



A Summary of the Changes to the existing Memorandum and Articles to create a revised Articles of Association

WHAT HAS NOT CHANGED

1. The Objects for which Great Britain Wheelchair Rugby (GBWR) is established have not changed.
2. GBWR remains a 'Company Limited by Guarantee'.

THE MAIN CHANGES

1. The 2 documents (Memorandum and Articles) are to be replaced with a single document 'The Articles of Association'.
2. The new Articles reflect the requirements of the Companies Act 2006.
3. The new Articles are fully compliant with the latest Charities Legislation (Charities Act 2011).
4. Membership – categories of membership are established as Voting Members, Associate Members and Affiliated Clubs. Details relating to these categories will be explained in a separate Rules document. This will enable changes to be made in the future without the need to amend the Articles. This flexibility will allow for alternative membership packages to be developed to meet the changing requirements of our members.
5. The Board (or any sub-committee to whom it delegates its powers) will set the levels of subscriptions or entrance fees to be paid by the different categories of Member. This will allow Membership and any other such fee to be set as part of the annual budget process.
6. Composition of the Board – Elected Trustees. The current Articles stipulate that there should not be less than two Directors and the total number of Directors is not subject to any maximum. The new Articles recognise best practice whereby the minimum number of Directors is increased to three with a maximum number of twelve Directors (including the Chief Executive see paragraph 6 below) permitted.
7. Chief Executive - Under the current Articles the Chief Executive is not a Board member but attends by invitation. Under the new Articles the Chief Executive becomes a full member of the Board.
8. The maximum term of office of Trustees has been clarified as nine years. There has been no change to the current term of three years for Trustees to serve with the option of offering themselves up for re-election to the limit above.
9. Chair – The maximum term of office for the Chair is the same as for all other Trustees. However, the new Articles require the current Chair to resign on the date of adoption of the new Articles but he may offer himself up for re-election and if re-



appointed the appointment would be considered his first term in office for the purposes of the maximum term. This provision is to provide continuity as the organisation changes its governance arrangements.

10. Vice Chair- the new Articles allow for the appointment of a Vice Chair and the same provisions as the Chair apply in respect of resigning on adoption of the Articles and re-election.
11. Proxy Votes. The current Articles make no provision for Proxy votes. This means that those eligible to vote on resolutions must either attend a general meeting or AGM in person to do so or they lose their vote entitlement on that occasion. The new Articles permit voting members to appoint a proxy by a notice in writing. This means that should a member not be able to attend a meeting in person then there is an entitlement for that member to appoint another person by notice in writing to exercise the member's voting rights. This may be the Chair or any other representative of the member's choosing.