

The British Darts Organisation

Articles of Association

**The Companies Act 1985 and 2006
Company Limited by Guarantee
and not having a share capital**

Articles of Association

of

The British Darts Organisation Limited

Index to Contents

Section	Name	Page[s]
	Frontispiece	1
1.0	MEMBERS	2
2.0	GENERAL MEETINGS	2
3.0	DIRECTORS	2 – 3
4.0	ROTATION OF DIRECTORS	3 – 4
5.0	COMPANY SECRETARY	4
6.0	THE SEAL	4
7.0	AUDITORS	4
8.0	NOTES	4



1.0 MEMBERS

- 1.1 The Number of Members with which the Company proposes to be registered is 75 but the Directors may from time to time register an increase in Members.
- 1.2 The Subscribers to the Memorandum of Association and such others as the Directors shall admit to membership shall be Members of the Company.
- 1.3 All Members of the Company shall pay to the Company a minimum annual subscription of £ 100.00 or such other sum as the Company in General Meeting may from time to time prescribe, upon the 1st day of August in each year. Any Member shall cease to be a Member on the 31st day of July in any year if its Annual Subscription, due on the 1st day of August has not been paid.
- 1.4 All new Members of the Company shall, upon becoming Members, sign the Register of Members or submit a written consent to become a Member.
- 1.5 Any Member may resign from the Company by giving the Directors six months' notice of its intentions so to do but no refund of his subscription, if already paid, shall be permitted.

2.0 GENERAL MEETINGS

- 2.1 The Company shall in each year hold a General Meeting in addition to any other Meetings in that year and shall specify that Meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or the following year.
- 2.2 The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
- 2.3 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 2.4 An Annual General Meeting and a Meeting for the passing of a Special Resolution shall be called by at least twenty one days' notice in writing or by advertisement in the local press. Any other Meeting shall be called by at least fourteen days' notice in writing or by advertisement in the local press.
- 2.5 The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive a notice shall not invalidate proceedings at that Meeting.
- 2.6 No business shall be transacted at any General Meeting unless a Quorum of 10 Members is present in person.
- 2.7 Every Member shall have one vote.
- 2.8 No Member may vote by proxy.
- 2.9 Any corporation or incorporated association which is a Member of the Company may by Resolution of its Directors or other Governing Body authorise such person as it thinks fit to act as its Representative at any Meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or association which he represents, as that corporation or association could exercise if it were an individual Member of the Company.

3.0 DIRECTORS

- 3.1 Unless otherwise determined by a General Meeting the number of Directors shall be not less than four nor more than twenty.
- 3.2 The Directors shall be paid no remuneration, but shall be entitled to be paid all out of pocket expenses incurred by them in connection with the business of the Company.
- 3.3 The Directors may exercise all the powers of the Company to borrow money.

3. 4 The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are given by the Companies Acts as applicable or by these Articles required by the Company in General Meeting.
3. 5 The Directors may delegate any of their powers to Committees consisting of such Member or Members of the Company as they think fit, and any Committee formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
3. 6 The Meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the Meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
3. 7 All cheques, promissory notes, drafts, bills of exchange and all receipts for monies paid by the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by Resolution determine.
3. 8 The office of the Director shall be vacated if the Director : -
 - a) Without the consent of the Company in General Meeting holds any office of profit under the Company, OR
 - b) becomes of unsound mind, OR
 - c) resigns from office by notice in writing to the Company, OR
 - d) ceases to be a Director by virtue of Section 185 of the said Act, OR
 - e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in the manner required by Section 199 of the said Act.

4. 0 **ROTATION OF DIRECTORS**

At the first Annual General Meeting all the Directors shall retire from office and at every subsequent Annual General Meeting ONE THIRD of the Directors shall retire by rotation

4. 1 A retiring Director shall be eligible for re-election.
4. 2 The Company at a General Meeting at which a Director has retired in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless at such Meeting it is expressly resolved not to fill such vacated office unless a Resolution for the re-election of such Director shall have been put to the Meeting and lost.
4. 3 No person other than a Director retiring at the Meeting shall be appointed or re-appointed as a Director at a General Meeting unless -
 - a) He/she is recommended by the Directors or,
 - b) Not less than FOURTEEN or more than THIRTY FIVE clear days before the date appointed for the meeting, notice executed by TWO members qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment. Stating particulars, which would if he/she were so appointed or re-appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his/her willingness to be appointed or re-appointed.
 - c) Not less than SEVEN days nor more than TWENTY EIGHT clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the Meeting. Of any person who is recommended by the Directors for appointment or re-appointment as a Director at the Meeting. Or in respect of whom notice has been duly given to the Company of the intention to propose him/her at the Meeting for appointment or re-appointment as a Director. The notice shall give particulars of that person which would if he/she was so appointed or re-appointed be required to be included in the Company's register of Directors.
4. 4 The Company may from time to time by Ordinary resolution increase or reduce the number of Directors.

- 4.5 The Directors shall have the power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy but so that this power shall not be exercised except for the purpose of maintaining the number of Directors at the minimum number fixed in accordance with these Articles.
- 4.6 A quorum necessary for the transaction of the business of Directors may be fixed by the Company in General Meeting and unless so fixed shall be **three**.
- 4.7 A Resolution in writing signed by all the Directors for the time being entitled to receive notice of a Meeting of the Directors shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held.
- 4.8 All acts done by any Meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of some Director or person acting as aforesaid so that they or any of them were is qualified be as valid as if every person had been duly appointed and was qualified to be a Director.
- 5.0 **COMPANY SECRETARY**
- 5.1 Subject to the provisions of the Act, the Company Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any Company Secretary so appointed may be removed by them.
- 5.2 The Company Secretary shall not be permitted to hold any other position or Directorship within the Company or any of its subsidiaries, but would be allowed to attend Board Meetings with no voting powers.
- NOTE:
At the present time there is no position of BDO Limited Company Secretary
- 6.0 **THE SEAL**
- 6.1 The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors ; and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Company Secretary or by a second Director.
- 7.0 **AUDITORS**
- 7.1 Auditors shall be appointed and their duties regulated in accordance with. Sections 159 to 162 of the Companies Act 1948, and Section 14 of the Companies Act 1967
- 8.0 **Notes**
- 8.1 This Memorandum of Association is issued in accordance with the Companies Act 1985 and 2006 as applicable to a company limited by Guarantee and not having a share capital