



GENERAL MEETING
Tuesday 30th 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: <https://www.british-gymnastics.org/documents/footer-menu-items/governance-documents/9004-1-1-baga-articles-of-association>

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 with an international 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**.

Proposed Changes to the Articles of Association

Article Ref. No.	Changed from	Changed to
Amendments to permit the Board to extend the terms of office of Non-Executive Directors:		
21.1	<p>21.1 The President shall hold office for a period of four years, from the annual general meeting at which he is elected until the fourth annual general meeting following his election. A President who ceases to hold office at the end of his period of election shall be eligible for re-election for a maximum of one further consecutive four-year term of office. The President shall be a director by virtue of his office (unless and until he shall cease to be a director pursuant to Article 19) and shall have such rights and privileges as the Board shall from time to time prescribe. The President must be a member on the dates of both his nomination and his election. The nomination and election of the President shall be conducted in accordance with these Articles and the Regulations.</p>	<p>21.1 The President shall hold office for a period of four years, from the annual general meeting at which he is elected until the fourth annual general meeting following his election. Subject to Article 27, a President who ceases to hold office at the end of his period of election shall be eligible for re-election for a maximum of one further consecutive four-year term of office. The President shall be a director by virtue of his office (unless and until he shall cease to be a director pursuant to Article 19) and shall have such rights and privileges as the Board shall from time to time prescribe. The President must be a member on the dates of both his nomination and his election. The nomination and election of the President shall be conducted in accordance with these Articles and the Regulations.</p>
22.3	<p>22.3 Any Chair so appointed or Deputy Chair elected in accordance with Articles 22.1 and 22.2 shall hold office until the fourth anniversary of the date of his appointment to the Board or until he shall be removed or cease to be a director before that anniversary. Any Chair so appointed or Deputy Chair so elected who ceases to hold office as Chair or Deputy Chair (as the case may be) at the end of his appointment may be reappointed for a maximum of one further consecutive four-year term of office provided this appointment does not exceed a total of 2 x 4 year consecutive terms as a NED on the Board.</p>	<p>22.3 Any Chair so appointed or Deputy Chair elected in accordance with Articles 22.1 and 22.2 shall hold office until the fourth anniversary of the date of his appointment to the Board or until he shall be removed or cease to be a director before that anniversary. Any Chair so appointed or Deputy Chair so elected who ceases to hold office as Chair or Deputy Chair (as the case may be) at the end of his appointment may be reappointed for a maximum of one further consecutive four-year term of office provided this appointment does not (other than as permitted by the provisions of Article 27) exceed a total of 2 x 4 year consecutive terms as a NED on the Board.</p>
25.3	<p>25.3 Each Non-Executive Director shall hold office as a director until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a director pursuant to Article 19. A Non-Executive</p>	<p>25.3 Each Non-Executive Director shall hold office as a director until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a director pursuant to Article 19. Subject to Article</p>

	Director who ceases to hold office at the end of his period of appointment may be subsequently re-appointed for a maximum of one further consecutive four-year term of office in accordance with the provisions of this Article 25.	<u>27</u> , a Non-Executive Director who ceases to hold office at the end of his period of appointment may be subsequently re-appointed for a maximum of one further consecutive four-year term of office in accordance with the provisions of this Article 25.
26.2	26.2 Each Board Appointed Non-Executive Director appointed pursuant to Article 26.1 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a Director pursuant to Article 19. A Board Appointed Non-Executive Director who ceases to hold office at the end of his period of appointment may be reappointed for a maximum of one further consecutive four-year term of office.	26.2 Each Board Appointed Non-Executive Director appointed pursuant to Article 26.1 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he shall cease to be a Director pursuant to Article 19. <u>Subject to Article 27</u> , a Board Appointed Non-Executive Director who ceases to hold office at the end of his period of appointment may be reappointed for a maximum of one further consecutive four-year term of office.
27.1	27.1 Notwithstanding any other provision of these Articles a Non-Executive Director (which includes, for the purposes of this Article 27 only, the President) shall not serve more than two consecutive four-year terms of office on the Board.	27.1 <u>Subject to Articles 27.2 and 27.3</u> , a Non-Executive Director (which includes, for the purposes of this Article 27 only, the President) shall not serve more than two consecutive four-year terms of office on the Board.
27.2	[NEW ARTICLE PROPOSED]	<u>27.2 If a Non-Executive Director is appointed as Chair or to a senior position within an international federation, and with the prior approval of the Board, the eight-year maximum aggregate term of office of that Non-Executive Director under these Articles may be extended by up to a further four years.</u>
27.3	[NEW ARTICLE PROPOSED]	<u>27.3 In exceptional circumstances (for example to assist succession planning), and with the prior approval of the Board, the eight-year maximum aggregate term of office of a Non-Executive Director under these Articles may be extended by up to a further one year.</u>
Amendments to permit British Gymnastics to hold General Meetings in a partly or largely virtual manner in the future:		
34.1	34.1 With the exception of the annual general meeting and a general meeting convened to pass a special resolution (which in each case shall be called on 21 clear days' written notice), general meetings shall be called on at least 14 clear days' written notice. The notice shall specify	34.1 With the exception of the annual general meeting and a general meeting convened to pass a special resolution (which in each case shall be called on 21 clear days' written notice), general meetings shall be called on at least 14 clear days' written notice. The notice shall specify

	the place, day and hour of the general meeting, and in the case of Special Business the general nature of that business and shall be given to the Voting Members and the Auditors.	the place, day and hour of the general meeting, and in the case of Special Business the general nature of that business and shall be given to the Voting Members and the Auditors. <u>If it is anticipated that Voting Members attending the general meeting will not be in the same place, the notice shall specify how they should communicate with each other during the general meeting.</u>
36.1	36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.	36.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting <u>(by any method, virtual or otherwise).</u>
36.2	36.2 A person is able to exercise the right to vote at a general meeting when: 36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and 36.2.2 that person'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 persons attending the meeting.	36.2 A person is able to exercise the right to vote at a general meeting when: 36.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; <u>(by any method, virtual or otherwise);</u> and 36.2.2 that person'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 persons attending the meeting <u>(by any method, virtual or otherwise).</u>
36.3	36.3 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.	36.3 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 <u>(by any method, virtual or otherwise).</u>
36.4	[NEW ARTICLE PROPOSED]	<u>36.4 Subject to the Act, all business transacted in accordance with this Article 36 shall for the purposes of these Articles be deemed to be validly and effectively transacted even though fewer than 50 Voting Members (or, if lower, not less than 10% of Voting Members) may physically be present at the same place. For the purposes of these Articles, a general meeting shall be deemed to take place where the</u>

		<u>largest group of those participating is assembled or, if there is no such group, the physical location of the chairman of the meeting.</u>
37.2	37.2 Subject to Article 40.6, 50 Voting Members (or, if lower, not less than 10% of Voting Members) present in person -or by proxy shall be a quorum.	37.2 Subject to Article 40.6, 50 Voting Members (or, if lower, not less than 10% of Voting Members) present in person <u>(by any method, virtual or otherwise)</u> or by proxy shall be a quorum.
39	The chair of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.	The chair of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting <u>(by any method, virtual or otherwise).</u>
40.6	40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 30 Voting Members present in person or by proxy shall be a quorum.	40.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting 30 Voting Members present in person <u>(by any method, virtual or otherwise)</u> or by proxy shall be a quorum.