

Articles of Association
of
The British Wheelchair Sports Foundation Limited
operating as



approved at the Annual General Meeting held at
Stoke Mandeville Stadium on Wednesday 16 November 2011
reviewed by WheelPower Board 14 September 2016
approved by WheelPower Board 15 February 2018
Adopted by Special Resolution dated 17 November 2018
Adopted by Special Resolution dated 16 November 2019

Stoke Mandeville Stadium
Guttmann Road, Stoke Mandeville, Buckinghamshire, HP21 9PP
United Kingdom
Tel 01296 395995 Fax 01296 424171
Email info@wheelpower.org.uk
Registered Charity No. 265498
Registered Company No. 1059490

The Companies Acts 1948 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

The British Wheelchair Sports Foundation Limited

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Incorporated the 26th day of June 1972

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Guttman Road
Stoke Mandeville
Buckinghamshire
HP21 9PP

Telephone 01296 395995
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Registered Charity No. 265498

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GENERAL

1.0 The company's name is The British Wheelchair Sports Foundation Limited (and in this document it is called the "Foundation")

INTERPRETATIONS

2.0 In these Articles:

the Statutes	means The Companies Acts 1948 to 2006, the Charities Act 2011 and every other Act for the time being in force concerning charitable companies and affecting the Foundation
these Articles	means the Foundation's Articles of Association
the Board	means the Board of Trustees of the Foundation who shall be directors of the company and 'charity trustees' for the purposes of the Statutes
Chair	means the Chair of the Board of Trustees as appointed by the Trustees in accordance with Article 41
Vice Chair	means the Vice Chair of Trustees appointed by the Trustees in accordance with Article 41.4 to deputise for the Chair
Trustees	means the Trustees as appointed or elected in accordance with Article 36
Senior Independent Trustee	means the Independent Trustee appointed by the Trustees from time to time as the Senior Independent Trustee in accordance with Article 35, whose responsibilities shall include: (i) providing a sounding board for the Chair (ii) serving as an intermediary for the other trustees when necessary (iii) acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the Foundation's management fail to resolve the matter or in cases where such contact is inappropriate; and

	(iv) leading on the process to appraise the Chair's performance
Committee	means a Committee of the Board set up under Article 63
Clear days	in relation to the period of a notice means a period excluding: (i) the day when the notice is given or deemed to be given; and (ii) the day for which it is given or on which it is to take effect
The Commission	means the Charity Commission for England and Wales
Connected Person	has the meaning given in section 188 of the Charities Act 2011
Electronic Form	has the meaning given in section 1168 of The Companies Act 2006
The Foundation	means the company intended to be regulated by these Articles
Independent Trustees	a trustee shall be independent if they are free from any close connection to the Foundation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a Member and/or play a Member Sport. Examples of a 'close connection' include: (i) they are or have within the last four years been actively involved in the Foundation's affairs, e.g. as a representative of a specific interest group within the Foundation such as a sporting discipline, or a region; (ii) they are or have within the last four years been an employee of the Foundation; or

- (iii) they have close family ties with any of the Foundation's trustees or senior employees.

Locomotor Disability	means an impairment which is any loss or abnormality of psychological, physiological or anatomical structure or function in a human being
Functional Limitations	means impairment which may cause functional limitations which are a partial or total inability to perform those activities, necessary for motor, sensory or mental function within the range or manner of which a human being is normally capable
Member	means a Member of the Foundation as defined in Article 8
the Office	means the Registered Office of the Foundation
Officers	includes the Chief Executive, the Secretary (if any) and any other officers appointed by the Board from time to time
the Seal	means the Common Seal of the Foundation
the Secretary	means any person appointed to perform the duties of Foundation Secretary of the Foundation
Member Sport	means a Member Sport approved by the Board from time to time and published on the Foundation's website

TERMINOLOGY

- 2.1 Words importing the singular number only shall include the plural number and vice versa.
- 2.2 Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.
- 2.3 Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

LIABILITY OF MEMBERS

- 3.0 The liability of the Members is limited to a sum not exceeding £5, being the amount that each Member undertakes to contribute to the assets of the Foundation in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:
- payment of the Foundation's debts and liabilities incurred before he, she or it ceases to be a Member;
 - payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories among themselves.

OBJECTS

- 4.0 The Foundation's objects ("Objects") are specifically restricted to the following:

The exclusively charitable object of providing, promoting and developing opportunities in recreational and/or competitive sport to improve the quality of life for those with a locomotor disability who:

- 4.1 require a wheelchair for sport, or;
- 4.2 are eligible to compete under the rules of the particular Sport.

EQUALITY AND DIVERSITY

- 5.0 The Foundation shall commit fully to the principles of diversity, equality of opportunity and promoting equality of opportunity for all regardless of gender, age, disability, gender reassignment, race, sexual orientation, religion and belief, marriage and civil partnership, pregnancy and maternity, or socio-economic background.

A full copy of the Foundation's Equality and Diversity Policy shall be published on the Foundation's website.

POWERS

- 6.0 The Foundation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

In particular, the Foundation has power:

- 6.1 to hold sports meetings and to organise support and assist attendance of individuals and teams at sports meetings in any part of the world;

- 6.2 to draft, collect, publish and disseminate information on wheelchair sport;
- 6.3 to provide financial assistance, to make grants and donations to and to provide equipment and facilities for sports;
- 6.4 to raise funds (provided that in doing so, the Foundation must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations);
- 6.5 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.6 to sell, lease or otherwise dispose of all or any part of the property belonging to the Foundation. In exercising this power, the Foundation must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
- 6.7 to borrow money and to charge the whole or any part of the property belonging to the Foundation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Foundation must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 6.8 to accept any gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, monies, securities or other real or personal property which may be useful or available for any of its Objects and to utilise or employ the same for all or any such Objects;
- 6.9 to take such lawful steps by appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, annual subscriptions or otherwise;
- 6.10 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information with them;
- 6.11 to establish or support any charitable trusts, associations or institutions whose charitable objects are similar to the Objects of the Foundation;
- 6.12 to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity or organisation;
- 6.13 to employ and remunerate such staff as are necessary for carrying out the work of the Foundation. The Foundation may employ or remunerate a trustee only to the extent it is permitted to do so by articles 7.5 and 65 and provided it complies with the conditions of those articles;
- 6.14 to make arrangements for the provision and support of a pension and superannuation scheme and to grant pensions and retiring allowances to persons who have been employed by the Foundation or to their dependents
- 6.15 to deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Foundation to be held in the

- name of a nominee; in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000:
- 6.16 to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 6.17 to do all such other lawful things as are necessary to the attainment of the above objects Provided that:
 - 6.17.1 in case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - 6.17.2 the Foundation shall not support with its funds any object or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which if an object of the Foundation would make it a trade union; or
 - 6.17.3 in case the Foundation shall take or hold any property subject to the jurisdiction of the Commission, the Foundation shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.

APPLICATION OF INCOME AND PROPERTY

- 7.0 The income and property of the Foundation shall be applied solely towards the promotion of the Objects.
- 7.1 A trustee is entitled to be reimbursed from the property of the Foundation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Foundation;
- 7.2 A trustee may benefit from trustee indemnity insurance cover purchased at the Foundation's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011;
- 7.3 A trustee may receive an indemnity from the Foundation in the circumstances specified in Article 82;
- 7.4 None of the income or property of the Foundation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Foundation. This does not prevent a member who is not also a trustee receiving:
 - 7.4.1 a benefit from the Foundation in the capacity of a beneficiary of the Foundation;

- 7.4.2 a reasonable and proper remuneration for any goods or services supplied to the Foundation.
- 7.5 No trustee or connected person may:
 - 7.5.1 buy any goods or services from the Foundation on terms preferential to those applicable to members of the public;
 - 7.5.2 sell goods, services, or any interest in land to the Foundation;
 - 7.5.3 be employed by, or receive any remuneration from, the Foundation;
 - 7.5.4 receive any other financial benefit from the Foundation unless the trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

MEMBERS

- 8.0 The number of Members shall not exceed 100.
- 8.1 The following persons shall be Members:
 - 8.1.1 The Members of the Board on appointment or election.
 - 8.1.2 The Members of a Committee on appointment.
 - 8.1.3 Any person who becomes a Member by virtue only of being a Member of the Board or of a Committee shall remain a Member only so long as he is a member of the Board or a Committee.
 - 8.1.4 Upon application one nominee of each Member Sport, whether incorporated or unincorporated or howsoever constituted for the advancement or promotion of wheelchair sport in general or any individual wheelchair sport.
 - 8.1.5 President, Vice Presidents and Patrons.
 - 8.1.6 Upon application any person who is in the opinion of the Board interested in the Objects and work of the Foundation.
- 8.2 Provided that any such nominee or person shall upon becoming a Member of the Board cease to be a Member under sub-paragraph 8.1.4 or 8.1.5 of

this paragraph of this Article and in the case of sub-paragraph 8.1.4 another nominee of the relevant Member Sport may apply to become a Member in his or her place and provided further that should membership be withdrawn from any Member Sport, any person who is a Member by virtue only of being a nominee of that Member Sport shall ipso facto cease to be a Member.

- 8.3 Applications for membership shall be in such form as the Board may from time to time prescribe. Any application for membership shall be approved or rejected by the Board who shall not be bound or required to give any reason for the rejection of an applicant.
- 8.4 The Board may terminate the membership of any Member by resolution of the trustees that it is in the best interests of the Foundation that his or her membership is terminated. If the Board shall so determine by resolution, such Member shall thereupon automatically cease to be a Member and the Secretary shall notify him in writing to this effect and he shall not be eligible for re-admission as a Member unless otherwise determined by the Board. Provided always that no resolution passed by the Board at any such meeting under the provisions of this Article shall have any validity or effect unless the Member in question shall have been given not less than 21 days' notice of and the right to attend the meeting and to be heard in his defence.
- 8.5 Any Member may by notice in writing addressed to and delivered at the Office resign his membership of the Foundation, and the membership of any Member whose qualification rests on Article 8.1.4 shall, upon the written request purporting to be signed by the Chairman or Secretary of the Member Sport which he represents addressed and delivered as aforesaid, be terminated by resolution of the Board.
- 8.6 The Foundation shall keep a Register of Members in accordance with the Statutes.

GENERAL MEETINGS

- 9.0 The Foundation shall in each year hold an Annual General Meeting (AGM). Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 10.0 The Board may, whenever it thinks fit, convene a General Meeting.

NOTICE OF GENERAL MEETINGS

- 11.0 The minimum periods of notice required to hold a General Meeting of the Foundation are:
- 11.0.1 twenty-one clear days for an Annual General Meeting or a general meeting called for the passing of a special resolution;
 - 11.0.2 fourteen clear days' notice for all other General Meetings.
- 11.1 A General Meeting may be called by shorter notice if it is so agreed by a majority in numbers of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.
- 11.2 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 28.
- 12.0 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive the same shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13.0 The business to be transacted at an AGM shall include consideration of the overall vision and strategy of the Foundation, a review of the operation of the Foundation and its Board of Trustees, consideration of the accounts, balance sheets, and the reports of the Board of Trustees and auditors, the election of Member Nominated Trustees and the appointment of, and the fixing of the remuneration of the auditors.
- 14.0 No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided seven Members present in person shall be a quorum.
- 15.0 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Board shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present in person or by proxy shall be a quorum.

- 16.0 The Chair of the Board (or in his absence the President or Vice-Chair) shall preside as Chair at every General Meeting, but if there be no such Chair or President or Vice-Chair or if no such officer shall be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the Members present shall choose some member of the Board, to preside.
- 17.0 The Chair may, with the consent of any meeting at which a Quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
- 18.0 Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 19.0 At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chair, or by at least five Members present in person or by proxy, or by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting power of all the Members having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chair of the meeting that a Resolution has on a show of hands been carried, or has been carried unanimously or by a particular majority or lost, or not carried by particular majority, coupled with an entry to that effect in the Minute Book of the Foundation shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded for or against that Resolution.
- 20.0 If a poll be demanded in manner aforesaid it shall be taken at such time and place, and in such manner as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded.
- 21.0 A demand for a poll may be withdrawn.
- 22.0 In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall be entitled to a second or casting vote.
- 23.0 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded.

24.0 All General Meetings of the Foundation shall be conducted with transparency and integrity. Minutes of all General Meetings shall be published on the Foundation's website.

VOTES OF MEMBERS

25.0 Subject as hereinafter provided, every Member shall have one vote.

26.0 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

27.0 Votes may be given on a show of hands or on a poll either personally or by proxy.

APPOINTMENT OF PROXIES

28.0 Proxies may only be validly appointed by a notice in writing that:

28.1 states the name and address of the Member appointing the proxy;

28.2 identifies the person appointed to be that Member's proxy and the General Meeting in relation to which that person is appointed;

28.3 is signed by the Member appointing the proxy or is authenticated in such manner as the Trustees may determine;

28.4 is delivered to the Foundation in accordance with Article 76; and

28.5 is received by the Foundation at least 48 hours before the meeting to which it relates.

29.0 The Foundation may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

30.0 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.

31.0 Unless a proxy notice indicates otherwise, it should be treated as:

31.1 allowing the person appointed under it as a proxy discretion on how to vote on any ancillary or procedural resolution put to the meeting;

32.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as to the meeting itself.

- 33.0 An appointment under a proxy notice may be revoked if it is delivered before the start of the meeting or adjourned meeting to which it relates.

WRITTEN RESOLUTIONS

- 34.0 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that: (a) a copy of the proposed resolution has been sent to every eligible member; (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and (c) it is contained in an authenticated document which has been received at the Office within the period of 28 days beginning with the circulation date.
- 34.1 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

BOARD OF TRUSTEES

- 35.0 The number of trustees shall be no more than twelve and no less than seven. The Board of Trustees shall aim to be fully reflective of the wider community the Foundation serves, by being appropriately representative of disabled people and equality principles.
- 36.0 The Board of Trustees shall comprise:
- 36.1 the Chair;
- 36.2 the Appointed Trustees (one of whom shall be the Senior Independent Trustee); and
- 36.3 the Member Nominated Trustees
- 37.0 Notwithstanding any other provisions of these Articles, the Board of Trustees will ensure that:
- 37.1 at least 25% in number of the Board of Trustees are 'Independent Trustees'.
- 37.2 no more than 33% in number of the Board of Trustees are Member Nominated Trustees; and;
- 37.3 with the exception of the Member Nominated Trustees, the recruitment of trustees is made by open advertisement and competency based selection.

- 38.0 Trustees may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or General Meetings or in connection with the business of the Foundation and/or the exercise of their powers and discharge of their responsibilities in relation to the Foundation.
- 39.0 The Board may from time to time and at any time appoint any Member or other person who is willing to accept membership of the Foundation as a trustee to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for re-election.
- 39.1 Any candidate for appointment as a trustee shall first complete a declaration of good character in a form specified by the Board.

POWERS OF TRUSTEES

- 40.0 The trustees shall manage the business of the Foundation and may exercise all the powers of the Foundation, unless they are subject to any restrictions imposed by the Statutes, these Articles or any special resolution.
- 40.1 No alteration of these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- 40.2 The trustees may make byelaws and rules for the proper conduct of the Foundation's activities.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 41.0 A trustee shall cease to hold office if he or she:
- 41.1 ceases to be a trustee by virtue of any provision in the Statutes or is prohibited by law from being a trustee;
- 41.2 is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 41.3 ceases to be a Member of the Foundation;
- 41.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs
- 41.5 resigns as a trustee by notice to the Foundation (but only if at least seven trustees will remain in office when the notice of resignation is to take effect); or

- 41.6 is absent without the permission of the trustees from half their meetings held within a period of twelve consecutive months and the trustees resolve that his or her office be vacated.

CHAIR AND VICE CHAIR

- 42.0 There shall be a Chair of the Board of Trustees who shall be appointed, and may be removed, by the trustees in accordance with these Articles.
- 42.1 Any Chair appointed in accordance with Article 41 shall hold office as a member of the Board of Trustees until the third anniversary of the date of his or her appointment or until (if earlier) he ceases to be a trustee pursuant to Article 40. Subject to Article 41.5, a Chair who ceases to hold office at the end of his or her period of appointment may be re-appointed in accordance with Article 41 for a maximum of two further consecutive three-year terms of office.
- 42.2 The roles of Chair and Chief Executive of the Foundation shall not be exercised by the same individual.
- 42.3 The Chair shall carry out an annual appraisal of the Chief Executive of the Foundation and report back to the Board of Trustees.
- 42.4 There shall be a Vice Chair appointed by the Board from among the trustees appointed or elected to the Board.
- 42.5 Any Vice Chair will hold office until the third anniversary of the date of his appointment or until (if earlier) he ceases to be a trustee pursuant to Article 41.4. Subject to Article 40, a Vice Chair who ceases to hold office at the end of his period of appointment may be re-appointed by the Board in accordance with Article 41.4 for a maximum of two further consecutive three-year terms of office.

APPOINTED TRUSTEES

- 43.0 The Board of Trustees may from time to time appoint up to seven persons to be Appointed Trustees.
- 43.1 Each Appointed Trustee appointed pursuant to Articles 34-38 shall hold office as a trustee until the third anniversary of the date of his appointment or until (if earlier) he ceases to be a trustee pursuant to Articles 40. Subject to Article 40, an Appointed Trustee who ceases to hold office at the end of

his period of appointment may be reappointed for a maximum of two further consecutive three-year terms of office.

SENIOR INDEPENDENT TRUSTEE

- 44.0 The Board of Trustees shall from time to time appoint one Appointed Trustee from the Independent Trustees to be the Senior Independent Trustee and may from time to time remove such person.

MEMBER NOMINATED TRUSTEES

- 45.0 The Members may from time to time elect up to four persons to be Member Nominated Trustees.
- 45.1 Any Member Nominated Trustee elected in accordance with Article 44 shall hold office as a trustee until the third anniversary of the date of his election or until (if earlier) he ceases to be a trustee pursuant to Article 46. Subject to Article 40, a Member Nominated Trustee who ceases to hold office at the end of his term of office may be re-elected in accordance with Article 44 for a maximum of two further consecutive three-year terms of office.

TERMS OF OFFICE

46. In exceptional circumstances and with the prior approval of Members by Special Resolution, the nine-year aggregate term of office of a Chair, appointed under these Articles may be extended by up to a further three years. In other, more routine circumstances, such as to facilitate succession planning, the nine-year aggregate term of office of a Chair, Appointed Trustee or Member Nominated Trustee under these Articles may be extended by up to a further one year by a resolution of the Board of Trustees.
47. A trustee who ceases to be a trustee having completed his maximum term of office of nine years (plus any further term approved in accordance with Article 45) shall not be eligible for re-appointment or re-election to the Board of Trustees in any capacity for a period of at least four consecutive years.
48. The Chair shall preside over all meetings of the Board of Trustees. In the case of an equal number of votes the Chair shall have a casting vote.

CASUAL VACANCIES

49. A casual vacancy arising among the offices of Chair, Appointed Trustee or Member Nominated Trustee shall be filled by the Board of Trustees provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for

re-appointment or re-election (as applicable) in accordance with these Articles.

PRESIDENTS, VICE PRESIDENTS AND PATRONS

50.0 The Board shall have power from time to time to appoint and remove such person or persons (whether or not a Member or Members), and on such terms, as it shall think fit to be the President and one or more Vice-Presidents and the Patron or Patrons of the Foundation.

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

51.0 The trustees as Charity Trustees have control of the Foundation and its property and funds.

51.1 The role of the trustees is to provide strategic direction and leadership for the Foundation. The business of the Foundation shall be managed by the Board of Trustees who may exercise all the powers of the Foundation unless they are subject to any restrictions imposed by the Statutes or the Articles.

51.2 No valid act carried out by the Board of Trustees shall be invalidated by a subsequent resolution passed by the Foundation in General Meeting.

51.3 The Board of Trustees shall, in particular:

51.3.1 be responsible for setting the strategy of the Foundation;

51.3.2 maintain and demonstrate a clear division between their management and oversight role and the operational role carried out by the Foundation's executives;

51.3.3 act in the best interests of the Foundation in pursuit of its Objects and in a manner consistent with their legal duties.

52.0 All financial transactions involving the Foundation shall be conducted in accordance with such financial regulations, delegations and authorisations agreed from time to time by the Board of Trustees.

53.0 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the provisions of these Articles, but so that not less than four meetings shall be held in each year at regular intervals. Questions arising at any meeting shall be decided

- by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. Any two Members of the Board may, and on the request of any two such Members the Secretary shall, at any time, summon a meeting of the Board. A member of the Board who is out of the United Kingdom shall not be entitled to notice of a meeting.
- 54.0 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made.
- 55.0 The Board may from time to time determine the quorum necessary for the transaction of business. Unless otherwise determined, five trustees present shall be a quorum. The Board has the power to increase the quorum but not to decrease the quorum number below three.
- 56.0 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- 57.0 The Chair of the Board (or in his or her absence the Vice Chair) shall be entitled to preside at all meetings of the Board but if at any meeting neither the Chair nor the Vice-Chair be present after the time appointed for holding the same, or be present but not willing to preside, the members of the Board present shall choose one of their members to be Chair of the meeting.
- 58.0 The Board may from time to time appoint such person as it shall think fit to be the Chief Executive of the Foundation for such period and on such terms as to remuneration and otherwise as it shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 59.0 The Board may entrust to the Chief Executive the day-to-day management of the affairs of the Foundation upon such terms and conditions as it may think fit and may from time to time revoke, withdraw, alter or vary all or any of the powers of the Chief Executive. The Chief Executive may attend and speak at meetings of the Board but shall not vote on the items of business.
- 60.0 The Board shall engage any such other officers and servants as it may consider necessary, on such terms as it may think fit.
- 61.0 The Board shall cause proper minutes to be made in books provided for the purpose of the names of members present at each meeting of the Board and of any committee and of all resolutions passed at and proceedings of all meetings of the Foundation, the Board and committees. Such minutes, if purporting to be signed by the Chair of such a meeting, or by the Chair of

the next succeeding meeting of the same body shall be sufficient evidence without any further proof of the facts therein stated.

- 62.0 All acts done by the Board or any Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or the Committee as the case may be.
- 63.0 A resolution in writing or in electronic form agreed by all trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.

DELEGATION

- 64.0 The Board may from time to time and at any time delegate any of its powers to Officers or Committees consisting of such person or persons as it thinks fit and the terms of any such delegation must be recorded in writing. A person who is neither a Member of the Foundation nor willing to accept membership thereof shall not be eligible to hold office as a member of a Committee.
- 64.1 Any Committee so formed shall in the execution of the powers so delegated, conform to any regulations imposed on it by the Board.
- 64.1.1 Without prejudice to the general provisions of Article 64 there shall be established and maintained but not limited to the following Committees:
- Sports Development Committee;
 - Finance and Management Committee;
 - Fundraising and Marketing Committee;
 - Stoke Mandeville Stadium Committee; and
 - Governance and Audit Committee.
 - Nominations Committee (to be set up when required)
- 64.2 The Board shall elect annually the Chair of the Committees listed in Article 64.1.1. with the exception of the Nominations Committee where the Board shall elect a Chair when required.
- 64.3 All acts and proceedings of Committees must be fully and promptly reported to the Board.

DECLARATION OF TRUSTEES' INTERESTS

65.0 A trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared. A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

TRUSTEES CONFLICT OF INTEREST

66.0 The trustees may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any trustee which would, if not authorised, involve a trustee (an "Interested Trustee") breaching his duty under section 175 of the Companies Act to avoid conflicts of interest ("Conflict"). Any authorisation under this article will be effective only if:

66.1 the matter in question shall have been proposed by any trustee for consideration in the same way that any other matter may be proposed to the trustees under the provisions of the Articles or in such other manner as the trustees may determine;

66.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Trustee;

66.3 the matter was agreed to without the Interested Trustee voting or would have been agreed to if the Interested Trustee's vote had not been counted; and the Conflict does not involve any direct or indirect benefit of any kind to a trustee or a connected person.

67.0 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

67.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

67.2 provide that the Interested Trustee be excluded from the receipt of documents and information related to the Conflict and from participation in discussions (whether at meetings of the trustees or otherwise) related to the Conflict;

67.3 provide that the Interested Trustee shall or shall not be entitled to vote in respect of any future decision of the trustees in relation to any resolution related to the Conflict;

- 67.4 impose upon the Interested Trustee such other terms for the purposes of dealing with the Conflict as the trustees think fit; and
- 67.5 permit the Interested Trustee to absent himself from the discussion of matters relating to the Conflict at any meeting of the trustees and be excused from reviewing papers prepared by, or for, the trustees to the extent they relate to such matters.
- 68.0 Where the trustees authorise a Conflict, the Interested Trustee will be obliged to conduct himself in accordance with any terms and conditions imposed by the Trustees in relation to the Conflict.
- 69.0 The Trustees may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Trustee prior to such revocation or variation, in accordance with the terms of such authorisation.
- 70.0 An Interested Trustee shall be under no duty to the Foundation with respect to any information which he obtains or has obtained otherwise than as a trustee of the Foundation and in respect of which he owes a duty of confidentiality to another person. In particular, the trustee shall not be in breach of the general duties he owes to the Foundation by virtue of sections 171 to 177 of the Companies Act because he fails:
- 70.1 to disclose any such information to the trustees or to any trustee or other officer or employee of the Foundation; or
- 70.2 to use or apply any such information in performing his duties as a trustee.
- 70.3 However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the trustees pursuant to this Article.
- 71.0 A trustee is not required, by reason of being a trustee (or because of the fiduciary relationship established by reason of being a trustee), to account to the Foundation for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the trustees or by the Foundation in a general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

SEAL

- 72.0 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of a resolution of the Board and in the presence of any two members of the Board or of a member of the Board and of the Secretary, and the said two Members or Member and Secretary shall sign

every instrument to which the Seal shall be so affixed in their presence and in favour of any purchase or person bona fide dealing with the Foundation such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

MINUTES

- 73.0 The trustees must keep minutes of all:
 - 73.1 appointments of officers made by the trustees;
 - 73.2 proceedings at meetings of the Foundation;
 - 73.3 meetings of the trustees and committees including:
 - 73.4 the names of those present at the meeting;
 - 73.5 the decisions made at the meeting; and
 - 73.6 where appropriate the reasons for the decisions.

ACCOUNTS

- 74.0 The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
 - 74.1 The trustees must keep accounting records as required by the Statutes.

ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 75.0 The trustees must comply with the requirements of the Charities Act 2011 with regard to the:
 - 75.1 transmission of a copy of the statements of account to the Commission; preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - 75.2 preparation of an Annual Return and its transmission to the Commission.
- 76.0 The trustees must notify the Commission promptly of any change required to the Foundation's entry on the Central Register of Charities.

NOTICES

- 77.0 Any notice to be given to or by any person pursuant to these Articles: must be in writing; or must be given in electronic form.
- 77.1 The Foundation may give any notice to a Member either: personally; or
- 77.1.1 by sending it by post in a pre-paid envelope addressed to the Member at his address; or
- 77.1.2 by leaving it at the address of the Member; or
- 77.1.3 by giving it in electronic form to the Member's address.
- 77.1.4 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on a website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- 77.2 A Member who does not register an address with the Foundation or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Foundation.
- 78.0 A Member present in person at any meeting of the Foundation shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 79.0 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 79.1 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 79.2 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- 79.2.1 48 hours after the envelope containing it was posted: or;
- 79.2.2 in the case of electronic communication, 48 hours after it was sent.

WINDING UP

- 80.0 The Members of the Foundation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision has been made for them,

- shall on or before the dissolution of the Foundation be applied or transferred in any of the following ways:
- 80.1 directly for the Objects; or
 - 80.2 by transfer to any charity or charities for purposes similar to the Objects; or
 - 80.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 81.0 Subject to any such resolution of the Members of the Foundation, the trustees of the Foundation may at any time before, and in expectation of, its dissolution resolve that any net assets of the Foundation after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Foundation be applied or transferred in any of the following ways:
- 81.1 directly for the Objects; or
 - 81.2 by transfer to any charity or charities for purposes similar to the Objects; or to any charity or charities for use for particular purposes that fall within the Objects.
- 82.0 In no circumstances shall the net assets of the Foundation be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with article 61(i) is passed by the Members or the trustees the net assets of the Foundation shall be applied for charitable purposes as directed by the Court or the Commission.

INDEMNITY

- 83.0 Subject to the provisions of the Statutes every Member of the Board or any Committee and every Officer and servant of the Foundation shall be entitled to be indemnified out of the assets of the Foundation against all losses or liabilities incurred by him in or about the execution of his office or otherwise in relation thereto.

FOUNDER MEMBERS

Sir Ludwig Guttmann CBE FRS

Joan Scruton MBE

Dora Therese Bell MCSP

Henry Arthur Foley

Jim Foster

Doris May French

Horace William Poole

Geoffrey Edge Roberts

Arthur James Sage

Sidney James Vardon

Zena Alma Pearl Williams OBE