

Company number: 47553

THE COMPANIES (GUERNSEY) LAW, 2008

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

and

ARTICLES OF INCORPORATION

of

GUERNSEY HOCKEY LBG

Registered on 16 August 2007

Amended by a Written Resolution passed on 15 December 2007
and by a Special Resolution passed on 8 September 2010

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THE COMPANIES (GUERNSEY) LAW, 2008

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF INCORPORATION

of

GUERNSEY HOCKEY LBG

1. The name of the Company is “**GUERNSEY HOCKEY LBG**”
2. The Company’s primary objects are:-
 - 2.1 to promote and develop the sport of hockey at all levels for the benefit of the inhabitants of the Bailiwick of Guernsey, and outside, through community participation in healthy recreation by the provision of facilities for playing hockey whether through partnerships, communities or other arrangements with individuals, groups, sporting bodies and other appropriate agencies based inside or outside the Bailiwick of Guernsey, or otherwise;
 - 2.2 to provide to all members advice and education in all aspects of the sport of hockey and in related training, health and safety measures;
 - 2.3 to provide administration and other services for its members in relation to the sport of hockey as may be deemed desirable by the board;
 - 2.4 to arrange events for the its members to participate in the sport of hockey and other related activities and, generally, for the pursuit of any of the objects of the Company; and
 - 2.5 to promote within and outside the Bailiwick of Guernsey the recruitment of members who are interested in hockey.

3. In furtherance of the primary objects, the Company's powers shall be unrestricted.
4.
 - 4.1 The Company is a non-cellular company shall not have a share capital;
 - 4.2 The income and property (including profits (if any)) of the Company whencesoever and howsoever derived shall be applied solely for or towards the primary objects of this Memorandum;
 - 4.3 No dividend bonus or other payment out of the profits of the Company shall be paid to the members of the Company;
 - 4.4 The Company is and shall remain charitable and nothing in this Memorandum shall empower the Company to do or cause or permit to be done anything which would cause the Company to become non-charitable.
5. The liability of the members of the Company is limited. Each member of the Company severally undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member or for a period of one year after he ceases to be a member, for payment of the Company's debts and liabilities and the costs charges and expenses of winding up such amount as may be required but limited to and not exceeding One Pound (£1).
6. If upon the winding-up of the Company there remains after the satisfaction of all its debts and liabilities and the costs charges and expenses of winding-up any property the same shall be paid or applied to or for the benefit or furtherance of the objects and purposes of the Company.

THE COMPANIES (GUERNSEY) LAW, 2008

COMPANY LIMITED BY GUARANTEE

ARTICLES OF INCORPORATION

of

GUERNSEY HOCKEY LBG

1. **INTERPRETATION**

In these Articles if not inconsistent with the subject or context:

"**Articles**" means these Articles of Incorporation as amended or replaced.

"**at any time**" includes for the time being and from time to time.

"**Guernsey**" means the Island of Guernsey.

"**board**" means the directors at any time or the directors present at a duly convened meeting at which a quorum is present.

"**chairman**" means the chairman of the board and includes the vice-chairman and the director taking the chair at a meeting of the board.

"**clear days**" means in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"**Law**" means the Companies (Guernsey) Law, 2008 as amended extended or replaced and any Ordinance statutory instrument or regulation made thereunder.

"**Rules**" means the **GUERNSEY HOCKEY LBG** League and Cup Competition Rules and any other rules and associated documents, as amended from time to time.

"**member**" includes any successor in title to a member.

"**Memorandum**" means the Memorandum of Incorporation of the Company.

"**office**" means the registered office of the Company.

"**proxy**" includes attorney.

"**register**" means the register of members kept pursuant to the Law.

"**seal**" means the common seal of the Company.

"**secretary**" means the company secretary and includes a temporary or assistant secretary and any person appointed by the board to perform any of the duties of the secretary.

The singular includes the plural and vice versa.

The neuter includes the masculine and feminine and vice versa.

Words importing persons include corporations.

References to writing include any mode of representing or reproducing words.

Subject to the above any words defined in the Law shall if not inconsistent with the subject or context have the same meaning in these Articles.

2. **ADMISSION AND RETIREMENT OF MEMBERS**

2.1 The subscribers to the Memorandum of Incorporation of the Company and such other persons as are admitted to membership in accordance with these articles shall be members of the Company.

2.2 Any person may signify by writing to the secretary of the Company his desire to become a member, and the secretary shall then enter the name of such person in the books of the Company and on such entry such person shall become a member accordingly. No person shall be

admitted as a member of the Company unless he is approved by the board in their sole discretion.

- 2.3 Every member of the Company shall pay an annual subscription to its funds, such sum and how it is derived to be determined by the board, which must be paid by 31 May in respect of each year.
- 2.4 If any member fails to pay his subscription for any year within one month of it becoming due the secretary shall notify him of the fact, and if any member fails to pay his subscription for any year within three months of it becoming due he shall by reason of that failure cease to be a member of the Company, but shall be eligible for readmission on payment of all arrears due from him whilst a member and of the amount of the subscriptions that would have been due from him if he had continued to be a member up to the time of his re-admission.
- 2.5 A member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

3. MEETINGS OF MEMBERS

- 3.1 Annual general meetings shall be held at least once in each calendar year in accordance with Section 199 of the Law but so that not more than 15 months elapse between one annual general meeting and the next. The requirement for a general meeting may be waived by the Members in accordance with the Law, Other meetings of the members shall be called extraordinary general meetings.
- 3.2 The board may whenever it thinks fit and shall on the requisition in writing of any member forthwith proceed to convene an extraordinary general meeting.

4. NOTICE OF GENERAL MEETINGS

- 4.1 Subject to Article 4.3, a general meeting of the Company (other than an adjourned meeting) must be called by notice of at least 10 days. A general meeting may be called by shorter notice than otherwise required if all the members entitled to attend and vote so agree.

- 4.2 Notices may be published on a website in accordance with Section 208 of the Law.
- 4.3 Where by any provision of the Law, special notice is required of a resolution, notice of the resolution must be given in accordance with Section 211 of the Law.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 The quorum for a general meeting shall be all members present in person or by proxy.
- 5.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, it shall stand adjourned to the same day in the next week at the same time and place, or such day, time and place as the chairman may determine and, if at such adjourned meeting a quorum is not present within five minutes from the time appointed for the holding of the meeting, those members present in person or by proxy shall be a quorum.
- 5.3 The Chief Executive Officer, or in his absence, one of the directors, shall preside as chairman. If neither the Chief Executive Officer nor any directors are present then the members present shall elect a chairman for the meeting by ordinary resolution.
- 5.4 The chairman of the general meeting shall conduct the meeting in such a manner as he thinks fit and may adjourn the meeting from time to time from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. In addition the chairman may limit the time for members to speak.
- 5.5 At any meeting a resolution put to the vote shall be decided by a show of hands or by a poll at the option of the chairman of the meeting. Nevertheless before or on the declaration of the result a poll may be demanded:

5.5.1 by the chairman of the meeting; or

5.5.2 by any member.

The demand for a poll may be withdrawn.

Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried unanimously and an entry to that effect made in the minute book shall be conclusive.

5.6 Subject to the provisions of the Law a poll shall be taken as the chairman directs and he may:

5.6.1 appoint scrutineers (who need not be members);

5.6.2 fix a time and place for the poll and for the declaration of the results of the poll provided that neither shall take place any later than 30 days following the general meeting; and

5.6.3 if necessary adjourn the general meeting to enable a poll to be organised.

5.7 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other questions shall be taken either immediately or at such day, time and place as the chairman directs, not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is withdrawn, the meeting shall continue as if the demand had not been made.

5.8 No notice need be given of a poll not taken immediately if the day, time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the day time and place at which the poll is to be taken.

- 5.9 Any vote on a poll or any resolution by the members must be unanimous.

6. **VOTES OF MEMBERS**

- 6.1 On a show of hands or a poll every member present in person or by proxy shall have one vote.
- 6.2 On a poll votes may be given either in person or by proxy. A proxy need not be a member.
- 6.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the member and shall be in the form approved by the board. The board may resolve to permit instruments appointing proxies to be received by facsimile or email.
- 6.4 An instrument appointing a proxy is only valid if it is:
- 6.4.1 sent to the Company's registered office; or
 - 6.4.2 sent by facsimile to the telephone number nominated by the board of the Company if the board resolves to accept proxy appointments by facsimile; or
 - 6.4.3 sent by email to the email address nominated by the Company if the board resolves to accept proxy appointments by email.
- 6.5 If the board resolves under Articles 6.3 or 6.4 to accept proxy appointments by facsimile or email then the notice of general meeting must contain the nominated facsimile number and email address.
- 6.6 The instrument appointing a proxy may be in any form which the board may approve.
- 6.7 Any body corporate which is a member of a company may appoint such other person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the company and exercise the member's powers accordingly.

7. WRITTEN RESOLUTIONS

- 7.1 Resolutions of the members may be approved in writing. Any resolution by the members must be unanimous.
- 7.2 Notice specifying the proposed resolution in writing may be forwarded to members by post or facsimile or such other written means as the board may determine.
- 7.3 The accidental omission to give notice of any proposed written resolution to or the non receipt of such notice by any member shall not invalidate any resolution or any proposed resolution otherwise duly approved.

8. APPOINTMENT OF DIRECTORS

- 8.1 Unless otherwise determined by ordinary resolution the board shall consist of at least the following:
- a Chief Executive Officer;
 - a Director of Finance; and
 - a Company Secretary, who shall also be appointed as a Director.
- 8.2 The members may in general meeting by resolution amend the composition of the board, approve a new board position and may appoint any person to be a director either to fill a vacancy or as an addition to the board. Notwithstanding the provisions of section 140 of the Law, more than one director may be appointed in a single resolution without a separate resolution first being passed that it be voted on as a single resolution.
- 8.3 The board shall have power at any time to appoint any person to a board position approved by the members, provided the person is eligible in accordance with Section 137 of the Law to be a director, either to fill a vacancy or as an addition to the board.
- 8.4 The board shall determine the period for which any director shall be appointed.

- 8.5 The directors shall be entitled to be repaid all reasonable out of pocket expenses properly incurred by them in or with a view to the performance of their duties or in attending meetings of the board or of committees or general meetings or in rendering or performing additional or special services to the Company whether in Guernsey or elsewhere.
- 8.6 A director (other than an alternate director) may appoint an alternate to exercise some or all of his powers as a director for a specified period. The appointment of an alternate director must be in writing and a copy of the appointment must be given to the Company. The appointment may be terminated at any time by instrument in writing signed by the appointing director a copy of which must be given to the Company. The Company shall give the alternate director notice of board meetings if requested to do so by the appointing director. Where an alternate director exercises the appointing director's powers the exercise is as effective as if the powers were exercised by the director. An alternate director shall cease to be an alternate if the director who appointed him ceases to be a director.

9. **POWERS AND DUTIES OF THE BOARD**

- 9.1 The Company shall be managed by the board who shall have full power authority and discretion on behalf of the Company.
- 9.2 The board may exercise all such powers as are not required to be exercised by the members in general meeting subject nevertheless to these Articles and to the Law and to such regulations as may be prescribed by the members in general meeting but no regulation so made shall invalidate any prior act of the board.
- 9.3 The board may exercise all the powers of the Company to borrow money and to assign mortgage pledge or charge all or part of the property and assets of the Company.
- 9.4 The board may at any time by power of attorney appoint any person or any fluctuating body of persons whether nominated directly or indirectly by the board to be the attorney of the Company for such purposes and with such powers and discretions and for such periods and subject to such conditions as the board may determine and any such power of

attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the board may determine and may also authorise any attorney to delegate all or any of his powers and discretions.

9.5 The board shall cause minutes to be made:-

9.5.1 of all appointments of officers;

9.5.2 of the names of the directors present at each meeting of the board and of any committee; and

9.5.3 of all resolutions and proceedings at general meetings of the Company and meetings of the board and of committees.

10. **REMOVAL OF DIRECTORS**

10.1 The office of a director shall be deemed vacant if:

10.1.1 he resigns his office by written notice signed by him sent to or deposited at the office;

10.1.2 he has been absent, without permission, from board meetings for more than 6 months;

10.1.3 he becomes otherwise ineligible or incapable of continuing to act as a director for whatever reason;

10.1.4 he has had his affairs declared *en désastre* or has a preliminary vesting order made against his Guernsey realty, becomes bankrupt, suspends payments or compounds with creditors, or is adjudged insolvent;

10.1.5 he is requested to resign in writing signed by all the other directors of the Company (being not less than two in number); or

10.1.6 the members by ordinary resolution declare that he shall cease to be a director.

11. PROCEEDINGS OF DIRECTORS

- 11.1 The board may meet for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman at the meeting shall only have a casting vote.
- 11.2 A director in communication with one or more Directors so that each Director participating in the communication can hear or read what is said or communicated by each of the others is deemed to be present, such meeting shall be treated as a validly held meeting of the board and shall be deemed to have been held in the place where the Chairman is present.
- 11.3 The board shall determine the notice necessary for its meetings and the persons to whom notice shall be given.
- 11.4 A meeting of the board at which a quorum is present shall be able to exercise all powers and discretions of the board.
- 11.5 The continuing directors may act notwithstanding any vacancy.
- 11.6 The chairman shall be the Chief Executive Officer or in his absence any other member of the board.
- 11.7 The board may delegate any of their powers to committees consisting of such one or more directors as they think fit. Any such committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board.
- 11.8 The quorum necessary for the transaction of the business of the board may be fixed by the board and unless so fixed shall be two. The quorum necessary for the transaction of the business of a committee shall be fixed by the board.
- 11.9 Where a director and his alternate director are present, the alternate director shall not be counted as part of any quorum nor shall he be entitled to vote,
- 11.10 The board may pass a resolution without convening a board meeting if all directors entitled to vote on the resolution sign and date a document

containing a statement that they are in favour of the resolution set out in the document (a “circulating resolution”). The circulating resolution may be executed by each director in counterpart. The circulating resolution is passed when the last director entitled to vote signs the circulating resolution.

12. **SEAL**

12.1 If the board determines to maintain a seal they shall provide for its safe custody which shall only be used by authority of the board or of a committee and every instrument to which the seal shall be affixed shall be signed by such persons as are authorised by the board.

13. **RULES**

13.1 Subject always to the Law, the Rules as amended from time to time (and on amendment following approval by the board and unanimous approval by the members) are incorporated mutatis mutandis into these Articles. To the extent there are any inconsistencies between these Articles and the Rules, the former shall prevail.

14. **ACCOUNTS**

14.1 The board shall maintain accounting records and issue reports in accordance with Part XV of the Law.

14.2 The books of account shall be kept at the office or at such other place as the board shall think fit and shall at all reasonable times be open to the inspection as provided by the Law or authorised by the board or by the Company in general meeting.

14.3 The accounts of the Company shall be prepared and delivered in accordance with Part XV of the Law.

15. **AUDIT**

15.1 Subject to Section 256 of the Law, the members may resolve to exempt the Company from the requirement to appoint auditors. Whilst the Company continues as an unaudited company the provisions of the

Law in so far as they relate to the appointment of Auditors and to the report of Auditors shall be suspended and cease to have effect.

15.2 Subject to Article 15.1 above, auditors shall be engaged in accordance with part XVI of the Law.

16. NOTICES

16.1 All members are deemed to have agreed to accept communication from the Company by electronic means unless the members notify the Company otherwise. Notice under this Article 16.1 must be in writing and signed by the member and delivered to the Company's registered office or such other place as the board directs.

16.2 A member present, either in person or by proxy, at any meeting of the Company is deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

17. INDEMNITY

17.1 The directors, secretary and other officers or employees of the Company shall be indemnified out of the assets of the Company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.

17.2 An alternate director is entitled to be indemnified under Article 17.1 as if he were a director.

17.3 The directors may without the sanction of the Company in general meeting authorise the purchase or maintenance by the Company for any officer or former officer of the Company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer.

18. WINDING UP

18.1 The Company shall be wound up in any circumstances specified in the Law. If the Company shall be wound up, the liquidator may, with the sanction of a resolution of the Company in general meeting passed by all members entitled to vote and voting in person or by attorney or proxy apply the whole of the assets of the Company (whether they shall consist of property of the same kind or not) in accordance with Clause 3 of the Company's Memorandum of Incorporation. For that purpose, the liquidator may set such value as he deems fair upon any property to be applied as aforesaid. The liquidator may, with the like sanction, vest the whole of such assets in trustees upon such trusts for the benefit of the objects of the Company as the liquidator, with the like sanction, shall think fit, but so that no recipient shall be compelled to accept any shares or other securities whereon there is any liability.

19. COMMON SIGNATURE

19.1 The common signature of the Company may be either:

19.1.1 Guernsey Hockey LBG with the addition of the signature(s) of one or more officer(s) of the Company authorised generally or specifically by the board for such purpose, or such other person or persons as the board may from time to time appoint; or

19.1.2 if the board resolves that the Company shall have a common seal, the common seal of the Company affixed in such manner as these articles may from time to time provide.