

Memorandum and Articles of Association for

THE BRITISH WHEELCHAIR SPORTS FOUNDATION LIMITED

(Formerly The British Paraplegic Sports Society Limited)

operating as



approved at the Annual General Meeting held at
Stoke Mandeville Stadium on Wednesday 16 November 2011
Reviewed by WheelPower Board 14 September 2016

Stoke Mandeville Stadium
Guttmann Road, Stoke Mandeville, Buckinghamshire, HP21 9PP
United Kingdom
Tel 01296 395995 Fax 01296 424171
Email info@wheelpower.org.uk
Registered Charity No. 265498
Registered Company No. 1059490

The Companies Acts 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

THE BRITISH WHEELCHAIR SPORTS FOUNDATION LIMITED
(Formerly The British Paraplegic Sports Society Limited) operating as



Incorporated the 26th day of June 1972

British Wheelchair Sports Foundation Limited
Guttmann Road
Stoke Mandeville
Buckinghamshire
HP21 9PP

Telephone 01296 395995
Fax 01296 424171
Registered Charity No. 265498
The Companies Acts 1948 to 2006

Memorandum of Association

of
THE BRITISH WHEELCHAIR SPORTS FOUNDATION LIMITED
(Formerly The British Paraplegic Sports Society Limited)
operating as



WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Joan Scruton – Secretary
30 Dunsham Lane, Aylesbury,
Buckinghamshire

Sir Ludwig Guttmann
“Menorah” Daws Hill Lane, High
Wycombe, Buckinghamshire

Henry Arthur Foley – Solicitor
Robin Hill, Wendover,
Buckinghamshire

Geoffrey Edge Roberts – Bank
Manager
Branscombe, Wendover Road,
Buttery Cross, Aylesbury,
Buckinghamshire

Jim Foster – Bank Manager
19 High Street, Aylesbury,
Buckinghamshire

Sidney James Vardon – Solicitor
7 Temple Square, Aylesbury,
Buckinghamshire

Horace William Poole – Civil
Servant
55 Broughton Avenue, Aylesbury,
Buckinghamshire

Arthur James Sage – Retired
Personnel Manager
33 Castle Street, Aylesbury,
Buckinghamshire

Zena Alma Pearl Williams –
Widow
Sunningdale, 45 Willow Road,
Aylesbury, Buckinghamshire

Dona Therese Bell – Retired
Chartered Physiotherapist
Mapledene, Orchard, Chesham,
Buckinghamshire

Doris May French – Civil Servant
15 Coronation Villas, High Street,
Aylesbury, Buckinghamshire

DATED this second day of February 1971

WITNESS to the above Signatures: KEITH DELDERFIELD

Articles of Association

of

THE BRITISH WHEELCHAIR SPORTS FOUNDATION LIMITED
(Formerly The British Paraplegic Sports Society Limited)
operating as



GENERAL

1. The company's name is The British Wheelchair Sports Foundation Limited (and in this document it is called the "Foundation")

2. In these Articles:

The Statutes means The Companies Acts 1948 to 2006, and every other Act for the time being in force concerning companies and affecting the Foundation.

These Articles means the Foundation's Articles of Association.

The Board means the board of Trustees of the Foundation who shall also be directors of the company.

A Committee means a Committee of the Board set up under Article 49.

Clear days in relation to the period of a notice means a period excluding:
the day when the notice is given or deemed to be given; and
the day for which it is given or on which it is to take effect;

The Commission means the Charity Commission for England and Wales;

Electronic form has the meaning given in section 1168 of The Companies Act 2006;

The Foundation	means the company intended to be regulated by these Articles;
Locomotor Disability	An impairment is any loss or abnormality of psychological, physiological or anatomical structure or function in a human being. Functional limitations Impairment may cause functional limitations which are a partial or total inability to perform those activities, necessary for motor, sensory or mental function within the range or manner of which a human being is normally capable.
Member	means a Member of the Foundation as defined in Article 7;
The Memorandum	means the Foundation's memorandum of association;
The Office	means the Registered Office of the Foundation;
Officers	includes the directors and the Secretary (if any);
The Seal	means the Common Seal of the Foundation.
The Secretary	any person appointed to perform the duties of Company Secretary of the Foundation.
Sports Association	A Member under Article 7(ii)(c)
Sports Forum	brings together the group of WheelPower Member Sports and other recognised organisations, as appropriate, all of whom are interested in working in partnership to help achieve WheelPower's aims and objectives.

Words importing the singular number only shall include the plural number and vice versa.

Words 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 Statutes shall, if not

inconsistent with the subject or context, bear the same meaning in these Articles.

LIABILITY OF MEMBERS

3. The liability of the Members is limited to a sum not exceeding £5, being the amount that each Member undertakes to contribute to the assets of the Foundation in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
 - i) payment of the Foundation's debts and liabilities incurred before he, she or it ceases to be a Member;
 - ii) payment of the costs, charges and expenses of winding up; and
 - iii) adjustment of the rights of the contributories among themselves.

OBJECTS

4. The Foundation's objects ("Objects") are specifically restricted to the following:-

The exclusively charitable object of providing, promoting and developing opportunities in recreational and/or competitive sport to improve the quality of life for those with a locomotor disability who:

- i) Require a wheelchair for sport
- or
- ii) Are eligible to compete under the rules of the particular Sport.

POWERS

5. The Foundation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Foundation has power:
 - i) to hold sports meetings and to organise support and assist attendance of individuals and teams at sports meetings in any part of the world;
 - ii) to draft, collect, publish and disseminate information on wheelchair sport;
 - iii) to provide financial assistance, to make grants and donations to and to provide equipment and facilities for sports;
 - iv) to raise funds. In doing so, the Foundation must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - v) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - vi) to sell, lease or otherwise dispose of all or any part of the property belonging to the Foundation. In exercising this power, the Foundation must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

- vii) to borrow money and to charge the whole or any part of the property belonging to the Foundation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Foundation must comply as appropriate with sections 38 and 39 of the Charities Act 1993 as amended by the Charities Act 2006, if it wishes to mortgage land;
- viii) to accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, monies, securities or other real or personal property which may be useful or available for any of its Objects and to utilise or employ the same for all or any such Objects;
- ix) to take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, annual subscriptions or otherwise;
- x) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information with them;
- xi) to establish or support any charitable trusts, associations or institutions whose charitable objects are similar to the Objects of the Foundation;
- xii) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- xiii) to employ and remunerate such staff as are necessary for carrying out the work of the Foundation. The Foundation may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions of that article;
- xiv) to make arrangements for the provision and support of a pension and superannuation scheme and to grant pensions and retiring allowances to persons who have been employed by the Foundation or to their dependents;
- xv) to:
 - a) deposit or invest funds;
 - b) employ a professional fund-manager, and;
 - c) arrange for the investments or other property of the Foundation to be held in the name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000.
- xvi) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73f of the Charities Act 1993;
- xvii) to do all such other lawful things as are necessary to the attainment of the above objects Provided that:
 - (a) in case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (b) the Foundation shall not support with its funds any object

- or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Foundation would make it a trade union; or
- (c) in case the Foundation shall take or hold any property subject to the jurisdiction of the Commission, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

APPLICATION OF INCOME AND PROPERTY

6. i) The income and property of the Foundation shall be applied solely towards the promotion of the Objects.
- (ii) (a) A director is entitled to be reimbursed from the property of the Foundation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Foundation;
- (b) A director may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in section 73f of the Charities Act 1993;
- (c) A director may receive an indemnity from the Foundation in the circumstances specified in article 62;
- (iii) None of the income or property of the Foundation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Foundation. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the Foundation in the capacity of a beneficiary of the Foundation;
- (b) a reasonable and proper remuneration for any goods or services supplied to the Foundation.
- (iv) No director or connected person may:
- (a) buy any goods or services from the Foundation on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the Foundation;
- (c) be employed by, or receive any remuneration from, the Foundation;
- (d) receive any other financial benefit from the Foundation unless the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

MEMBERS

7. i) The number of Members shall not exceed 100.
- ii) The following persons shall be Members:

- (a) The Members of the Board on appointment or election.
- (b) The Members of a Committee on appointment.
Any person who becomes a Member by virtue only of being a Member of the Board or of a Committee shall remain a Member only so long as he is a member of the Board or a Committee.
- (c) Upon application one nominee of each Sports Association, whether incorporated or unincorporated or howsoever constituted for the advancement or promotion of wheelchair sport in general or any individual wheelchair sport.
- (d) Upon application any person who is in the opinion of the Board interested in the objects and work of the Foundation.

Provided that any such nominee or person shall upon becoming a Member of the Board cease to be a Member under sub-paragraph (c) or (d) of this paragraph of this Article and in the case of sub-paragraph (c) another nominee of the relevant Sports Association may apply to become a Member in his or her place and provided further that should membership be withdrawn from any Sports Association, any person who is a Member by virtue only of being a nominee of that Sports Association shall ipso facto cease to be a Member.

- iii) Applications for membership shall be in such form as the Board may from time to time prescribe. Any application for membership shall be approved or rejected by the Board who shall not be bound or required to give any reason for the rejection of an applicant.
- iv) The Board may terminate the membership of any Member by resolution of the directors that it is in the best interests of the Foundation that his or her membership is terminated. If the Board shall so determine by resolution, such Member shall thereupon automatically cease to be a Member and the Secretary shall notify him in writing to this effect and he shall not be eligible for re-admission as a Member unless otherwise determined by the Board. Provided always that no resolution passed by the Board at any such meeting under the provisions of this Article shall have any validity or effect unless the Member in question shall have been given not less than 21 days' notice of and the right to attend the meeting and to be heard in his defence.
- v) Any Member may by notice in writing addressed to and delivered at the Office resign his membership of the Foundation, and the membership of any Member whose qualification rests on Article 7 ii (c) shall, upon the written request purporting to be signed by the Chairman or Secretary of the Sports Association which he represents addressed and delivered as aforesaid, be terminated by resolution of the Board.
- vi) The Foundation shall keep a Register of Members in accordance with the Statutes.

GENERAL MEETINGS

8. The Foundation shall in each year hold a general meeting at its Annual General Meeting. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
9. The Board may, whenever it thinks fit, convene a General Meeting.

NOTICE OF GENERAL MEETINGS

10. i) The minimum periods of notice required to hold a general meeting of the Foundation are:
 - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days notice for all other general meetings.
 - ii) A general meeting may be called by shorter notice if it is so agreed by a majority in numbers of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
 - iii) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 28
11. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed to be special that is transacted at a General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration of accounts and balance sheets and the reports of the Board and the Auditors, the election of members of the Board in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided seven Members present in person shall be a quorum.
14. If within half an hour from the time appointed for a 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 time and place as the Board

shall appoint, 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 in person or by proxy shall be a quorum.

15. The Chairman of the Board (or in his absence the President or Vice-Chairman) shall preside as Chairman at every General Meeting, but if there be no such Chairman or President or Vice-Chairman or if no such officer shall be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the Members present shall choose some member of the Board, to preside.
16. The Chairman may, with the consent of any meeting at which a Quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
17. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman, or by at least five Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman of the meeting that a Resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by particular majority, coupled with an entry to that effect in the Minute Book of the Foundation shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded for or against that Resolution.
19. If a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
20. A demand for a poll may be withdrawn.
21. 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 or casting vote.

22. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

VOTES OF MEMBERS

23. Subject as hereinafter provided, every Member shall have one vote.

24. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

25. Votes may be given on a show of hands or on a poll either personally or by proxy; Provided that on a show of hands a proxy for a Member or Members shall have one vote only however many proxies he holds.

26. A proxy shall be appointed by an instrument in writing under the hand of the appointor duly authorised in writing. A proxy shall be a Member and shall have the same right to speak as the Member appointing him.

27. The instrument appointing a proxy shall be deposited at the Office or at such place within England or Wales, as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than 48 hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-



THE BRITISH WHEELCHAIR SPORTS FOUNDATION

FORM OF PROXY

I,
of
being a Member of the above named Foundation
hereby appoint
of
or failing him
of
as my proxy to vote for me and on my behalf

at the Annual (or Adjourned) General Meeting
of the Foundation to be held
on the day of 20 , and at any
adjournment thereof.

DATED this day of 20 .
Signature of Appointor

The instrument appointing a proxy shall be deemed to confer authority to
demand or join in demanding a poll.

APPOINTMENT OF DIRECTORS

29. Until otherwise determined by the Foundation in General Meeting the number
of directors shall be not less than six nor more than twelve.
30. i) The Members may by ordinary resolution elect up to seven directors from
amongst the candidates proposed by Members
ii) The Sports Forum may elect up to two directors from amongst the candidates
who must be Members of the Sports Management Committee.
31. The Board may from time to time and at any time appoint any Member or other
person who is willing to accept membership of the Foundation as a director to
fill a casual vacancy or by way of addition to the Board provided that the
prescribed maximum be not thereby exceeded. Any Member so appointed shall
retain his office only until the next Annual General Meeting but he shall then be
eligible for re-election.
32. No person other than a director retiring by rotation may be appointed a director
at any general meeting unless:
i) he or she is recommended for re-election by the directors; or
ii) not less than fourteen nor more than thirty-five clear days before the date of
the meeting, the Foundation is given notice that:
(a) is signed by three Members entitled to vote at the meeting;
(b) states the Members' intention to propose the appointment
of a person as a director;
(c) contains the details that, if the person were to be appointed,
the Foundation would have to file at Companies House ; and
(d) is signed by the person who is to be proposed to show his
willingness to be appointed.

POWERS OF DIRECTORS

- 33.i) The directors shall manage the business of the Foundation and may exercise

- all the powers of the Foundation unless they are subject to any restrictions imposed by the Companies Acts, these Articles or any special resolution.
- ii) No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.

RETIREMENT AND ROTATION OF DIRECTORS

34. At every annual general meeting the following persons shall retire from office:
- i) all those directors who are elected under article 30.(ii) (the Sports Management Committee directors) shall retire from office.
 - ii) one quarter of the remaining directors (after excluding the Sports Management Committee directors), or if there is a number which is not a multiple of four, then the number nearest to one-quarter, shall retire from office. A retiring director shall retain his office until the dissolution or adjournment of the meeting at which he retires. A retiring director shall be eligible for re-election.
35. Excepting the Sports Management Committee Members who retire en bloc annually, the remaining directors to retire every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless otherwise agreed amongst themselves) be determined by lot.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

36. A director shall cease to hold office if he or she:
- (a) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
 - (b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (c) ceases to be a Member of the Foundation;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (e) resigns as a director by notice to the Foundation (but only if at least two directors will remain in office when the notice of resignation is to take effect);or
 - (f) is absent without the permission of the directors from half their meetings held within a period of twelve consecutive months and the directors resolve that his office be vacated.

PROCEEDINGS OF DIRECTORS

37. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the provisions of these

Articles, but so that not less than four meetings shall be held in each year at regular intervals. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Any two Members of the Board may, and on the request of any two such Members the Secretary shall, at any time, summon a meeting of the Board. A member of the Board who is out of the United Kingdom shall not be entitled to notice of a meeting.

38. No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
39. The Board may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum.
40. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
41. The Board shall elect annually from among its number a Chairman and a Vice-Chairman each of whom shall hold office as such until the dissolution of the first meeting of the Board held after the annual general meeting next following his appointment when he shall retire. An officer so retiring shall (so long as he remains a director) always be re-eligible for re-election
42. The Chairman of the Board (or in his absence the Vice Chairman) shall be entitled to preside at all meetings of the Board but if at any meeting neither the Chairman nor the Vice-Chairman be present within five minutes after the time appointed for holding the same, or be present but not willing to preside, the members of the Board present shall choose one of their members to be Chairman of the meeting.
43. The Board may from time to time appoint such person as it shall think fit to be the Chief Executive of the Foundation for such period and on such terms as to remuneration and otherwise as it shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
44. The Board may entrust to the Chief Executive the day-to-day management of the affairs of the Foundation upon such terms and conditions as it may think fit and may from time to time revoke, withdraw, alter or vary all or any of the powers of the Chief Executive.
45. The Board shall engage any such other officers and servants as it may consider necessary, on such terms as it may think fit.
46. The Board shall cause proper minutes to be made in books provided for the

purpose of the names of members present at each meeting of the Board and of any committee and of all resolutions passed at and proceedings of all meetings of the Foundation, the Board and committees. Such minutes, if purporting to be signed by the Chairman of such a meeting, or by the Chairman of the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

47. All acts done by the Board or any 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 Board or the committee as the case may be.
48. A resolution in writing or in electric form agreed by all directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

DELEGATION

49. i) The Board may from time to time and at any time delegate any of its powers to Committees, consisting of such person or persons as it thinks fit and the terms of any such delegation must be recorded in the minute book. No person who is neither a Member of the Foundation nor willing to accept membership thereof shall be eligible to hold office as a member of a Committee. Any Committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Board.
- ii) Without prejudice to the general provisions of article 49(i), there shall be established and maintained the following Committees:
- (a) Sports Management Committee;
 - (b) Finance and Management Committee;
 - (c) Fundraising and Marketing Committee;
 - (d) Stoke Mandeville Stadium Committee; and
 - (e) Governance Committee.
- iii) The Board shall elect annually the chairman of the Committees listed in article 49. ii).

DECLARATION OF DIRECTORS' INTERESTS

50. A director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared. A director must absent himself from any discussions of the directors in which it is possible that a conflict will arise between his duty to

act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS

51. i) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting; and
 - (c) the unconflicted directors consider that it is in the interests of the Foundation to authorise the conflict of interests in the circumstances applying.
- ii) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

HONORARY OFFICERS

52. The Board shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members) as it shall think fit to be the President and one or more Vice-Presidents and the Patron or Patrons of the Foundation.

SEAL

53. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Board and in the presence of any two members of the Board or of a member of the Board and of the Secretary, and the said two Members or Member and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence and in favour of any purchase or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

MINUTES

54. The directors must keep minutes of all:
- i) appointments of officers made by the directors;
 - ii) proceedings at meetings of the Foundation;
 - iii) meetings of the directors and committees including:

- (a) the names of those present at the meeting;
- (b) the decisions made at the meeting; and
- (c) where appropriate the reasons for the decisions.

ACCOUNTS

55. i) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- ii) The directors must keep accounting records as required by the Companies Acts.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

56. i) The directors must comply with the requirements of the Charities Act 1993 with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- ii) The directors must notify the Commission promptly of any change to the Foundation's entry on the Central Register of Charities.

NOTICES

57. Any notice to be given to or by any person pursuant to these Articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
58. i) The Foundation may give any notice to a Member either:
- (a) personally; or
 - (b) by sending it by post in a pre-paid envelope addressed to the Member at his address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it in electronic form to the Member's address.
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on a website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- ii) A Member who does not register an address with the Foundation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Foundation.
59. A Member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and of the purposes for which it was called.
60. i) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- ii) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
 - iii) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted: or
 - (b) in the case of electronic communication, 48 hours after it was sent.

WINDING UP

61. i) The Members of the Foundation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Foundation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- ii) Subject to any such resolution of the Members of the Foundation, the directors of the Foundation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Foundation be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects;
or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- iii) In no circumstances shall the net assets of the Foundation be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with article 61(i) is passed by the Members or the directors the net assets of the Foundation shall be applied for charitable

purposes as directed by the Court or the Commission.

INDEMNITY

- 62 Subject to the provisions of the Statutes every Member of the Board or any Committee and every Officer and servant of the Foundation shall be entitled to be indemnified out of the assets of the Foundation against all losses or liabilities incurred by him in or about the execution of his office or otherwise in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Joan Scruton – Secretary
30 Dunsham Lane, Aylesbury,
Buckinghamshire

Sir Ludwig Guttman
“Menorah” Daws Hill Lane, High
Wycombe, Buckinghamshire

Henry Arhur Foley – Solicitor
Robin Hill, Wendover,
Buckinghamshire

Geoffrey Edge Roberts – Bank
Manager
Branscombe, Wendover Road, Buttery
Cross, Aylesbury, Buckinghamshire

Jim Foster – Bank Manager
19 High Street, Aylesbury,
Buckinghamshire

Sidney James Vardon – Solicitor
7 Temple Square, Aylesbury,
Buckinghamshire

Horace William Poole – Civil Servant
55 Broughton Avenue, Aylesbury,
Buckinghamshire

Arthur James Sage – Retired Personnel
Manager
33 Castle Street, Aylesbury,
Buckinghamshire

Zena Alma Pearl Williams _ Widow
Sunningdale, 45 Willow Road,
Aylesbury, Buckinghamshire

Dora Therese Bell – Retired Chartered
Physiotherapist
Mapledene, Orchard, Chesham,
Buckinghamshire

Doris May French – Civil Servant
15 Coronation Villas, High Street,
Aylesbury, Buckinghamshire

DATED this second day of February 1971

WITNESS to the above Signatures: KEITH DELDERFIELD

The Companies Acts, 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

THE BRITISH WHEELCHAIR SPORTS FOUNDATION LIMITED
(Formerly the British Paraplegic Sports Society Limited)
operating as



Incorporated the twenty-sixth day of June 1972

HORWOOD & JAMES
Solicitors
7 Temple Square
Aylesbury

Amended as at Annual General Meeting
Saturday 29 November 2003

Kevan Baker
Chairman

British Wheelchair Sports Foundation
Guttmann Road
Stoke Mandeville
Buckinghamshire HP21 9PP
Registered Charity No. 265498
Registered Company No. 1059490