

GREAT BRITAIN WHEELCHAIR RUGBY LIMITED ("GBWR")

PROPOSED AMENDED ARTICLES OF ASSOCIATION

WITH EXPLANATORY NOTES

for the Annual General Meeting on 21 November 2017

INTRODUCTION

The Code for Sports Governance ("the Code") was published in October 2016 and its Requirements are mandatory on all National Governing Bodies ("NGBs") of sports which receive public funding, as GBWR does, from Sport England (more formally known as the English Sports Council).

As part of its action plan to ensure that GBWR meets, and will continue to meet, the Requirements of the Code, the GBWR Board of Trustees considers that a limited number of amendments are needed to GBWR's current May 2015 Articles of Association (which form the constitution under which GBWR operates).

These amended Articles, as proposed by the GBWR Board, are the subject of Resolution 4 on the Agenda of the 2017 GBWR Annual General Meeting. Resolution 4 is a Special Resolution, which requires a 75% majority of the votes cast, in order for the Special Resolution to pass.

Below, and on the following pages, you will find the proposed amended Articles set down alongside a set of notes explaining the reasons for the changes.

PROPOSED AMENDED ARTICLES	EXPLANATORY NOTES
1. Defined Terms 1.1 In these Articles, unless the context requires otherwise: Independent Non Executive Director means a Director who meets the definition of independent as set out in the 2016 Code for Sports Governance or any amendment thereof.	<i>This definition of Independent Non Executive Director (also abbreviated to "INED") brings GBWR into line with the Code for Sports Governance. The current definition in the Code reads as follows:</i> <i>"Independent - a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport.</i> <i>Examples of a 'close connection' include:</i> <i>(A) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a</i>

Sport means Wheelchair Rugby including the disciplines recognised by Great Britain Wheelchair Rugby Limited and/or the International Wheelchair Rugby Federation.	representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country; (B) they are or have within the last four years been an employee of the organisation; or (C) they have close family ties with any of the organisation's directors or senior employees." As the National Governing Body for Wheelchair Rugby recognised by all five Sports Councils within the United Kingdom, GBWR needs to make it clear that GBWR governs not only the Paralympic discipline but also the variant disciplines, one of which GBWR initially developed for injured and disabled personnel from HM Armed Forces.
APPOINTMENT OF DIRECTORS	
20. Methods of Appointing Directors 20.1 The number of Directors shall be not less than six and shall be subject to a maximum of twelve. 20.2 The members of the Board shall be: 20.2.1 the Chief Executive ex officio; 20.2.2 the Chair, who shall be appointed by the Board on the basis of his skills and experience through an openly advertised recruitment process; 20.2.3 up to seven (or such lower number as the Board shall from time to time decide) Elected Directors; 20.2.4 up to four (or such lower number as the Board shall from time to time decide) Independent Non Executive Directors, who shall be appointed by the Board on the basis of their skills and experience through an openly advertised recruitment process; and	The Code requires several minimum percentages of representation (please see Article 20.3 below), so the minimum total number of Directors on the GBWR Board is increased from three to six, in order to allow for these minimum percentages. The Code requires GBWR to make it clear that the Chief Executive is a Director on the Board only "ex officio" (that is, only for as long as he/she is in office as Chief Executive). The Code requires the Chair to be appointed by the GBWR Board through an openly recruited skills & experience based process. The majority of the Directors on the GBWR Board will continue to be elected by the GBWR Members voting at GBWR Annual General Meetings ("AGMs"). The Code requires GBWR to make clear how many Independent Non Executive Directors there can be on the GBWR Board. The Code also requires the INEDs to be appointed by the Board on an openly recruited skills & experience basis. The Code limits co-option of Directors onto the Boards of NGBs to a temporary period, not usually exceeding a year, and only in exceptional circumstances.

20.2.5 up to two other persons (if any) as the Board may from time to time in its sole discretion co-opt to the Board on the basis of their skills and experience, and such co-opted Directors shall be entitled to vote at the meetings of the Board and their term of co-option shall not usually exceed one year; provided that the total number of Directors at any one time shall not exceed the maximum number fixed by these Articles. 20.3 The Board shall use reasonable endeavours to ensure that at any time: 20.3.1 at least 30% of the members of the Board shall be women; 20.3.2 at least 30% of the members of the Board shall be men; 20.3.2 at least 25% of the members of the Board shall be Independent Non Executive Directors; and 20.3.3 at least 25% of the members of the Board shall have relevant skills and experience as past or present participants in the Sport. 20.4 The Board shall appoint one of the Independent Non Executive Directors to the position of Senior Independent Director.	<i>The Code requires GBWR's Board to do all that the Board can to keep to these specified percentages of men, women and INEDs on the Board.</i> <i>The Requirements, however, also make clear that all Directors appointed to the Board must be there on merit as having the appropriate skills, knowledge and experience to carry out their roles.</i> <i>Although this is not a Requirement of the Code, GBWR's Board strongly believes that it is important for there also to be a minimum percentage of past or present Wheelchair Rugby players on the Board and for this to be clear in GBWR's Articles.</i> <i>The Code requires GBWR's Board to appoint one of the INEDs to be the Senior Independent Director ("SID"). The Code sets out a number of responsibilities for the SID's role:</i> <i>The Senior Independent Director has responsibilities including (but not limited to): leading on the appraisal of the Chair's performance; and acting as an alternative point of contact when the normal channel through the Chair is inappropriate (for example, when the Chair has a conflict of interest).</i>
21. Directors' Terms of Office 21.1 Subject to Article 27, each Director shall serve for a three year term from the AGM at which he is appointed or elected to the AGM in the third year after his appointment or election but shall be eligible for re-appointment or re-election for up to two further terms of three years. Those Directors who have reached the end of their current terms of offices must retire from office at each AGM. 21.2 The elections for the office of Elected Directors shall be conducted in accordance with Article 26. 21.3 In exceptional circumstances, including but not limited to a need for continuity of skills	<i>The Code requires GBWR to be clear on the maximum number of terms that a Director can serve on the Board. For GBWR, this is a maximum of three consecutive terms of three years each.</i> <i>The processes for the Members of GBWR to vote on candidates to become Elected Directors at the AGM remain unchanged.</i> <i>The Code allows some limited exceptions to Directors' maximum terms of office.</i> <i>Since GBWR is a relatively small National</i>

and experience on the Board, the Board may at its discretion: 21.3.1 allow a Director, who is appointed to be the Chair of the Company, to hold office for a fourth three year term; and/or 21.3.2 allow any Director to be appointed or elected, as the case may be, to hold office for one additional year beyond his/her maximum of terms in office.	<i>Governing Body, and may therefore need to retain skills and experience on the Board in the interests of continuity and good governance, these Articles 21.3.1 and 23.3.2 allow GBWR to make use of these exceptions if and when necessary.</i>
23. Chair 23.1 The Board shall appoint a Chair and may delegate to him such of their powers as they think desirable to be executed by him. 23.3 The Chair shall be a Director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe. 23.4 The office of Chair shall be vacated with immediate effect if the person appointed as Chair ceases to be a Director of the Charity.	<i>The Code requires GBWR to be clear that the Board must appoint a Chair and that the Chair clearly holds the position of a Director on the Board.</i>
24. Vice-Chair 24.1 The Board may appoint a Director to be the Vice-Chair and may delegate to him such of their powers as they think desirable to be executed by him. 24.2 The Vice-Chair shall hold office for a three-year term from the Board meeting at which he is appointed until the third anniversary of the date of his appointment, but shall be eligible for re-appointment for up to two further terms of three years. 24.3 The Vice-Chair shall be a Director by virtue of his office and shall have such rights and privileges as the Board shall from time to time prescribe. 24.4 The office of Vice-Chair shall be vacated with immediate effect if the person appointed as Vice-Chair ceases to be a Director of the Charity.	<i>Good practice under the Code requires GBWR to make clear that the position of Vice-Chair is also subject to term limits of three times three years.</i>