London Softball League Limited

Articles of Association

Private not-for-profit company limited by guarantee

Companies Act 2006

These articles govern the company's purposes, membership, directors and decision making. The League's operational rules are made separately under article 42.

Part 1 Interpretation and liability

Defined terms

1. In the articles, unless the context requires otherwise—

"articles" means the company's articles of association;

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

"company" means London Softball League Limited;

"chairperson" has the meaning given in article 12;

"chairperson of the meeting" has the meaning given in article 25;

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

"company secretary" means the company secretary, if any, appointed under the Companies Act 2006

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

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"League" means the London Softball League operated by the company;

"League Secretary" means the officer called the Secretary in the League constitution dated 7 March 2026.

"league rules" means the standing orders, regulations governing play and other operational rules adopted under article 42.

"member" has the meaning given in section 112 of the Companies Act 2006;

"member team" means a team currently admitted to participate in the League;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 10;

"President" means the officer called the Director in the League constitution dated 7 March 2026;

"proxy notice" has the meaning given in article 31;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"team nominee" means the individual nominated by a member team to hold membership of the company; and

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

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

In addition, references to a director in these articles mean a director of the company, not only the President.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for—

(a) payment of the company's debts and liabilities contracted before they cease to be a member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves.

Part 2 Directors

Directors' general authority

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

Members' reserve power

4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

(a) to such person or committee;

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions; as they think fit.

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

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

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

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

(3) A committee or working group may include persons who are not directors, but must be chaired by a director and report to the directors. Delegation does not relieve the directors of their responsibilities.

Directors to take decisions collectively

7. Any decision of the directors must be either a majority decision at a meeting or a unanimous decision taken in accordance with article 8, subject to any higher majority required by these articles. There must be at least two directors. A sole remaining director may act only as permitted by article 11(3).

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

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

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

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

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

(3) Notice of a directors' meeting must be given in writing to each director at least 14 days before the meeting, or at least four days before the meeting where the President reasonably considers the business urgent. Notice may be waived under paragraph (4).

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

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

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

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting or a general meeting to appoint further directors.

(2) The quorum is one third of the directors in office, rounded up to the next whole number, or six, whichever is smaller, but never fewer than two. A director who is not entitled to vote on an item is not counted as participating for that item.

(3) If the total number of directors in office is less than the quorum required, the remaining directors may act only to appoint further directors under article 17, or to call a general meeting to enable the members to appoint further directors.

(4) Where conflicts prevent a quorum for a particular item, the directors may call a general meeting to determine that item. They must not reduce the quorum or count an interested director to resolve it.

Chairing of directors' meetings

12.—(1) The President shall chair directors' meetings if present, willing and entitled to participate.

(2) The President is known as the chairperson for the purposes of these articles.

(3) If the President is absent, unwilling or not entitled to participate, the participating directors must appoint one of themselves to chair the meeting or the relevant part of it.

(4) If the President's office is vacant, the directors may appoint an acting chairperson until the office is filled by the members. This does not appoint that person to the office of President.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the meeting has a casting vote.

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

Conflicts of interest

14.—(1) A director must declare any direct or indirect interest in a proposed or existing transaction or arrangement with the company, and any other conflict of interest, in accordance with the Companies Acts.

(2) A director with a financial interest in a matter, including an interest as a supplier or as an officer, director, employee or paid worker of a supplier, must withdraw from the discussion and must not vote or be counted in the quorum for that matter. The director may first provide information requested by the other directors.

(3) A director's ordinary connection with a member team is not, of itself, a conflict preventing participation in decisions applying to teams generally. A decision concerning that team individually, including a disciplinary decision, must be considered for conflicts under paragraph (1).

(4) To the extent permitted by section 175 of the Companies Act 2006, the directors may authorise a situation which would otherwise involve a breach of that section. An authorisation is effective only if the interested director is excluded from the quorum and vote and the decision is agreed without that director's vote. The directors may impose conditions, vary or revoke the authorisation. It does not override paragraph (2), the not-for-profit restrictions or any duty to declare an interest.

(5) A question about a director's entitlement to participate is decided by the chairperson, except that a question concerning the chairperson is decided by the other participating directors. No interested director may participate in that decision.

Records of decisions to be kept

15. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors. The directors shall keep a record of attendance and minutes of directors' meetings, including participants attending remotely.

Directors' discretion to make further rules

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

Methods of appointing directors

17.—(1) Any individual willing to act and permitted by law to do so may be appointed as a director by ordinary resolution, subject to this article. Subject to paragraph (10), the board comprises five positions: President, Treasurer, League Secretary and two directors without portfolio. Each position must be held by a different individual. A position may be temporarily vacant.

(2) The members shall elect the President, Treasurer and League Secretary at each annual general meeting. The two positions for directors without portfolio shall be designated Position A and Position B for the purposes of elections and retirement, with one position falling due for election at each annual general meeting in accordance with paragraphs (5) and (10). Additional League officers may be provided for in the league rules, but holding such an office does not of itself make a person a director and the league rules may not create additional director positions.

(3) More than half of the directors must be rostered to member teams. The President must be a current rostered player or team administrator of a member team.

(4) No director may hold more than one of the five board positions. Where people agree to share the work of an office, only the individual appointed as the director holding that office is a director by reason of holding it; the other people may assist without becoming directors by reason of sharing that work. Each director has one vote.

(5) The President, Treasurer and League Secretary retire at the conclusion of the next annual general meeting following their election. Subject to paragraphs (6) and (10), each director without portfolio retires at the conclusion of the second annual general meeting following their election. Elections at an annual general meeting take effect at its conclusion. A retiring director is eligible for re-election and, if re-elected to the same position, continues in office without a break. All terms are subject to earlier termination under article 18. A vacancy or replacement appointment does not alter the annual general meeting at which the position next falls due for election.

(6) The directors may appoint an eligible individual to fill a vacancy in the position of Treasurer, League Secretary or director without portfolio if the vacancy has been advertised to the members and at least two thirds of the remaining directors entitled to vote approve the appointment. The appointment ends at the conclusion of the next annual general meeting. The members may fill such a vacancy by ordinary resolution, including at that annual general meeting. A person elected to fill a vacancy as Treasurer or League Secretary retires at the conclusion of the next annual general meeting following election, unless elected at an annual general meeting, in which case paragraph (5) applies. A person elected to fill a vacancy as a director without portfolio serves until the conclusion of the annual general meeting at which that position next falls due for election; where elected at that scheduled annual general meeting, the person serves the full term under paragraph (5). The retirement schedule continues whether or not the position is filled.

(7) A vacancy in the President's office may be filled only by ordinary resolution of the members. The directors shall decide whether to call an extraordinary general meeting or continue with an acting chairperson until the next annual general meeting.

(8) Nominations and ballot arrangements may be set out in the league rules, subject to the members' rights under the Companies Acts and these articles.

(9) Where the company has no members and no directors as a result of death, the personal representatives of the last member to have died may appoint a director by notice in writing. If two or more members die in circumstances making the order of death uncertain, the younger is deemed to have survived the older.

(10) The arrangements in this article shall first be implemented at the first annual general meeting at which elections are held under this version of the article. Directors in office immediately before that meeting retire at its conclusion and may stand for

election under this article. At that meeting the members shall elect the President, Treasurer, League Secretary and both directors without portfolio. The director elected to Position A retires at the conclusion of the next annual general meeting, and the director elected to Position B retires at the conclusion of the second annual general meeting. Thereafter each position falls due for election at every second annual general meeting. The position and term being contested must be identified before voting. Until that first meeting concludes, the existing directors continue in office, subject to article 18.

Termination of director's appointment

18. A person ceases to be a director as soon as—

(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(b) a bankruptcy order is made against that person;

(c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

(d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(e) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(f) that person retires under article 17 and is not re-elected;

(g) that person is removed by ordinary resolution at a meeting under section 168 of the Companies Act 2006, subject to the statutory special-notice and representation requirements; or

(h) at least two thirds of all the other directors in office resolve to terminate that person's appointment for persistent non-attendance, failure to perform their duties or a serious breach of the League or British Softball Federation code of conduct. The director must first receive written particulars and a reasonable opportunity to be heard by the other directors. For non-attendance or failure to perform duties, a warning and reasonable opportunity to remedy the failure must be given. For a code-of-conduct breach, any applicable disciplinary appeal must first be concluded. The director concerned must not vote or count in the quorum for this decision. Nothing in this paragraph limits the members' statutory power of removal.

Directors' remuneration

19. Directors must not receive remuneration from the company for acting as directors or holding League committee office. This does not prevent payment of expenses under article 20 or reasonable payment for separately supplied goods or services permitted by article 41 and approved in accordance with article 14.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(a) meetings of directors or committees of directors,

(b) general meetings, or

(c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company. Expenses must be supported by receipts or other satisfactory evidence and approved by directors who are not claiming those expenses.

Part 3 Members

Applications for membership

21.—(1) The first members of the Company shall be the subscribers to the Memorandum and Articles of Association.

(2) The first Members of the Company shall cease to be Members once Team Representatives are appointed as Members under paragraph(3) in the season immediately following the adoption of these Articles.

(3) Each member team may nominate one individual aged at least 18 to be its team nominee and member of the company. A person may be the team nominee of only one team, and there may be only one company member for each member team.

(4) Except for subscribers to the memorandum on incorporation, no person becomes a member unless they have applied in the form approved by the directors, agreed to the guarantee in article 2 and compliance with these articles, and the directors have approved the application and entered their name in the register of members.

(5) Admission of a team to the League is at the directors' discretion and is open to teams engaged in mixed gender slowpitch softball that comply with the league rules. An application may be refused where admission would prejudice the League's interests. Annual team registration, fees and playing eligibility are governed by the league rules; youth teams are exempt from the annual League membership fee.

(6) Company membership continues between seasons until terminated under article 22.

(7) A member team may replace its team nominee by notifying the company in writing. The replacement must satisfy paragraph (3). The outgoing nominee's membership terminates when the replacement is entered in the register, so the team has no more than one company member at any time.

(8) Each company member has one vote. Directors and other officers have no additional membership vote merely by holding office. A team's substitution of its representative for a meeting must be made through a valid proxy appointment under articles 31 and 32 unless its replacement nominee has already been admitted as a company member.

Termination of membership

22.—(1) A member may withdraw by giving seven days' notice in writing. Membership is not transferable and terminates on death.

(2) Membership also terminates when the member ceases to be the team's nominee under article 21(7), when the team notifies the company that it is leaving the League permanently, when the team fails to pay annual fees, or when the directors terminate the team's League membership under paragraph (3).

(3) Before refusing renewal or terminating a team's League membership, the directors must give the team and its nominee written reasons and a reasonable opportunity to be heard by the full board, excluding directors with a conflict. The final decision and reasons must be notified in writing. The team may seek reinstatement at a general meeting; the members may direct reinstatement by ordinary resolution and the nominee must then be admitted under article 21.

(4) The directors may suspend a team's playing participation or require it to nominate a replacement representative for good reason under the league rules, subject to a fair hearing and any applicable appeal. Suspension from play does not suspend a company member's rights to receive company notices, attend, speak or vote.

Attendance and speaking at general meetings

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

(2) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

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

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

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

Quorum for general meetings

24.—(1) No business other than appointment of the chairperson may be transacted unless a quorum is present.

(2) The quorum is one third of the company members, rounded up to the next whole number, or 15, whichever is smaller, but at least two members must be represented unless the company has only one member, when that member constitutes a quorum.

(3) A member present in person or by a duly appointed proxy is represented for this purpose, including participation permitted by article 23. A member represented more than once counts only once. At least two qualifying persons must be present where the company has more than one member.

Chairing general meetings

25.—(1) The President shall chair general meetings if present and willing. In their absence the League Secretary shall chair if present and willing.

(2) If neither the President nor the League Secretary is willing and present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

Attendance and speaking by directors and non-members

26.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairperson of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

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

(2) The chairperson of the meeting may adjourn a general meeting at which a quorum is present if—

(a) the meeting consents to an adjournment, or

(b) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairperson of the meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

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

Voting: general

28.—(1) A resolution must be decided on a show of hands unless a poll is duly demanded under article 30. Directors' elections must be conducted by paper or electronic ballot; such a ballot is a poll and must give each member one vote.

(2) On a show of hands, poll or written resolution, each member has one vote, exercisable in accordance with the Companies Acts and these articles. On a show of hands a proxy representing more than one member has one vote for each member represented, subject to any voting instructions. No member's vote may be counted twice.

(3) Ordinary resolutions require a simple majority and special resolutions require at least 75%, calculated in accordance with the Companies Acts. The chairperson of a general meeting has no casting vote. A tied resolution is not passed.

(4) Members may pass written resolutions in accordance with the Companies Acts, except where the law requires a meeting. These are distinct from the directors' unanimous decisions under article 8.

Errors and disputes

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

(2) Any such objection must be referred to the chairperson of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the chairperson of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairperson of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

Content of proxy notices

31.—(1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) 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.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

32.—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

(5) A proxy need not be a member of the company or belong to the appointing member's team. A proxy notice received before the start of the meeting is valid if it otherwise complies with article 31; no earlier delivery deadline is imposed by these articles.

Amendments to resolutions

33.—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

Part 4 Administrative arrangements

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36.—(1) Members shall receive the annual accounts and reports required by the Companies Acts. The annual general meeting shall receive the previous year's accounts and the budget forecast for the following year.

(2) Except as provided by law or authorised by the directors or an ordinary resolution, membership does not itself confer a right to inspect the company's other accounting records or documents.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the company or an associated company.

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

(3) In this article—

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article—

(a) a "relevant director" means any director or former director of the company or an associated company,

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

(c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Part 5 League purposes and governance

Objects of the company

40.—(1) The company's objects are to promote softball in the London area, particularly mixed gender slowpitch softball, and to organise, control and manage the League for admitted teams.

(2) In furthering those objects the company may liaise with the British Softball Federation, Baseball Softball UK, other sporting bodies and softball leagues; promote technical competence and safety; uphold and enforce the rules of the game; and undertake activities incidental to those objects.

Application of income and property

41.—(1) The company is not-for-profit. Its income and property must be applied solely towards its objects and must not be distributed to members by dividend, bonus or otherwise by way of profit.

(2) This does not prevent reasonable reimbursement of expenses, payment of reasonable remuneration to employees who are not directors, or reasonable payment for goods or services actually supplied to the company on terms no more favourable to the supplier than reasonable commercial terms.

(3) Any payment to a director, a member or a person connected with a director must comply with articles 14 and 19 and be approved by directors who have no interest in the payment. No payment may be made as a means of distributing profits.

League rules and delegates

42.—(1) The directors may adopt, issue and vary league rules for the operation of the League, including standing orders, regulations governing play, codes of conduct, team registration, fees, playing eligibility, disciplinary procedures and nomination arrangements.

(2) Members must be given adequate notice of rule changes. Changes to regulations governing play must not ordinarily be implemented during the season, except necessary clarifications or minor adjustments in exceptional circumstances.

(3) Members may adopt, amend or rescind league rules by ordinary resolution. A directors' rule must not conflict with a rule adopted by members; any such conflict must be referred to the members for resolution.

(4) League rules must be consistent with the Companies Acts and these articles. They do not form part of these articles and cannot alter company membership, voting rights, directors' powers or any other provision of these articles.

(5) A person may represent the League on another body only if appointed as a delegate by the directors or by ordinary resolution of the members.

Annual and extraordinary general meetings

43.—(1) The company must hold an annual general meeting in each calendar year. The directors determine its time, place and participation arrangements, subject to article 23.

(2) Its business shall include the previous annual general meeting's minutes, the annual accounts, the following year's budget forecast, the President's report, election of directors and any properly notified resolutions or other business. Matters requiring advance notice may not be decided merely as other business.

(3) General meetings must be called on at least 21 clear days' notice. Shorter notice is permitted only with the consent required by section 307 of the Companies Act 2006. The President cannot unilaterally shorten notice.

(4) Notice must state the date, time, place, any remote participation arrangements and the general nature of the business; identify an annual general meeting as such; include the text of any proposed special resolution and the intention to propose it as special; and state prominently the members' right to appoint a proxy to attend, speak and vote and that the proxy need not be a member.

(5) The directors may call an extraordinary general meeting. They must also call one upon a written request from the President, a request approved by at least two thirds of the directors in office, or a valid request by members under section 303 of the Companies Act 2006. Members' statutory rights to require or call a meeting are not limited by these articles.

(6) The Secretary shall ensure that minutes of general meetings and records of members' resolutions are kept for at least ten years. The directors remain responsible for compliance.

(7) Agenda and proposal procedures in the league rules must not restrict statutory rights to require meetings, circulate resolutions or statements, or propose written resolutions.

Financial oversight

44.—(1) The directors shall agree the next year's budget forecast before the annual general meeting, present it to the members and monitor it throughout the year.

(2) Expenditure exceeding the relevant approved budget provision must be approved by a majority decision of the directors at a quorate meeting or by a unanimous decision under article 8.

(3) The directors must keep proper accounting records, prepare accounts and reports and comply with all applicable filing and reporting requirements.

Remaining assets on winding up

45. On winding up or dissolution, any property remaining after payment of the company's debts and liabilities must not be paid or distributed to members. It must be transferred to one or more not for profit bodies with objects similar to the company's and restrictions on distributions to members at least as strict as article 41, selected by the members by ordinary resolution before dissolution or, if no effective selection is made, by the liquidator or other person legally responsible for distributing the assets.

Amendment of the articles

46. These articles may be amended only in accordance with the Companies Acts, including by special resolution under section 21 of the Companies Act 2006. No league rule, committee decision or ordinary resolution can amend them.