

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

## **The Companies Act 2006**

**Company Limited by Guarantee**

# **The British Go Association**

Articles of Association

**Adopted by the Members on 6 August 2022**

**The British Go Association – a company limited by guarantee**  
**Company number 13800499. Articles of Association**

Contents

PART 1: INTERPRETATION AND LIMITATION OF LIABILITY .....	4
1. Defined terms.....	4
2. Name .....	5
3. Country of registered office .....	5
4. Objects.....	5
5. Application of income and prohibition of distributions to members.....	6
6. Liability of members .....	6
7. Dissolution.....	6
PART 2: DIRECTORS.....	7
8. Directors' general authority .....	7
9. Members' reserve power.....	7
10. Methods of appointing directors .....	7
11. Termination of director's appointment.....	7
12. Directors may delegate .....	8
13. Committees .....	8
14. Officers.....	8
15. Directors to take decisions collectively.....	9
16. Calling a directors' meeting.....	9
17. Participation in directors' meetings.....	10
18. Quorum for directors' meetings.....	10
19. Chairing of directors' meetings.....	10
20. Casting vote .....	11
21. Directors' remuneration.....	11
22. Directors' expenses.....	11
23. Conflicts of interest.....	11
24. Records of decisions to be kept .....	12
25. Directors' discretion to make further rules.....	12
PART 3: MEMBERS.....	13
26. Applications for membership .....	13
27. Electronic communications between the BGA and members.....	13
28. Termination of membership.....	13
29. Affiliation .....	14
30. Code of Conduct .....	14

**The British Go Association – a company limited by guarantee**  
**Company number 13800499. Articles of Association**

PART 4: GENERAL MEETINGS .....	15
31. Calling of General Meetings .....	15
32. Format of General Meetings.....	15
33. Annual General Meeting .....	15
34. Attendance and speaking at general meetings .....	16
35. Chairing general meetings .....	16
36. Quorum for general meetings.....	17
37. Attendance and speaking by non-members.....	17
38. Adjournment.....	17
39. Voting and elections.....	18
40. Errors and disputes .....	18
41. Poll votes .....	18
42. Content of proxy notices .....	19
43. Revocation of a proxy .....	19
44. Amendments to resolutions.....	20
PART 5: ADMINISTRATIVE ARRANGEMENTS .....	21
45. Notices .....	21
46. Means of communication to be used.....	21
47. No right to inspect accounts and other records .....	21
48. Directors' indemnity.....	21
49. Insurance .....	21
50. Byelaws.....	22

## **PART 1: INTERPRETATION AND LIMITATION OF LIABILITY**

### **1. Defined terms**

In the articles, unless the context requires otherwise:

“**articles**” means the company’s Articles of Association;

“**associated company**” - companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate;

“**The BGA**” means this company whose name is specified in Article 2

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**Board**” means the board of directors;

“**chair**” has the meaning given in Article 19;

“**Chair of the meeting**” has the meaning given in Article 35;

“**clear day**” means a day excluding both the day of calling a meeting and the day of the meeting itself;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“**communication**” means the same as in the Electronic Communications Act 2000;

“**director**” means a director of the company, and includes any person occupying the position of director, by whatever name called;

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

“**electronic communication**” means the same as in the Electronic Communications Act 2000;

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

“**Game**” means the game of Go, also known as Wei-chi in Chinese and Baduk in Korean;

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

“**Officer**” means one of the President, Finance Director or Company Secretary;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participation**” in relation to a directors’ meeting, has the meaning given in Article 17;

“**poll**” means in the case of a physical meeting a ballot conducted by issuing paper ballots, whether pre-printed or on plain paper, for participants to complete for counting. In the case of an electronic meeting, it means the use of technology built

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

into the electronic meeting software being used to enable meeting participants to cast electronic votes;

“**proxy notice**” has the meaning given in Article 42;

“**roll call**” means the chairman orally asking each person present in the meeting how they wish to cast their own votes and to cast any proxies they may hold;

“**show of hands**” means in the case of a meeting held in person the raising of a hand or any other physical action which is accepted by the chairman of the meeting without dissent from members attending as indicating support (or opposition as the case may be) to the motion. Where an individual holds proxy votes, they shall indicate during the show of hands in the manner specified by the meeting chairman how their proxy votes are being cast. In the case of an electronic meeting, it means the use by the member of a camera to send a video image of the member which enables the raising of their physical hand to be seen by the chairman;

“**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;  
and

“**writing**” means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

**2. Name**

The name of the company is “The British Go Association.”

**3. Country of registered office**

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

**4. Objects**

The objects for which the BGA is established (“Objects”) are to:

- a. be the national governing body representing players of the game of Go in the United Kingdom, the Isle of Man, and the Channel Islands;
- b. promote the awareness, study and playing of the Game;
- c. promote opportunities for participation in the Game through clubs, tournaments and other activities including electronic media; and
- d. further the interests of the BGA and players of the Game by undertaking any other lawful activities that are conducive to the attainment of these.

**5. Application of income and prohibition of distributions to members**

The income and property of the BGA shall be applied solely towards the promotion of its Objects as set forth in these articles and no portion thereof shall be paid, transferred, or distributed, directly or indirectly, by way of dividend, bonus, return of capital or otherwise howsoever by way of profit to members.

**6. Liability of members**

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the BGA in the event of being or within a year of ceasing to be a member, for:

- a. payment of the BGA's debts and liabilities contracted before ceasing to be a member
- b. payment of the costs, charges, and expenses of winding up, and
- c. adjustment of the rights of the contributories among themselves.

**7. Dissolution**

If — after the satisfaction of all its debts and liabilities — there remains any property whatsoever upon the winding up or dissolution of the BGA, that property shall not be paid to or distributed amongst the members. Instead, it shall be given or transferred to some other not-for-profit organisation (or organisations) with similar objects to those of the BGA, which prohibits the distribution of its income and property to at least the same extent as the BGA. The recipient organisation (or organisations) shall be determined by the members of the BGA at or before the time of dissolution. If no organisations can be found that fulfil these requirements, the property shall be given or transferred to a body whose objects are the promotion of charity and anything incidental or conducive thereto.

## **PART 2: DIRECTORS**

### **8. Directors' general authority**

Subject to the articles, the directors are responsible for the management of the BGA's business, for which purpose they may exercise all the powers of the BGA.

### **9. Members' reserve power**

The members may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.

No such resolution invalidates anything which the directors have done before the passing of the resolution. Nor can such a resolution have any effect with regard to matters which require a special resolution.

### **10. Methods of appointing directors**

Any member who is willing to act as a director, and is permitted by law to do so, may be elected as a director at an Annual General Meeting if properly nominated in accordance with Article 33 and elected in accordance with Article 39. Such an elected director shall hold office from the end of the Annual General Meeting where they are elected until the end of the next Annual General Meeting.

The Board has authority to co-opt as a director any member who is willing to act as a director and is permitted by law to do so. Such a co-opted director shall hold office from the time that they confirm acceptance of the co-option until the end of the next Annual General Meeting.

Any serving directors who are willing to be re-elected may inform the Company Secretary or designated alternative before the agenda of the next Annual General Meeting is circulated to members that they are available for re-election without requiring to be nominated in accordance with the provisions of Article 33.

In any case where, as a result of death, the BGA has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member and a director.

For the purposes of this article, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

### **11. Termination of director's appointment**

A person ceases to be a director as soon as:

- a. their term of office ends as prescribed in Article 10.
- b. that person is removed from office in accordance with the provisions of Companies Act 2006 section 168.
- c. that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- d. a bankruptcy order is made against that person;

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

- e. a composition is made with that person's creditors generally in satisfaction of that person's debts;
- f. a registered medical practitioner who is treating that person gives a written opinion to the BGA stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- g. notification is received by the BGA from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- h. That person ceases to be a member of the BGA for whatever reason.

**12. Directors may delegate**

Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- a. to such person or committee, whether comprising exclusively directors, exclusively other persons, or a combination of directors and other persons;
- b. by such means (including by power of attorney);
- c. to such an extent;
- d. in relation to such matters or territories, and
- e. on such terms and conditions as they think fit.

If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

The directors may revoke any delegation in whole or part or alter its terms and conditions.

**13. Committees**

Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors. Articles which apply to a meeting of directors shall also apply to a meeting of a committee.

The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

**14. Officers**

The BGA shall have three Officers, the President, the Finance Director and the Company Secretary. The Officers shall be elected at the AGM as described in Article 33.

Election of an individual as an Officer will automatically constitute the election of that individual as a director of the BGA.



**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

The Board may delegate to each Officer such of the Board's powers as it thinks desirable.

If an Officer ceases to be a director of the BGA for any reason, they will be considered to have resigned their Officer position with immediate effect.

If there is no candidate for an Officer position at the AGM, or if an Officer leaves office for whatever reason, the Board shall appoint another director to serve in that Officer position until the next AGM.

No person may hold more than one Officer position.

**15. Directors to take decisions collectively**

Any decision of the directors must be:

- a. a majority decision taken at a meeting of the directors, or
- b. a unanimous decision whereby all eligible directors indicate to each other by any means that they share a common view on a matter, or
- c. a "nem con" decision whereby the director proposing a decision communicates the proposal to all directors, giving them a specified notice period for response of not less than 72 hours, and with no objections being received by either that director or received by the Company Secretary or designated alternative.

All such decisions of the directors shall be documented in writing as required by Article 24 as follows:

- a. The Company Secretary or designated alternative keeping minutes of directors' meetings.
- b. The Company Secretary or designated alternative keeping documentation in the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- c. The Company Secretary or designated alternative keeping copies of the communication proposing the decision and recording whether any objections were received within the specified deadline.

References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

**16. Calling a directors' meeting**

Any director may call a directors' meeting by giving 7 clear days notice to the directors provided that meetings may be held at shorter notice if the consent of all directors is obtained.

Notice of any directors' meeting must indicate:

- a. its proposed date and time;
- b. where it is to take place, and

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

- c. if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

Notice of a directors' meeting must be given to each director, which may be in electronic form to the email address the director has supplied in their capacity of BGA member.

A director may waive notice of a meeting by sending an email to the Company Secretary or designated alternative, either before the meeting has taken place or within seven days after the meeting is held. Where such waiver is given within seven days after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it. Otherwise, the meeting and all decisions taken at it shall be invalid.

**17. Participation in directors' meetings**

Subject to the articles, directors participate in a meeting of directors or part of a directors' meeting, when:

- a. the meeting has been called and takes place in accordance with the articles, and  
b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**18. Quorum for directors' meetings**

At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

The Quorum for any directors' meeting shall be 60% of the directors, rounded up to the next integer.

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

- a. to appoint further directors, or  
b. to call a general meeting to enable the members to appoint further directors.

**19. Chairing of directors' meetings**

The President shall chair meetings of the directors.

If the President is not participating in that meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to take the chair.

**20. Casting vote**

If the numbers of votes for and against a proposal are equal, the Chair of a meeting of directors has a casting vote.

But this does not apply if, in accordance with the articles, the Chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

**21. Directors' remuneration**

No director may be paid for his or her services to the BGA as a director.

Directors may undertake any services for the BGA that the directors decide. However, no payment shall be made for any such services without prior approval by a resolution passed at a general meeting of the BGA specifying:

- a. The director concerned.
- b. The services provided.
- c. The amount proposed to be paid.

Unless other arrangements have been approved in advance by a resolution passed at a general meeting giving the details specified immediately above, directors are accountable to the BGA for any remuneration which they receive as directors or other officers or employees of any associated company of the BGA or of any other body corporate in which the BGA is interested.

**22. Directors' expenses**

The BGA may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- a. meetings of directors or committees of directors,
- b. general meetings,
- c. otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the BGA.

**23. Conflicts of interest**

If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the BGA 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, unless:

- a. the BGA by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or
- b. the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- c. the director's conflict of interest arises from a permitted cause.

For the purposes of this article, the following are permitted causes:

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

- a. a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the BGA or any of the BGA's associated companies;
- b. a subscription, or an agreement to subscribe, for securities of the BGA or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities.

For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

Subject to the paragraph immediately below, if a question arises at a meeting of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the director chairing the meeting whose ruling in relation to any director other than the chair is to be final and conclusive.

If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

**24. Records of decisions to be kept**

The directors must ensure that the BGA keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

**25. Directors' discretion to make further rules**

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## **PART 3: MEMBERS**

### **26. Applications for membership**

No person shall become a member of the BGA unless that person has:

- a. reached the age of 18;
- b. completed an application for membership in a form approved by the directors which form shall include;
  - i. the applicant accepting their obligation to contribute £1 in the event of the BGA's insolvency in accordance with Article 6;
  - ii. the applicant consenting that all communications from the BGA may be by email;
  - iii. the applicant supplying the BGA with their email (electronic mail) address and undertaking to notify the BGA of any changes to their email address or alternatively confirming that in the absence of a supplied valid email address the BGA shall have no obligation to send them communications by other means but may do so at its discretion;
  - iv. the applicant supplying the BGA with their residential postal address;
  - v. agreement to comply with the BGA's Code of Conduct;
- c. paid the appropriate fee.

### **27. Electronic communications between the BGA and members**

All electronic communications from a member to the BGA intended to have legal effect must be sent from the member's registered email address and sent to the Company Secretary's or designated alternative's email address as published on the BGA's website.

All electronic communications from the BGA to a member intended to have legal effect to must be sent from the Company Secretary's email address or designated alternative's email address as published on the BGA's website and sent to the member's registered email address.

### **28. Termination of membership**

A member may withdraw from membership of the BGA by giving 7 days' notice to the BGA in writing.

A person's membership terminates if any of the following apply:

- a. if that person's payments of membership fees have lapsed. In this case the date of termination shall be the earlier of:
  - i. the BGA receiving from the member an indication that they do not wish to renew their membership.
  - ii. 60 days after the date on which the fees lapsed.

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

- b. if that person violates the BGA's Code of Conduct mentioned in Article 30 sub-paragraph (a) and the person is expelled in accordance with the procedures set out in the Code of Conduct.
- c. if that person dies.

**29. Affiliation**

The directors may operate affiliation schemes for Go clubs or other organisations which support the objects of the BGA.

For the avoidance of doubt, joining such a scheme, with such rules as the directors may from time to time determine does not give the affiliated body or any member of the affiliated body any rights of membership to the BGA.

**30. Code of Conduct**

The directors shall be responsible for the BGA's Code of Conduct which defines:

- a. the standards of conduct expected,
- b. the procedures for investigating allegations of breaches to that code, and
- c. appropriate responses to an allegation that has been upheld, which may include suspension or termination of a person's membership at any time.

## **PART 4: GENERAL MEETINGS**

### **31. Calling of General Meetings**

The Company Secretary or designated alternative shall give at least 8 weeks' notice of all General Meetings, in writing to all members, and shall give at least four weeks' notice of the agenda of each General Meeting.

### **32. Format of General Meetings**

General meetings may permit attendance in person or if the Board considers it appropriate, a general meeting may be held by electronic means as set out in Companies Act 2006 section 360A, so that persons who are not present together at the same place may by electronic means attend and speak and vote at it.

### **33. Annual General Meeting**

The BGA shall hold an annual general meeting in every calendar year at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.

The annual general meeting shall be held for the following purposes:

- a. to receive Company's accounts;
- b. to receive from the Board a report of the activities of the BGA since the previous annual general meeting;
- c. to elect the President
- d. to elect the Finance Director
- e. to elect the Company Secretary;
- f. to elect up to five other directors;
- g. to elect members to hold any other positions that have been established by the Board whose members are to be elected by the AGM such as a disputes panel
- h. to consider, and vote on, any other items as may be brought before it.

Elections shall take place in the sequence specified above.

If an individual stands as a candidate for more than one position, they shall be appointed to the first position in the above sequence for which they are successfully elected. They will then be automatically deleted as candidates for all remaining positions and their names shall not be included in any ballots for those remaining positions.

Elections shall be conducted in accordance with Article 39.

Nominations for Officer and director positions must be submitted to the Company Secretary or designated alternative at least six weeks before the Meeting. All nominations must be in writing and if on paper must bear the signatures of the two other members proposing and seconding the candidate. If a nomination is submitted by email, the members proposing and seconding must send separate emails from their registered email addresses to signify their proposing and seconding. No

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

nomination shall be accepted unless the candidate has indicated his willingness to stand.

Each nomination must indicate for which position or positions that person is being nominated.

Except for proposals from the Board, proposals for inclusion on the agenda of an AGM under (h) above shall be submitted to the Company Secretary or designated alternative not later than six weeks prior to the AGM, or at a later date on the discretion of the Company Secretary or designated alternative, bearing the signatures of the two members proposing and seconding each proposal if on paper, or evidenced by separate emails from the proposer's and seconder's registered email addresses.

**34. Attendance and speaking at general meetings**

A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate, during the meeting, to all those attending the meeting, any information, or opinions which that person has regarding the business of the meeting.

A person is able to exercise the right to vote at a general meeting when:

- a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

**35. Chairing general meetings**

The President shall chair general meetings.

If the President is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start then:

- a. the directors present, or
- b. (if no directors are present), the meeting

must appoint a member to chair the meeting called the Chair of the meeting and this must be the first business of the meeting.

The directors may terminate an appointment to act as the Chair at any time.



**36. Quorum for general meetings**

No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

The quorum shall be the lesser of the following numbers of members present in person, by electronic means, or represented by proxy:

- a. 20;
- b. 10% of the total number of members of the BGA.

**37. Attendance and speaking by non-members**

The chair of the meeting may permit persons who are not members of the BGA to attend and speak at a general meeting.

**38. Adjournment**

If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

The Chair of the meeting may adjourn a general meeting at which a quorum is present if

- a. the meeting consents to an adjournment, or
- b. it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

When adjourning a general meeting, the Chair of the meeting must:

- a. either specify the time and place to which it is adjourned, or state that it is to continue at a time and place to be fixed by the directors in which case the Chair must specify how long the directors have to inform members of the time and place to which the meeting is adjourned, and
- b. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the BGA must give at least 7 clear days' notice of it

- a. to the same persons to whom notice of the BGA's general meetings is required to be given, and
- b. containing the same information which such notice is required to contain.

No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

### **39. Voting and elections**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Where there is only one candidate for an Officer position, that person will be declared elected unopposed.

Where there are 2 or more candidates for an Officer position then a vote shall be held. If in that vote one candidate receives over 50% of the votes cast, then they shall be elected. Otherwise, the person receiving the lowest number of votes shall be eliminated and a second vote shall take place; and this process shall continue repeatedly until one candidate receives over 50% of the votes cast.

If there are five or fewer candidates for the five other director positions, they will all be declared elected unopposed.

Otherwise, a ballot will be held. Each member present at the meeting or represented by proxy will have up to five votes which if used must be cast for different candidates. The five elected directors shall be those gaining the five highest totals of votes.

In the event of any tied votes in elections, the Chair shall have a casting vote in accordance with Article 20.

### **40. Errors and disputes**

No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

Any such objection must be referred to the Chair of the meeting whose decision is final.

### **41. Poll votes**

A poll on a resolution may be demanded:

- a. in advance of the general meeting where it is to be put to the vote or
- b. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

A poll may be demanded by:

- a. the Chair of the meeting;
- b. the directors;
- c. two or more persons (including members present by proxy) having the right to vote on the resolution.

A demand for a poll may be withdrawn if:

- a. the poll has not yet been taken, and
- b. the Chair of the meeting consents to the withdrawal.

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

Polls must be taken immediately and in such manner as the Chair of the meeting directs.

The Chairman has discretion to replace the holding any poll by holding a roll call unless at least five members present in the meeting object to such replacement.

**42. Content of proxy notices**

A member entitled to attend a general meeting may appoint a proxy by sending an email to the BGA in the following form (or in any other form which the Board may approve):

*“As a member of the British Go Association, I appoint  
..... of ....., or failing him,  
..... of ....., as my proxy at  
the general meeting of the BGA to be held on.....20.....,  
and at any adjournment thereof.*

*The instructions to my proxy are as follows:*

*Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.*

*Name of member*

The appointment of a proxy must be received by the Company Secretary or designated alternative not less than 24 hours before the time for holding the meeting or adjourned meeting for which the proxy is given.

An instrument of proxy which is not deposited, delivered, or received in the manner and within the deadlines set out above shall be invalid.

A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person holding the proxy unless notice of the determination was received and read by the Company Secretary or designated alternative before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

**43. Revocation of a proxy**

An appointment under a proxy notice may be revoked by delivering to the BGA a notice in writing given by the member who originally gave the proxy notice.

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

A notice revoking a proxy appointment only takes effect if it is received and read by the Company Secretary or designated alternative before the start of the meeting or adjourned meeting to which it relates.

A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the BGA by that person. In such a case the person's attendance, speaking or voting acts as an automatic and effective revocation of the proxy they have given.

**44. Amendments to resolutions**

An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- a. notice of the proposed amendment is given to the BGA in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 96 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
- b. the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

The Company Secretary or designated alternative shall promptly circulate to members all amendments that the Chair has ruled do not materially alter the scope of the resolution.

A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- a. the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- b. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

## **PART 5: ADMINISTRATIVE ARRANGEMENTS**

### **45. Notices**

Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Board) shall be given by email.

A member present, either in person or by proxy, at any meeting of the BGA shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Proof that a notice contained in an electronic communication was sent and that no delivery failure message was received within 24 hours shall be conclusive evidence that the notice was given.

### **46. Means of communication to be used**

Any communications between the BGA and members shall be in accordance with Article 27.

Article 27 shall also apply to any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors using the email address which that director has registered with the BGA in their capacity of BGA member.

### **47. No right to inspect accounts and other records**

Except as provided by law or authorised by the directors or an ordinary resolution of the BGA, no person is entitled to inspect any of the BGA's accounting or other records or documents merely by virtue of being a member.

### **48. Directors' indemnity**

This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Subject to the above proviso, a relevant director of the BGA or an associated company may be indemnified out of the BGA's assets against:

- a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the BGA or an associated company of the BGA,
- b. any other liability incurred by that director as a director of the BGA or an associated company of the BGA.

In this article "a relevant director" means any director or former director of the BGA or an associated company of the BGA.

### **49. Insurance**

The directors may decide to purchase and maintain insurance, at the expense of the BGA, for the benefit of any relevant director in respect of any relevant loss.

**The British Go Association – a company limited by guarantee  
Company number 13800499. Articles of Association**

In this article:

- a. a “relevant director” means any director or former director of the BGA or an associated company,
- b. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the BGA, or any associated company of the BGA.

**50. Byelaws**

The Board may from time to time make such Byelaws as it may deem necessary or convenient for the proper conduct and management of the BGA provided that no Byelaw shall be inconsistent with any provision laid down in these Articles.

The Board must publish all Byelaws on the BGA’s website and must inform all members whenever any change is made to the Byelaws.