

Register No: 5114903



Constitution and Rules
of
British Cheerleading Association

Registered under
The Companies Act 1985 to 1989

Run for the Members by the Members

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I. Name, Objects and Powers;

1. Name

- 1.1. The name of the organisation shall be called “The British Cheerleading Association” (BCA) whom are a registered company limited by Guarantee and not having Share Capital in accordance with The Companies Acts 1985 to 1986

2. Definitions

- 2.1. Except where the context otherwise permits or requires, the words and expressions listed in the schedule of definitions set out in rule section VIII shall bear the meanings given to them therein.

3. Constitution of the Association

- 3.1. The constitution of the association shall be:
- 3.2. To promote and advance cheerleading (“the Sport”) as a respected athletic discipline and sport.
- 3.3. To investigate and identify the needs of the sport and to represent, promote and further the interests of the sport as a whole and of any persons, clubs, groups, associations, firms or companies associated with the sport and of the members of the company.
- 3.4. To provide membership services and facilities to members and other services of all kinds to any persons, clubs, groups, associations, firms or companies associated with the sport and of the members of the company.
- 3.5. To encourage, promote, arrange, develop and deliver training schemes, the development of the skills within the sport and the like.
- 3.6. To arrange, develop, participate in and promote competitions, conferences, displays, training courses, study days, members’ events and other events of all kinds.
- 3.7. To provide effective representation of the interests of the sport.
- 3.8. To improve the perception of the sport by sporting organisations, others and amongst the general public.
- 3.9. To provide advisory, consultancy, technical, administrative and support services to any persons, clubs, groups, associations, firms or companies associated with the sport and of the members of the company.
- 3.10. To print, publish and distribute journals, reports, magazines, periodicals, bulletins, press releases, books, surveys and other items whether in paper, audio, visual, multi-media or any other electronic form or any other form whatsoever.

4. Powers of the Association

- 4.1. Further to its objects the association shall have the power to all such things as are incidental or conducive to the constitution of the association including (but not limited to) all or any of the following:
- 4.2. To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management. Organization, administration and regulation of the Association.
- 4.3. Either directly or indirectly to employ, invest and deal with the assets and funds of the Company for the constitution of the Association in such manner as shall be considered by the Committee to be expedient, and to do all such other acts and things and carry on all such activities (including

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(but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the management Committee to be necessary or expedient for the purposes of the Association or the advancement of its interests.

- 4.4. To carry on any other trade or business which can, in the opinion of the Committee, be advantageously carried on in connection with, or ancillary to any of the businesses of the company?
- 4.5. To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debts and other money transmission or collection systems.
- 4.6. To raise or borrow money for the purposes of or in connection with the activities of the Association or any of them as the Committee think fit in accordance with the following provisions:
- 4.7. Any sum raised or borrowed may be on mortgage, charge, bonds or any of the funds or property of the Association whether or not including any floating charge of the whole or part of the undertaking property and the assets of the Company both present and future.
 - 4.7.1. At the time of any borrowing the sum of the amount then remaining un-discharged of monies borrowed and the proposed borrowing shall not exceed £50,000 or such sum as the Members in a General Meeting may for time to time determine.
 - 4.7.2. The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the management committee represents the market rate of interest on borrowings of similar amount and on similar terms prevailing at the time except that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within the limits to an Officer or Committee Member.
 - 4.7.3. The Committee may determine from time to time (subject to rules 4.6.1, 4.6.2 & 4.6.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
- 4.8. To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, buildings, easement, rights, privileges, concessions, patents, patent rights, licences, secret processes, trade-marks, designs, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- 4.9. To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- 4.10. To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property rights, information so acquired.
- 4.11. To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Association.
- 4.12. To establish or promote or concur in establishing or promoting any other company whose constitution shall include the acquisition or taking over of all or any of the assets or liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the constitution or the interests of this Association and to acquire, hold, dispose of shares, stocks or securities issued by or any other obligations of any such company.

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- 4.13. To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Association may think fit.
- 4.14. To invest and deal with the monies of the Company not immediately required for the purposes of the business of the association in or upon such investments and in such manner as the Committee may approve.
- 4.15. To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- 4.16. To do all or any of the things hereinabove authorised, in any part of the world, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors trustees or agents.
- 4.17. To do all such other things as are incidental to or which the Company may think conducive with the above constitution or any of them.

AND so that:-

- 4.18. None of the constitution set forth in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.
- 4.19. None of such sub-clauses or the object or objects therein specified or the powers to be conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Association shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.
- 4.20. The word “association” in this clause, except where used in reference to the British Cheerleading Association shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- 4.21. The word “company” in this clause, except where used in reference to the Company shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- 4.22. In this clause the expression “the Act” means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

II. Membership

5. Members

- 5.1. The categories of membership shall be:
- Individual Member (18 years and over)
 - Club/Group/Organisation Member
 - Company Member
 - Honorary Member
- 5.2. There will be a class of persons called the Youth Section established in accordance with the principles set out in Rule 10.6.
- Youth Member (12 years to under 18 years)
 - Junior Member (4 years to under 12 years)
- 5.3. The liability of the members is limited.
- 5.4. Every member of the association undertakes to contribute such amount as may be required (not exceeding a £1) to the Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to become a member, for payment of the Associations debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 5.5. The income and property of the Association shall be applied solely towards the promotion of its objectives as set forth in the Company's Memorandum of Association and no proportion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus otherwise howsoever by way of profit, to members of the Company.
- 5.6. Provided that nothing herein shall prevent any payment in good faith by the Company:-
- 5.6.1. of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Company;
- 5.6.2. of interest on money lent by any member of the Association at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank selected by the committee;
- 5.6.3. of reasonable and proper rent for premises demised or let by any member of the Association;
- 5.6.4. to any Director of the Company for out of pocket expenses;
- 5.6.5. of any premium in respect of any such insurance as permitted by the Memorandum of Association of the Company;
- 5.7. The members of the Association shall be the persons, clubs and organisations whose names are for the time being entered into the Registers of Members,
- 5.8. The Committee may (subject to the provisions of Rule 10.6) offer such categories of membership of the Association with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every full Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Honorary Secretary and shall be available for inspection by Members at all reasonable times.

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- 5.9. Details of any entrance fee and the subscription payable by each category of membership as determined under Rule 19.1 shall be kept as in rule 5.4 by the Honorary Secretary.
- 5.10. The Committee shall have the power to admit to membership any person in accordance with the application procedures and conditions for the time being applicable under 5.4. There shall be no obligation to state any reason for the rejection of an application.
- 5.11. A Member may resign from the Association at any time by giving the Honorary Secretary written notice of the intention to do provided that the Member shall remain liable for all monies then due and owing to the Association.
- 5.12. A Member shall cease to be a Member of the Association:
 - On resignation.
 - On termination of membership by the Committee.
 - On death.
- 5.13. Each Person who is in membership with the Association at the date of these rules take effect pursuant to Rule 27.1 shall be admitted to membership in accordance to Rule 5.6 and any person shall be granted the status of a Junior in accordance to Rule 5.6.

III. General Meetings and Rules

6. General Meetings

- 6.1. All General and Management meetings shall be held at the companies registered address or elsewhere as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a General Meeting.
- 6.2. The Chairman of all such meetings shall be the President of the British Cheerleading Association Limited. Or if un-available a member of the committee appointed at the meeting concerned to take the Chair at that meeting.
- 6.3. The notice of a meeting shall be given to all members eligible to attend that meeting and to the Directors and Auditors of the Company.
- 6.4. The General Committee shall meet not less than four times (4) each year
- 6.5. The Management Committee shall meet on monthly intervals throughout the year and shall be combined with General Committee Meetings in those months in which a General Committee Meeting is scheduled
- 6.6. At least seven days notice must be given for all General Meetings and at least three (3) days notice for a Management Meeting.
- 6.7. No business shall be transacted at any general meeting unless a quorum is present. Three (3) persons entitled to vote upon the business transacted, each being a member or a proxy for a member or duly authorised representative of a corporation, shall be a quorum.
- 6.8. A declaration by the Chairman of a General Meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or shall not (subject to the Act) be final and binding on all members.
- 6.9. If a quorum is not present within thirty (30) minutes after the time appointed for a general meeting, the meeting shall be dissolved, and in every case it will stand adjourned to such other day and at such time and place, or be dissolved, as the committee shall determine.
- 6.10. Every eligible member shall be entitled to attend and vote at any General Meeting. The procedure for casting of votes shall be determined by the Chairman of the Meeting.
- 6.11. Any eligible individual member of the Association may appoint a proxy to attend and vote on his/her behalf at any general meeting of the Association.
- 6.12. Any company which is a member of the Association may appoint an individual as its authorised representative to attend and vote at general meetings, providing the company is eligible to attend, of the Association. Any such appointment shall be made by the management of the body or company in question and shall be limited to one (1) representative per body or company.
- 6.13. Anybody or organisation, not being a company which is a member of the Association may appoint an individual as its authorised representative to attend and vote at general meetings, providing the company is eligible to attend, of the Association. Any such appointment shall be made by the management of the body or organisation in question and shall be limited to one (1) representative per body or organisation.
- 6.14. Any member attending a general meeting in person or by authorised representative or proxy may vote on a show of hands or on a poll at general meetings, providing he/she is eligible to attend, the meeting of the Association.
- 6.15. On a show of hands and on a poll every person entitled to vote shall have only one vote.

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- 6.16. A resolution put to a vote of a meeting shall be decided on a show of hands unless before or on the declaration of a result of, the show of hands a poll is duly demanded, Subject to the provisions of the Act, a poll may be demanded-
- by the Chairman; or
 - by at least three (3) members having the right to vote; or
 - by a member or members representing not less than one-tenth of the total voting rights of all the member having the right to vote at the meeting; and
 - and a demand by a person as a proxy for a member shall be the same as a demand by a member.
- 6.17. Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification.

7. Annual General Meetings

- 7.1 Not later than 31st September in every year a general Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:
- 7.1.1 to consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
 - 7.1.2 to receive and approve a report from the previous Committee on the affairs of the Association since the previous Annual General Meeting.
 - 7.1.3 to receive and approve a Financial Statement for the preceding financial year from the Company' approved Auditors.
 - 7.1.4 to elect Officers of the Association for the ensuing year.
 - 7.1.5 to elect Management of the Association for the ensuing year.
 - 7.1.6 to consider as a special resolution any addition or alteration to these rules duly proposed in accordance to Rule 7.5.
 - 7.1.7 to consider any other motion or business duly proposed in accordance to Rule 7.5.
 - 7.1.8 to consider any other business duly of which due notice shall have been given.
- 7.2 A notice of every Annual General meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than twenty-one (21) days prior to the date of the Meeting with the agenda of the business to be considered thereat and with a copy of the Associations Financial Statement for the preceding financial year.
- 7.3 The election of Officers shall be subject to the following provisions:
- 7.3.1 Any paid up Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the Officers named in or created under the provisions of Rule 11.1. Such nominations must be sent in writing say as to reach the Honorary Secretary by the 31st September. The Committee shall also have the right to make nominations for the election of Officers.
 - 7.3.2 The election of each Officer shall be decided by a majority of votes recorded.
 - 7.3.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall be held immediately for those candidates for whom the votes cast are equal in number.

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- 7.4 The election of Committee Members shall be subject to the following provisions:
- 7.4.1 Any paid up Member shall have the right to make not more than one (1) nominations, with the written consent of a candidate, for election as one of the Committee Members provided for under the provisions of Rule 11.1. Such nominations must be sent in writing say as to reach the Honorary Secretary by the 31st August. The Committee shall also have the right to make nominations for the election of Officers.
 - 7.4.2 The election of each Committee Member shall be decided by a majority of votes recorded.
 - 7.4.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall be held immediately for those candidates for whom the votes cast are equal in number.
- 7.5 Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:
- 7.5.1 Any proposal shall be submitted in writing to the Honorary Secretary by the 31st August duly proposed by one Member and seconded by another.
 - 7.5.2 Copies of such proposals and copies of all proposals put forward by the committee shall be sent to the Members with the notice of the Annual General Meeting.
 - 7.5.3 Amendments to any proposals notified to the Members under Rule 7.5.2 shall be submitted in writing (duly proposed by one Member and seconded by another) to the Honorary Secretary not less than twenty-four (24) hours before the time for which the Annual General meeting is convened.
 - 7.5.4 Amendments duly received in accordance with Rule 7.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

8. Extraordinary General Meetings

- 8.1 The Committee may convene at any time an Extraordinary General Meeting for the passing of a special resolution or a resolution appointing a person as a Committee Member of the Association or appointment of a person as a Director of the Company shall be called and notification sent to all Members so as to be received not less than twenty-one (21) days prior to the date of the Meeting.
- 8.2 All other Extraordinary General Meetings shall be called and notification sent to all Members so as to be received not less than Fourteen (14) days prior to the date of the Meeting
- 8.3 Proposals for additions or alterations to the Resolution to be submitted to an Extraordinary General Meeting shall be subject to the following provisions:
- 8.3.1 Any proposal shall be submitted in writing to the Honorary Secretary by the 31st August duly proposed by one Member and seconded by another.
 - 8.3.2 Amendments to any proposals notified to the Members under Rule 8.2 shall be submitted in writing (duly proposed by one Member and seconded by another) to the Honorary Secretary not less than twenty-four (24) hours before the time for which the Annual General meeting is convened.
- 8.4 Every eligible member shall be entitled to attend and vote at the Meeting. The procedure for casting of votes shall be determined by the Chairman of the Meeting.
- 8.5 Any eligible individual member of the Association may appoint a proxy to attend and vote on his/her behalf at the meeting.
- 8.6 Any company which is a member of the Association may appoint an individual as its authorised representative to attend and vote at the meeting, providing the company is eligible to attend, of

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the Association. Any such appointment shall be made by the management of the body or organisation in question.

- 8.7 Anybody or organisation, not being a company which is a member of the Association may appoint an individual as its authorised representative to attend and vote at the meeting, providing the company is eligible to attend, of the Association. Any such appointment shall be made by the management of the body or organisation in question.
- 8.8 Any member attending a general meeting in person or by authorised representative or proxy may vote on a show of hands or on a poll at general meetings, providing he/she is eligible to attend, of the Association.
- 8.9 On a show of hands and on a poll every person entitled to vote shall have only one vote.
- 8.10 A resolution put to a vote of a meeting shall be decided on a show of hands unless before or on the declaration of a result of, the show of hands a poll is duly demanded, Subject to the provisions of the Act, a poll may be demanded-
- by the Chairman; or
 - by at least three (3) members having the right to vote; or
 - by a member or members representing not less than one-tenth of the total voting rights of all the member having the right to vote at the meeting; and
- 8.11 and a demand by a person as a proxy for a member shall be the same as a demand by a member.
- 8.12 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification.

9. Rules

- 9.1 No new Rule shall be made, nor shall any rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in accordance to Rule 7.5 or at a Extraordinary General Meeting convened by the Committee in accordance to Rule 8.1
- 9.2 The Honorary Secretary shall register in accordance with the Act any new Rule or amendment to these rules and no new Rule or amendment to the Rules until so registered.
- 9.3 A copy of the Rules shall be delivered by the Honorary Secretary to ant Member on demand on payment of such sum (not exceeding one pound (£1) as may from time to time to be determined by the Committee.

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IV. Officers, Committee and Directors

10. Powers of the Committee

- 10.1 The affairs of the Association shall be administered by the Committee which shall exercise all the powers of the association expressed in Rule 3 and Rule 4 and without limiting the generality thereof:
- 10.2 The Committee shall not exercise its powers in any way or for any purpose inconsistent with the constitution of the Association.
- 10.3 The committee shall have the power to co-opt additional members to serve on it provided that the numbers of co-opted do not exceed twenty-five per cent (25%) of the number of members elected to hold office on the Committee (the Officers for the purposes of this computation being deemed to be elected members).
- 10.4 The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and the details thereof shall be recorded and kept by the Honorary Secretary. These details are to be available for inspection by Members at all reasonable times.
- 10.5 References in these rules to any acts or activities or opinion (including and without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the committee shall mean such acts as activities or opinions as shall be sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution passed by the Members or (c) the relevant Officer where that power or authority has been delegated by the Committee.
- 10.6 The Committee shall have power to create a class of person called Juniors or with such other title as the Committee may decide using a criteria age, ticket holding or otherwise it shall think fit. Such persons shall not be members within these Rules and they shall have such rights, privileges and obligations as the Committee shall decide. Any person recognised in this class shall cease to be entitled to such recognition on attaining the age of eighteen years (18).

11. Officers

- 11.1 The Officers of the Association shall be:
- President
 - Operations Director
 - Technical Director
 - Development Director
 - Honorary Treasurer
 - Honorary Secretary
- 11.2. Responsibilities of the Officers are to all such things as are incidental or conducive to the constitution of the association, they are summarized to include (but not limited to) all or any of the following:
- President
 - Ambassador, Figurehead,
 - Promotion of the Association
 - Operations Director
 - Events, Seminars and Course venues. (Comps, NCSSE, Coaches' Courses)
 - Logistics of equipment,
 - Event Budget, Timescales
 - Technical Director
 - Rules, Competition Divisions,
 - Safety Standards, Insurance
 - Training Publications
 - Development Director
 - Staff Development, HR,
 - Schools, Clinics
 - Press, Publicity

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- Honorary Treasurer
 - Finance, Membership,
 - ID Cards, CRB Checks
- Honorary Secretary
 - The Constitution, Legal & Commercial advice,
 - Recording Information, Administration,
 - Management of meetings, Minutes

12. Committee

12.1 The Committee shall be called the “General Committee” and its prime responsibility shall be setting the overall strategy and constitution of the Association. At least five (5) members of the “General Committee” must be either individual Members, Senior Members of organisations or companies that hold current membership of the Association. The quorum at a General Committee Meeting shall be seven (7) members:

12.2 The General Committee shall comprise of the:

- Officers of the Association
- Web- Master
- Administrator
- Book-Keeper
- Up to 2 other Members

Any such appointment shall be made in line with Rule 7.1.5 and shall be limited to one (1) representative per body, company or organisation.

12.3 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee

12.4 If a Member of the Committee shall commit an offence which is deemed to be detrimental to the constitution, rules and ethics of the Association or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such member’s property such member shall thereupon cease to be a Member of the Committee.

12.5 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

13. Management Committee

13.1 The General Committee shall, each year, approve the members of a sub-committee called the “Management Committee” and shall delegate the day to day management of the Association to this Management Committee within the overall strategy and constitution of the Association.

13.2 The Management Committee shall comprise of the

- President
- Operations Director
- Technical Director
- Development Director
- Honorary Treasurer
- Honorary Secretary

13.3 The Management Committee may be represented by their deputies at Management Committee Meetings. The quorum at a Management Committee Meeting shall be three (3) members:

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- 13.4 If a Member of the Management Committee shall commit an offence which is deemed to be detrimental to the constitution, rules and ethics of the Association or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such member's property such member shall thereupon cease to be a Director of the Company.
- 13.5 Management Committee Members shall only be indemnified for his losses, liabilities which he/she may sustain or incur, whilst carrying out his duties, out of the assets of the Company for serving on the Committee providing the Association is in a financial position to cover these liabilities. No other payments will be made to Management Committee Members other than those the payment of authorised expenses for carrying out their duties and as detailed within Rule 4.2.

14. Directors

- 14.1 The Directors of the Company shall be as registered with Companies House and in accordance with "The Companies Act 1985"
- 14.2 The affairs of the Company shall be administered by the current Directors which shall exercise all the powers of the Company expressed in its Memorandum and Articles of Association and without limiting the generality thereof:
- 14.3 The Directors shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Company.
- 14.4 The committee shall have the power to add and remove additional Directors as detailed within Rule 4.1 and 4.8 of the "Articles of Association" of the Company. The number of directors shall not be subject to a maximum but shall not be less than three (3).
- 14.5 The procedure for the conduct of meetings of the Directors shall be prescribed by the Company's Memorandum and Articles of Association and the details thereof shall be recorded and kept by the Company Secretary. These details are to be available for inspection by Members of the Association at all reasonable times.
- 14.6 References in these rules to any acts or activities or opinion (including and without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the directors shall mean such acts as activities or opinions as shall be sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Directors or (b) a resolution passed by the Members or (c) the relevant Officer where that power or authority has been delegated by the Committee.

15. Area Representative

The Area representatives shall not be part of the "General Committee" and their prime responsibility shall be promoting the overall strategy and constitution of the Association within their designated area.

The Area Representatives will make themselves available as a contact point to all membership clubs and individual members with a view of putting forward individual views and opinions to the general Committee of the Association.

The election of Area Representative shall be subject to the following provisions:

- 15.1 Any paid up Member shall have the right to make not more than one (1) nominations, with the written consent of a candidate, for election as one of the Committee Members provided for under the provisions of Rule 11.1. Such nominations must be sent in writing say as to reach the Honorary Secretary by the 31st August. The Committee shall also have the right to make nominations for the election of Officers.
- 15.2 The election of each Committee Member shall be decided by a majority of votes recorded.
- 15.3 In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall be held immediately for those candidates for whom the votes cast are equal in number.

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16. Conflict of Interest

- 16.1 During the period of office the Appointee shall not (except as a representative or nominee of the Association or Company or otherwise with the prior consent in writing of the Committee) be directly or in-directly engaged, concerned or interested in any other business which is wholly or partly in competition with business carried out by the Association

17. Confidentiality

- 17.1 The Appointee shall not either during his/her appointment or at any time for one (1) year after its term of office:
- disclose to any person or persons (except to those authorized by the Association to know or as otherwise required by law);
 - use for his/her own purposes or for any purposes other than those of the Association; or
 - through any failure to exercise all due care and diligence cause any unauthorised disclosure of any confidential information of the Association (including particular lists or details of members or the Association or information relating to the working of any process or invention carried on or used by the Association or in respect of which the Association is bound by an obligation of confidence to a third party.
- 17.2 The provision of clause 16.1 shall apply mutatis mutandis in relation to the confidential or secret information of the Association or Company which the appointee may have received or obtained during his/her appointment.
- 17.3 All notes, memoranda, records and writing made by the appointee relating to the business of the Association or Company shall remain the property of the Association or Company to whose business they relate and shall be delivered by him/her to the Association to which they belong forthwith upon request.

18. Statements

- 18.1 The Appointee shall not at any time make any untrue or misleading statement in relation to the Association or Company.

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V. Finance

19. The Associations Finance

- 19.1 The Associations income shall be obtained from the subscriptions of the Members, from investments and securities, from, entrance or gate monies and ticket receipts from events arranged by the Association.
- 19.2 The profits from the Association shall be applied only to further the constitution of the Association.
- 19.3 A Financial Statement of the Associations affairs shall be made up to 31st August each Year (or such other date as may be determined from time to time by the Committee in a General Meeting) and shall be signed by the Honorary Treasurer, the Honorary Secretary and one Member of the Management Committee.

20. Subscriptions

- 20.1 Each Member shall, according to membership category, pay to the Association on the 1st September (or such date as may be determined by the Association in a General Meeting) such annual subscription as the Committee may from time to time determine.

21. Auditors

- 21.1 The provisions of the Act relating to the appointment, powers rights, remuneration, responsibilities and duties of the Auditors shall be complied with.
- 21.2 The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

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VI. Statutory Procedures

22. Registered Office

- 22.1 The Association's registered office shall be at
or at any other location in England as the Committee may from time to time otherwise determine.
- 22.2 Notice of any change in the situation of the registered office shall be given by the Honorary Secretary to the Registrar within fourteen (14) days after the change.

23. Use of the Name of the Association

- 23.1 The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every different office or place in which the activities of the Association are carried on.
- 23.2 The name shall be stated in legible characters in all business letters of the Association, in all notices, advertisements and other official publications of the Association, in all bills of exchange, promissory notes, endorsements, cheques and orders for money of goods purporting to be signed by or on behalf of the Association and in all bills, invoices, receipts and letters of credit of the Association.
- 23.3 Save with the authority of the Committee, the name of the Association shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way to indicate or imply that such document or advertisement was issued or published by or on behalf of the Association or the Committee.

24. Registers of Member

- 24.1 The Association shall keep at its registered office a Register of Members and Officers in which the Honorary Secretary shall enter the following particulars:
- a) the name and address of each member.
 - b) a statement of the share held by each member and the amount thereof.
 - c) the date on which each member was entered in the Register as a Member and the date on which the member ceased to be a Member.
 - d) the names and addresses of all Officers and Committee Members of the Association with the office held by them respectively and the date they assumed and left office.
- 24.2 The Register of Members, Officers and Committee Members shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 23.1(a), 23.1 (b), and 23.1 (c) without also opening to inspection the other particulars entered into the Register.

25. Inspection of Books

- 25.1 All Members and person having an interest in the funds of the Association shall be allowed to inspect their own accounts and the particulars entered in the Register of Members, Officers and Committee Members other than those entered under Rules 23.1(a), 23.1 (b), and 23.1 (c) at all reasonable hours at the registered office of the Association subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

26. Annual Return

- 26.1 Every year not later than the date provided by the Act or where the return is made up to the date allowed by the Registrar not later than seven (7) months after such date the Honorary Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the affairs of the Association for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Association with the report of the Auditor where applicable thereon for

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the period included within the return and a copy of each balance sheet made during that period and the report of the Auditors where applicable on the balance sheet.

- 26.2 A copy of the latest annual return shall be supplied free of charge on demand to every member or other person interested in the funds of the Association.

27. Publication of Accounts

- 27.1 The Association shall keep a copy of the last balance sheet for the time being together with the report made by the Auditors where applicable thereon at its registered office. This balance sheet must be made available for inspection at all reasonable hours at the registered office of the Association subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

28. Registration

- 28.1 These Rules shall take effect on and from the date of registration pursuant to and in accordance to Rule 9 of this Constitution and Rules.

29. The Seal

- 29.1 The Association shall have its name engraved in legible characters on the seal which shall be kept in the custody of the Honorary Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by two (2) Officers.

30. Dissolution

- 30.1 In the event of discontinuance of the activities of the Association and the dissolution of the Association under the provisions of the Act, its remaining funds and property, after settlement of all its debts and liabilities, shall not be distributed amongst the members but shall be transferred to another organization with similar sporting purposes which is a registered charity.

31. Interpretation

- 31.1 Subject to the provisions of the Act any difference as to the interpretation of the Rules or on a matter not for provided for therein shall be decided by the Chairman of a General Meeting at such meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

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VII. Schedule of Definitions

“the Act”	means the Companies Acts 1985 to 1989 and or any other Act governing Limited Company’s.
“Auditors”	means the auditors of the Association.
“Association”	means the British Cheerleaders Association.
“Committee”	means the committee designated under Rule 12 and “Committee Member” or “Members of the Committee” for the time being and shall include a person co-opted under Rule 12.1.
“General Meeting”	means a general meeting of members.
“Honorary Secretary”	means the Honorary Secretary of the Association for the time being.
“Members”	means a member of the Association.
“Officers”	means the officers designated in Rule 11.1
“Registrar”	means the Chief Registrar and Assistant Registrars for Companies House.
“Regulation”	means a resolution, regulation or instruction made in accordance to Rule 6
“Rules”	means the Rules of the Association for the time being registered with the Honorary Secretary.

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VIII. Signatures

Name.....Signature.....
(Member)

Name.....Signature.....
(Member)

Name.....Signature.....
(Member)

Name.....Signature.....
(Honorary Secretary)

As dictated under Clause 3.1.1 and Clause 3.1.2 of the Memorandum and Articles of Association of the Company, we the above acknowledge and accept this Constitution and Rules for and on behalf of all the members of the “British Cheerleading Association”