

Dated 30 March 2021

ARTICLES OF ASSOCIATION
Of

BaseballSoftballUK Limited

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THESE ARTICLES were made on 29 October 2017 and updated 30 March 2021

1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles, unless the context requires otherwise:

the 2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time;

Articles means these articles of association, as may be amended from time to time;

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

The Board means the board of directors of the Company established from time to time in accordance with Article 18, the members of which are the directors of the Company for the purposes of the Companies Acts;

BSF means the British Softball Federation, the governing body for the sport of softball in Great Britain;

Clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

Chair means the chair of the Board appointed in accordance with Article 25;

Chair of the meeting has the meaning given in Article 14.2 (in respect of a board meeting) or Article 36.2 (in respect of a general meeting);

Companies Acts means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;

Company means the above-named company; and

Director means a director of the Company, and includes any person occupying the position of director, by whatever name called;

Document includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic form has the meaning given in Section 1168 of the 2006 Act;

Executive Director means an Executive Officer of the Company appointed as an Executive Director in accordance with Article 21.2;

Executive Officers means the person(s) appointed as executive officers of the Company in accordance with Article 21.1;

General meeting means an annual general meeting or other general meeting of the Company;

Hard Copy Form has the meaning given in Section 1168 of the 2006 Act;

Independent Director means a director appointed in accordance with Article 19;

Members means any member of the Company appointed pursuant to Article 29 (each a **Member**);

Nominated Director means a director appointed in accordance with Article 20;

The Office means the registered office of the Company;

Ordinary Resolution has the meaning given in Section 282 of the 2006 Act;

Participate in relation to a directors' meeting, has the meaning given in Article 12;

Proxy Notice has the meaning given in Article 42.1;

Rules mean the rules policies, regulations, terms of reference and standing orders of the Company made by the Board, as amended from time to time;

Special Resolution has the meaning given in Section 283 of the 2006 Act;

Subsidiary has the meaning given in Section 1159 of the 2006 Act;

Sports means the sports of baseball and softball (each a **Sport**);

Territory means the United Kingdom;

Writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations and unincorporated associations.

- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

2 NAME AND REGISTERED OFFICE

- 2.1 The name of the Company is BaseballSoftballUK Limited.
- 2.2 The registered office of the Company is to be in England and Wales.

3 OBJECTS

- 3.1 The objects for which the Company is established ("Objects") are:
- 3.1.1 to promote on behalf of its Members the development of the Sports within the Territory and to perform and fulfil administrative and other functions delegated to it by its Members from time to time;
 - 3.1.2 to pay out of the Company's funds the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - 3.1.3 to organise, sponsor or support, financially or otherwise, the organisation of meetings, lectures, conferences, broadcasts or courses of instruction;
 - 3.1.4 to provide or procure the provision of medical and sporting aid, equipment, clothing and apparatus;
 - 3.1.5 to produce, publish and distribute or to sponsor or support, financially or otherwise, the production, publishing or distribution of material in any form including books, pamphlets, reports, journals, films, tapes, video tapes or programmes that may be deemed desirable for the promotion of the needs or progress of the Company;
 - 3.1.6 to cultivate and obtain reciprocal relations with kindred institutions in the United Kingdom, in the European Union and/or in other countries, whilst recognising that the Members have the primary relationship with other governing bodies within their respective Sport;ⁱⁱ
 - 3.1.7 to take and accept any gifts, endowments, legacies, bequests, devises, subscriptions, grants, loans or contributions of any other kind of money, property or other gifts of any kind;
 - 3.1.8 to acquire or hire property of any kind, and any interests in or rights over property of any kind;

- 3.1.9 to acquire the whole or any part of the business or assets of any person, partnership, institution, society, association or company, whether incorporated or unincorporated, carrying on any activity and to give (upon approval by the Board) any form of consideration in return for the business or assets;
- 3.1.10 to borrow and raise money in any manner on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- 3.1.11 subject to such consents as may be required by law, to invest and deal with the moneys of the Company not immediately required in any manner and to hold or otherwise deal with any investments made;
- 3.1.12 to sell, manage, dispose of, let, mortgage, charge or turn to account all or any property or assets of the Company and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company;
- 3.1.13 subject to such consents as may be required by law, to lend money, either with or without security, or give financial assistance by way of donation, subvention or subscription or otherwise to any charitable association or other body;
- 3.1.14 to promote or establish any person, firm, association or company, whether incorporated or unincorporated, who or which may (upon approval by the Board) advance the interests, usefulness or efficiency or otherwise assist or benefit the Company and to make such grants or other contribution towards the promotion, establishment, aid or maintenance of such body; and where such entity is incorporated to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares or securities thereof;
- 3.1.15 to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
- 3.1.16 to engage and pay any person or persons whether on a full or part-time basis;
- 3.1.17 or whether as a consultant or employee, to supervise, organise, carry on the work of and/or advise the Company;
- 3.1.18 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or

subsidiary of the holding company of the Company; and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained;

- 3.1.19 to effect and pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company: provided that any such insurance or indemnity must not extend to any claim arising from criminal neglect or deliberate default on their part;
- 3.1.20 to amalgamate with one or more institutions, societies, associations or companies having objects altogether or in part similar to those of the Company and which by their constitution prohibits the distribution of their income and property among their Members to an extent at least as great as is imposed on the Company pursuant to or by virtue of Article 4.2 hereof;
- 3.1.21 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, and to accept anything of value in return;
- 3.1.22 to control, manage, finance, subsidise, co-ordinate or otherwise assist any entity, whether incorporated or unincorporated, in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such entity and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such entity; and
- 3.1.23 to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 3.

4 POWERS

- 4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (the **Powers**).
- 4.2 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the Members.

- 4.3 Nothing in Article 4.2 shall prevent the payment in good faith by the Company:
- 4.3.1 of reasonable and proper remuneration in return for services provided to the Company of:
 - 4.3.1.1 any director of the Company in accordance with Article 23; or
 - 4.3.1.2 any officer, employee, consultant or Member of the Company;
 - 4.3.2 of reasonable and proper out-of-pocket expenses incurred in carrying out duties on behalf of the Company to:
 - 4.3.2.1 any director, committee or sub-committee member in accordance with Article 23; or
 - 4.3.2.2 any officer, employee, consultant or Member of the Company;
 - 4.3.3 of discounts provided to Members in respect of their purchase of goods or services provided by the Company;
 - 4.3.4 of interest on money lent by a Member of the Company or its directors at a commercial rate of interest;
 - 4.3.5 of reasonable and proper rent for premises demised or let by any Member of the Company or by any director;
 - 4.3.6 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company; or
 - 4.3.7 other payments as are permitted by these Articles.

5 LIABILITY OF MEMBERS

- 5.1 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 they are a Member or within one year after they cease to be a Member, for any of the items set out in Article 5.2.
- 5.2 The items for which the Members undertake to contribute are:
- 5.2.1 payment of the Company's debts and liabilities contracted before they cease 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.

PART 2

DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

6 DIRECTORS' GENERAL AUTHORITY

- 6.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.
- 6.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

7 DIRECTORS MAY DELEGATE

- 7.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
- 7.1.1 to such person or committee;
 - 7.1.2 by such means (including by power of attorney);
 - 7.1.3 to such an extent;
 - 7.1.4 in relation to such matters or territories; and
 - 7.1.5 on such terms and conditions;
- as it thinks fit.
- 7.2 All acts and proceedings so delegated under Article 7.1 shall be reported to the Board in due course.
- 7.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

8 COMMITTEES

- 8.1 The Company shall have such committees as it thinks fit.
- 8.2 Committees to which the Board delegates any of its 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 the Board.

- 8.3 The Board may make rules of procedure for all or any committees.
- 8.4 The minimum number of persons appointed to any committee shall be three (3) and the quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three (3).
- 8.5 The Nominations Committee shall lead the process for Board appointments on behalf of the Board. The majority of this committee's members shall be independent non-executive directors. It shall be chaired by the company chair, except when it is dealing with the appointment of a successor to the chair, when it shall be chaired by an independent non-executive director.
- 8.6 If the company does not have a Nominations Committee, or if the Nominations Committee is not able to form for whatever reason, the Board shall lead the process for Board appointments.

DECISION-MAKING BY DIRECTORS

9 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 9.1 Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10 UNANIMOUS DECISIONS

- 10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 10.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

11 CALLING A MEETING OF THE BOARD

- 11.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

- 11.2 Any director may call a meeting of the Board by giving at least 14 days' notice of the meeting to the directors or by directing the Chair to give such notice, provided that a meeting of the Board may be convened by not less than 48 hours' notice if the interests of the Company would, in the reasonable opinion of a director or an Executive Officer, be likely to be materially and adversely affected if the business to be transacted at that meeting were not dealt with as a matter of urgency.
- 11.3 Notice of any meeting of the Board must indicate:
- 11.3.1 its proposed date and time;
 - 11.3.2 where it is to take place; and
 - 11.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.4 Notice of a meeting of the Board must be given to each director in writing (which may include email). A director who is absent from Great Britain shall be entitled to notice of a meeting if they have provided a valid email address.

12 PARTICIPATION IN MEETINGS OF THE BOARD

- 12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:
- 12.1.1 the meeting has been called and takes place in accordance with these Articles, and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.
- 12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13 COMPOSITION OF THE BOARD AND QUORUM

- 13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for meetings of the Board shall be:

- 13.2.1 at least one Nominated Director appointed by a Member in accordance with Article 20;
- 13.2.2 at least one third (or the number nearest to one third) of the Independent Directors (and, for the purposes of this Article 13.2, the Chair shall count towards the quorum as if they were an Independent Director); and
- 13.2.3 where one or more Executive Directors have been appointed in accordance with Article 20.3, one Executive Director.
- 13.3 Subject to Article 13.4, the Board may act notwithstanding any vacancy in their body.
- 13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - 13.4.1 to appoint a person(s) to fill a casual vacancy arising among the directors in accordance with Article 28; or
 - 13.4.2 to admit Members to the Company.

14 CHAIRING OF MEETINGS OF THE BOARD

- 14.1 The Chair shall chair meetings of the Board. The Chair shall preside as chair at all meetings of the Board at which they shall be present.
- 14.2 If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or they are not willing to preside, the most senior Independent Director shall be chair of the meeting, and if they are not present or not willing to preside, the directors present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".

15 CONFLICTS OF INTEREST

- 15.1 Subject to Article 15.2, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.2 The prohibition under Article 15.1 shall not apply when:
 - 15.2.1 the Board authorises the director counting towards the quorum and voting on the transaction or arrangement in accordance with Section 175 of the 2006 Act notwithstanding such interest;

- 15.2.2 the director need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; or
 - 15.2.3 the director's conflict of interests arises from a permitted cause.
- 15.3 For the purposes of Article 15.2, the following are "permitted causes":
 - 15.3.1 a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);
 - 15.3.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 15.3.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.
- 15.4 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 15.5 Subject to Article 15.7, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than them self is to be final and conclusive.
- 15.6 Where proposals are under consideration concerning the appointment of two or more directors to employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided they are not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 15.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

- 15.8 A director may vote, and count towards the quorum, in regard to any transaction or arrangement in which they have, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised in accordance with Article 15.2.
- 15.9 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of the Board or a sub-committee formed under Article 7.

16 RECORDS OF DECISIONS TO BE KEPT

- 16.1 The Board must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all sub-committees) and by the Company at general meeting.
- 16.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

17 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

- 17.1 The Board shall have the power to make, vary and revoke Rules for the better administration of the Company:
- 17.1.1 terms of reference as to the function, role and operation of committees to assist the Board in the better administration of the Company;
 - 17.1.2 child protection and safeguarding policies;
 - 17.1.3 equity and equality policies; and
 - 17.1.4 such other regulations or policies as the Board thinks fit.
- 17.2 Rules and regulations made under Article 17.1 must be compliant with the Companies Acts and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS

18 METHODS OF APPOINTING DIRECTORS

- 18.1 The number of directors shall be not less than three and shall be subject to a maximum of twelve.

- 18.2 The members of the Board shall be:
- 18.2.1 the Chair;
 - 18.2.2 the Chief Executive Officer, if appointed under Article 21.
 - 18.2.3 Executive Directors (if any are appointed);
 - 18.2.4 up to 2 directors directly nominated by each member, meaning the maximum number of nominated directors being 4; and
 - 18.2.5 up to seven (7) (or such lower number as the Board shall from time to time decide) Independent Directors, one of whom will be appointed by the Board to be the Senior Independent Director.
- 18.3 The number of Nominated Directors on the Board shall not exceed one third of the total number of Directors.
- 18.4 The number of Independent Directors holding office shall not fall below one quarter of the total number of Directors on the Board.
- 18.5 All acts carried out in good faith at any meeting of the Board or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
- 18.6 No individual shall hold office as a Director until they have provided to the Company a declaration of good character.

19 **INDEPENDENT DIRECTORS**

Each Independent Director shall be appointed for an initial two-year term, but shall be eligible for re-appointment for two further terms each of two years. The appointment for the office of Independent Directors shall be conducted in accordance with Article 27. Persons appointed as Independent Directors prior to the adoption of these Articles shall be deemed to have commenced their initial term of office on the dates set out in the schedule to these Articles.

- 19.1 The Independent Directors shall use all reasonable endeavours to support the Company in the pursuit of its objects, including through attending every meeting of the Board insofar as this is practicable.

20 **NOMINATED DIRECTORS**

- 20.1 A Member shall have the right to nominate up to two (2) persons to be Nominated Directors, subject to the following:
- 20.1.1 a Member shall use its best endeavours to ensure that the Nominated Directors nominated by it shall have the commitment, skills and / or experience required for the effective management of the Company's business, which are agreed with the Board from time to time; and
- 20.2 The Nominated Directors shall use all reasonable endeavours to support the Company in the pursuit of its objects, including through attending every meeting of the Board insofar as this is practicable.
- 20.3 The appointment of Nominated Directors shall be conducted in accordance with Article 27. The Nominated Directors shall be appointed for an initial two-year term, but shall be eligible for re-appointment for two further terms each of two years. Persons appointed as Nominated Directors prior to the adoption of these Articles shall be deemed to have commenced their initial term of office on the dates set out in the schedule to these Articles.

21 **CHIEF EXECUTIVE OFFICER**

- 21.1 The Board shall appoint a person to act as Chief Executive Officer (CEO) of the Company, with such title, role and function as the Board shall determine at such remuneration and upon such conditions as the Board may think fit from time to time. The Board may (subject to the provisions of any service contract between the CEO and the Company and without prejudice to any claim they may have for compensation or damages for breach of any such service contract) remove or dismiss the CEO so appointed from such office and appoint another in their place. The Chief Executive Officer shall be an ex officio Executive Director, subject to Articles 22 and 27.9.
- 21.2 The Members may from time to time appoint Executive Directors and may in their absolute discretion remove any Executive Director as a director of the Company.
- 21.3 Subject to the provisions of the Act, the Board may appoint any other officers for such term, at such remuneration and upon such conditions as the Board may think fit from time to time. The Board may remove any such officer so appointed, subject to applicable contractual limitations.

22 **TERMINATION OF DIRECTOR'S APPOINTMENT**

- 22.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:
- 22.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;
 - 22.1.2 a bankruptcy order is made against that person;
 - 22.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.4 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;
 - 22.1.5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 22.1.6 unless the Board resolves otherwise, that person shall without sufficient reason for more than three consecutive Board meetings have been absent without permission of the Board;
 - 22.1.7 notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 22.1.8 in the case of the Chair, when their term of office expires and they are not re-appointed;
 - 22.1.9 in the case of an Independent Director, when their term of office expires and they are not re-appointed;
 - 22.1.10 in the case of a Nominated Director;
 - 22.1.10.1 the Member that nominated them ceases to be a Member for any reason whatsoever; or
 - 22.1.10.2 the Member that nominated them removes them as a Director; or
 - 22.1.10.3 when their term of office expires and they are not re-appointed;

- 22.1.11 in the case of an Executive Director, that Executive Director ceases, for any reason whatsoever, to be an Executive Officer; or
 - 22.1.12 in the case of an Executive Director, that Executive Director is removed from being a director by the Members; or
 - 22.1.13 the Board resolves that person has through act or omission has materially adversely affected or will materially adversely affect the interests of Company, and/or has brought or will bring the Company into material disrepute.
- 22.2 Without prejudice to the provisions of the Act the Company may by ordinary resolution remove any director before the expiration of their term of office (without prejudice to a claim for compensation or damages for breach of any service contract).
- 22.3 A person serving as Chair who is removed from office as a director for whatever reason shall be deemed to have resigned from their position as Chair and the vacancy shall be filled in accordance with these Articles.

23 **DIRECTORS' REMUNERATION**

- 23.1 Subject to the provisions of the Companies Acts, and to Article 23.3 below, the Board may enter into an agreement or arrangement with any director for their employment by the Company or for the provision by them of any services outside the scope of the ordinary duties of a director. Any appointment of a director to an executive office shall terminate if they cease to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and the Company.
- 23.2 Subject to the provisions of the Companies Acts, and to Article 23.3 below, the Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of their family (including a spouse and a former spouse) or any person who is or was dependent on them, and may (as well before as after they cease to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
- 23.3 Subject to these Articles, a director's remuneration may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:

- 23.3.1 is fixed having regard to the current remuneration of directors in comparable posts;
 - 23.3.2 does not exceed the general market rate for directors providing comparable services; and
 - 23.3.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Company or by reference to the level of the Company's gross income from some or all of its activities.
- 23.4 No Director, other than a Director who is also an employee of the Company in their capacity as an employee, shall take any loan from the Company.
- 23.5 For the avoidance of doubt, no payment shall be made by way of remuneration to a non-executive director.
- 23.6 Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries (if any) or of any other body corporate in which the Company is interested (if any).

24 **DIRECTORS' EXPENSES**

- 24.1 Without prejudice to Article 23, the Company may pay any reasonable expenses which the directors (including non-executive directors) properly incur in connection with their attendance at:
- 24.1.1 meetings of the Board or committees of the Board; or
 - 24.1.2 general meetings,
 - 24.1.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

25 **CHAIR**

- 25.1 The Chair shall serve for a two-year term, but shall be eligible for re-appointment for two further terms each of two years. The appointment of the Chair shall be conducted in accordance with Article 27. A person appointed as Chair prior to adoption of these Articles shall be deemed to have commenced their initial term of office on the dates set out in the schedule to these Articles.
- 25.2 The Chair shall be a director by virtue of the office held and shall have such rights and privileges as the Company in general meeting shall from time to time prescribe.

25.3 The office of Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a director of the Company.

25.4 No person shall be both Chair and Chief Executive Officer of the Company at the same time.

26 **COMPANY SECRETARY**

Subject to the provisions of the Companies Acts, a company secretary may be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit and any company secretary appointed may be removed by them.

27 **BOARD APPOINTMENTS**

27.1 The Board may nominate individuals to be Directors of the Company. The Members may nominate a Nominated Director. Any nomination made by a Member must be made on the form prescribed from time to time by the Board and signed by the nominee and the form must be completed and returned to the Chair not later than such date as the Board shall prescribe each year.

27.2 The Board shall publicly advertise vacant roles and invite individuals to apply for nomination. The Board shall indicate the skills / experience required for the role and also encourage applications to establish and maintain a broad diversity not limited to gender, ethnicity, sexual orientation and socio-economic background.

27.3 The Board shall evaluate all nominations against its criteria for skills / experience required for the effective management of the Company's business.

27.4 The appointment of any Independent Directors and the Chair based solely on the grounds of Article 27.2.

27.5 Candidates nominated by Members shall be subject to review and recommendation by the Nominations Committee. Such review shall consider the skills and experience required for effective management of the Company, the declaration of good character and demographic make-up of the Board.

27.6 Other than in exceptional circumstances, the President of each of the Members shall be one of the Directors nominated by the Members. In the case of the President of a Member being nominated, they shall be deemed appointed by the Member, unless it is deemed by the Board of Directors or Nominations Committee that such an appointment would cause harm to the Company.

27.6.1 Such harm could include, but is not limited to, causing the Company to fall outside of its Board of Director demographic make-up commitments to funding

partners; issues with the declaration of good character; or insufficient skills or experience expected to hold office as a Director of the Company.

27.6.2 Should the Board of Directors or Nominations Committee consider the President of a Member to be unsuitable for appointment, it shall make this statement to the Members at the point of Director appointment at General Meeting.

27.6.3 In the case that such a statement is made, the President in question shall only be appointed by a majority of Members.

27.7 The Nominations Committee shall make a recommendation of Director appointments to the Members at a General Meeting, subject to Clause 27.6. This recommendation shall be subject to approval of the Members.

27.8 Where Nominated Directors are appointment by the Members, such appointments shall reflect not more than one third of directors. In nominating any person to any position under this Article 27, the Members shall ensure that such persons shall have the skills and / or experience required for the effective management of the Company's business, and which are agreed with the Board from time to time.

27.9 If a member of the executive management of the Company, such as but not limited to the Chief Executive Officer or Senior Finance Officer, is appointed to the Board, such an appointment may only be made in an Ex Officio capacity.

27.10 The Board shall inform UK Sport and Sport England of any appointment process being carried out in relation to any directors and the Chief Executive Officer.

28 CASUAL VACANCIES

A casual vacancy arising among the Directors, may be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person they replaced was due to retire but shall be eligible for re-appointment in accordance with these Articles. Such an appointment shall be made when the appointment is deemed by the Board to be necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role and comply with the term limits as defined in these Articles.

PART 3
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29 APPLICATIONS FOR MEMBERSHIP

- 29.1 No company or unincorporated association shall become a Member of the Company unless:
- 29.1.1 That entity has completed an application for membership in such form as required by the Board;
 - 29.1.2 the Board has approved the application; and
 - 29.1.3 each existing Member of the Company has approved the application.
- 29.2 Every corporation and unincorporated association which is admitted as a Member may exercise such powers as are prescribed by Part 9 of the 2006 Act.
- 29.3 The Board may from time to time fix the levels of entrance fees and annual subscriptions to be paid by the different categories of Members.

30 CONDITIONS OF MEMBERSHIP

All Members shall be subject to the Rules.

31 TERMINATION OF MEMBERSHIP

- 31.1 A membership terminates automatically when:
- 31.1.1 in the case of a company or an unincorporated association, that Member is wound-up or liquidated or otherwise ceases to exist; or
 - 31.1.2 on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.
- 31.2 Membership is not transferable.
- 31.3 On ceasing to be a Member, a Member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of its subscription.

ORGANISATION OF GENERAL MEETINGS

32 NOTICE OF AND CALLING GENERAL MEETINGS

- 32.1 General meetings are called on at least 14 clear days' written notice.
- 32.2 A general meeting may be called at any time by the Board or may be called on a written request to the Board from a Member.
- 32.3 On receipt of a written request made pursuant to Article 32.2, the Board must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting.

33 ANNUAL GENERAL MEETINGS

- 33.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 33.2 The annual general meeting shall be held for the following purposes:
 - 33.2.1 to receive from the Board the Company's accounts;
 - 33.2.2 to appoint the Company's auditors;
 - 33.2.3 to appoint (as appropriate) the Directors; and
 - 33.2.4 to transact such other business as may be brought before it.
- 33.3 All general meetings, other than annual general meetings, shall be called general meetings.

34 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 34.1 The Members shall use all reasonable endeavours to attend each general meeting.
- 34.2 A Member is able to exercise the right to speak at a general meeting when that Member, or that Member's representative, is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.
- 34.3 A Member is able to exercise the right to vote at a general meeting when:
 - 34.3.1 that Member, or that Member's representative, is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

34.3.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

34.4 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34.5 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.

34.6 Two or more persons, who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

35 QUORUM FOR GENERAL MEETINGS

35.1 No business of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35.2 A majority of Members, or those Members' representatives, present in person or by proxy shall be a quorum.

36 CHAIRING GENERAL MEETINGS

36.1 The Chair shall chair general meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting they are not present within fifteen minutes after the time appointed for holding the same, the Directors present, or if no Directors are present the Members, must appoint a director to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting, such appointment to be of the senior Independent Director in the first instance.

36.2 The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

37 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS

37.1 Directors and the Chief Executive Officer may attend and speak at general meetings.

37.2 The chair of the meeting may permit other persons who are not Directors of the company to attend and speak at a general meeting.

38 ADJOURNMENT

38.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum

ceases to be present, the chair of the meeting must adjourn it. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the adjourned meeting then the Member(s) present shall constitute a quorum and may conduct the business of the meeting.

38.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

38.2.1 the meeting consents to an adjournment, or

38.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

38.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

38.4 When adjourning a general meeting, the chair of the meeting must specify the time and place to which it is adjourned, which must not be a date more than two weeks from the date of the original meeting.

VOTING AT GENERAL MEETINGS

39 VOTING: GENERAL

39.1 Every Member shall be entitled to receive notice of, attend general meetings and cast one vote.

39.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts, every resolution is decided by a majority of votes cast.

39.3 Every Member who is a company or an unincorporated association is entitled to send one or more representatives to general meetings but only one of those representatives shall have a vote.

40 ERRORS AND DISPUTES

40.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

40.2 Any such objection must be referred to the chair of the meeting whose decision is final.

41 POLL VOTES

- 41.1 A poll on a resolution may be demanded:
 - 41.1.1 in advance of the general meeting where it is to be put to the vote, or
 - 41.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 41.2 A poll may be demanded by:
 - 41.2.1 the chair of the meeting; or
 - 41.2.2 the Board.
- 41.3 A demand for a poll may be withdrawn if:
 - 41.3.1 the poll has not yet been taken, and
 - 41.3.2 the chair of the meeting consents to the withdrawal.
- 41.4 Polls shall be taken as the Chair directs, who may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 41.5 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 41.6 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

42 CONTENT OF PROXY NOTICES

- 42.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 42.1.1 states the name and address of the Member appointing the proxy;
 - 42.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 42.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 42.1.4 is delivered to the Office in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 42.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 42.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 42.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 42.4.1 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
 - 42.4.2 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.

43 DELIVERY OF PROXY NOTICES

- 43.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) 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 Office by or on behalf of that person.
- 43.2 An appointment under a proxy notice may be revoked by delivering to the Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 43.3 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.

- 43.4 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.

44 AMENDMENTS TO RESOLUTIONS

- 44.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 44.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 44.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 44.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 44.3 The chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 44.4 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 44.5 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 44.6 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

45 WRITTEN RESOLUTION

- 45.1 Subject to Article 45.3, a resolution in writing agreed by the Appropriate Majority of Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and the Appropriate Majority of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify agreement.

- 45.2 In Article 45.1, the "Appropriate Majority" is:
- 45.2.1 in the case of an ordinary resolution, a simple majority of the Members;
- 45.2.2 in the case of a special resolution, 75% or more of the Members.
- 45.3 The following may not be passed as a written resolution:
- 45.3.1 a resolution to remove a director before their period of office expires; and
- 45.3.2 a resolution to remove an auditor before their period of office expires.

PART 4

ADMINISTRATIVE ARRANGEMENTS

46 MEANS OF COMMUNICATION TO BE USED

- 46.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.
- 46.2 The applicable address of a Member shall be at their registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by that Member.
- 46.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 46.4 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 46.5 Any Member described in the register of members by an address not within Great Britain, who shall from time to time give the Company an address within England at which notices may be served upon them, shall be entitled to have notices served upon them at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within England shall be entitled to receive notices from the Company.

46.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

47 **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the Board or an 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.

DIRECTORS' INDEMNITY AND INSURANCE

48 **INDEMNITY**

48.1 Subject to Article 48.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

48.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company;

48.1.2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act);

48.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

48.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

48.3 In this Article:

48.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

48.3.2 a "relevant director" means any director or former director of the Company or an associated company.

49 **INSURANCE**

49.1 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

49.2 In this Article:

49.2.1 a "relevant director" means any director or former director of the Company or an associated company;

49.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and

49.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

50 **DISSOLUTION**

If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property and assets whatsoever the same shall be paid to or distributed to one or more companies, organisations or institutions that exist for purposes similar to the objects of the Members, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are at least as restrictive as those in the constitutions of the Members.
