

## Changes to the Articles of Association October 2017 – Rationale

- Please note a full copy of the Articles of Association can be found on the BG website [click here](#)

Note: All the changes below have been made to ensure British Gymnastics' compliance with the UK Governance code by 31 <sup>st</sup> October 2017 which is a key condition of UK Sport and Sport England grant funding. It is believed these changes strengthen the Articles and they have been approved by the Board in June 2017 to be submitted to the membership for their acceptance.			
Article Ref. No.	Changed from	Changed to	Rationale
Table of Contents (page i)	25. Affiliated Home Country Nominated Non-Executive Directors	25. Applications from Affiliated Home Countries – Non-Executive Directors	Based on the UK Governance Code definition of the word 'nominated' in relation to Directors of a Board, it has been necessary to remove the word 'nominated' from our Articles in relation to Non-Executive Directors from Home Countries. This serves to clarify that these Directors are independent (they do not represent the Home Country Governing Body and they are openly recruited against a skills matrix). The process of applications from Home Countries for Non-Executive Directors has worked well for Gymnastics over several years and this has not been changed.  The wording of Articles 25.1-25.5 has been re-worded to remove all references to 'nominations' and replace with 'applications from'.
17.2.3	17.2.3 regulations for the nomination (by the Affiliated Home Country Associations) and appointment (by the Board) of Affiliated Home Country Nominated Non-Executive Directors in accordance with Article 25;	17.2.3 regulations for the applications (by the Affiliated Home Country Associations) and appointment (by the Board) of Non-Executive Directors in accordance with Article 25;	
18.2.5 (Page 8)	18.2.5 the Affiliated Home Country Nominated Non-Executive Directors; and	18.2.5 the Board Appointed Non-Executive Directors.	
25.1 (page 12)	<b>25. Affiliated Home Country Nominated Non-Executive Directors</b>  25.1 The Board shall invite each of the Affiliated Home Country Associations to nominate, by written notice given to the Association at the Registered Office within three months of the date of such invitation, one Affiliated Home Country Nominated Non-Executive Director for appointment to the Board.	<b>25. Applications from Affiliated Home Countries - Non-Executive Directors</b>  25.1 The Board shall invite applications from each of the Affiliated Home Country Associations. Applications should be, by written notice given to the Association at the Registered Office within three months of the date of such invitation, for one Non-Executive Director for appointment to the Board.	

	<p>In making their nominations the Affiliated Home Country Associations shall have regard to any Regulations, Skills Matrix and guidance provided to them from time to time by the Board and shall use their best endeavours to nominate persons having professional or other competencies in the areas in which additional competency is required to most effectively contribute to the operation of the Board.</p>	<p>In making their applications the Affiliated Home Country Associations shall have regard to any Regulations, Skills Matrix and guidance provided to them from time to time by the Board and shall use their best endeavours to submit applications of persons having professional or other competencies in the areas in which additional competency is required to most effectively contribute to the operation of the Board. Any applicants must not have served on a Home Country Board or been actively involved in that Home Country's affairs for a period of at least 4 years prior to the application.</p>	
<p>25.2 (Page 12)</p>	<p>25.2 The Board shall appoint each of the persons nominated, having regard to any Regulations, Skills Matrix and guidance provided by it to the Affiliated Home Country Associations in accordance with Article 25.1, unless the Board resolves (on the recommendation of the Nominations Committee) that the relevant individual should not be appointed as an Affiliated Home Country Nominated Non-Executive Director, provided that no such resolution shall be effective unless approved by at least 75% of the members of the Board.</p>	<p>25.2 The Board shall appoint each position, having regard to any Regulations, Skills Matrix and guidance provided by it to the Affiliated Home Country Associations in accordance with Article 0, unless the Board resolves (on the recommendation of the Nominations Committee) that the relevant individual should not be appointed as a Non-Executive Director, provided that no such resolution shall be effective unless approved by at least 75% of the members of the Board.</p>	
<p>25.3 (Page 12)</p>	<p>25.3 Each Affiliated Home Country Nominated 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.</p>	<p>25.4 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 <b>Error! Reference source not found.</b></p>	

	An Affiliated Home Country Nominated Non-Executive Director who ceases to hold office at the end of his period of appointment may be nominated and subsequently re-appointed for a maximum of one further consecutive four-year term of office in accordance with the provisions of this Article 25.	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	
25.4 (Page 12)	25.4 If an Affiliated Home Country Nominated Non-Executive Director ceases for any reason to hold office as a Non-Executive Director, that Affiliated Home Country Association may nominate, within three months such cessation, another person to hold office as a Non- Executive Director in his place, for the remainder of his term. The Board shall, subject to the provisions of Article 25.2, appoint the nominated replacement as an Affiliated Home Country Nominated Non-Executive Director.	25.5 If a Non-Executive Director ceases for any reason to hold office as a Non-Executive Director, that Affiliated Home Country Association may be invited to submit further applications, within three months of such cessation, for another person to hold office as a Non-Executive Director in his place, for the remainder of his term. The Board shall, subject to the provisions of Article 25.2, appoint the replacement as a Non-Executive Director.	
25.5 (Page 12)	25.5 If an Affiliated Home Country Association:  25.5.1 does not nominate an Affiliated Home Country Nominated Non-Executive Director for appointment to the Board within the time periods set out in Article 25.1 or 25.4; or  25.5.2 nominates a person that the Board resolves (on the recommendation of the Nominations Committee in accordance with Article 25.2) should not be appointed as an Affiliated Home Country Nominated Non-Executive Director, the Board shall be entitled to appoint a Non-Executive Director in his place in accordance with Article 26.	25.5 If an Affiliated Home Country Association:  25.5.1 does not submit applications for a Non-Executive Director for appointment to the Board within the time periods set out in Article 0 or 25.5; or  25.5.2 submits a person that the Board resolves (on the recommendation of the Nominations Committee in accordance with Article 25.2) should not be appointed as a Non-Executive Director, the Board shall be entitled to appoint a Non-Executive Director in his place in accordance with Article <b>Error! Reference source not found.</b>	

22.1 (page 11)	22.1 The Board shall from time to time as it thinks fit elect, and may remove, a member of the Board to be the Chair and may elect, and may remove, a further member of the Board to be the Deputy Chair and may, in each case, delegate to him such of their powers as they think desirable to be executed by him.	22.1 The Board shall appoint a Chair by way of open recruitment in accordance with these Articles and the Regulations. In selecting persons to be appointed as Chair of the Board under this Article, the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a Skills Matrix. The Board may delegate to the Chair such of their powers as they think desirable to be executed by him. The Board shall from time to time as it thinks fit remove an individual from the office of Chair.	The UK Governance Code stipulates that the position of Chair of the Board must be openly recruited. Currently the Articles state the Chair is elected from within the NED Directors of the Board. This change separates the role of Chair and Deputy Chair to state that the Chair must be openly recruited (this could mean a current NED applies and is appointed, but the role must be advertised publicly) and the Deputy Chair will continue to be elected from within the current NEDs on the Board.
(Page 11)		22.2 The Board shall from time to time as it thinks fit elect, and may remove, a member of the Board to be the Deputy Chair and may, delegate to him such of their powers as they think desirable to be executed by him.	Added to split Chair and Deputy Chair paragraphs (see rationale above)
22.2 (Page 11)	22.2 Any Chair or Deputy Chair elected in accordance with Article 22.1 shall hold office until the fourth anniversary of the date of his appointment or until he shall be removed or cease to be a director before that anniversary. Any Chair 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.	22.3 Any Chair so appointed or Deputy Chair elected in accordance with Articles <b>Error! Reference source not found.</b> 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	Clarification added to show that any one Director of the Board only has a 2 x 4-year consecutive tenure as an NED regardless of becoming Chair part way through the 8 years.

		exceed a total of 2 x 4 year consecutive terms as an NED on the Board.	
22.3 (Page 11)	22.3 The Chair and the Deputy Chair shall have such rights and privileges as the Board shall from time to time prescribe.	22.4 The Chair and the Deputy Chair shall have such rights and privileges as the Board shall from time to time prescribe.	Number change only
22.4 (Page 11)	22.4 The offices of Chair and Deputy Chair shall be vacated with immediate effect if the person appointed as Chair or Deputy Chair (as applicable) ceases to be a director of the Association.	22.5 The offices of Chair and Deputy Chair shall be vacated with immediate effect if the person appointed as Chair or Deputy Chair (as applicable) ceases to be a director of the Association.	Number change only
27.2 (Page 13)	27.2 A Non-Executive Director who ceases to be a member of the Board for any reason shall (subject to these Articles) be eligible for re-appointment or re-election to the Board in any capacity, provided there is a period of at least <i>two</i> years between the date he ceases to be a member of the Board and the date upon which he is re-elected or re-appointed to it.	27.2 A Non-Executive Director who ceases to be a member of the Board for any reason shall (subject to these Articles) be eligible for re-appointment or re-election to the Board in any capacity, provided there is a period of at least <i>four</i> years between the date he ceases to be a member of the Board and the date upon which he is re-elected or re-appointed to it.	The UK Governance Code stipulates that there must be a break of at least four years' service after a Director has served a full 2 x 4-year tenure on the Board. We have therefore changed the Articles to reflect this.
(Page 25)		<b>independent</b> means a person is free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent.	Additional definitions based on the UK Governance Code definitions - for clarity
(Page 25)		<b>nominated directors</b> means directors whose appointment to the Board arises from these Articles permitting the election or nomination of directors by the sport's membership or particular stakeholders within the sport.	Additional definitions based on the UK Governance Code definitions - for clarity