

ENGLISH BASKETBALL ASSOCIATION

ARTICLES OF ASSOCIATION

SEPTEMBER 2004

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context:

Words	Meaning
The Act	The Companies Act 1948 as amended by the Companies Acts 1967 and 1976 and 1985.
These Presents	These Articles of Association, and the Rules and Regulations of The Association from time to time in force
The Association	The above-named Company
Executive Board	The Managing or Executive Committee for the time being of The Association and includes any committee or commission thereof having power to act on their behalf in accordance with these Presents.
The Council	The body under provisions of article 59
The Office	The registered office of The Association
The Seal	The common seal of The Association
The Regulations	The existing Rules and Regulations of The Association together with such additions and modifications as shall from time to time be made or adopted by The Executive Board
A Club	A basketball club playing basketball which has been admitted to membership of The Association and which is affiliated to an Area association or an affiliated association and where affiliated to more than one such association, the parent association shall mean the Area association to which the Club is affiliated.
A Participant	A person who plays, coaches, referees or organises basketball or is in any way concerned or connected with the administration of a club, Area association, affiliated association or who is in any other way concerned with the game of basketball.
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa, those importing the masculine gender only shall include the feminine gender, and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on The Association shall, if not inconsistent with the subject or content, bear the same meanings in these presents.

OBJECTS

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

MEMBERSHIP

3. For the purpose of registration the number of Members of The Association is unlimited.
4. The provisions of Section 110 of the Act shall be observed by The Association and every member of The Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. The subscribers to the Memorandum of Association and such other persons as the Executive Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of The Association. The National Executive Committee of the English Basketball Association at the date of registration of this Association shall be and continue to be the Executive Board of this Association for the purpose of admitting to membership and otherwise acting as such Executive Board until a new Executive Board is elected but if any member of the Executive Board does not sign a written consent or sign the register of members in accordance with paragraph 4 of these presents within two weeks of the said registration, they shall be deemed to have resigned and shall thereupon cease to be a member of the Executive Board.
6. (i) **Membership of The Association shall be as follows: -**
 - (a) The subscribers to the Memorandum of Association and each present member of the Executive Board.
 - (b) Any future member of the Executive Board who within two weeks of their appointment complies with the provisions of Article 4 of these presents.
 - (c) Each future member of The Council.
 - (d) Each Area Association and for the purposes of these presents, the following shall be considered to be Area Associations and for the purposes of these definitions the boundaries of the Local Authorities shall be considered to be those that existed at 31st *March 2001*.

Guernsey	(Comprising the Islands of Alderney, Guernsey and Sark)
Bedfordshire	(Comprising the County of Bedfordshire)
Bucks and Oxon	(Comprising the Counties of Buckinghamshire and Oxfordshire)
Cambridgeshire	(Comprising the County of Cambridgeshire)
Teesside	(Comprising of Hartlepool, Stockton. Middlesborough and Redcar)
Derbyshire	(Comprising the County of Derbyshire)
Durham	(Comprising the County of Durham)
Essex	(Comprising the County of Essex)
Furness	(Comprising the districts of Barrow and South Lakeland in the County of Cumbria)
Greater Manchester	(Comprising Bolton, Bury, Manchester, Oldham, Rochdale, Salford, Stockport, Tameside, Trafford, Wigan and the districts of Macclesfield and Vale Royal in the County of Cheshire)

Hertfordshire	(Comprising the County of Hertfordshire)
Isle of Man	(Comprising the Isle of Man)
Jersey	(Comprising the Island of Jersey)
Kent	(Comprising the County of Kent)
Lancashire	(Comprising the County of Lancashire)
Leicestershire & Rutland	(Comprising the County of Leicestershire & Rutland)
Lincolnshire	(Comprising the County of Lincolnshire)
Merseyside	(Comprising Wirral, North West Cheshire Sefton, Knowsley, St Helens and Liverpool Chester, Ellesmere Port, Halton and Warrington in the County of Cheshire)
Norfolk	(Comprising the County of Norfolk)
Northamptonshire	(Comprising the County of Northamptonshire)
North Cumbria	(Comprising the districts of Carlisle, Allendale and Eden in the County of Cumbria)
North East	(Comprising the County of Northumberland, Gateshead, Newcastle upon Tyne, North Tyneside, South Tyneside, and Sunderland)
North Staffordshire & South Cheshire	(Comprising the districts of Madeley, Newcastle-under-Lyme, Stafford, Staffordshire Moors, and Stoke-on-Trent in the County of Staffordshire, and the districts of Congleton and Crewe in the County of Cheshire)
Nottinghamshire	(Comprising the County of Nottinghamshire)
Solent	(Comprising the Isle of Wight, the County of Hampshire, excluding the districts of Basingstoke, Hart and Rushmoor, the County of Dorset and Salisbury and District in the County of Wiltshire)
Suffolk	(Comprising the County of Suffolk)
Surrey	(Comprising the County of Surrey)
Sussex	(Comprising the Counties of East Sussex and West Sussex)
Warwickshire	(Comprising the County of Warwickshire and Coventry)
Wessex	(Comprising the County of Berkshire and the districts of Basingstoke, Hart, and Rushmoor in the County of Hampshire)
West Midlands	(Comprising the County of Hereford and Worcester, the County of Shropshire, the districts of Cannock Chase, East Staffordshire, Lichfield, South Staffordshire, and Tamworth in the County of Staffordshire, Birmingham, Dudley, Sandwell, Solihull, Walsall & Wolverhampton)

(e) Leagues within the following regions:

London	(Comprising all 32 London Boroughs & <i>the City of London</i>)
South West	(Comprising the counties of Cornwall, Devon, Dorset, Gloucestershire, Somerset & Wiltshire excluding Salisbury and District, the unitary authorities of Bath and NE Somerset, Bristol, South Gloucestershire and North Somerset)
Yorkshire	(Comprising of Barnsley, Bradford, Calderdale, Doncaster, East Riding of Yorkshire, Kingston upon Hull, Kirklees, Leeds, North Lincolnshire, North East Lincolnshire, North Yorkshire, Rotherham, Sheffield, Wakefield and York)

- (f) Each Affiliated Association, and for the purposes of these presents the following shall be considered to be the Affiliated Associations:

Army Basketball Association
Basketball Coaches Association
Basketball League Ltd.
Basketball Players' Association
British Universities Sports Association
Civil Service Basketball Association
Combined Services Basketball Association
English Association of Basketball Officials
Mini-Basketball-England
English Schools Basketball Association
Great Britain Wheelchair Basketball Association
National Association of clubs for Young People
Police Athletic Association (Basketball Section)
Royal Air Force Basketball Association
Royal Navy Basketball Association
Special Olympics United Kingdom
United Kingdom Sports Association for People with Learning Disability

- (g) Each Affiliated League and for the purposes of these presents these shall be considered to be such Leagues as the Executive Board may from time to time recognise.
- (h) Each Club
- (i) Any other person, Association or Club which the Executive Board shall admit to membership.

Subscriptions shall fall due on 1st October in any year and the membership of any Club or affiliated Association shall automatically cease if its subscriptions for the relevant year are not paid by the 31st December of that year.

7. Each Area Association, Affiliated Association, League or Club shall nominate a representative to act on its behalf and to sign the registers or consent on its behalf, and the name of such respective representatives shall be sent to the Secretary of The Association in the month of June in each year or so soon thereafter as circumstances will permit. In the case of death, resignation or removal of a representative during any year, the Area Association, affiliated Association or Club concerned shall elect a new representative to act in its place for the rest of the current year.
8. No representative shall be entitled to vote at any General Meeting unless and until they shall have been registered as such representative with the Secretary of The Association, not less than 48 hours prior to the commencement of such General Meeting.

FEES AND SUBSCRIPTIONS

9. The fees payable by members and the annual subscription payable by Participants shall be set by the Executive Board prior to the Annual general Meeting. The amounts payable shall be the rate for the previous year index linked.
10. Every member who becomes entitled to admission to such membership shall before their or its name is entered on the register and before they or it becomes entitled to the privileges of membership, pay all subscriptions due and shall so long as membership of The Association

continues, pay the annual subscription which may be prescribed in accordance with article 9 of these presents.

11. No person shall be entitled to continue as a member of The Association unless they or it is either a member of the Executive Board, a member of The Council, an Area Association, an Affiliated Association, an Affiliated League or a Club, or has been granted membership by the Executive Board under the provisions of article 6 (f) of these presents.
12. The Executive Board may pass a Resolution at a meeting (of which due notice including the notice of the intention to propose such a Resolution shall have been given) that any member of The Association cease to be such member and if such Resolution shall be carried by a majority consisting of three fourths of the members of the Executive Board present at the meeting then such Resolution shall take effect as from the conclusion of such meeting or from such subsequent time as the said Resolution may prescribe for the purpose and the Executive Board may make any alteration in the register of members required by or consequent upon such Resolution and from the time at which such Resolution takes effect, no right of voting or other rights shall be exercised by such member.
13. If any member wishes to resign as a member of The Association then they should cause notice in writing to be given of that intention so to do addressed to the Secretary of The Association and deposited at the Registered Office of The Association, and the Executive Board may accept the same on payment of all subscriptions and fees (if any) then due and owing by the member.
14. Whenever any person shall cease to be a member, the name should be removed from the register.

GENERAL MEETINGS

15. 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 Executive Board provided that every Annual General Meeting shall be held within fifteen months of the previous Annual General Meeting and provided also that so long as The Association holds its first Annual General Meeting within fifteen months after its incorporation, it need not hold it in the year of its incorporation.
16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Executive Board may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisitions or in default may be convened by such requisitionists, as provided by Section 132 of the Act.
18. The Secretary of The Association shall cause preliminary notice of the date of the Annual General Meetings to be given to all members at least three months prior to the date of the such Annual General Meeting and such preliminary notice shall invite nominations and resolutions.
19. Any Resolution or Motion which a member wishes to bring before an Annual General Meeting or an Extraordinary General Meeting must be notified to the Secretary of The Association in writing not less than forty-two days before the date of the Meeting and no Resolution or motion or other business other than the business brought forward by the Executive Board shall come before the Meeting unless notice thereof has been so given.

20. At least twenty-one days notice in writing of every Annual General Meeting and of every Extraordinary General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting together with a copy of the Agenda and in the case of special business the general nature of that business, shall be given by the Secretary of The Association, but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
21. 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 had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting except the election of members of the Executive Board and the officers of The Association, the consideration of the Accounts and Balance Sheets, and the report of the Executive Board and of the report of the Auditors, the appointment thereof and the fixing of the remuneration thereof. No business may be transacted except that which is included in the agenda, except procedural motions.
23. Any alteration in or addition to the Rules may be made by a Resolution passed by a majority of not less than three fourths of the members present and voting at the meeting at which such alteration or addition is proposed.
24. Any member may by Resolution appoint such a person as it thinks fit to act as its representative at any meeting of The Association or at any meeting of a class of members of The Association and a writing purporting to be a true copy of the Resolution appointing such person signed by the chairman of the meeting at which such Resolution was passed, shall be conclusive evidence of the appointment of such person. Provided that if no such writing is deposited with the Secretary of The Association at least 48 hours prior to the commencement of such meeting then the person who shall be deemed to be the member's authorised representative shall be the person nominated under article 7 of these articles.
25. Any person so appointed by a member shall be entitled to exercise on behalf of that member all the powers which the member itself could exercise at the meeting or meetings concerned.
26. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Fifteen members present shall be a quorum.
27. If within half-an-hour after the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Board may determine and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the members present shall be a quorum.
28. The Chairman of the Association shall preside as Chairman at every general meeting but if the Chairman is not present within 15 minutes after the time appointed for holding the same or they shall be unwilling to preside then the senior Director by way of the longest continuous service on the Executive Board shall preside or failing either of them then the

members present shall choose some other member of the Executive Board or if all members of the Executive Board decline to take the chair then they shall choose some other member of the Association who shall be present to preside.

29. The Chairman may, with the consent of any 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 any adjourned meeting other than from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in persons, and unless a poll be so demanded a declaration by the chairman that a Resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minute book of The Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that Resolution. The demand for a poll may be withdrawn.
31. Subject to the provisions of article 32 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
32. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
33. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
34. The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded.
35. At all meetings of Members of The Association the chairman shall be responsible for the observance of the established rules of debate and conduct of Meetings.
36. (a) If in the opinion of the Chairman, a person or persons is persistently and deliberately preventing the course of business, he may instruct the person to remain silent until such times as the business is completed. If the person disregards this ruling, the Chairman may instruct him to leave the meeting.

(b) A person who is not eligible to exercise a vote at a General Meeting may not attend a meeting, nor make representation at such a meeting, except with the express authority of the Chairman of the meeting.

VOTES OF MEMBERS

37. Subject as herein provided, every member who is present at a General Meeting shall have one vote on a show of hands and one vote on a poll.
38. No person is permitted to make representation or exercise a vote at a General Meeting in more than one capacity.

OFFICERS

39. (a) The Honorary Officers of The Association shall be the Patron, the Presidents Emeritus, the Past Presidents, the Life Vice-Presidents, and the Hon. Executive Officers.
- (b) Nominations for the offices of Patron, Presidents Emeritus and Life Vice-Presidents may only be made by the Executive Board who shall present such nominations to the Annual General Meeting whenever The Executive Board deems it to be appropriate. Only Past Presidents, or persons assuming that office at the conclusion of the General Meeting in question, shall be eligible for election as a President Emeritus.
- (c) The Honorary Executive Officers of The Association shall be:
- (i) The President
 - (ii) The members (i.e. Directors) of the Executive Board
 - (iii) The Convenors of the following Committees:
 - Coaching
 - Competitions
 - Development
 - Equity and Diversity
 - National Teams
 - Officiating
- (d) The Executive Board shall be authorised to employ professional officers at its sole discretion.

EXECUTIVE BOARD

40. The affairs of The Association shall be managed by the Executive Board who shall do all such acts and exercise all such powers of The Association as may be required to give effect to the objects as described in the provisions of the Memorandum of Association and which are not by statute or by the Rules or Articles of Association of The Association required expressly or impliedly to be done or exercised by The Association in General Meeting.
41. The Executive Board shall be the Directors of The Association within the meaning of the Act.
42. (a) The Executive Board shall consist of seven members, four of whom shall be elected at the Annual General Meeting. The elected members will appoint a further three Directors to bring specialist skills required by the Executive Board. These might include financial, legal communications, commercial, IT, marketing, or other skills which reflect the requirements of the Association.
- (b) The Chairman shall be appointed by the Executive Board from within its membership and such appointment shall take place at the first Board Meeting after the Association's Annual General meeting each year and shall last until either the Executive Board decide to revoke the appointment or until the conclusion of the next Annual General Meeting of the Association.
43. (i) Subject to provisions of sub-paragraphs (ii) and (iii) of this Article 43 and the provisions of Article 45 hereinafter contained, all the Honorary Officers shall be elected by ballot at the Annual General Meeting except the three appointed Directors. No person shall be elected as Patron, President Emeritus or Life Vice-President, unless they receive more than 50% of the votes cast.

- (ii) The following shall be elected for a three year term of office, and this term shall commence, or shall have commenced as the case may be, at the Annual General Meeting in the years set out below:

*** Two Board members	2004	2006	2009	2012	2015
*** Two Board members	2004	2007	2009	2013	2016
President	2003	2006	2009	2012	2015
Convenor (Coaching)	2002	2005	2008	2011	2014
Convenor (Competitions)	2001	2004	2007	2010	2013
Convenor (Development)	2001	2004	2007	2010	2013
Convenor (Equity & Diversity)	2002	2005	2008	2011	2014
Convenor (National Teams)	2002	2005	2008	2011	2014
Convenor (Officiating)	2003	2006	2009	2012	2015

*** The 2004 Annual General Meeting shall elect four members for the Executive Board. The two highest polling successful candidates shall be elected for a three-year term while the two lowest polling successful candidates shall be elected for an initial two year term.

- (iii) In electing the Honorary Executive Officers where there are more than two nominations for a particular Honorary Executive Office then no person shall be elected to such office unless they receive more than 50% of the votes cast. Further ballot will, if necessary, be taken to ensure that each such office is filled by a person who receives such a number of votes. If a second ballot is necessary only the two candidates with the highest number of votes in the first mentioned ballot shall be eligible to participate in the second ballot, and in such second ballot postal votes shall be reallocated in accordance with the provisions of Article 45 hereafter. No person shall be nominated for election to more than one Executive Board Office at any Annual General Meeting.
44. (a) Subject only to the provisions of Article 39(b) and sub-paragraph (b) of this Article 44 of these presents all nominations for positions as an Honorary Officer shall be lodged with the Chief Executive of The Association not later than forty-two days before the date of the Annual General Meeting and such nomination must be signed by the proposer and seconder who must both be members, or the duly authorised representative of members, of The Association. A list of nominations shall be distributed by the Secretary to all members together with the Agenda, notice of the Annual General Meeting and appropriate postal ballot papers.
- (b) Where a vacancy exists for the position of Honorary Executive Officer as a result of there being no candidate available for election in accordance with the provisions of sub-paragraph (a) of this Article 44, then nominations for such vacancy may be taken from the floor of the Annual General Meeting provided such nominations are properly proposed and seconded by members, or duly authorised representatives of members, of the Association and provided also that the nominee or nominees accept such nomination. If as a result of these procedures there is more than one nomination then the voting procedures as set out in Article 43(iii) of these presents shall apply to that vacancy or vacancies. The provisions of this sub-paragraph shall also apply where a vacancy exists as a result of an Honorary Executive Officer being unable to complete his full term of office for any reason.
45. (a) Notwithstanding the provisions of Article 36 hereof in any election for the Honorary Officers and Members of the Executive Board in accordance with the provisions of Article 42 hereof, each member shall be entitled to record a postal vote in respect of all such elections provided that such postal vote or votes are lodged with the independent organisation as is specified on the voting paper at least 48 hours prior to the commencement of the General Meeting at which such election or elections are to take

place. If such a postal vote or votes is so lodged and is not withdrawn at least 48 hours prior to the commencement of such General Meeting, then such postal vote or votes shall count as the member's vote or votes in all such elections notwithstanding that the member is present at such General Meeting.

- (b) Where it is apparent that there is a possibility that a second ballot may be required under the provisions of Article 43(iii) then such postal ballot shall allow the member to allocate an order of priority in respect of such election so that such order of priority shall be applied in such second ballot and the provisions of Article 43 (iii) shall be read accordingly.
46. The Executive Board shall have power at any time to appoint any person to fill a casual vacancy in the membership of the Executive Board. Subject to the provisions of Section 184 of the Act and these presents any person appointed as an Honorary Executive Officer under this Article shall hold office until the dissolution of the Annual General Meeting of The Association at the conclusion of the normal term for that office.
The provisions of this Article 46 shall not apply to the Additional Directors
47. Any person may be appointed a member of the Executive Board notwithstanding that at the date of such appointment they have attained the age of seventy, and no person who is already a member of the Executive Board shall be subject to retirement by reason only of having attained, or hereafter
48. The Chief Executive shall have the right of attendance at Executive Board Meetings. Other members of staff may attend meetings at the discretion of the Executive Board. Observers may be invited to attend, but they must not participate in the debate, except at the invitation of the Chairman and shall not be entitled to vote. They must leave the meeting at any time on the instruction of the Chairman.

POWERS AND DUTIES OF THE EXECUTIVE BOARD

49. The management and control of The Association and of its funds shall be vested in the Executive Board which in addition to the powers and authorities by these Presents expressly conferred on it may exercise all such powers and do all such acts and things as may be exercised or done by The Association in General Meeting and subject nevertheless to the provisions of the Act and of these Presents and to any regulation from time to time made by The Association in General Meeting provided that no regulation shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made. The funds of the Association shall be lodged at a Bank or Building Society, or such other suitable place as the Executive Board may from time to time decide. Payments drawn on these accounts shall be signed by such officers that the Executive Board may from time to time decide.
50. The Executive Board shall adopt and act upon the present Regulations, and Standing Orders of the English Basketball Association so far as the same are not inconsistent with these Presents and unless and until the same shall have been duly altered or varied.
51. The Executive Board may respectively delegate any of their powers to committees or commissions either of their own body or otherwise and such committees or commissions shall consist of such persons as the Executive Board shall appoint. Such committees or commissions shall be subject to any of The Regulations laid down by the Executive Board.
52. The quorum for the Executive Board shall be fixed by the Regulations of The Association and until otherwise provided three shall form a quorum.

53. The Chairman shall act as chairman at the Meetings of the Executive Board but if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, then the members of the Executive Board present shall choose one of their members to be Chairman. The Chairman shall have a casting vote in cases of equality of voting.
54. (a) All members of the Executive Board shall be entitled vote on any question, save one that might affect with a view of personal material gain. In the event discussion on such matter, the member or members shall be required to leave the meeting for the remainder of the debate and the voting, after having had an opportunity of making a statement of their personal interest. Their absence shall be recorded in the minutes.

(b) Normally minutes of meetings will not show the actual votes recorded for or against a motion, but at any time a member can request that the voting be recorded in the minutes. In this case, the meeting will decide on the course of action to be adopted.
55. The Executive Board shall keep proper minutes of their proceedings and all acts done in pursuance of anything appearing by such minutes to be resolved upon or authorised by the Executive Board shall be deemed to be acts of the Executive Board within the meaning of these Presents.
56. The Executive Board may act notwithstanding any vacancy in their body.
57. The Executive Board shall defray out of the funds of The Association all expenses in respect of the business of The Association and all expenses of and incident to the formation and registration of The Association and arranging for and carrying out the succession to the English Basketball Association.
58. All acts done by any meeting of the Executive Board or by any person acting as a member of the Executive Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any persons so acting or that any person so acting was disqualified be as valid as if such person had been duly appointed as qualified.
59. The Executive Board shall have power to make regulations, and arrangements as to all matters of business, duties, management, regulation or otherwise which may be required and in particular the rules and regulations relating to all competitions run by, on behalf of or under the jurisdiction of The Association shall be within the power and under the control of the Executive Board and such rules, regulations, bye-laws and arrangements shall be known as "The Regulations".
60. Any committee or commission shall conform to any mode of proceedings and regulations which the Executive Board may make in that behalf and subject thereto determine and regulate their own proceedings in the same manner as the Executive Board.

DISQUALIFICATION OF HONORARY EXECUTIVE OFFICERS

61. An Honorary Executive Officer shall vacate his office:
If a receiving order is made against them or they make any arrangement or composition with their creditors.
If they become of unsound mind.
If by notice in writing to The Association they resign their office.
If they become prohibited from holding office by reason of any Court order made under the Companies Act 1948 to 1985.
If they are removed from office by a Resolution duly passed pursuant to Section 184 of the Act.

THE COUNCIL

62. The Council shall be comprised as follows:

- (a) The President, who shall be Chairman.
- (b) The Chairmen of the Regional Management Committees.
- (c) The Convenors of the following Committees:
 - Coaching
 - Competitions
 - Development
 - Equity & Diversity
 - National Teams
 - Officiating
- (d) A nominated representative from each of the following organisations:
 - British Basketball League
 - English Schools' Basketball Association
 - Mini-Basketball England
 - Great Britain Wheelchair Basketball Association
- (e) Appropriate senior members of the professional staff as deemed necessary and as and when required, none of who shall hold a vote.
- (f) Any person, or organisation that the Council may from time to time choose to co-opt.
- (g) Members of the Executive Board and the Chief Executive of the Association shall be ex-officio members.
- (h) The Regions shall comprise: Area Associations and/or Leagues as defined in 6(d) & 6(e), within the following geographical regions and shall be divided as follows:

East: Comprising of Bedfordshire, Cambridgeshire, Essex, Hertfordshire, Norfolk, and Suffolk.

East Midlands: Comprising of Derbyshire, Leicestershire & *Rutland*, Lincolnshire, Northamptonshire and Nottinghamshire.

London: Comprising of Middlesex, London Metropolitan, South Thames, London Juniors and Essex Metropolitan Leagues.

North: Comprising of Teesside, Durham, North East

North West: Comprising North Cumbria, Furness, Greater Manchester, Lancashire, Merseyside & North West Cheshire, Manchester Ladies League and the Isle of Man.

South: Comprising of Solent, Bucks & Oxon, Guernsey, Jersey and Wessex.

South East: Comprising of Kent, Surrey and Sussex.

South West: Comprising the, Exeter & District, Gloucester, Plymouth & District, West, Wiltshire Leagues.

West Midlands: Comprising Warwickshire, North Staffs and South Cheshire and West Midlands.

Yorkshire: Comprising the Bradford, Doncaster, Huddersfield, Humberside, Leeds, Sheffield, Yorkshire Leagues.

63. The Regional Chairmen to The Council shall be elected in the following manner:
- (a) The Area/League representatives to the Regional Management Committee shall be elected by the Areas or Leagues as defined in 6 (d) & (e) at their Annual General Meeting within their respective Region. The English Schools Basketball Association shall nominate a representative to each of the Regional Management Committees.
 - (b) The Area/League Representatives elected in 63 (a) and the English Schools Basketball Associations representative to serve on the Regional Management Committee shall elect a Chairman from one of their number. The Chairman so elected shall serve on the Council as defined in Article 59 (b).
64. In the event of there being a casual vacancy in the composition of The Council by virtue of there being a vacancy for any of the positions of Chairman of the Regional Management Committee then arrangements shall be made by the Executive Board to conduct an election by postal ballot. Such a ballot shall be conducted in such a way as to enable the casual vacancy to be filled within 6 weeks of its having arisen
65. The duties and functions of The Council shall be as follows:
- (i) Do all such things as are specifically required to be done by The Council as set out in these Articles.
 - (ii) Do all such things as are specifically required to be done by The Council as set out by the Executive Board.
 - (iii) Take such action as The Council may from time to time deem to be appropriate in respect of functions which The Council is entitled to undertake as set out in these Articles.
 - (iv) Take such action as The Council may from time to time deem to be appropriate in respect of functions which The Council is entitled to undertake.
 - (v) Receive a report from the Executive Board.
 - (vi) Receive reports from the Regional Chairmen.
 - (vii) Advise the Executive Board on matters of policy as and when appropriate.
 - (viii) Receive the annual budget of Income and Expenditure, as approved by the Executive Board.
 - (ix) Advise the Executive Board on any such matter as the Executive Board may from time to time determine.
 - (x) Undertake and discharge any other such duties as the Executive Board and The Council may from time to time jointly determine.

THE SEAL

66. The seal of The Association shall not be affixed to any instrument except by the authority of a Resolution of the Executive Board and in the presence of any two members of the Executive Board and the Secretary.

ACCOUNTS

67. The Executive Board shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1985.
68. The accounting records shall be kept at the Registered Office, or, subject to Section 12 (6) and (7) of the Companies Act 1985 at such other place or places as the Executive Board shall think fit, and shall always be open to the inspection of the members of the Executive Board.
69. The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of The Association or any of them shall be open to the inspection of members not being members of the Executive Board, and no member (not being a member of the Executive Board) shall have any right of inspecting any account or book or document of The Association except as conferred by statute or authorised by the Executive Board or by The Association in General Meeting.
70. At the Annual General Meeting in every year the Executive Board shall lay before The Association a proper income and expenditure account for the period since the last preceding account made up to and including the 31st May of each year together with a proper Balance Sheet made up as at the same date. Every such Balance Sheet shall be accompanied by proper records of the Executive Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served. The Auditors report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1985.

AUDIT

71. Once at least in every year the accounts of The Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
72. Auditors shall be appointed at each Annual General Meeting and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967, and sections 13 and 18 of the Companies Act 1976, the members of the Executive Board being treated as the Directors mentioned in those sections.

PRIVILEGED COMMUNICATIONS

73. All communications, correspondence, reports, minutes, papers and documents relative to any application to the Executive Board or a committee appointed thereby or to the admission or advancement of members, or to the suspension or forfeiture of membership of any member or to any report or proceeding under membership of any member or to any report or proceeding under these Presents shall be privileged and confidential and shall not be passed out of the custody of the proper Officer or other member of the Executive Board, nor shall any of the contents be disclosed outside the Executive Board save on the express authority of the Executive Board as recorded in the minutes.

NOTICES

74. All notices may be served by The Association upon any member, either personally or by leaving the same or sending the same through the post in a prepaid letter addressed to such member at his registered address or sent to the care of its Secretary or other officer of the Area Association, Affiliated Association or Club of which they are the representative.
75. Any notices sent by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.
76. A notice given to any person shall be binding on any Area Association, Affiliated Association or Club of which they may be the representative and all proceedings taken without any further or other notice shall be binding on such Area Association, Affiliated Association or Club.

DISSOLUTION

77. 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.

SECRETARY

78. Subject to The Act The Association shall have a Secretary who shall be appointed by The Executive Board for such term, at such remuneration and upon such conditions as the Executive Board may think fit and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Executive Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary capable of acting.

CONTRACT AND FEES

79. Where an individual person(s) is required to undertake a job for which there is a fee, The Chairman in consultation with the Chief Executive and other persons as appropriate, shall decide who should undertake the work. The Chairman will decide the application of any fee payable in respect of contracts arranged by the Association. In the case of sponsorship contracts negotiated by members of staff or the Executive Board, no royalty shall be payable.

INDEMNITY

- 80 Subject to the provisions of The Act every member of the Executive Board, Auditor, Secretary and other officer for the time being of The Association, shall be indemnified out of the assets of The Association against all costs, losses, damages or expenses including hotel and travelling expenses in respect of any covenant, contract or agreement entered into or act or thing done in discharge of their duties or in and about carrying into effect any object or purpose of The Association and in respect of any action suit proceeding or other matter whatsoever connected with The Association or the affairs thereof.
81. No member of the Executive Board or any other Officer of The Association shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by The Association unless the same shall happen through their own dishonesty.

Last amended 11 September 2004