

UKFF LTD  
Company no. 8190781  
As Amended by Special Resolution of the Company at a  
General Meeting on 23<sup>rd</sup> February 2014.

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM of ASSOCIATION

Each Subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

The Company exists to govern, develop and promote the sport of Floorball (as defined in the definition section of the Company's Articles of Association) within the United Kingdom.

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### **Defined terms**

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

“AGM” Annual General Meeting;

“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;

“chairman 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;

“club” or “association” a group primarily formed for the purpose of playing floorball;

“company secretary” is the person duly elected or appointed to that position;

“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;

“floorball” means the sport as supervised by the International Floorball Federation (or its successor organization) and includes Unihockey;

“IFF” means the International Floorball Federation;

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

“club member” means a floorball club or association which has paid members’ subscriptions during the current or immediately previous calendar year;

“honorary member” means any individual elected to that position at an AGM;

“individual member” means any individual, not included in any other defined category of member.

“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” a director, subject to an annual election to the position of president, with the powers of president, such powers to be determined by the Board;

“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;

“UKFF” means UKFF Ltd which is the operating company for the United Kingdom Floorball Federation;

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.

### **Liability of members**

2. The liability of each member is limited to £5, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases 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’ POWERS AND RESPONSIBILITIES**

##### **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 save that at all times the Directors shall act in accordance with the overriding requirement to ensure the Company exists only to govern, develop, and promote the sport of Floorball within the United Kingdom.

### **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 said resolution.

(3) All directors must be elected or re-elected annually by the General Meeting, such directors to be voted for individually and not in a block.

### **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 appoint the following positions; Head of Youth Floorball, Head of University Floorball, Head of National Teams and Head of Non-Playing Events who may in turn appoint other members to serve on committees with those titles. The Directors may from time to time add to or amend the above list.

## **DECISION-MAKING BY DIRECTORS**

### **Directors to take decisions collectively**

**7.**—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

### **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 two directors may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice. Such notice shall specify the matters below and those matters must be arranged so as to constitute a reasonable attempt to ensure most directors can attend.

(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 to each director,

### **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.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is four.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

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

### **Chairing of directors' meetings**

**12.**—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman of the meeting.

(3) The directors may terminate the chairman of the meeting's appointment at any time.

(4) If the chairman of the meeting is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

## **Casting Vote**

**13.** No director may have more than one vote as a director; no casting vote provision may be created or implied.

## **Conflicts of interest**

**14.**—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

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

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than the chairman of the meeting is to be final and conclusive.

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

## **Records of decisions to be kept**

**15.** The directors must ensure that the company keeps a record, in writing, for at least 6 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## **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.



## APPOINTMENT OF DIRECTORS

### Methods of appointing directors

- 17.**—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (a) by ordinary resolution, or
  - (b) by a decision of the directors subject to confirmation at the next general meeting. If such an appointment by the directors is proposed it will be disclosed on the UKFF website seven days prior to being confirmed (and may be revoked by the directors in that period) and notified to all members for whom an e-mail address is identified within 30 days after confirmation.
  - (c) one of the directors appointed at each general meeting will be identified as the President and one of the directors appointed shall be identified as Finance Director or Treasurer. Such vote by the general meeting shall be separate from and additional to the vote to appoint or re-appoint them as directors.
  - (d) The general meeting will also appoint a Company Secretary who shall not be a director,

### 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) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (f) 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.
  - (g) they fail to be elected (or re-elected) at any AGM of the Company.

### Directors' remuneration

- 19.**—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the AGM may determine—
- (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, but
  - (b) may not include any pension, sickness benefit or gratuity.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) It is not the intention that any Director shall be an employee of The Company and no steps that would cause a Director to become an employee may be taken.

## **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.
- (d) IFF meetings where UKFF matters are or are likely to be involved.

## **PART 3**

### **MEMBERS**

#### **BECOMING AND CEASING TO BE A MEMBER**

#### **21. Categories of Membership**

The Company will have three classes of Member.

- a) A Club Membership shall be a Floorball Club, which has notified UKFF of a wish to be a member and whose application has been accepted by the Directors. Each Club shall hold one vote on a show of hands, save for Clubs with over 100 registered and paid up members which shall have two votes and Clubs with over 500 registered and paid up members who shall have three votes. The number of additional votes (if any) must be stated in all documents circulated prior to any General Meeting. The number shall be calculated and certified by the Company Secretary prior to circulation of such documents. The Company Secretary may be asked to provide evidence, but no challenge to the calculation is permitted. Such additional votes may not be used in relation to any business of the AGM that concerns the powers or rights to such additional votes. Each Club Member shall have nine votes (or a multiple thereof depending on size) on a poll as set out in Article 29.
- b) An Individual Member shall be a person, over the age of 18, who has notified (by completion of the membership form or otherwise as determined by the directors) UKFF of a wish to be a member and who has paid any applicable membership fee and has not been rejected by the Directors (who have an absolute right to so determine). Any Individual Member who has joined and remains a member of a Floorball Club, that has itself been accepted by the Directors, is automatically eligible for Individual Membership but still subject to the above terms. An Individual Member shall be entitled to vote at a General Meeting and has one vote either on a show of hands or a poll.
- c) An Honorary Member may only be nominated and accepted by the AGM of the Company. An Honorary Member shall not be required to pay any subscription and remains an Honorary Member for life unless removed by a subsequent AGM vote. An Honorary Member shall be entitled to vote at a General Meeting and has one vote either on a show of hands or a poll.

## **Applications for membership**

**22.** No person shall become a member (unless the membership is Honorary) of the company unless—

- (a) that person has completed an application for membership (including any applicable fee) in a form approved by the directors, and
- (b) the directors have approved (or not rejected) the application.

## **Termination of membership**

**23.—**(1) A member may withdraw from membership of the company by giving 30 days' notice to the company in writing.

(2) Membership is not transferable.

(3) A person's (including a Club or Association) membership terminates when they have paid no membership fees which are due either in the current or immediately prior calendar year.

4) Individual Membership ends on the death of the individual or their withdrawal under Section (1) of this Article.

5) The Directors may vote to suspend or expel a member for gross misconduct, such vote shall only be binding if it is unanimous (all directors voting with no abstentions) and such a member must be notified of the proposed action fourteen days prior to such a vote and be allowed to make written representations to the Board and (at the directors' sole discretion) to make representations in person.

## **ORGANISATION OF GENERAL MEETINGS**

### **Attendance and speaking at general meetings**

**24.—**(1) A person is able to exercise the right to speak at a general meeting when that person is present at the meeting,

(2) 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.

(3) The directors shall ensure all members are notified of the date, time, place and Agenda for all General Meetings. Such notice must be in writing unless the Member has accepted, in writing, that other forms of notification are acceptable. The directors are required to hold a General Meeting during each calendar year, failure to do so means they have no continuing powers to act on behalf of the Company, save for the power to call such a general meeting within 30 days. If no such meeting is then called the directors are then required to dissolve the Company.

### **Quorum for general meetings**

**25.** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum which shall be not less than five members (present in person or by proxy) who are entitled to vote.

### **Chairing general meetings**

**26. —** 1) the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

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

## **Attendance and speaking by directors and non-members**

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

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

## **Adjournment**

**28.**—(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 chairman of the meeting must adjourn it.

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

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

(a) specify the time and place to which it is adjourned, and

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

(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 AT GENERAL MEETINGS

### **Voting: general**

**29.** (1) A Club Member shall nominate a person or persons to cast their vote. The procedure for such nomination shall be by votes of all members of their Club or Association or by such other procedure as their Club or Association wishes to adopt. Such nomination must be notified to the Company Secretary prior to the commencement of the General Meeting. The Company Secretary may accept or reject such a nomination if in their opinion it is incomplete or in other ways ambiguous. Such rejection must be communicated to the Club concerned and up until the start of the meeting they may correct or amend it. Once the meeting commences, no changes are permitted.

3) A resolution put to the vote of a general meeting must be decided on a show of hands of those entitled to vote unless a poll is duly demanded in accordance with these Articles.

(4) In the event of a poll being taken each Club Member shall be deemed to hold nine votes and each Individual Member or Honorary Member one vote. Where a Club is of sufficient size (by reason of the number of members) to have two (or more) votes in accordance with Article 21 it shall be deemed to hold eighteen votes (or more) in the same manner.

### **Errors and disputes**

**30.**—(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 chairman of the meeting for determination, save that he may not reverse the prior decision of the Company Secretary.

### **Poll votes**

**31.**—(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 chairman 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 chairman of the meeting consents to the withdrawal.

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

## **Content of proxy notices**

- 32.**—(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, 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) Proxies will be subject to the same provisions as set out in Article 29.
- (5) 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**

- 33.**—(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, subject to the same provisions as set out in Article 29.
- (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.

## **Amendments to resolutions**

- 34.**—(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 chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman 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 chairman 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 chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman of the meeting’s error does not invalidate the vote on that resolution.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

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

**35.**—(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.

#### **Company seals**

**36.**—(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; or

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

#### **Annual Accounts**

**37.** (1) The Directors shall have prepared annual accounts which shall be accompanied by a certificate from an independent, duly qualified, examiner and which must be laid before the General Meeting for approval and which shall be available to all members and be circulated to voting members prior to the General Meeting.

(2) The Directors shall provide (via publication on the website or otherwise) periodic updates on the company's financial position between the date of the annual accounts and shall keep an enduring record of such updates.

#### **Right to inspect accounts and other records**

**38.** A member may upon giving thirty days' notice, in writing, to the Registered Office, attend on any weekday (not being a public holiday) during normal working hours or otherwise by arrangement, for the purpose of inspecting any of the company's accounting or other records or documents merely by virtue of being a member. Inspection shall not include, unless the directors give written consent, making photographic copies.

#### **Provision for employees on cessation of business**

**39.** 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.

## **Distribution of Assets on Cessation of Business**

**40.** 1) Upon cessation of the business the directors shall collect all outstanding debts and settle all outstanding creditors including but not limited to the costs of such cessation and all applicable taxation and prepare final accounts.

(2) Any surplus assets then arising shall be firstly passed to any successor organization recognized by the IFF (or its successors) involved in the promotion of Floorball in the UK. If no such organization exists any other organization involved in promoting Floorball in the UK shall receive the surplus assets. If no such organization exists the assets shall be passed, at the Directors' discretion as to which organization or organizations is selected, to any charitable organization involved in the promotion of competitive sport in the UK.

(3) For the avoidance of doubt no surplus assets on cessation or dissolution may be passed to either an officer of the Company or to a Member.

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

**41.**—(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 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**

**42.**—(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 associated company, and

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