

THE COMPANIES ACTS. 1931 TO 1993

ISLE OF MAN

PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**INTERNATIONAL ISLAND GAMES ASSOCIATION**

Incorporated on the 22nd day of October 1996

Dickinson, Cruickshank & Co.

Advocates

Douglas

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MEMORANDUM OF ASSOCIATION

OF

INTERNATIONAL ISLAND GAMES ASSOCIATION

1. The name of the Company is: -  
"International Island Games Association".
2. The Company is a Private Company.
3. The liability of the members is limited.
4. The Registered Office of the Company shall be in the Isle of Man
5. The objects of the Company shall be established for the charitable purpose of
  - (a) Fostering and encouraging friendship through sporting activities between diverse Island communities.
  - (b) Providing opportunities for sportsmen and sportswomen to participate in international sport.
  - (c) Promoting in every second year intervals an Island Games programme, which shall be restricted to competitors representing an Island, whose Association is a member of the International Island Games Association.  
By participating in the bi-annual Island Games programme, and through hosting the games, member islands should be able to achieve the following objectives:  
Sports
    - Improve the development of and participation in sport on their island.
    - Improve the administration of sport at a local level.
    - Develop the sporting facilities on their island.
    - Provide a wider range and level of competition for all athletes.
    - Provide opportunities for competitors to enhance their skill and performance level.
    - Place their island on the sporting map.

Ethical

- Encourage a regime of fairness in sporting competition.
- Ensure that advantage is not gained by the unfair use of drugs or food supplements or in any other way.

Social

- Increase cultural exchange and social interaction with other member islands from varying cultural and social backgrounds.
- Enhance island identity, pride and sense of purpose.

Political

- Improve the profile of sport in the island community.
- Place sport on the political agenda to enhance funding opportunities.
- Demonstrate to visiting politicians the benefit of the Games to the sporting community.

Commercial

- Encourage the local business community to become more involved in sport and island community development and thereby enhance the image of business in the community.

Publicity

- Promote and celebrate sport and achievements through available media.
- Promote island identity to other member islands and where appropriate the mainland.

6. A licence has been granted by the Attorney General under Section 18(1) of the Companies Act 1931 on condition that no addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association of the Company for the time being in force, unless the same have previously been submitted to and approved by the Attorney General.
7. It is the intention of the Company that it shall be registered as a charity under the Charities Registration Act 1989 as an institution established to promote the objects set out in clause 5 hereof.
8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Company in the event of its being wound up while it is a member or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this memorandum of association –

- (a) With so be formed into a company pursuant to this memorandum;

- (b) declare that all the requirements of the Companies Acts 1931 to 1993 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with.

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Names and addresses of Subscribers	Signatures	Number of Shares Taken
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1. Island Games Association of Jersey by Alan Cross its Authorised Official  
A. Cross

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2. Island Games of Mann by Paul Herbert Craine its Authorised Official  
P. H. Craine

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Dated this 18th day of October 1996

Witness to the above signatures:

Signature: G F Karran

Geoffrey Friend Karran Advocate 33/37 Athol Street Douglas

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**PRELIMINARY**

1. Regulations 2 to 35 inclusive, 37, 38, 40, 41, 42, 54, 55, 56, 57, 59, 65 to 69 inclusive, 73 to 80 inclusive, 81(e), 91 to 93 inclusive, 99, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the Company but the Articles hereinafter contained and, subject to the modifications hereinafter expressed in the remaining regulations of Table A shall constitute the Articles of Association of the Company

**INTERPRETATION**

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

**MEMBERS**

3. The maximum number of members with which the Company proposes to be registered is 50 but the Directors may from time to time register an increase in the number of members. Every member of the Company (whether a body, an unincorporated association or a limited company) shall be such Association or Limited Company established in a particular Island and affiliated to the Island Games Association prior to the date of incorporation of the Company or affiliated under the provisions of these Articles, and shall in accordance with these Articles appoint one or more of its members either to sign a written consent to become a member or to sign the register of members on the said Association or Company becoming a member of the Company
4. A member may at any time withdraw from the Company by giving at least seven clear days' notice to the company. Membership shall not be transferable.

**PROCEEDINGS AT GENERAL MEETINGS**

5. In regulation 41 of Table A delete the word "such" in the first and second lines.
6. The Chairman of the Board of Directors or in his absence the Vice Chairman or in the absence of both the Chairman and the Vice Chairman some other Director nominated by the Directors shall preside as Chairman of the meeting, but if no such person is

present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman, and if there is only one Director present and willing to act he shall be Chairman.

7. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.
8.
  - (a) Paragraph (d) of regulation 46 of Table A shall be omitted.
  - (b) A quorum at a General Meeting should consist of at least one third of the membership entitled to vote who shall be present in person or by proxy. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a period such a quorum ceases to be present, the meeting shall stand adjourned until such date time and place such as the Executive Committee shall determine.

#### **VOTES OF MEMBERS**

9.
  - (a) At any General Meeting every member shall be entitled to have in attendance not more than two nominated representatives, both of whom should be entitled to speak.
  - (b) On a show of hands every representative should be entitled to vote. On a poll each representative present in person or by proxy should have one vote.

#### **MINUTES**

10. In regulation 100(a) of Table A the words "made by the directors" shall be omitted. In Regulation 100(b) of Table A the words "of the holders of any class of shares in the Company" shall be omitted.

#### **THE SEAL**

11. In regulation 101 of Table A replace the words "a committee of directors authorised by the directors" with "the Executive Committee".

#### **NOTICES**

12. The second sentence of regulation 112 of Table A shall be omitted.
13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

#### **DIRECTORS**

14. The Directors shall be the following Officers of the company and three other persons all of whom shall be elected by ballot at the Annual General Meeting of the company and shall hold office for a period of two years. The Officers of the company shall be the Chairman, the Vice Chairman, and the Treasurer.

**DISQUALIFICATION AND REMOVAL OF DIRECTORS**

15. The office of a Director shall be vacated if he shall for more than 12 consecutive months have been absent without the permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

**GENERAL SECRETARY**

16. Subject to the provisions of the Act the General Secretary who shall also be deemed to be the Company Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit and any such person appointed may be removed by them.

**EXECUTIVE COMMITTEE**

17. The affairs of the Company shall be managed by a Board composed of the Directors.

**CONSTITUTION AND BY-LAWS**

18. The International Island Games Association Constitution shall (save where they are inconsistent with the provisions of these Articles) be deemed to be incorporated herein and where reference is made therein to the "IGA" there shall be substituted the words "the Company".

**PRIVATE COMPANY**

19. Any invitation to the public to subscribe for any debentures of the Company is prohibited.

**PROHIBITION OF DISTRIBUTION TO MEMBERS**

20. The income of the property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company, 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 Company.

**ARBITRATION**

21. Any dispute or difference arising under or concerning the interpretation of the Constitution and By-Laws of the Company shall be determined under the principles of Isle of Man Law and shall be settled by arbitration in accordance with the Arbitration Acts of the Isle of Man.

**WINDING UP**

22. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the members of the company but shall be given to some charitable object or objects

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No.	Names and addresses of Subscribers
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Island Games Association of Jersey by Alan Cross its Authorised Official	
A Cross	Signature

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The Games Association of Mann by Paul Herbert Craine its Authorised Official	
P H Craine	Signature

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Dated this 18th day of October 1996

Witness to the above signatures:

Signature:	G F Karran
	Geoffrey Friend Karran
	Advocate
	33/37 Athol Street
	Douglas

I189.2/02/BRW

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