

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**ULSTER HOCKEY LIMITED**



**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY**

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**OF**

**ULSTER HOCKEY LIMITED**

- 1.** The company's name is Ulster Hockey Limited (and in this document it is called the 'charity') and the charity shall be the governing body for hockey in Ulster. 'Hockey', in this document, includes all forms of hockey recognised by the Federation Internationale de Hockey (FIH), the European Hockey Federation (EHF) and Hockey Ireland, to which the charity shall be affiliated. The responsibility of the charity shall be the governance and administration of hockey in Ulster.

- 2. INTERPRETATION**

In the articles:

**'address'** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

**'AGM'** means an annual general meeting of the charity as described in article 13 below;

**'Affiliated Organisation'** means an Affiliated Clubs member or an Affiliated Schools and Colleges member as defined at article 11.5 below;

**'the articles'** means the charity's articles of association and 'article' refers to a particular article;

**'the board'** means the board (or area board) of the charity which shall consist of those individuals nominated and elected in accordance with article 21 below;

**'the charity'** means the company intended to be regulated by the articles;

**'the Chairperson'** means the director of the charity elected for the role of Chairperson of the charity (in respect of both meetings of the board and/or meetings of the members) in accordance with article 22.5 below

**'clear days'** in relation to the period of a notice means a period excluding:

- i. the day when the notice is given or deemed to be given and
- ii. the day for which it is given or on which it is to take effect;

**'the coaching and player development committee'** means the coaching and player development committee whose roles and responsibilities are more particularly set out in the terms of reference;

**'the Commission'** means the Charity Commission for Northern Ireland;

**'the committees'** means the coaching and player development committee, the complaints and disciplinary committee, the finance and audit committee and the schools, competitions and umpires committee;

**'Companies Acts'** means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

**'the complaints and disciplinary committee'** means the complaints and disciplinary committee whose roles and responsibilities are more particularly set out in the terms of reference;

**'the Charities Act'** means the Charities Act (Northern Ireland) 2008 and any statutory modification or re-enactment for the time being in force thereof;

**'the directors'** means the directors of the charity. The directors are charity trustees as defined by section 180 of the Charities Act (Northern Ireland) 2008;

**'document'** includes, unless otherwise specified, any document sent or supplied in electronic form;

**'electronic form'** has the meaning given in section 1168 of the Companies Act 2006;

**'the finance and audit committee'** means the finance and audit committee whose roles and responsibilities are more particularly set out in the terms of reference;

**'the finance officer'** means the director responsible for the finance function of the charity as elected by the board from time to time in accordance with article 22.5;

**'general meeting'** means either or both of an AGM or a special general meeting as the context shall so require;

**'Hockey Ireland'** means the Irish Hockey Company Limited by Guarantee, a company incorporated in Ireland with company number 187471, also known as Irish Hockey Association or Hockey Ireland;

**'member'** has the meaning given in section 112 of the Companies Act 2006;

**'officers'** includes the directors and the secretary (if any);

**'the school, competitions and umpires committee'** means the schools, competitions and umpires committee whose roles and responsibilities are more particularly set out in the terms of reference;

**'the seal'** means the common seal of the charity if it has one;

**'secretary'** means the director of the charity elected for the role of the secretary in accordance with articles 21 below;

**'special general meeting'** means a special general meeting of the charity convened in accordance with article 14 below;

**'special resolution'** has the meaning given in section 283 of the Companies Act 2006;

**'subsidiary'** has the meaning given in section 1159 of the Companies Act 2006;

**'terms of reference'** means the terms of reference in place from time to time in relation to the role, operation and management of the committees;

**'Ulster'** or **'Ulster Region'** means the geographical area over which the authority of the charity extends, comprising those 9 counties on the island of Ireland within which the Affiliated Organisations engaged in hockey are situated; and which have elected to affiliate themselves with the charity; and

**'the United Kingdom'** means Great Britain and Northern Ireland.

Words importing one gender must include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of the Legislative Assembly or Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **3. LIABILITY OF MEMBERS**

The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity 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:

- 3.1 payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;
- 3.2 payment of the costs, charges and expenses of winding up; and
- 3.3 adjustment of the rights of the contributories among themselves.

### **4. OBJECTS**

The charity's objects ('**Objects**') are specifically restricted to the promotion of the following purposes for the benefit of the public:

- 4.1 to encourage, promote, develop, manage and control all hockey in Ulster;
- 4.2 to administer the funds of the charity;
- 4.3 to appoint employee(s) and/or contractors for the efficient administration of the objectives of the charity;
- 4.4 to make, maintain and publish rules, regulations, policies and procedures for the proper running of the charity;
- 4.5 to operate exclusively for charitable purposes; and
- 4.6 to do all such other things as may be necessary or conducive for the attainment of the above objectives.

Nothing in the articles authorises an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act 2011 and or section 2 of the Charities Act (Northern Ireland) 2008.

### **5. POWERS**

The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

- 5.1 to represent Ulster as an association of hockey players and clubs in Ulster and to co-operate with FIH, EHF and Hockey Ireland as may be appropriate and expedient;

- 5.2 to be a member of and co-operate with all such bodies, organisations and associations, whether within Northern Ireland, the Republic of Ireland and the United Kingdom or not, as may be thought fit by the directors, which have as one of their objects the promotion of hockey and related activities;
- 5.3 to delegate the management, regulation, promotion and organisation of all or any part of the lawful activities of the charity to any person, persons, body or organisation which the directors deem fit to carry out those activities;
- 5.4 to consider, arbitrate, resolve, determine and rule on all matters, disputes and issues related to the regulation, governance, promotion, management and organisation of hockey in Ulster;
- 5.5 to raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.6 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.7 to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with any provisions of the Charities Act for the time being in force;
- 5.8 to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with any provisions of the Charities Act of the time being in force, if it wishes to mortgage land;
- 5.9 to promote and organise co-operation in the achievement of the above objects with other charities, voluntary bodies and statutory authorities and to that end to exchange information and advice with them and work in association with other charities, local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- 5.10 to establish or support any charitable trusts, associations, organisations or institutions formed for any of the charitable purposes included in the Objects;
- 5.11 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity at law which has objects altogether or mainly similar to those of the charity and prohibits the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the charity by these articles;
- 5.12 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 5.13 to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- 5.14 to:
- 5.14.1 deposit or invest funds;
  - 5.14.2 employ a professional fund-manager; and
  - 5.14.3 arrange for the investments or other property of the charity 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 by the Trustee Act (Northern Ireland) 1958 and the Trustee Act (Northern Ireland) 2001.
- 5.15 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 93 of the Charities Act (Northern Ireland) 2008;
- 5.16 to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
- 5.17 to establish or acquire subsidiary companies;
- 5.18 to enter into contracts to provide services to or on behalf of other bodies;
- 5.19 to vet, recruit and train volunteers with relevant skills to carry out objects of the charity;
- 5.20 to insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity and to further the Objects as and when required;
- 5.21 to affiliate with, enforce, uphold and administer the laws and rules of the sport of hockey as laid down from time to time by Hockey Ireland;
- 5.22 to enforce and uphold all rules, regulations, codes of conduct and policies as may be laid down by any governmental, regulatory or other authority or body having jurisdiction over or relevant to the Charity and/or the sport of hockey including (without prejudice to the generality of the foregoing) any policies or guidelines laid down in relation to anti-doping and the protection of children in sport; and
- 5.23 to do anything else within the law which the directors believe will promote or help to promote the Objects.

## **6 APPLICATION OF INCOME AND PROPERTY**

- 6.1 The income and property of the charity must be applied solely towards the promotion of the Objects.
- 6.2
- 6.2.1 A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- 6.2.2 A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 93 of the Charities Act.
- 6.2.3 A director may receive an indemnity from the charity in the circumstances specified in article 40.
- 6.2.4 A director may not receive any other benefit or payment unless it is authorised by article 7.
- 6.3 Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly, by way of dividend bonus or otherwise, by way of profit to any member of the charity. This does not prevent a member receiving:
- 6.3.1 a benefit from the charity in the capacity of a beneficiary of the charity; or
- 6.3.2 reasonable and proper remuneration for any goods or services supplied to the charity.

## **7 BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS**

### **7.1 General provisions**

No director or connected person may:

- 7.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services, or any interest in land to the charity;
- 7.1.3 be employed by, or receive any remuneration from, the charity;
- 7.1.4 receive any other financial benefit from the charity; or

unless the payment is permitted by article 7.2 of this article, or authorised by the court or the Charity Commission.



In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

## 7.2 Circumstances in which charity directors or connected persons may benefit

- 7.2.1 A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- 7.2.2 A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 88, 89 & 90 of the Charities Act (Northern Ireland) 2008.
- 7.2.3 Subject to article 7.3 of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- 7.2.4 A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

## 7.3 Payment for supply of goods only– controls

The charity and its directors may only rely upon the authority provided by article 7.2.3 of this article if each of the following conditions is satisfied:

- 7.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- 7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- 7.3.3 The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - 7.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - 7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - 7.3.6 The reason for their decision is recorded by the directors in the minute book.
  - 7.3.7 A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- 7.4 In articles 7.1, 7.2 and 7.3 of this article
- 7.4.1 'charity' includes any company in which the charity:
    - 7.4.1.1 holds more than 50% of the shares; or
    - 7.4.1.2 controls more than 50% of the voting rights attached to the shares; or
    - 7.4.1.3 has the right to appoint one or more directors to the board of the company.
  - 7.4.2 'connected person' includes any person within the definition in article 48 'Interpretation'.

## **8 DECLARATION OF DIRECTORS' INTERESTS**

A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Such a director must not be counted in any vote or quorum on this matter.

## **9 CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

- 9.1 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

the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- 9.1.1 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;
- 9.1.2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- 9.1.3 the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

9.2 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.

## **10 MEMBERS**

10.1 The subscribers to the memorandum are the first members of the charity.

10.2 Membership is open to other individuals or organisations who:

10.2.1 apply to charity in writing in the form required by the directors;

10.2.2 are approved by the directors; and

10.2.3 who satisfy the criteria for membership set out in these articles.

10.3

10.3.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

10.3.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

10.3.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing and is final.

10.4 Membership is not transferable.

10.5 The directors must keep a register of names and addresses of the members.

10.6 If an application for membership is approved, the applicant shall be admitted as a member upon payment to the finance officer of their first annual affiliation fee, as may be fixed at a general meeting.

## **11 CLASSES OF MEMBERSHIP**

11.1 The directors may establish classes of membership with different rights and obligations and must record the rights and obligations in the register of members.

11.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership other than in accordance with article 11.3.

11.3 The rights attached to a class of membership may only be varied if:

11.3.1 three-quarters of the members of that class consent in writing to the variation; or

11.3.2 a special resolution is passed at a general meeting of the members.

11.4 The provisions in the articles about general meetings must apply to any meeting relating to the variation of the rights of any class of members.

11.5 There shall at the date of adoption of these articles be the following classes of membership:

11.5.1 Affiliated Clubs – any hockey club (which shall include university clubs) which fields teams composed solely of amateurs who also pay individual affiliation to the charity, with a constitution and bank account in the name of the club, may be affiliated by the charity on such terms and conditions as may be approved by the directors from time to time;

11.5.2 Affiliated Schools and Colleges – any school, college or similar body which fields teams composed solely of amateurs may be affiliated to the charity on such terms and conditions as may be approved by the directors from time to time;

11.5.3 Affiliated Participants – any person who plays hockey and who is a member of an Affiliated Club may be affiliated by the charity on such terms and conditions as may be approved by the directors from time to time. An Affiliated Participant is not entitled to an individual vote at a general meeting of the charity, will not be shown on the register of members of the charity and is not entitled to receive notice of general meetings of the charity;

11.5.4 Affiliated Associates – any person who coaches or organises hockey or who is in any way connected with the game of hockey may be affiliated to the charity on such terms and conditions as may be approved by the directors from time to time; and

- 11.5.5 Honorary Members – any person whom the charity wishes to honour for special service to the charity may be elected as an Honorary Member, for life or for a specified period, at a general meeting of the Charity following nomination at a prior meeting of the directors.
- 11.6 The Affiliated Organisations shall provide to the secretary by 31 May in each year, the name, postal address, email address and telephone number of its honorary secretary (or teacher in charge of hockey in the case of schools) to whom all correspondence shall be sent.
- 11.7 The Affiliated Organisations shall pay to the finance officer, not later than 31 October in each year, an annual fee as determined by the charity together with their annual fee as determined by Hockey Ireland. In circumstances where payment of the annual fees per this article 11.7 is not received by 31 October in any year and is then not received from an Affiliated Organisation within 10 business days from the date upon which a written request has been made to the Affiliated Organisation by the charity, the board shall determine an appropriate course of action.
- 11.8 Without prejudice to article 12.3, the board shall have the power to discipline and/or fine any Affiliated Organisation for late payment.

## **12 TERMINATION OF MEMBERSHIP**

Membership is terminated if:

- 12.1 the member dies or, if it is an organisation, ceases to exist;
- 12.2 the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- 12.3 any sum due from the member to the charity is not paid in full by 31 October in the year of it falling due, and is not then received within 10 business days from the date upon which a written request has been made to the member by the charity and the board determines that termination of the member's membership is the appropriate course of action. A member may thereafter, at the board's discretion, be reinstated on payment of all arrears of any sum due;
- 12.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
- 12.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and

12.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

### **13 ANNUAL GENERAL MEETING**

13.1 The charity must shall hold an AGM not later than the 30 June in every year, at a time and place to be determined by the board. At the AGM, the following business shall be transacted:

13.1.1 apologies;

13.1.2 confirmation of the minutes of the previous AGM;

13.1.3 matters arising;

13.1.4 annual report of the charity, which will include reports from the secretary, all committees;

13.1.5 finance officer's report with audited accounts;

13.1.6 roll call;

13.1.7 proposals for amendments to the articles or terms of reference;

13.1.8 election of president and vice president;

13.1.9 election of directors of the board;

13.1.10 proposals for fixing of annual affiliation fees;

13.1.11 appointments of auditors; and

13.1.12 general business.

13.2 Notice of all business to be discussed at the AGM shall be circulated to members by the charity in writing full in writing not less than fourteen (14) days prior to the date of the AGM.

13.3 Notice of proposed changes to the articles or terms of reference (article 13.1.7) and notice of proposed nominations for a position detailed under article (articles 13.1.8 and 13.1.9), which must be proposed and seconded, shall be received by the charity from the membership in writing by the secretary not less than twenty eight (28) days before the date of the AGM. Notice of all other proposals shall be submitted in full in writing, to be received by the secretary not less than twenty one (21) days prior to the date of the AGM at which the proposal is to be considered and voted upon.

#### **14. SPECIAL GENERAL MEETING**

- 14.1 A Special General Meeting may be convened at any time by the board or by a request in writing to the secretary signed by the honorary secretaries of at least ten (10) Affiliated Organisations. The request shall include full written details of all business to be transacted at the proposed meeting and upon receipt of the request, the secretary shall immediately proceed to call a Special General Meeting within twenty-one (21) days of receiving the request giving at least fourteen (14) days' notice of said meeting.
- 14.2 No business shall be transacted at a special general meeting other than that which is specified on the notice calling for the meeting circulated beforehand.

#### **15. NOTICE OF GENERAL MEETINGS**

- 15.1 The secretary shall give at least fourteen (14) days' notice in writing of an AGM or any special general meetings specifying the date, time and place of the meetings and including the agenda for the meetings and details of any resolution(s) to be proposed.
- 15.2 The notice shall be sent to the members of the board, honorary secretaries of each Affiliated Organisation which is a member of the charity from time to time, and the representatives of the committees.
- 15.3 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 15.4 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.
- 15.5 The notice must be given to all the members and to the directors and auditors.
- 15.6 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

#### **16. PROCEEDINGS AT GENERAL MEETINGS**

- 16.1 No business shall be transacted at any general meeting unless a quorum is present.
- 16.2 A quorum is thirty members present in person and entitled to vote upon the business to be conducted at the meeting.

16.3 If:

16.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

16.3.2 during a meeting a quorum ceases to be present,

the meeting must be adjourned to such time as subject to article 16.4 and place as the directors determine.

16.4 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time constitute the quorum for that meeting.

16.6 All changes in the articles of the charity and all resolutions passed at general meetings shall come into force immediately unless the meeting shall decide otherwise.

16.7 There shall be no postal votes.

## **17. CHAIRPERSON**

17.1 The Chairperson shall chair general meetings. In their absence the members present shall select one of the officers of the board to chair the meeting.

17.2 In the case of equality of votes, the Chairperson of the meeting shall have a casting vote.

## **18. RESOLUTIONS**

18.1 Decisions at general meetings must be made by passing resolutions:

18.1.1 Decisions involving an alteration of the articles and other decisions so required by statute must be made by special resolution. A special resolution is one passed by a majority of not less than 75% present (in person, or through an authorised representative or by proxy) and voting at a general meeting.

18.1.2 All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting (save as otherwise required under the provisions of the Companies Act 2006 and as set out in article 44 below for resolutions concerning the



anti-doping code and child protection policy (pursuant to article 45 below). No person shall cast more than one vote.

18.2 Any vote at a meeting must be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

18.2.1 by the person chairing the meeting; or

18.2.2 by at least two members present in person and having the right to vote at the meeting; or

18.2.3 by a member or members present in person representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

18.3

18.3.1 The declaration by the person who is chairing the meeting of the result of a vote must be conclusive unless a poll is demanded.

18.3.2 The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

18.4

18.4.1 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

18.4.2 If the demand for a poll is withdrawn the demand does not invalidate the result of a show of hands declared before the demand was made.

18.5

18.5.1 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

18.5.2 The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.

18.6

18.6.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

18.6.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

18.6.3 The poll must be taken within thirty days after it has been demanded.

18.6.4 If the poll is not taken immediately at least seven clear days' notice must be given specifying the time and place at which the poll is to be taken.

18.6.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## **19 WRITTEN RESOLUTIONS**

19.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting is effective provided that:

19.1.1 a copy of the proposed resolution has been sent to every eligible member;

19.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and

19.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

19.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## **20 VOTES OF MEMBERS**

20.1 Those entitled to vote at general meetings shall be:

20.1.1 one delegate from each men's club and women's club within an Affiliated Organisation and two from each Affiliated Organisation with separate men's and women's sections (one delegate appointed by the men's section and one delegate appointed by the women's section); and

20.1.2 two representatives from each committee.

20.2 Every Affiliated Organisation representative must be aged 18 years or over on the first day of January in the current year. Every Affiliated Organisation representative has the number of votes specified in article 20.2 above.

20.3 The Affiliated Organisation must give written notice to the charity of the name of its representative. The representative is not entitled to represent the Affiliated Organisation at any meeting unless the notice has been received by the charity. The representative may only

represent the Affiliated Organisation at the meeting or adjourned meeting to which the written notice relates.

- 20.4 Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the Affiliated Organisation or that his or her authority has been revoked. The charity is not required to consider whether the representative has been properly appointed by the Affiliated Organisation.

## **21 DIRECTORS**

- 21.1 A director must be a natural person aged 16 years or older.
- 21.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 25.
- 21.3 There shall be a maximum of eight (8) directors and a minimum of six (6) directors of the charity. At any time there shall be at least two (2) directors from each gender.
- 21.4 The first directors shall be those persons notified to Companies House as the directors of the charity on or before the date of adoption of these articles.
- 21.5 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
- 21.6 A director is not required to be a member of the charity though at all times a minimum of one director must be a member of the charity.
- 21.7 Of those directors appointed and elected, at the first board meeting following the AGM one shall be elected as Chairperson, one as finance officer and one as secretary as determined by the board members.
- 21.8 Half of the first directors of the charity shall retire at the second AGM of the charity but shall be eligible for reappointment by the board from nominations received from the membership at the AGM and shall be eligible for re-election up to a maximum of six (6) consecutive years thereafter in accordance with the provisions of article 23.2. A further two (2) independent directors may be appointed for three (3) years by the board after an open nominations process following a review of the skills, experience and knowledge requirements of the charity to pursue its objectives and shall be eligible for re-election up to a maximum of six (6) consecutive years, again in accordance with the provisions of article 23.2. The secretary shall have responsibility for making all necessary filings at Companies House.
- 21.9 The Chairperson shall chair the board meetings and in their absence a chairperson shall be elected from those present and entitled to vote.
- 21.10 The board shall have the power to fill any vacancy arising thereon.

- 21.11 The board shall meet at least six (6) times each year.
- 21.12 The quorum for meetings of the board shall be four (4) directors present and entitled to vote. In determining whether directors are participating in a meeting of the board it is irrelevant where any director is or how they communicate with each other. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 21.12.1 to appoint further directors; or
- 21.12.2 to call a general meeting so as to enable the charity to appoint further directors.
- 21.13 Any proposal for consideration at a meeting of the board shall be submitted in full, in writing, to be received by the secretary not less than seven (7) days prior to the meeting at which the proposal is to be considered.
- 21.14 Every resolution validly proposed and seconded at the board meetings shall be decided by a simple majority of those present, entitled to vote and voting. Except in accordance with article 21.15 below, no person shall cast more than one vote.
- 21.15 In the case of equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 21.16 If a proposed decision of the board is concerned with an actual or proposed transaction or arrangement with the charity in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **22. POWERS OF DIRECTORS**

- 22.1 The directors must manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 22.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 22.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.
- 22.4 Subject to the overall authority of a general meeting, the board shall be responsible for governance of the charity.
- 22.5 The role shall include, but shall not be limited to:

- 22.5.1 appointing, managing and instructing all staff of the charity;
  - 22.5.2 ensuring the efficient administration of the charity;
  - 22.5.3 keeping the financial position under constant review;
  - 22.5.4 approving strategic development plans for the charity;
  - 22.5.5 appointing the committees, receiving reports from the committees and dealing with any outstanding issues with particular importance to be placed on disciplinary and child protection matters;
  - 22.5.6 ensuring effective communication both to and from clubs, schools, third level colleges, universities, coaches, umpires and Hockey Ireland;
  - 22.5.7 organising the AGM in each year;
  - 22.5.8 appointing or nominating members to represent the charity on relevant outside bodies;
  - 22.5.9 appointing the Chairperson and finance officer;
  - 22.5.10 nominating honorary life members.
- 22.6 The board shall have power to deal with any matter arising out of the articles or for which provision has not been made.

### **23. RETIREMENT OF DIRECTORS**

- 23.1 At each AGM subsequent to the first AGM all directors who have served one full term of three consecutive years as a director shall retire from office. A director who retires in accordance with this article, if willing to act, shall be eligible for re-appointment for one further term of up to three years.
- 23.2 Any director who has served for two consecutive terms (or, to the extent only that any such director was one of the directors who resigned at the first AGM in accordance with article 21.8, seven years (7) in total), shall retire from the board and shall not be eligible for re-election.
- 23.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement must take effect upon the conclusion of the meeting.
- 23.4 Any director who has served for six consecutive years shall retire from the board and shall not be eligible for re-election but may be eligible for co-option for a maximum further period of one year. For the avoidance of doubt, and subject to article 21, any such director will be available for election or co-option following a period of one (1) year after retirement under this article.

## **24. APPOINTMENT OF DIRECTORS**

24.1 The charity may by ordinary resolution:

24.1.1 appoint a person who is willing to act to be a director; and

24.1.2 determine the rotation in which any additional directors are to retire.

24.2 No person other than a director retiring from office may be appointed a director at any general meeting unless:

24.2.1 he or she is recommended for election by the directors following an open competition on such terms and conditions as may be determined by the directors from time to time;

24.2.2 he or she is recommended for re-election by the directors; or

24.2.3 not less than twenty one nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:

24.2.3.1 is signed by a member entitled to vote at the meeting;

24.2.3.2 states the member's intention to propose the appointment of a person as a director;

24.2.3.3 contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and

24.2.3.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.

24.3 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

24.4 The directors may appoint a person who is willing to act to be a director.

24.5 A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.

24.6 The directors may at any time co-opt up to two individuals who are eligible under article 21. A co-opted director shall be appointed to hold office from the date of appointment to the next annual general meeting and shall be entitled to attend meetings of the directors and shall have a right to vote at meetings of the directors. A co-opted director shall be eligible to be co-opted again, subject to a recommendation from the directors on each occasion but shall not serve for a period of more than three years consecutively.

24.7 The appointment of a director, whether by the charity in general meeting or by the other directors (but not including any individuals co-opted by the other directors), must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **25. DISQUALIFICATION AND REMOVAL OF DIRECTORS**

A director must cease to hold office if he or she:

25.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

25.2 is disqualified from acting as a trustee by virtue of sections 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of those provisions);

25.3 ceases to be a member of the charity (provided that person was a member of the charity at the time of his or her appointment as a director), unless a majority of the directors agree otherwise and in such event he or she must retire from office at the next annual general meeting;

25.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

25.5 resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect);

25.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.

## **26. REMUNERATION OF DIRECTORS**

The directors must not be paid any remuneration unless it is authorised by article 7.

## **27. PROCEEDINGS OF DIRECTORS**

27.1 The directors shall meet at least once every two months and may regulate their proceedings as they think fit, subject to the provisions of the articles.

27.2 Any director may call a meeting of the directors.

27.3 The secretary (if any) must call a meeting of the directors if requested to do so by a director.

27.4 Questions arising at a meeting must be decided by a majority of votes.

27.5 In the case of an equality of votes, the person who is chairing the meeting has a second or casting vote.

27.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

## **28. CHAIRPERSON**

28.1 The directors must appoint a director to chair their meetings in accordance with their powers at article 22.5 above and may at any time revoke such appointment.

28.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.

28.3 The person appointed to chair meetings of the directors must have no functions or powers except those conferred by the articles or delegated to him or her by the directors.

## **29. DIRECTORS' WRITTEN RESOLUTIONS**

29.1 A resolution in writing or in electronic form agreed by all of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution is as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

29.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

## **30. DELEGATION**

30.1 The directors may delegate any of their powers or functions to a committee but the terms of any delegation must be recorded in the minute book.

30.2 The directors may impose conditions when delegating, including the conditions that:

30.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

30.2.2 no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.

30.3 The directors may revoke or alter a delegation.

30.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

## **31. VALIDITY OF DIRECTORS' DECISIONS**



- 31.1 Subject to article 30.2, all acts done by a meeting of directors, or of a committee of directors, are valid notwithstanding the participation in any vote of a director:
- 31.1.1 who was disqualified from holding office;
  - 31.1.2 who had previously retired or who had been obliged by the articles of association to vacate office;
  - 31.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
  - 31.1.4 the vote of that director; and
  - 31.1.5 that director being counted in the quorum; the decision has been made by a majority of the directors at a quorate meeting.
- 31.2 Article 31.1 does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 31.1, the resolution would have been void, or if the director has not complied with article 8.

## **32. CHIEF EXECUTIVE OFFICER**

- 32.1 A chief executive officer shall be appointed by the board for such term and at such remuneration and upon such conditions as they may think fit; and any chief executive officer so appointed may be removed by the board. The board shall put in place arrangements for the line management of the chief executive officer and for the monitoring and appraisal of their performance.
- 32.2 The chief executive officer shall not be a director, but shall be entitled to attend all board meetings and shall act as principal adviser to the board.

## **33. PRESIDENT AND VICE PRESIDENT**

- 33.1 At the AGM the members shall elect by simple majority of those present and eligible to vote a:
- 33.1.1 president who shall hold office for one year only from the date of such meeting and will not be eligible for re-election; and
  - 33.1.2 vice president who shall hold office for one year only from the date of such meeting and will be eligible as president immediately following their vice presidency but will not be eligible to stand again at vice president.
- 33.2 Neither the president or vice president may be a director of the charity, but shall be entitled to attend meetings of the board.

## **34. FINANCE**

- 34.1 The financial year of the charity shall end on 31 March in each year.
- 34.2 A balance sheet and income and expenditure account shall be prepared in respect of each financial year as soon as possible after the end of that financial year and shall be audited by a suitably qualified auditor(s) appointed annually at the AGM.
- 34.3 The finance officer shall be responsible for the bank or other financial institution accounts as may be authorised from time to time on the name of the charity.
- 34.4 The directors may exercise all powers of the charity to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debenture, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the charity or any third party.

## **35. SEAL**

If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who must sign any instrument to which the seal is affixed and unless otherwise so determined it must be signed by a director and by the secretary (if any) or by a second director.

## **36. MINUTES**

Minutes shall be taken of all proceedings of general meetings and board meetings and such minutes shall, upon questions put and adopted by a proposer and a seconder at the next meeting, be signed by the chairperson of the meeting and when thus signed shall be conclusive evidence of the correctness of the entry. Such minutes shall be available for inspection on request, in writing, by an honorary secretary of an Affiliated Organisation.

## **37. ACCOUNTS**

- 37.1 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.
- 37.2 The directors must keep accounting records as required by the Companies Act and charity legislation.

## **38. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 38.1 The directors must comply with the requirements of the Charities Act (Northern Ireland) 2008 once commenced with regard to the:

- 38.1.1 preparation of the statements of account and the transmission of a copy of it to the Commission;
  - 38.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - 38.1.3 preparation of an Annual Return and its transmission to the Commission; and
  - 38.1.4 the auditing or independent examination of the statement of account of the charity.
- 38.2 The directors must notify the Commission promptly of any changes to the charity's entry on the register of charities.

**39. MEANS OF COMMUNICATION TO BE USED**

- 39.1 Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.
- 39.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 39.3 Any notice to be given to or by any person pursuant to the articles:
- 39.3.1 must be in writing; or
  - 39.3.2 must be given in electronic form.
- 39.4 The charity may give any notice to a member either:
- 39.4.1 personally; or
  - 39.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 39.4.3 by leaving it at the address of the member;
  - 39.4.4 by giving it in electronic form to the member's address; or
  - 39.4.5 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 the 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.

- 39.5 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom or Republic of Ireland is not entitled to receive any notice from the charity.
- 39.6 A member present in person at any meeting of the charity is deemed to have received notice of the meeting and of the purposes for which it was called.
- 39.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted is conclusive evidence that the notice was given.
- 39.8 Proof that an electronic form of notice was given is conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 39.9 In accordance with section 1147 of the Companies Act 2006 notice is deemed to be given:
- 39.9.1 48 hours after the envelope containing it was posted; or
- 39.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

#### **40. INDEMNITY**

- 40.1 The charity must indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 40.2 In this article a 'relevant director' means any director or former director of the charity.

#### **41. AUDITOR INDEMNITY**

The charity may indemnify an auditor against any liability incurred by him or her or it

- 41.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
- 41.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

#### **42. TERMS OF REFERENCE**

- 42.1 Subject to the requirements of article 13.1.7 and 13.3, the directors may from time to time suggest such reasonable and proper amendments to the terms of reference as they may deem necessary or expedient for the proper conduct and management of the charity.
- 42.2 The terms of reference may regulate the following matters but are not restricted to them:

- 42.2.1 the role, operation and management of the committees;
  - 42.2.2 the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 42.2.3 the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
  - 42.2.4 the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - 42.2.5 the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
  - 42.2.6 generally, all such matters as are commonly the subject matter of company terms of reference.
- 42.3 The charity in general meeting has the power to alter, add to or repeal the terms of reference.
- 42.4 The directors must adopt such means as they think sufficient to bring the terms of reference to the notice of members of the charity.
- 42.5 The terms of reference must be binding on all members of the charity. None of the terms of reference shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

### **43 EQUITY**

The charity respects the rights, dignity and worth of every person and will treat everyone equally within the context of the sport, regardless of age, ability, gender, race, ethnicity, political opinion, religious belief, sexuality or social/economic status.

### **44 ANTI-DOPING RULES**

- 44.1 In the area of anti-doping, the charity defers to the jurisdiction of Hockey Ireland.
- 44.2 Further to article 44.1 above:
- 44.2.1 the anti-doping rules of Hockey Ireland (the "**Anti-Doping Rules**") apply to Ulster; and
  - 44.2.2 persons participating in the sport of hockey under the jurisdiction of Hockey Ireland who qualify as "Participants" (as that term is defined in the Anti-Doping Rules) are bound by and must comply in all respects with the Anti-Doping Rules.

## **45 CODE OF ETHICS AND GOOD PRACTICE FOR CHILDREN IN SPORT**

The charity subscribes to its own Code of Ethics for Young People in Hockey as well as the Code of Ethics and Good Practice for Children in Sport as set out jointly by Sport Ireland.

## **46 DISPUTES**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation and/or arbitration in accordance with the rules of Just Sport Ireland in effect from time to time before resorting to litigation.

## **47 DISSOLUTION**

47.1 No resolution for the dissolution of the charity shall be passed except at a general meeting and supported by not less than 75% of those present, entitled to vote and voting. In the event of such a resolution being passed the property and assets of the Charity shall be realised and at the date of dissolution shall be distributed as follows:

47.1.1 directly for the objectives of the charity;

47.1.2 to any charity or charities for the purposes similar to the objectives of the charity; and

47.1.3 to any charity or charities for use for particular purposes that fall within the objectives of the charity.

47.2 In no circumstances must the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 47.1 is passed by the members or the directors the net assets of the charity must be applied for charitable purposes as directed by the Court or Commission.

## **48 INTERPRETATION**

In article 7, article 9.2 and article 31.2 'connected person' means:

48.1 a child, parent, grandchild, grandparent, brother or sister of the director;

48.2 the spouse or civil partner of the director or of any person falling within article 48.1 above;

48.3 a person carrying on business in partnership with the director or with any person falling within article 48.1 or 48.2 above;

48.4 an institution which is controlled:

48.4.1 by the director or any connected person falling within article 48.1, 48.2 or 48.3 above; or

48.4.2 by two or more persons falling within article 48.4.1, when taken together.

48.5 a body corporate in which:

48.5.1 the director or any connected person falling within articles 48.1 to 48.3 has a substantial interest; or

48.5.2 two or more persons falling within article 48.5.1 who, when taken together, have a substantial interest.

48.6 Schedule 5 of the Charities Act (Northern Ireland) 2008 applies for the purposes of interpreting the terms used in this article.