

Company No. 03730185

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE ENGLISH ICE HOCKEY ASSOCIATION LIMITED

Name

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

Objects and Powers

2. The objects for which the Company is established (Objects) are to:
 - a. organise, promote, foster, increase participation in and develop the sport of Ice Hockey and para ice hockey in the England and to be the governing and decision making body in relation to the sport in England;
 - b. to organise, promote, manage and oversee Ice Hockey leagues and competitions at all levels in England; set the long term strategy for the sport of Ice Hockey in England and monitor delivery of that strategy;
 - c. maintain a membership, association or affiliation of Ice Hockey UK (IHUK) and co-operate with IHUK in connection with the sport of Ice Hockey in the United Kingdom;
 - d. act as the nationally recognised governing body for Ice Hockey in England;
 - e. support IHUK to act as the representative member for the United Kingdom in international affairs including in relation to the International Ice Hockey Federation for the benefit of the Members and Ice Hockey as a whole;
 - f. provide an advisory service for Members and to assist them in the furtherance of their legitimate objectives in Ice Hockey;
 - g. engage with all stakeholders in the sport of Ice Hockey;
 - h. increase and sustain participation in Ice Hockey and drive membership of the Company to support the technical development of Ice Hockey from grassroots to representative teams;
 - i. liaise closely with organisations that have similar objectives to the Company;
 - j. develop and nurture relationships between the Company, IHUK, and Sport England and any other relevant governmental departments and governing bodies;
 - k. select and co-ordinate teams to represent England at international Ice Hockey events;

- l. obtain, collect, receive and administer money in connection with all or any of the objects stated in this Article 2; and
 - m. do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.
- 3. The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (Powers).

Use of Income and Property

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

Liability of Members

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

Directors' Powers and Responsibilities

- 8. Subject to the Act, these Articles and any Regulations made pursuant to them, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the Powers of the Company. No valid act carried out by the Board shall be invalidated by a subsequent alteration to the Articles or any Regulations.
- 9. Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles to such person, committee or region, by such means (including by power of attorney), to such an extent, in relation to such matters or territories and on such terms and conditions, as it thinks fit. All acts and proceedings delegated under these Articles shall be reported to the Board as soon as possible. The Board may revoke any delegation in whole or part, or alter, its terms and conditions.
- 10. The Company shall have an Audit and Risk Committee and a Nominations and Remuneration Committee and such other committees as the Board thinks fit. In the case of the Nominations and Remuneration Committee a majority of its members shall be independent Directors and it shall be chaired by an independent Director. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on the provisions of these Articles which govern the taking of decisions by the Board or such other procedures as the Board may prescribe.

Decision-Making by Directors

11. A decision is taken at a Directors' meeting by a simple majority of the votes of the participating Directors. Each Director participating in a Directors' meeting has one vote.
12. Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Meetings of the Board must take place at least four times in each calendar year.
13. The Chair or any two Directors may call a meeting of the Board by giving notice of the meeting to the Directors or by directing the Company Secretary to give such notice.
14. A meeting of the Board shall be called by at least seven days' notice unless all the Directors agree otherwise or the Chair determines that exceptional circumstances justify shorter notice.
15. Notice of any meeting of the Board must indicate its proposed date and time, where it is to take place; and if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
16. Notice of a Board meeting shall be given to each Director in writing, which (for the avoidance of doubt) includes email save that it shall not be necessary to give notice of a Board meeting to a Director who is absent from the United Kingdom.
17. Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when the meeting has been called and takes place in accordance with these Articles, and they can each communicate to the others by any method (virtual or otherwise) any information or opinions they have on any particular item of the business of the meeting. In determining whether Directors are participating in a meeting of the Board, it is irrelevant where any Director is or how they communicate with each other. If all the Directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Composition of the Board and Quorum

18. At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for meetings of the Board may be fixed from time to time by a decision of the Directors and, unless otherwise fixed, is three Directors.
19. The Board may act notwithstanding any vacancy in its body provided that, if the number of Directors shall at any time be less than the minimum set out in these Articles, it shall be lawful for them (notwithstanding Article 18) to act as the Board for the purpose of filling a casual vacancy arising among the Directors in accordance with Article 47, or calling a general meeting, but not for any other purpose.
20. The Chair (or in his or her absence the Vice Chair) shall preside at all meetings of the Board at which he or she shall be present. If at any meeting the Chair (or the Vice Chair) is not present within 15 minutes after the time appointed for holding the meeting or is not willing or able to preside, the Directors present shall choose one of their number to be chair of the meeting. The Chair (or the Vice Chair) or the person so appointed for the time being is known as the chair of the meeting.
21. Voting on any issue at a meeting of the Board shall be on a show of hands and each member of the Board shall be entitled to one vote. If the numbers of votes for and against a proposal at a meeting of the Board are equal, the chair of the meeting shall have a second or casting vote.

Directors' Conflicts of Interest

22. The Directors must declare the nature and extent of any direct or indirect interest which they have in any proposed or existing transaction or arrangement with the Company and any duty owed to a third party or any direct or indirect interest which they have or may have which conflicts or possibly may conflict with their duties to the Company or the interests of the Company.
23. The Directors may, in accordance with the requirements set out in Articles 24 to 29, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an Interested Director) breaching his or her duty under section 175 of the Act to avoid conflicts of interest (Conflict).
24. Any authorisation under Article 23 shall be effective only if to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine, any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interested Director and the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.
25. Any authorisation of a Conflict under Article 23 may (whether at the time of giving the authorisation or subsequently):
- a. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
 - b. provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - c. provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - d. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - e. provide that, where the Interested Director obtains, or has obtained (through his or her involvement in the Conflict and otherwise than through his or her position as a Director of the Company) information that is confidential to a third party, he or she shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - f. permit the Interested Director to absent himself or herself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
26. The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
27. A Director is not required, by reason of being a Director, to account to the Company for any remuneration, profit or other benefit which he or she derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in general meeting (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.

28. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he or she has declared the nature and extent of his or her interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- a. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - b. shall not be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he or she is interested;
 - c. shall not be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he or she is interested;
 - d. may act by himself or herself or his or her firm in a professional capacity for the Company (otherwise than as auditor) and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a Director;
 - e. may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - f. shall not, save as he or she may otherwise agree, be accountable to the Company for any benefit which he or she (or a person connected with him or her (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his or her duty under section 176 of the Act.

Records of Decisions

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

Directors' Discretion to Make Regulations

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

- c. any procedures at general meeting and meetings of the Board so far as such procedure is not regulated by the Act or these Articles;
 - d. any procedures to assist the investigation and resolution of disputes within the Company;
 - e. any other policies or procedures of the Company;
 - f. such other matters as are commonly the subject of company rules.
32. Regulations made under Article 32 must be compliant with the Act and these Articles in order to be valid.
33. The Board shall take reasonable steps to make the Members aware of the Regulations. The Regulations shall be binding on each Member.

Appointment of Directors

34. Unless otherwise determined by ordinary resolution, the number of Directors shall be not less than seven and not more than eleven. Notwithstanding any other provisions of these Articles at least 25% in number of the Directors shall be independent, the recruitment of members of the Board shall be made by open advertisement and competency based selection and the Company shall recruit members of the Board with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that will further the Objects and in carrying out such recruitment the Company shall in particular put in place measures with the aim of securing a more balanced gender representation on the Board.
35. All acts carried out in good faith at any meeting of the Board or of any committee, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.
36. No person shall be appointed as a Director unless and until that person has provided the Company with a declaration of good character. Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

Termination of Director's Appointment

37. Without prejudice to any other provision of these Articles, a person shall cease to be a Director of the Company as soon as:
- a. a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or
 - b. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
 - c. notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms; or
 - d. that person ceases to be a member of the Board by virtue of any provisions of the Act or is prohibited by law from being a Director; or
 - e. that person is removed from office by a resolution duly passed pursuant to section 168 of the Act; or

- f. that person shall have been absent for more than three consecutive Board meetings without permission of the Board; or
 - g. at least 75% of all the other members of the Board acting together resolve that his or her office be vacated; or
 - h. the period for which he or she was appointed or elected has ended and he or she has not been re-appointed or re-elected.
38. A person serving as Chair, Vice Chair or Chief Executive Officer who is removed from office as a Director for whatever reason shall be deemed to have resigned from his or her position as Chair, Vice Chair or Chief Executive Officer (as appropriate) and the vacancy shall be filled in accordance with these Articles.

Chair and Vice Chair

39. Subject to the provisions of the Act, the Board shall on the recommendation of the Nominations and Remuneration Committee appoint, and may remove, an independent Director to be the Chair or the Vice Chair and may delegate to him or her such of its powers as it thinks desirable to be executed by him or her.
40. A Chair or Vice Chair appointed in accordance with Article 39 shall hold office as a member of the Board until the fourth anniversary of the date of his or her appointment or until (if earlier) he or she ceases to be a Director pursuant to Article 37. Subject to Article 50, a Chair or Vice Chair who ceases to hold office at the end of their period of appointment may be re-appointed in accordance with Articles for a maximum of one further consecutive four-year term of office.

Nominated Directors

41. Subject to Article 42, Members shall together have the right from time to time to elect up to five persons to the Board (such persons together being the Nominated Directors).
42. A Nominated Director elected in accordance with Article 41 shall hold office as a member of the Board until the fourth anniversary of the date of his or her election or until (if earlier) he or she ceases to be a Director pursuant to Article 37. Subject to Article 50, a Nominated Director who ceases to hold office at the end of his or her term of office may be re-elected in accordance with Article 52 for a maximum of one further consecutive term of office of up to four years.

Independent Directors

43. The Directors shall decide who shall be appointed as the independent Directors following a thorough and open recruitment process (such persons together being the Independent Directors). The main criterion for appointment will be expertise in a field or fields deemed necessary from time to time by the Board to provide the Board with an appropriate range and balance of skills, knowledge, equality and diversity to fulfil and discharge its responsibilities.
44. Any such Independent Directors shall hold office for four years from and including the date of appointment and at the end of such term may be reappointed by the Board for further terms of up to four years, up to a maximum of one further consecutive term of office of up to four years. Notwithstanding the above provisions in this Article, the Board (acting by a majority) may remove an Independent Director from office before the expiry of their term to ensure the relevant balance of skill sets is present on the Board.
45. The Board shall from time to time appoint one Independent Director from among their number to be the Senior Independent Director and may from time to time remove such person.

Casual Vacancies

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

Chief Executive Officer and Employees

47. Subject to the provisions of the Act, the Board may on the recommendation of the Nominations and Remuneration Committee appoint, and may remove, any person to be the Chief Executive Officer (or such other senior title or role as the Board deems fit) and may delegate to him or her such of its powers as it thinks desirable to be executed by him or her.
48. The Chief Executive Officer or any person appointed under Article 47 shall if willing and invited to do so by the Board hold office as a Director ex officio.
49. Any person in the employment of the Company on a permanent or fixed term contract where they are employed for over 15 hours-per-week, cannot be a member of the Board. For reasons of clarity this expressly excludes the Chief Executive Officer or any person appointed under Article 47 and any Director that carries out services for the Company on a casual basis.

Directors' Terms of Office

50. Notwithstanding any other provision of these Articles but subject to Article 51, a Director (other than the Chief Executive Officer or any person appointed under Article 47) shall not serve for more than nine consecutive years or two consecutive terms of office on the Board (whichever is the longer).
51. With the prior approval of the Board, the maximum aggregate term of office of a Director under these Articles may be extended by up to a further one year where the Director is subsequently appointed as the Chair or is appointed to a senior position within the International Ice Hockey Federation (or its successor). In other, more routine circumstances (such as to facilitate succession planning) and with the prior approval of the Board, the maximum aggregate term of office of the Chair, the Vice Chair, a Nominated Director under these Articles may be extended by up to a further one year.
52. A Director who ceases to be a member of the Board having completed their maximum term of office shall not be eligible for re-appointment or re-election to the Board in any capacity for a period of at least four consecutive years.

Company Secretary

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

Application for Membership

54. The Members of the Company shall be the Directors from time to time and such other persons as are admitted to membership in accordance with these Articles and the Regulations. Subject to Article 57, no person shall become a Member unless he, she or it has executed and delivered to the Company an application for membership in such form as the Board requires.
55. A Director (if not already a Member) shall be admitted as a Member upon appointment as a Director. All other Members must before or upon admission as a Member pay to the Company such registration and membership fees as the Directors may from time to time determine.
56. All Members shall be recorded on a register of members kept by the Company.

57. All Members shall be bound by and subject to these Articles and the Regulations. The Members shall pay any registration and membership fees set by the Board.

Suspension and Termination of Membership

58. The Board shall have the power to suspend a Member in accordance with the Regulations.
59. The Board may terminate the membership of any Member without its consent by giving it written notice if, in the reasonable opinion of the Board:
- a. the Member is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or the sport of Ice Hockey or any or all of the Members and Directors into disrepute; or
 - b. the Member has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - c. the Member has failed to observe or comply with the terms of these Articles and where applicable the Regulations; or
 - d. it is in the Company's best interests to do so.
60. Following such termination, the Member shall be removed from the register of members by the Company Secretary.
61. A Member's membership terminates automatically if (in the case of an individual) he or she dies or (in the case of an organisation) it ceases to exist, if (in the case of a Director) he or she ceases to be a Director; or any registration or membership fees payable to the Company are more than one month overdue, unless the Board decides otherwise.

General Meetings

62. General meetings shall be called on at least 14 clear days' written notice or by shorter notice if such short notice is agreed by not less than 90% in number of the Members.
63. The notice shall specify the date, time and place of the meeting, describe the general nature of the business to be transacted at the meeting, include the text of any resolution to be proposed as a special resolution and be sent to all the Members, to each Director and to the Auditors.
64. A general meeting may be called at any time by the Board or by the Company Secretary (if any) acting on behalf of the Board or may be called on a written request to the Board from at least 5% in number of the Members. On receipt of a written request made pursuant to Article 64, the Board or the Company Secretary (if any) must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.
65. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any meeting.

Annual General Meetings

66. The Company shall hold a general meeting in every calendar year as its annual general meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notices calling it. The annual general meeting in each year shall be held at such time and place as may be determined by the Board, provided that every annual general meeting shall be held not more than 15 months after the preceding annual general meeting.

67. The annual general meeting shall be held to receive from the Board the Company's accounts a report of the activities of the Company since the previous annual general meeting, an update on the Company's strategy for the following year, to appoint the Auditors, to report on any Director appointments or retirements which have taken place since the last annual general meeting, to elect any Nominated Directors and to transact such other business as may be brought before it.

Proceedings at General Meetings

68. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
69. A person is able to exercise the right to vote at a general meeting when that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
70. The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it and shall determine the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facilities.
71. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
72. Unless otherwise determined by ordinary resolution, three Members present in person, by a duly authorised representative or by proxy, or one-tenth of the total number of such persons for the time being (rounded up to a whole number), whichever is the greater, shall be a quorum.
73. The Chair (or in his or her absence the Vice Chair) shall chair general meetings if present and willing to do so. If the Chair (or the Vice Chair) shall be absent, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the same, the Directors present, or if no Directors are present, the meeting, must appoint a Director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
74. The chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.
75. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
76. The chair of the meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the chair of the meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
77. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

Voting at General Meetings

78. Subject to Article 80, each Member shall be entitled to receive notice of, attend and cast one vote at general meetings.

79. Each Member which is an organisation is entitled to send such number of representatives to attend and speak at general meetings as the Board may determine from time to time, but at all times (and subject to Article 80) only one of those representatives shall have a vote.
80. No Member shall be entitled to exercise any of its membership rights or privileges or speak or vote on any question at any general meeting unless such Member has been duly registered and has paid every registration fee, membership fee or other sum (if any) due and payable to the Company in respect of their membership.
81. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Act, every resolution is decided by a majority of votes cast.
82. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
83. No objection shall be raised to the qualification of any Member voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid, such objection must be referred to the chair of the meeting whose decision is final.
84. A poll on a resolution may be demanded (a) in advance of the general meeting where it is to be put to the vote, or (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
85. A poll may be demanded by the chair of the meeting, five or more Members present in person or by proxy and having the right to vote on the resolution, or a person or persons representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution.
86. Polls shall be taken as the chair of the meeting directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
87. A resolution in writing executed by or on behalf of each and every Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held.

Notices and Communication

88. Any notice to be given to or by any person pursuant to the Articles shall be in writing to the Member's postal address or electronically by email to that person's email address, except that a notice calling a meeting of the Directors need not be in writing.
89. Subject to the Members' consent, the Company may give any notice to any person by publishing such notice on the Company's website. The person intended to receive notice will be notified, either in writing or electronically, by the Company of the details of the website where the document is available and details of how it can be accessed.
90. A Member present by its representative or by proxy at any general meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
91. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or the electronic communication has been sent.

Accounts

92. At least once in every financial year the accounts of the Company shall be examined and the accuracy of the profit and loss account and balance sheet reviewed by the Auditors. Without prejudice to sections 485 to 488 of the Act, the Auditors shall be appointed and their fees fixed at the annual general meeting.
93. Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.

Indemnity and Insurance

94. Without prejudice to any indemnity to which a relevant officer is otherwise entitled, each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a relevant officer in the actual or purported execution and/or discharge of his or her duties, or in relation to them including (in each case) any liability incurred by him or her in defending any civil or criminal proceedings, in which judgment is given in his or her favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him, in his or her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
95. The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any proceedings or application referred to in Article 95 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
96. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

Dissolution

97. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under Article 4, such institution or institutions to be determined by an ordinary resolution of the Members at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Board for some other philanthropic or charitable purpose.

Definitions

98. In these Articles, unless the context otherwise requires:
- “Auditors” means the auditors for the time being of the Company;
- “Act” means the Companies Act 2006;
- “annual general meeting” means an annual general meeting of the Company;
- “Articles” means these articles of association, as may be amended from time to time;

“Audit and Risk Committee” means the audit and risk committee established by the Board from time to time in accordance with Article 10;

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

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

“Chair” means the independent chair of the Board appointed by the Board in accordance with Article 39;

“chair of the meeting” has the meaning given in Article 20 (in respect of a Board meeting) or Article 73 (in respect of a general meeting);

“Chief Executive Officer” means the Company’s chief executive officer (if any) appointed by the Board in accordance with Article 47;

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

“Committee” means any committee established by the Board from time to time in accordance with Article 10;

“Company” means the company intended to be regulated by these Articles;

“Company Secretary” means such person as the Board appoints as the secretary of the Company from time to time in accordance with Article 53;

“Conflict” has the meaning given in Article 23;

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

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

“Nominated Directors” has the meaning given in Article 41, being the directors of the Company elected to the Board by the Members;

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

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

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

“Ice Hockey” means the sport of ice hockey;

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

“independent” in relation to a director, who is determined by the Board as being independent, including, but not limited to, their having no material or pecuniary connection with the Company, or its related parties, and whom an objective outsider or public sector funder would view as independent, and who is appointed from time to time by the Board pursuant;

“Interested Director” has the meaning given in Article 23;

“Members” means the members admitted from time to time to membership of the Company in accordance with Article 54 and any applicable Regulations who, under these Articles, are entitled to receive notice of, attend, speak and vote at general meetings and who are together the members of the Company for the purposes of the Act;

“Nominations and Remuneration Committee” means the nominations committee established by the Board from time to time in accordance with Article 10;

“Objects” has the meaning given in Article 2;

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

“participate” in relation to a Board meeting, has the meaning given in Article 17;

“Powers” has the meaning given in Article 3;

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

“Regulations” means the rules, bye laws, standing orders or regulations of the Company made by the Board in accordance with Article 31, as amended from time to time;

“Senior Independent Director” means the independent director appointed by the Board from time to time as the Senior Independent Director in accordance with Article 45;

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

“Vice Chair” means the independent vice chair (if any) of the Board appointed by the Board in accordance with Article 39; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form (including by email) or otherwise.

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