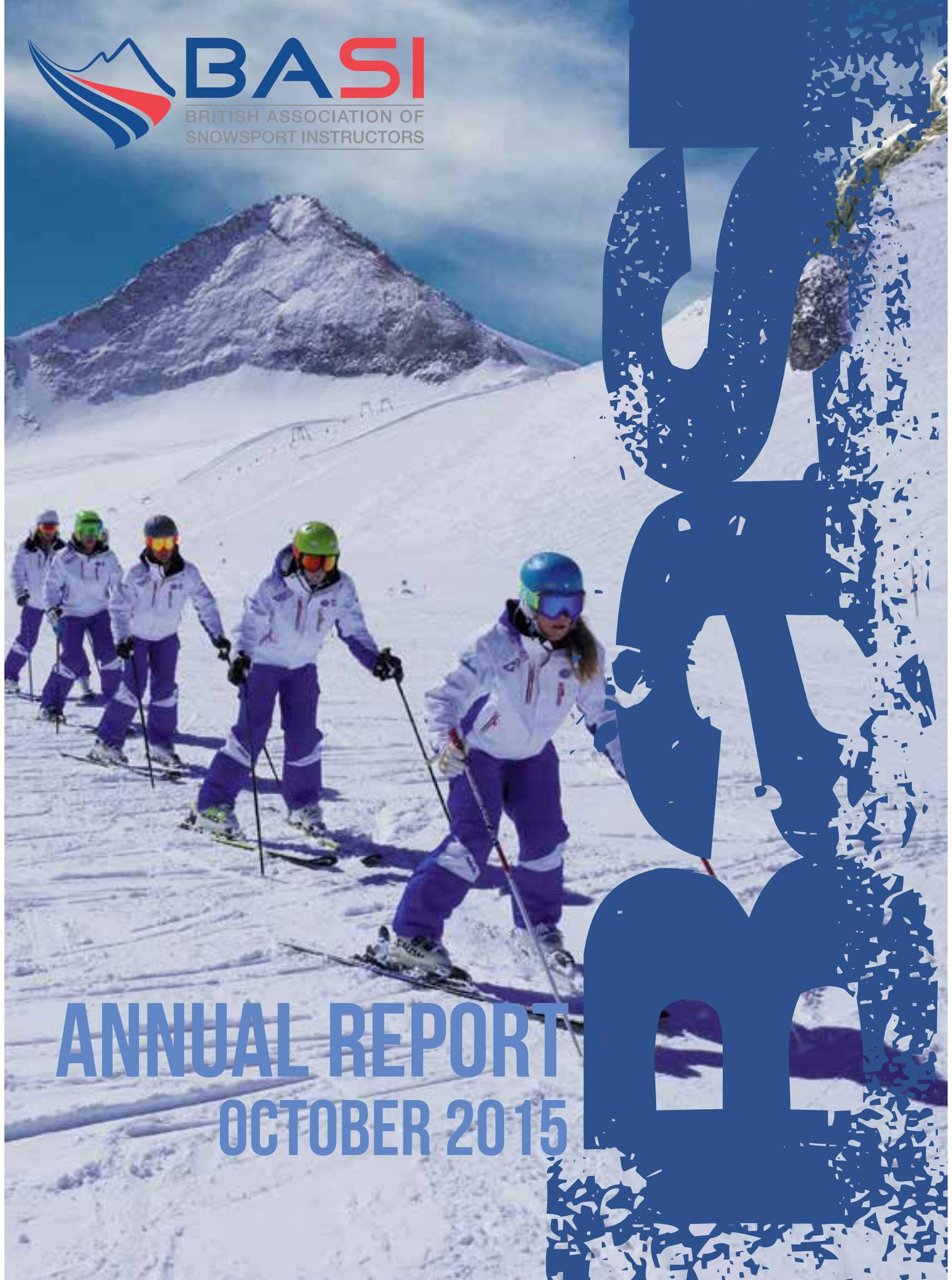




BASI

BRITISH ASSOCIATION OF
SNOWSPORT INSTRUCTORS



ANNUAL REPORT
OCTOBER 2015



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Full Board of Directors 2014 – 15

Chairman	– Gareth Roberts
Chief Executive Officer	– Andrew Lockerbie (Appointed 12 January 2015)
Adaptive Director	– Rachel Davies
Alpine Director	– Craig Robinson (Appointed 25 April 2015)
Nordic Director/Vice Chairman	– John Mordue (Appointed 01 November 2014 as Nordic Director and Appointed 25 April 2015 as Vice Chairman)
Snowboard Director	– Ben Kinnear
Telemark Director	– Joe Beer
Financial Director	– Heathley Clarke
Legal Director	– Position Vacant
Marketing Director	– Tim Carter (Appointed 25 April 2015)
Members' Ombudsman	– Andy Brook-Dobson (Appointed 25 April 2015)
Trainers' Director	– James Lamb
Secretary	– Don Bates (Appointed 01 November 2014)

*Any Director of the Board can be contacted directly from the Board of Directors (BoD) section of the BASI Website

Registered Office: **The British Association of Snowsport Instructors Limited (BASI)**
Morlich House
17 The Square
Grantown on Spey
Morayshire
Scotland
PH26 3HG

Email: basi@basi.org.uk

Tel: 01479 861 717

Fax: 01479 873 657

18 September 2015

Dear Fellow Member,

In this booklet you will find a package of important documents which will be discussed at the General Meeting on 07 November 2015 in the The Snow Centre, Hemel Hempstead, Hertfordshire at 5pm:

The Chairman's Report
Special Resolutions
Voting Details for all Resolutions

Please note: *The minutes of the November 2014 GM have been posted online in the BASI Members Area:*
www.basi.org.uk/memberlist/2014.aspx

Note to Members

It may be of assistance to Members if the Board indicated the reason for the proposed Resolution(s) to be considered at the General Meeting. This Note is not binding, is not intended to be comprehensive and does not form part of the formal business to be considered at the Meeting. This Note is an opinion only and is not advice to Members, and that Members should reach their own conclusion on the Resolution(s) and are free to take their own independent advice on the Resolution(s), and should not vote or abstain from voting on the basis of this Note:

How to vote:

- Online from the BASI Members' Area of the website: click on each resolution that you are eligible to vote on.
To vote online <http://www.basi.org.uk/content/basi-general-meeting-2015--voting-log-in-page.aspx>
- Or
- By email to kpace@basi.org.uk using either the Proxy Voting Form or the Voting forms located on page 59 or 61
- Or
- By post to: BASI (General Meeting), Morlich House, 17 The Square, Grantown on Spey, Morayshire, PH26 3HG using either the Proxy Voting Form or the Voting forms located on page 59 or 61
- Or
- Email/postal proxy and voting forms must be received no later than 48 hours before the time of the meeting (deadline at 5pm on 05 November 2015)
- Or
- In person at: The BASI GM Meeting, 07 November 2015 at The Snow Centre, Hemel Hempstead, Hertfordshire at 5pm

Please note: *Voting for Special Resolutions(s) is open to all current Full & Life Members ONLY who have paid membership for 2015/16.*



GARETH ROBERTS

1. Introduction

Let's begin by taking stock of where BASI started and where it is now, warts and all! This aims to be an honest and balanced appraisal. It also aims to concentrate on the bigger picture, rather than providing detailed reports about Board, Office and Discipline matters.

2. Early days to the present

BASI started as a small Association in Scotland back in the early 1960's, primarily serving the needs of an emerging Scottish ski industry. Then with climate changes, limitations to that development came into effect. So increasingly, over time, BASI instructors starting looking much more to the Alps and further afield for employment. Alongside this, BASI negotiators strived to agree working arrangements with numerous countries so that BASI Instructors, at as many levels as possible, could operate legally in accordance with agreed arrangements in various nations beyond the UK.

In 1995 BASI 'wowed' Interski with innovations in teaching methods - specifically the focus on 'Fundamentals' that shaped a new modular teaching system for BASI. Since that time, BASI has been recognised increasingly and respected internationally for its excellent standards in teaching and technique. This reputation has been reinforced successfully every four years when the BASI team attend Interski.

BASI's international reputation for excellence in teaching and technique has been one of the Association's biggest achievements. It has resulted in a number of very significant benefits for Members and the Association as a whole. These include:-

- More countries prepared to recognise BASI qualified instructors at all levels. So, more employment opportunities for licence holders.
- Increased demand by customers for BASI instructors because people recognise excellent teaching and come back for more.
- Increasing demand by non-UK skiers for BASI qualifications. So, more choice of courses and economies of scale in running courses.
- Instructor training courses provide opportunities for participants to assimilate the highest standards in teaching and technique to inform their future practice. This is being independently appraised by the University of Edinburgh.
- All BASI Members feed off BASI's reputation but, in turn, also contribute towards it through their own delivery of excellence in teaching, technique and overall professionalism. It is therefore everyone's responsibility to contribute in this manner.
- L2, L3 and L4 Members can now be employed

legally in many countries throughout the world; some 37 countries at present. But please do note, it is each member's individual responsibility to check the local legalities for working rights and employment wherever they choose to work.

All these factors have led to BASI experiencing a significant increase in size. In 1995 BASI had 1,834 Members with an overall annual turnover of £345,000. In 2015 we have now over 6,000 Members with an annual turnover in excess of £1.4 million. Membership has more than doubled since 2000.

3. Developments in Governance and Management

Alongside the positive developments recorded above, BASI has nevertheless experienced a number of periods of difficulty in terms of governance and management. BASI as an organisation, has grown significantly in size and complexity, but a number of key governance structures have yet to be developed to provide a sound framework for our operations moving forward.

a) The Board

There may have been a time when Board Members needed to do no more than attend four meetings a year and spend an hour a week answering emails or equivalent. Now each Board member needs to spend between four and eight hours a week, just keeping up to date with all the matters which the Board is engaged with. Most people who come on to the Board have little insight into how much of a demand it is on their personal time. And, the less individual Board Members are able to contribute, then the more the role of Chair becomes a full time job. This is an onerous task for individual Members (and particularly the Chair) who give of their time substantially on a voluntary basis for the benefit of the whole Membership.

The Articles of Association have been recognised as no longer fit for purpose. We as an Association - Members, Board and Office staff - must work together to bring about new Articles of Association that provide us with the framework for the effective running of the Association. It is essential we agree the best arrangements for involving more Members to support the work of the Association, through the proposed Members' Council, and that Board and Council Members have the capacity to meet the demands of their role and receive appropriate recognition. A Remuneration Committee is required to appropriately, fairly and independently award remuneration to all people making significant contributions, in terms of both time and expertise, to the running of the Association.

b) CEO and Office

Andrew Lockerbie came into post in January 2015 as CEO. This followed a period of two years in which time Stephen Burke (Legal Director) acted as Interim CEO. It is generally acknowledged that Stephen made a very significant contribution to encouraging teamwork and positive approaches amongst office

staff. I do not want to dwell unduly on the period of time before Stephen Burke's start as ICEO. It is sufficient to say that BASI has moved on from that time, is learning from former mistakes and now aims to move forwards as positively as possible.

Since January 2015 Andrew Lockerbie has hit the ground running and brought considerable drive and sound judgement to addressing many of the challenges and tasks facing BASI. I am pleased to report that Andrew has established very positive working relations with many Members, office staff, Board Members, the Chair (acting as line manager) and many other stakeholders. Andrew has successfully completed two appraisals and reviews since his appointment in January. His knowledge, drive and passion for the Association has resulted in significant progress since January 2015 on a number of fronts.

4. What Members want (Incorporating comments from General Meeting 2014)

The GM (General Meeting) in November 2014 saw a range of strongly voiced criticisms about how BASI is being run. 'Feedback' included:-

- The Board is only interested in opportunities for the ISTDs.
- The Board is not exercising due diligence in relation to financial matters and particularly expenses.
- The Board is incompetent and does not have its 'eye on the ball'.
- Lack of fairness in matters of discipline.
- Not working on behalf of Members.
- There is a lack of transparency and openness in how and what is communicated.
- However a number of those present did state that they wanted the GM to proceed according to the agenda agreed and that other grievances, which were being raised, should be dealt with at another time and place and through other channels, including that of the Ombudsman.

The events at this GM have subsequently raised concerns within the Board about actions needed to improve governance, communicate better with Members, demonstrate more effective financial management and reporting, and follow agreed procedures in a consistent manner in relation to matters of discipline.

The Board was also mindful of the need to get feedback from a wider section of the Association's Membership to identify levels of support for particular priorities. In the Articles of Association Survey May 2015, Members were invited to identify three priorities for action by a newly formed Members Council. The most commonly stated themes are listed right:

The Board is committed to learn from what has gone before and work with you, the Members, to develop the Association, in line with your wishes and aspirations.

Communication with Members
Transparency at Board level
Board governance
Better representation of Level 1 and 2 Instructors
Reducing costs
Out of control expenses
Unnecessary expenditure
Getting the Members actively involved in all aspects of BASI

5. Significant key developments since November 2014

There have been a number of changes and developments since November 2014. The Board asks the Membership to take note of these developments and provide feedback as appropriate.

a) The Board – Andi McCann, Stephen Burke and Ian Linklater have now left the Board. We thank them for their contributions and the time they devoted to BASI. We welcomed Don Bates and John Mordue in November 2014 and, then in April 2015, we welcomed Tim Carter, Craig Robinson and Andrew Brooke-Dobson as new Board Members. Andrew Lockerbie also joined the Board as the new CEO in January 2015.

The Board is very much aware of the need to work in an open and transparent manner, apply due diligence to financial matters, communicate effectively, earn the trust and respect of all the Members, build on BASI's reputation for excellence and steer BASI to a promising future, delivering positive benefits for Members at all levels. With the addition of these five new Board Members we look forward to a strong impetus to achieve significant improvements to our Association.

The Board has taken steps to operate more cost effectively. For example, a pilot is being tested for Board meetings with some Members 'attending' through a Citrix digital link – thereby reducing the need for travel and accommodation expenses.

b) CEO – Andrew Lockerbie started in January 2015. He was appointed using the experience and skills of an executive recruitment agency to guide the Board in this process. Much of the progress achieved since January 2015 has been the direct result of Andrew's leadership and the hard work of the team he leads.

c) Office Team – The Office team is now implementing the iMIS20 IT system. This will remove the necessity of double entry of data. It will make many processes much more time efficient and it will open up new methods for more efficient communication and working between Board, Office, Trainers and Members.

In addition to efficiencies resulting through iMIS, the Office now is also working actively to improve cost effectiveness through a number of other new

initiatives. For example, early course planning has resulted in an increase in early bookings on last year. New approaches to the delivery of training courses are already resulting in cost savings. More are in progress.

d) Finance – Stephen O'Mara has introduced detailed capacity to monitor expenditure on a monthly basis against budget. A culture of cost effective working is being promoted vigorously throughout the Office and Board. Expenses for activity by the Board, Office staff, Trainers and others is now strictly monitored by the CEO in relation to a clear Expenses Policy. Smarter working increasingly has become the norm and electronic processes have replaced the need to travel to meetings where a digital conference will meet the need.

e) Governance – The Board and Office are working in consultation with the Membership to get the Articles of Association, Code of Conduct and Discipline Procedure 'fit for purpose'. Good progress is being made and the Board hope that the Membership will see fit to support these changes.

f) Strategy – The 2015 - 2020 Strategy is now written up and has been approved by the Board. This is a working plan which will be reviewed regularly and updated as required. A Strategy Working Group will be formed to take this forward.

g) Discipline Panel – A new discipline panel was appointed by the Board at the April 2014 Board meeting and it is now fully operational.

h) Communication with Members – The Board and Office have been focusing on views which have been passed by the Members to us through a variety of channels. The Board, CEO and Office are exploring other new approaches to communicate better with Members. We have taken steps to act on what you've told us. For example, a new approach was introduced to the running of the Members' Open Forum in Hintertux in April 2015. At Grantown in August 2015, Members were invited for a barbeque, to meet Board Members and Office staff on a more informal basis. In July the CEO and Chair's joint monthly newsletter was introduced to keep Members up to date with a range of topics. Extensive consultation, in relation to the Articles of Association, has been happening.

i) Budget 2015/16 – A full and frank statement was produced by the CEO and Vice-Chair in relation to the overall financial situation and the 2015/16 Budget in particular. It is the aim of the Board to communicate with the Membership in an open, honest and transparent manner.

j) The Jobs Board is going from strength to strength, bringing job opportunities for all Levels and Disciplines to the Membership. The Pro-deals now offer an extended range of discounted offers to Members on a wide range of snowsports and outdoor equipment.

k) Legal – A claim of £507k has been made against BASI, for loss of income resulting from the alleged withdrawal of an MoU stamp, and the alleged resulting subsequent loss of earnings. As an organisation BASI needs to adapt to a climate in which litigation is much more of a risk than it was previously.

6. Members' involvement and making a contribution

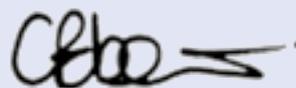
It is likely that in order to maintain and develop BASI, a number of active Members will be needed to contribute towards working groups, taking on roles within the proposed Members' Council and committing to the demands of a role on the Board. As an Association, these inputs are essential, if we are to avoid excessive and unmanageable workloads (matched by high expectations) falling on a few individuals.

In addition, an atmosphere of engagement and discussion is to be very much welcomed, whether it takes place on social media or in open forums. However, in order to promote the good reputation of BASI and all its Members, it is essential that Members put forward their opinions in a respectful manner to other Members, officers of the Association, office staff and of course to the general public. There have, regrettably, been a number of instances over the last year where comments have been made in public forums in a markedly disrespectful manner. It is respectfully requested that all points of view (no matter how controversial) are spoken or written in a respectful manner. The arrival of social media has resulted in all opinions and discussions being aired in public. This is healthy, as long as it is done with respect. The reputation of the Association lies in the hands of all contributors in the digital space.

7. Conclusion

The Board, CEO and Office have all worked very hard since the last GM to deliver on the improvements identified above.

Particular thanks are due to the CEO and Office staff for the range of progress achieved. Thanks are due also to all Members who have contributed to consultations, played an active part in supporting these developments and promoted BASI through your expertise and professionalism on the slopes – and off! Without your contributions less progress would have been achieved. Thanks are due also to the Trainers for their expertise and professionalism in delivering those courses which help develop those high standards in teaching and technique which are BASI's core strength.



Gareth Roberts
Chairman



ANDREW LOCKERBIE

2014 – 15 has been a year of change and development for BASI. Most of the year was overseen by the interim CEO Stephen Burke. A big thank you goes to Stephen for seeing BASI through this extremely busy period. Stephen did a great job of bringing the office staff together and when I took up the post of

CEO and joined in January 2015, I have never seen the office team so harmonious. Great job Stephen. Thanks from me and all of the office team for your commitment and effort.

Membership and Course Participation

BASI Membership at the end of the 2014 subscription year (30 September 2014) has shown another modest increase from 6052 members the previous year (12/13) to 6273 for the 2013/14 subs year.

Course attendance figures have also increased for the fourth consecutive year to 3341 course participants to the end of the 2014/15 financial year.

Members and course venue operators were consulted via a survey for their input on the course scheduling calendar. This has resulted in more courses being scheduled in the UK this financial year, both in Scotland and venues throughout the UK. Cancellation rates are still higher than we would like, but overall, more courses were confirmed this year.

Following the tender process that concluded in 2013 for BASI course selling arrangements through other organisations, 23 businesses received contracts to sell and promote BASI Level 1 and 2 courses in four continents and, between them, 655 Level 1 and Level 2 course spaces were organised. A quality assurance programme is also in place for all of these partners and those in Switzerland and Italy were visited in the 13/14 season. My thanks go out to all of the Business Partners for their professionalism and support of BASI.

Staff

Donald Musk, Nick McKelvey, Eilidh Malcolm and Amy Conboy all came on board and brought new skills to meet the Association's future needs. Social media communications, the digitising and review of training resources, the online jobs board, the BASI blog and Interski Team blog, a new mailing system for BASI eNews, new magazine platform for BASI News, re branding and additional pro deals and member offers; are all either already in place or well underway. Member surveys, to assist the course calendar planning, were also implemented, providing direct input from the Members to inform the course calendar planning for this year. Stephen O'Mara started in August 2014 as the BASI Financial

Controller, replacing Bill Baird. Bill retired after eight years of service to BASI. Many thanks Bill for all your hard work that helped to make BASI so successful throughout those years and welcome to Stephen, who is settling in very well to the BASI office team.

Governance

The Articles of Association review is another big piece of on-going work that I anticipate will be concluded soon. Changes to the existing Articles were presented to the Membership but did not get voted through in January 2014. The membership feedback told us that the consultation period for the proposed changes was too short, given the volume of proposed changes, and that there was not enough understanding of the rationale behind the proposed changes. That feedback was taken on board and a comprehensive engagement and consultation process was implemented in January 2015 to address this. This consultation process is on track and I anticipate BASI will see a set of Articles which the Membership has developed, in place in this operational year 15/16. Many thanks to all of the Membership who have contributed.

Operations

Office improvements include a new phone system which has improved efficiency in managing incoming calls with Members and suppliers being able to contact the appropriate office team member as quickly as possible. The Board and the Office have been making use of Citrix, allowing secure digital meetings and the ability to record and promote webinars; all of which has reduced costs and improved communication.



An IT review was conducted and a new system was selected which will meet current and future needs of BASI course operations and membership. The system selected is called iMIS and will be implemented during the forthcoming year.

BASI has been working closely with the home nations and other snowsport organisations within the UK on developing the industry at both home and abroad. The UK Coaching Pathway has gone from strength to strength with an active course calendar that is gaining in popularity.

In February, we attempted to host a Eurotest in Scotland, but despite plenty of snow, the Scottish weather stopped play at Nevis Range and the event was cancelled.

Membership and Marketing have been active at a series of events throughout the year raising awareness of the BASI pathway throughout the UK. Sir Steve Redgrave, BASI's President, supported two 'Careers in Sport' events at Brunel University and Leeds Beckett. The sports hall was full at both venues for Sir Steve's Q&A sessions and the event attracted interest in BASI courses.

Efforts to improve the flow of information for Members has also seen the implementation of the BASI Jobs Board, the BASI Blog, a new format and platform for email communications and the construction of a new web site for the BASI Interski 2015 programme.

Training and CPD

In response to the aim of achieving greater delivery and assessment consistency, the Alpine Trainers completed a technical quality assessment programme and a teaching assessment is also underway. These assessments form part of every Trainer's personal review and, together with the feedback that Members provide in their end of course surveys and peer reviews, all ensure that the Trainers receive feedback on their own performance and areas for development. They are human after all.

Continued Professional Development (CPD) has replaced the old refresher system. This means that Members can use (BASI approved) external courses for CPD alongside the new BASI CPD modules to tailor CPD, according to their own needs and interests and depending on their qualification and level. Separate Alpine Level 1 and 2 refreshers and Level 3 and 4 refreshers have already been scheduled for the coming season.

Alignment

We have also been working closely with the UK government, the European Commission as well as the University of Edinburgh to ensure that BASI qualifications are recognised at all levels around Europe as well as the rest of the world. BASI is a leader in this area, in gaining academic recognition of its qualifications, and Dave Renouf, who has been co-ordinating this work with the University

of Edinburgh, delivered a key note lecture on the project and its value at Interski 2015. All disciplines at Levels 1 and 2 are now recognised on the Scottish and European Qualification Framework. So Members who undertake BASI courses gain learning credits recognised by academic institutions like colleges and universities. Work continues for recognition of Levels 3 and 4.

International Recognition

Seeking BASI qualification recognition for all levels is another key area of ongoing work with the UK government and the European Commission and goes hand in hand with the work on qualification alignment. The last year resulted in a number of progress meetings with the Commission and member states to realise a delegated act to see the recognition of Alpine Level 4 qualified Members to be able to work independently or set up ski schools. Step 1 in this process is to address each nation's top level of qualification and once this is done, work will begin on the recognition of multi-level qualification systems. BASI remains committed to the EU process and ensuring that every level of qualification and every discipline is considered.

Interski 2015

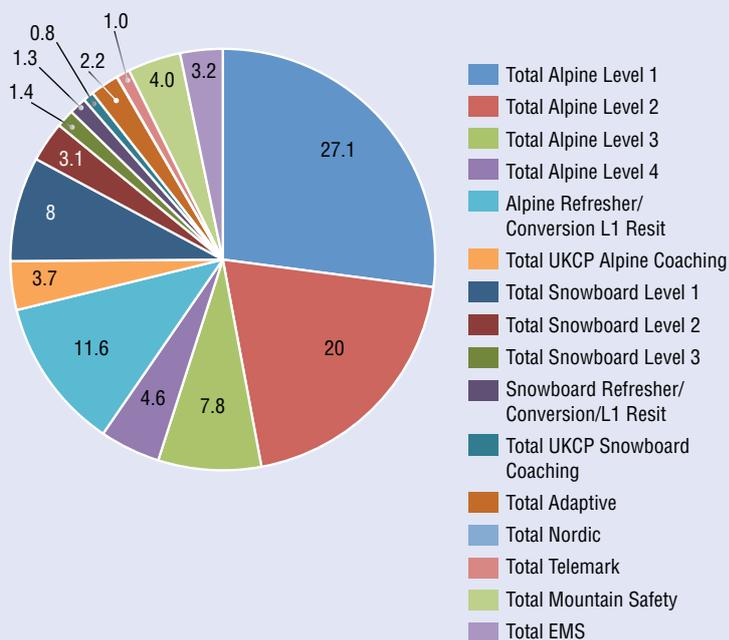
Preparation for Interski has been a big focus this past year. Interski is a great event and a significant investment in terms of BASI's participation to promote and improve the credibility and employability of BASI members around the world. The activity on the BASI jobs board since it was launched shows that there are some great jobs out there and there is a demand for BASI instructors at all levels from employers. BASI has attracted over £35k in sponsorship for the 2015 event from Salomon, Odlo, Dogtag, Icebreaker, Avalanche, Solutions4 Feet, Sidas, Ten Peak Gloves, BASS Pro, Wigwam, Neon, Datawax, PDS Training and Ellis Brigham. Thank you all for your support.



Andrew Lockerbie
Chief Executive Office

BASI COURSE PARTICIPANTS BY DISCIPLINE AND LEVEL

1 JUNE 2014 TO 31 MAY 2015



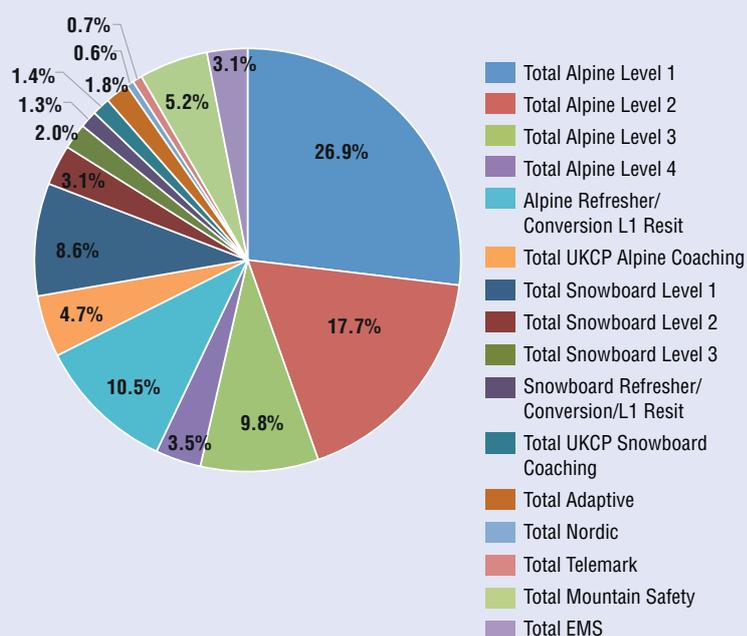
	Participants	%	Pass Rate
Total Alpine Level 1	905	27.1%	89.39%
Total Alpine Level 2	668	20.0%	64.37%
Total Alpine Level 3	262	7.8%	60.69%
Total Alpine Level 4	154	4.6%	45.45%
Total Alpine Refresher/Conversion L1 Resits	388	11.6%	
Total UKCP Coaching Courses	125	3.7%	92.80%
Total Snowboard Level 1	268	8.0%	79.10%
Total Snowboard Level 2	103	3.1%	80.58%
Total Snowboard Level 3	46	1.4%	50.00%
Total Snowboard Refresher/Conversion/L1 Resit	44	1.3%	
Total UKCP Snowboard Coaching Courses	27	0.8%	70.37%
Total Adaptive	73	2.2%	86.30%
Total Nordic	1	0.0%	100.00%
Total Telemark	34	1.0%	97.06%
Total Mountain Safety	135	4.0%	91.86%
Total EMS	108	3.2%	78.70%
Grand Total	3341	100.0%	76.56%

Notes:

1. Numbers are for BASI course participants, run from the 1 June 2014 to the 31 May 2015.
2. We sold 77 more course places than we did during the 13/14 financial year (2.2% increase).
3. A change in licencing requirements saw an increase in refreshers in 14/15.
4. EMS Assessment Pass rate was 48.78%.

BASI COURSE PARTICIPANTS BY DISCIPLINE AND LEVEL

1 JUNE 2013 TO 31 MAY 2014



	Participants	%
Total Alpine Level 1	879	26.9%
Total Alpine Level 2	579	17.7%
Total Alpine Level 3	292	8.9%
Total Alpine Level 4	113	3.5%
Total Alpine Refresher/Conversion L1 Resits	344	10.5%
Total UKCP Coaching Courses	154	4.7%
Total Snowboard Level 1	281	8.6%
Total Snowboard Level 2	101	3.1%
Total Snowboard Level 3	64	2.0%
Total Snowboard Refresher/Conversion/L1 Resit	43	1.3%
Total UKCP Snowboard Coaching Courses	45	1.4%
Total Adaptive	59	1.8%
Total Nordic	18	0.6%
Total Telemark	24	0.7%
Total Mountain Safety	171	5.2%
Total EMS	100	3.1%
Grand Total	3267	100%

BASI AWARDS

BASI presents a number of awards annually to celebrate contributions from individuals who have made outstanding contributions to the Association.

THE HAZEL BAIN AWARD

This award is presented in memory of Hazel Bain, who was BASI's first paid office employee in the early years of the Association. Hazel's photographic memory meant she knew everyone's name, membership number, face and course participation by recall! It is given annually for services to BASI. This year it was awarded jointly to Susie Berry OBE and Eric Davies for their outstanding contributions to BASI and to British skiing over many years.



ERIC DAVIES

Eric Davies – Salomon

A former BASI Trainer and BASI Grade 1, Eric has skied for more than 40 years and shared in many equipment innovations as Salomon GB's Alpine Activity Manager. Recently retired from Salomon, Eric has been a great supporter of BASI and its activities. He was instrumental in establishing the BASI Member Pro Deal as well as endorsing Salomon's sponsorship support of BASI's Interski Team over a number of decades including Interski 2015 in Ushuaia, Argentina.



SUSIE BERRY

Susie Berry OBE

Susie has, for a number of years, supported BASI and its Members at the Eurotest and international meetings. Susie is a qualified FIS technical delegate and immensely respected in international snowsports. She attends a number of Eurotests each season on behalf of BASI Members to ensure fair play at all events and to look after BASI Member interests, as well as supporting BASI's international interests in ongoing discussions with the European Commission on instructors' working rights.

Susie has made an outstanding, life-long, contribution to British Alpine Ski Racing and BASI and her contribution is unprecedented in the field of this sport. From her early days as a British Ski Team Member and then Team Manager, she progressed to Federation International du Ski (FIS) Technical Delegate (TD)

JIM BRYDEN TROPHY



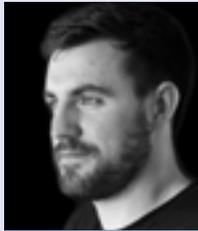
JAZ LAMB

Jaz Lamb

Jaz was awarded the Jim Bryden Trophy for his contribution and support in the ongoing development of BASI's Training and Assessment processes; specifically for his contributions to the Trainers' Conference, Trainers' Quality Assurance Programme and the Annual Trainer reviews. Jaz took on the role of Trainers' Director and has, throughout his term in office, been hugely active in supporting Roy Henderson, BASI's Training Manager and Trainers' body, across a range of projects.

BASI FACES

The BASI office welcomed new staff, Donald Musk, Nick McKelvey, Eilidh Malcolm and Amy Conboy in 2014. Bill Baird, BASI's Financial Controller retired in April 2014 and Stephen O'Mara joined the team in August as the new Financial Controller. Andrew Lockerbie joined BASI in January 2015 as BASI's Chief Executive Officer.



Donald Musk



Nick McKelvey



Eilidh Malcolm



Amy Conboy



Stephen o'Mara



Bill Baird



Andrew Lockerbie

INTERSKI 2015 TEAM SELECTION, TRAINING SPONSORSHIP

Twelve successful Members were selected in November 2013 for Interski 2015 from a field of 26 hopefuls. The team met in both Hintertux and Zermatt during the 14/15 season to train and discuss preparations for the Interski Congress 2015. Team members: Jaz Lamb, Rupert Goldring, Rupert Tildesley, Lynn Sharp, Amanda Pirie, Paul Garner, Giles Lewis, Craig Robinson, James Lister, Becs Malthouse, James Bennett and Jas Bruce. Team Manager – Roy Henderson, Team Captain – Andi McCann.





TRAINERS QA PROGRAMME

Tables were turned on the Training body in 2014 as they all underwent an on snow performance revalidation. Each trainer receives an annual review, which, provides feedback from the course debriefs, peer reviews with additions from the BASI office and training department. This review process has developed hugely in the last few years, becoming a valuable tool for continual professional development. If a trainer falls below acceptable levels they risk being removed from the trainer list. The BASI training department decided it was time to live by its own values and reintroduce an on snow quality assurance assessment, to be attended by all trainers, which has not been part of the processes for quite a few years.

EDINBURGH UNIVERSITY AND ALIGNMENT OF BASI QUALIFICATIONS



All disciplines at BASI Level 1 and BASI Level 2 are now aligned to the Scottish Credit and Qualifications Framework (SCQF) which means that your BASI courses gain you recognised learning credits. Work continues on aligning Level 3 and Level 4. The University of Edinburgh attended the Hintertux 2015 Spring Courses and observed the practicalities of the alignment process working on BASI courses. Dr Peter Allison commended BASI on the effectiveness of the systems and processes in place and the work achieved to date.

OUT AND ABOUT

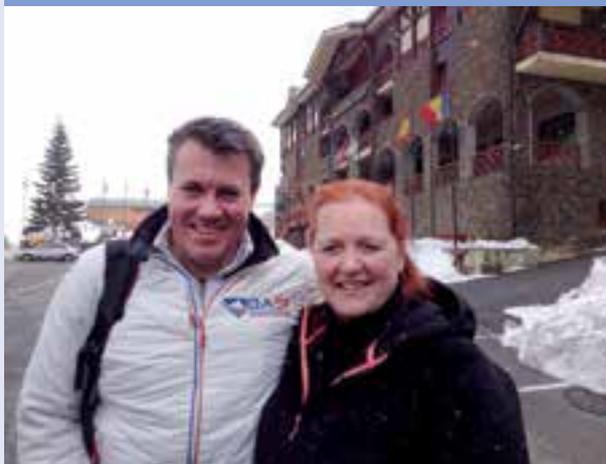
Throughout 2014/15 a number of meetings took place between the EU Commission and member states to progress the recognition of qualifications and working rights. The Memorandum of Understanding pilot programme has been extended for a further winter season 15/16 and work continues on achieving agreement on the recognition of the highest level qualifications. Once this is complete, work will commence on those systems who have multi level qualification pathways.

In July the office hosted a summer BBQ in Grantown which was well supported by BASI Members from the local area.

The European Ski and Snowboard School based in Les Deux Alpes became the first French based ski school to achieve BASI's Approved Ski School Quality Assurance kite mark following a successful inspection in April 2015.



BASI summer BBQ



Andorra members forum



Careers in Sport Roadshow, Leeds

Throughout the autumn, BASI attended a series of Careers in Sport Roadshow events. BASI President, Sir Steve Redgrave was a guest speaker and attracted great interest from students looking for career options in sport.

The London ski show was another opportunity to say hi to friendly faces and industry contacts. BASI's General Meeting was held on the Saturday evening of the event.

A Scottish Eurotest was scheduled for 2015 at Nevis Range. Whilst snow conditions were excellent, the test was cancelled due to unforgiving Scottish weather.

BASI returned to Andorra in 2015 and as well as seeing a renaissance in BASI courses run in Andorra, Arinsal became BASI's first approved ski school outside the UK. BASI hosted a Members' reception which was better attended than the BASI General Meeting!

HIGHLIGHTS FROM 2014/15

BASI PARTNER QUALITY ASSURANCE VISITS

Following the Business Partner tendering process in January 2014, the Training Department has undertaken site visits to nearly all the BASI Partners to view courses and meet mentors.



Roy Henderson with Altitude Future students, Verbier

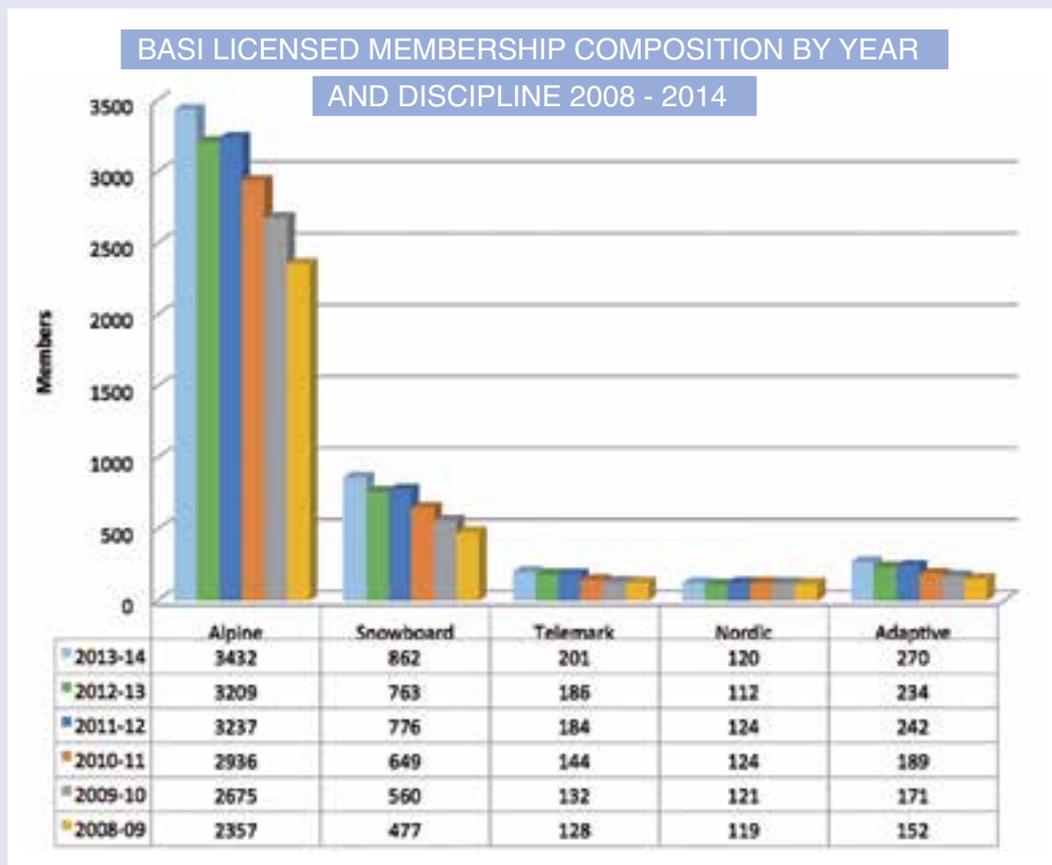
UKCP COACHING PATHWAY PROGRESSES

Alpine, Snowboard and Freeski coaching pathway courses are up and running with a single syllabus for these courses being used by BASI, Snowsports England, Snowsport Scotland and Snowsports Wales.



ARTICLES OF ASSOCIATION REVIEW

New CEO, Andrew Lockerbie, announced a timetable for review and consultation on BASI's Articles of Association in January 2015. The review has involved a series of rationales, member surveys, webinars and redrafting based on Member input.

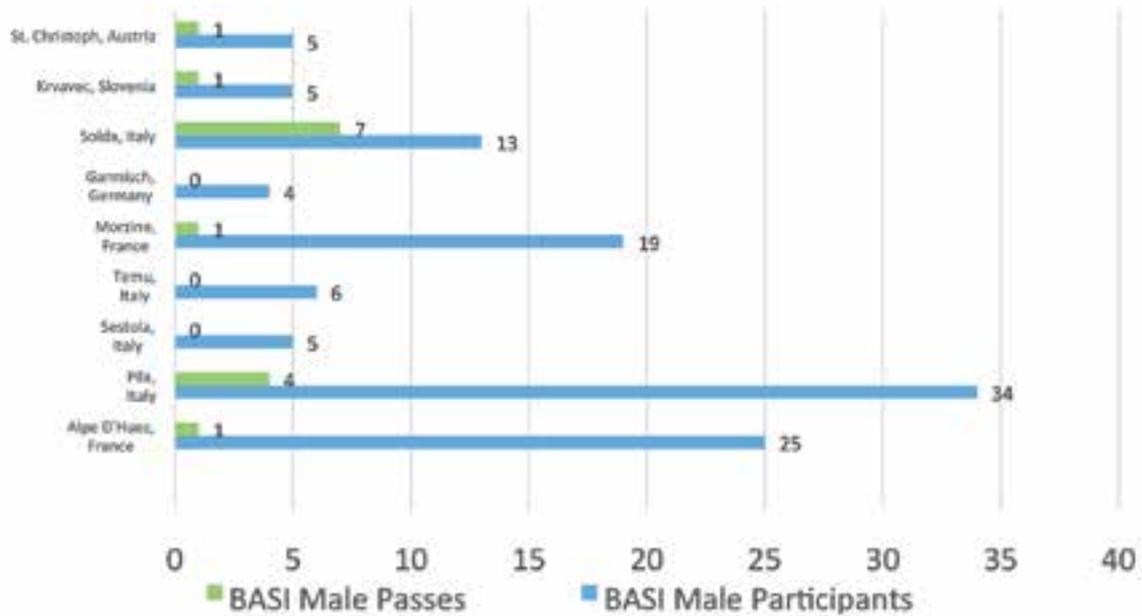


Notes:

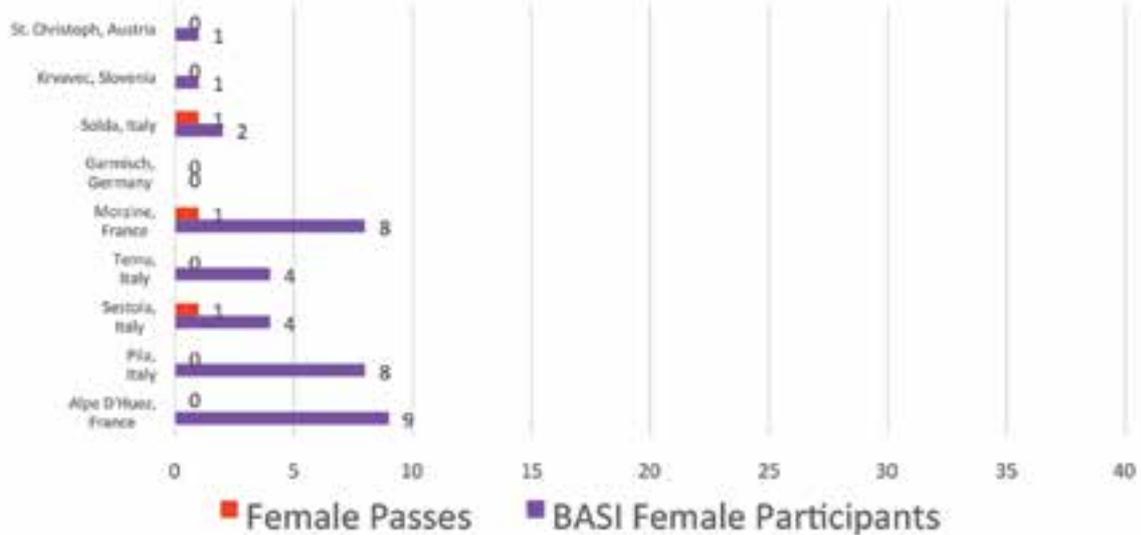
1. The chart does not include Associate Members, Non Licensed Members, Alpine Coach, Freestyle Coach, Snowboard Coach, Alpine Freestyle Development Coach.
2. This chart demonstrates a snap shot of the Membership profile at the 30th September each year. New subscriptions are payable on the 1st October annually.

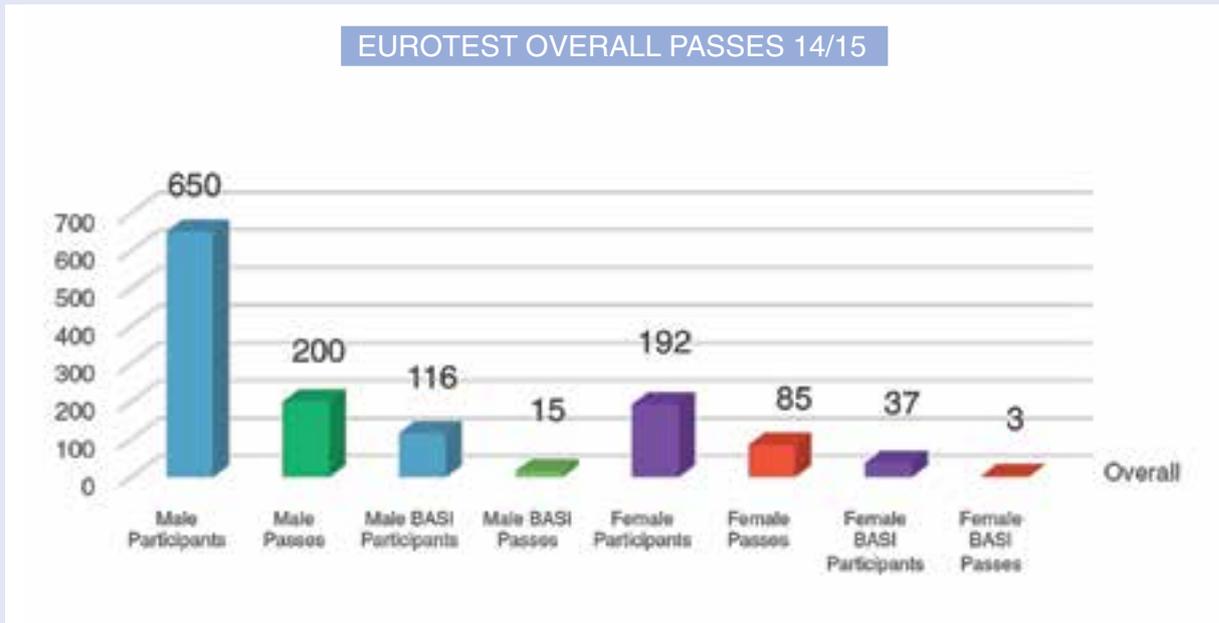
EUROTEST RESULTS

EUROTEST BASI MALE PARTICIPANTS AND PASSES 14/15



EUROTEST BASI FEMALE PARTICIPANTS AND PASSES 14/15





Notes:

1. Total number of male and female participants hold slight inaccuracies; data of total number of participants for Eurotests not supported by BASI was not provided. Of these Eurotests not supported by BASI, there were passes from 9 male BASI Members and 1 female BASI Member.



GENERAL MEETING

Agenda

**5.00 pm on 07 November 2015,
The Snow Centre, Hemel Hempstead
Hertfordshire HP3 9NH**

- 1. Apologies**
- 2. Introduction from the Chairman**
- 3. Ratification of Previous Minutes (London, 01 November 2014)**
- 4. Presentation of Annual Accounts**
- 5. Presentation of Annual Awards (Hazel Bain)**
- 6. Vote on Special Resolutions**
- Break for voting / counting if required**
- 7. General Meeting Closed**

Notice of a General Meeting

**The British Association of Snowsport Instructors Limited
(Company Number SC278963)
("BASI")**

Notice is hereby given that a General Meeting of BASI shall be held at The Snow Centre, Hemel Hempstead on Saturday 07 November 2015 at 5 pm for the following purposes:

To consider and, if thought fit, pass the following resolutions which will be proposed as a special resolution:

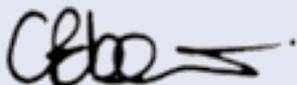
Special Resolutions

- 1 That the regulations contained in the attached document be and are hereby approved and adopted as the Articles of Association of BASI in substitution for and to the exclusion of the existing Articles of Association of BASI; and
- 2 That the objects as set out in the attached document be approved and adopted as the new objects of BASI in place of all existing objects.

By Order of the Board

Dated: 18 September 2015

By order of the Board



Gareth Roberts

Chairman

gareth@basi.org.uk

Registered office:

Morlich House
17 The Square
Grantown-on-Spey
Morayshire PH26 3HG

Notes

- 1 A member of BASI entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and, on a poll, vote instead of him.
- 2 To be effective, the instrument appointing a proxy and any authority under which it is executed must be sent to or deposited at the registered office of BASI not less than 48 hours before the meeting at which you wish to be represented. A form of instrument appointing a proxy is enclosed with this notice. An appointment of a proxy shall not be valid unless it is made by way of the enclosed instrument of appointment.
- 3 Voting for Special Resolutions is open to all current Full and Life Members only who have paid 2015/16 Membership
To vote online use this link - <http://www.basi.org.uk/content/basigeneral-meeting-2015--voting-log-in-page.aspx>

[Electronic Voting opens 5pm Friday 25 September 2015](#)

Introduction

A General Meeting ("GM") of BASI will be convened on Saturday 07 November 2015 at 5pm. The GM will be asked to consider and, if thought fit, pass as a Special Resolution, a resolution put forward by the Board to amend the Articles of Association (the "Articles").

SECTION 2

By way of background, the Company has undertaken a governance review and the rationale underlying BASI's desire to amend its Articles is to adequately reflect up-to-date company law requirements and to ensure that the Articles remain fit for purpose by allowing BASI flexibility to develop its strategy for 2015-2020, structure and practices going forward.

In May 2015, BASI engaged a commercial law firm (Harper Macleod LLP) to redraft the current Articles following the members' consultation undertaken in early 2015. A comparison copy between old and new Articles of Association is also provided. Members can follow the whole process and the outputs of this consultation process in your Member Area under Member Articles. There you will find all the consultation and reference documents associated with the Articles review; webinars, survey results, Article drafts and rationale. Use this link <http://www.basi.org.uk/member/articles-of-association-review-member-consultation-26th-august-2015.aspx>

A clean copy of the current BASI Articles can also be found here for reference: http://www.basi.org.uk/docs/BASI_Articles_Updated_Web_Nov2011.pdf

Members should note that once the new proposed Articles have been voted on, members will be consulted further on the remit of the Members' Council Terms of Reference.

The proposed new set of Articles can be found on page 24. A comparison copy between the old and new Articles of Association is also provided on page 37. Below is a summary explaining the key changes that have been made in comparison to the current Articles.

The proposed Articles – the changes in detail

- 1 The proposed Articles incorporate the provisions of BASI's previous Memorandum of Association.

The current Articles do not expressly set out in long form the relevant provisions of the Memorandum of Association adopted on incorporation of BASI and these have simply fallen away. Article 3 sets out BASI's objects, which have been re-defined from the Memorandum of Association in accordance with BASI's strategy. The effect of Article 3 remains the same but the wording has been developed.

In addition, Article 5 sets out the cap on members' liability which was not carried forward into the current Articles from the Memorandum.

- 2 The provisions in relation to BASI's powers and assets have been moved to the beginning of the new Articles as follows:

2.1 Article 3.3 – current Article 80;

2.2 Article 3.4 – current Article 43;

2.3 Article 4 – current Article 80; and

2.4 Article 6 – current Article 80.

- 3 Article 7 inserts a new provision in respect of accounting records being kept in accordance with statutory requirements.

- 4 The membership provisions within the current Articles have been carried forward and amended.

Article 8 refers to BASI membership and removes the requirements for each membership category which will be set out in a separate membership policy. Article 8.2 incorporates current Article 3 and has been amended to reflect the amount of any such fee being approved by the Board. Current Article 4 is included within new Articles 5, 8.3 and 9 and current Article 5 has been replicated in the new Article 8.4.

New Article 9 clarifies the qualifications for membership and new Article 10 provides for the register of members to be kept, including the details to be included therein. Current Articles 8 and 9 are incorporated in new Article 11 which deals with the termination and withdrawal from membership.

- 5 The provisions in relation to general meetings have been developed in accordance with up-to-date company law.

New Article 12 incorporates current Articles 11 and 12 and new Articles 14, 15, 16 and 17 remain largely in similar terms to the current Articles 15 to 24. These Articles have been amended to take account of BASI's online voting system.

- 6 Following members' feedback in the surveys, the provisions on directors and the Board have been amended and updated.

New Article 18 amends current Article 25 to reduce the minimum number of directors from seven to three. The new Board structure is set out in new Article 19 which amends current Article 26 and removes the wording outlining each director's title. The new Board will be comprised of: three directors who must be members; two directors who may, but may not be, members; the chairperson who must be a member; and the CEO who may, but may not be, a member. New Article 19.2 inserts a provision that the Board shall comprise of a majority of BASI members at all times and new Articles 19.3 to 19.5 provide for co-option of one director where the Board recognises a skills shortage.

The appointment and removal of directors is dealt with under new Article 20 and the retirement of directors is dealt with under new Article 21. These replace current Articles 31 to 33 and reflect the new Board structure. Current Article 30 has been deleted as the position of Chairperson Elect is proposed to be removed.

Current Article 34 is replaced by new Article 22 which sets out the standard provisions for termination of a director and has been updated in accordance with company law. New Article 23 inserts a provision in relation to a register of directors being kept. The provision for election of a vice chairperson is contained within new Article 24 which replaces current Article 27.

New Article 25 deals with the powers of the directors and new Article 26 deals with directors' personal interests. These replace current Articles 36 to 42 and 44. The new Articles are drafted to reflect up-to-date company law and reflect standard wording prepared by Harper Macleod LLP. This is also the case for new Article 27 on directors' meetings which replaces current Articles 47 to 53.

New Article 26.5 allows for remuneration to be paid to directors for services rendered to BASI. New provisions on the conduct of directors have been inserted into new Article 28 which reflects Harper Macleod LLP's standard wording.

- 7 New provisions on delegation to sub-committees and the Members' Council have been inserted.

Current Articles 67 to 70 on short life working groups have been replaced by new Article 29 which deals with delegation to sub-committees and others. This wording is more general to give BASI flexibility in setting up sub-committees.

New Article 30 makes provision for the Members' Council which is a new group to be set up by BASI to increase members' engagement. Separate terms of reference will be circulated outlining the remit of the Members' Council.

- 8 New Article 32 replaces current Articles 56 to 61 in relation to the Members' Ombudsman.
- 9 New Article 33 provides for a secretary to be appointed to arrange meetings and take minutes at such meetings.
- 10 New Article 34 replaces Article 76 in relation to minutes of meetings.
- 11 New Article 35 deals with accounting records and annual accounts, replacing current Articles 78 and 79.
- 12 The provisions in relation to notices have been simplified in new Article 36 which replaces current Articles 73 to 75.
- 13 New Article 37 incorporates current Article 72 with slightly amended wording.
- 14 The following current Articles have been deleted:
- 14.1 Articles 6 and 7, which make provision for membership cards and articles in BASI's newsletter;
 - 14.2 Articles 45 and 46 on disciplinary procedures; and
 - 14.3 Article 54 in relation to the position of President which is proposed to be removed.

A copy of the current BASI Articles of Association is available here http://www.basi.org.uk/docs/BASI_Articles_Updated_Web_Nov2011.pdf



The Companies Act 2006

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

ARTICLES OF ASSOCIATION

of

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED

SC278963

1 Constitution of the Company

The model Articles as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.

2 Defined Terms and Interpretation

- 2.1 In these Articles (as hereinafter defined) the following definitions and rules of interpretation shall apply:
- 2.2 “**Act**” means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force;
- 2.3 “**Articles**” means the Articles of Association of the Company;
- 2.4 “**BASI Qualification**” means an official record of achievement awarded on the successful passing of an assessment course run by the Company;
- 2.5 “**Board**” or “**Board of Directors**” means the board of the Company or the Directors as constituted in accordance with article 19, and includes any committee of the Directors constituted in accordance with article 29;
- 2.6 “**Company**” means The British Association of Snowsport Instructors Limited;
- 2.7 “**Directors**” means the A Directors, the B Directors, the Chairperson and the CEO of the Company and includes any person occupying the position of director, by whatever name called;
- 2.8 “**Electronic Communication**” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000; and
- 2.9 “**Voting Member**” means a full and life member.
- 2.10 Reference in these Articles to the singular shall be deemed to include the plural and vice versa.

3 Objects

- 3.1 The Company shall operate to promote:
- 3.1.1 the benefit of its members and works on their behalf to deliver:
- 3.1.1.1 training and qualifications for the snowsports disciplines in instruction and coaching;
- 3.1.1.2 internationally recognised professional snowsports qualifications;
- 3.1.1.3 working opportunities in snowsports instruction worldwide;
- 3.1.1.4 continuous professional development programmes for its members; and
- 3.1.1.5 membership value through a range of members’ benefits; and
- 3.1.2 training excellence both nationally and internationally by providing high standards of training, assessment and member support services for snowsports instructors and coaches across all disciplines.
- 3.2 The Company’s permitted activities and powers will include anything which is necessary, incidental, conducive and / or expedient to help it achieve the objects set out in this article 3.
- 3.3 The Company shall not operate for profit.
- 3.4 Without restricting the generality of their powers, the Company may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them.

4 Restriction on the use of the Company’s assets

- 4.1 The profits and other income of the Company shall be applied solely towards promoting the Company’s objects (as set out in article 3).
- 4.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.

SECTION 2

- 4.3 Notwithstanding any provision within these Articles, the Company shall not be prevented to make any payment in good faith:
- 4.3.1 of reasonable and proper remuneration to any employee (including any employee who is also a Director) of the Company for any services rendered to the Company;
 - 4.3.2 of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, Director or employee of the Company;
 - 4.3.3 of interest on money lent by a member, Director or employee of the Company at a reasonable and proper rate per annum;
 - 4.3.4 of reasonable and proper rent or other periodical payment for property let or occupied by the Company to any member, director or employee of the Company; or
 - 4.3.5 to any Director of reasonable out-of-pocket expenses in accordance with article 26.6.

5 Liability of Members

- 5.1 The liability of the members is limited.
- 5.2 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
- 5.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
 - 5.2.2 payment of the costs, charges and expenses of winding up; and
 - 5.2.3 adjustment of the rights of the contributories among themselves.

6 Dissolution

- 6.1 If on dissolution of the Company any property remains after satisfaction of all of the Company's debts and liabilities, such property shall not be paid or distributed among the members but shall be transferred to a body (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Company.
- 6.2 To the extent that effect cannot be given to the provisions of article 6.1, the relevant property shall after satisfaction of all of the Company's debts and liabilities be applied to some other charitable or not for profit object or objects as determined by the members at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

7 Accounting Records

Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company.

8 Membership

- 8.1 The Company shall consist of the following members:
- 8.1.1 full members;
 - 8.1.2 life members;
 - 8.1.3 associate members;
 - 8.1.4 affiliate members; and
 - 8.1.5 honorary members.
- 8.2 An annual membership fee shall be payable for each membership category. The amount of the subscription fee shall be approved by the Directors.
- 8.3 Members shall represent the Company to third parties in good faith and in a manner consistent with the objects of the Company and not bring the Company into disrepute as set out in the members' code of conduct.

- 8.4 Members shall be entitled to:
- 8.4.1 participate in the activities of the Company in accordance with their category of membership consistent with the membership policy which the Board may prescribe from time to time;
 - 8.4.2 wear the insignia adopted by the Company, representing their category of membership and in accordance with the brand policy determined by the Board from time to time; and
 - 8.4.3 receive any publications prepared by the Company for circulation to members.
- 8.5 All members shall comply with the members' code of conduct as prescribed by the Board from time to time.

9 Qualifications for membership

- 9.1 Any person who wishes to become a life member, an affiliate member and an associate member must sign, and lodge with the Company, a written application for membership in such form as the directors require.
- 9.2 Full members shall be those persons who hold a BASI Qualification and have paid the annual membership fee.
- 9.3 The Board may invite persons to become honorary members and such persons shall become honorary members with effect from their acceptance of any such invitation.
- 9.4 The qualifications for each category of membership referred to in article 8.1 will be specified within the membership policy as determined by the Board from time to time.
- 9.5 An application for membership shall not be refused on the grounds of race, sex, religious belief, political opinion or any other protected characteristic under the Equality Act 2010 (as amended).
- 9.6 No person shall be admitted as a life member of the Company unless they are approved by the Board

10 Register of members

The Directors shall maintain a register of members, setting out the full name and address of each member, the category of membership to which the member belongs, the date of admission to membership, and the date on which any person ceased to be a member.

11 Withdrawal from membership

- 11.1 Membership of the Company is not transferable.
- 11.2 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice providing at least 10 days' notice of the date of withdrawal. That person shall cease to be a member on the date specified within the notice.
- 11.3 A person's membership terminates if:
- 11.3.1 that person dies or, in the case of an affiliate member, the body to which that person belongs ceases to exist;
 - 11.3.2 the person does not pay the annual membership fee by its due date (if applicable);
 - 11.3.3 the Board determines, acting in its sole discretion, that the person has materially breached the members' code of conduct; or
 - 11.3.4 that person has failed to comply with article 8.3
- 11.4 Where a person's membership is terminated under article 11.3.2, the Board may require that person to pay a re-admission fee in addition to the membership fee.
- 11.5 Where a person's membership is terminated under articles 11.3.3 or 11.3.4, that person may appeal to the Members' Ombudsman under article 32. The Members' Ombudsman shall make recommendations to the Board and the Board's decision on the matter shall be final.
- 11.6 In the event that a person withdraws from membership or his/her membership is terminated under this article 11, that member shall not be entitled to a refund from the Company of membership fees paid.

12 General meetings

- 12.1 The Directors may, at any time, convene general meetings, provided that at least one general meeting will be held each year.
- 12.2 The Directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

13 Notice of general meetings

- 13.1 At least 42 **clear days**' notice must be given to all members of a general meeting. Notwithstanding this, a general meeting may be called at shorter notice if it is agreed to by a majority of Voting Members (under section 307(4) of the Act).
- 13.2 The reference to "clear days" in article 13.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an electronic communication, the day after it was sent) and also the day of the meeting, shall be excluded.
- 13.3 A notice calling a meeting shall specify:
- 13.3.1 the date and time of the meeting;
 - 13.3.2 the place of the meeting;
 - 13.3.3 the general nature of the business to be dealt with at the meeting; and
 - 13.3.4 if a special resolution, or a resolution requiring special notice under the Act, is to be proposed, the notice shall also specify the intention to propose such a resolution and include the exact text of the resolution.
- 13.4 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and Directors, and (if there are auditors in office at the time) to the auditors.
- 13.5 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 notice shall not invalidate the proceedings at that meeting except where a meeting is called under sections 304 (notice of meetings required by members) or section 305 (notice of meetings called by members) of the Act.

14 Special resolutions and ordinary resolutions

- 14.1 For the purposes of these Articles, a "**special resolution**" means a resolution passed by 75% or more of the votes cast on the resolution, provided that proper notice of the general meeting and of the intention to propose the resolution has been given in accordance with articles 13.1 to 13.4 (inclusive).
- 14.2 For the avoidance of doubt, the reference in article 14.1 to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting, subject to votes given by proxy in accordance with these Articles.
- 14.3 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution
- 14.3.1 to alter its name; or
 - 14.3.2 to alter any provision of these Articles or adopt new Articles.
- 14.4 14.4 Voting Members may propose a special resolution to alter any provision of these Articles or adopt new Articles under article 14.3.2, provided that proposed resolution is submitted to the Company in writing, signed by the proposing member and a seconder who must also be a Voting Member.
- 14.5 For the purposes of these Articles, an "**ordinary resolution**" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), providing proper notice of the meeting has been given in accordance with articles 13.1 to 13.4 (inclusive).

15 Procedure at general meetings

- 15.1 No business shall be dealt with at any general meeting unless a quorum is present in person or by proxy.
- 15.2 The quorum for a general meeting shall be 12 of the Voting Members, one of whom must be a Director.
- 15.3 If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 15.4 The Chairperson or vice chairperson of the Company shall (if present and willing to act as chair) preside as chair of each general meeting. If the Chairperson or vice chairperson is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves the person who will act as chair of that meeting. If there is only one Director present at the meeting, that Director shall act as chair.
- 15.5 The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
- 15.6 The chair of the meeting must adjourn a general meeting if directed to do so by a majority of the meeting. No business shall be transacted at any adjourned meeting other than the business to be transacted at the meeting which was adjourned.
- 15.7 When adjourning a general meeting, the chair of the meeting must:
- 15.7.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
- 15.7.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 15.8 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the Company must give notice of such adjourned meeting in accordance with articles 13.1 to 13.4 (inclusive):
- 15.8.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
- 15.8.2 containing the same information which such notice is required to contain.
- 15.9 Every Voting Member shall have one vote, given in person, or by proxy. Associate members, affiliate members and honorary members shall have no voting rights.
- 15.10 A resolution put to the vote at a general meeting shall be decided by a poll.
- 15.11 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning a mental disorder may vote by his/her receiver, curator bonis or other person authorised in that behalf appointed by the court, and any such receiver, curator bonis or other person may vote using a proxy instruction on behalf of that member. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote on behalf of that member shall be deposited at the registered office of the Company, or at such other place as is specified in accordance with these Articles for the deposit of proxy notices, not less than 48 hours before the time appointed for holding a meeting or adjourned meeting at which the right to vote is to be exercised.

16 Content of proxy notices

- 16.1 To validly appoint a representative to vote on a member's behalf by proxy, members must deliver to the Company a properly completed notice in the form shown in article 16.2 (a "proxy notice"), or in any other form which the Board may approve and any supplementary instructions contained in the notice of the general meeting to which they relate.
- 16.2 "THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
- I, of,, being a member of the above-named company, hereby appoint, of, or failing him/her,, of, as my proxy to vote in my name on my behalf at the general meeting of the company to be held on....., and at any adjournment thereof.

SECTION 2

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.”

16.3 Unless a proxy notice indicates otherwise, it must be treated as:

16.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

16.3.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16.4 For the avoidance of doubt, a person attending as a proxy shall exercise only those voting rights as are analogous to the eligibility to vote of the member for whom they are a proxy.

17 Delivery of proxy notices

17.1 A proxy notice and any authority under which it is executed (or a certified copy of such authority) may be deposited at the registered office of the Company or at such other place within the United Kingdom or elsewhere as specified in the notice convening the meeting or in any instrument issued by the Company in relation to the meeting or submitted electronically.

17.2 A proxy notice delivered or submitted in accordance with article 17.1 must be received by the Company not less than 48 hours before the time of the relevant meeting or adjourned meeting.

17.3 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

17.4 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

17.5 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

17.6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

18 Number of Directors

The number of Directors shall not be subject to a maximum and shall not be less than three, unless otherwise determined by the Directors.

19 Composition of the Board

19.1 The Board shall be composed as follows:

19.1.1 three directors who are members of the Company and are elected at a general meeting, one of which will sit on the Members' Council set up in accordance with article 30 (“**A Directors**”);

19.1.2 two directors who may but need not be members of the Company and are elected at a general meeting (“**B Directors**”);

19.1.3 the chairperson who shall be elected at a general meeting in accordance with article 20.2.2 and must be a member of the Company (“**Chairperson**”); and

19.1.4 the Chief Executive Officer (“**CEO**”) who may but need not be a member of the Company.

19.2 The Board shall at all times consist of a majority of members of the Company.

19.3 Subject to article 19.2, the Board can co-opt a further Director that the Board considers is suitable where a skills shortage is identified by the Board. Co-optees do not need to be members of the Company, but they can only serve as co-optees on the Board until the next general meeting or until removed by the Board or the Company. A person co-opted to the Board can also serve on any sub-committees.

- 19.4 A person appointed as a co-optee shall undertake the role of Director and accordingly will be subject to the duties and responsibilities of a Director. Co-optees can take part in discussions of the Board or any sub-committees and vote at Board and sub-committee meetings on all matters except those which directly affect these Articles, the membership of the Company or the election of the Board.
- 19.5 Upon termination of the appointment or removal from office of a person co-opted as a Director under article 19.3, that person shall be eligible for election as a Director at the general meeting at which that person's appointment is terminated or otherwise at the general meeting following that person's removal from office.

20 Appointment and removal of Directors

- 20.1 The Directors of the Company shall be such persons as are elected or appointed as Directors in accordance with articles 20.2 and 20.3.
- 20.2 The Directors shall be elected or appointed as follows:
- 20.2.1 the A and B Directors shall be elected by a simple majority of Voting Members in attendance at a general meeting. No member shall be eligible for election as an A Director at a general meeting unless he/she is a Voting Member and, not less than eight weeks before the date of such general meeting, the Voting Member delivers to the CEO a notice in writing signed by the Voting Member and two supporting Voting Members detailing the position to which he/she wishes to be elected;
- 20.2.2 the Members' Council will undertake a recruitment process for the Chairperson and will recommend preferred candidates at a general meeting. Notwithstanding the Members' Council's recommendations, all candidates will stand for election at a general meeting and the Chairperson shall be elected by a simple majority of Voting Members in attendance at such general meeting ; and
- 20.2.3 the CEO shall be appointed in accordance with article 31
- 20.3 Where a Director is removed from office under article 20.4, the Board may by a majority decision fill the temporary vacancy by appointing another person in place of that Director. Any Director appointed under this article 20.3 shall remain in office until the next general meeting at which that Director must retire from office but may stand for re-election.
- 20.4 A person shall only be removed as a Director if the Company resolves, by ordinary resolution at a meeting of which special notice has been given, to remove a Director before the expiration of that Director's period in office in accordance with section 168 of the Act.
- 20.5 Such removal under article 20.4 shall take effect upon the date of lodgement of the notice of the special meeting at the registered office of the Company or such later date as may be specified in the notice.

21 Retirement of Directors

- 21.1 Without prejudice to article 20.3, the Directors duly elected shall remain Directors until retirement in accordance with the following articles:
- 21.1.1 a Director can retire from office at any time by giving the Company not less than three months' notice;
- 21.1.2 Directors shall retire after a period of three years in office (a "term"); and
- 21.1.3 subject to article 21.1.4, those Directors who have retired in accordance with article 21.1.2 shall be eligible for immediate re-election; and
- 21.1.4 a Director who has served three consecutive terms shall not be eligible for re-election at the general meeting where that Director retires but may be re-elected at a later date.
- 21.2 The Chairperson shall be appointed for a period of four years after which he/she shall retire but shall be eligible for immediate re-appointment, subject to serving a maximum period of eight years in total. In the event of the Chairperson being unable to fulfil that position temporarily or permanently, the vice chairperson shall assume the position until the next general meeting.

22 Termination of office

- 22.1 A person cannot become or remain as and shall immediately cease to be a Director if:
- 22.1.1 he/she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director;
 - 22.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that, that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 22.1.3 he/she resigns office by notice to the Company;
 - 22.1.4 he/she is absent (without permission of the directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office;
 - 22.1.5 he/she is declared bankrupt under the Bankruptcy (Scotland) Act 1985;
 - 22.1.6 he/she is involved in a formal arrangement with all of his/her creditors;
 - 22.1.7 he/she is sentenced to prison for a month or more or has been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;
 - 22.1.8 he/she is involved in any legal proceedings in any court or tribunal by or against the Company; or
 - 22.1.9 he/she is removed from office by ordinary resolution (special notice having been given) pursuant to section 168 of the Act or has otherwise been required to vacate office in terms of this article 22

23 Register of Directors

The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, and also specifying the date on which any person ceased to hold office as a Director

24 Office bearers

- 24.1 The directors shall elect from among themselves a vice chairperson and such other office bearers (if any) as they consider appropriate.
- 24.2 A person elected to any office shall cease to hold that office if he/she ceases to be a Director or if he/she resigns from that office by written notice to that effect.

25 Powers of Directors

- 25.1 Subject to the provisions of the Act, and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Company and deal with any matter not provided for within these Articles and do such things as are incidental or conducive to the attainment of the objects of the Company.
- 25.2 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 25.3 No alteration of these Articles and no direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
- 25.4 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

26 Personal interests

- 26.1 A Director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into must declare that interest at a meeting of the Directors. He/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement and must leave the meeting while such transaction or other arrangement is being considered.

26.2 For the purposes of article 26.1, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 252 of the Act), has a personal interest in that arrangement

26.3 Provided:

26.3.1 he/she has declared his/her interest; and

26.3.2 he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement,

a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 26.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

26.4 Directors may undertake any services for the Company that the Directors decide.

26.5 Directors are entitled to such remuneration for their services to the Company as Directors as determined from time to time by the remuneration committee set up in accordance with article 29.

26.6 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

26.6.1 meetings of Directors or committees of Directors; or

26.6.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

27 Procedure at Directors' meetings

27.1 Any Director may call a meeting of the Directors or request the secretary (if applicable) to call a meeting of the Directors, subject to there being at least four meetings of the Directors in every year.

27.2 A meeting of the Directors shall be called by at least seven clear days' notice but may be called by shorter notice if it is so agreed by a majority of the Directors. The notice calling a meeting of the Directors shall specify the date, time and place of the meeting and shall set out in reasonable detail the general nature of the business to be transacted at the meeting. The accidental omission to give notice of a meeting of the Directors to, or the non-receipt of notice of a meeting by, any Director shall not invalidate the proceedings at that meeting.

27.3 Questions arising at a meeting of the Directors shall be decided by a majority of votes. If an equality of votes arises, the Chairperson of the meeting shall have a casting vote. If any issue arises which is not dealt with in terms of these Articles, the Chairperson of the meeting at which such issue arises shall decide how the issue shall be dealt with and such decision shall be final and binding on the other Directors.

27.4 No business shall be dealt with at a meeting of the Directors unless a quorum is present. The quorum for Directors' meetings shall be 50% of the Directors or the nearest whole number thereto.

27.5 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may continue to act but may act only for the purpose of filling any vacancies on the Board of Directors or of calling a general meeting.

27.6 Unless he/she is unwilling to do so, the Chairperson shall preside as chair at every Directors' meeting at which he/she is present. If the Chairperson is unwilling to act as chair or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chair of the meeting.

27.7 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors. For the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote and shall not be deemed to constitute a Director for the purposes of the Act or any provision of these Articles. Subject to this article 27.7, the Members' Ombudsman and secretary (if appointed) may attend Directors' meetings.

SECTION 2

- 27.8 A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest (as defined in article 26.2) which conflicts (or may conflict) with the interests of the Company. He/she must withdraw from the meeting while an item of that nature is being dealt with.
- 27.9 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 27.10 All acts by any person acting as a Director shall, notwithstanding that it is afterwards discovered that: there was a defect in his/her appointment; he/she was disqualified from holding office; he/she had ceased to hold office; or he/she was not entitled to vote on the matter in question, be valid as if any such person had been duly elected and was qualified to be a Director.
- 27.11 Subject to article 14, a resolution in writing, signed by all the Directors, for the time being in the United Kingdom or elsewhere, shall be as valid and effectual as if it had been passed at a Directors' meeting.
- 27.12 All or any of the Directors may participate in a Directors' meeting by means of a conference telephone or any other communication equipment which allows all of those participating in the meeting to hear each other. A Director so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be taken into account in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairperson or the vice chairperson as the case may be is at the time of the meeting.
- 27.13 The Company may, by ordinary resolution, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of this article 27.

28 Conduct of Directors

- 28.1 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company and, in particular, must:
- 28.1.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in these Articles);
 - 28.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 28.1.3 in circumstances giving rise to a conflict of interest or which may give rise to a conflict of interest between the Company and any other party:
 - 28.1.3.1 put the interests of the Company before that of the other party, in taking decisions as a Director; and
 - 28.1.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question;
 - 28.1.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act; and
 - 28.1.5 take such steps as are reasonably practicable for the purposes of ensuring:
 - 28.1.5.1 that any breach of a duty under articles 28.1.1 to 28.1.4 inclusive is corrected by the Director concerned and not repeated; and
 - 28.1.5.2 that any Director who has been in serious or persistent breach of any such duties is removed as a Director in terms of article 22.

29 Delegation to sub-committees and others

- 29.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under these Articles:
- 29.1.1 to such person or committee;
 - 29.1.2 by such means (including by power of attorney);
 - 29.1.3 to such an extent;
 - 29.1.4 in relation to such matters or territories; and
 - 29.1.5 on such terms and conditions, as they think fit.

- 29.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 29.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 29.4 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.
- 29.5 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

30 Member's Council

- 30.1 In accordance with articles 29.1 to 29.5 (inclusive), the Directors shall set up and delegate powers to a sub-committee which will represent the members of the Company and provide a forum for members' engagement in the Company's policies and certain activities (the "Members' Council"), subject to the following:
- 30.1.1 the chair of the Members' Council shall be one of the A Directors and elected at a general meeting;
- 30.1.2 the terms of reference will be set out by the Directors and approved by the members at a general meeting; and
- 30.1.3 the Members' Council will report to the Directors when requested to do so.

31 Chief Executive Officer ("CEO")

- 31.1 The CEO shall be a full time salaried employee appointed by the Board for a period as determined by the Directors.
- 31.2 The Board shall determine the duties of the CEO, who shall report directly to the Chairperson, whom failing, the vice chairperson, and where absent the Board.

32 Members' Ombudsman

- 32.1 The Members' Ombudsman, who shall be a member of the Company, shall be elected by the Company at a general meeting for a period of three years. The Members' Ombudsman shall be eligible for re-election on the expiry of the initial three year period, provided that he/she does not hold office for a period of more than nine years.
- 32.2 The role of the Members' Ombudsman is to investigate and resolve, determine and make recommendations to the Board in relation to complaints made by members against the Company.
- 32.3 For the avoidance of doubt, the Members' Ombudsman shall not be a Director and shall not be entitled to vote at Directors' meetings.

33 Secretary

- 33.1 The Directors may appoint a secretary to arrange meetings and take minutes at such meetings for such term, at such remuneration (if any), and upon such conditions, as they may think fit. The secretary may be removed by them at any time.
- 33.2 For the avoidance of doubt, the secretary shall not be a Director and shall not be entitled to vote at Directors' meetings.

34 Minutes

- 34.1 The Directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.
- 34.2 Minutes made under article 34.1 shall be available for inspection by the members at the registered office of the Company, subject to the directors, by a majority decision, having discretion to omit any commercially or personally sensitive information or information detrimental to the Company contained within the minutes of Directors' meetings.
- 35 Accounting records and annual accounts

SECTION 2

- 35.1 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 35.2 The Directors shall delegate responsibility to the CEO of their duty under article 35.1 in accordance with article 29 who shall prepare and present annual accounts, budgets and projections to a Board meeting where requested to do so, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 35.3 Except as provided by law or authorised by the Directors or any ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

36 Notices

- 36.1 Any notice which requires to be given to a member under these Articles shall be given by way of an electronic communication. Such a notice may be given personally to the member or by way of an electronic communication or (in the case of a member who has notified the Company that he/she wishes to receive notice in writing) be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company.
- 36.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting.
- 36.3 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent.
- 36.4 A member present or represented 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.

37 Indemnity

- 37.1 Every Director or other officer or auditor of the Company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office. That may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 37.2 The Company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 (2) of the Act.



The Companies ~~ACTS 1985 TO~~ Act 2006
Company Limited by Guarantee and not having a Share Capital

**COMPARISON OF ARTICLE CHANGES BETWEEN
CURRENT AND PROPOSED NEW ARTICLES**

of

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED

SC278963

SECTION 2

~~In these Articles of Association the following words and phrases, unless the context otherwise requires, shall bear the respective meanings set out below:~~

1 Constitution of the Company

~~The model Articles as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.~~

2 Defined Terms and Interpretation

2.1 In these Articles (as hereinafter defined) the following definitions and rules of interpretation shall apply:

2.2 ~~the “Act” means the Companies Act 2006 (and references to the Companies Act shall be to that term as defined in Section 2 of the Companies Act 2006);~~ including any statutory modification or re-enactment thereof for the time being in force;

2.3 ~~the “Articles” means the Articles of Association of the Company as set out herein as amended from time to time;~~

~~the Board or the Board of Directors means the board of the Company or the Directors as constituted in accordance with Article 26, and includes any validly constituted committee of the Directors;~~

~~clear days in relation to the period of a 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; Chairperson means the chairperson as elected by the members under Article 26(a) The chairperson shall be the senior member of the Board;~~

~~Chairperson Elect means the chairperson elect as elected by the members under Article 26 (n); Chief Executive means the chief executive officer as elected by the Board under Article 55; the Company means the British Association of Snowsport Instructors Limited;~~

~~Director means a director of the Company including those appointed under Articles 26 (a) – (h) and (n) and acting as a director within the meaning of section 250 of the Companies Act 2006 (as amended from time to time). For the avoidance of doubt the members of the Board identified in Articles 26 (i) to (l) shall not be directors for these purposes; executed includes any mode of execution;~~

~~Memorandum means the Memorandum of Association of the Company as amended from time to time;~~

2.4 **“BASI Qualification”** means an official record of achievement awarded on the successful passing of an assessment course run by the Company;

2.5 **“Board”** or **“Board of Directors”** means the board of the Company or the Directors as constituted in accordance with article 19, and includes any committee of the Directors constituted in accordance with article 29;

2.6 **“Company”** means The British Association of Snowsport Instructors Limited;

2.7 **“Directors”** means the A Directors, the B Directors, the Chairperson and the CEO of the Company and includes any person occupying the position of director, by whatever name called;

2.8 **“Electronic Communication”** has the same meaning as is assigned to that expression in the Electronic Communications Act 2000; and

2.9 **“Voting Member”** means a full and life member.

2.10 Reference in these Articles to the singular shall be deemed to include the plural and vice versa.

3 Objects

3.1 The Company shall operate to promote:

3.1.1 the benefit of its members and works on their behalf to deliver:

3.1.1.1 training and qualifications for the snowsports disciplines in instruction and coaching;

3.1.1.2 internationally recognised professional snowsports qualifications;

3.1.1.3 working opportunities in snowsports instruction worldwide;

3.1.1.4 continuous professional development programmes for its members; and

3.1.1.5 membership value through a range of members' benefits; and

3.1.2 training excellence both nationally and internationally by providing high standards of training, assessment and member support services for snowsports instructors and coaches across all disciplines.

- 3.2 The Company's permitted activities and powers will include anything which is necessary, incidental, conducive and / or expedient to help it achieve the objects set out in this article 3.
- 3.3 The Company shall not operate for profit.
- 3.4 Without restricting the generality of their powers, the Company may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them.

4 Restriction on the use of the Company's assets

- 4.1 The profits and other income of the Company shall be applied solely towards promoting the Company's objects (as set out in article 3).
- 4.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way or dividend, bonus or otherwise.
- 4.3 Notwithstanding any provision within these Articles, the Company shall not be prevented to make any payment in good faith:
- 4.3.1 of reasonable and proper remuneration to any employee (including any employee who is also a Director) of the Company for any services rendered to the Company;
- 4.3.2 of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, Director or employee of the Company;
- 4.3.3 of interest on money lent by a member, Director or employee of the Company at a reasonable and proper rate per annum;
- 4.3.4 of reasonable and proper rent or other periodical payment for property let or occupied by the Company to any member, director or employee of the Company; or
- 4.3.5 to any Director of reasonable out-of-pocket expenses in accordance with article 26.6.

5 Liability of Members

- 5.1 The liability of the members is limited.
- 5.2 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
- 5.2.1 payment of the Company's debts and liabilities contracted before he ceases to be a member;
- 5.2.2 payment of the costs, charges and expenses of winding up; and
- 5.2.3 adjustment of the rights of the contributories among themselves.

6 Dissolution

- 6.1 If on dissolution of the Company any property remains after satisfaction of all of the Company's debts and liabilities, such property shall not be paid or distributed among the members but shall be transferred to a body (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Company.
- 6.2 To the extent that effect cannot be given to the provisions of article 6.1, the relevant property shall after satisfaction of all of the Company's debts and liabilities be applied to some other charitable or not for profit object or objects as determined by the members at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

7 Accounting Records

Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company.

~~Ordinary Resolution means a resolution passed with the approval of 51% of the members;~~

~~Poll means a method of voting whereby all votes are counted whether cast by post, e-mail or by attendance at the meeting;~~

~~Postal Vote means a vote cast by a member of the Company in accordance with Articles 22 to 26 whereby a person is appointed to attend the relevant meeting on behalf of the member and is required to vote according to the instructions of that member;~~

~~Register means the Register of Members of the Company required to be kept pursuant to Section 113 of the Act;~~

~~Registered Office means the registered office for the time being of the Company;~~

~~the Statutes means the Act and every other Act of Parliament or subordinate legislation for the time being in force concerning companies generally and affecting the Company; the United Kingdom means Great Britain and Northern Ireland; and~~

~~Vice Chairperson means the vice chairperson as elected by the Board in accordance with Article 27.~~

~~Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.~~

8 Membership

8.1 ~~2.~~ The Company shall (subject to ~~Articles 4 and 5~~) consist of the following members:

~~(a) Full members shall be members who:-~~

~~(i) hold teacher or coach or instructor licence from the Company; and~~

~~(ii) have paid the annual subscription fee as determined from time to time.~~

~~(b) Life members shall be full members who:-~~

~~(i) have made a written request to the Board of Directors to be admitted as a life member of the Company;~~

~~(ii) are over 60 years of age; and~~

~~(iii) have paid 25 consecutive annual subscription fees.~~

8.1.1 full members;

8.1.2 life members;

8.1.3 associate members;

8.1.4 affiliate members; and

8.1.5 honorary members.

~~Life members shall not be required to pay any annual subscription fees.~~

~~(c) Associate membership shall be open to persons who:-~~

~~(i) hold recognised snowsport qualification(s) other than from the Company and which qualifications are approved by the Board of Directors and hold certificates to this effect, or who have completed a training course run by the Company but who do not meet the criteria for full membership; and~~

~~(ii) have paid the annual subscription fee.~~

~~Any application for associate membership shall be determined at the absolute discretion of the Board of Directors.~~

~~(d) Affiliate membership shall be open to associations or other bodies~~

~~(i) admitted to the Company at the discretion of the Board of Directors; and~~

~~(ii) which have paid an annual affiliation fee as determined by the Board of Directors such fee having been determined after consideration of the use and function of the affiliation by each of the applicants.~~

~~Affiliate members will be granted the right to display the insignia of the Company and identify with the Company in a manner which is approved by the Board of Directors.~~

- (e) ~~Honorary members shall be persons invited to become members by the Board of Directors on the basis the Board of Directors believe such persons have contributed to the development of snowsports in Great Britain and who would not otherwise be eligible for membership. Honorary members shall be admitted to the Company at the discretion of the Board of Directors. These members shall not be required to pay a subscription fee.~~

~~No application for membership into any class shall be refused on the basis of race, sex, religious belief or political belief.~~

- 8.2 ~~3. The An annual subscription membership fee shall be payable on 1st October for each yearmembership category. The amount of the subscription fee shall be approved by the Directors.~~

- 8.3 Members shall represent the Company to third parties in good faith and in a manner consistent with the objects of the Company and not bring the Company into disrepute as set out in the members' code of conduct.

~~4. Any person or body who becomes a member of the Company shall be:~~

~~(a) entered into the Register; and~~

~~(b) required to represent his membership of the Company to third parties in a manner consistent with the objects of the Company.~~

- 8.4 ~~5. Every member of the Company~~ Members shall be entitled to:

8.4.1 (a) to participate in the activities of the Company in accordance with their category of membership consistent with the membership policy which the Board may prescribe from time to time;

8.4.2 (b) wear any the insignia/badge adopted by the Company as appropriate having regard to his/ her, representing their category of membership and in accordance with the brand policy determined by the Board from time to time; and

8.4.3 (c) receive any publications prepared by the Company for circulation to members ; and.

- 8.5 All members shall comply with the members' code of conduct as prescribed by the Board from time to time.

~~(d) avail of any benefits and offers made to the Company on the basis determined by the Directors from time to time (having regard to category of membership).~~

~~6. Members shall be issued annually with a membership card which shall incorporate the date of the last refresher course attended by that member. Details of the refreshers and courses available are covered in the rules and regulations of the Company.~~

~~7. A member may submit any article to the Company newsletter. However the editor may reserve the right to publish or not to publish any such article. However, if the member resubmits the article to the Board countersigned by at least ten other members, or if any member becomes aware that an article may be published and wishes to prevent publication, such member may submit a requisition to that effect, countersigned by at least ten other members to the Board, and the Board will consider whether the item should be published or not, and may at its sole discretion overrule the editor's decision.~~

9 CESSATION OF Qualifications for membership

~~8. A member may resign from membership of the Company at any time by giving at least seven clear days notice in writing to the Company.~~

9. (a) A member shall ipso facto cease to be a member of the Company if:

- 9.1 Any person who wishes to become a life member, an affiliate member and an associate member must sign, and lodge with the Company, a written application for membership in such form as the directors require.

- 9.2 Full members shall be those persons who hold a BASI Qualification and have paid the annual membership fee.

- 9.3 The Board may invite persons to become honorary members and such persons shall become honorary members with effect from their acceptance of any such invitation.

- 9.4 The qualifications for each category of membership referred to in article 8.1 will be specified within the membership policy as determined by the Board from time to time.

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- 9.5 An application for membership shall not be refused on the grounds of race, sex, religious belief, political opinion or any other protected characteristic under the Equality Act 2010 (as amended).
- 9.6 No person shall be admitted as a life member of the Company unless they are approved by the Board

10 Register of members

The Directors shall maintain a register of members, setting out the full name and address of each member, the category of membership to which the member belongs, the date of admission to membership, and the date on which any person ceased to be a member.

11 Withdrawal from membership

- 11.1 Membership of the Company is not transferable.
- 11.2 Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice providing at least 10 days' notice of the date of withdrawal. That person shall cease to be a member on the date specified within the notice.
- 11.3 A person's membership terminates if:
- 11.3.1 ~~(i) that member person dies, or, in the case of an affiliate member, the body to which that person belongs ceases to exist; or~~
 - 11.3.2 ~~(ii) where applicable, the member person does not pay the annual subscription membership fee by its due date (if applicable); or~~
 - 11.3.3 the Board determines, acting in its sole discretion, that the person has materially breached the members' code of conduct; or
 - 11.3.4 that person has failed to comply with article 8.3.
- 11.4 Where a person's membership is terminated under article 11.3.2, the Board may require that person to pay a re-admission fee in addition to the membership fee.
- 11.5 Where a person's membership is terminated under articles 11.3.3 or 11.3.4, that person may appeal to the Members' Ombudsman under article 32. The Members' Ombudsman shall make recommendations to the Board and the Board's decision on the matter shall be final.
- 11.6 In the event that a person withdraws from membership or his/her membership is terminated under this article 11, that member shall not be entitled to a refund from the Company of membership fees paid.
- ~~(iii) that member is determined by the Board (at its absolute discretion) to have brought the Company into disrepute, or to have failed to comply with the provisions of article 4(b). The relevant member may appeal to the member's ombudsman in respect of the Board's decision and the ombudsman will report his recommendation back to the Board. The Board shall consider the ombudsman's report and shall make a further determination which shall be final and binding.~~
 - ~~(b) Where the membership of any person lapses for failing to pay the annual subscription fee in accordance with article 9(a)(ii) above, that member shall be entitled, within three years of such lapse in membership, to be readmitted to membership on payment of the annual subscription fee and of a rejoining fee (as such rejoining fee is determined by the Board from time to time).~~
- ~~10. Membership shall not be transferable.~~

12 General meetings

- 12.1 ~~11. The Directors may, whenever they think fit, call at any time, convene general meetings in accordance with the provisions of the Act, provided that at least one general meeting will be held each year.~~
- 12.2 ~~12. The Directors must convene a general meeting may be convened by a if there is a valid requisition duly made by that percentage number of full and/or life by members of the Company as is specified in (under section 303 of the Act, in which event the Board shall forthwith proceed to convene a general meeting in accordance with the provisions) or a requisition by a resigning auditor (under section 518 of the Act).~~

13 Notice of general meetings

- 13.1 ~~13.~~ At least 42 clear days' notice must be given to all members of a general meeting ~~shall be called by at least six weeks' notice provided that.~~ Notwithstanding this, a general meeting may be called at shorter notice if it is agreed to by a majority of ~~full and life~~ Voting Members ~~having ninety-five per cent. of the total voting rights.~~ The notice of general meeting shall specify the ~~time and place of the meeting and the general nature of the business to be transacted.~~ The notice shall be given to all the members and to the Directors and auditors. ~~14.~~ (under section 307(4) of the Act).
- 13.2 The reference to "clear days" in article 13.1 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an electronic communication, the day after it was sent) and also the day of the meeting, shall be excluded
- 13.3 A notice calling a meeting shall specify:
- 13.3.1 the date and time of the meeting;
 - 13.3.2 the place of the meeting;
 - 13.3.3 the general nature of the business to be dealt with at the meeting; and
 - 13.3.4 if a special resolution, or a resolution requiring special notice under the Act, is to be proposed, the notice shall also specify the intention to propose such a resolution and include the exact text of the resolution.
- 13.4 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and Directors, and (if there are auditors in office at the time) to the auditors.
- 13.5 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 notice shall not invalidate the proceedings at that meeting except where a meeting is called under sections 304 (notice of meetings required by members) or section 305 (notice of meetings called by members) of the Act.

14 Special resolutions and ordinary resolutions

- 14.1 For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution, provided that proper notice of the general meeting and of the intention to propose the resolution has been given in accordance with articles 13.1 to 13.4 (inclusive).
- 14.2 For the avoidance of doubt, the reference in article 14.1 to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting, subject to votes given by proxy in accordance with these Articles.
- 14.3 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution:
- 14.3.1 to alter its name; or
 - 14.3.2 to alter any provision of these Articles or adopt new Articles.
- 14.4 Voting Members may propose a special resolution to alter any provision of these Articles or adopt new Articles under article 14.3.2, provided that proposed resolution is submitted to the Company in writing, signed by the proposing member and a seconder who must also be a Voting Member.
- 14.5 For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), providing proper notice of the meeting has been given in accordance with articles 13.1 to 13.4 (inclusive).

15 PROCEEDINGS Procedure at general meetings

~~15. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum for a general meeting shall be 12 full or life members of the Company, one of whom shall be a Board Member, in the first instance the Chairperson or Chairperson Elect or the Vice Chairperson. If there is no such Chairperson Chairperson Elect or Vice Chairperson or if he shall not be present within fifteen minutes after the time appointed~~

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~~for the holding of the meeting or if he is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting and if there is only one Director present, he shall be Chairperson of the meeting.~~

~~16. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a time and a place nominated by the Chairperson, if at such meeting following an adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.~~

- 15.1 No business shall be dealt with at any general meeting unless a quorum is present in person or by proxy.
 - 15.2 The quorum for a general meeting shall be 12 of the Voting Members, one of whom must be a Director.
 - 15.3 If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
 - 15.4 The Chairperson or vice chairperson of the Company shall (if present and willing to act as chair) preside as chair of each general meeting. If the Chairperson or vice chairperson is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves the person who will act as chair of that meeting. If there is only one Director present at the meeting, that Director shall act as chair.
 - 15.5 ~~17. If~~ The chair of a general meeting is ~~quorate and has been opened by the Chairperson and consequently the numbers fall below the quorum,~~ may, with the consent of the meeting is still competent to transact business, adjourn the meeting to such time and place as the chair may determine.
 - 15.6 ~~18. The~~ chair of the meeting must adjourn a general meeting if directed to do so by a majority of the meeting. No business shall be transacted at any adjourned meeting other than the business to be transacted at the meeting which was adjourned.
 - 15.7 When adjourning a general meeting, the chair of the meeting must:
 - 15.7.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
 - 15.7.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
 - 15.8 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the Company must give notice of such adjourned meeting in accordance with articles 13.1 to 13.4 (inclusive):
 - 15.8.1 to the same persons to whom notice of the Company's general meetings is required to be given, and
 - 15.8.2 containing the same information which such notice is required to contain.
- ~~18. The Chairperson may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give notice of any adjourned meeting or of the business to be transacted thereat.~~
- ~~19. All matters put to the vote at a general meeting shall be decided on a Poll. The result of the Poll shall be declared at the meeting at which it is taken.~~

VOTES OF MEMBERS

- 15.9 ~~20. Every full and life~~ Voting Member shall have one vote, and ~~may be present~~ given in person, or by proxy or use a Postal Vote. Associate members, affiliate members and honorary members shall have no voting rights.
- 15.10 A resolution put to the vote at a general meeting shall be decided by a poll.
- 15.11 ~~21. A~~ member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning a mental disorder may vote by his/her receiver, curator bonis or other person authorised in that behalf appointed by

~~that the court, and any such receiver, curator bonis or other person may, on a poll, vote using a Postal Vote proxy instruction on behalf of that member. Evidence to the satisfaction of the Directors Board of the authority of the person claiming to exercise the right to vote on behalf of that member shall be deposited at the registered office of the Company, or at such other place as is specified in accordance with the these Articles for the deposit of Postal Votes proxy notices, not less than 48 hours before the time appointed for holding thea meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.~~

16 Content of proxy notices

16.1 To validly appoint a representative to vote on a member's behalf by proxy, members must deliver to the Company a properly completed notice in the form shown in article 16.2 (a "proxy notice"), or in any other form which the Board may approve and any supplementary instructions contained in the notice of the general meeting to which they relate.

~~22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson whose decision shall be final and conclusive.~~

~~23. A Postal Vote shall be in writing, executed by or on behalf of the member and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)~~

16.2 "THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED

~~I/We,, of,,
of, being a member/members I, of,
....., being a member of the above-named company, hereby
appoint []....., of []....., or
failing him/her, []~~

~~....., of []....., as my/our proxy to
vote in my/our name[s] and on my/our behalf at the
general meeting of the company, to be held on 20, and at
any adjournment thereof.~~

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired."

16.3 Unless a proxy notice indicates otherwise, it must be treated as:

16.3.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

16.3.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

16.4 For the avoidance of doubt, a person attending as a proxy shall exercise only those voting rights as are analogous to the eligibility to vote of the member for whom they are a proxy.

~~The member must indicate how they wish to vote; if no indication is given, the vote will be discounted. Signed this day of 20."~~

17 Delivery of proxy notices

17.1 ~~24. The instrument casting the Postal Vote~~ A proxy notice and any authority under which it is executed (or a certified copy of such authority ~~certified notarially or in some other way approved by the Directors may be~~) may be deposited at the registered office of the Company or at such other place within the United Kingdom or elsewhere as is specified in the notice convening the meeting or in any instrument ~~sent out~~ issued by the Company in relation to the meeting or submitted electronically.

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- 17.2 A proxy notice delivered or submitted in accordance with article 17.1 must be received by the Company not less than 48 hours before the time for holding of the relevant meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument casting a Postal Vote which is not deposited or delivered in a manner so permitted shall be invalid.
- 17.3 A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 17.4 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.5 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 17.6 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

18 Number of Directors

The number of Directors shall not be subject to a maximum and shall not be less than three, unless otherwise determined by the Directors.

19 Composition of the Board

- 19.1 The Board shall be composed as follows:
- 19.1.1 three directors who are members of the Company and are elected at a general meeting, one of which will sit on the Members' Council set up in accordance with article 30 ("A Directors");
 - 19.1.2 two directors who may but need not be members of the Company and are elected at a general meeting ("B Directors");
 - 19.1.3 the chairperson who shall be elected at a general meeting in accordance with article 20.2.2 and must be a member of the Company ("Chairperson"); and
 - 19.1.4 the Chief Executive Officer ("CEO") who may but need not be a member of the Company.
- 19.2 The Board shall at all times consist of a majority of members of the Company.
- 19.3 Subject to article 19.2, the Board can co-opt a further Director that the Board considers is suitable where a skills shortage is identified by the Board. Co-optees do not need to be members of the Company, but they can only serve as co-optees on the Board until the next general meeting or until removed by the Board or the Company. A person co-opted to the Board can also serve on any sub-committees.
- 19.4 A person appointed as a co-optee shall undertake the role of Director and accordingly will be subject to the duties and responsibilities of a Director. Co-optees can take part in discussions of the Board or any sub-committees and vote at Board and sub-committee meetings on all matters except those which directly affect these Articles, the membership of the Company or the election of the Board.
- 19.5 Upon termination of the appointment or removal from office of a person co-opted as a Director under article 19.3, that person shall be eligible for election as a Director at the general meeting at which that person's appointment is terminated or otherwise at the general meeting following that person's removal from office.

Directors

~~25. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall be not less than seven.~~

~~26. The Board of Directors shall normally comprise of at least one representative from each of the following categories:~~

- ~~(a) a Chairperson elected by a majority of all full and life members. Such elected Chairperson is also to be a Director of the Company for the duration of his appointment in such capacity;~~
- ~~(b) one Alpine Director elected by a majority of all full and life Alpine members;~~
- ~~(c) one Financial Director elected by a majority of all full and life members;~~
- ~~(d) one Legal Director elected by a majority of all full and life members;~~
- ~~(e) one Nordic Director elected by a majority of all full and life Nordic members;~~
- ~~(f) one Snowboard Director elected by a majority of all full and life Snowboard members;~~
- ~~(g) one Telemark Director elected by a majority of all full and life Telemark members;~~
- ~~(h) one Adaptive Director elected by a majority of all full and life Adaptive members;~~
- ~~(i) the Members' Ombudsman elected by a majority of all full and life members;~~
- ~~(j) a Trainer Director elected by a majority of the current training staff;~~
- ~~(k) the Chief Executive;~~
- ~~(l) One Marketing Director elected by a majority of all full and life members.~~
- ~~(m) Secretary to the board elected by a majority of all full and life members.~~
- ~~(n) for the final year in office of the Chairperson, a Chairperson Elect elected by a majority of all full and life members, who shall replace that Chairperson when their period in office ends for whatever reason. Such Chairperson Elect, if not already a Director, is also to be a Director of the Company for the duration of his or her appointment in such capacity, both as Chairperson Elect and then as Chairperson. Such Chairperson Elect shall undertake such actions as are deemed to be appropriate by the Board.~~

~~Each Director (other than the member's ombudsman, the Chief Executive and the Secretary to the board) shall have one vote at a meeting of the Board. The Member's Ombudsman, and the Secretary to the board shall have the right to attend and speak at a meeting of the Board but shall not be entitled to vote at such meeting.~~

~~The Board shall be deemed to be properly constituted notwithstanding that a Director has not been appointed in any category of directorship provided that such vacancy arises because no person has declared himself willing to act as a Director in that category.~~

~~27. The Board shall elect one of the Directors with voting rights to the post of Vice Chairperson of the Board. The Vice Chairperson of the Board shall also be the Vice Chairperson of the Company and will maintain this position until the end of their elected term as a Director. The Vice Chairperson will undertake such actions as are deemed to be appropriate by the Board.~~

~~28. In the event of the Chairperson being unable to fulfil that position temporarily or permanently, the Chairperson Elect, whom failing, Vice Chairperson shall assume the position until the next general meeting.~~

~~29. The Chief Executive shall be automatically appointed to the Board for the duration of his/her employment in that capacity and if he/she is a member of the Company he/she shall retain his/her voting rights as member. The Chief Executive shall also assume the role of company secretary of the Company.~~

~~30. The Chairperson Elect shall hold office for the final year in office of the Chairperson and, on such Chairperson demitting office, for whatever reason, the Chairperson Elect shall thereupon cease to be Chairperson Elect and shall immediately become Chairperson and shall hold office for the term of three years. All other Directors shall hold office for the term of three years unless they retire or are removed from office during such period of time provided that, in the event that the Chairperson Elect is already a serving Director then, on election as Chairperson Elect, he or she shall hold office for the further period of one year as Chairperson Elect and then for a further period of three years as Chairperson. If such serving Director elected as Chairperson Elect also holds a representative capacity pursuant to Article 26 then he or she shall be entitled, but not bound, to continue in such representative capacity during the period of his or her also being Chairperson Elect provided that, on becoming Chairperson, then he or she shall demit such representative capacity.~~

~~All the Directors shall be eligible for re-election. A Director may not hold office for more than two consecutive terms in the same capacity.~~

20 Appointment and removal of Directors

- 20.1 The Directors of the Company shall be such persons as are elected or appointed as Directors in accordance with articles 20.2 and 20.3.
- 20.2 The Directors shall be elected or appointed as follows:
- 20.2.1 ~~31~~ the A and B Directors shall be elected by a simple majority of Voting Members in attendance at a general meeting. No member shall be eligible for election ~~to the office of as an A Director, Chairperson, Chairperson Elect, member's ombudsman or Secretary at any~~ at a general meeting unless he/she is a full or life Voting Member and, not less than eight weeks before the date appointed for the of such general meeting, there shall have been delivered to the Chief Executive the Voting Member delivers to the CEO a notice in writing of the category of Directorship he seeks. This notice shall be signed by the person seeking election, a full or life member proposing such person for election and also by a second full or life member willing to second this nomination. signed by the Voting Member and two supporting Voting Members detailing the position to which he/she wishes to be elected;
- 20.2.2 the Members' Council will undertake a recruitment process for the Chairperson and will recommend preferred candidates at a general meeting. Notwithstanding the Members' Council's recommendations, all candidates will stand for election at a general meeting and the Chairperson shall be elected by a simple majority of Voting Members in attendance at such general meeting ; and
- 20.2.3 the CEO shall be appointed in accordance with article 31.
- 20.3 Where a Director is removed from office under article 20.4, the Board may by a majority decision fill the temporary vacancy by appointing another person in place of that Director. Any Director appointed under this article 20.3 shall remain in office until the next general meeting at which that Director must retire from office but may stand for re-election.
- 20.4 ~~32~~: A person shall only be removed as a Director if the Company ~~may~~ resolves, by ordinary resolution, at a meeting of which special notice has been given, to remove a Director before the expiration of that Director's period in office in accordance with section 168 of the Act, ~~remove any Director before the expiration of his period of office notwithstanding anything in these Articles:~~
- ~~33. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article.~~
- ~~34. The office of Director shall be vacated ipso facto if the Director:~~
- 20.5 Such removal under article 20.4 shall take effect upon the date of lodgement of the notice of the special meeting at the registered office of the Company or such later date as may be specified in the notice.

21 Retirement of Directors

- 21.1 Without prejudice to article 20.3, the Directors duly elected shall remain Directors until retirement in accordance with the following articles:
- 21.1.1 a Director can retire from office at any time by giving the Company not less than three months' notice;
- 21.1.2 Directors shall retire after a period of three years in office (a "term"); and
- 21.1.3 subject to article 21.1.4, those Directors who have retired in accordance with article 21.1.2 shall be eligible for immediate re-election; and
- 21.1.4 a Director who has served three consecutive terms shall not be eligible for re-election at the general meeting where that Director retires but may be re-elected at a later date.
- 21.2 The Chairperson shall be appointed for a period of four years after which he/she shall retire but shall be eligible for immediate re-appointment, subject to serving a maximum period of eight years in total. In the event of the Chairperson being unable to fulfil that position temporarily or permanently, the vice chairperson shall assume the position until the next general meeting.

22 Termination of office

- 22.1 A person cannot become or remain as and shall immediately cease to be a Director if:
- 22.1.1 he/she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director;
 - 22.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
 - 22.1.3 he/she resigns office by notice to the Company;
 - 22.1.4 he/she is absent (without permission of the directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office;
 - 22.1.5 he/she is declared bankrupt under the Bankruptcy (Scotland) Act 1985;
 - 22.1.6 ~~(a) becomes bankrupt or insolvent or makes any~~ he/she is involved in a formal arrangement ~~or composition~~ with all of his/her creditors; ~~or~~
 - 22.1.7 he/she is sentenced to prison for a month or more or has been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;
 - 22.1.8 he/she is involved in any legal proceedings in any court or tribunal by or against the Company; or
 - ~~(b) becomes of unsound mind and so incapacitated as to be unable to attend Board Meetings or otherwise perform his duties as a Director and the Directors resolve that he be disqualified from holding office as a Director; or~~
 - ~~(c) is absent from the meetings of the Directors during a continuous period of six calendar months without special leave of absence from the Directors and they pass a resolution that he has, by reason of such absence, vacated office; or~~
 - ~~(d) by notice in writing to the Company resigns his office; or (e) becomes prohibited from being a Director by reason of any Order made under the Company Directors Disqualification Act 1986 or any statutory modification or re-enactment applying from time to time; or~~
 - 22.1.9 ~~(f) he/she is removed from office by ordinary resolution (special notice having been given) pursuant to section 168 of the Act; or has otherwise been required to vacate office in terms of this article 22.~~
- ~~35. The Directors shall be entitled to be reimbursed in respect of all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or in connection with the~~

23 Register of Directors

The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, and also specifying the date on which any person ceased to hold office as a Director.

24 Office bearers

- 24.1 The directors shall elect from among themselves a vice chairperson and such other office bearers (if any) as they consider appropriate.
- 24.2 A person elected to any office shall cease to hold that office if he/she ceases to be a Director or if he/she resigns from that office by written notice to that effect.

25 Powers of Directors

- 25.1 Subject to the provisions of the Act, and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Company and deal with any matter not provided for within these Articles and do such things as are incidental or conducive to the attainment of the objects of the Company.

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- 25.2 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 25.3 No alteration of these Articles and no direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
- 25.4 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

26 Personal interests

- 26.1 A Director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into must declare that interest at a meeting of the Directors. He/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement and must leave the meeting while such transaction or other arrangement is being considered.
- 26.2 For the purposes of article 26.1, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 252 of the Act), has a personal interest in that arrangement.
- 26.3 Provided:
- 26.3.1 he/she has declared his/her interest; and
- 26.3.2 he/she has not voted on the question of whether or not the Company should enter into the relevant arrangement,
- a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest (or is deemed to have a personal interest under article 26.2) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 26.4 Directors may undertake any services for the Company that the Directors decide.
- 26.5 Directors are entitled to such remuneration for their services to the Company as Directors as determined from time to time by the remuneration committee set up in accordance with article 29.
- 26.6 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- 26.6.1 meetings of Directors or committees of Directors; or
- 26.6.2 general meetings
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.
- ~~business of the Company provided that such expenses are approved by a resolution of the Directors either before or after being incurred.~~

27 ~~POWERS AND DUTIES OF~~ Procedure at Directors' meetings

~~36. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by the Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act, the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting provided always that no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if the regulation had not been made.~~

~~37. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to consultation with the Company's solicitor, accountant and Chairperson in writing.~~

- 27.1 Any Director may call a meeting of the Directors or request the secretary (if applicable) to call a meeting of the Directors, subject to there being at least four meetings of the Directors in every year.
- 27.2 A meeting of the Directors shall be called by at least seven clear days' notice but may be called by shorter notice if it is so agreed by a majority of the Directors. The notice calling a meeting of the Directors shall specify the date, time and place of the meeting and shall set out in reasonable detail the general nature of the business to be transacted at the meeting. The accidental omission to give notice of a meeting of the Directors to, or the non-receipt of notice of a meeting by, any Director shall not invalidate the proceedings at that meeting.
- 27.3 Questions arising at a meeting of the Directors shall be decided by a majority of votes. If an equality of votes arises, the Chairperson of the meeting shall have a casting vote. If any issue arises which is not dealt with in terms of these Articles, the Chairperson of the meeting at which such issue arises shall decide how the issue shall be dealt with and such decision shall be final and binding on the other Directors.
- 27.4 No business shall be dealt with at a meeting of the Directors unless a quorum is present. The quorum for Directors' meetings shall be 50% of the Directors or the nearest whole number thereto.
- 27.5 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may continue to act but may act only for the purpose of filling any vacancies on the Board of Directors or of calling a general meeting.
- 27.6 Unless he/she is unwilling to do so, the Chairperson shall preside as chair at every Directors' meeting at which he/she is present. If the Chairperson is unwilling to act as chair or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chair of the meeting.
- 27.7 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors. For the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote and shall not be deemed to constitute a Director for the purposes of the Act or any provision of these Articles. Subject to this article 27.7, the Members' Ombudsman and secretary (if appointed) may attend Directors' meetings.
- 27.8 A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest (as defined in article 26.2) which conflicts (or may conflict) with the interests of the Company. He/she must withdraw from the meeting while an item of that nature is being dealt with.
- ~~27.9 38. A Director shall not vote at a meeting of Directors or a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest of any nature whatsoever. Such A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote, and the Director concerned should declare his interest and leave the meeting for that part of the proceedings.~~
- 27.10 All acts by any person acting as a Director shall, notwithstanding that it is afterwards discovered that: there was a defect in his/her appointment; he/she was disqualified from holding office; he/she had ceased to hold office; or he/she was not entitled to vote on the matter in question, be valid as if any such person had been duly elected and was qualified to be a Director.
- ~~39. A Director who fails to declare his interest in a matter shall be liable to expulsion from the Board and may face disciplinary proceedings as a member of the Company.~~
- ~~40. No Director shall make representations to the Directors in respect of any matter under consideration by the Directors on behalf of another person, persons or Company who might gain financially or materially from a decision of the Directors on that matter.~~
- ~~41. No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. Any Director, or any person, firm or corporation associated with such Director, shall be entitled to act as solicitor to or otherwise provide professional services for the Company and shall be entitled to be remunerated for such services.~~

SECTION 2

~~42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.~~

~~43. Without restricting the generality of their powers, the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been employed by or in the service of the Company and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them.~~

~~44. The Directors shall have the power at their absolute discretion to deal with any matter not provided for within these Articles and to do such things as are incidental or conducive to the attainment of the aims of the Company.~~

DISCIPLINARY PROCEDURES

~~45. All snowsport instructors are bound by a code of ethics. In the event of a breach of this code then the Board will act upon and investigate the allegations made against the instructor whether by the general public, his/her employer, fellow professionals or otherwise and following on such investigations take such action in respect of such breach as it considers (at its absolute discretion) appropriate.~~

~~46. The Board shall call disciplinary procedures against any member on the basis of evidence presented.~~

PROCEEDINGS OF DIRECTORS

~~47. The Directors shall meet together as often as they shall determine. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a casting vote. A Director may at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom. Not less than seven days' notice of all such meetings shall be given to each Director, save in any case where a majority of the Directors decide that it is impracticable to give such notice, provided that in such an event reasonable notice of a meeting shall be given to each Director. If a Director cannot be contacted after reasonable endeavour any failure to give that Director notice of a meeting will not invalidate the proceedings of that meeting.~~

~~48. The quorum necessary for the transactions of the business of the Directors shall be 50% of the Directors with voting rights.~~

~~49. All meetings of the Directors shall be presided over by the Chairperson. In the absence of the Chairperson from any meeting of the Directors, the Chairperson Elect, whom failing, Vice Chairperson shall chair the meeting, whom failing, the Directors present shall elect a~~

CHAIRPERSON

~~50. The Directors may co-opt members in order to replace members who retire/resign during their term of office. Such co-opted members are not entitled to vote but may participate in all activities of the Board including nomination to a Short Life Working Group. Co-opted board members shall not exceed 50% of the Board with voting rights.~~

~~51. All acts done by any meeting of the Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.~~

~~52.~~

27.11 Subject to article 14, a resolution in writing, signed by all the Directors, or by all the members of a committee of the Directors, for the time being in the United Kingdom or elsewhere, shall be as valid and effectual as if it had been passed at a meeting of the Directors or, as the case may be, of such committee duly convened and held' meeting.

27.12 ~~53.~~ All or any of the Directors may participate in a ~~meeting of the~~ Directors' meeting by means of a conference telephone or any other communication equipment which allows all of those participating in the meeting to hear each other. A Director so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be taken into account in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairperson or the vice chairperson as the case may be is at the time of the meeting.

PRESIDENT

~~54. The Directors may propose any person to be the President of the Company. This proposal shall be ratified by the members at a general meeting and the President shall hold an honorary position for a four-year period. The President shall hold office for no more than three consecutive four-year periods.~~

CHIEF EXECUTIVE

27.13 The Company may, by ordinary resolution, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of this article 27.

28 Conduct of Directors

28.1 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company and, in particular, must:

- 28.1.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in these Articles);
- 28.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 28.1.3 in circumstances giving rise to a conflict of interest or which may give rise to a conflict of interest between the Company and any other party:
 - 28.1.3.1 put the interests of the Company before that of the other party, in taking decisions as a Director; and
 - 28.1.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question;
- 28.1.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act; and
- 28.1.5 take such steps as are reasonably practicable for the purposes of ensuring:
 - 28.1.5.1 that any breach of a duty under articles 28.1.1 to 28.1.4 inclusive is corrected by the Director concerned and not repeated; and
 - 28.1.5.2 that any Director who has been in serious or persistent breach of any such duties is removed as a Director in terms of article 22.

29 Delegation to sub-committees and others

29.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under these Articles:

- 29.1.1 to such person or committee;
- 29.1.2 by such means (including by power of attorney);
- 29.1.3 to such an extent;
- 29.1.4 in relation to such matters or territories; and
- 29.1.5 on such terms and conditions, as they think fit.

29.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

SECTION 2

- 29.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 29.4 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.
- 29.5 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

30 Member's Council

- 30.1 In accordance with articles 29.1 to 29.5 (inclusive), the Directors shall set up and delegate powers to a sub-committee which will represent the members of the Company and provide a forum for members' engagement in the Company's policies and certain activities (the "Members' Council"), subject to the following:
 - 30.1.1 the chair of the Members' Council shall be one of the A Directors and elected at a general meeting;
 - 30.1.2 the terms of reference will be set out by the Directors and approved by the members at a general meeting; and
 - 30.1.3 the Members' Council will report to the Directors when requested to do so.

31 Chief Executive Officer ("CEO")

- 31.1 ~~55.~~ The CEO shall be a full time salaried employee appointed by the Board for a period as determined by the Directors.
- 31.2 ~~The Chief Executive shall be a full time salaried employee appointed by The Board. The position shall be advertised nationally. The Directors shall determine the duties of the Chief Executive, and he or she will~~ CEO, who shall report directly to the Directors, ~~liaising directly with the Chairperson or, in his absence, the Chairperson Elect, whom failing, the vice chairperson, and where absent the Board.~~

32 The Members' Ombudsman

- 32.1 The Members' Ombudsman, who shall be a member of the Company, shall be elected by the Company at a general meeting for a period of three years. The Members' Ombudsman shall be eligible for re-election on the expiry of the initial three year period, provided that he/she does not hold office for a period of more than nine years.
- 32.2 The role of the Members' Ombudsman is to investigate and resolve, determine and make recommendations to the Board in relation to complaints made by members against the Company.
- 32.3 For the avoidance of doubt, the Members' Ombudsman shall not be a Director and shall not be entitled to vote at Directors' meetings.

33 Secretary

- 33.1 The Directors may appoint a secretary to arrange meetings and take minutes at such meetings for such term, at such remuneration (if any), and upon such conditions, as they may think fit. The secretary may be removed by them at any time.
- 33.2 For the avoidance of doubt, the secretary shall not be a Director and shall not be entitled to vote at Directors' meetings.
 - ~~56. The members' ombudsman shall be a member who does not, under normal circumstances, gain employment or financial remuneration from the Company.~~
 - ~~57. The members' ombudsman shall be appointed at a general meeting of the Company by the full and life members for a three-year period and shall be eligible for re-election. The members' ombudsman may not hold office for more than three consecutive terms in the same capacity.~~
 - ~~58. The role of the members' ombudsman is to investigate and resolve, determine of make recommendations to the Board with regards to complaints against the management and operations of the Company in accordance with the procedures described in these Articles, any additional bylaws and the members' ombudsman job analysis.~~
 - ~~59. The members' ombudsman alone or their appointed deputy has the authority to investigate a complaint as long as it is within their jurisdiction as described in the members' ombudsman job description.~~

~~60. The members' ombudsman has the authority to make representations to the Board or to the members of the Company at a general meeting, on behalf of all categories of member. The ombudsman can, where appropriate, maintain the anonymity of the member.~~

~~61. The members' ombudsman's decisions and recommendations will be referred to the Board for approval. In those cases where the ombudsman's decisions and recommendations are not approved the ombudsman retains the authority to have the decisions published to the members of the Company.~~

~~(62-22 Removed)~~

~~SHORT LIFE WORKING GROUPS~~

~~67. The Directors may delegate some of their powers to Short Life Working Groups ("SLWGs") comprising such other parties as is deemed appropriate. Such SLWGs shall be co-ordinated by the full Board of Directors and will be formed to address specific tasks within a given timescale and shall be disbanded when the tasks are complete.~~

~~68. Each SLWG shall appoint a co-ordinator who shall be responsible for reporting progress and recommendations to the Board. A SLWG shall have no decision making powers and shall be fully accountable to the Board at all times. Each co-ordinator may invite any member of the Board to serve on such SLWG and may, at his/her discretion co-opt onto that SLWG such expertise of experience as is necessary to fulfil that SLWG's purpose.~~

~~69. The co-ordinator shall ensure that the Board is informed of the membership of the relevant SLWG at each SLWG group meeting.~~

~~70. The Board shall have the power to veto the appointment of any member to a SLWG.~~

~~AMENDMENTS TO THE ARTICLES OF ASSOCIATION~~

~~71. Amendments to the Articles may be proposed by any Director provided such proposed amendments are received by the Chief Executive six weeks prior to the date of the general meeting at which they are to be considered. Any full or life member may propose an amendment to the Articles provided that the proposed amendment is submitted in writing signed by both proposer and seconder to the Chief Executive at least six weeks prior to the date of the general meeting at which it is to be considered. The Articles can only be amended in general meeting with the approval of 75% of the members with voting rights.~~

~~INDEMNITY~~

~~72. Subject to the provisions of the Act, every Director, Officer or Auditor for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court. To the extent permitted by law the Directors may arrange insurance cover at the cost of the Company in respect of any loss or liability incurred by any Director, Officer or Auditor of the Company in relation to anything done or alleged to have been done or omitted to be done as Director, Officer or Auditor.~~

~~NOTICES~~

~~73. Any notice to be served on or given to any person or by any person pursuant to these Articles (other than a notice convening a meeting of the Board or of a committee of the Board or as may otherwise be expressly stated in these Articles) shall be in writing or in an electronic communication to an address for the time being notified for that purpose to the person giving the notice. The signature (if applicable) on any notice given by the Company may be printed or reproduced by mechanical means,~~

~~74. (a) A notice or other document may be served by the Company on any member~~

~~(i) personally; (ii) by sending it through the post in a pre-paid envelope addressed to the member at his registered address (or at another address notified for the purpose);~~

~~(iii) by leaving it at that address in an envelope addressed to the member;~~

~~(iv) by giving it by electronic communication to an address for the time being notified to the Company by the member for that purpose; or~~

~~(v) by any other means authorised by the member concerned.~~

~~“(b) (i) Notwithstanding any other provisions of these Articles, where the Company has given an electronic address in any notice of meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting;~~

~~(ii) The Board may allow the appointment of a proxy to be sent or supplied in electronic form subject to any conditions or limitations as the Board may specify, and where the Company has given an electronic address in any instrument of proxy or invitation to appoint a proxy, any document or information relating to proxies for the meeting (including any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, or notice of the termination of the authority of a proxy) may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting;~~

~~(iii) Any notice, document or information may be given, sent or supplied by the Company to any shareholder by giving it in electronic form to a shareholder who has agreed (generally or specifically) that the notice, document or information may be sent or supplied in that form (and has not revoked that agreement) or subject to the provisions of the Act, by making it available on a website, provided that the requirements in article 74 (b) (iv) below are satisfied;~~

~~(iv) The requirements referred to in article 74 (b) (iii) above are that:~~

~~(1) the member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to him by being made available on a website (and has not revoked that agreement), or the member has been asked by the Company to agree that the Company may send or supply notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Company has not received a response within the period of 28 days beginning on the date on which the Company's request was sent and the member is therefore taken to have so agreed (and has not revoked that agreement);~~

~~(2) the member is sent a notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed (“notification of availability”);~~

~~(3) in the case of a notice of meeting, the notification of availability states that it concerns a notice of a company meeting, specifies the place, time and date of the meeting; and~~

~~(4) the notice, document or information continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the notification of availability and ending with the conclusion of the meeting, and in all other cases throughout the period specified by any applicable provision of the Act, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the notification of availability is sent to the member, save that if the notice, document or information is made available for part only of that period then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.~~

~~75. (a) Any notice or other document, if served by first class post, shall be deemed to have been served on the day following that on which the envelope containing it is put into the post, or, if served otherwise by post, shall be deemed to have been served on the second day following that on which the envelope containing it was put into the post and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post.~~

~~(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.~~

~~(c) A notice contained in an electronic communication sent in accordance with the Articles other than a notice given under article 70(a) (to which the provisions of that article apply) is deemed to be given at the expiration of forty-eight hours after the time it was sent.~~

~~(d) Any notice or document not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day it was so left.~~

34 Minutes

34.1 ~~76. The Directors shall ensure that minutes to be made in books kept for the purpose – (a) of all appointments of officers made by the Directors; and (b) are made of all proceedings at general meetings of the Company which shall be circulated to members with the publication of the Company newsletter,; directors’ meetings and meetings of the Directors, including committees. A minute of any meeting shall include the names of the Directors, those present at each such meeting, and these minutes shall be available for inspection at the Registered Office, and (as far as possible) shall be signed by the chair of the meeting.~~

34.2 ~~(c) of all Board Minutes which made under article 34.1 shall be made available for inspection by the members at the registered office or sent on receipt of a written request. of the Company, subject to the directors may, by a majority decision agree that, having discretion to omit any commercially sensitive or personally sensitive information or information detrimental to the Company may be omitted from any such contained within the minutes of Directors’ meetings.~~

~~77. Proceedings of General Meetings shall be published in the Company newsletter which shall be circulated to the members.~~

35 Accounting records and annual accounts

~~78. The management accounts of the Company shall be overseen by the Directors who shall delegate responsibility to the Chief Executive. The Chief Executive shall present the accounts, budgets and projections to meeting of the Directors as requested~~

35.1 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

35.2 The Directors shall delegate responsibility to the CEO of their duty under article 35.1 in accordance with article 29 who shall prepare and present annual accounts, budgets and projections to a Board meeting where requested to do so, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

35.3 Except as provided by law or authorised by the Directors or any ordinary resolution of the Company, no person is entitled to inspect any of the Company’s accounting or other records or documents merely by virtue of being a member.

36 Notices

36.1 Any notice which requires to be given to a member under these Articles shall be given by way of an electronic communication. Such a notice may be given personally to the member or by way of an electronic communication or (in the case of a member who has notified the Company that he/she wishes to receive notice in writing) be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company.

36.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting.

36.3 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent.

36.4 A member present or represented 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.

37 Indemnity

37.1 Every Director or other officer or auditor of the Company shall be indemnified (to the extent permitted by section 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office. That may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.

37.2 The Company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 (2) of the Act.

~~79. The financial year of the Company shall end on 31st May. The accounts for the financial year shall be audited by independent chartered accountants and presented to the Company in general meeting.~~

~~COMPANY NOT FORMED FOR PROFIT~~

~~80. (a) The profits or other income of the Company shall be applied in promoting its objects;~~

~~(b) No distribution shall be made by way of dividend to the members of the Company;~~

~~(c) If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some charitable institution or institutions having objects similar to or kindred with, the objects of the Company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company; such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution, or, in default thereof, by the Court of Session, and if and so far as effect cannot be given to the foregoing provisions, then to some other charitable object.~~

~~(d) Nothing herein shall prevent any payment in good faith by the Company:-~~

~~(i) of reasonable and proper remuneration to any employee (including any employee who is also a Director) of the Company for any services rendered to the Company;~~

~~(ii) of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, Director or employee of the Company;~~

~~(iii) of interest on money lent by a member, Director or employee of the Company at a reasonable and proper rate per annum;~~

~~(iv) of reasonable and proper rent or other periodical payment for property let or occupied by the Company to any member, Director or employee of the Company; or~~

~~(v) to any Director of reasonable out-of-pocket expenses in accordance with Article 35.~~

GENERAL MEETING PROXY VOTING FORM

**Written Resolution of British Association of Snowsport Instructors Limited
(the “Company”)**

Before completing this form, please read the explanatory notes below

I /We being a Member of the above-named Company appoint the Chairperson of the meeting or failing him (see note 3)

Proxy Name (in capitals):

as my/our proxy to vote in my/our names [s] at the General Meeting of the Company to be held on 07 November 2015 at The Snow Centre, St Albans Hill, Hemel Hempstead, HP3 9NF at 5pm, and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolution as I/we have indicated by marking the appropriate box with an ‘X’. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	*FOR	*AGAINST	*ABSTAIN
1. Special Resolution 1 – (Adoption of New Articles of Association) That the regulations contained in the attached document be and are hereby approved and adopted as the Articles of Association of BASI in substitution for and to the exclusion of the existing Articles of Association of BASI; and			
2. Special Resolution 2 – That the objects as set out in the attached document be approved and adopted as the new objects of BASI in place of all existing objects.			
*Strike out whichever is not desired.			

Member Name (in capitals):	Signature:
Membership number:	Date:

Special Resolutions Notes

- As a Member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a Member of the Company but must attend the meeting to represent you.
To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- To direct your proxy how to vote on the resolution mark the appropriate box with an “X”. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

SECTION 2

5. To appoint a proxy using this form, the form must be:
 - Completed and signed
 - Sent or delivered to the Company at BASI (General Meeting), Morlich House, 17 The Square, Grantown on Spey, Morayshire, PH26 3HG
 - This must be received by the Company no later than 48 hours before the time for holding the meeting (deadline at 5pm on 05 November 2015)
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending a PDF of the completed proxy, signed by you, to the Company at:
krace@basi.org.uk
For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the time for holding the meeting (deadline at 5pm on the 05 November 2015).
8. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Please note: Voting for 'Special Resolutions' is open to all Full & Life Members ONLY who have paid 2015/16 Membership.

Electronic Voting Opens at 5pm on the 25th September 2015. If you would like to register your vote electronically, please use this link <http://www.basi.org.uk/content/basigeneral-meeting-2015--voting-log-in-page.aspx>

GENERAL MEETING VOTING FORM

**Written Resolution of British Association of Snowsport Instructors Limited
(the “Company”)
Company Number: SC278963**

General Meeting on 07 November 2015 at The Snow Centre, St Albans Hill, Hemel Hempstead, HP3 9NF at 5pm

RESOLUTIONS	*FOR	*AGAINST	*ABSTAIN
1. Special Resolution 1 – (Adoption of New Articles of Association) That the regulations contained in the attached document be and are hereby approved and adopted as the Articles of Association of BASI in substitution for and to the exclusion of the existing Articles of Association of BASI; and			
2. Special Resolution 2 – That the objects as set out in the attached document be approved and adopted as the new objects of BASI in place of all existing objects.			
*Strike out whichever is not desired.			

Member Name (in capitals):	Signature:
Membership number:	Date:

Notes

To vote online please go to the following link

<http://www.basi.org.uk/content/basigeneral-meeting-2015--voting-log-in-page.aspx>

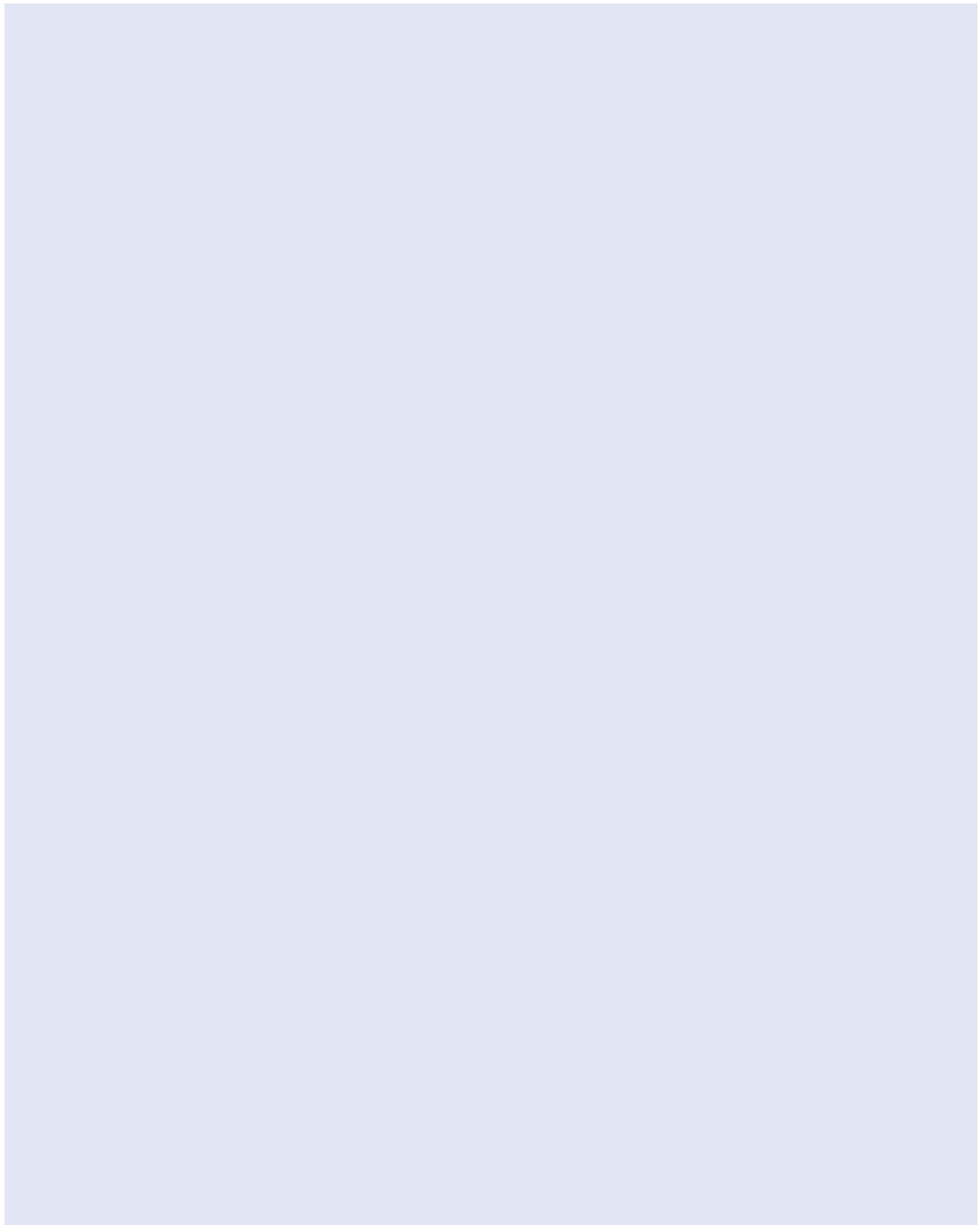
- Complete the voting form and send or deliver to the Company at BASI (General Meeting), Morlich House, 17 The Square, Grantown on Spey, Morayshire, PH26 3HG. Email to krace@basi.org.uk. (deadline at 5pm on the 05 November 2015)
- Postal, email, online votes and proxy votes must be received not less than 48 hrs before the GM (deadline at 5pm on the 05 November 2015)

Or

- In person at General Meeting 07 November 2015 at The Snow Centre, Hemel Hempstead

Please note: Voting for ‘Special Resolutions’ is open to all Full & Life Members ONLY who have paid 2015/16 Membership.

Electronic Voting Opens at 5pm on the 25th September 2015. If you would like to register your vote electronically, please use this link <http://www.basi.org.uk/content/basigeneral-meeting-2015--voting-log-in-page.aspx>



Company Registration No. SC278963 (Scotland)

**THE BRITISH ASSOCIATION OF
SNOWSPORT INSTRUCTORS LIMITED**

**(A COMPANY LIMITED BY
GUARANTEE)**

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 31 MAY 2015

**THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
COMPANY INFORMATION**

Directors	Mr A P Lockerbie (Appointed 12 January 2015) Mr G Roberts Mr H Clarke Mr J M Mordue (Appointed 1 November 2014) Mr J W Beer Mr B J D Kinnear Mrs R M Davies Mr J Lamb Mr C Robinson (Appointed 25 April 2015) Mr A Bates (Appointed 1 November 2014) Mr A S Brook-Dobson (Appointed 25 April 2015) Mr T C Carter (Appointed 25 April 2015)
Secretary	Mr G Roberts
Company number	SC278963
Registered office	Morlich House 17 The Square GRANTOWN-ON-SPEY PH26 3HG
Auditors	Johnston Carmichael LLP 66 Tay Street PERTH PH2 8RA

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED (A COMPANY LIMITED BY GUARANTEE) CONTENTS

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THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED

(A COMPANY LIMITED BY GUARANTEE)

FINANCIAL REVIEW

FOR THE YEAR ENDED 31 MAY 2015

Although this has been another difficult year for the Association, our results show a lower loss being reported.

The accounts for the year show a pre-tax loss of £80,000 compared with a pre-tax loss in the previous year of £97,000.

BASI's main source of revenue generation is derived from course training fees and membership subscriptions. BASI is conscious of price sensitivity and budgets have been built with the objective of breaking even or emerging with a small annual profit which is then moved to the capital account. Despite the loss, the capital account and cash flow remains healthy.

It should also be noted that in recent years there has not always been a continued or annual increase in either membership fees or course fees where many other costs have increased. There has been a review of course prices for the forthcoming year which has resulted in a modest increase in fees. BASI membership represents good value for money which is why there will be a small £5 increase in membership subscription for 2015/16.

Our membership numbers for the current subscription year 2014-15 are in line with the prior year although our subscription income shows a slight fall of £12,000 this year. This fall is due principally to a change in recognising subscriptions paid in advance. Focus remains on trying to meet the demand for courses aimed at new and existing Members and our continuing development of a membership retention strategy.

We have seen our turnover this year increase by £146,000 to £1,443,000 which reflects increased course sales at the UK Indoor and Dry slopes, especially at Braehead and Chill Factore, and with our external Business Partners. The course sales at our UK Indoor and Dry slopes this year, after a difficult 2014, returned to a similar level to that achieved in 2012 and 2013.

The associated running costs of these additional courses are reflected in our running costs which have increased this year by £79,000 to £927,000. Increased turnover and improved cost control saw our Gross Profit this year increase by £68,000 to £516,000.

Our administration costs increased this year by £63,000; the increase in overhead attributable to the post of Interim CEO, with associated travel expenses for the first eight months, until a permanent CEO, Andrew Lockerbie, was appointed. May I take this opportunity to welcome Andrew back to BASI. Also, included in the increase are recruitment costs of £27,000 (2014 - £8,000) which is anticipated will be significantly lower going forward, now that a settled team is in place. In addition, there has been an increase in staff numbers during the financial year as BASI focuses on the replacement of the Membership system and the digitalisation of our course resources.

Membership costs have reduced by £60,000 this year to £131,000 mainly due to prepaid expenditure, such as flights and accommodation, for the Interski event, due to be held in Argentina, in September 2015 which will be included in the 2015-16 figures. This event benefits the Membership by showcasing our product on an international stage, thus helping secure more Member jobs. Other significant reductions include a decrease in Members' public liability insurance costs this year and savings in relation to Members' badges, with no purchases required this year.

Marketing and Promotions costs have decreased again, this year by £12,000, with a reduction in PR and Marketing. Establishment costs are also lower with savings made in relation to the maintenance of Morlich House.

Finance expenditure has increased by £36,000 to £79,000, mainly due to an increase of £22,000 in legal costs incurred during this financial year, which are in relation to BASI's Constitution, Business Partner Agreements and Members' disputes.

**THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
FINANCIAL REVIEW
FOR THE YEAR ENDED 31 MAY 2015**

There has been speculation regarding court action against BASI and for the purpose of clarity BASI's solicitors have provided the following statement:

"The Association is currently defending a court action brought against it by a member. This action incorporates a claim for damages. The Association have received advice from Senior Counsel that their defence to this action is well founded. Further the damages aspect of the claim, as presented as at the date these accounts are signed, appears arithmetically incorrect and further, is unsubstantiated and un-vouched. Given the existence of this court action it would be inappropriate to comment on matters in detail but we can reference the following aspects of this damages claim.

The claim exceeds £500,000 and is in respect of loss of income from teaching. It is asserted the member's loss started to accrue from February 2014 onwards (ie circa 18 months ago), that his average annual income for the 3 year period prior to February 2014 was £145,000, and that this dropped to £45,000 per year following February 2014. The Association are surprised as to the level of income it is claimed was being achieved prior to February 2014 and in any event the basis of calculation is not at all clear. " Partner. Alex Garioch. Morisons LLP

To summarise, we continue to be a successful Association. Our reserves remain strong which will enable new and increased engagement with our Members and other stakeholders, and investment in innovative future developments for our Association such as the new Membership system. In addition, our credibility as a global Association and the continued hard work with the University of Edinburgh in aligning our qualifications, continues to strengthen and support all of us within the Snowsports instructing and coaching industry.

.....
Gareth Roberts
Chairman
.....

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED (A COMPANY LIMITED BY GUARANTEE) DIRECTORS' REPORT *FOR THE YEAR ENDED 31 MAY 2015*

The directors present their report and financial statements for the year ended 31 May 2015.

Principal activities

The principal activity of the company is the training of snowsport instructors.

The company is limited by guarantee and does not have a share capital.

Directors

The following directors have held office since 1 June 2014:

Mr A P Lockerbie	(Appointed 12 January 2015)
Mr G Roberts	
Mr H Clarke	
Mr J M Mordue	(Appointed 1 November 2014)
Mr J W Beer	
Mr B J D Kinnear	
Mrs R M Davies	
Mr J Lamb	
Mr S Burke	(Resigned 25 April 2015)
Mr C Robinson	(Appointed 25 April 2015)
Mr A Bates	(Appointed 1 November 2014)
Mr A S Brook-Dobson	(Appointed 25 April 2015)
Mr T C Carter	(Appointed 25 April 2015)
Mr A J McCann	(Resigned 25 April 2015)
Mr I R Linklater	(Resigned 5 November 2014)

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
DIRECTORS' REPORT (CONTINUED)**

FOR THE YEAR ENDED 31 MAY 2015

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

Qualifying 3rd party indemnity provisions

The company maintains insurance policies on behalf of all the directors against liability arising from negligence, breach of duty and breach of trust in relation to the company.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board

.....
Mr G Roberts
Director

.....

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED (A COMPANY LIMITED BY GUARANTEE) INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED

We have audited the financial statements of The British Association of Snowsport Instructors Limited for the year ended 31 May 2015 set out on pages 7 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 3 - 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
INDEPENDENT AUDITORS' REPORT (CONTINUED)
TO THE MEMBERS OF THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS
LIMITED**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime.

**Steven Menzies (Senior Statutory Auditor)
for and on behalf of Johnston Carmichael LLP**

.....

**Chartered Accountants
Statutory Auditor**

66 Tay Street
PERTH
PH2 8RA

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MAY 2015

	Notes	2015 £	2014 £
Turnover		1,443,433	1,297,067
Cost of sales		(927,023)	(848,546)
Gross profit		516,410	448,521
Administrative expenses		(1,055,064)	(1,031,310)
Other operating income		457,513	481,184
Operating loss	2	(81,141)	(101,605)
Other interest receivable and similar income	3	959	5,143
Loss on ordinary activities before taxation		(80,182)	(96,462)
Tax on loss on ordinary activities	4	(192)	(571)
Loss for the year	10	(80,374)	(97,033)

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
BALANCE SHEET

AS AT 31 MAY 2015

	Notes	2015 £	£	2014 £	£
Fixed assets					
Tangible assets	5		606,186		560,199
Current assets					
Stocks		56,856		51,198	
Debtors	6	223,805		106,661	
Cash at bank and in hand		399,583		574,308	
		<u>680,244</u>		<u>732,167</u>	
Creditors: amounts falling due within one year	7	(445,792)		(378,889)	
Net current assets			234,452		353,278
Total assets less current liabilities			<u>840,638</u>		<u>913,477</u>
Creditors: amounts falling due after more than one year	8		(7,535)		-
			<u>833,103</u>		<u>913,477</u>
			<u><u>833,103</u></u>		<u><u>913,477</u></u>
Capital and reserves					
Profit and loss account	10		833,103		913,477
Members' funds			<u>833,103</u>		<u>913,477</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board for issue on

.....
 Mr G Roberts
Director

Company Registration No. SC278963

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2015

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Turnover

Turnover represents amounts receivable for snowsport instructor training courses and tests and the sale of club merchandise.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and buildings Freehold	2% straight line
Plant and machinery	25% straight line
Computer equipment	33% straight line
Office fixtures fittings and equipment	20% straight line
Software	Not depreciated until complete

1.4 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Stock

Stock is valued at the lower of cost and net realisable value.

1.6 Pensions

The company contributes to the personal pension plans of certain employees. Contributions payable are charged to the profit and loss account in the year they are payable.

1.7 Other income

Subscriptions for new associate subscriptions are recognised when the student completes the course and full membership subscriptions received in advance are not recognised until the new subscription year starts. Membership income is non-refundable.

2 Operating loss

	2015	2014
	£	£
Operating loss is stated after charging:		
Depreciation of tangible assets	26,954	22,026
Auditors' remuneration	9,871	6,720
Directors' remuneration	28,525	-
	<u> </u>	<u> </u>

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MAY 2015

3	Investment income						2015	2014
							£	£
	Bank interest						959	5,143
							<u>959</u>	<u>5,143</u>
							<u><u>959</u></u>	<u><u>5,143</u></u>
4	Taxation						2015	2014
							£	£
	Domestic current year tax							
	U.K. corporation tax						192	571
							<u>192</u>	<u>571</u>
	Total current tax						<u><u>192</u></u>	<u><u>571</u></u>
5	Tangible fixed assets							
		Land and buildings	Plant and machinery	Office fixtures fittings and equipment	Computer equipment	Software		Total
		£	£	£	£	£		£
	Cost							
	At 1 June 2014	621,504	33,110	32,167	30,145	-		716,926
	Additions	-	1,874	14,669	7,456	48,942		72,941
	Disposals	-	-	(7,489)	-	-		(7,489)
		<u>621,504</u>	<u>34,984</u>	<u>39,347</u>	<u>37,601</u>	<u>48,942</u>		<u>782,378</u>
	At 31 May 2015	621,504	34,984	39,347	37,601	48,942		782,378
	Depreciation							
	At 1 June 2014	74,212	29,797	31,816	20,902	-		156,727
	On disposals	-	-	(7,489)	-	-		(7,489)
	Charge for the year	12,431	3,606	3,285	7,632	-		26,954
		<u>86,643</u>	<u>33,403</u>	<u>27,612</u>	<u>28,534</u>	<u>-</u>		<u>176,192</u>
	At 31 May 2015	86,643	33,403	27,612	28,534	-		176,192
	Net book value							
	At 31 May 2015	<u>534,861</u>	<u>1,581</u>	<u>11,735</u>	<u>9,067</u>	<u>48,942</u>		<u>606,186</u>
	At 31 May 2014	<u>547,292</u>	<u>3,313</u>	<u>351</u>	<u>9,243</u>	<u>-</u>		<u>560,199</u>

The net book value of other tangible fixed assets includes £10334 (2014 - £0) in respect of assets held under finance leases or hire purchase contracts. The depreciation charge in respect of such assets amounted to £2583 (2014 - £0) for the year.

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2015

6 Debtors	2015	2014
	£	£
Trade debtors	63,417	36,751
Other debtors	160,388	69,910
	<u>223,805</u>	<u>106,661</u>

7 Creditors: amounts falling due within one year	2015	2014
	£	£
Net obligations under finance leases	4,306	-
Trade creditors	73,565	92,938
Taxation and social security	12,545	571
Other creditors	355,376	285,380
	<u>445,792</u>	<u>378,889</u>

Finance lease creditors are secured on the assets concerned.

8 Creditors: amounts falling due after more than one year	2015	2014
	£	£
Net obligations under finance leases	<u>7,535</u>	<u>-</u>

Finance lease creditors are secured on the assets concerned.

9 Pension costs

Defined contribution

	2015	2014
	£	£
Contributions payable by the company for the year	<u>1,050</u>	<u>-</u>

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2015

10 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 June 2014	913,477
Loss for the year	(80,374)
Balance at 31 May 2015	<u>833,103</u>

11 Company Limited by Guarantee

The Company is limited by guarantee and accordingly does not have any share capital.

12 Contingent liabilities

The Association is currently defending a court action brought against it by a member. This action incorporates a claim for damages. The Association have received advice from Senior Counsel that their defence to this action is well founded. Further the damages aspect of the claim, as presented as at the date these accounts are signed, appears arithmetically incorrect and further, is unsubstantiated and unvouched.

13 Financial commitments

At 31 May 2015 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 May 2016:

	2015 £	2014 £
Operating leases which expire:		
Within two and five years	<u>1,714</u>	<u>1,714</u>

14 Control

The British Association of Snowsport Instructors Limited is a company limited by guarantee and is wholly owned by its members. The members elect a representative Board who are responsible for the employment of the Chief Executive. The Chief Executive has overall responsibility for the handling of the company's affairs including business and financial management.

THE BRITISH ASSOCIATION OF SNOWSPORT INSTRUCTORS LIMITED
(A COMPANY LIMITED BY GUARANTEE)
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2015

15 Capital commitments	2015	2014
	£	£
At 31 May 2015 the company had capital commitments as follows:		
Contracted for but not provided in the financial statements	49,107	-
	<u>49,107</u>	<u>-</u>

16 Related party relationships and transactions

The company received subscriptions of £354,554 (2014 - £366,615) and sold goods and services amounting to £1,500,113 (2014 - £1,365,865) to its members and directors during the year. All transactions took place at market value.

BASI Promotions Limited is a company limited by guarantee which is wholly owned by the members of The British Association of Snowsport Instructors Limited. Its loss for the year ended 31 May 2015 was £1,535 (2014 - £1,084 profit) and its capital and reserves at that date amounted to £34,760 (2014 - £41,095).

Net repayments of £25,578 (2014 - £12,219) were received from BASI Promotions Limited during the year. In addition the company charged BASI Promotions Limited £45,000 (2014 - £45,000) for management services.

At the year end the company was due £60,091 from BASI Promotions Ltd (2014 - £45,295). This advance is interest free, unsecured and is repayable on demand.

During the year The British Association of Snowsport Instructors Limited paid £101,461 (2014 - £102,801) for services from companies controlled by the directors. All transactions were on an arms length basis.

Company Registration No. SC194930 (Scotland)

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY
GUARANTEE
DIRECTOR'S REPORT AND
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2015

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
COMPANY INFORMATION

Director	Mr D Renouf
Company number	SC194930
Registered office	17 Morlich House The Square GRANTOWN-ON-SPEY PH26 3HG
Accountants	Johnston Carmichael LLP 66 Tay Street PERTH PH2 8RA
Business address	17 Morlich House The Square GRANTOWN-ON-SPEY PH26 3HG

BASI PROMOTIONS LIMITED

A COMPANY LIMITED BY GUARANTEE

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BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 MAY 2015

The director presents his report and financial statements for the year ended 31 May 2015.

Principal activities

The principal activity of the company during the year was the sale of DVD's, badges, clothing and equipment on behalf of the British Association of Snowsport Instructors Limited.

Director

The following director has held office since 1 June 2014:

Mr D Renouf

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board

.....
Mr D Renouf
Director
.....

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
CHARTERED ACCOUNTANTS' REPORT TO THE DIRECTOR ON THE PREPARATION
OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF BASI PROMOTIONS
LIMITED FOR THE YEAR ENDED 31 MAY 2015

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the accounts of BASI Promotions Limited for the year ended 31 May 2015 as set out on pages 3 to 8 from the company's accounting records and from the information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants of Scotland we are subject to its ethical and other professional requirements which are detailed at <http://www.icas.org.uk/accountspreparationguidance>.

This report is made solely to the board of directors of BASI Promotions Limited, as a body, in accordance with the terms of our engagement letter. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than BASI Promotions Limited and its board of directors as a body, for our work or for this report.

Our work has been undertaken in accordance with the requirements of the Institute of Chartered Accountants of Scotland as detailed at <http://www.icas.org.uk/accountspreparationguidance>.

It is your duty to ensure that BASI Promotions Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of BASI Promotions Limited. You consider that BASI Promotions Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of BASI Promotions Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

Johnston Carmichael LLP

.....

Chartered Accountants

66 Tay Street
PERTH
PH2 8RA

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MAY 2015

	Notes	2015 £	2014 £
Turnover		63,275	65,989
Cost of sales		(14,002)	(20,062)
Gross profit		<u>49,273</u>	<u>45,927</u>
Administrative expenses		(51,191)	(50,577)
Operating loss	2	<u>(1,918)</u>	<u>(4,650)</u>
Other interest receivable and similar income	3	-	4
Loss on ordinary activities before taxation		<u>(1,918)</u>	<u>(4,646)</u>
Tax on loss on ordinary activities	4	383	930
Loss for the year	9	<u><u>(1,535)</u></u>	<u><u>(3,716)</u></u>

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
BALANCE SHEET

AS AT 31 MAY 2015

	Notes	2015 £	£	2014 £	£
Fixed assets					
Tangible assets	5		4,761		9,522
Current assets					
Stocks		23,519		35,368	
Debtors	6	27,285		30,553	
Cash at bank and in hand		44,873		9,069	
		<u>95,677</u>		<u>74,990</u>	
Creditors: amounts falling due within one year	7	(64,726)		(46,313)	
Net current assets			30,951		28,677
Total assets less current liabilities			<u>35,712</u>		<u>38,199</u>
Provisions for liabilities	8		(952)		(1,904)
			<u>34,760</u>		<u>36,295</u>
Capital and reserves					
Profit and loss account	9		34,760		36,295
Shareholders' funds			<u>34,760</u>		<u>36,295</u>

For the financial year ended 31 May 2015 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Director's responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board for issue on

.....
 Mr D Renouf
Director

Company Registration No. SC194930

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2015

4	Taxation	2015	2014
		£	£
	Domestic current year tax		
	U.K. corporation tax	569	23
	Total current tax	<u>569</u>	<u>23</u>
	Deferred tax		
	Origination and reversal of timing differences	(952)	(953)
		<u>(383)</u>	<u>(930)</u>
5	Tangible fixed assets		
			Plant and machinery etc
			£
	Cost		
	At 1 June 2014 & at 31 May 2015		19,043
	Depreciation		
	At 1 June 2014		9,521
	Charge for the year		4,761
	At 31 May 2015		<u>14,282</u>
	Net book value		
	At 31 May 2015		<u>4,761</u>
	At 31 May 2014		<u>9,522</u>
6	Debtors	2015	2014
		£	£
	Trade debtors	6,266	-
	Other debtors	21,019	30,553
		<u>27,285</u>	<u>30,553</u>

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MAY 2015

7 Creditors: amounts falling due within one year	2015	2014
	£	£
Trade creditors	41	-
Amounts owed to group undertakings and undertakings in which the company has a participating interest	60,091	45,295
Taxation and social security	3,695	219
Other creditors	899	799
	<u>64,726</u>	<u>46,313</u>

8 Provisions for liabilities

	Deferred tax liability
	£
Balance at 1 June 2014	1,904
Profit and loss account	(952)
	<u>952</u>
Balance at 31 May 2015	<u>952</u>

The deferred tax liability is made up as follows:

	2015	2014
	£	£
Accelerated capital allowances	952	1,904
	<u>952</u>	<u>1,904</u>

9 Statement of movements on profit and loss account

	Profit and loss account
	£
Balance at 1 June 2014	36,295
Loss for the year	(1,535)
	<u>34,760</u>
Balance at 31 May 2015	<u>34,760</u>

BASI PROMOTIONS LIMITED
A COMPANY LIMITED BY GUARANTEE
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MAY 2015

10 Control

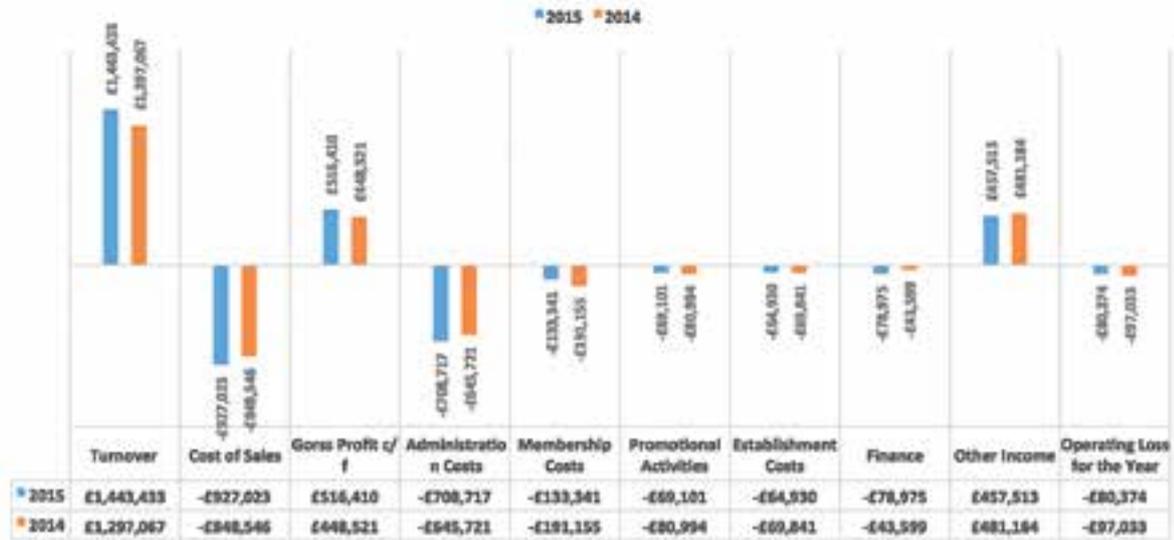
BASI Promotions Limited is a company limited by guarantee which is wholly owned by the members of The British Association of Snowsport Instructors Limited. The members elect a representative Board who are responsible for the employment of the Chief Executive. The Chief Executive has overall responsibility for the handling of the Association's affairs including business and financial management.

11 Related party relationships and transactions

During the year net repayments of £25,578 (2014 - £12,219) were made to The British Association of Snowsport Instructors Limited. In addition the company was charged £45,000 (2014 - £45,000) by The British Association of Snowsport Instructors Limited for management services.

The balance due to the British Association of Snowsport Instructors Limited at the year end amounted to £60,091 (2014 - £45,295) and is included within creditors. This is unsecured, interest free and repayable on demand.

BASI PROFIT AND LOSS OVERVIEW COMPARISON FOR YEAR ENDED 31 MAY 2015 AND YEAR ENDED 31 MAY 2014



BREAKDOWN OF ADMINISTRATION COSTS FROM BASI P&L



Travel & Subsistence Comparison



Legal Fees Expenditure Comparison





The British Association of
Snowsport Instructors Limited (BASI)
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