

## Comparison of BGA CLG Articles with BGA Constitution

The table below has two columns. On the left is the verbatim text of the Articles of Association of BGA CLG. On the right are quotations from the BGA Constitution, plus some commentary in italics.

The need to copy and paste the text into the table in a manageable way is the reason for the way the Articles text is broken up into boxes and for the presence of blank rows.

After the table we reproduce those clauses in the BGA Constitution which do not appear in the Articles. For most of them the reason will be obvious, but we have added some commentary.

<b>Text of Articles</b>	<b>BGA Constitution (normal text) + <i>Commentary in italics</i></b>
PART 1: INTERPRETATION AND LIMITATION OF LIABILITY	
1. Defined terms	<i>This type of clause is normal in the articles of a company limited by guarantee.</i>
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;	
“Association” 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 34	

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“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;	
“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;	
“president” has the meaning given in article 12	
“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 into the electronic meeting software being used to enable meeting participants to cast electronic votes;	

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“proxy notice” has the meaning given in article 41;	
“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	1. The Association shall be called “The British Go Association” (BGA).
The name of the company is “The British Go Association.”	

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<p>3. Country of registered office</p> <p>The registered office of the Association is to be in England and Wales.</p>	<p><i>No equivalent. This is a standard clause and indicates that the Company is bound by English/Welsh law, not Scottish law.</i></p>
<p>4. Objects</p> <p>The objects for which the Association is established (“Objects”) are to:</p>	<p>2. The objects of the BGA shall be to promote interest in and the playing of the game of Go, particularly in the United Kingdom, the Isle of Man and the Channel Islands.</p>
<p>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;</p>	<p><i>We have taken the opportunity to clarify the objects.</i></p>
<p>b. promote the awareness, study and playing of the Game;</p>	
<p>c. promote opportunities for participation in the Game through clubs, tournaments and other activities including electronic media; and</p>	
<p>d. further the interests of the Association and Players of the Game by undertaking any other lawful activities that are conducive to the attainment of these.</p>	
<p>5. Application of income and prohibition of distributions to members</p> <p>The income and property of the Association 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.</p>	<p><i>The BGA has never distributed its funds in cash to members, and most members would be shocked if it did.</i></p> <p><i>This article is one of those (along with the dissolution article) needed to avoid the need to have the word “Limited” at the end of our legal name.</i></p>
<p>6. Liability of members</p> <p>The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of being or within a year of ceasing to be a member, for:</p>	<p><i>No equivalent clause in the Constitution.</i></p> <p><i>This is a standard clause for a Company Limited by Guarantee. Paragraph (c) refers to cases where the Company might itself</i></p>

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a. payment of the Association's debts and liabilities contracted before ceasing to be a member	<i>owe money to members – and these debts need to be taken into account.</i>
b. payment of the costs, charges, and expenses of winding up, and	
c. adjustment of the rights of the contributories among themselves.	
<p>7. Dissolution</p> <p>If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members, but shall be given or transferred to some other non-profit organisation or organisations having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association by these articles, such organisation or organisations to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.</p>	<p>56. Upon the winding-up or dissolution of the Association, if, after the satisfaction of all debts and liabilities, there remains any property whatsoever, that property shall be donated to another non-profit organisation with similar aims, or, if that is not possible, to some charitable body. Nothing shall be paid out or distributed to the Association's members.</p>
PART 2: DIRECTORS	
<p>8. Directors' general authority</p> <p>Subject to the articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.</p>	<p>3. The management of the BGA shall be carried out by the Council, subject to resolutions of any general meetings.</p> <p><i>This clause and the following clause together mirror clause 3 in our constitution, although an instruction from members will require a Special Resolution 75% majority not a simple majority (this is a Companies Act requirement)</i></p>

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9. Members' reserve power	
The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.	
No such special resolution invalidates anything which the directors have done before the passing of the resolution.	
10. Methods of appointing directors	11. The Council shall be elected by an AGM, and shall exist until dismissed or the next AGM.
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 32 and approved by ordinary resolution. 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.	5. The Officers of the BGA shall be, in order of seniority, the President, the Treasurer and the Secretary. No person may hold more than one Office at any one time. There shall also be an Auditor, who shall not be a member of the Council.
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.	40. Election of each Officer shall be by ballot, using the alternative vote system, unless there be only one candidate, in which case he is elected unopposed.
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 32.	41. Election of ordinary Council members shall be by ballot, if necessary. The elected Council members shall be those gaining the five highest totals of votes, each member having up to five votes to be cast for different candidates  <i>The Companies Act requires all Directors to be of equal status.</i>
In any case where, as a result of death, the Association has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing,	

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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	<p>12. Individual members of the Council or the whole Council may be dismissed by resolution at an Extraordinary General Meeting. In all cases except for co-opted members, that meeting shall elect replacement Council members.</p> <p>13. Any Council member who fails to attend three successive Council meetings may be deemed to have resigned, at the Council's discretion.</p> <p><i>The proposed new clauses are based on the "Model Articles" published by Companies House, and comply with the Companies Act.</i></p>
A person ceases to be a director as soon as:	
a. their term of office ends at the end of the next Annual General Meeting where the Board of directors for the forthcoming year is elected.	
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;	
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 Association 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 Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,	

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h. That person ceases to be a member of the Association for whatever reason.	
12. Directors may delegate	6. The Council may appoint and dismiss committees.
Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:	23. A committee can only be appointed by the Council, and shall exist until dismissed or the start of the first Council meeting after the AGM.
a. to such person or committee, whether comprising exclusively directors, exclusively other persons, or a combination of directors and other persons;	24. The Council must nominate the chairman of the committee and may nominate other members. A committee may appoint other members subject to approval by the BGA Council.
b. by such means (including by power of attorney);	
c. to such an extent;	25. The chairman of the committee is responsible for the timely completion of its duties and for communicating the results of its proceedings to the Council.
d. in relation to such matters or territories, and	
e. on such terms and conditions as they think fit.	<i>The new clauses expand on the way that Committees shall operate.</i>
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	<i>See above commentary against "Directors may delegate"</i>
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.	



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<p>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.</p>	
<p>14. President</p>	<p>5 (a) The President takes the chair at any meeting, General or Council, and organises the representation of the BGA at external events and in the BGA's relations with other organisations.</p> <p>20. The President shall take the chair at Council meetings. In his absence, the senior Officer present shall take the chair initially.</p> <p><i>Instead of the President being elected by the Members, he/she is appointed by the Board from amongst its members.</i></p> <p><i>The existing BGA Constitution has never defined properly the precise relationship between the powers of the Officers and the powers of the Council. This, and subsequent, Articles makes it clear that the President, Finance Director and Company Secretary are appointed (and may be removed from those Officer roles, but not from the Board of Directors itself) by the Board.</i></p>
<p>The Board shall appoint a director to be President on such terms and for such period as they think fit and may delegate to that person such of their powers as they think desirable.</p>	
<p>The office of President shall be vacated with immediate effect if the person appointed as President ceases to be a director of the Association.</p>	
<p>15. Finance Director</p>	<p>5 (b) The Treasurer controls the finances of the BGA. He should prepare for approval by members at the AGM annual accounts and a report. He should also ensure that all bills and affiliations are promptly paid, and that Council committees are properly funded.</p>
<p>The Board shall appoint a director to be Finance Director on such terms and for such period as they think fit and may delegate to that person such of their powers.</p>	
<p>The office of Finance Director shall be vacated with immediate effect if the person appointed as</p>	

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Finance Director ceases to be a director of the Association.	He should provide Council with accounts and projected budgets on a quarterly basis.  <i>See the comment against President article.</i>
16. Company Secretary	5 c) The Secretary keeps minutes of all meetings, General and Council  <i>See the comment against President article.</i>
The Board shall appoint a director to be Company Secretary on such terms and for such period as they think fit and may delegate to that person such of their powers as they think desirable.	
The office of Company Secretary shall be vacated with immediate effect if the person appointed as Company Secretary ceases to be a director of the Association.	
17. Directors to take decisions collectively	19. Any decision of the Council shall require a simple majority of those voting in order to change the status quo. Each member of the Council shall have one equal vote.  33. The Secretary shall take the minutes of General Meetings. If the Secretary is not able to be present, the Chairman shall ensure that minutes of the Meeting are taken and are communicated to the Secretary within two weeks of the meeting.  <i>Most of this Article is new, but it puts current custom and practice into a formal setting.</i>
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.	

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<p>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.</p>	
<p>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.</p>	
<p>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.</p>	
<p>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.</p>	
<p>18. Calling a directors' meeting</p>	<p>14. The Council shall meet at least three times a year. Meetings shall be called by the Secretary after consultation with the President. Additional meetings may be held using electronic media.</p> <p>17. The Secretary shall give at least four weeks notice of, and the agenda for, any meeting to all members of the Council, provided that meetings may be held at shorter notice if the consent of all members is obtained.</p>
<p>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.</p>	
<p>Notice of any directors' meeting must indicate:</p>	
<p>a. its proposed date and time;</p>	
<p>b. where it is to take place, and</p>	
<p>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.</p>	
<p>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 Association member.</p>	
<p>A director may waive notice of a meeting by sending an email to the Company Secretary or</p>	

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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.	
19. Participation in directors' meetings	<i>New clause. This permits electronic meetings.</i>
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.	
20. Quorum for directors' meetings	18. A quorum shall consist of four members, of whom one must be an Officer, and at least two of the other three must have been elected.
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 2 or 60% of the directors whichever is the greater number.	
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	

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b. to call a general meeting to enable the members to appoint further directors.	
21. Chairing of directors' meetings	5 a) The President takes the chair at any meeting, General or Council.
If a President has been appointed and is present, 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.	
22. Casting vote	34. Any decision of a General Meeting to change the status quo shall require a simple majority of those voting, except where this Constitution otherwise provides. Except during elections, the Chairman shall not vote, but shall exercise a casting vote in the event of a tie. In the event of a tie during elections, a re-vote shall be held between the tied candidates and if this produces a further tie then the result shall be decided on the vote of the Chairman.  <i>This represents a minor change: there is no longer a bar on the Chairman voting at General Meetings.</i>
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.	
23. Directors' remuneration	<i>This is a new clause. It has been introduced to reflect custom and practice. It means that the introduction of any Directors' remuneration will require a change to the Articles, requiring a 75% majority vote.</i>
No director may be paid for his or her services to the Association as a director.	
Directors may undertake any services for the Association 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 Association specifying:	
a. The director concerned.	

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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 Association for any remuneration which they receive as directors or other officers or employees of any associated company of the Association or of any other body corporate in which the Association is interested.	
24. Directors' expenses	<i>This clause is new. It reflects custom and practice, and has been introduced for clarity.</i>
The Association 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 Association.	
25. Conflicts of interest	<i>This clause is new. It represents good practice which should be in the BGA Constitution</i>
If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association 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 Association by ordinary resolution disappplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process; or	

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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:	
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 Association or any of the Association's associated companies;	
b. a subscription, or an agreement to subscribe, for securities of the Association 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.	
26. Records of decisions to be kept	

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<p>The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.</p>	<p>15. The Secretary shall ensure that minutes of Council meetings are taken. The minutes shall be made available to any BGA member within four weeks of the meeting.</p> <p><i>The new clause reflects the requirements of the Companies Act.</i></p>
<p>27. Directors' discretion to make further rules</p> <p>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.</p>	<p><i>This type of clause is normal in the articles of a company limited by guarantee.</i></p>
<p>PART 3: MEMBERS</p>	
<p>28. Applications for membership</p>	<p><i>This is a new clause, but reflects "custom and practice"</i></p>
<p>No person shall become a member of the Association unless that person has:</p>	<p><i>For legal reasons, BGA CLG cannot have Members (with voting rights) under the age of 18.</i></p>
<p>a. reached the age of 18;</p>	
<p>b. completed an application for membership in a form approved by the directors which form shall include;</p>	<p><i>We will establish a "Junior Membership" scheme which gives those under 18 all the privileges of belonging to the BGA, but without legal membership for company law purposes.</i></p>
<p>i. the applicant supplying the Association with their email (electronic mail) address and undertaking to notify the Association of any changes to their email address;</p>	
<p>ii. the applicant consenting that all communications from the Association may be by email;</p>	
<p>iii. the applicant accepting their obligation to contribute £1 in the event of the Association's insolvency in accordance with Article 5;</p>	
<p>c. paid the appropriate fee; and</p>	
<p>d. agreed in writing to comply with the Association's Code of Conduct.</p>	<p><i>Clause 60 of the existing Constitution says:</i></p>



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	<p>“Any breach of the provisions of this Constitution by any club or any member shall render them liable to expulsion from the BGA at the discretion of the Council.”</p> <p><i>However, the BGA has never produced a code of conduct. This seems a good time to do it.</i></p>
<p>29. Electronic communications between the Association and members</p>	<p><i>This type of clause is normal in the articles of a company limited by guarantee.</i></p>
<p>All electronic communications from a member to the Association 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 Association’s website.</p>	
<p>All electronic communications from the Association 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 Association’s website and sent to the member’s registered email address.</p>	
<p>30. Termination of membership</p>	<p><i>This is a new clause, and we hope it will only rarely come into effect.</i></p>
<p>A member may withdraw from membership of the Association by giving 7 days’ notice to the Association in writing.</p>	
<p>A person’s membership terminates:</p>	
<p>a. if that person’s payments of membership fees have lapsed, or</p>	
<p>b. if that person has been found to have violated the Association’s Code of Conduct mentioned in Article 29 sub-paragraph (a), provided that any such action complies with the Association’s Discipline and Appeals Policy, or</p>	
<p>c. when that person dies.</p>	

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31. Affiliation	8. A club may apply for affiliation to the BGA.
The directors may operate affiliation schemes for Go clubs or other organisations which support the objects of the Association.	9. Each affiliated club shall nominate a club member as club secretary. His duties shall include acting as club contact.
For the avoidance of doubt, joining such a scheme, with such rules as Council 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 Association.	
32. Discipline and Appeals	60. Any breach of the provisions of this Constitution by any club or any member shall render them liable to expulsion from the BGA at the discretion of the Council.
The directors shall be responsible for the Association's Discipline and Appeals Policy which defines:	
a. the code of conduct,	
b. the procedures for investigating allegations of breaches to that code, and	<i>The existing constitution allows for expulsion if the Constitution is breached, but not for other, possibly more serious, infractions.</i>
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	
33. Calling of General Meetings	26. ... The Secretary shall give at least eight weeks notice of the AGM and at least four weeks notice of its agenda to all members through the normal channels of communication.
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.	
34. Format of General Meetings	<i>This type of clause is normal in the articles of a company limited by guarantee.</i>
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	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
electronic means attend and speak and vote at it.	
35. Annual General Meeting	26. The AGM of the BGA shall be held once every calendar year, between 1st February and 30th June inclusive.
The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.	27. The agenda of the AGM shall include the following, in this order:
The annual general meeting shall be held for the following purposes:	a) Election of two tellers
a. to receive Company's accounts;	b) Reading of the minutes of the previous AGM and of any EGM held since.
b. to receive from the Board a report of the activities of the Association since the previous annual general meeting;	c) Discussion of matters arising from the minutes.
c. to elect directors;	d) Receipt of and consideration of Officers', Membership Secretary's and Auditor's written reports.
d. 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	e) Address by candidates and election of Officers in order of seniority and election of Auditor.
e. to appoint the Association's auditor;	f) Address by candidates and election of ordinary Council members.
f. to consider, and vote on, any other items as may be brought before it.	g) Consideration of and voting upon any proposals received.
Nominations for directors 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 nomination shall be accepted unless the candidate has indicated his willingness to stand.	h) Any other business.
Except for proposals from the Board, proposals for inclusion on the agenda of an AGM under	38. Nominations for Officers, Auditor and ordinary Council members must be submitted to the Secretary at least two weeks before the General Meeting. All nominations must be in writing and bearing the signatures of the two other members proposing and seconding the candidate. If the number of candidates is not sufficient to fill the vacancies the Chairman

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
<p>(e) 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.</p>	<p>shall accept nominations during the meeting.</p> <p>39. No nomination shall be accepted unless the candidate has indicated his willingness to stand.</p> <p>28. Proposals for inclusion on the agenda of an AGM shall be submitted to the Secretary. Except for proposals from the Council, these shall be submitted not later than six weeks prior to the AGM or at a later date on the discretion of the Secretary, bearing the signatures of the two BGA members proposing and seconding each proposal.</p>
<p>36. Attendance and speaking at general meetings</p>	<p><i>This type of clause is normal in the articles of a company limited by guarantee.</i></p>
<p>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.</p>	
<p>A person is able to exercise the right to vote at a general meeting when:</p>	
<p>a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and</p>	
<p>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.</p>	
<p>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.</p>	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
<p>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.</p>	
<p>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.</p>	
<p>37. Chairing general meetings</p>	<p>32. The President takes the chair at the meeting. If he is absent, the next most senior Officer will take the chair; if no Officers are present, then one member must take the chair temporarily and the first business of the meeting is to elect a Chairman.</p>
<p>If the directors have appointed a President, the President shall chair general meetings if present and willing to do so.</p>	
<p>If the directors have not appointed a President, or 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:</p>	
<p>a. the directors present, or</p>	
<p>b. (if no directors are present), the meeting</p>	
<p>must appoint a member to chair the meeting called the Chair of the meeting and this must be the first business of the meeting.</p>	
<p>The directors may terminate an appointment to act as the Chair at any time.</p>	
<p>38. Quorum for general meetings</p>	<p>31. The quorum for a General Meeting shall be 20 members, either present or by proxy. If an Annual General meeting is inquorate the Council shall rearrange the meeting with a minimum notice of four weeks and the agenda shall remain unaltered. If an EGM is inquorate the Council shall decide whether to take similar</p>
<p>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.</p>	
<p>The quorum shall be the lesser of the following numbers of members present in person, by electronic means, or represented by proxy:</p>	
<p>a. 20;</p>	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
b. 10% of the total number of members of the Association.	action or to let the meeting lapse.
39. Attendance and speaking by non-members	30. Only members of the BGA may be present at a General Meeting, except that others may be invited by a specific proposal passed by a simple majority.
The chair of the meeting may permit persons who are not members of the Association to attend and speak at a general meeting.	
40. Adjournment	<i>This clause is new, and is a “standard” clause for Companies.</i>
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	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
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 Association must give at least 7 clear days' notice of it	
a. to the same persons to whom notice of the Association'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.	
41. Voting: General	<i>This type of clause is normal in the articles of a company limited by guarantee.</i>
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.	
42. Errors and disputes	<i>This type of clause is normal in the articles of a company limited by guarantee.</i>
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.	
43. Poll votes	35. Voting shall be by show of hands except where this Constitution otherwise provides.
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	36. The Chairman may at his discretion allow a vote by ballot

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
<p>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.</p>	<p>on any question in place of voting by hand, at the request of a member.</p> <p>37. The counting of votes, whether by hand or by ballot, shall be the responsibility of the tellers</p>
<p>A poll may be demanded by:</p>	
<p>a. the Chair of the meeting;</p>	
<p>b. the directors;</p>	
<p>c. two or more persons (including members present by proxy) having the right to vote on the resolution.</p>	
<p>A demand for a poll may be withdrawn if:</p>	
<p>a. the poll has not yet been taken, and</p>	
<p>b. the Chair of the meeting consents to the withdrawal.</p>	
<p>Polls must be taken immediately and in such manner as the Chair of the meeting directs.</p>	
<p>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.</p>	
<p>44. Content of proxy notices</p>	<p>52. All Members entitled to vote at a General Meeting may appoint a Proxy to vote on their behalf.</p>
<p>A member entitled to attend a general meeting may appoint a proxy by sending an email to the Association in the following form (or in any other form which the Board may approve):</p>	<p>53. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which —</p>
<p>"As a member of the British Go Association, I appoint ..... of ....., or failing him, ..... of ....., as my proxy at the general meeting of the Association to be held</p>	<p>a) states the name and address of the member appointing the proxy;</p> <p>b) identifies the person appointed to be that member's proxy and the general meeting</p>



## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
on.....20....., and at any adjournment thereof.	in relation to which that person is appointed;
	c) is signed by the member appointing the proxy, or is authenticated in such manner as Council may determine; and
My proxy is to vote in respect of the resolutions mentioned below as follows:	d) is delivered to the Association in accordance with the rules and any instructions contained in the notice of the general meeting to which they relate
Resolution No. 1 - for / against	
Resolution No. 2 - for / against	
Strike out whichever is not desired.	e) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
	54. Unless a proxy notice indicates otherwise, it will be treated as—
Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.	
	a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
Name of member	b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
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.	
45. Revocation of a proxy	55. A Member may revoke a proxy appointment up to 2 hours before the commencement of
An appointment under a proxy notice may be revoked by delivering to the Association a	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
notice in writing given by the member who originally gave the proxy notice.	the General Meeting (or adjourned General Meeting) by delivering to the Association a notice, in writing, in accordance with any instructions contained in the notice of the general meeting.
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 Association 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.	
46. Amendments to resolutions	42. The Chairman shall accept relevant amendments to proposals at the Meeting if verbally proposed and seconded. Amendments shall be dealt with before proceeding to the substantive motion.  <i>Ordinary resolutions can be amended by this process, but not excessively. However special resolutions can only be amended by the Chair proposing the amendment, and it must be only to correct minor errors.</i>
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 Association 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:	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
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	
47. Notices	<i>This type of clause is normal in the articles of a company limited by guarantee.</i>
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 Association 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.	
48. Means of communication to be used	10. The "normal channels of communication" from the BGA Council to members shall be in a publication circulated to all members, in paper or electronic form.
Any communications between the Association 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 Association in their capacity of Association member.	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
49. No right to inspect accounts and other records	<p><i>This type of clause is normal in the articles of a company limited by guarantee.</i></p>
<p>Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association’s accounting or other records or documents merely by virtue of being a member.</p>	
50. Directors’ indemnity	<p><i>This is a new clause, and is introduced for clarity.</i></p>
<p>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.</p>	
<p>Subject to the above proviso, a relevant director of the Association or an associated company may be indemnified out of the Association’s assets against:</p>	
<p>a. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company of the Association,</p>	
<p>b. any other liability incurred by that director as an officer of the Association or an associated company of the Association.</p>	
<p>In this article “a relevant director” means any director or former director of the Association or an associated company of the Association.</p>	
51. Insurance	<p><i>This is a new clause, and is introduced for clarity.</i></p> <p><i>It is a standard clause for Companies.</i></p>
<p>The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.</p>	
<p>In this article:</p>	

## Comparison of BGA CLG Articles with BGA Constitution

Text of Articles	BGA Constitution (normal text) + <i>Commentary in italics</i>
a. a “relevant director” means any director or former director of the Association 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 Association, or any associated company of the Association.	

### Clauses in the existing BGA Constitution that have NOT been included in the Articles.

*Most of the non-included Constitution clauses are not needed because they are covered already by company law or by other provisions of the Articles. For example, while Clause 29 is not reproduced, company law already imposes severe restrictions on what can constitute “Any Other Business” at a meeting of members of a company.*

*In a few cases we have added additional explanations in italics.*

4. The Council shall consist of the Officers and up to five ordinary members and up to three co-opted members, all of whom must be members of the BGA.

5. The Officers of the BGA shall be, in order of seniority, the President, the Treasurer and the Secretary. No person may hold more than one Office at any one time. There shall also be an Auditor, who shall not be a member of the Council.

*Under company law, all directors are equal. Company law has extensive rules about auditors.*

7. Subscriptions shall operate for a twelve month period. The amounts shall be set by resolution of general meetings, but at the discretion of the Council they may in subsequent years be varied in proportion to the Retail Prices Index without reference to general meetings, taking as base the figures obtaining on the date of the last such resolution, and modified up or down within a range of 5%.

*Subscriptions would not be in the Articles of a company. Members maintain their effective control because Members choose the Board.*

## Comparison of BGA CLG Articles with BGA Constitution

16. Only Council members shall be present at Council meetings, unless others are specifically invited by the Council.

21. In the event of an Officer being unable to fulfil his duties temporarily or permanently for any reason, the Council shall appoint as soon as possible an Acting Officer, who shall be any member of the Association. This appointment shall be for a specified period of time not extending beyond the date of the next AGM. Until such an appointment can be made, the senior Officer still functioning shall be responsible for seeing the duties of the non-functioning Officer are carried out.

22. The Officers shall have the right to serve as Directors of the T Mark Hall Foundation, as provided for in its Articles.

*There is no need for such a provision, even if another entity in the future reserves a place for a BGA nominated director.*

29. Proposals under Any Other Business may not be accepted if they would substantially affect the conduct of the Association.

34. Any decision of a General Meeting to change the status quo shall require a simple majority of those voting, except where this Constitution otherwise provides. Except during elections, the Chairman shall not vote, but shall exercise a casting vote in the event of a tie. In the event of a tie during elections, a re-vote shall be held between the tied candidates and if this produces a further tie then the result shall be decided on the vote of the Chairman.

43. An EGM must be called within two months of the receipt by the Secretary of a written request for the meeting together with a proposal or proposals and signed by at least 20 members of the BGA, of whom one should be identified as a Proposer. Meetings may also be called on the initiative of the Council.

*Company law already contains mechanisms set out in Companies Act 2006 s.303 and the following sections under which Members can requisition general meetings. See the link below:*

<https://www.legislation.gov.uk/ukpga/2006/46/section/303>

44. The location and time of an EGM shall be at the discretion of the Council with regard to the relevance of the proposals to local and national membership.

45. In the event the Council does not agree a time and place within one month of the receipt of a valid request for an EGM, then the members submitting the request may nominate such a time and place and a member of such a group shall perform the functions of the Secretary relating to an EGM.

## Comparison of BGA CLG Articles with BGA Constitution

46. The Secretary shall give at least two weeks notice of an EGM and its agenda to all members through the normal channels of communication.

*The Articles set out notice periods, which are also governed by company law.*

47. The proposer may submit to the Secretary with the request for the EGM a document supporting the proposal or proposals. If sufficient copies are supplied, the Secretary shall distribute this to all members.

48. The agenda for an EGM shall be as follows: a) Election of two tellers b) Discussion of and voting upon the proposal or proposals.

49. The EGM shall be conducted in accordance with the rules for General Meetings.

50. No business other than that for which the meeting was called shall be transacted at an EGM.

51. Minutes of the EGM shall be included on the agenda of the next AGM.

57. BGA trophies are the property of the BGA but may be in the custody of the holders for a specified period of time.

*Not needed.*

58. This Constitution may only be altered by at least a two-thirds majority of those voting at a General Meeting and provided that not less than 20 members vote. Such amendments take effect from the end of the Meeting.

59. The Council shall have the power to appoint Honorary Vice Presidents. It shall also have the power to appoint Honorary Life Members who shall be exempt from annual subscriptions.

*Not needed. The company has inherent powers to do such things.*