

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF  
THE WORLD SCHOOLS DEBATING CHAMPIONSHIPS LIMITED**

**1. Interpretation**

In these articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the World Schools Debating Championships Limited, a company limited by guarantee and registered in England;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Directors and the secretary;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the Charity. The directors are 'charity trustees' as defined by Section 97 of the Charities Act 1993;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires, words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **2. Members**

1. The subscribers to the memorandum are the first members of the Charity.
2. Membership is open to other individuals or organisations who:
  1. are approved by the Directors; and
  2. comply with the requirements for application for membership as stipulated in the rules adopted by the Charity (pursuant to article 52) from time to time.
3.
  1. The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  2. The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  3. The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
4. Membership is not transferable to anyone else.

5. The Directors must keep a register of names and addresses of the members.

### **3. Classes of Membership**

1. The Charity may adopt rules (pursuant to article 52) which may establish classes of membership with different rights and obligations.
2. Subject always to the contents of these rules, the directors shall be empowered in their sole discretion:
  1. to determine the class of membership of each new member; and
  2. to reclassify a member from one class of membership to another.
3. Subject to article 3.2, the rights attached to a class of membership may only be varied if:
  1. two thirds of the members of that class consent in writing to the variation; or
  2. a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
4. The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

### **4. Termination of Membership**

Membership is terminated if:

1. the member dies or, if it is an organisation, ceases to exist;
2. the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;

3. any sum due from the member to the Charity is not paid in full within six months of it falling due; and/or
4. the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  1. the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
  2. the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **5. Charity Meetings**

1. The Charity may hold General Meetings and Tournament Special Meetings in accordance with these articles
2. A General Meeting is a meeting open to all members, at which binding resolutions of members in accordance with these articles may be discussed and passed.
3. A Tournament Special Meeting is a meeting held at a championship –
  1. at which members who are present at that championship may attend, but which need not have an electronic presence to enable other members not present at the championship to take part,
  2. which may elect TSM Directors in accordance with these articles (see Art.26) and discuss any other business, but may not pass any binding resolutions of members.
4. The Charity shall hold an annual general meeting at least once in every calendar year, such that no less than 6 months and no more than 15 months elapses between annual

general meetings (“the Annual General Meeting”);

5. The Charity shall hold a Tournament Special Meeting at each Championship.
6. For the avoidance of doubt, nothing in this article prevents a meeting of the Tournament Committee taking place at a Championship, nor prevents that meeting deciding anything which a Tournament Committee meeting is entitled to decide.
6. The Directors may call an extraordinary general meeting at any time.

## **7. Notice of Meeting**

1. The minimum period of notice required to hold –
  1. the Annual General Meeting
  2. the Tournament Special Meeting , and
  3. an extraordinary general meeting called for the passing of a special resolution, is 21 clear days
2. The minimum period of notice required to hold all other extraordinary general meetings is 14 clear days
3. A general meeting may be called by shorter notice if it is so agreed:
  1. in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
  2. in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
4. The notice for a meeting of the Charity must specify –
  1. whether the meeting is an Annual General Meeting, a Tournament Special Meeting, or an extraordinary general meeting,
  2. the date, time and place of the meeting
  3. (except for a Tournament Special Meeting) the email or electronic means by which those unable to attend in person may take part, and

4. the general nature of the business to be transacted.
  5. The notice must be given to all the members and to the Directors and auditors.
8. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
9. Business may be conducted at any general meeting by email or other electronic methods.
10. **Proceedings at general meetings**
  1. No business shall be transacted at any general meeting unless a quorum is present.
  2. Subject to article 11.3, a quorum is:
    - two members entitled to vote upon the business to be conducted at the meeting; or
    - one quarter of the members who are entitled to vote at the time, whichever is the greater.
  3. The authorised representative of a member organisation shall be counted in the quorum.
  4. Business may be conducted at any general meeting by email or other electronic methods. This electronic presence shall be counted in the quorum.
11.
  1. If:
    1. a quorum is not present within half an hour from the time appointed for the meeting (in the case of an electronic meeting, a quorum by electronic presence is not present within two clear days from the time appointed for the meeting);  
or

2. during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Directors shall determine.

2. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
3. If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting (in the case of an electronic meeting, a quorum by electronic presence is not present within one clear day from the time appointed for the meeting), the members present at that time shall constitute the quorum for that meeting.

12.

1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting (in the case of an electronic meeting, if no such person is present within one clear day from the time appointed for the meeting) a Director nominated by the Directors shall chair the meeting.
3. If there is only one Director present and willing to act, he or she shall chair the meeting.
4. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it (in the case of an electronic meeting, if no such person is present within one clear day from the time appointed for the meeting), the members present and entitled to vote must choose one of their number to chair the meeting.

13.

1. The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

14.

1. Any vote at a meeting shall be decided by a show of hands or an agreed electronic voting presence unless before, or on the declaration of the result of, the show of hands a poll is demanded:
  1. by the person chairing the meeting; or
  2. by at least two members having the right to vote at the meeting.
2.
  1. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
  2. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
3.
  1. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
  2. If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 4.

1. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
2. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
5.
  1. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
  2. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
  3. The poll must be taken within thirty days after it has been demanded.
  4. If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
  5. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
15. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
16. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

17. **Votes of members**

1. Subject to Articles 3 and 14 and the next paragraph every member, whether an individual or an organisation, shall have one vote.
  2. No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
18. One vote is either a show of hands or an agreed electronic voting presence.
19. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 20.
1. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
  2. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organization until written notice to the contrary is agreed by the Charity.
  3. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.
21. **Directors**
1. A Director must be a natural person aged 18 years or older.
  2. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 33.

22. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

**23. Powers of Directors**

The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.

Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

**24. Directors**

There shall be 9 directors, elected as follows:

1. 4 directors elected at a Tournament Special Meeting (“the TSM Directors”);
2. 5 directors elected at an Annual General Meeting (“the AGM Directors”).

**25. Terms of office**

Subject to Article 28:

1. The term of office of a TSM Director is the period from the Tournament General Meeting at which they were elected, until the second Tournament General Meeting after that, at which the Director must retire.
2. The term of office of an AGM Director is the period from the Annual General Meeting at which they were elected, until the second Annual General Meeting after that, at which the Director must retire.

**26. Transition period**

1. The amendments inserted in these articles at the January 2017 AGM come into effect immediately at the end of that meeting.

2. At the first Tournament Special Meeting after these amended Articles come into force, the meeting shall elect 4 TSM Directors;
3. The 2 TSM Directors elected with the highest number of votes at that Tournament General Meeting shall serve a full term in accordance with Article 27.2;
4. The other 2 TSM Directors elected at that Tournament General Meeting shall serve a term until the next Tournament General Meeting, at which they must retire.
5. At the first Annual General Meeting after these amended Articles come into force, the meeting shall elect 5 AGM directors;
6. The 3 AGM Directors elected with the highest number of votes at that Annual General Meeting shall serve a full term in accordance with Article 27.1;
7. The other 2 AGM Directors elected at that Annual General Meeting shall serve a term until the next Annual General Meeting, at which they must retire.
8. All Directors elected prior to these amended articles coming into force must retire no later than the first AGM referred to in this article; they may stand for re-election.

#### **27. Electing Directors**

1. All members present at an Annual General Meeting are entitled to vote for AGM Directors at that Annual General Meeting.
2. Only those members present at a Tournament Special Meeting who are also eligible to vote at the Tournament Committee for that Championship are entitled to vote for TSM Directors at that Tournament Special Meeting.

#### **28. Co-opting Directors**

1. The Directors may by ordinary resolution appoint a person to fill any vacancy on the Board;
2. A person appointed as a Director in accordance with this Article becomes an AGM or a TSM Director as the case may be, depending on which Director the person was appointed to replace;
3. A person appointed as a Director in accordance with this Article must retire at the next AGM (in the case of an AGM Director) or TSM (in the case of a TSM Director);

4. If the AGM or TSM Director that the Director appointed in accordance with this Article replaces would have retired at the next AGM or TSM, the election at that next AGM or TSM proceeds in accordance with the Articles without alteration;
5. If the AGM or TSM Director that the Director appointed in accordance with this Article replaces would not have retired at the next AGM or TSM, the election at that next AGM or TSM proceeds as follows:
  1. An election for directors proceeds in accordance with the Articles to elect the Directors who would otherwise have been elected at that meeting;
  2. The person with the highest number of votes who is not elected as a Director, is elected as a Director for the remainder of the term of the Director who has been replaced in accordance with these Articles, and retires at the next AGM or TSM as the case may be but may stand for election again.

## **29. Chairperson**

1. At the first meeting of the Directors after an Annual General Meeting, the Directors shall elect one of the Directors to be the Chairperson of the Board until the next Annual General Meeting.
2. A person may not serve as Chairperson for more than 5 consecutive years.

## **30. The Tournament Committee**

1. The Tournament Committee shall consist of one representative of each team participating at a Championship.
2. Where a team is supported by an organisation, that organisation shall nominate one person to be the representative of that team.
3. Where a team is not supported by an organisation, that team shall nominate one person from its delegation to be the representative of that team.
4. The representative of a team must be an adult over the age of 18.
5. Either the organisation supporting a team or the representative of the team must be a current full member of the Charity, with no monies owing at the start of the meeting.
6. Meetings of the Tournament Committee shall be chaired by the Chairperson of the Directors, or in that person's absence by a Director elected by the meeting, or if no Director is present, by a person elected by the meeting.

7. The Tournament Committee shall:vote on proposed changes to the Tournament Rules in accordance with these articles, and conduct such other business as may be required by the Tournament Rules

### **31. Disqualification and Removal of Directors**

A Director shall cease to hold office if he or she:

1. ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
2. is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
4. resigns as a Director by notice to the Charity (but only if at least three Directors will remain in office when the notice of resignation is to take effect); and/or
5. is absent or does not take part in email or other electronic discussions without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

### **32. Directors' Remuneration**

The Directors must not be paid any remuneration unless it is authorized by clause 5 of the memorandum.

### **33. Proceedings of Directors**

1. The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
2. Any Director may call a meeting of the Directors.

3. The secretary must call a meeting of the Directors if requested to do so by a Director.
4. Questions arising at a meeting shall be decided by a majority of votes.
5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
6. All or any of the directors or the members of any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any other communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.

34.

1. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
2. The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
3. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

35. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

36.

1. The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.
2. If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes from the time appointed for the meeting (in the case of an electronic meeting, is not present within one clear day from the time appointed for the meeting), the Directors present may appoint one of their number to chair that meeting.
3. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

37.

1. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
2. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

### 38. **Delegation**

1. The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
2. The Directors may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the committee to whom they delegate; and/or
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
3. The Directors may revoke or alter a delegation.

4. All acts and proceedings of any committees must be fully and promptly reported to the Directors.

39. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

40.

1. Subject to paragraph 42.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office; and/or
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if without:
    - the vote of that Director; and
    - that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.

2. Paragraph 42.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 42.1, the resolution would have been void, or if the Director has not complied with article 41.

#### 41. **Seal**

If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by two Directors.

#### 42. **Minutes**

The Directors must keep minutes of all:

1. appointments of officers made by the Directors;
2. proceedings at general meetings of the Charity; and
3. meetings of the Directors and committees of Directors including:
  - the names of the Directors present at the meeting; and
  - the decisions made at the meetings.

#### 43. **Accounts**

1. The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
2. The Directors must keep accounting records as required by sections 221 and 222 of the Act.

#### 44. **Annual Report and Return and Register of Charities**

1. The Directors must comply with the requirements of the Charities Act 1993 with regard to:
  1. the transmission of the statements of account to the Charity;
  2. the preparation of an annual report and its transmission to the Commission;  
and
  3. the preparation of an annual return and its transmission to the Commission.
2. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

45. Any notice to be given to or by any person pursuant to the articles:

1. must be in writing; or
2. must be given using electronic communications.

46.

1. The Charity may give any notice to a member either:

1. personally; or
2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
3. by leaving it at the address of the member; or
4. by giving it using electronic communications to the member's address.

2. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

47. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48.

1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
2. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall

be conclusive evidence that the notice was given.

3. A notice shall be deemed to be given:

1. 48 hours after the envelope containing it was posted; or
2. in the case of an electronic communication, 48 hours after it was sent.

#### **49. Indemnity**

The Charity may indemnify (or provide appropriate insurance cover to) any Director, auditor, reporting accountant, or other officer of the Charity against any liability incurred by him or her in that capacity: in the case of a Director, to the extent permitted by section 309A of the Act, in the case of an auditor, to the extent permitted by section 310 of the Act.

#### **50. Bye laws**

1. The Directors may from time to time make such reasonable and proper bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
2. The bye laws may regulate the following matters but are not restricted to them:
  1. the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  2. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  3. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  4. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles; and generally, all such matters as are commonly the subject matter of company bye laws.
3. The Charity in general meeting has the power to alter, add to or repeal the bye laws.

4. The Directors must adopt such means as they think sufficient to bring the bye laws to the notice of members of the Charity.
5. The bye laws shall be binding on all members of the Charity. However if the provisions of the memorandum or the articles conflict with the provisions of any bye laws of the Charity, the provisions of the memorandum or the articles (as the case may be) shall prevail.

## **51. Tournament Rules**

1. The Tournament Committee may make Tournament Rules (“Rules”) relating to
  1. the conduct of debates,
  2. the conduct of a championship,
  3. the determination of which Nations are eligible to take part in a championship,
  4. the determination of which persons or organisations may provide the team to represent a Nation at a championship,
  5. the conduct of meetings of the Tournament Committee,
  6. decision-making on any of these matters between championships, and
  7. anything reasonably incidental to these matters.
2. \_\_\_\_\_
  1. Amendments to the Rules to be considered by the Tournament Committee between championships are to be considered in accordance with procedures set out in the Rules.
  2. An amendment to the Rules considered between championships is passed only if -
    1. a majority of two-thirds of the Nations voting are in favour,
    2. the voting begins at least 60 days before the start of the next championship to which the amendment will apply, and
    3. if the voting concludes and the result is announced at least 50 days before the start of the next championship to which the amendment will apply.
3. The Rules shall be binding on all members of the Charity, and on all persons taking part in a tournament. However if the provisions of the memorandum, the articles or the bye laws conflict with the provisions of the Rules, the provisions of the memorandum, the articles or the bye laws (as the case may be) shall prevail.