

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

THE INSTITUTE OF GROUNDSMANSHIP

(Most recently amended by Special Resolution on 18th September 2019)

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MEMORANDUM OF ASSOCIATION

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THE INSTITUTE OF GROUNDSMANSHIP

1. The name of the Company is THE INSTITUTE OF GROUNDSMANSHIP (hereinafter called “the IOG”).
2. The registered office of the IOG shall be situated in England.
3. History

The IOG was founded in 1934 by WH Bowles BEM Head Groundsman at Eton College. The first 11 founder members formed the National Association of Groundsmen which became the Institute of Groundsmanship in 1969. The original purpose was defined as being to improve the status of groundsmen and the standard of groundsmanship.

4. Vision

To promote quality surfaces and quality services and establish the IOG as the leading professional organisation for grounds management, recognised by the national governing bodies of sport and the public, private and voluntary sectors for its industry knowledge and technical expertise.

5. Process to deliver the vision

- 5.1. In connection with the vision stated in clause 4.1 to hold meetings, arrange events and exhibitions, promote training and education, offer turf care advisory services, act as an advocate for the industry, grant certificates of proficiency, and issue advice & guidance for the advancement of individuals within the profession & to extend the knowledge of volunteers working in sports turf facilities.
- 5.2. To co-ordinate the professional activities in all parts of the United Kingdom and elsewhere of groundsmen who are Members of the IOG.
- 5.3. To elevate the status of professional grounds management.

- 5.4. To assist both employers and employees (whether or not Members of the IOG) to maintain, provide and obtain employment for the professional groundstaff.
 - 5.5. To purchase, take on lease or take in exchange or on hire or otherwise acquire and hold any estate or interest in lands or buildings, or any other real or personal property or any right, privilege, estate or interest which may be deemed to be required for the promotion of the vision of the IOG.
 - 5.6. To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights of the IOG as may be deemed expedient with a view to the promotion of its vision.
 - 5.7. To borrow or raise money for the purposes of the IOG and for those purposes to mortgage or otherwise charge the whole or any part of the IOG's undertaking, property and assets.
 - 5.8. To apply for and take out, purchase or otherwise acquire any patents, patent rights, inventions, secret processes, copyrights and rights in the nature of copyright which may be useful for the IOG's vision and to grant licences to use the same.
 - 5.9. To acquire and undertake the whole or any part of the assets and liabilities of any person, firm or company carrying out objects and/vision of a nature similar to those which the IOG is authorised to carry on.
 - 5.10. To amalgamate with any company or organisation having objects and/vision similar to those of the IOG, which the Board of Directors and Members resolve is in the best interests of the IOG.
 - 5.11. To subscribe or guarantee money for any charitable benevolent or educational object or for any exhibition, which the Board of Directors of the IOG may think desirable or advantageous to the IOG.
 - 5.12. To invest the money of the IOG not immediately required upon such securities and in such a manner as the Board of Directors of the IOG may from time to time determine.
 - 5.13. To do all such other things that are incidental or conducive to the attainment of the above objects and/vision or any of them.
6. **IT IS HEREBY DECLARED** that the foregoing sub-clauses shall be construed independently of each other and that none of the visions mentioned in any sub-clause shall be deemed to be merely subsidiary to the vision mentioned in any other sub-clause **PROVIDED THAT** the IOG shall not support with its funds any vision or

endeavour to impose on or procure to be observed by its Members or others any regulation restriction or condition which would make the IOG a trade union.

7. The income and property of the IOG whencesoever derived, shall be applied solely towards the promotion of the vision of the IOG as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise howsoever by way of profit to the members of the IOG **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee of the IOG, or to any member of the IOG in return for any services actually rendered to the IOG, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the IOG
8. If upon the compulsory winding up or dissolution of the IOG there remains, after the satisfaction of all debts, liabilities and charges, any surplus whatsoever, the same shall be paid or distributed among the Members of the IOG, in direct proportion to the voting rights held. Only those members whose subscriptions are fully paid at the date of dissolution or winding up shall be entitled to receive a share of the remaining surplus.
9. True accounts shall be kept of the sums of money received and expended by the IOG, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the IOG; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the IOG for the time being in force, such accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the IOG shall be examined and the correctness of the balance sheet and income and expenditure account ascertained by one or more properly qualified auditor or auditors.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
INSTITUTE OF GROUNDSMANSHIP

1. INTERPRETATION

1.1. The following shall be the Articles of Association of the Institute of Groundsmanship.

1.2. In these Articles of Association:

“Act”	means the Companies Act 2006 or any statutory re-enactment or modification thereof;
“Articles”	means these Articles of Association of the IOG as amended from time to time;
“Board of Directors” or “Board”	means the directors of the IOG elected or appointed under Article 11 from time to time;
“Ceases to be Eligible”	means ceasing at any time (“the review date”) after the date of application to satisfy the criteria for membership of the class to which the Member belongs assuming that an application for membership of that class was made at the review date and “ineligibility” shall be construed accordingly;
“Chair”	means the Chair of the IOG as appointed in accordance with Article 11;
“Chair Elect”	means the Chair Elect of the IOG appointed by the Directors in accordance with Article 11;
“Chief Executive”	means the person appointed by the Board to oversee the day to day operation of the IOG;
“Company Secretary”	means any person appointed to perform the duties of the Secretary of the IOG from time to time;
“Eligible”	means satisfying at the date of application the criteria for membership of the relevant class and

	“eligibility” shall be construed accordingly;
“Groundsmanship”	means the management, maintenance or improvement of any type of playing surface, sports stadium, recreation/playground, course, playing field, amenity area or other place of similar nature and “groundsman” shall be construed accordingly;
“Independent Directors”	means persons (who need not be a Member) who are appointed in accordance with Article 11;
“the IOG”	means The Institute of Groundsmanship a private company limited by guarantee without share capital and registered with company number 00553036;
“IOG’s Young Board of Directors”	means the Young Board of Directors formed in 2007 to promote the next generation of groundsman into the industry;
“Patron”	means the non-executive Patron appointed by the Board. The Patron will have an ambassadorial role and shall be entitled to attend all meetings of the Board as an observer without voting rights;
“President”	means the non-executive President appointed by the Board. The President will be appointed by the Board for a term of up to three years. The President will have a national role and shall be entitled to attend all meetings of the Board as an observer without voting rights. The President shall not be a director but must be a Member. He or she must have groundsmanship knowledge and experience;
“Sector Directors”	means any persons who are Members of the IOG and who have been elected in accordance with Article 11;
“The Strategy and Finance Group”	means the The Strategy and Finance Group of the IOG made up of those persons set out in Article 11.21.1;
“Sub-Committee”	means every committee of the Board of Directors duly established under the provisions of these Articles;
“United Kingdom”	means Great Britain and Northern Ireland;
“Voting Members”	means the Members entitled to vote in accordance with Article 6;

“Young IOG Member” means a member who is aged between 16 to 30 years old.

- 1.3. Expressions referring to writing shall include any method of reproducing words in a legible and non-transitory form.
- 1.4. Unless the context otherwise requires, words or expressions contained in the Articles shall, subject to the provisions of this Article, bear the same meaning as in the Act in force at the date on which these Articles become binding on the IOG.
- 1.5. Words importing one gender shall be treated as importing any gender, words importing individuals shall be treated as importing bodies corporate, corporations, unincorporated associations and partnerships and vice versa, words importing the singular shall be treated as importing the plural and vice versa and words importing whole shall be treated as including a reference to any part thereof.

2. IOG DIVERSITY STATEMENT

OUR OBJECTIVE, OUR VALUES AND PRACTICES

- 2.1. Our aim is simple: to welcome, encourage and celebrate the diversity of everyone that engages with the IOG.
- 2.2. The IOG aims to conduct its activities in ways that reflect the values and practices listed below.
- 2.3. We also expect our members, organisations, companies and employees, consultants, advisors and suppliers working with the IOG to reflect the same values and follow similar practices namely that:
 - 2.3.1 we respect the individual and common humanity of all people
 - 2.3.2 relationships should be without discrimination on the basis of religion, race, colour, creed, disability, nationality, socio-economic status, gender, age, sexual preference, or any other form of diversity.
 - 2.3.3 we aim to challenge any colleagues, employees, service providers, clients or individuals whom we perceive to be using discriminating behaviour and support them to change it
 - 2.3.4 we work to increase our self-awareness in relation to diversity

3. MEMBERS

- 3.1. The number of Members of the IOG is unlimited.

- 3.2. The subscribers to the Memorandum of Association and other such persons as the Board of Directors shall admit to membership shall be Members of the IOG.
- 3.3. The Board of Directors shall investigate the admission to membership of the IOG of any person in respect of whom the branch (if any) of the IOG for an area in which the Member resides shall (by its branch committee) notify the Board of Directors of its opposition to his admission.
- 3.4. Unless the Board of Directors shall from time to time or at any time decide otherwise, an application for membership of the IOG shall be made to the Head Office of the IOG. The Board of Directors shall as soon as reasonably practicable following receipt of such application consider and shall in its absolute discretion either accept or refuse to accept such application. The Board of Directors may set further regulations from time to time regarding the procedure and any conditions for applications for membership.
- 3.5. There shall be three classes of membership of the IOG:

3.5.1 **Full Members**, which shall include the following:

- (a) Any individual aged 16 years or older who is engaged full-time or part-time in groundsmanship, greenkeeping, horticulture, landscaping, amenity management, play sector or any other profession or group approved by the I from time to time;
- (b) Any student with an interest in entering into groundsmanship, greenkeeping, horticulture, landscaping, amenity management, play sector or any other profession or group approved by the IOG from time to time as a career, such Full Members having “Student Status”;
- (c) Any person aged under 16 years with an interest in entering into groundsmanship, greenkeeping, horticulture, landscaping, amenity management, play sector or any other profession or group approved by the IOG from time to time as a career, such Full Members having “Under-16 Status”;
- (d) Any person with a non-commercial, non-professional interest in groundsmanship, greenkeeping, horticulture, landscaping, amenity management or play sector, such Full Members having “Domestic Status”;
- (e) Full Members are actively encouraged to pursue the highest standards of professionalism and educational attainment including the portfolio of IOG Courses available to the professional and volunteer groundsperson.

3.5.2 **Associate Members**, which shall include the following:

- (a) Any local authority, sports club, contractor, school, or similar organisations employing grounds staff to maintain grounds shall be eligible to apply for Associate Membership;

(b) Any consultancy firm, educational establishment employing lecturers or trading organisation in a relevant profession shall be eligible to apply for Associate Membership;

(c) Any governing bodies of sports, associations, institutes, charities, not for profit organisations, representative groups, partnership organisations or similar involved in the promotion of sport or the promotion of or furtherance of objects and/or vision similar to those of the IOG shall be eligible to apply for Associate Membership;

(d) Any employees directly associated with the organisation applying for membership may be added to the membership to represent the Associate Member and to receive the benefits of the membership.

3.5.3 **Corporate Members**, which shall include the following:

(a) Any company or commercial or corporate organisation which is involved in the supply of materials or services for groundsmanship, greenkeeping, horticulture, landscaping, amenity management, play sector or any other industry sector approved by the IOG from time to time shall be eligible for Corporate Membership of the IOG;

(b) Any employee or dealer or distributor directly associated with the company, corporate or commercial organisation applying for membership may be added to the membership to represent the Corporate Member and receive the benefits of the membership;

Note - Each category of membership described under Article 3.5 provides for sub-categories e.g. Corporate exhibition membership.

3.6. Any individual accepted for membership who is eligible to be a Full Member shall be admitted as and (subject to Articles 3.9, 3.10 and 3.16) remain as a Full Member.

3.7. Any organisation accepted for membership which is eligible to be an Associate Member shall be admitted as and (subject to Articles 3.9, 3.10 and 3.16) remain an Associate Member.

3.8. Any body corporate or other organisation accepted for membership which is eligible to be a Corporate Member shall be admitted as and (subject to Articles 3.9, 3.10 and 3.16) remain a Corporate Member.

3.9. If at any time any Member becomes eligible to be included in a class of membership other than that into which he was admitted he may apply to be admitted to that other class of membership by notice in writing to the Company Secretary. The Company Secretary shall refer such application to the Board of Directions who shall make a decision in his reasonable discretion upon such application.

3.10. If any Member ceases to be eligible to be a Member in the class to which he is for the time being admitted he shall forthwith notify the IOG in writing of such fact and the Chief Executive shall in his reasonable discretion determine whether such Member shall cease to

be a Member of that class and (being eligible for some other class of membership) whether he shall be admitted to another class of membership.

- 3.11. If no such notification is made pursuant to Article 3.10 but the Chief Executive receives information which, if true, would render a Member ineligible for membership of the class to which he is at the time admitted, the Chief Executive shall be notify such Member of the information received and require him either to confirm the accuracy of the information or to satisfy the Chief Executive that it is inaccurate and unless the Chief Executive is so satisfied within 28 days of its notification as aforesaid (or such other longer period as the Chief Executive shall in his absolute discretion decide and notify) such Member shall be deemed on expiry of the said period to have notified the Chief Executive under Article 3.10.
- 3.12. Forthwith upon making such determination as is required by Article 3.10 and in any event within 6 months of such notification or deemed notification as aforesaid the Chief Executive shall notify such Member of his decision and on the expiry of 12 months from the date of notification (or deemed notification) by the Member of his cesser of eligibility he shall cease to be a Member or (as the case may be) become admitted to such alternative class of membership as the Chief Executive shall determine.
- 3.13. Notwithstanding Articles 2.1.13 and 3.5.1, any Full Member, Full Member with Student Status, Full Member with Under-16 Status, Full Member with Domestic Status or Associate Member who irrespective of the period of membership and whether in one or more of the said three classes of membership, would otherwise cease to be eligible for membership in the class and/or status in which he was last included, shall, if the Chief Executive in his absolute discretion for any reason whatsoever decides, be eligible and continue to be a Member in the class and/or status in which he was last so included.
- 3.14. The Chief Executive may at any time in his absolute discretion determine that the subscription fee of a Full Member who has retired from full-time engagement in the industry shall only be one half of the subscription fee of the Members in that class and/or status.
- 3.15. The Board of Directors may at any time in its absolute discretion determine that a Full Member shall be appointed as a Life Member. A Life Member shall have all the rights and obligations of the class and/or status in which he was last included save for the obligation to pay subscription fees to the IOG. Nominees for life membership are required to have made a substantial contribution over a prolonged period to the activities of the IOG either by outstanding contribution to the sector or serving at branch regional or on the Board of the IOG.
- 3.16. If any Member shall in the opinion of the Board of Directors be guilty of any conduct which is likely to cause injury or to bring discredit to the IOG or to frustrate or disregard the vision of the IOG, subject to the provisions contained hereinafter, the Board of Directors may in writing require the Member to resign his membership of the IOG and if the Member shall not resign his membership within one month from the date of the request, the Board of Directors may by a further resolution expel the Member from membership of the IOG.

- 3.17. Before requesting any Member to resign from the IOG pursuant to Article 3.16, the Board of Directors shall give to such Member a reasonable opportunity to make written representations to the Board which will be heard at a meeting of the Board as to why he should not resign his membership or be expelled from the IOG.
- 3.18. Notice of the proposed resolution to require any Member to resign or to expel any Member from the IOG shall be given to every person entitled to receive notices of meetings of the Board of Directors.
- 3.19. A resolution requesting any Member to resign or expelling any Member from the IOG shall not be deemed to have been passed unless it is carried by a two-thirds majority of the voting members present at a meeting of the Board of Directors.
- 3.20. If any Member shall be expelled from the IOG by the Board of Directors he shall cease to be a Member of the IOG at the expiry of one month from the date when he receives notice of the decision of the Board of Directors to expel him, and the decision of the Board of Directors shall be final.

4. PAYMENTS BY MEMBERS TO THE IOG

- 4.1 Subject to the confirmation of the IOG in a General Meeting, the Board of Directors may make any regulations for the payments of such sums of money by way of annual subscriptions or otherwise by Members of the IOG to the central funds of the IOG or to any branch or region of the IOG which may be established as the IOG in General Meeting or the Board of Directors may determine.
- 4.2 Subject to confirmation of the IOG in a General Meeting, the Board of Directors may from time to time make any regulations as to the manner in which such subscriptions or other sums of money that the Members may be required to pay the IOG under the provisions of Article 4.1 shall be so paid.
- 4.3 If any Member of the IOG fails to pay any subscription or other sum of money which is due to be paid under these Articles by such Member, within a period of one month from the date such payment was due, he shall at the expiry of the one month period cease to be a Member of the IOG, but he shall nevertheless remain under a liability to pay any monies due from him as a subscription or in any other manner **PROVIDED THAT** the Board of Directors may, as it thinks fit at any time before the expiration of the said period of one month, resolve that such Member shall not so cease to be a Member if he complies with any conditions as to payment of subscriptions or other such debt that the Board of Directors may think reasonable to impose.
- 4.4 A Member of the IOG shall not be entitled to be elected or appointed to be a member of the Board of Directors or any Sub-Committee or any branch or regional committee or to vote at any General Meeting of the IOG or to claim any of the rights which under the Articles or otherwise may be claimed by Members of the IOG during any period when he is indebted to the IOG for a period exceeding one month in respect of any subscription or other sum which he might be required to pay.

- 4.5 A Member of the IOG who for any reason shall cease to be a Member or who shall become entitled to an abatement of his subscription under Articles 3.14 or 3.15 shall not be entitled to be recover any monies which he has paid in respect of any period either before or after the date when he ceased to be a paying Member.

5. REGIONS AND BRANCHES

- 5.1 Any Member may take part in the activities of a region or branch but only Voting Members may vote at the Annual General Meeting.

- 5.2 Regions and branches of the IOG can be formed in England, Scotland, Wales and Northern Ireland and it is recommended that each have a committee that mirrors the sector representation of the Board as set out in Article 11.7 and include representatives from each of the following sectors:

5.2.1 professional sport;

5.2.2 volunteers;

5.2.3 local authority;

5.2.4 one representative from the corporate sector (to be signed off and approved by the Board of Directors);

5.2.5 education;

5.2.6 a Young IOG Member; and

5.2.7 a regional advisor.

Retired members are eligible to stand in any of the sectors listed in Articles 5.2.1 to 5.2.7 inclusive based upon their experience in any of these sectors.

- 5.3 Each sector representative nominated for a Region or Branch Committee shall hold office for up to three year terms until the next following election of the committee at which time all shall be able to retire or stand for election up to a maximum of three terms of elections only, unless there are exceptional circumstances and the Board of Directors approve a specific request from the Regional Committee.

- 5.4 Subject to any of the provisions of the Articles and to any regulations which may have been made pursuant to Article 5.1, the Board of Directors may take any steps which it may think fit in order to raise money for the purposes of the IOG from the regions of the IOG which may be formed under the provision of Article 5.1 by way of an annual levy or otherwise.

- 5.5 The Board shall, when considering the formation, dissolution or regulation of any region or branch under Article 5.1.1, review whether the region or branch is an active branch or an active region, which shall be defined as follows:

“A region or branch will only be recognised as active when the Committee has been formed as detailed in Article 5.2. The Committee should meet a minimum of twice yearly. The Committee shall elect from within the group as set out in 5.2, a Secretary, Chair and Vice Chair who shall be elected annually. The Vice Chair will become Chair unless there are exceptional circumstances and the Board of Directions approve otherwise”.

6. VOTES OF MEMBERS

6.1 The voting rights of each class of membership shall be as follows:

6.1.1 every Full Member (excluding those with Student Status, Under-16 Status and/or Domestic Status) shall have one vote;

6.1.2 every Associate Member shall have one vote exercisable by a nominated representative in accordance with Article 7;

6.1.3 every Corporate Member, Corporate Exhibition member and all Full Members with Student Status, Under-16 Status and/or Domestic Status shall be entitled to notice of every General Meeting and to attend the same, but shall not be entitled to vote.

6.2 The Board of Directors may from time to time make such regulations or bye-laws, not being inconsistent with the Act or these Articles, as they may deem necessary or expedient or convenient for the timing and manner of conducting postal ballots and shall adopt such means as they think sufficient to bring to the notice of Members all such regulations and bye-laws. Regulations or bye-laws so made shall be binding on Members, provided that the Members in General Meeting shall have power to alter, add or to repeal such regulations or bye-laws but not so as to invalidate any prior act done pursuant to such regulations and bye-laws.

6.3 On a poll, votes may be given either personally or by proxy. Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the format as set out in annex A of the Articles.

6.4 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a Member of the IOG

6.5 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the IOG or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid

7. ASSOCIATIONS AND CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 7.1 An Associate Member may attend and vote at General Meetings by a nominated representative it has duly authorised in writing for that purpose, such authority to be available for inspection immediately before such Meeting if required by the IOG.
- 7.2 A Corporate Member or Corporate Exhibition Member may duly attend General Meetings by any person it has duly authorised in writing for that purpose such authority to be available for inspection immediately before such Meeting if required by the IOG.

8. GENERAL MEETING

- 8.1 The IOG shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Directors shall determine.
- 8.2 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 8.3 The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting may also be convened on the requisition of not less than one hundred Members having the right to vote at General Meetings of the IOG or by Members representing not less than one-tenth of the members having at the date of the deposit of the requisition the right to vote at such meetings (whichever is less) and in either case the provisions of Section 303 of the Act shall mutatis mutandis apply to the requisitioning of an Extraordinary General Meeting.

9. NOTICE OF GENERAL MEETINGS

- 9.1 An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by giving at least twenty-one days' notice in writing and a Meeting of the IOG other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by giving at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business. The notice shall be given in the manner set out in these Articles, or in such other manner, if any, as may be prescribed by the IOG in a General Meeting, to such persons as are, under the provisions of the Articles, entitled to receive such notice from the IOG.
- 9.2 A Meeting of the IOG shall, notwithstanding that it is called by shorter notice than specified in Article 9.1, be deemed to have been duly called if it is so agreed:
- 9.2.1 in the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote; and
- 9.2.2 in the case of any other Meeting by a majority number of the Members having a right to attend and vote at the Meeting being a majority together representing not less than ninety-five per cent of the total voting rights of all the Members.

- 9.3 Subject to the provisions of the Act, and of Articles 9.2 and 9.5, no resolution, other than a resolution to elect a Chairman or to adjourn the Meeting or otherwise to regulate the conduct of the Meeting, shall be moved at any General Meeting of the IOG unless notice of the terms of the resolution supported by a proposer and at least one seconder shall have been given to the Company Secretary at least one month before the date of such Meeting **PROVIDED THAT**, if after notice of such terms of a resolution have been given to the Company Secretary, a Meeting is called for a date one month or less after the notice has been given, the notice though not given within the time required by this Article shall be deemed to have been properly given for the purposes hereof.
- 9.4 On requisition as provided by and subject to the provisions of Sections 314 to 317 of the Act, notice shall be given to the Members of the IOG entitled to receive notice of the next Annual General Meeting of the IOG of any resolution which may properly be moved and is intended to be moved at that Meeting,
- 9.5 The accidental omission to give notice of a Meeting to, or the non-receipt of notice of a Meeting by, any person entitled to receive the same shall not invalidate the proceedings of that Meeting.

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1 All business shall be deemed special that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board of Directors and the auditors, the election of members of the Board of Directors and the appointment of, and the fixing of the remuneration of the auditors and all business shall also be deemed special that is transacted at any other General Meeting.
- 10.2 There shall be no quorum for the transaction of business at a General Meeting.
- 10.3 The Chair of the IOG shall preside as Chairman at every General Meeting of the IOG.
- 10.4 If the Chair shall not be present within fifteen minutes after the time appointed for the holding of any General Meeting, then the members of the Board of Directors present shall elect one of their numbers to be appointed as Chairman of the Meeting.
- 10.5 If at any Meeting no member of the Board of Directors is willing to act as Chair, or no member of the Board of Directors is present within fifteen minutes after the time appointed for holding the Meeting, the Members present shall choose one of their number being a Member who has the right to vote at the meeting to be appointed as Chair of the Meeting.
- 10.6 The Chair may, with the consent of any Meeting (and if so directed by the Meeting), adjourn the Meeting from to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any special notice.

- 10.7 At every General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands, and a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall not be challenged by any Member of the IOG and an entry of the result of the vote in the book containing the minutes of proceedings of the IOG shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution; but nothing in this Article shall apply if a poll is demanded in accordance with the provisions of Article 10.8.
- 10.8 A poll, either before or on the declaration of the result of a vote by a show of hands may be demanded on any question other than the election of the Chairman of the Meeting under the provisions of Article 10.6 or the adjournment of the Meeting:
- 10.8.1 by the chair of the Meeting; or
 - 10.8.2 by at least five Members present having the right to vote at the Meeting; or
 - 10.8.3 by any Member or Members present in person and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the Meeting.
- 10.9 The demand for a poll may be withdrawn
- 10.10 A poll shall be taken at such time as the chair of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 10.11 In the case of an equality of votes, whether on a show of hands or on a poll, 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 second or casting vote.
- 10.12 Subject to the provisions of the Act, including those relating to Special Resolutions, a resolution in writing, signed by all Members for the time being entitled to vote at General Meetings shall be valid and effective as if the same has been passed at a General Meeting of the IOG.

11. BOARD OF DIRECTORS

- 11.1 The governing body of the IOG shall be the Board of Directors which shall consist of:
- 11.1.1 the Chair of the IOG, appointed by the Board pursuant to Article 11.3;
 - 11.1.2 the Chair Elect of the IOG, appointed by the Board pursuant to Article 11.4;
 - 11.1.3 up to Seven Sector Directors of the IOG elected pursuant to Articles 11.7 to 11.9 inclusive; and

- 11.1.4 up to six Independent Directors of the IOG appointed pursuant to Article 11.9.
- 11.2 The Chair of the IOG will be the sixth independent director appointed pursuant to Article 11.3. A Sub-Committee of the Board will nominate a short list of suitable applicants for the Board to consider and appoint.
- 11.3 The Chair shall be appointed for a three year term by the Board of Directors to run from the close of the Annual General Meeting in the year of election for the position.
- 11.4 The Chairman Elect shall be appointed for a minimum of 12 months prior to the Chairman completing his term of office.
- 11.5 The duties of the Chair shall include chairing all meetings of the Board of Directors and General Meetings (unless unavailable or unwilling to do so for any bona fide reason). Other duties of the Chair are as agreed with the Board of Directors and encompass leading the Board's oversight into the strategy and finances of the IOG. The Chair shall also chair Strategy and Finance Group of the IOG and act as line manager to the Chief Executive on behalf of the Board.
- 11.6 The duties of the Chair Elect shall include chairing all meetings of the Board of Directors and General Meetings in the absence of the Chair (unless unavailable or unwilling to do so for any bona fide reason). Other duties of the Chair Elect are as agreed with the Board of Directors and encompass leading the Board's oversight into the strategy and finances of the IOG. The Chair Elect shall also attend meetings of the Strategy and Finance Group of the IOG and chair any meetings in the absence of the Chair.
- 11.7 The Sector Representative Directors shall consist of Directors representing the following sectors:
- 11.7.1 professional sport;
 - 11.7.2 volunteers;
 - 11.7.3 local authority; and
 - 11.7.4 education.
- 11.8 Any Full Member may put himself forward for election as a Sector Director (in accordance with Article 11.12), provided he works full or part-time for the relevant sector as set out in Article 11.7.
- 11.9 Ballots for the election of the Sector Directors shall be held in accordance with regulations laid down from time to time by the Board of Directors.
- 11.10 The Board will seek to ensure that proposed directors described in Articles 11.1.3 and 11.1.4 are elected up to a maximum of 13 members of the Board.
- 11.11 The Chief Executive will recommend nominees to include at least one representative from the Corporate Membership for the position of Independent Director to the Board, which

will use its discretion to agree to the appointment of the proposed Independent Directors. The term of appointment will be three years from the date of appointment and Independent Directors will have the same voting rights as Sector Directors.

- 11.12 Nominees for Sector Director must undertake to become a member of the IOG prior to seeking to stand for election.
- 11.13 Any non-members seeking to stand for election once ratified as a member must seek the signatures of two existing Full Members who have been members of the IOG for a minimum period of twelve months preceding the election period.
- 11.14 The Board of Directors must approve any new members seeking election at the Annual General Meeting who wish to stand for election who have become members of the IOG since the previous Annual General Meeting of the IOG.
- 11.15 No person may concurrently hold more than one office on the Board of Directors, and if he shall be elected to another office he shall vacate his first office immediately before the term of his second office commences.
- 11.16 Nominees for any voluntary position at regional or branch level must have a proposer and seconder each of whom shall be Voting Members (excluding those with under 16 status and or/ Domestic Status) upon appointment and before taking up office a newly elected member must join the IOG. The newly elected member must gain the approval of a majority of 75% of the Committee at regional or branch level.
- 11.17 Nominations for the Board of Directors must be received at least 28 days in writing at the registered office of the IOG prior to the Annual General Meeting as set by the Board in any given year. In the case of the Board of Directors, position nominations should be signed by a proposer and seconder and two other persons (in the case of Sector Director) all of whom shall be Voting Members nominating a Full Member (excluding those with under 16 status and/or Domestic Status).
- 11.18 The retiring members of the Board of Directors shall, if eligible, on their retirement be entitled to be re-elected as members of the Board of Directors but for no more than three consecutive terms unless there are exceptional circumstances as determined by the Board.
- 11.19 A person shall be eligible to be elected or appointed as a member of the Board of Directors notwithstanding that he has reached the age of 70 and a member of the Board of Directors shall not be obliged to retire from office at the conclusion of the first Annual General Meeting after he has reached the age of 70 or at any other time, merely because he has reached the age of 70 or older.

11.20 Conflicts of Interest

A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the IOG, or policy or programme, in which he is either directly or indirectly interested and or from which such Director might personally benefit. This would be considered a conflict of interest and if he does so vote, his vote shall not be counted. The

Chair, as advised by the Chief Executive, may take such further action as considered necessary to protect the interests of the IOG, the Board and the members.

11.21 Working Groups and Observer Status

11.21.1 The Strategy and Finance Group (consisting of the Chair, up to five nominated Directors of the Board of Directors, the Chief Executive and Senior executive staff, will meet no less than six times annually to oversee that the financial and strategic targets set by the Board are achieved.

11.21.2 The Chairman of the IOG's Young Board of Directors shall be invited to attend all board meetings and have "observer" status at such board meetings, but shall have no right to vote.

11.21.3 The Board of Directors may invite individuals to attend board meetings to ensure that the Board consider and represent membership in Scotland and Northern Ireland as appropriate and such individuals would have "observer" status at such board meetings, but shall have no right to vote.

12. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

12.1 The business of the IOG shall be managed by the Board of Directors which may pay all expenses incurred in promoting and registering the IOG, and may exercise all such powers of the IOG as are not, by the Act or by these Articles, required to be exercised by the IOG in a General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the IOG in a General Meeting; but no regulation made by the IOG in a General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

12.2 A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the IOG in which he is either directly or indirectly interested, or in respect of any matter arising there out, and if he does so vote his vote shall not be counted in accordance with Article 11.20.

12.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of the following persons, namely the Chair, the Chief Executive and all such other persons as may be nominated for the purpose by the Board of Directors.

12.4 The IOG may pay all travelling and other expenses reasonably incurred by members of the Board of Directors in connection with the business of the IOG and such expenses shall be paid out of the central funds of the IOG.

12.5 If the Chair shall die whilst holding office or vacate office under these Articles then the Board of Directors may appoint any person who is eligible under Article 11.2 to fill the vacated office, and such person shall hold office in place of the former officer until (in the case of the Chair) a ballot for the office can be arranged and until the close of the meeting at which the ballot is held.

12.6 If any Director shall die whilst holding office, or shall vacate office under these Articles or shall be appointed to fill a vacancy under Article 12.5, the Board may appoint any person pursuant to Article 11 to hold office as a Director in his place, and such person shall, subject to Article 13, hold office as a Director until the close of the Annual General Meeting at which the term of office of his predecessor would have expired.

13. DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS

13.1 A member of the Board of Directors shall vacate office as a member of the Board of Directors if the member:

13.1.1 in the case of Sector Directors, ceases to be a Full Member of the IOG;

13.1.2 a bankruptcy order is made against that member, or he makes any arrangement or composition with his creditors generally in satisfaction of his debts;

13.1.3 in the reasonable opinion of the Board of Directors (which should be supported by a written medical opinion of a registered medical practitioner) becomes of unsound mind and is incapable of acting as a Director;

13.1.4 is convicted of a serious criminal offence;

13.1.5 gives notice in writing to the Chief Executive that he resigns from his office as a Director;

13.1.6 shall have been absent without permission for three consecutive meetings of the Board of Directors;

13.1.7 is, in the reasonable opinion of the Board of Directors, guilty of conduct that is likely to bring the IOG into disrepute; or

13.1.8 is otherwise duly removed from office.

13.2 The members of the IOG may pursuant to Section 168 of the Act by way of ordinary resolution, of which special notice has been given in accordance with the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles.

14. PROCEEDINGS OF THE BOARD OF DIRECTORS

14.1 The Board of Directors may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to any regulations which may from time to time be imposed in a General Meeting. Any two members of the Board of Directors, or any one member of the Board of Directors with the approval of the Company Secretary, may requisition the Company Secretary and upon such requisition the Company Secretary shall arrange a meeting of the Board of Directors. Written notice of a meeting of the Board of Directors shall be given to every member of the Board of Directors, except that it shall not

be necessary to give such notice to any member of the Board of Directors for the time being absent from the United Kingdom and who is ordinarily resident in the United Kingdom.

- 14.2 The quorum necessary for the transaction of the business of the Board of Directors shall be four, or other such number as may be from time to time determined by in a General Meeting provided always that there must be more Directors present who were elected by the Members than Directors appointed pursuant to these Articles (save in the circumstances set out in Article 14.3).
- 14.3 The Board of Directors may act, notwithstanding any vacancy in their body, but if and so long as their number is or is reduced below the number fixed in these Articles as necessary for the quorum for a Meeting of the Board of Directors, the continuing members of the Board of Directors may act for the purpose of electing members of the IOG, increasing the number of members of the Board of Directors to the number then fixed as quorum, or of summoning a General Meeting of the IOG, but for no other purpose.
- 14.4 The Chair of the IOG shall be appointed as the Chair of the Board. In the absence of the Chair the Board shall elect from those present at the meeting the most suitable candidate for the role.
- 14.5 All questions arising at a meeting of the Board of Directors shall be decided by a majority of votes.
- 14.6 A resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

15. SUB COMMITTEES AND WORKING GROUPS

- 15.1 The Board of Directors may from time to time create and dissolve any Sub-Committees or working groups as it thinks fit and may appoint anyone or revoke anyone as a member of such Sub-Committee, working group or any of them provided that only members of the Board of Directors appointed to such Sub-Committees may vote on such Sub-Committees in exercise of any power or duty delegated to such Sub-Committees by the Board of Directors.
- 15.2 The Board of Directors may delegate any of its powers to Sub-Committees consisting of one or more of its members and may delegate and entrust to any such Sub-Committee any powers and duties not exceeding those vested in the Board of Directors under the provisions of the Articles. Any Sub-Committee so formed shall in the exercise of the powers so delegated and entrusted conform to any regulations that may be imposed on it by the Board of Directors and any such powers and duties may at any time be revoked by the Board of Directors, but no such revocation shall invalidate any prior act of the Sub-Committee which would have otherwise been valid **PROVIDED ALWAYS THAT** no Sub-Committee of the Board of Directors shall have the power to request any member of the IOG to resign or to expel any such member.

- 15.3 Every Sub-Committee or working group may elect a chair of its meetings. If no such chairman is elected, or if at any such meeting the chair is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be appointed as chair of the meeting.
- 15.4 Every Sub-Committee or working group may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present.

16. DEFECTIVE APPOINTMENTS

- 16.1 All acts done by the Board of Directors or any Sub-Committee thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment or continuance in office of the Board of Directors or any member thereof, be as valid as if the Board of Directors and every such person had been duly elected or appointed or had duly continued in office and was qualified to act

17. SECRETARY

- 17.1 The Board of Directors shall appoint a Company Secretary who shall be the secretary of the IOG for all the purposes of the Act, and (subject to the provisions of Article 17.2 hereof) shall attend every General Meeting and every meeting of the Board of Directors and of every Sub-Committee thereof and shall cause minutes to be made in books to be provided for the purpose:
- 17.1.1 of all appointments of members of Sub-Committees and all other appointments made by the Board of Directors;
 - 17.1.2 the names of the persons present at each meeting of the Board of Directors and every Sub-Committee;
 - 17.1.3 of all resolutions and proceedings at all General Meetings and at all Meetings of the Board of Directors and of every Sub-Committee thereof.
- 17.2 The Company Secretary shall hold office for such term and upon such conditions and subject to the provisions of clause 7 of the Memorandum of Association of the IOG at such remuneration (if any) as the Board of Directors may think fit.
- 17.3 The Board of Directors may appoint one or more deputy or assistant Company Secretary for such terms and upon such conditions and, subject to the provisions of clause 7 of the Memorandum of Association of the IOG, at such remuneration as it may think fit, and any deputy or assistant Company Secretary so appointed may be removed by the Board of Directors. Such person shall deputise for and assist the Company Secretary in such way or ways as the Company Secretary shall from time to time direct.
- 17.4 Anything required or authorised to be done, or any notice required or authorised to be given, under the provisions of the Articles, by or to the Company Secretary may, if the office is vacant or there is for any reason no Company Secretary capable of acting, or for any other reason the Board of Directors so determine, be done or given by or to any deputy

or assistant Company Secretary or if there is no such person capable of acting by or to the Chief Executive or any person authorised generally or specially in that behalf by the Board of Directors.

18. PATRON AND PRESIDENT

18.1 The IOG may appoint any person as the Board of Directors shall think fit to be an honorary Patron of the IOG for such term as is specified at the time of appointment. Such person shall not by virtue of his appointment be a member of the Board of Directors.

18.2 The IOG may appoint any person the Board of Directors shall think fit to be an honorary President of the IOG. The President will be appointed by the Board for a term of up to three years. The President will have a national role and shall be entitled to attend all meetings of the Board as an observer without voting rights. The President shall not by virtue of his appointment be a member of the Board of Directors.

19. BORROWING POWERS

19.1 The Board of Directors may exercise all of the powers of the IOG to borrow money, and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the IOG or of any third party **PROVIDED THAT** the amount of money so borrowed by the IOG at any given time shall not exceed the sum of five hundred thousand pounds (£500,000).

20. ACCOUNTS

20.1 The Board of Directors shall cause accounting records to be kept in accordance with Sections 386 to 392 of the Act.

20.2 The accounting records shall be kept at the registered office of the IOG or, subject to Section 388 of the Act, at such other place or places as the Board of Directors think fit, and shall be open to the inspection of the officers and of the Members of the IOG at all reasonable times during business hours subject to any reasonable restrictions as to the time and manner of inspecting the same that may from time to time be imposed by the IOG in the General Meeting.

20.3 The Board of Directors shall from time to time in accordance with Sections 399, 405, 422, 431-432, 437-438, 441-443, 451-454, 471, 495 and 1159 of the Act cause to be prepared and to be laid before the IOG in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those Sections of the Act.

20.4 A copy of every balance sheet, including every document required by law, to be annexed thereto, which is to be laid before the IOG in General Meeting together with a copy of the auditor's report, and of the report of the Board of Directors, shall not be less than twenty-one days before the date of the Meeting, be sent to every Member of the IOG **PROVIDED THAT** the provisions of this Article shall not require a copy of those documents to be sent to any person of whose address the IOG is not aware.

21. AUDIT

21.1 Auditors shall be appointed and their duties regulated in accordance with Section 499 of the Act

22. NOTICES

22.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient;

22.1.1 if properly addressed and sent by first class post or other delivery service to an address in the United Kingdom, 48 hours after it was posted;

22.1.2 if properly addressed and sent by post or other delivery service to an address outside the United Kingdom, five working days after it was posted;

22.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address (whether or not a working day);

22.1.4 if the properly addressed and sent or supplied by electronic means, on the day and time that it was sent; and

22.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the intended recipient received (or is deemed to have received) notice of the fact that the material is available on the website.

22.2 Notice of every General Meeting of the IOG shall be given in any manner hereinbefore authorised to every Member of the IOG and such notice shall also be given to the auditor for the time being of the IOG, but no other person shall be entitled to receive notices of General Meetings

23. WINDING-UP

23.1 The provisions of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the IOG shall have effect and be observed as if the same were repeated in these Articles

24. LIABILITY OF MEMBERS

24.1 The liability of each member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the IOG in the event of its being wound up whilst he is a member or within one year after he ceases to be a member, for:

24.1.1 payment of the IOG's debts and liabilities contracted before he ceases to be a member;

24.1.2 payment of the costs, charges and expenses of winding up; and

24.1.3 adjustment of the rights of the contributories among themselves.

ANNEX A

Prescribed form in respect of the appointment of a proxy

“THE INSTITUTE OF GROUNDSMANSHIP”

“I/WE

of

in the country of _____ being a current qualifying voting Member/Members of the
above named Institute

hereby appoint

of

or failing him/her

of

as my/our proxy to vote for me/us on my/our behalf at the Annual/Extraordinary (as the
case may be) General Meeting of the Institute to be held on the _____ day of _____
and at any adjournment thereof

I / We vote in favour of the resolution: Number ()

I / We vote against the resolution: Number ()

I / We abstain from voting for resolution: Number ()

SIGNED this day of ”

This form is to be used in favour of/against/abstaining in relation to the appropriate resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in
demanding a poll

A vote given in accordance with the terms of an instrument of proxy shall be valid
notwithstanding the previous death or insanity of the principal or revocation of the proxy or the
authority under which the proxy was executed **PROVIDED THAT** no intimation in writing of
such death, insanity or revocation as aforesaid shall have been received by the Institute at its
registered office before the commencement of the Meeting or adjourned Meeting at which the
proxy is used.