

Transfer of the undertaking of the EPA to Pétanque England

SUMMARY OF KEY CHANGES

- **Name**

The successor organisation will be a limited company with the name of “Pétanque England” so there will be continuity of the present brand name of the English Pétanque Association. The word “Limited” does not appear because it will be incorporated as a charitable company.

- **Corporate Personality**

Pétanque England will have a separate legal entity from its members. It will be able to own assets in its own name including intellectual property such as trademarks, copyright, domain names etc and any interest in real estate. In contrast, any assets belonging to the EPA can only be held in the name of someone holding it in trust. The new company will also be able to enter into contracts in its own name rather than relying on an individual to do that on behalf of the organisation. In the present situation, any person entering into a contract on behalf of the EPA would be primarily responsible for any liability which might arise under the contract.

- **Limited Liability**

Currently members of the Association have unlimited liability for its debts and obligations. Pétanque England will be a company limited by guarantee and the liability of its members to meet the debts of the company in the event of insolvent liquidation will be limited to £10. Members will still be legally liable for the debts of their club or region should either become insolvent (unless they too are or become limited companies).

- **Objectives**

EPA’s core objective of promoting pétanque is specifically expanded in the main objects clause of Pétanque England’s articles to include the amateur status of the sport and that the company’s operations are to be conducted for the benefit of the residents of England. These amplifications are necessary so that the company can demonstrate its charitable purposes. The remaining objects clauses of the company embrace all of the objectives contained in the EPA constitution and also include a number of additional clauses which are appropriate for a sport national governing body.

- **Charitable Status**

Pétanque England will be incorporated with Articles of Association which closely follow the model articles of a charitable company issued by the Charity Commission. This will facilitate any future application for registration as a Charity if this proves to be feasible and beneficial to the organisation.

- **Directors’ Duties**

The fiduciary duties owed by a director to the company are similar to the common law fiduciary duties owed by members of the management committee to members of the Association. These “general duties” are set out in the Companies Act 2006 but there are additional statutory duties and requirements in the Companies Acts and related legislation relating to directors which must also be complied with. The Articles prohibit directors, or persons connected to the directors, from receiving any remuneration or being employed by the company.

- **Individual Members**

All individual members will be voting members of the company. As at present, they will comprise adult members (over the age of 18) and junior members (under the age of 18). Individual members will continue to be entitled to receive notice of, attend and vote at general meetings but they will also have the right to submit proposals at general meetings and to nominate persons for election as President or Directors. In addition, voting members will have the right to appoint proxies to vote on their behalf either generally or to vote specifically one way or another in relation to proposals. This latter power gives members, who for any reason cannot attend general meetings, a say in the conduct of any business transacted.

- **Officers**

The only elected “Officer” of Pétanque England will be the President. The Board shall appoint from its number a Vice-President, Secretary, Treasurer and such other officers as it deems necessary from time to time.



- **Sub-Committees & Commissions**

Under the proposed rules of Pétanque England the Umpiring and Coaching Commissions will be reproduced much as they are presently constituted but the chairs of these commissions will be appointed by the board rather than elected by the regional umpires/coaches. The Playing Commission will be replaced by a National Performance Panel, responsible for the selection, management and performance of English teams, and an Events Group, which will be responsible for the organisation of national competitions and events. The composition of the National Performance Panel will be determined by the Board and the Events Group will consist of a chair appointed by the Board and members nominated by regions and the Board.

- **Quorum**

Under the constitution of the EPA no quorum is required for the conduct of business at general meetings. Because of geographical and other constraints only a very small proportion of the membership attends general meetings and consequently it is possible for a small minority to impose its views unreasonably. Under the articles of Pétanque England a quorum of 5% of the total membership, voting personally or by proxy at general meetings, will be necessary to transact any business.

- **Regions**

Regions will be recognised by Pétanque England on the same basis as they are currently recognised by the EPA. Any region so recognised will be admitted as a non-voting member of the company and will continue to be entitled to receive notice of and to appoint a representative to attend and speak at general meetings. Regions will also continue to have the right to submit proposals to general meetings and to nominate candidates for election as President or Director. In addition, Regions will have the right to submit proposals or agenda items for the consideration of Assemblies.

- **Assemblies**

Assemblies will be held once or twice a year but instead of sending a deputation each Region will be represented by its Regional President or nominated substitute. Each Regional President will have a vote weighted according to the total membership of their region. As at present the Board will be entitled to attend Assemblies as non-voting participants.

- **Clubs and Leagues**

Clubs and Leagues will be admitted as non-voting members of the company using the same affiliation criteria as is applied currently by the EPA. Clubs and leagues will be entitled to receive notice of and to appoint a representative to attend and speak on their behalf at general meetings. Clubs and Leagues will also be entitled to submit proposals at general meetings and to nominate persons as candidates for election as President or Directors.

- **Playing Licences**

As at present all individual members of the company will be entitled to a playing licence.

- **Insurance**

The company will take out third party liability insurance for the company's directors, and regional, league and club committee members on similar terms to the insurance cover currently provided through the EPA insurers and subject to whatever constraints are applied by the insurers from time to time. Playing Licence holders will also be covered for liability to third parties on similar terms to the present scheme.

- **Amendments to the Articles & Rules**

Alterations to the EPA constitution can be made by a vote of two thirds of the members present at an AGM or EGM called for that purpose. The Company articles may be altered by members in general meeting by a Special Resolution (requiring a majority of 75%) but it is unlikely that these will require regular amendment. Most of the company's operational structure is set out in the Rules of Pétanque England. These Rules can be added to or modified by the Board, but their composition is ultimately controlled by members who have the right in general meeting to modify the rules by a simple majority.

November 24th 2017

