

THE COMPANIES ACT 1985
Company Limited by guarantee not having a share capital
Articles of Association
Of
THE OXFORD AND DISTRICT SPORTS AND RECREATION ASSOCIATION FOR THE
DISABLED LIMITED

1. **Definitions**

1.1. In these regulations:-

“the act” means the Company’s Act 1985

“the Memorandum” means the Memorandum of Association of the Association

“these Articles” means these Articles of Association

“the Association” means the above named company

“the Office” means the registered office of the Association

“the Committee” means the body defined in clause 12 of these articles and “member of the committee” means any person contemplated by that article

“the seal” means the Common Seal of the Association

“The Statutes” means the Company’s Act of 1985 and every statutory modification of re-enactment thereof for the time being enforced

“The United Kingdom” means “Britain and Northern Ireland”

“Sports” means activities in which participation is typically motivated by a quest for recreation personal challenge and/or inter-personal competition

“Disabled” means pertaining only to persons having one or more mental physical and/or sensory disabilities.

“District” means pertaining to the County of Oxford

“Register” means the register of members

“The Director” means the Director Chief Executive and Secretary of the Association as defined in article 12

“Regional” means pertaining to a region of England defined by the British Sports Association for the Disabled

“National” means pertaining to England, Great Britain and/or the United Kingdom

“month” means calendar month

“in writing” means written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form

“Table C” means the Articles of Association (but not the Memorandum of Association) specified in the Companies Act (Tables A-F) Regulations 1985 and every reference to Table C shall be taken to be a reference thereto

“Integrated” means without discrimination on the grounds of ability or absence thereof
Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender; and words importing person shall include clubs associations and other organisations whether incorporated or unincorporated and, subject as aforesaid, any words or expressions defined in the Act or

Table C or any statutory modification thereof in force at the date on which these Articles are adopted shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. The regulations contained in Table C shall apply to the Association insofar as they are not excluded or modified hereby

3. **Objects**

The Association is established for the purposes expressed in the Memorandum of Association

4. **Membership**

a) For the purpose of Registration the number of members of the Association is declared unlimited

b) The membership of the Association, hereinafter referred to as "the members" shall consist of

i) **Full Members**

Any person may belong to the Association if their application is accepted and the appropriate fee is paid for the type of membership applied for members being accepted only on the understanding that all activities are integrated

Types of Membership

Adult, Family, Partner, Junior (12-16 years extended to 19 years if they have a statement of educational needs), Life, Single Activity, Social and Temporary

All classes of membership have reduced rates for people who live wholly or substantially on benefits (except single activity and temporary membership)

Adult, Family, Partner, Junior (12-16 years extended to 19 years if they have a certificate of educational needs), and Life members are entitled to full use of the facilities and to exercise one vote at the annual general meeting

Single Activity members are entitled to attend one specified recreational activity and use the club area, and shall have no vote at the annual general meeting

Social members are entitled to use the facilities of the social area and shall have no vote at annual general meeting

Temporary members are entitled to attend on the days of an event and use of the club area

ii) **Associate Member**

Any organisation or club may become an associate member if their application is accepted and upon payment of the appropriate fee for which they may use the facilities of the Association on the understanding that all activities are integrated and may also enjoy such rights and privileges as the committee shall from time to time determine. A nominated representative shall be entitled to attend and speak at general meetings and shall have one vote per associate membership. A list of names and addresses of members is to be supplied with application for membership. A club/organisation must have at least six members before being classified as an associate member

iii) **Honorary Life Members**

Honorary Life Membership of the Association may be conferred by the Committee on any person who has rendered special service to the Association with such rights and privileges as the Committee may from time to time determine, but Honorary Life Membership while conferring the right to attend and speak at meetings of the

Association will not of itself entitle a person to vote at general meetings of the Association

- c) Applications for membership shall be made in writing in such form as the Committee may from time to time determine. The committee may refuse any application for membership without giving reasons for such refusal
 - d) The rights and liabilities of members of the Association are not transferrable
 - e) The provisions of Section 352 of the Act or of any statutory modification or re-enactment thereof shall be observed by the Association and every member of the Association (not having subscribed the Memorandum and these Articles) shall comply with such membership application procedures and formalities, if any, as the Committee may from time to time determine and as provided in these Articles
 - f) Each class of member shall have such rights and obligations as are contained in the Memorandum and these Articles and (in the case of Associate members and Honorary Life members) as the committee may from time to time determine
 - g) Any refusal or neglect by any member to comply with the Memorandum of these Articles or any failure to abide by the terms of any agreement relating to members or the provision of facilities entered into by the Association or the commission of any act or other conduct considered by the Committee in its discretion to be disgraceful or prejudicial to the interests of the Association shall render the member concerned liable to suspension and/or expulsion from the Association provided that any decision of the Committee to suspend for a period of more than six months or expel any members shall be subject to ratification at the next Annual General Meeting of the Association and, in the event of a vote being taken in relation to the ratification of the action of the committee to so suspend or expel, the member liable to such suspension or disqualification shall have not vote
 - h) Every Associate member shall send to the director the name and address of the secretary or other accredited representative of the Associate member to whom all communications are to be sent and shall keep him informed of any changes in the name and/or address of such representative
- 5) Subscriptions
- a) Each member (other than Honorary Life Members) shall pay an annual subscription towards the expenses of the Association, the scale and rate to be proposed by the Committee and agreed by the members at each Annual General Meeting and published
 - b) Upon payment of appropriate membership fee members shall have voting rights and all rights and benefits appropriate to their type of membership. The annual subscription being payable every twelve months
 - c) A member whose subscription for whatever reason is more than a month overdue shall be liable to removal from the Register by the Committee provided that it shall be in the discretion of the Committee to restore the members name and membership rights on payment of the arrears due
 - d) A member may resign as a member on giving written notice of intention so to do to the Director before such date in any year as may be determined by the Committee who may accept such resignation on payment of all subscriptions and fees, if any, then owing to the Association
- 6) Honorary Officers and Patrons
- a) Upon the recommendation of the Committee, the members in general meeting shall have power to appoint one or more patrons, a president and one or more vice presidents, all such persons being appointed for a period not exceeding three years and being eligible for re-election

- b) All such persons shall be entitled to attend and speak at Annual General meetings but shall not be entitled to vote thereat and they shall not be required to pay any subscription
 - c) The honorary officers of the Association shall be:-
 - i) Chairman
 - ii) Two Vice Chairmen
 - iii) Treasurer
 - iv) Secretary
 - d) All honorary officers must become full members of the Association. All honorary officers (other than Chairman and Vice Chairmen who shall be elected or appointed by the Committee from their number) shall be elected at an Annual General Meeting and shall hold office to the end of the Annual General Meeting at which their successors are appointed
 - e) Nominations may be proposed by any member entitled to vote at the Annual General Meeting and seconded by another member entitled to vote at such meetings. Written notice of such nomination, stating the name and address of each nominee and the proposer and seconder together with the written consent of the nominee must reach the director not less than 14 days before the date of the Annual General Meeting
 - f) In the event of their being more than one candidate for any of the said offices an election shall be determined by the vote of all those present at the Annual General Meeting and in accordance with the provisions hereinafter contained
 - g) In the event of a casual vacancy in respect of any officer, the Committee may appoint another eligible person to act for an appropriate period but not beyond the next annual general meeting
- 7) General Meeting
- a) The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notice calling it provided that every Annual General Meeting will be held not more than 15 months after the holding of the last preceding Annual General Meeting
 - b) All general meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings
 - c) The committee may, whenever it thinks fit, convene an Extra-ordinary General Meeting, although an Extraordinary General meeting shall also be convened on such requisition as is provided by Section 368 of the Act or within 42 days of the receipt of a requisition signed by not less than ten full members. Such requisitions shall state the object of the meeting and any resolution or motion to be proposed thereat and shall be signed by all members requisitioning the meeting
 - d) A notice convening a general meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and clause 38 in Table C shall be modified accordingly.

All business shall be deemed special that is transacted at an Extra-ordinary General Meeting, with the exception of the consideration of the accounts, balance sheets and reports of the Committee and auditors and the appointment of and fixing of the remuneration of the auditors and election of the Committee
 - e) Every notice convening a general meeting shall comply with the provisions of Section 373(3) of the Act as to giving information to members in regard to their right to appoint proxies and notices of other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Association

- f) Clause 40 in table C shall be read and construed as if the words "at the time when meeting proceeds to business" were added at the end of the first sentence
 - g) The quorum at any general meeting shall be either ten members of the Association or one twentieth of the membership of the Association present and voting in person or by proxy whichever shall be the greater
 - h) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved
 - i) The accidental omission to give notice of a meeting to or the non-receipt of which notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings held at any meeting
- 8) Proceedings at General Meetings
- a) At all general meetings only the business notified in the Agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the admissibility of any amendment which might be considered to substantially alter the intention of the motion shall be decided on a show of hands
 - b) The members of the Association may invite any person to attend a general meeting as an observer provided such invitation shall confer no right to vote at such general meeting and provided that if any objection be raised to the presence of any observer his attendance or departure shall be determined by a vote
 - c) The President or in his absence a Vice President of the Association shall preside as Chairman at every General Meeting. If there is no such person present within 15 minutes after the time appointed for holding the meeting or if all such persons present shall be unwilling to preside then the members present shall elect some member who shall be present to preside
 - d) The Chairman of the meeting may with the consent of any such meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at the meeting from which the adjournment took place
- 9) Voting at General Meetings
- a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of a show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the Chairman of the meeting shall be final. 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 second and/or casting vote
 - b) A poll may be demanded by the Chairman of the meeting or by any five full members present in person or by proxy and having the right to vote or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having right to vote at the meeting
 - c) Each Associated Member shall have one vote and each full member shall have one vote. Honorary Life members shall be entitled to attend and speak at each general meeting but not vote thereat
 - d) Save as herein expressly provided, no member shall be entitled to vote in a poll or to attend speak or vote either in person or by or as a proxy at a General Meeting unless all money due to the Association by the member at the time has been paid

- e) Votes may be given on a poll either by the member present or by proxy. On a show of hands a member present only by proxy shall not have a vote. A proxy shall be either a Full member of Associate member and the provisions to Table C shall be amended accordingly
 - f) The instrument appointing a proxy shall be in writing under the hand of the appointor or under the hand of some officer duly authorised in that behalf if the appointor be a corporation
 - g) The instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a copy thereof certified by a Solicitor of the Supreme Court shall be deposited with the Director not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution
 - h) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of a proxy or of the authority under which the proxy is executed provided that no intention in writing of such death insanity or revocation as aforesaid shall have been received by the Director before the use of the proxy
 - i) The form of the proxy shall be in writing and shall be in such form as the Committee may direct
 - j) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
 - k) A member appointing and entitled to appoint a proxy may add specific instructions as to how the proxy will vote on named motions on the Agenda
- 10) Standing Committees and/or Sub Committees
- a) The Committee may delegate any of their powers to committees of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable
 - b) All acts bona fide done by any meeting of the Committee or any of its standing committees and/or sub-committees or by any person acting as a member of the committee or any such standing committee or sub-committee shall, notwithstanding, it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Committee or such other standing committee or sub-committee as the case may be
 - c) At least one of the honorary officers and the Director shall be an ex-officio member of all standing committees and sub-committees
- 11) The Management Committee
- a) The business of the Association shall be managed by a committee the members of which shall be:-
 - i) The Treasurer
 - ii) A nominated representative of Old Marston Parish Council
 - iii) A nominated representative of Oxford City Council
 - iv) Seven members at large elected by the members at each Annual General Meeting from which number shall be elected by the Committee the Chairman and Vice Chairmen

- v) No paid member of staff shall have the power to vote and all such members who are elected by the members will automatically retire at the Annual General Meeting following the one at which they were elected and will be eligible for re-election
- b) The committee shall act in accordance with the policy formulated by the members. It shall be responsible for ensuring that proper action in the name of the Association is taken on all decisions of the members
- c) The Committee may do on behalf of the Association all such acts as may be exercised and done by the Association are not by statute or by these Articles are required to be done by the Association in General Meeting and notwithstanding the foregoing the members may delegate to the committee all or any of its powers hereunder provided that powers so delegated are specified in each case
- d) The Committee shall have power to co-opt no more than five members. The committee may also invite any person having specialised knowledge to attend any meeting of the Committee in an advisory capacity but without power to vote thereat
- e) Three members of the committee or one third in number of the Committee having the right to vote at meetings of the Committee whichever shall be the greater shall be a quorum at such meetings
- f) The members for the time being of the Committee may act notwithstanding any vacancy on the Committee
- g) If the members of the Committee shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Committee for the purpose of filling vacancies in the organisation or summoning a general meeting
- h) The Committee may meet together for the dispatch of business adjourned or otherwise regulate by standing orders or in any way their meetings as they think fit
- i) A member of the Committee shall forthwith cease to be such a member upon the happening of any of the following events
 - i) If he becomes bankrupt or makes any arrangement or composition with his creditors generally or
 - ii) If he becomes prohibited from being a member of the committee by reason of any order made under Sections 295-9 and Schedule 12 of the Act or
 - iii) If he becomes of unsound mind or
 - iv) If he resigns his office by notice in writing to the Committee or
 - v) If he is removed from office by a resolution duly passed pursuant to Section 303-4 of the Act or
 - vi) If being an honorary officer he ceases to be an honorary officer or
 - vii) If being a member elected to the Committee ex-officio or as a nominated representative he ceases to hold the office in question

12) Salaried Staff

- a) The employment of salaried staff of the Association shall be the responsibility of the Committee
- b) Day to day management of the Association, including the execution of policy decisions and programme developments (whether they originate in meetings of the Committee and/or sub-committees and/or standing committees or elsewhere) shall be the responsibility of the Chairman and the Director and be implemented through the staff
- c) The Chairman shall keep the Committee informed of all such developments and shall be answerable to the Committee through the presentation of regular reports

13) Seal

The Committee shall provide for the safe custody of the Seal and the Seal shall not be affixed to any Deed or Document except by the authority of a resolution of the Committee. Every instrument to which the Seal shall be so affixed shall be affixed in the presence of three members of the Committee and in favour of any Purchaser or other person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed

14) Accounts

- a) The Committee shall cause accounting records of the Association to be kept in accordance with Section 221 of the Act or as the same may be hereafter amended or altered
- b) Accounting records will be kept at the office of the Association or, subject to Section 222 of the Act, at such other place or places as the Committee shall think fit
- c) At the Annual General Meeting in every year the Committee shall lay before the Association proper income and expenditure accounts for the period since the last preceding meeting made up to date not more than seven months before such meeting together with a proper balance sheet made up as at the same date
- d) Every such balance sheet shall be accompanied by proper reports of the Committee and the Auditors or Independent Examiner and copies of such account balance sheet and reports all of which shall be prepared in accordance with any statutory requirements for the law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting subject nevertheless to the provisions of Section 240 of the Act be sent to the Auditors or Independent Examiner and all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors or Independent Examiners report shall be open to inspection and be read before the meeting as required by Section 241 of the Act and as amended under section 495 of the 2006 Act
- e) Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified auditors or Independent Examiners
- f) Auditors or Independent Examiners shall be appointed and their duties regulated in accordance with the Act

15) Notices

- a) A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at its registered address as appearing in the register or by e-mail to the registered address appearing in the register
- b) Any member described in the register by address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served, shall be entitled to have notices served at such address but save as aforesaid and as provided by the Act only those members who are described in the Register by an address within the United Kingdom shall be entitled to receive notices from the Association
- c) Any notices if served by post shall be deemed to have been served 48 hours after the date of posting thereof and in proving such service it shall be sufficient proof that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter

16) Dissolution

Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

17) Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Committee might otherwise be entitled every member of the committee or other officer or auditor or independent examiner of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Association

We the several persons whose names and addresses have subscribed are desirous of adopting this modified Memorandum of Association approval to which was granted by vote at the Annual General Meeting dated October 16th 2013.

T. L. CANN	8 NICHOLAS AVENUE, OLD MARSTON OXFORD OX3 0RN	CHAIRMAN
		PARISH CLERK
M. HASELDINE	2 COZENS CLOSE, HP18 9LG	FINANCE OFFICER
B. BUCHAN	Manor Farmhouse, Fyfield, OX13 5LR	Company Director
C. CUSICK	16. SAXON WAY OX3 9DG	MIDWIFERY TEAM LEADER
M. JACKMAN	HONOR HOUSE, 21 HONOR CLOSE, OX5 2XL	PRINT FINISHER
M. JOHNSON	80 GODSTON ROAD OXFORD OX2 8NY	M. D.

Dated this 7th day of May 2014

Witness to the above signatures

Anne Cowan 5 LATHBURY ROAD OXFORD OX2 7AT

Company Limited by Guarantee and not having a share capital