 set out in the Laws of the Society. This resolution makes changes to the existing Laws, to remove the '18 month rule' (part of current Law 15).</p> <p>It is proposed to remove the 18 month rule from the start of the 2010/2011 membership year, to align with the adoption of a new membership system, and to reflect feedback from Clubs – where it has been indicated that, although the 18 month rule can be presented to potential Members as a benefit, the absence of a pro rata reduction puts off some potential members, and the 18 month rule can be difficult to administer for Clubs.</p>	<p>I am a long way out of touch with subscription administration these days and I think that club, county and regional treasurers are going to have to make up their own mind about this one.</p> <p><b>My observations would be</b> that the change appears to increase the complexity of the situation in that we will have four different possible rates of subscription for a new joiner and more room therefore for errors and miscalculations and that clubs may well have a different view of the situation than county and particularly regional treasurers. It will also almost certainly reduce income, but I have not calculated the likely effect.</p>