
Articles of Association

COMPANIES ACT 1985 – 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE EXERCISE MOVEMENT AND DANCE PARTNERSHIP LIMITED

Company number 05842539

1 Name

The name of the Company is The Exercise Movement and Dance Partnership Limited ("EMDP").

2 Registered Office

The registered office of the Company is to be in England and Wales.

3 Objects

The Objects are:

- 3.1 To promote fitness and healthy lifestyles through exercise, movement and dance by encouraging the promotion of classes, courses, continuing professional training, rallies, conferences, demonstrations, competitions and other such events, and to ensure that all aspects of health and safety are observed;
- 3.2 To develop, foster and maintain associations and to foster continuing contact and cooperation with Individuals and organisations whose aims are complementary to those of the EMDP both within England and other countries;
- 3.3 To advance the exercise, movement and dance education of a wide variety of individuals whatever their age or ability in accordance with the principles adopted by the members of the EMDP and to encourage the development of exercise, movement and dance through activities in 3.1; and
- 3.4 To promote the interests of the Nominating Organisations and any other organisations that have entrusted their future to EMDP.

4 Powers

The Company has the following powers, which may be exercised only in promoting the Objects:

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- 4.1 To promote or carry out research.
- 4.2 To provide advice.
- 4.3 To publish or distribute information.
- 4.4 To co-operate with other bodies.
- 4.5 To support, administer or set up other companies.
- 4.6 To raise funds.
- 4.7 To borrow money and give security for loans.
- 4.8 To acquire or hire property of any kind.
- 4.9 To let or dispose of property of any kind.
- 4.10 To make grants or loans of money and to give guarantees.
- 4.11 To set aside funds for special purposes or as reserves against future expenditure.
- 4.12 To deposit or invest in funds in any manner.
- 4.13 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- 4.14 To insure the property of the Company against any foreseeable risk and take out other insurance policies to protect the Company when required.
- 4.15 To pay for indemnity insurance for the Directors.
- 4.16 To employ paid or unpaid agents, staff or advisers.
- 4.17 To enter into contracts to provide services to or on behalf of other bodies.
- 4.18 To establish or acquire subsidiary companies to assist or act as agents for the Company.
- 4.19 To pay the costs of forming the Company.
- 4.20 To do anything else within the law which promotes or helps to promote the Objects.

5 Limited Liability

The liability of members is limited.

6 Guarantee

Every member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £10 towards the costs of dissolution and the liabilities incurred by the Company while he or she was a member. The income and property of the Company shall be applied solely towards promoting the Objects of the Company as set forth in these Articles and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of the Company. This does not prevent a member from receiving reasonable and proper remuneration for any goods or services supplied to the Company.

7 Dissolution

If the Company is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied by transfer to one or more other bodies established for purposes within, the same as or similar to the Objects.

8 Membership

8.1 The Company must maintain a register of members.

8.2 The members of the Company shall be those individuals serving as its Directors.

8.3 The Directors may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscriptions.

8.4 Membership is terminated if the member concerned:

8.4.1 gives written notice of resignation to the Company;

8.4.2 dies or (in the case of an organisation) ceases to exist.

8.4.3 ceases to be a Director and/or is required by their Nominating Organisation to resign from membership.

8.5 Membership of the Company is not transferable.

9 General Meetings

9.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative or by proxy. Proxy forms must be delivered to the Secretary at least 24 hours before the meeting. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed.

9.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present in person or by proxy is at least 4

members or 60% of the members whichever shall be the greater number, so long as the Chairman is satisfied that there has been no attempt to prevent the meeting by any members unreasonably refusing to attend.

- 9.3 The Chairman (having been appointed in accordance with Article 12.2 below) or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 9.4 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.
- 9.5 Except for the Chairman of the meeting, who has a second or casting vote, every member (as defined in Article 8.2 above) present in person or through an authorised representative or by proxy has one vote on each issue.
- 9.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose, the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 9.7 A general meeting may be called at any time by the Directors and must be called within 28 clear days on a written request from at least four members.
- 9.8 There shall be no requirement for the Company to hold an annual general meeting in any year.
- 9.9 Any resolution of the members to change Articles 10.3 or 10.4 shall only be effective if passed by at least 80% of the members from time to time.

10 The Directors

- 10.1 The Directors have control of the Company and its property and funds.
- 10.2 Unless otherwise determined by ordinary resolution, the number of Directors shall be subject to a maximum of 12 individuals and shall not be less than 5 individuals so that:
- 10.2.1 All the Directors shall be members of the Company;
- 10.2.2 The Directors are appointed for their skills and there are no automatic places for Nominating Organisations.
- 10.2.3 Not less than 50% of the non-executive Directorship posts shall be independent.;
- 10.2.4 the Chief Executive of the Company from time to time shall be appointed as a Director but shall not be deemed independent for the purposes of Article 10.2.5.

- 10.3 The Directors may appoint an organisation as a Nominating Organisation by a resolution passed by not less than 80% of the Directors appointed from time to time.
- 10.4 The Directors may remove a party as a Nominating Organisation at any time by resolution passed by not less than 80% of the Directors appointed from time to time (excluding from such number the Directors appointed by such Nominating Organisation).
- 10.5 The Board shall appoint one of its Independent non-executive directors to be the Senior Independent Director whose responsibilities are set out in the Governance Code.
- 10.6 Every Director after appointment or reappointment must sign a declaration of willingness to act as a Director of the Company before he or she may vote at any meeting of the Directors.
- 10.7 Directors (save for the Chief Executive) must retire at the first Board Meeting following the end of the period of 4 years of his or her appointment.
- 10.8 A retiring Director who remains qualified may be reappointed for:
- 10.8.1 a maximum of one consecutive term of office.
- such term of office to be fixed at a period of 4 years, and to be set out in Standing Orders made under Article 12.4 below.
- 10.9 A Director's term of office automatically terminates if he or she:
- 10.9.1 is incapable, whether mentally or physically, of managing his or her own affairs;
- 10.9.2 ceases to be a member;
- 10.9.3 resigns by written notice to the Directors (but only if at least two Directors will remain in office);
- 10.9.4 is given notice by the nominating Nominating Organisation to resign;
- 10.9.5 the Board of Directors determine that the Director should retire pursuant to Article 10.2.3;
- 10.9.6 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;
- 10.9.7 ceases to be a member of the Company;
- 10.9.8 is absent without the permission of the Directors from all their meetings held within a period of 12 consecutive months and the Directors resolve that his or her office is vacated;

10.9.9 in the case of the Chief Executive, when he/she ceases to hold the position of Chief Executive; and / or

10.9.10 if Article 10.8 applies.

10.10 When a Director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a Director again

10.11 Subject to Article 10.2 above, the Company allows for open recruitment to the Board and the Directors may at any time appoint any individual who is qualified to be appointed as a Director.

10.12 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

10.13 There is no requirement for the Company to have a company secretary.

11 Directors' Proceedings

11.1 The Directors must hold at least three meetings each year.

11.2 A quorum at a meeting of the Directors is 4 Directors or 60% of the number of appointed Directors, whichever is the greater number.

11.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.

11.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting.

11.5 Except where otherwise provided, every issue may be determined by a simple majority of the votes cast at a meeting, but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting. For this purpose, the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

11.6 Except for the Chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.

11.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

12 Directors' Powers

The Directors have the following powers in the administration of the Company:

12.1 To appoint (and remove) any person to act as Secretary in accordance with the Companies Act.

- 12.2 To appoint a Chairman, Treasurer and other honorary officers from among their number.
- 12.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors.
- 12.4 To make standing orders consistent with the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- 12.5 To make rules consistent with the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 12.6 To make regulations consistent with the Articles and the Companies Act to govern the administration of the Company and the use of the seal (if any).
- 12.7 To establish procedures to assist the resolution of disputes or differences within the Company.
- 12.8 To exercise any powers of the Company which are not reserved to a general meeting.
- 12.9 To set the financial terms for membership of the Company and, by unanimous vote, to amend these Articles.
- 12.10 By at least an 80% vote of Directors in meeting to admit new members and/or appoint a person a Director of the Company.

13 Records and Accounts

- 13.1 The Directors must comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:
 - 13.1.1 annual returns;
 - 13.1.2 annual reports; and
 - 13.1.3 annual statements of account.
- 13.2 The Directors must keep proper records of:
 - 13.2.1 all proceedings at general meetings;
 - 13.2.2 all proceedings at meetings of the Directors;
 - 13.2.3 all reports of committees; and
 - 13.2.4 all professional advice obtained.

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- 13.3 Accounting records relating to the Company must be made available for inspection by any Director at any time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 13.4 A copy of the Company's latest available statement of account must be supplied on request to any Director or member.

14 Notices

- 14.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any journal distributed by the Company.
- 14.2 The only address at which a member is entitled to receive notices sent by post is an address in the U.K. shown in the register of members.
- 14.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 14.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 14.3.2 two clear days after being sent by first class post to that address;
 - 14.3.3 three clear days after being sent by second class or overseas post to that address;
 - 14.3.4 on the date of publication of a newspaper containing the notice;
 - 14.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
 - 14.3.6 as soon as the member acknowledges actual receipt.
- 14.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

15 Interpretation

- 15.1 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation, save that Articles 2, 11(3)(b), 22 and 26(1) of the Model Articles shall not apply to the Company.

15.2

‘the Articles’	means the Company’s articles of association;
‘authorised representative’	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Company and whose name is given to the Secretary;
‘Board’	means the board of directors of the Company from time to time;
‘Chairman’	means the chairman of the Directors;
‘clear day’	means 24 hours from midnight following the relevant event;
‘the Company’	means the Company governed by the Articles;
‘the Companies Act’	means the Companies Act 2006;
‘Director’ or ‘Directors’	means a director of the company, and includes any person occupying the position of director, by whatever name called;
‘financial year’	means the Company’s financial year;
‘firm’	includes a limited liability partnership;
Independent	<p>a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be ‘independent’ even if they are a member of the organisation and/or play the sport.</p> <p>Examples of a ‘close connection’ include:</p> <p>(A) they are or have within the last four years been actively involved in the organisation’s affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;</p> <p>(B) they are or have within the last four years been an employee of the organisation; or</p> <p>(C) they have close family ties with any of the organisation’s directors or senior employees.</p>

'Nominating Organisation'	means at the date of adoption of these Articles each of The Medau Society and The Keep Fit Association and The Fitness League and such others as appointed from time to time pursuant to Article 10.3 and 10.4;
'general meeting'	means the general meeting of the Company;
'informal membership'	refers to a supporter who may be called a 'member' but is not a guarantor member of the Company;
'member' and 'membership'	means those members of the Company appointed pursuant to the Articles and who guarantee the liabilities of the Company on dissolution pursuant to Article 6;
'Model Articles'	the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;
'month'	means calendar month;
'the Objects'	means the Objects of the Company as defined in clause 3 of the Memorandum;
'The Medau Society'	means company number 2086795;
'The Keep Fit Association'	means company number 02717129;
'The Fitness League'	means company number 487405 charity number 226127;
'Secretary'	means the company secretary of the Company;
'written' or 'in writing'	refers to a legible document on paper not including a fax message; and
'year'	means calendar year.

15.3 Expressions defined in the Companies Act have the same meaning.

15.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.