

EXTRAORDINARY GENERAL MEETING

Thursday 11th March 2021

Rationale

Changes to the Articles of Association of The British Amateur Gymnastics Association (“British Gymnastics”) March 2021

Please note a full copy of the **existing** Articles of Association of British Gymnastics can be found on the BG website: [click here](#)

Following approval at our December Board Meeting, the Board would like to propose the following changes/additions to the existing Articles of Association of British Gymnastics in relation to:

(1) **the holding of future General Meetings:**

- best practice amendments to permit British Gymnastics to hold General Meetings in a partly or largely virtual manner in the future, once the temporary provisions of The Corporate Insolvency and Governance Act 2020 (which currently allow such meetings to be conducted virtually in light of the ongoing restrictions on physical gatherings, regardless of the provisions of the Articles) cease to have effect;

(2) **the extension of the terms of office of Non-Executive Directors:**

- amendments to Article 27 (*Non-Executive Directors’ Terms of Office*), to permit the Board to extend the terms of office of Non-Executive Directors (i.e. Affiliated Home Country Nominated Non-Executive Directors, Board Appointed Non-Executive Directors and the President), in limited circumstances for the purposes of continuity and to facilitate responsible and orderly succession planning, as permitted by the provisions of the Code for Sports Governance. The proposed changes are as follows:
 - a) the right, with the prior approval of the Board, to extend the eight-year maximum aggregate term of office of a Non-Executive Director by up to a **further four years**, if the Non-Executive Director is appointed as chair of British Gymnastics or to a senior position at the International Gymnastics Federation;
 - b) in exceptional circumstances (for example to assist succession planning), the right, with the prior approval of the Board, to extend the eight-year maximum aggregate term of office of a Non-Executive Director by up to a **further one year**; and
- if approved, the Board will then exercise its right under b) above to extend the two x four-year terms of office of Non-Executive Directors Dr Nicola Bolton and Sara Sutcliffe MBE (which expired on 1st February 2021) for a further one year each until 1st February 2022 to assist with succession planning.