

THE COMPANIES (GUERNSEY) LAW, 2008

NON-CELLULAR COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF INCORPORATION

of

GUERNSEY ISLAND GAMES ASSOCIATION LBG

Registered on 24th May, 2005

As altered by Special Resolution made on 24th November 2005.
As altered by Special Resolution made on 29th November 2007
As altered by Special Resolution made on 26th November 2015
As altered by Special Resolution made on 21st March 2023
As altered by Special Resolution made on 11th March 2025

Final Board version for agreement 11 March 2025

THE COMPANIES (GUERNSEY) LAW, 2008 as amended.

NON-CELLULAR COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF INCORPORATION

of

GUERNSEY ISLAND GAMES ASSOCIATION LBG

1. NAME

The name of the Company is “**GUERNSEY ISLAND GAMES ASSOCIATION LBG**”.

2. REGISTERED OFFICE

The registered office of the Company will be situated in Guernsey and is situated at The Coach House, Beau Sejour Leisure Centre, St Peter Port, Guernsey. GY1 2DL.

3. OBJECTS AND POWERS

The Company’s objects and powers are:

- 3.1 To maintain affiliation with and foster and develop the objects of the International Island Games Association within the Island of Guernsey
- 3.2 To promote the recruitment as members of the Company of any recognised governing bodies of sport in the Island of Guernsey dedicated to the sports as listed from time to time by the International Island Games Association
- 3.3 To provide management, administration, facilities and other services for its members
- 3.4 To provide management, administration, facilities and arrangements for the Island of Guernsey, its competitors and teams for sporting events and/or other pursuits at any celebration of the Island Games to be run under the auspices of the International Island Games Association as may be deemed desirable by its members
- 3.5 To provide practical support to Association Members as may be required from time to time
- 3.6 To receive charitable donations (the Donations) from whatever source for the benefit of the Association Members, at the Board’s discretion.

4. In furtherance of the primary objects, the Company's powers shall be unrestricted.
- 5.1 The Company is a non-cellular company.
- 5.2 The income and property (including profits (if any)) of the Company whencesoever and howsoever derived shall be applied solely for or towards the primary objects of this Memorandum.
- 5.3 No dividend, bonus or other payment out of the profits of the Company shall be paid to the members of the Company.
- 5.4 The Company is and shall remain charitable and nothing in this Memorandum shall empower the Company to do or cause or permit to be done anything which would cause the Company to become non-charitable.
- 5.5 Nothing in this Memorandum shall prevent any payment in good faith by the Company:
 - 5.5.1 of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the Company
 - 5.5.2 to any Director of reasonable out-of-pocket expenses.
6. Save as provided below, the liability of the members of the Company is limited. Each member of the Company severally undertakes to contribute to the assets of the Company in the event of the same being wound up while a member or for a period of one year after ceasing to be a member, for payment of the Company's debts and liabilities and the costs charges and expenses of winding up such amount as may be required but limited to and not exceeding one pound (£1).
7. If upon the winding-up of the Company there remains after the satisfaction of all its debts and liabilities and the costs charges and expenses of winding-up any property the same shall be paid to the Guernsey Sports Commission LBG or any successor body thereto to be applied to or for the benefit or furtherance of sport in the Island of Guernsey.
8. Any provision of this Memorandum of Incorporation may be amended by Special resolution of the Company.
9. **MEMBERS**

The number of members shall not exceed 50.
10. **SIGNING**

The signature of the Company shall be:

 - 10.1 "Guernsey Island Games Association LBG" with the addition of the signature(s) of one or more person(s) authorised generally or specifically by the Directors for such purpose; or
 - 10.2 the Common Seal of the Company (if any) countersigned by such person(s) as the Directors may at any time authorise in that behalf.

We, the persons whose names and addresses are written below, wish to be the continuing subscribing members as at the date of this amendment dated 11th March 2025.

Signatures, Names and Addresses of Subscribing Members	Amount undertaken to be contributed
--	-------------------------------------

Karen Anne Archenoul
Burwood
Green Lanes
St Peter Port
Guernsey
GY1 1TN

£1

Matthew Paul Bowen
Sibley
Bordel Lane
Vale
Guernsey
GY3 5DE

£1

Christopher Peter Jackson
Niyati
Rue du Tertre
Vale
Guernsey
GY3 5QG

£1

Jane Ann Le Tissier
102, Rue de la Haie
Les Prins
Vale
GY6 8HF

£1

Jonathon Ian Marley
1 Sunset Cottage
Green Lanes
St Peter Port
Guernsey
GY1 1TN

£1

Susan Mary Naftel
Xanadu
Grandes Rocques Road
Castel
GY5 7FW

£1

Isla Kirsteen Wright
Coromandel
Route Militaire
St Sampsons
Guernsey
GY2 4EE

£1

Dated this 11th day of March 2025

Witness to the above Signatures:

Gary Roy Wallbridge
Les Avants
Routes des Landes
Vae
Guernsey
GY3 5JJ

THE COMPANIES (GUERNSEY) LAW, 2008 as amended

NON-CELLULAR COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF INCORPORATION

of

GUERNSEY ISLAND GAMES ASSOCIATION LBG

1. PRELIMINARY

In these articles:

- 1.1 “Annual Subscription” shall be the fee payable by each Member as determined by Resolution at an Annual General Meeting of the Company.
- 1.2 “Articles” means these articles of incorporation as amended and replaced from time to time and "Article" shall be construed accordingly.
- 1.3 “Board” means the management board of the Company established in accordance with Article 7.15.
- 1.4 “Chair” means the elected member who shall perform such functions as are set out in these Articles and shall only have a casting vote in all matters requiring a vote.
- 1.5 “clear days” in relation to the period of notice means the 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.
- 1.6 “the Company” means the Guernsey Island Games Association LBG.
- 1.7 “Directors” means the directors from time to time of the Company or the directors present at a meeting of the directors at which a quorum is present.
- 1.8 “Interested” in relation to a Director has the meaning given to that term in Section 167.
- 1.9 “Island Games” means such games as are organised from time to time by and run under the auspices of the International Island Games Association.
- 1.10 “General Meeting” means a meeting of the Members as further described in Article 5
- 1.11 "Law" means The Companies (Guernsey) Law, 2008 (as amended).

- 1.12 “Member” means those persons or organisations which have been approved as a member of the Company in accordance with Article 3 and each Member shall be classed as either a Voting Member or a Non-Voting Member in accordance with Article 3.4 and “Membership” shall be construed accordingly.
- 1.13 “Members Register” or “Register” means a register kept at the registered office of the Company, containing the names, addresses and description of its Members to be kept in accordance to Section 123.
- 1.14 “Non-Voting Member” means the class of Members who have all the rights and responsibilities of membership except voting rights in accordance with Article 4.3.
- 1.15 “Resolution” means a resolution of the Company which shall be carried by a simple majority of the votes of the Members eligible to vote and voting thereon in accordance with Section 176.
- 1.16 “Secretary” means any person appointed to that position and entered into the Register as determined by the Directors.
- 1.17 “Special Resolution” means a resolution of the Members passed as a Special Resolution in accordance with the terms of these Articles and the provisions of the Statutes by a majority of not less than seventy five per cent of the votes of the Members eligible to vote and voting thereon in accordance with Section 178.
- 1.18 “the Statutes” means the Law, every Order in Council or Ordinance or regulation or other subordinate legislation for the time being in force concerning companies registered in Guernsey and affecting the Company.
- 1.19 “Sub-Committee” means, subject to the provision set out in these Articles, any Sub-Committee of the Board.
- 1.20 Treasurer means any person appointed to that position and entered into the Register as determined by the Directors.
- 1.21 “Voting-Member” means the class of Members who have all the rights and responsibilities of membership of the Company inclusive of voting rights in accordance with Article 4.3.
- 1.22 “Working Party” means any temporarily constituted group set up by the Board or a Sub-Committee to report to the forming body on a specific matter.
- 1.23 The Articles must be read in conjunction with and subject to the provisions of the Law.
- 1.24 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Statutes but excluding any statutory modification not in force when these articles become binding on the Company
- 1.25 Unless the context otherwise requires:

- 1.25.1 words in the singular include the plural and vice versa;
- 1.25.2 words importing any gender include all genders;
- 1.25.3 a reference to a person includes a reference to a body corporate or an unincorporated.

2. OBJECTS

The Company is established for the purposes expressed in the Memorandum of Incorporation.

3. STANDARD ARTICLES DISAPPLIED

The standard articles of incorporation referred to in the Law are disappplied and replaced in their entirety by these Articles.

4. MEMBERSHIP

4.1 The Company shall offer various classes of membership to any individual or recognised governing body of sport or organisations as shall be dedicated to one of the sports included in the Island Games from time to time and being of good standing after completion and acceptance by the Company following the application procedure as set out in Article 4.2 below, payment of the Annual Subscription and acceptance of the terms and conditions of membership as are in force at the time.

4.2 Application for membership shall be submitted, in writing, to the Secretary of the Company who shall put forward the application for consideration at a duly convened General Meeting. A Resolution must be passed at the General Meeting for the application for membership to be successful. The successful applicant shall be deemed to have obtained membership of the Company as at the date of the Resolution approving the application.

4.3 Individuals may become Members of the Company upon the nomination by a Voting Member, seconded by another Voting Member, provided such nomination is approved by Resolution.

The classes of Non Voting membership may be varied from time to time by the Members but to always include Honorary Life Members and Honorary Advisors.

4.3.1 Voting Members:- Voting Members shall have all rights associated with membership of the Company inclusive of voting rights. Such rights shall include but not be limited to the right to receive notices of meetings and attend and participate in meetings of the Members with the exception that if any sport consists of different disciplines which have separate governing bodies, such sport shall have one vote only, which vote shall be apportioned equally between each such discipline.

- 4.3.2 If the governing bodies of any disciplines agree to reorganise whether by way of combining with another governing body of the same discipline or splitting into separate organisations, that discipline shall:
 - 4.3.2.1 advise the Secretary of the Company in writing of such reorganisation including the proposed combining or splitting of the member discipline's vote(s);
 - 4.3.2.2 the Secretary shall put forward the proposal for apportionment of the vote(s) for consideration at a duly convened General Meeting;
 - 4.3.2.3 the member discipline shall not be entitled to vote on any matter until such time as a decision has been made in General Meeting;
 - 4.3.2.4 if the reorganisation is such as to split the discipline, each discipline shall automatically become a Member;
- 4.3.3 Non-Voting Members:- Non-Voting Members shall have all rights associated with membership of the Company except voting rights. Such rights shall include but not be limited to the right to receive notices of meetings and attend and participate in meetings of the Members.
- 4.4 All individuals and organisations joining the Company shall agree to support the objectives of the Company and to abide by the Articles, bylaws and rules of the Company from time to time.
- 4.5 The Annual Subscription to the Company as determined by Members at the Annual General Meeting shall be payable by each Member to the Company to be received by the 31st of January in each year.
- 4.6 All Members undertake severally to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up as provided in clause 7 of the Memorandum and Article 16.
- 4.7 The Members shall have the right to decline membership of the Company to any individual or sport or organisation without assigning any reason.

5. **RETIREMENT AND DISQUALIFICATION OF MEMBERS**

- 5.1 Any Member desiring to resign membership shall do so in writing to the Company's registered office. The Member's name shall then be removed from the Members Register. Membership shall cease as soon as the Member's name is removed from the Members Register.
- 5.2 Any Member whose Annual Subscription is unpaid 90 days after the due day shall cease to be a Member and the Member's name shall then be removed from the Register and shall forfeit all rights in and claims upon the Company until such time as they shall re-apply for membership and the Annual Subscription together with any arrears and or re-application fee set by the Members has been paid to the Company unless the Members suspend the

operation of this provision as regards any particular Member on such terms as it, at its discretion, may determine.

- 5.3 The Company shall be entitled to suspend or disqualify from membership any person, organisation or recognised governing body whose conduct has proved, or is likely to prove, prejudicial to the good standing of the Company; or to the attainment of its objectives; or who has broken any rule/s of the Company; or who has broken any code of conduct of the Company in force from time to time.
- 5.4 General powers of suspension are vested in the Membership. Any Member may be suspended from membership upon the passing of an Extraordinary Resolution, which said Extraordinary Resolution shall also determine the duration of such suspension.
- 5.5 Without prejudice to the generality of Article 5.4 the Company may from time to time issue guidance or directions with regard to compliance with Article 5.4.
- 5.6 If any Member is convicted on indictment of any criminal offence they shall ipso facto cease to be a Member. Any person so ceasing to be a Member may be re-admitted to membership by the Membership at its discretion.
- 5.7 Any Member or organisation expelled or suspended in accordance with these Articles, or otherwise ceasing to be a Member, shall forfeit all rights to or claims upon the Company or any return of fees paid and shall remain liable for any outstanding fees or charges due from them at the date of expulsion or cessation.

6. REGISTER OF MEMBERS

- 6.1 The Company shall keep a Register of members and make them available for inspection in accordance with the Law

7. GENERAL MEETINGS

- 7.1 The Company shall hold General Meetings as Annual General Meetings in accordance with the requirements of the Statutes.
- 7.2 All General Meetings may be held at any place in Guernsey or elsewhere as the Directors may determine.
- 7.3 The Directors may convene General Meetings and subject to the Statutes, a meeting may be requisitioned by Members holding in aggregate 10% or more of the voting rights which requisition shall state the object of the meeting and the terms of any Special or Extraordinary Resolution to be proposed there.
- 7.4 On the receipt of such requisition the Board shall immediately proceed to convene a General Meeting by giving not more than 28 days' notice to the Members, such notice to be given within 21 days of such receipt; if it does not proceed to convene a meeting within such period a majority of Members who requisitioned the meeting may themselves convene a meeting.

- 7.5 At least 14 days before every Annual General Meeting, notice specifying the place, the day and hour of the meeting, an agenda and a copy of the audited accounts of the Company shall be sent to each Member or in such other manner, if any, as may be prescribed by the Company in General Meeting, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any General Meeting.
- 7.6 At least 14 days before any other General Meeting, notice specifying the place, the day and hour of the meeting, together with an agenda shall be sent to each Member or in such other manner, if any, as may be prescribed by the Company in General Meeting, but the accidental omission to give such notice to, or the non-receipt of such notice by, any Member shall not invalidate the proceedings at any General Meeting.
- 7.7 Subject as provided above, to be accepted as an item of business at a General Meeting of the Company a motion shall:
- 7.7.1 be submitted in writing to the Secretary;
- 7.7.2 not less than 21 days before the due date of the meeting;
- 7.7.3 by any Member;
- 7.8 No business shall be considered at a General Meeting other than that contained in the agenda for the meeting;
- 7.9 Amendments to items of business may be proposed following the same procedures as set out in Article 7.7 and must be received by the Company at least 7 days prior to the meeting;
- 7.10 The following matters of the Company shall solely be reserved for General Meetings of the Company:
- The nomination and election of Directors;
 - Changes to the Articles by way of a Special Resolution;
 - The nomination and election of the Chair of the Management Board;
 - Approval of the Annual Financial Statements;
 - The level of annual Subscriptions;
 - The expulsion of Members;
 - The nomination and election of Honorary Life Members;
 - The nomination and election of Honorary Advisors.

8. PROCEEDINGS AT GENERAL MEETINGS

- 8.1 No business shall be transacted at any meeting unless a quorum of not less than one-half of the Voting Members is present at the commencement of such business.
- 8.2 All business of the Company at a General Meeting shall be made by Resolution unless a Special Resolution shall be required as stipulated by any of the terms of these Articles or the Statutes.

- 8.3 The Membership shall be responsible for making recommendations to the Board on the following matters:

The choice of Host Island for any Island Games;
The choice of Island Games Sports Programmes for any Island Games;
The terms of any Codes of Conduct;
The terms of any Child Protection Policies;
The Disciplinary Code;
The arbitration of any appeals against disciplinary actions taken by the Management Board under the Codes of Conduct or Disciplinary Code;
Constitutional changes to be made to the Rules and Regulations governing the International Island Games Association.

- 8.4 The Board members and one delegate from each Voting Member or in the absence of a delegate a proxy duly empowered in writing by the Voting Member shall have the right to vote upon a Resolution (whether Special, Extraordinary or otherwise) with the exception of the chairman of that meeting who shall have a casting vote only.
- 8.5 Every Voting Member shall have one vote with the exception of those Voting Members who have fractional votes only as set out in Article 4. All votes at a General Meeting shall be given personally by a show of hands unless at least one quarter of the Voting Members present request that a secret ballot be held. In the case of an equality of votes the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote only.
- 8.6 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.7 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 8.8 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 8.9 At any General Meeting the chairman may appoint two scrutineers from those present, whose function shall be to count the votes, whether the votes are cast in secret or not, and to organise secret ballots should the same have been requested in accordance with the procedure outlined in Article 8.5 above.

- 8.10 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present, the meeting shall stand dissolved.
- 8.11 The Chair shall preside as chairman at every General Meeting. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 8.12 If the Chair is not present at the time of holding a meeting the Members present shall choose a member of the Board to chair the meeting.
- 8.13 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place (consent shall be defined by a simple majority vote).
- 8.14 At any General Meeting, a declaration by the chairman that a resolution has been carried or lost, and any entry to that effect in the minute book of the Company shall be conclusive evidence of that fact.
- 8.15 No Member shall vote at any General Meeting if any money owing from that Member on any account to the Company remains unpaid. Any vote by such a Member shall be deemed to be invalid if:
- 8.15.1 any objection is raised to the qualification of any voter; or
- 8.15.2 any notes have been counted which ought not to have been counted or which might have been rejected; or
- 8.15.3 any notes are not counted which ought to have been counted
- The objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless it is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be conclusive.
- 8.16 Poll Votes must be given personally or by representative.
- 8.17 A sport which is a Member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any general meeting. The person so authorised shall be entitled to exercise the same powers on behalf of the Sport which he represents as that sport could if it were an individual Member.
- 8.18 Proceedings Specific to Annual General Meetings**

- 8.18.1 Business that is transacted at an Annual General Meeting shall include the laying before the meeting of the accounts and any documents annexed to them, the reports of the Board and from such Sub-Committees as are appropriate, the report of the auditors, the election of Board members in the place of those retiring and the re-appointment of retiring auditors and the fixing of their remuneration, to determine the amount of the annual subscriptions, in addition to any other business usually brought forward;
- 8.18.2 Business other than that on the agenda for an Annual General Meeting ('any other business') may be considered at the meeting at the discretion of the chairman. No resolution of the Company shall be voted on or passed on any matter raised as 'any other business';
- 8.18.3 Alterations or additions to the Articles shall only be considered at an Annual General Meeting of the Company. The proposed alterations to the Articles shall be made in writing and submitted to the Company Secretary not less than 21 days preceding the date of the Annual General Meeting and shall be included on the Agenda for the Annual General Meeting as required by Article 7.5 above. Any alterations or additions proposed in accordance with this Article shall require a Special Resolution in support.

9. THE MEMBERSHIP

- 9.1 The Board shall consider and take account of, but shall not be bound by, any recommendations of the Membership, save as shall be permitted by the Statutes.
- 9.2 Control of the Company is vested in its Board, save such matters as may be reserved to the members of a company by the Statutes. Subject thereto the Membership may make recommendations to alter the rules and bylaws for the smooth running of the Company (including but not limited to those matters set out in Article 8.3), the good conduct of Members inter se and the regulation of all other matters of the Company generally. Without prejudice to the generality of the foregoing, such rules and bylaws are to regulate:
 - 9.2.1 (without prejudice to Article 4) the admission and classification (or reclassification) of Members, the rights and privileges of such Members and the terms on which persons may apply for membership and on which Members may resign or have their membership terminated;
 - 9.2.2 the procedure at General Meetings and meetings of the Sub-Committees and Working Parties insofar as such procedure is not regulated by these Articles.

10. THE BOARD

- 10.1 The Board shall be responsible for the day to day administration and financial affairs of the Company and shall consist of the following:

The Chair

Up to eight other Directors, a majority of which will be ordinarily resident in the Bailiwick of Guernsey.

10.2 Board Members:

Must be persons of integrity and probity who have suitable and appropriate skills and experience

Have a duty to act in good faith at all times, with a general duty of care

Have a duty to act only in accordance with the powers afforded by this Memorandum and Articles of Incorporation

Have a duty to ensure there are measures in place to enable the Company to achieve its purpose and objectives effectively, to fulfil its other obligations under this governing document and to discharge any legal obligations to which it is subject

Have a duty to review the activities of the Company, as well as the performance of the Board, from time to time to ensure that the Company continues to achieve its purpose and objectives effectively, to fulfil its other obligations under this governing document, and to discharge any legal obligations to which it is subject

Have a duty to take all reasonable measures with the objective of ensuring that the financial position of the Association is satisfactory and prudent for the Company's mission and objectives

10.3 Secretary

10.3.1 One of the Directors shall be appointed to the role of Secretary by the Board. The Secretary must be unrelated to the Chair or the Treasurer. The duties and powers of the Secretary are set out variously in this Memorandum and Articles of Incorporation.

10.3.2 To the extent not otherwise set out herein the duties and powers of the Secretary are:

To keep records and minutes of all meetings of the Company and the Board

To issue all notices of meetings of the Company and the Board

To perform such other duties as ordinarily pertain to the office

10.4 Treasurer

10.4.1 One of the Directors shall be appointed to the role of Treasurer by the Board. The Treasurer must be unrelated to the Chair or the Secretary.

10.4.2 The duties and powers of the Treasurer are:

To keep the books of account of the Company and to prepare the financial accounts for presentation of the Board at their regular meetings, and to the Members at the Annual General Meeting as provided for in Article 8.18.1 above.

To maintain bank accounts holding all the funds received by the Company
 To collect monies due to the Company and pay them into the Company's bank account
 To arrange for the payments of any accounts due to be paid to the Company and ensure that payments are made in accordance with the Bank Mandate
 Perform other duties as ordinarily pertain to the office.

- 10.5 The Board shall consider and take account of, but shall not be bound by, any recommendations of the Membership, save as shall be permitted by the Statutes.
- 10.6 The quorum necessary for the transaction of business of the Management Board is 3.
- 10.7 The Board may continue to act even if their number is reduced by death, retirement or otherwise. However, if their numbers are reduced to below what constitutes a quorum, the continuing Board shall only act for the purpose of filling vacancies until a quorum is established.
- 10.8 No person shall obtain pecuniary advantage by virtue of their position on the Board.
- 10.9 The Directors shall hold office for up to four years (and for such further time as is needed until the next succeeding Annual General Meeting) but on retirement shall be eligible for re-election to a maximum of two further terms of four years;.
- 10.10 If a Director has served a maximum term of twelve consecutive years, a further period may only be permitted should there be no other candidates for election and on the understanding that every effort will be made to find a successor candidate for election at each following four year period.
- 10.11 The Board shall, from its number, elect the Chair, a Secretary, Treasurer and Games Team Director together with other officers as may be required from time to time.
- 10.12 The Board is responsible for managing the retirement and election of its members so as to ensure a continuity of knowledge and experience.
- 10.13 If at any time during the year a vacancy occurs on the Board the Board shall, if appropriate, elect a replacement in an acting capacity to serve until the next Annual General Meeting;
- 10.14 Subject as provided above, the election of Board members shall take place at a General Meeting in the following manner:
 - 10.14.1 Election shall be by nomination by any Voting Member provided that such nomination is seconded by another Voting Member and the consent of the nominee to act and confirmation of eligibility to be appointed as required by the Law if elected is obtained;

- 10.14.2 Nominations for the Members of the Board must be submitted duly proposed and seconded to the Secretary of the Company, in writing, at least 21 days prior to the date fixed for the holding of the General Meeting at which the election is to be held;
- 10.14.3 Both the proposer and seconder must be fully subscribed Voting Members.
- 10.15 Management Board members shall be paid all reasonable expenses properly incurred by them in attending and returning from International Island Games meetings or in connection with the business of the Company, but will receive no remuneration directly for their performance in the role of being a Board Member.
- 10.16 Subject to the Statutes the affairs and property of the Company shall be administered by the Board, they may alter the rules and bylaws for the smooth running of the Company and its premises, the good conduct of Members inter se and the regulation of all other matters of the Company generally.
- 10.17 The Board shall adopt such means as it deems necessary to bring to the notice of Members all such rules and bylaws, which so long as they shall be in force, shall be binding on all Members provided nevertheless that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.
- 10.18 The Board shall exercise all such powers and do such things as may be exercised or done by the Company, save such as are by these Articles or by any statute for the time being in force specifically required to be exercised or done by the Company in General Meeting.
- 10.19 Without prejudice to the generality of the foregoing Article 10.14 the Board may exercise all the powers of the Company to borrow or raise money and give security for money or money's worth or for any debt, liability or obligation of the Company or of any third party interested in or otherwise having dealings in the ordinary course of business of the Company by the issue of or upon bonds, debentures or debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company and to give guarantees for the performance of obligations to any third party interested in or otherwise having dealings in the ordinary course of business with the Company.
- 10.20 The Board shall engage such employees or consultants as it may consider necessary and shall regulate their duties and fix their salaries and remuneration.
- 10.21 The Board may appoint any number of Sub-Committees or Working Parties to exercise, subject to its directions and to such procedural rules and arrangements as the Management Board may determine, a general control over specified parts of the work or business of the Company. Except as otherwise provided in Article 10.20 the chairman of a Sub-Committee or Working Party shall be a Director or such other person as the Board consider

appropriate. The Board shall consider, but shall not be bound by, any recommendations of the Membership in this regard. Sub-Committees and Working Parties members shall receive all reasonable expenses, at the discretion of the Board, properly incurred by them. A Sub-Committee may itself appoint any number of Working Parties.

10.22 Sub-Committees and Working Parties shall act in an advisory capacity to the Board subject to the proviso in these Articles, unless a specific power is given to a Sub-Committee or Working Party, for a specific occasion. All recommendations and decisions of Sub-Committees and Working Parties are subject to ratification by the Membership before they become Company policy, decision, rule or bylaw.

10.23 Without prejudice to the generality of Articles 10.18 and 10.19 the Board may from time to time and for such period as the Board considers necessary appoint the following Sub-Committees following consultation with, and having given all due consideration to the recommendations of the Membership. Any Sub-Committee formed further to this Article 10.23 shall be chaired by a Director:

10.23.1 Appeals

10.23.2 Complaints

10.23.3 Arbitration for any matters requested to be considered by any member sport

10.24 **Proceedings at Board Meetings**

10.24.1 The Board shall meet not less than once in every six calendar months. If a period of more than twelve calendar months elapses between meetings, any 2 Board members may call a General Meeting to reconstitute or wind up the Board;

10.24.2 Additional meetings of the Board shall be called at the discretion of the Chair or by the Secretary of the Company upon receipt of a written request by not less than one third of the members of the Board;

10.24.3 All business at a meeting of the Board shall be made by simple majority and each member of the Board shall have one vote;

10.24.4 The Chair shall preside at all meetings of the Board, or in his or her absence a chair shall be appointed from amongst those present. In any case the Chair shall have a casting vote;

10.24.5 Minutes of all meetings of the Board shall be recorded by the Secretary;

10.24.6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Directors or of a committee of the Directors 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 the Directors

duly convened and held and may consist of several documents in the like form each signed by one or more Directors;

10.24.7 All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or the respective committee by means of a conference telephone or any equipment, which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum for so long as he is able to speak to and hear the other participants. Such a meeting is deemed to be held in the place in which the chairman of the meeting is present;

10.24.8 If a question arises at a meeting of the Directors or of a committee of the Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

11. DIRECTORS' INTERESTS

11.1 A Director shall comply with the provisions of section 162 (relating to disclosure of interests of Directors) but failure to comply with that section does not affect the operation of Article 0.

11.2 Notwithstanding any rule of law or equity to the contrary, but subject to section 163 (relating to avoidance of transactions in which a Director is Interested) and section 260(4) (prohibiting a director from acting as auditor of a company), a Director may:

11.2.1 contract with the Company in any capacity;

11.2.2 be a party to any transaction with the Company;

11.2.3 have any direct or indirect personal involvement or Interest in any transaction or arrangement to which the Company is a party or in which it is otherwise directly or indirectly Interested or involved;

11.2.4 become a director or other officer of, or otherwise Interested in, any corporation promoted by the Company or in which the Company may be directly or indirectly interested as a shareholder or otherwise; and

11.2.5 retain any remuneration, profit or benefits in relation to any of the foregoing,

11.2.6 and no contract or arrangement of any kind referred to in this Article may be avoided by reason of a Director's Interest.

11.3 A Director who is Interested in a transaction entered into, or to be entered into, by the Company may:

11.3.1 not vote on any matter relating to the transaction;

- 11.3.2 not attend that part of a meeting of the Board at which any matter relating to the transaction arises and be included among the Directors present at the meeting for the purposes of a quorum;
- 11.3.3 sign a document relating to the transaction on behalf of the Company with the authority of the remaining Board members; and
- 11.3.4 not do any other thing in his or her capacity as a Director in relation to the transaction.

12. **DISQUALIFICATION OF DIRECTORS**

- 12.1 The office of Director shall be vacated if such person:
 - 12.1.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 12.1.2 becomes prohibited from becoming a director of a company by reason of a disqualification order made under the Statutes; or
 - 12.1.3 becomes incapable by reason of mental disorder, illness or injury of managing his or her property and affairs; or
 - 12.1.4 resigns his or her membership of his or her office by written notice to the Company; or
 - 12.1.5 is directly or indirectly interested with any contract with the Company and fails to declare the nature of his or her interest as required by the Statutes; or
 - 12.1.6 other than the Honorary Legal Adviser or the Honorary Medical Adviser is absent from more than two consecutive meetings of the Membership without explanation; or
 - 12.1.7 is deemed, by an Ordinary Resolution to be guilty of conduct prejudicial to the good standing of the Company or to the attainment of its objectives, or who has broken any rule(s) of the Company, or whose conduct has brought the International Island Games Association or the Company into disrepute or who is judged to have been grossly negligent in the performance of his or her duties.
- 12.2 A Director shall not vote in respect of any contract in which he or she is interested or any matter arising out of it and declare any conflict of interest.
- 12.3 The Company in general meeting may by Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim the Director may have for damages for breach of any contract of service between him and the Company.

13. FINANCIAL

- 13.1 The financial year of the Company shall run for a period of 12 months as defined at the Annual General Meeting.
- 13.2 Auditors shall be appointed annually and their duties regulated in accordance with the Statutes.
- 13.3 The Board shall manage the day to day financial affairs of the Company.
- 13.4 Bank accounts shall be opened in the name of the Company and all receipts of the Company shall be paid therein.

14. NOTICES

- 14.1 A notice may be given by the Company to any Member either personally, by sending it through the post in a prepaid letter addressed to such Member at his or her place of abode by electronic communication to such address as the Member has advised to the Company in accordance with the Law or by advertising in the local press.
- 14.2 A notice, if served by post, shall be deemed to have been served on the second working day after posting and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. If served by electronic communication, it shall be deemed to have been served on the working day following transmission and in proving such service it shall be sufficient to prove receipt by the sender of a confirmed transmission report.
- 14.3 A Member present at any meeting of the Company shall be deemed to have received notice of the meeting, and where requisite, of the purposes for which it was called.

15. ALTERATION OF ARTICLES

Subject to the provisions of the Statutes, to the conditions contained in its Memorandum and specifically to the procedure set out in Article 5.10 the Company may not alter its Articles (including this Article) except by Special Resolution.

16. WINDING UP

- 16.1 The Company may only be wound up by a Special Resolution which has been called specifically for the purpose of winding up the Company.
- 16.2 If in the event of a winding up and after all liabilities of the company have been met, there remains surplus assets they will be distributed in accordance with paragraph 7 of the Memorandum.

17. SEAL

- 17.1 The Directors may resolve that the Company shall have a common seal. However, if the Company has a common seal, it shall only be used by the

authority of the Directors or of a committee of the 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 two Directors.

- 17.2 The Company may have for use in any territory, district or place outside the Island of Guernsey an official seal in the form prescribed, and to be affixed in accordance with the Statutes and the resolution of the Directors to the extent permissible under the Statutes.

18. INDEMNITY

- 18.1 The Directors and other officers or employees of the Company shall be indemnified out of the assets of the Company to the fullest extent permitted by the Law from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by reason of any contract entered into or any act done, concurred in or omitted, in or about the execution of their duty or supposed duty or in relation thereto.
- 18.2 The Directors may without the sanction of the Company in general meeting authorise the purchase or maintenance by the Company of any officer or former officer of the Company of any insurance which is permitted by the Law in respect of any liability which would otherwise attach to such officer or former officer.

Signatures, Names and Addresses of Subscribing Members

Karen Anne Archenoul Burwood Green Lanes St Peter Port Guernsey GY1 1TN	£1
Matthew Paul Bowen Sibley Bordel Lane Vale Guernsey GY3 5DE	£1
Christopher Peter Jackson Niyati Rue du Tertre Vale Guernsey GY1 5DG	£1
Jane Ann Le Tissier 102, Rue de la Haie Les Prins Vale GY6 8HF	£1
Jonathon Ian Marley 1 Sunset Cottage Green Lanes St Peter Port Guernsey GY1 1TN	£1
Susan Mary Naftel Xanadu Grandes Rocques Road Castel GY5 7FW	£1
Isla Kirsteen Wright Coromandel Route Militaire St Sampsons Guernsey GY2 4EE	£1

Dated this 11th day of March 2025

Witness to the above Signatures:

Gary Roy Wallbridge
Les Avants
Route des Landes
Vale
Guernsey
GY3 5JJ

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