

**THE COMPANIES ACTS 1985 to 2006**

**COMPANY LIMITED BY GUARANTEE AND**

**NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH ELITE ATHLETES ASSOCIATION LIMITED**

(Adopted by Members on 11<sup>th</sup> January 2023)

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**PRELIMINARY**

1. The regulations contained in the Model Articles shall not apply and the following regulations shall be the Articles of the British Elite Athletes Association Limited from the date of the Resolution adopting them.
2. With reference to section 28(1) of the Act none of the provisions to which that subsection applies shall be treated as provisions of the British Elite Athletes Association Limited's Articles from the date of adoption of these Articles. These Articles shall supersede any prior Articles and shall be the exclusive statement of the regulations governing the British Elite Athletes Association Limited.

(a) The following terms shall for the purposes of these Articles bear the meanings set opposite them:

the Act	the Companies Act 2006 and as further modified by any statutory modification or re-enactment thereof for the time being in force;
Athlete	an athlete in a Recognised Sport who is not a Sanctioned Athlete and meets any of the following conditions:  (a) he/she is a member of the World Class Performance Programme;  (b) he/she is recognised as being on the "talent pathway" by UK Sport or the Home

Nations Sports Council as appropriate;

(c) he/she currently competes for Great Britain, England, Scotland, Wales or Northern Ireland in a sport which UK Sport does not allocate funding to;

(d) he/she previously competed for Great Britain, England, Scotland, Wales or Northern Ireland;

(e) he/she is an Athlete Representative;

(f) he/she is in High Performance squad as Nominated by a National Governing Body; or

(g) he/she is a life member as determined by the Board from time to time.

Athletes Advisory Group	means the advisory group formed in accordance with Article 55 to focus on and discuss issues in relation to the Athletes and Recognised Sports, including but not limited to the objects of the British Elite Athletes Association Limited as set out in the Schedule to these Articles, and such other matters as the Board may determine from time to time;
Athlete Director	a Director appointed in accordance with Article 45 who is eligible to be a Member;
Athlete Representative	an individual nominated/elected in accordance with Article 59 who will represent both the British Elite Athletes Association Limited and the Members who participate in that Recognised Sport;
the BEAA or the Company	The British Elite Athletes Association Limited;
the BOA	The British Olympic Association or any successor body recognised from time to time by the International Olympic Committee as the National Olympic Committee for Great Britain and Northern Ireland;
the BPA	The British Paralympic Association or any successor body recognised from time to time by the International Paralympic Committee as the National Paralympic Committee for Great Britain and Northern Ireland;

the Chair	the person elected as chair of the Directors for the time being of the British Elite Athletes Association Limited;
clear days	in relation to the period of a notice means that 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;
communication and electronic communication	the same meaning as in the Electronic Communications Act 2000;
the Directors	the directors for the time being of the British Elite Athletes Association Limited;
the Board	the Directors of the Company meeting together as a Board (including by telephone, video conference or other means) or passing a written Board resolution;
Chief Executive	the person appointed from time to time as chief executive of the British Elite Athletes Association Limited;
Extraordinary Nomination Committee	a committee of Directors, which has a majority of Independent Directors and is chaired by a non-executive Independent Director, convened from time to time for the purposes of appointing a new Chair;
Great Britain	the United Kingdom of Great Britain and Northern Ireland;
Independent Director	a Director of the Company who is determined as being independent by the Board acting reasonably, including but not limited to, their having no close connection to the Company (such as an active interest in its affairs as a Member or a fiduciary interest) and who an objective outsider would view as independent.
Interest Groups	the list of interested groups, as may be amended from time to time by the Board including but not limited to the Athletes Commissions of the BOA, BPA and UKAD;
Member Association Limited;	a member of the British Elite Athletes Association Limited;
National Governing Bodies	the governing organisation of a Recognised Sport;

Nomination Committee

a committee of Directors, which has a majority of Independent Directors and is chaired by the

	Chair, convened from time to time for the purposes of making appointments to the Board;
Olympic Games	the Olympic Summer Games or the Olympic Winter Games (as appropriate);
Paralympic Games	the Paralympic Summer Games or the Paralympic Winter Games (as appropriate);
poll	a written vote;
Recognised Sport Association Limited from time to time	a sport recognised by the British Elite Athletes Association Limited from time to time as a sport whose Athletes are eligible to be a member of the British Elite Athletes Association Limited;
Represented Bodies	the British Olympic Association, the British Paralympic Association, UK Sport, Sport England, Sport Wales, Sport Scotland and Sport Northern Ireland, together with such further bodies (if any) as the Board may from time to time determine should be treated as a Represented Body for the purposes of these Articles;
Represented Issues	including but not limited to (1) the Olympic Games; (2) the Paralympic Games; (3) the Commonwealth Games; (4) Anti-doping; and (5) the environment of Performance departments in the National Governing Bodies' in Recognised Sports; (6) Selection Policies and Procedures and such other issues as are identified by the Board from time to time (7) the transition of athletes at the beginning and end of their sporting career; (8) safeguarding; (9) anti-discrimination and equality; (10) duty of care and athlete welfare; and (11) classification of athletes with disabilities.
Sanctioned Athlete	any person who: <ul style="list-style-type: none"> <li>(a) is serving a ban for an offence relating to doping or corruption, or</li> <li>(b) has been convicted of an offence punishable by imprisonment which remains unspent under the Rehabilitation of Offenders Act;</li> </ul>

UK Anti-Doping

The Non Departmental Government Body dedicated to creating a culture of clean sport;

World Class Performance Programme

the system within which the Athletes train, run by UK Sport in conjunction with the National Governing Bodies which is designed to help athletes win medals.

- (b) References to Schedules shall be to Schedules to these Articles, which shall form an integral part of these Articles.
- (c) Headings are inserted for convenience only and do not affect the construction of these Articles.
- (d) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- (e) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act.

#### **OBJECTS**

- 4. The British Elite Athletes Association Limited is established for the purposes expressed in Part 1 of Schedule I.

#### **MEMBERS**

- 5. Membership of the British Elite Athletes Association Limited is open to Athletes. Such persons who may desire to be admitted to membership and who may be agreed by the Board shall be admitted to the membership framed in such terms as the Board may require, including payment of such fee as the Board may determine from time to time. All "Athlete Directors" Athlete Representatives and members of the British Elite Athletes Association Limited's Athlete Advisory Group shall be immediately admitted to the membership free of charge for the period of time they hold office. Every Member of the British Elite Athletes Association Limited shall as a condition of his/her membership be subject to the rules and regulations of the British Elite Athletes Association Limited, as amended from time to time.
- 6. A Member may withdraw from membership of the British Elite Athletes Association Limited on seven days' clear notice to the British Elite Athletes Association Limited. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or when the sport that the Member is representing ceases to be a Recognised Sport or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles.

### **SUSPENSION OF MEMBERSHIP**

7. If the Board at any time is of the opinion that the interests of the British Elite Athletes Association Limited so require, the Board may suspend a Member from membership for such period as it thinks fit and shall give notice in writing to the Member of the suspension and any conditions for reinstatement of a Member's membership.

### **EXPULSION OF MEMBERS**

8. If a Member becomes a Sanctioned Athlete, the Board may expel that Member from membership of the British Elite Athletes Association Limited.
9. An expelled Member may reapply to become a Member at any time after he or she ceases to be a Sanctioned Athlete.

### **GENERAL MEETINGS**

10. The British Elite Athletes Association Limited 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. The annual general meeting shall be held for the following purposes:
  - (a) to receive from the Board a full statement of account;
  - (b) to receive from the Board a report of the activities of the British Elite Athletes Association Limited since the previous annual general meeting;
  - (c) to ratify the appointment of any Director who has joined the Board since the last annual general meeting; and
  - (d) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may invite other organisations or individuals to attend general meetings but such invitees shall not be entitled to vote.

11. The Board may call general meetings and, on the requisition of Members representing at least five percent of the total membership, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient members of the Board to call a general meeting, any member of the Board may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

12. A general meeting shall be called by at least 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights at the meeting of all the Members.
13. The notice shall specify the time and place of the meeting and the general nature of the business to be conducted, and in the case of any Special Resolutions shall set out in full the text of the resolution. The notice shall, in the case of an annual general meeting, specify the meeting as such.
14. 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 any resolution passed or the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETING**

15. No business shall be transacted at any general meeting unless a quorum is present by any means which allows Members to communicate with the meeting, including by telephone, video conference or other means. Save as otherwise stated herein two Members from two different sports (not including Athlete Directors) shall be the quorum.
16. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine.
17. The Chair shall preside as chair of the meeting but if the Chair is not present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Vice Chair will hold the meeting and in his/her absence the Directors present shall elect a Director to be chair of the meeting and, if there is only one Director present and willing to act, he/she shall be chair of the meeting.
18. If no Director is willing to act as chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
19. The chair of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the



meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given to the same persons to whom notice of a general meeting is required to be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

20. Directors may attend and speak at general meetings, whether or not they are Members.
21. The chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him/her that:
  - (a) Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting (whether this is due to a lack of appropriate access or otherwise);
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
22. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical, grammatical or other non-substantive error) may in any event be considered or voted upon.
23. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chair of the meeting; or
  - (b) by at least five Members present and having the right to vote at the meeting.
24. Unless a poll is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
25. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

26. A poll shall be taken at such time and place and in such manner as the chair of the meeting directs and he/she 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.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he/she may have.
28. A poll demanded on the election of a chair of the meeting 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 of the meeting directs not being more than 14 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.
29. 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.
30. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he/she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

#### **VOTES OF MEMBERS**

31. Each Member shall have the right to receive notice of and attend general meetings.
32. Each Member shall be entitled to one vote either in person or by proxy.
33. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
34. 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 chair of the meeting whose decision shall be final and conclusive.

#### **CONTENT OF PROXY NOTICES**

35. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - (a) states the name and address of the Member appointing the proxy;

- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
36. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
37. 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.
38. Unless a proxy notice indicates otherwise, it must be treated as:
- (a) 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
  - (b) 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.

#### **DELIVERY OF PROXY NOTICES**

39. 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 Company by or on behalf of that person.
40. 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 whom or on whose behalf the proxy notice was given.
41. 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.
42. 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 appointor's behalf.

#### **THE BOARD**

43. The British Elite Athletes Association Limited is committed to promoting equality and diversity among its members and in its affairs and shall at all times aim to have a Board which is representative of its membership. The British Elite Athletes Association Limited shall operate a transparent process for appointment to the Board and shall welcome applications from all candidates and make appointments on the basis of competence.
44. The affairs of the British Elite Athletes Association Limited shall be governed by the Board, who may pay all expenses incurred in promoting and registering the British Elite Athletes Association Limited, and may authorise all such acts and the exercise of all such powers of the British Elite Athletes Association Limited by the Board (on whom executive management powers are conferred as Directors) as may be required

to give effect to the British Elite Athletes Association Limited 's objects and which are not, by the Act or by these Articles, required to be exercised in a general meeting. No regulation made by the British Elite Athletes Association Limited in general meeting shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

45. The number of Directors shall be not less than 3 or more than 10.
46. At least 3 of the Directors of the Board shall be Athletes who have either (1) competed for Great Britain in either or both of the last two Olympic Games or Paralympic Games (as at the date of their respective nominations) or (2) shall be a senior squad member in training for the next Olympic Games or Paralympic Games or (3) shall be a current member of a World Class Performance Programme or have been part of one within the previous 8 years (as at the date of their nomination) or (4) a member of a performance squad of a Recognised Sport. The Board shall advertise such posts using reasonable means and the Nomination Committee shall by majority decision appoint the best candidate for the role, taking into account such matters as they deem reasonable including but not limited to their skills and qualifications, and the need to ensure a balanced Board which reflects the varying interests of the British Elite Athletes Association Limited. The Athlete Directors shall, so far as reasonably possible, consist of individuals who satisfy some or all of the following criteria:
  - (1) An Athlete who has competed for Great Britain in either or both of the last two Olympic Games or shall be a senior squad member in training for the next Olympic Games;
  - (2) An Athlete who has competed for Great Britain in either or both of the last two Paralympic Games or shall be a senior squad member in training for the next Paralympic Games;
  - (3) An Athlete who is a current member of a Performance Programme or has been part of one within the previous 8 years (at the date of their appointment) but where the Recognised Sport they participate in is not currently recognised by the IOC or IPC as an Olympic or Paralympic Sport respectively; and
  - (4) An Athlete who, irrespective of the criteria listed at (1) to (3) above, is eligible and suitable for appointment to the Board because of any skills, qualifications and experience gained after transitioning from sport.
47. At least 25% of the Directors of the Board shall be Independent Directors. The Board shall advertise such posts using reasonable means and shall determine the best candidate for the role, taking into account such matters as they deem reasonable including but not limited to their skills and qualifications, and the need to ensure a balanced Board which reflects the varying interests of the British Elite Athletes Association Limited.
48. A person appointed as a Director (including the Chair) shall, subject to any provision in these Articles providing for early termination of their term of office, hold the office for a term that ends at the close of the third annual general meeting after the annual general meeting at which he/she was elected, or his/her appointment was ratified. However, the Director and Board may mutually agree to end such appointment at the

close of the second annual general meeting after the annual general meeting at which his/her appointment was ratified. At the end of his/her first term in office he/she may be appointed for one further term provided that at the time of his/her appointment for the second term he/she is not prohibited under any other provision of these Articles from being a Director. The maximum number of consecutive terms served by any Director shall be three.

49. When any Director has completed two consecutive terms, a minimum of four years from the date on which such second term ends shall elapse before that Director is eligible to stand for reappointment to the Board.

#### **THE CHAIR AND VICE CHAIR**

50. The Board shall appoint the Chair. The Board shall advertise for such post using reasonable means and the Extraordinary Nomination Committee shall by majority decision appoint the best candidate for the role, taking into account such matters as they deem reasonable including but not limited to their skills and qualifications.

51. The Chair shall be a Director on the Board and chair all Board meetings.

(1) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

(2) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him/her by the Directors.

52. If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chair or other Director chairing the meeting has a casting vote.

53. The Board shall appoint one of the three Athlete Directors as vice chair (the "Vice Chair").

#### **CO-OPTION TO THE BOARD**

54. The Nomination Committee may, having in certain circumstances identified a need for certain skills or requirements of the British Elite Athletes Association Limited, appoint any person to the Board to provide such skills or meet such requirements for a term not exceeding 12 months, subject always to the maximum number of Directors. A person so appointed to the Board shall be subject to ratification by the Members at the next annual general meeting.

#### **COMMITTEES AND DELEGATION OF BOARD'S POWERS**

55. There shall be formed an Athletes Advisory Group (committee) consisting of one or more Athlete Directors one of which will be the Chair to provide the link to the Board together with such individuals as the Board shall determine.

56. The Nomination Committee shall be convened for the purposes of making senior appointments to the Board and senior Executive roles.

57. The Board shall appoint an Audit Committee to fulfil both internal duties and those required by the Sports Councils and or regulations. The Board may delegate any of its powers to such Audit Committee but the terms of any delegation must be recorded in Terms of Reference approved by the Board. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a Group with two or more Members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of being applied.
58. The Board may delegate any of its powers to any Committee consisting of one or more Directors. It may also delegate to the Chief Executive, or any Director holding any other executive office within the British Elite Athletes Association Limited or any member of the professional staff of the British Elite Athletes Association Limited, such of its powers as it considers desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more Members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.

#### **ATHLETE REPRESENTATIVES**

59. Athletes may nominate up to two (unless agreed otherwise by the Board and any applicable National Governing Body) Athletes to be the Athlete Representatives of the British Elite Athletes Association Limited or NGB in each Recognised Sport. The nomination process for each Recognised Sport shall be determined by the Members who participate in that Recognised Sport in accordance with any rules which the Board may determine from time to time and taking into account the views of the members and any Athletes who are not members of that National Governing Body where appropriate and acting in accordance with all applicable principles of equality at all times.
60. The Athletes Representatives shall represent the views of the Members within their Recognised Sport and shall, amongst other things and subject to any other responsibilities the Board may determine from time to time, consult with the Members from their Recognised Sport from time to time on matters raised by the British Elite Athletes Association Limited and Board and shall be a conduit for queries and support requests from Members from their Recognised Sport to the British Elite Athletes Association Limited.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

61. Without prejudice to the provisions of Section 168 of the Act, the Members may by ordinary resolution remove any Director before the expiration of his/her period of office, and may by an ordinary resolution appoint another suitably qualified person in his/her stead; but any person so appointed shall retain his/her office so long only as the Director in whose place he/she is appointed would have held the same if he/she had not been removed.

## **DISQUALIFICATION AND REMOVAL OF A DIRECTOR**

62. The office of Director (and of Chair) shall be vacated if:
- (a) he/she ceases to be a Director by virtue of any provision of the Act or he/she becomes prohibited by law from being a Director; or
  - (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
  - (c) he/she is, or may be, suffering from mental disorder and either:
    - (i) he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
  - (d) he/she resigns his/her office by notice in writing to the British Elite Athletes Association Limited; or
  - (e) he/she shall without sufficient reason for more than two consecutive Board meetings have been absent without permission of the Board and all other Directors resolve that his/her office be vacated; or
  - (f) he/she is removed from office by a resolution duly passed pursuant to Section 169 of the Act; or
  - (g) he/she is requested to resign by all the other Directors acting together.

## **DIRECTOR'S EXPENSES**

63. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or separate meetings of the British Elite Athletes Association Limited or otherwise in connection with the discharge of their duties save where prohibited by the regulations set by the Board from time to time.

## **DIRECTOR'S APPOINTMENTS AND INTERESTS**

64. Subject to the provisions of the Act, the Board may enter into an agreement or arrangement with any Director for his/her employment by the British Elite Athletes Association Limited or for the provision by him/her of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine and they may remunerate any such Director for his/her services as they think fit. Any appointment of a Director to an executive office shall terminate if he/she ceases to be a Director but without prejudice to any claim for damages for breach of the contract of service

between the Director and the British Elite Athletes Association Limited.

65. Subject to the provisions of the Act and Article 70 and 74, and provided that he/she has disclosed to the Board the nature and extent of any material interest of his/her, a Director notwithstanding his/her office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the British Elite Athletes Association Limited or in which the British Elite Athletes Association Limited is otherwise interested;
  - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the British Elite Athletes Association Limited or in which the British Elite Athletes Association Limited is otherwise interested; and
  - (c) shall not, by reason of his/her office, be accountable to the British Elite Athletes Association Limited for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
66. For the purposes of these Articles:
- (a) a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/her.

#### **PROCEEDINGS OF THE BOARD**

67. Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes.
68. Any Director may participate in a meeting of the Board, or of a Committee of the Board, by any method which enables the Directors to each communicate to the others any information or opinions they have on any particular item of business of the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. 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 chair of the meeting is.
69. The Board may invite any senior member of the British Elite Athletes Association Limited's staff and/or any other person whom it sees fit to attend but not vote at meetings of the Board including representatives of Interest Groups.



70. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the British Elite Athletes Association Limited for the time being vested in the British Elite Athletes Association Limited generally. The quorum for the transaction of the business of the Board shall be three.
71. The continuing Board or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Board or a sole continuing Director may act only for the purpose of admitting persons to membership or of calling a general meeting.
72. The Chair shall be the chair of the Board. Unless he/she is unwilling to do so, the Chair shall preside at every meeting of the Board at which he/she is present. If there is no person holding the office of Chair, or if the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Directors present shall elect one of their number to preside.
73. All acts carried out by a Board meeting, or of a Committee of the Board, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
74. A resolution in writing signed by all Directors entitled to receive notice of a meeting of the Board or of a Committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a Committee of the Board duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
75. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or of a Committee of the Board on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the British Elite Athletes Association Limited unless his/her interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to him/her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him/her for the benefit of, the British Elite Athletes Association Limited or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the British Elite Athletes Association Limited or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) his/her interest arises by virtue of his/her subscribing or agreeing to subscribe for any debentures of the British Elite Athletes Association Limited or any of its subsidiaries, or by virtue of his/her being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the British Elite Athletes Association Limited or any of its subsidiaries for subscription,

purchase or exchange; or

- (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the British Elite Athletes Association Limited), connected with a Director shall be treated as an interest of the Director.

76. 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.
77. The British Elite Athletes Association Limited may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board or of a Committee of the Board.
78. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the British Elite Athletes Association Limited or any body corporate in which the British Elite Athletes Association Limited is interested the proposals may be divided and considered in relation to each Director separately and (provided he/she is not for another reason precluded from voting) each Director concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/her own appointment.
79. 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 vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and his/her ruling in relation to any Director other than him/herself shall be final and conclusive.
80. One representative from each of the Represented Bodies shall have the right to receive notice of and attend meetings of the Board but shall not be entitled to vote. Each of the Represented Bodies shall keep the British Elite Athletes Association Limited notified of its current representative and no change to the identity of the representative shall be effective until notified to the British Elite Athletes Association Limited.

#### **CHIEF EXECUTIVE**

81. From time to time the Board shall appoint a Chief Executive for such term, at such remuneration and upon such conditions as it thinks fit and any Chief Executive so appointed may be removed by the Board.

#### **MINUTES**

82. The Board shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments made by the Board; and
- (b) of all proceedings at meetings of the British Elite Athletes Association Limited,

which shall include, without limitation, proceedings of the Board and of Committees of the Board, including the names of the Directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### **ACCOUNTS**

83. The Board shall cause proper accounting records to be kept in accordance with relevant provisions of the Act.
84. Accounting records shall be kept at the registered office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
85. One or more Members shall, if authorised by a simple majority of the Members, be permitted to inspect the accounts and books and documents of the British Elite Athletes Association Limited at all reasonable times.
86. At the annual general meeting in every year the Board shall lay before the Members a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 14 clear days before the date of the meeting, subject nevertheless to the provisions of Section 423 of the Act, be sent to all persons entitled to receive notices of general meetings.

### **NOTICES**

87. Any notice to be given to or by any person pursuant to the Articles shall be in writing (except that a notice calling a meeting of the Board need not be in writing) or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
88. A notice may be given by the British Elite Athletes Association Limited to any Member, either personally or by sending it by post to the registered address of such Member, or (if there be no such registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied to the British Elite Athletes Association Limited for the giving of notices or by giving it using electronic communications to an address for the time being notified to the British Elite Athletes Association Limited by UK Sport and any other sporting organisation accepted or recognised by the British Elite Athletes Association Limited. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice and to have been effected in all cases on the fourth day following the day of posting. Where a notice is given using electronic communications,

service of the notice shall be deemed to be effected by sending the electronic communication containing the notice in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators and to have been effected in all cases at the expiration of 48 hours after the time it was sent.

89. Notice of every general meeting shall be given in any manner herein before authorised to:
- (a) every Member except those who (having no registered address within the United Kingdom) have not supplied to the British Elite Athletes Association Limited an address within the United Kingdom for the giving of notice to them;
  - (b) the persons notified to the British Elite Athletes Association Limited from time to time as the representatives from each of the Represented Bodies;
  - (c) the Chief Executive; and
  - (d) Directors of the British Elite Athletes Association Limited.

No other person shall be entitled to receive notices of general meetings.

90. Any notice to be given to or by any person pursuant to the Articles or the Act may be given by posting the same on the website of the Company either on the home page, or on a page that can be linked to via the home page.
91. A Member present at any meeting of the British Elite Athletes Association Limited shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

#### **BYE-LAWS**

92. The Members shall be empowered to make bye-laws for the purpose of regulating any policy matters not mentioned in these Articles which are consistent with these Articles. The Members shall be empowered to alter, suspend or rescind any of the said bye-laws from time to time as it thinks fit.
93. Any bye-laws in force for the time being shall be binding upon every Member of the British Elite Athletes Association Limited.
94. Notices of any new, altered, suspended or rescinded bye-laws shall be sent to each Member and shall be placed before the next ensuing general meeting of the British Elite Athletes Association Limited.

#### **REGULATIONS**

95. The Board has the power from time to time to make, repeal and amend regulations for the better administration of the British Elite Athletes Association Limited.

#### **INDEMNITY**

96. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the British Elite Athletes Association Limited shall be indemnified out of the assets of the

British Elite Athletes Association Limited against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the British Elite Athletes Association Limited.

## SCHEDULE

### ***PART 1 – OBJECTS AND POWERS***

**1. The objects for which the British Elite Athletes Association Limited is established are:**

- (i) to act as a representative body within Great Britain, the Olympic and Paralympic Movements and any other relevant organisations, for Athletes and to promote the views of Athletes so that Athletes have more input in policy and other decisions affecting them at a national and international level;
- (ii) to communicate with Athletes to ensure that they are aware of issues and services which are relevant to them and regularly to gather feedback and information from them in order to formulate the British Elite Athletes Association Limited 's policies;
- (iii) to offer advice, support and guidance to individual Athletes either directly or indirectly who need independent help in dealing with issues that may affect their welfare and/or performance;
- (iv) to create an active network of Athlete Representatives in the Recognised Sports;
- (v) to promote constructive partnership and collaboration with National Governing Bodies for the Recognised Sports, the Sports Members, government departments, Local Authorities and other relevant bodies with the aim of improving competitive performance across British sport;
- (vi) to promote the direct involvement of Athletes in decision-making within their own sports;
- (vii) to ensure that relevant services are provided to Athletes by relevant organisations in the most direct and effective way;
- (viii) to pursue and promote quality assurance, best practice, inclusivity, ethics and the principles of equality in all areas of the British Elite Athletes Association Limited's operation and in relation to the treatment of Athletes;
- (ix) to establish structures and systems of communication (including information, advice, direction, referral services and feedback) so that Athletes can be contacted speedily and effectively;
- (x) to be consulted by Athletes, and to act as an independent central resource with integrity which can provide support to Athletes in the form of information, advice, direction or referral services, in the following areas: Athlete funding; Facilities; Athletes' careers, post-retirement; Support services; Selection; Media/sponsorship opportunities; Doping control; Safeguarding; Disputes involving Athletes and other relevant areas;
- (xi) to assist the Government, Sports Councils and National Governing Bodies to formulate policy, and generally, on the following matters: Athlete Funding; Doping Control; Selection; Coaching; Ethics; and other matters or areas affecting Athletes;

- (xii) to offer informal mediation and other assistance in cases of dispute with a view to assisting in the resolution of the dispute;
- (xiii) to establish formal partnerships or agreements with the Government and all relevant agencies, including but not limited to the Sports Councils for the United Kingdom and Home Nations, the BOA, the BPA, Sport Resolutions UK and the National Governing Bodies for the Recognised Sports;
- (xiv) to encourage and support the establishment of appropriate and effective systems and procedures for the representation of Athletes within National Governing Bodies of the Recognised Sports and with the high-performance infrastructures for each Recognised Sport; and
- (xv) to act at all times in the furtherance of the above objects and in exercise of the powers set out below as an autonomous body resisting all pressures of any kind whatsoever whether of a political, religious or economic nature.

**2. The BRITISH ELITE ATHLETES ASSOCIATION LIMITED shall have the following powers exercisable in furtherance of its objects:**

- (a) to organise such membership schemes as it may from time to time be determined;
- (b) to raise money by public appeal or otherwise and to apply the same together with all other funds and property of the British Elite Athletes Association Limited in the furtherance of any of the British Elite Athletes Association Limited's objects;
- (c) to establish, undertake or administer any trusts and to hold and administer any property or funds subject to any such trusts;
- (d) to hold or assist in holding exhibitions, competitions and shows;
- (e) to print, publish or sell any newspapers, periodicals, books, leaflets in any media that the British Elite Athletes Association Limited may think desirable and to carry on courses of instruction, lectures or discussions;
- (f) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether in Great Britain or overseas) and any rights or privileges which the British Elite Athletes Association Limited may think necessary or convenient, and to construct maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the British Elite Athletes Association Limited;
- (g) to sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the British Elite Athletes Association Limited as may be thought expedient;
- (h) to undertake and execute any agency business which may seem directly or indirectly conducive to the objects of the British Elite Athletes Association Limited and may lawfully be undertaken by the British Elite Athletes Association Limited;

- (i) to borrow or raise money for the purposes of the British Elite Athletes Association Limited on such terms and on such security as may be thought fit;
- (j) to invest the monies of the British Elite Athletes Association Limited not immediately required for its purposes in



or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

- (k) to grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the British Elite Athletes Association Limited or the dependants of such persons;
  - (l) to establish, take over, acquire, amalgamate or co-operate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the British Elite Athletes Association Limited which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the British Elite Athletes Association Limited;
  - (m) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the British Elite Athletes Association Limited is authorised under (l) above to take over or acquire;
  - (n) to transfer all or any part of the property, assets, liabilities and engagements of the British Elite Athletes Association Limited to any one or more of the companies, institutions, societies or associations which the British Elite Athletes Association Limited is authorised under (l) above to take over or acquire;
  - (o) to undertake and execute charitable trusts and to act as trustee for any association or other organisation and as such to hold any real or personal property upon such trusts and with and subject to such powers and provisions as shall be thought fit;
  - (p) to do all such lawful things as are necessary in furtherance of the objects of the British Elite Athletes Association Limited or to be incidental or conducive to the attainment of all or any of those objects.
3. The objects stated in this part of the Schedule shall not be restrictively construed but shall be given the widest interpretation. The word "association" shall mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in Great Britain or elsewhere.

#### ***PART 2 – NO DISTRIBUTION TO MEMBERS – THE ‘ASSET LOCK’***

1. The income and property of the British Elite Athletes Association Limited shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the British Elite Athletes Association Limited. Provided that nothing herein shall prevent:
- (a) any payment in good faith by the British Elite Athletes Association Limited of

reasonable and proper remuneration to any member of the Board, elected official or staff of the British Elite Athletes Association Limited or to any Member of the British Elite Athletes Association Limited in return for any services actually rendered to the British Elite Athletes Association Limited and of reasonable and proper expenses necessarily incurred in carrying out

the duties of any such member of the Board, elected official or staff of the British Elite Athletes Association Limited;

- (b) the payment of interest on any money lent by any Member of the British Elite Athletes Association Limited at a commercial rate per annum consistent with rates paid by retail clearing banks providing services to the public;
- (c) the payment of reasonable and proper rent for premises demised or let by any Member of the British Elite Athletes Association Limited;
- (d) the payment to any member of the Board or Member of the British Elite Athletes Association Limited of reasonable and proper out-of-pocket expenses;
- (e) the payment of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Board (or any member of it).

### ***PART 3 – LIMITED LIABILITY AND GUARANTEE COVENANT***

1. The liability of the Members is limited.
2. Every Member of the British Elite Athletes Association Limited undertakes to contribute to the assets of the British Elite Athletes Association Limited in the event of the same being wound up while he/she is a Member or within one year after he/she ceases to be a Member, for payment of the debts and liabilities of the British Elite Athletes Association Limited contracted before he/she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.
3. If upon the winding up or dissolution of the British Elite Athletes Association Limited there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the British Elite Athletes Association Limited, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the British Elite Athletes Association Limited and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed upon the British Elite Athletes Association Limited under this Schedule, such institution or institutions to be determined by the Members of the British Elite Athletes Association Limited at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision then to some charitable organisation or object.