

Company Number 4190868

THE COMPANIES ACTS 1985 AND 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE BRITISH WRESTLING ASSOCIATION LIMITED

1 DEFINITIONS

1.1 In these Articles the following words have the meanings set out below.

- 1.1.1 “**Acts**” means the Companies Act 1985 and the Companies Act 2006 as each may be modified by statute or re-enactment from time to time.
- 1.1.2 “**Affiliated Clubs**” means the companies, corporations and/or unincorporated associations in each of the Nations & Regions Associations which have paid the appropriate annual registration fee as determined by the Association from time to time.
- 1.1.3 “**Articles**” means these Articles of Association, as altered from time to time by special resolution.
- 1.1.4 “**Association**” means the British Wrestling Association Limited, a private company limited by guarantee and incorporated in England and Wales on 30 March 2001 with company number 4190868.
- 1.1.5 “**Auditors**” means the auditors of the Association appointed from time to time.
- 1.1.6 “**Board**” means the board of Directors of the Association constituted in accordance with Article 10.
- 1.1.7 “**Chairman**” means the chairman of the Board appointed in accordance with Articles 10.8 and 10.9.
- 1.1.8 “**Chairman of the Nations & Regions Committee**” means the chairman of the Nations & Regions Committee appointed in accordance with Articles 14.2 and 14.3.

- 1.1.9 “**Chief Executive**” means the chief executive officer of the Association from time to time appointed in accordance with Article 10.12 and 10.13.
- 1.1.10 “**clear days**” in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or which it is to take effect.
- 1.1.11 “**Council**” means the board of directors and the secretary of the Association as at the date of adoption of these Articles.
- 1.1.12 “**Code of Conduct**” means the publication covering conduct at all Association tournaments, as prescribed, published and periodically renewed by the Association.
- 1.1.13 “**Directors**” means those individuals appointed to the Board from time to time pursuant to these Articles.
- 1.1.14 “**electronic means**” means electronic means (as defined in the Companies Act 2006).
- 1.1.15 “**English Regions Associations**” means, together, the three associations representing the interests of Affiliated Clubs and Individual Members in the North, Midlands and South of England.
- 1.1.16 “**English Sub-Regions Associations**” means the associations representing the interests of Affiliated Clubs and Individual Members in the English Sub-regions as set out in further detail in Articles 4.5 to 4.7.
- 1.1.17 “**Executive Committee**” means that committee formed in accordance with Article 15.
- 1.1.18 “**in writing**” means any form or mode of representation or reproduction of words in a visible form.
- 1.1.19 “**Independent**” means in relation to a director an individual appointed from time to time pursuant to these Articles to serve on the Board in an independent capacity and who does not hold any other office, position or appointment within the Association or any of the Regions and who is not affiliated with the Association in any other capacity (save as an Individual Member and/or competitor in wrestling events). Any question of the “independence” of any individual for these purposes shall be determined by the Board in its absolute discretion.
- 1.1.20 “**Individual Member(s)**” means those individuals who are members of Affiliated Clubs and which have paid the subscription in accordance with Article 5.
- 1.1.21 “**Interim Appointments Committee**” has the meaning set out in Article 10.5.
- 1.1.22 “**Members**” means the members of the Association from time to time being the Voting Members, the Affiliated Clubs and the Individual Members.

- 1.1.23 **"Nations Associations"** means, together, the three associations representing the interests of Affiliated Clubs and Individual Members in each of Scotland, Wales and Northern Ireland.
- 1.1.24 **"Nations & Regions Associations"** means, together, the Nations Associations and the English Regions Associations.
- 1.1.25 **"Nations & Regions Committee"** means the committee formed of representatives of the Nations & Regions Associations in accordance with Article 14.
- 1.1.26 **"Nations & Regions Directors"** means those Directors of the Association nominated by the Nations & Regions Associations in accordance with Article 14.4.
- 1.1.27 **"Non-Executive Director (Commercial)"** means the non-executive director of the Association appointed in accordance with Articles 10.14 and 10.15.
- 1.1.28 **"Non-Executive Director (Communications and PR)"** means the non-executive director of the Association appointed in accordance with Articles 10.14 and 10.15.
- 1.1.29 **"Non-Executive Director (Finance)"** means the non-executive director of the Association appointed in accordance with Articles 10.14 and 10.15.
- 1.1.30 **"Non-Executive Directors"** means, together, the Non-Executive Director (Finance), the Non-Executive Director (Communication and PR) and the Non-Executive Director (Commercial).
- 1.1.31 **"Performance Director"** means the performance director of the Association from time to time appointed by the Board.
- 1.1.32 **"Policies"** means those publications including Anti-Doping, Anti-Discrimination and Equality, Health and Safety, Disciplinary, Child Protection, as prescribed, published and periodically renewed by the Association.
- 1.1.33 **"Registered Office"** means the registered office of the Association from time to time.
- 1.1.34 **"Steering Group"** means the group established by the Association prior to the date of adoption of these Articles to review and decide upon the revised structure of the Association.
- 1.1.35 **"UK Sport"** means the United Kingdom Sports Council.
- 1.1.36 **"Voting Member(s)"** means the Nations & Regions Associations with the voting rights described in Article 4.

1.2 In these Articles:

- 1.2.1 when the context requires, words denoting the singular number include the plural number and vice versa, words denoting persons include corporations;

- 1.2.2 words or expressions contained in these Articles that are not defined in these Articles but are defined in the Acts have the same meaning as in the Acts (but excluding any modification of the Acts not in force at the date of adoption of these Articles) unless inconsistent with the subject or context;
- 1.2.3 subject to paragraph 1.2.2, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force; and
- 1.2.4 headings are inserted for convenience only and do not affect the construction of these Articles.

2 OBJECTS

The Association is established for the purposes expressed in its Memorandum of Association.

3 MEMBERSHIP

- 3.1 The Association shall have four classes of Members, namely Voting Members, English Sub-Region Associations (once established pursuant to Article 4.5) Affiliated Clubs and Individual Members.
- 3.2 The Members shall be entitled to services and benefits as provided by the Association from time to time as specified in these Articles and in any other official publications of the Association.
- 3.3 The Members shall be deemed to have agreed to be bound by these Articles, the Memorandum of Association of the Association, the Code of Conduct and any rules, regulations, policies and procedures (hereinafter referred to as "Regulations") issued by the Association from time to time whether or not they have signed a written statement to that effect.

4 NATIONS & REGIONS ASSOCIATIONS

- 4.1 There shall be six Nations & Regions Associations of the Association, each representing the Affiliated Clubs under their respective jurisdictions of England (North), England (Midlands), England (South), Scotland, Wales and Northern Ireland. The boundaries of the English Regions Associations shall be delineated by the Board from time to time.
- 4.2 The Nations & Regions Associations shall be the Voting Members of the Association. Voting Members shall be entitled to receive notices of General Meetings and they shall be entitled to attend, speak and vote at these meetings in accordance with these Articles.
- 4.3 The work of the Nations & Regions Associations shall include but not be limited to:
- 4.3.1 discussing and pursuing wrestling matters as raised by the Affiliated Clubs on issues affecting the development of the game locally;

- 4.3.2 providing two-way communication between the Nations & Regions Committee, the Executive Committee, the Board and the Affiliated Clubs;
 - 4.3.3 providing information about the work of the Association and the relevant Nation Association or English Region Association to the Affiliated Clubs; and
 - 4.3.4 providing an opportunity for delegates of the Affiliated Clubs to raise and discuss concerns of their Associated Club on all wrestling matters.
- 4.4 Each Nations & Regions Association shall provide the Association with an up-to-date copy of the Nations & Regions Association’s constitutional documents (including without limitation its Memorandum and Articles of Association) from time to time and upon request by the Board.
- 4.5 Each English Region Association shall be required to establish three separate English Sub-Region Associations in accordance with a time frame to be agreed with the Board, as follows:

English Region Association	English Sub-Region Associations
England (North)	North East
	North West
	Yorkshire
England (Midlands)	Eastern
	East Midlands
	West Midlands
England (South)	London
	South East
	South West

- 4.6 English Sub-Regions Associations shall be non-voting members of the Association. Each English Sub-Region Association shall be responsible for discharging the responsibility of the English Regions Associations set out in Article 4.3 in relation to the Affiliated Clubs and Individual Members within the jurisdiction of the relevant English Sub-region. The delineation of the boundaries between each of the English Sub-Region Associations shall be determined by the Board.
- 4.7 Each of the English Region Associations shall be responsible for managing the Affiliated Clubs within the jurisdiction of its English Sub-regions and discharging the responsibilities set out in Article 4.3 pending the establishment of each English Sub-Region Association.
- 4.8 Each Nations & Regions Association shall provide the Association with an up-to-date copy of the Nations & Regions Association’s constitutional documents (including without

limitation its Memorandum and Articles of Association) from time to time and upon request by the Board.

- 4.9 A Region Association will cease to be a Member of the Association if a Board resolution to remove it as Member is passed.

5 AFFILIATED CLUBS

- 5.1 The Affiliated Clubs shall be Non-Voting Members of the Association and as such they shall be entitled to receive notices of General Meetings, attend and speak at General Meetings but they shall not be entitled to vote at General Meetings. Delegates of Affiliated Clubs shall be entitled to receive notice of, attend, speak and vote at Nations & Regions Association and Affiliated Club level meetings as provided for in these Articles.

- 5.2 An Affiliated Club may withdraw from and rejoin the Association in accordance with such rules that the Board shall from time to time prescribe.

- 5.3 Each Affiliated Club shall:

- 5.3.1 collect the Individual Subscriptions (as defined in Article 6.3 below);
- 5.3.2 pay the Individual Subscriptions to the Association;
- 5.3.3 inform Individual Members of increases to the Individual Subscription;
- 5.3.4 provide the Association with an up-to-date copy of its constitutional documents (including without limitations its Memorandum and Articles of Association) from time to time and as may be requested by the Board or the relevant Nations & Regions Association; and
- 5.3.5 provide the Association with up-to-date contact details of each of its members (including without limitation full name, postal address and, if applicable, an address for electronic communications) for the purposes of enabling the Association to communicate with Individual Members in accordance with these Articles.

6 INDIVIDUAL MEMBERS

- 6.1 The Individual Members and the Affiliated Clubs shall be Non-Voting Members of the Association. Individual Members shall have the right to attend and speak at General Meetings but they shall not be entitled to vote at General Meetings. For the purposes of giving notice of General Meetings to Individual Members, Article 20 shall not apply. Individual Members shall not be entitled to receive individual notice of General Meetings. Notice of a General Meeting shall be supplied to Individual Members by making it available on the Association's website or in such other manner that the Board shall from time to time think fit.

- 6.2 Individual Members shall be those persons who are members of Affiliated Clubs and whose subscription fee has been paid to the relevant Affiliated Club or direct to the Association in accordance with the provisions of these Articles.

- 6.3 Individual Members shall pay an annual subscription (“**Individual Subscription**”) to be collected either by the Affiliate Club to which they are a member or directly by the Association. The Individual Subscription shall be determined by the Board from time to time.
- 6.4 The membership of any Individual Member may be terminated at any time by a resolution passed with a two thirds majority at a General Meeting. Alternatively, the Management Board may in its absolute discretion terminate the membership of any Associate Member if:
- 6.4.1 the Individual Member fails to pay its subscription within one month of the due date; or
- 6.4.2 in the opinion of the Board the conduct of the Individual Member is injurious or otherwise prejudicial or harmful to the character, reputation or interests of the Association.
- 6.5 An Individual Member who has had his membership terminated pursuant to Article 6.4 may appeal against such termination at the subsequent annual General Meeting of the Association, and may attend such meeting and speak thereat for that purpose only.

7 GENERAL MEETINGS

- 7.1 The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the last preceding Annual General Meeting was held.
- 7.2 The Nations & Regions Associations shall receive notice of General Meetings. Each Region Association shall be entitled to send one representative to attend, speak and vote at General Meetings. Each Region Association shall have only one vote at General Meetings .
- 7.3 The Annual General Meeting shall be held for the following purposes:
- 7.3.1 to receive from the Board a full statement of account;
- 7.3.2 to receive from the Board a report of the activities of the Association since the previous Annual General Meeting with specific reference to the matters set out as responsibilities of the Board;
- 7.3.3 to receive from the Performance Committee a report of the activities of the Association since the previous Annual General Meeting, with specific reference to the matters set out as responsibilities of the Performance Committee;
- 7.3.4 to receive from the Regions Committee a report of the activities of the Association since the previous Annual General Meeting with specific reference to the matters set out as responsibilities of the Regions Committee;
- 7.3.5 to appoint the Association's Auditors; and

- 7.3.6 to transact such other business as may be brought before it.
- 7.4 All General Meetings other than Annual General Meetings shall be called extraordinary General Meetings.
- 7.5 The Chairman shall, on an order of the Board, or at the written request of no less than ten per cent of the Voting Members, convene an extraordinary General Meeting. Such order or request must indicate the nature of the business to be transacted and shall be laid before the Chairman who shall call an extraordinary General Meeting within 21 days of the receipt of such order or request.
- 7.6 Subject to the provisions of the Acts, there shall be given to Voting Members:
- 7.6.1 no more than 28 clear days' notice in writing in the case of General Meetings requested by the Voting Members in accordance with Article 7.5; and
- 7.6.2 in every other case, at least 28 clear days' notice in writing of every General Meeting.

Each such notice must specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business, and must also be provided to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Association. In every notice calling a General Meeting there must appear with reasonable prominence a statement informing the Voting Member of his or her rights to appoint another person as his or her proxy at a General Meeting.

- 7.7 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.
- 7.8 The Chairman and Directors shall be invited to attend all General Meetings. The Voting Members may at any time require the Chairman or Directors not to attend all or any part of a General Meeting where in the opinion of a majority of the Voting Members attending the meeting it is desirable for the discussion and voting on any proposed resolution to take place without the presence of that Director (s) or the Chairman.

8 PROCEEDINGS AT GENERAL MEETINGS

- 8.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, three of the Voting Members duly represented shall form a quorum.
- 8.2 If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of the Voting Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Members present shall be a quorum.

- 8.3 The Chairman shall preside as Chair at every General Meeting, but if the Chairman shall be absent, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the same, one of the Directors present at the meeting or, in their absence, the Voting Members present shall choose a person who is present to preside.
- 8.4 The Chair of the meeting may, with the consent of any meeting of the Voting Members at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business that might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 8.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of votes by those Voting Members present unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Acts, a poll may be demanded by the Chair or by at least 10% of the Voting Members, and a demand by a person as proxy for a Voting Member shall be the same as a demand by the Member.
- 8.6 Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 8.7 Subject to the Acts, a resolution in writing executed by or on behalf of each Voting Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which it was present shall be as valid and effective as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed on behalf of a Member and if described as a special resolution or an extraordinary resolution it shall have effect accordingly.
- 8.8 As the purpose of a General Meeting is to address and represent resolutions of the Voting Members of the Association, the Chair of the meeting may not vote in any General Meeting. In the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote and the resolution will not pass.
- 8.9 All acts done in good faith by the Association in any General Meeting, or by any person representing a Member, shall be as valid as if every such person had been duly appointed or had duly continued in office, even if it is later discovered that there was some defect in the appointment or continuance in office of any such person, or that they or any of them were disqualified.

9 FUNCTIONS AND POWERS OF THE BOARD

- 9.1 The business of the Association shall be under the overall management of the Board which may exercise all such powers of the Association and do on its behalf all such acts as may be exercised and done by the Association in addition to those specifically conferred on the Board in these Articles and as are not by the Acts or these Articles required to be exercised or done by the Association in general meetings.
- 9.2 Without prejudice to the generality of Article 9.1 the specific functions of the Board will include:
- 9.2.1 to approve the Association's strategy, management policies, business plan and financial budgets;
 - 9.2.2 to receive reports and to make approvals and recommendations in relation to audit of the Association;
 - 9.2.3 to finalise and present the Annual Report and accounts for approval by the Voting Members in Annual General Meeting;
 - 9.2.4 to administer the finances and business performance of the Association, with a view to maximising the capital and income of the Association; and
 - 9.2.5 arrange the Annual General meeting and other General Meetings in accordance with these Articles.

10 COMPOSITION OF THE BOARD

- 10.1 The Board shall have the power from time to time to adopt, make, alter, add to or revoke rules, regulations, bye-laws, policies and procedures for the carrying out of the objects and purposes of the Association and for the administration of the Association and for the observance of Members.
- 10.2 Alterations of the Memorandum of Association of the Association or of these Articles shall not have retrospective effect such as to invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The alteration shall however govern what is permissible from the close of the meeting at which it is passed unless some future date has been specified.
- 10.3 If the Board shall at any time be reduced in number to less than the number of Directors prescribed by or in accordance with these Articles, it shall be lawful for those Directors remaining to continue to act as the Board for the purpose of conducting the business of the Association until such time as Board will have appointed the relevant replacement Director or Directors.
- 10.4 The Board shall consist of no less than nine and no more than eleven members, as follows:
- 10.4.1 the Chairman;

- 10.4.2 the Chairman of the Nations & Regions Committee, who will be an ex-officio member of the Board;
- 10.4.3 two representatives nominated by the Nations & Regions Committee from time to time (neither of which shall be the Chairman of the Nations & Regions Committee) as their “**Nominee 1**” and “**Nominee 2**” respectively (together the “**Nations & Regions Directors**”);
- 10.4.4 the Non-Executive Directors (pursuant to Articles 10.14 and 10.15);
- 10.4.5 the additional Directors (if any) from time to time and subject to a maximum of two;
- 10.4.6 the Chief Executive Officer; and
- 10.4.7 the Performance Director.

Appointment of Initial Members of the Board

(Subsequent appointments will be undertaken pursuant to Article 13)

- 10.5 The initial Chairman and Non-Executive Directors shall be appointed by an appointments committee consisting of:
 - 10.5.1 a representative nominated by UK Sport;
 - 10.5.2 the chairman of the Steering Group;
 - 10.5.3 an Independent representative with experience in the governance of sport; and
 - 10.5.4 two representatives nominated by the Council

and shall be referred to as the “**Interim Appointments Committee**”. This Committee will conduct its business pursuant to the principles in Article 13.5.

- 10.6 Candidates for positions on the Board may not be members of the Interim Appointments Committee.
- 10.7 The Council shall appoint a member of the Interim Appointments Committee (not being the chairman of the Steering Group or a member of the Council) to be appointed as Chair of the Interim Appointments Committee.

Chairman

- 10.8 The Chairman shall be appointed through an open recruitment process overseen by the Interim Appointments Committee following a formal, rigorous and transparent process, which will be competence based and conducted in accordance with the Association’s recruitment policy.
- 10.9 At the Annual General Meeting following the appointment of the Chairman the Voting Members shall be asked to ratify the appointment, which shall be done by a simple majority. If the appointment is not ratified then the Chairman shall be deemed to have resigned his or her office three months after the meeting at which their appointment failed

- to achieve ratification. The Appointments and Remuneration Committee shall thereafter appoint a replacement.
- 10.10 Subject to these Articles, the term of office of the Chairman shall be four years from the date of the meeting of the Board effecting his appointment and shall not exceed a period of eight consecutive years.
- 10.11 The Chairman shall act as the chair of the Board from time to time but, if at any time he or she is not present within fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the members of the Board present at the meeting shall choose one of their number to act as Chair of the meeting in his or her place.

Chief Executive

- 10.12 The Chief Executive will be appointed by the Board following an open and transparent recruitment process consisting at least of a public advertisement inviting any interested person to apply.
- 10.13 The Chief Executive shall be a Director by virtue of his or her office and he or she shall resign as a Director upon ceasing to be employed as the Chief Executive of the Association for whatever reason to be replaced on the Board by his or her successor as Chief Executive.

Non-Executive Directors

- 10.14 The Non-Executive Directors shall be appointed through an open recruitment process overseen by the Interim Appointments Committee or (following the first Annual General Meeting following the adoption of these Articles) the Appointments and Remuneration Committee, following a formal, rigorous and transparent process, which will be competence based and conducted in accordance with the Association's recruitment policy. As well as commitment to the needs and aspirations of the Association, members of the Association and the stakeholders in wrestling, the Non-Executive Directors will be required to have specialist skills, knowledge and experience in the areas of finance (in the case of the Non-Executive Director (Finance)), communications and public relations (in the case of the Non-Executive Director (Communications and PR)) and revenue generation from commercial and other sources (in the case of the Non-Executive Director (Commercial)).
- 10.15 Each Non-Executive Director shall hold office from the date of his or her appointment by the Board. At the Annual General Meeting following the appointment of the relevant Non-Executive Director, the Voting Members shall be asked to ratify the appointment, which shall be done by a simple majority. If the appointment is not ratified then the Non-Executive Director shall be deemed to have resigned his or her office three months after the meeting at which their appointment failed to achieve ratification. The Appointments and Remuneration Committee shall thereafter appoint a replacement in accordance with Article 10.14.
- 10.16 Subject to these Articles, the term of office of each Non-Executive Director shall be four years from the date of the meeting of the Board effecting his or her appointment and shall not exceed a period of eight consecutive years.

Retirement by Rotation

10.17 The members of the Board appointed in accordance with this Article 10 shall be the Directors of the Association.

10.18 With the exception of the Directors appointed by the Interim Appointments Committee pursuant to Article 10.5, the Chief Executive, the Performance Director and save as provided in Article 10.19, each Director shall be appointed for a period of four years from the date of the relevant meeting of the Board at which they were appointed.

10.19 At each Annual General Meeting after 2010, each Director other than the Chief Executive and the Performance Director shall retire from office in the years described below:

Board Chairman	2013 and every fourth year thereafter
Chairman of the Nations & Regions Committee	2012 and every fourth year thereafter
Regions Director (Nominee 1)	2013 and every fourth year thereafter
Regions Director (Nominee 2)	2011 and every fourth year thereafter
Non-Executive Director (Finance)	2013 and every fourth year thereafter
Non-Executive Director (Communications and PR)	2011 and every fourth year thereafter
Non-Executive Director (Commercial)	2012 and every fourth year thereafter

10.20 Each Director shall be eligible for re-election once, provided that in any event no Director shall serve in office for more than eight consecutive years.

10.21 If, at the Annual General Meeting at which a Director retires by rotation, the Association does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless either:

10.21.1 at the meeting it is resolved not to fill the vacancy; or

10.21.2 the resolution for the re-appointment of the Director is put to the meeting and lost; or

10.21.3 such re-appointment would mean that the Director would exceed eight consecutive years in office

in which case the vacancy will not be filled at that General Meeting and the Appointments and Remuneration Committee or (in the case of the Chairman of the Nations & Regions Committee or either of the Regions Directors) the Regions Committee shall be asked to recruit or nominate (as applicable) a candidate to fill the vacant position for appointment by the Board.

10.22 No person may be appointed as a Director of the Association:

10.22.1 unless he or she has attained the age of eighteen years; or

- 10.22.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of these Articles.
- 10.23 The office of a Director shall be vacated if:
- 10.23.1 he or she ceases to be a Director by virtue of any provision of the Acts or he or she becomes prohibited by law from being a director of a company;
 - 10.23.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 10.23.3 following a performance based assessment is found unable to discharge their functional duties, as agreed with the Chairman;
 - 10.23.4 the Directors reasonably believe that he or she is suffering from a mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 10.23.5 he or she resigns by notice to the Association;
 - 10.23.6 he or she fails to attend three consecutive Board meetings and the Directors resolve that he or she be removed for this reason; or
 - 10.23.7 at a Board Meeting at which at least half of the Directors are present a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least fourteen clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors; or
 - 10.23.8 an ordinary resolution of the Voting Members is passed in accordance with the Acts that the Director be removed from office.
- 10.24 If a vacancy arises on the Board due to resignation or removal from office of a Director, then the Board may appoint a replacement, provided that such replacement shall hold office for the remainder of the term of office of the Director who has resigned or been removed from office. For the avoidance of doubt, any replacement for any Director must also meet the skills, knowledge and experience requirements for the relevant Director's office. The Appointments and Remuneration Committee (or the Interim Appointments Committee, if applicable) or (in the case of the Chairman of the Nations & Regions Committee or either of the Regions Directors) the Regions Committee shall identify or nominate (as applicable) suitably qualified candidates for the relevant Director's post.
- 10.25 Regardless of the role on the Board designated to each Director by his or her title, each Director will be individually and jointly responsible with his or her fellow Directors for the management of the whole of the business and affairs of the Association.
- 10.26 The Board may appoint up to two additional directors to the Board where particular identified additional skills are required. These Additional Directors shall not have a vote on the Board.

11 PROCEEDINGS OF THE BOARD

- 11.1 Each Director shall attend and vote at meetings of the Board and generally participate in the conduct of the business of the Board.
- 11.2 Subject to these Articles, the Board shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four Board meetings shall be held in each calendar year.
- 11.3 The Chief Executive shall at any time upon the request of the Chairman summon a meeting of the Board by notice served upon all of the Directors. The Chief Executive shall send notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed and any supporting documentation, to the Directors and any other person required to attend the meeting no later than five working days prior to the date of the meeting, unless such persons agree to receiving such information at short notice.
- 11.4 The quorum for meetings of the Board shall be five Directors. If within half an hour from the time appointed for the holding of a meeting a quorum is not present, the Chair of the meeting may call a meeting at a later date to consider the delayed business. Any votes recorded at an inquorate meeting shall be invalid and discarded and shall not be carried forward to a later meeting.
- 11.5 Questions arising at a meeting of the Board shall be decided by a majority of votes. Voting on any issue shall be by a show of hands. Each Director, including the Chairman (but not the Additional Directors, if any) shall be entitled to one vote. In the case of an equality of votes the resolution being voted on shall not be passed (and, for the avoidance of doubt, on an equality of votes the Chair of the meeting shall have no second or casting vote). If at a quorate meeting there is agreement by consensus that a formal vote need not be taken, the Chair of the meeting may declare the motion to be passed.
- 11.6 The Board may at its discretion invite people to attend any meeting of the Board to submit reports to the Board and/or advise the Board. The attendance of any employees of the Association at any Board meeting other than any Director shall be decided by the Chairman in consultation with the Chief Executive.
- 11.7 A person entitled to be present at a meeting of the Board or of a committee of the Board shall be deemed to be present for all purposes if he or she is able (directly or by electronic means) to speak to and be heard by all those present or deemed to be present simultaneously. A person so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no person is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is present.
- 11.8 All resolutions of the Board or acts done on the authority (or apparent authority) of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or person so acting, or that they or any of them were

disqualified from holding office, or were not entitled to vote, be as valid as if every such person had been duly appointed and entitled to vote.

11.9 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form signed by one or more of the Directors.

11.10 Whenever a Director has a financial interest or any duty which is material and which conflicts or may conflict with the interests of the Association in relation to a matter to be discussed at a meeting of the Board or committee of the Board, that individual shall:

11.10.1 declare the nature of the interest at the time or before discussion begins on the matter;

11.10.2 withdraw from the meeting whilst that matter (only) is discussed, unless expressly invited to remain in order to provide information;

11.10.3 not be counted in the quorum for that part of the meeting; and

11.10.4 withdraw during the vote and have no vote on the matter.

11.11 If a question arises at a meeting of the Board or a committee of the Board as to whether an individual has a personal interest in any matter to be dealt with at the meeting pursuant to Article 11.10, the question may be referred to the Chair of the meeting and his or her ruling in relation to any individual other than him or herself shall be conclusive of the matter.

11.12 The Directors shall cause minutes to be made in books kept for the purpose:

11.12.1 of all appointments of committee members made by the Directors;

11.12.2 of all resolutions of the Association and of the Directors; and

11.12.3 of all proceedings at meetings of the Association and of the Directors, and of committees of the Directors, including the names of Directors present at each such meeting

and any such minute, signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Association, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

12 COMMITTEES AND SUB-COMMITTEES

12.1 The Board may from time to time establish or appoint committees and sub-committees as it may deem necessary for the effective conduct of the affairs of the Association, including (but not limited to) the following committees:

- Nations & Regions Committee; and

- Appointments and Remuneration Committee,

and may delegate to any such committees such powers and duties of the Board as it may think fit, including (but not limited to) the power to appoint committees and sub-committees, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties. The Appointments and Remuneration Committee may be asked to assist with the recruitment of Committee members. The principles of recruitment shall be pursuant to Article 13.5.

12.2 Save as provided in these Articles, each committee shall appoint a chairman of the committee from its own number, for ratification by the Board. The Board shall have the power to remove a committee member from membership of a committee or sub-committee.

12.3 In the exercise of the powers so delegated any committee and subcommittee so formed shall be governed by and shall conduct its business in accordance with any terms of reference and standing orders set by the Board from time to time and otherwise by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board and shall observe any conditions and limitations attached to the delegation

13 **APPOINTMENTS AND REMUNERATION COMMITTEE**

13.1 Save as provided in Article 10.5 above in respect of the initial members of the Board, the Directors (other than the Chairman of the Nations & Regions Committee and the two Regions Directors) will be selected and appointed by the Appointments and Remuneration Committee following a formal, rigorous and transparent process, which will be competence based and conducted in accordance with the Association's recruitment policy.

13.2 The Appointments and Remuneration Committee shall replace the Interim Appointments Committee and be constituted immediately after the conclusion of the first Annual General Meeting following the adoption of these Articles following the appointment of all initial members of the Board by the Interim Appointments Committee. Candidates for positions on the Board and Committees being recruited for by the Appointments and Remuneration Committee may not be members of the Appointments and Remuneration Committee.

13.3 The Appointments and Remuneration Committee shall comprise of:

13.3.1 two of the Non-Executive Directors, nominated by the Board; and

13.3.2 one of the two Nations & Regions Directors.

The term of appointment to the Appointments and Remuneration Committee shall not exceed the shorter of either the period of service of the relevant member as a non-Executive Director or member of the Regions Committee (as applicable) or two consecutive terms of four years.

13.4 The Board shall appoint one of the Non-Executive Director members of the Appointments and Remuneration Committee to be appointed as Chair of the Appointments and Remuneration Committee.

- 13.5 The functions of the Appointments and Remuneration Committee shall be as required by the Board from time to time but shall include the following:
- 13.5.1 preparation of a description of the role and capabilities required for a particular appointment, including without limitation all Board and Committee positions;
 - 13.5.2 identification (through open recruitment) of and recommending suitable candidates for Board and Committee membership as may be required from time to time;
 - 13.5.3 development of the Association's policy on executive remuneration and recommending remuneration for the Chief Executive and other senior executives as directed by and for approval of the Board;
 - 13.5.4 Supporting the Chairman in undertaking an annual performance appraisal process with the Board members collectively and individually;
 - 13.5.5 designing any performance-related pay schemes as requested by and for approval of the Board;
 - 13.5.6 ensuring that contractual terms on termination, and any payments made, are fair to the individual and the Association; and
 - 13.5.7 ensuring that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.
- 13.6 Meetings of the Appointments and Remuneration Committee shall be convened by the Chairman as often as reasonably required by the Chairman, but in any event no less than twice per year. The quorum for any meeting of the Appointments and Remuneration Committee shall be two members of such committee.
- 13.7 Save as provided in this Article, only members of the Appointments and Remuneration Committee may attend meetings of the Appointments and Remuneration Committee. The members of the Appointments and Remuneration Committee may invite other individuals (for example, the Chief Executive, human resources and/or remuneration advisors or other external advisors) to attend any meeting(s) of the Appointments and Remuneration Committee for the purposes of advising the Appointments and Remuneration Committee. The Appointments and Remuneration Committee may request any information they may require from any employee of the Association in order to perform its duties. If any additional advice or expertise is required by the Appointments and Remuneration Committee to perform its duties, then such requirement must be discussed with and approved by the Board prior to engaging any person(s) to provide such advice and/or expertise.
- 14 NATIONS & REGIONS COMMITTEE**
- 14.1 There shall be a committee known as the "Nations & Regions Committee" made up of and representing the six Nations & Regions Associations.

- 14.2 The Nations & Regions Committee shall be formed of one representative of each of the six Nations & Regions Associations. The Nations & Regions Committee shall appoint a Chairman of the Nations & Regions Committee, for ratification by the Board.
- 14.3 Subject to Articles 10.18 to 10.20, the term of office of the Chairman of the Nations & Regions Committee shall be four years commencing on the date his or her appointment was ratified by the Board. The Chairman of the Nations & Regions Committee shall be eligible for reappointment once provided always that he or she shall not serve more than two consecutive four year terms.
- 14.4 The Nations & Regions Committee shall nominate two of their number (as Nominee 1 and Nominee 2) for the offices of the Nations & Regions Directors and to be appointed as members of the Board. Such appointments shall require ratification by the Board and the Voting Members in Annual General Meeting and all candidates for the posts of Nations & Regions Directors must be able to demonstrate that they can meet the requirements of such posts as determined by the Board following consultation with the Appointments and Remuneration Committee.
- 14.5 At least four Nations & Regions Committee meetings shall be held in each calendar year.
- 14.6 The quorum for any meeting of the Nations & Regions Committee shall be three.
- 14.7 The functions of the Nations & Regions Committee shall be:
- 14.7.1 to be responsible for representing the views of the Nations & Regions Associations in the context of the strategy for growing the sport of wrestling;
 - 14.7.2 to contribute to and influence the development of the Association's strategy;
 - 14.7.3 to identify issues impacting on the implementation of the Association's strategy at regional levels;
 - 14.7.4 to develop potential solutions to issues emerging at regional levels;
 - 14.7.5 to provide a mechanism for communicating membership issues of national significance to the Board and vice versa where appropriate;
 - 14.7.6 to progress work on the wrestler pathway, club and coach development; and
 - 14.7.7 to ensure that best practice in wrestling and governance is shared across the Nations & Regions Associations.

15 THE EXECUTIVE COMMITTEE

- 15.1 There shall be a body established by the Association called the Executive Committee, which, subject to the overall control of the Board, shall be responsible for the sporting activities of the Association.
- 15.2 The Executive Committee shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six Executive

Committee meetings shall be held in each calendar year, unless otherwise agreed by the Chairman.

15.3 The Executive Committee shall be responsible for:

15.3.1 the day-to-day running of the Association;

15.3.2 managing the Association's finances;

15.3.3 providing administrative support to the Board and its committees;

15.3.4 to manage employees of the Association and to manage office administration;

15.3.5 reporting progress to the Board; and

15.3.6 any other duties defined by the Board.

Membership of the Executive Committee

15.4 The following shall be members of the Executive Committee:

15.4.1 the Chairman;

15.4.2 the Non-Executive Director (Finance);

15.4.3 the Chief Executive; and

15.4.4 the Performance Director.

15.5 A Development Manager and Administrator shall also be appointed to assist and provide services to the Executive Committee.

15.6 Each of the members of the Executive Committee and those persons listed at Article 15.5 above shall be entitled to receive notice of, attend and speak at meetings of the Executive Committee. Only those persons listed at Article 15.4 may vote on the Executive Committee. Each member shall have one vote. The Chairman shall not have any casting or second vote.

16 BORROWING POWERS

16.1 The Council may exercise all powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

17 CONDUCT OF MEMBERS

17.1 Every Member shall be bound to further the aims, objectives and interests of the Association and shall abide by the Code of Conduct and the Policies as published from time to time.

17.2 If any member fails to comply with the Code of Conduct or contravenes any Policies or in some other way acts contrary to the best interests of the Association, then that member shall be liable to disciplinary action in accordance with the disciplinary rules and procedures adopted by the Association from time to time.

18 AUDIT MANAGEMENT

18.1 The Board shall cause accounting records of the Association to be kept in accordance with the Acts and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).

18.2 Accounting records shall be kept at the Office or, subject to the Acts, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.

18.3 At the Annual General Meeting in every year the Board shall present a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of the Acts, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.

19 AUDIT

19.1 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

19.2 Auditors shall be appointed and their duties regulated in accordance with the Acts.

20 COMMUNICATIONS BY AND TO THE ASSOCIATION

20.1 A notice or other document may be served by the Association upon any Member by whichever of the following methods it may in its absolute discretion determine:

20.1.1 personally by handing the same to an Officer of the Member or leaving it at the principal place of business of the Member;

20.1.2 by sending it through the post in a prepaid envelope addressed to the Member at its address as appearing in the Register of Members of the Association;

20.1.3 by electronic means to an address for the time being notified to the Association by the Member; or

20.1.4 by making it available on the Association's website if the Member has agreed (generally or specifically) that the notice may be sent or supplied in that

manner, or if the Member is deemed to have so agreed in accordance with the Acts.

- 20.2 Unless otherwise provided for in these Articles, a Member shall send any document (including notice) pursuant to these Articles to the Association by whichever of the following methods he or she may in his or her absolute discretion determine:
- 20.2.1 by sending it through the post in a prepaid envelope addressed to the Registered Office;
 - 20.2.2 by leaving the notice at the Registered Office; or
 - 20.2.3 by electronic means to an address for the time being notified by the Association.
- 20.3 A Board Member present at a Board Meeting shall be deemed to have been sent a proper notice of that Board Meeting.
- 20.4 Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document shall be deemed to have arrived with the recipient:
- 20.4.1 if sent by first class post, special delivery post or airmail on the day following that on which it was posted;
 - 20.4.2 if personally, immediately;
 - 20.4.3 if sent by electronic means, at the expiration of 24 hours after the time it was sent; or
 - 20.4.4 if sent or supplied by means of a website, at the time the material is first made available on the website or, if later, when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 20.5 Where any document or information has been sent or supplied by the Association by electronic means and the Association receives notice that the message is undeliverable:
- 20.5.1 If the document or information has been sent to a Member and is notice of a General Meeting of the Association or a copy of the Annual Report and accounts of the Association, the Association is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Association's register of members, but may in its discretion choose to do so; and
 - 20.5.2 in all other cases, the Association will send a hard copy of the document or information to the Member's postal address as shown in the Association's register of member, or in the case of a recipient who is not a Member, to the last known postal address for that person.

20.5.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

21 INDEMNITY

21.1 Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Association, every Director, the Secretary and the members of those committees and sub-committees reporting directly to the Board shall be entitled to be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her responsibilities relating to the Association, save always that the indemnity shall not apply to any dishonest or fraudulent acts or omissions.

22 DISSOLUTION

22.1 Clauses 7 and 8 of the Memorandum of Association of the Association that relate to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.