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British Wrestling Association Limited

ARTICLES OF ASSOCIATION

4th November 2017

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ARTICLES OF THE BRITISH WRESTLING ASSOCIATION

1. PRELIMINARY

1.1 The relevant model articles for a company limited by guarantee are hereby expressly excluded. Instead, the provisions set out herein, as amended from time to time, will constitute the Articles of the Association.

1.2 The name of the Association is British Wrestling Association Limited.

1.3 The registered office of the Association will be situated in the UK.

1.4 The official language of the Association is English.

1.5 These Articles, and any dispute or claim arising out of or in connection with them (including any dispute or claim relating to non-contractual obligations), are governed by and will be construed in accordance with English law (without regard to the conflict of law principles thereof).

1.6 Capitalised terms in these Articles will have the meanings given to them in Article 17.

1.7 These Articles come into force with effect from 4th November 2017.

2. PURPOSES, POWERS AND AUTHORITY

2.1 The objects for which the Association is established are:

(a) to act as the sole ultimate governing body for the sport of Wrestling in the UK, recognising the authority of the Home Nations to govern the sport at a national level (which authority will extend as far as the political boundaries of the Country that each Home Nation represents) in accordance with, and subject to, the Association's ultimate authority over the sport;

(b) to protect the independence and autonomy of the Association, the Home Nations and the Nations and Regions Associations to govern and regulate the sport of Wrestling free from any outside influence;

(c) to promote and foster the development of the sport of Wrestling in the UK, at all levels, without unlawful discrimination of any kind on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation or otherwise;

(d) to promote a safe and inclusive wrestling community;

(e) to bring together the Home Nations to develop common approaches to the promotion and development of Wrestling in the UK;

(f) to preserve the integrity of the sport of Wrestling, including by adopting rules implementing the UK Anti-Doping Rules and other appropriate regulations and codes of conduct, and ensuring that such rules, regulations and codes are properly enforced at all events sanctioned by the Association, a Home Nation and/or a Nations and Regions Association, as applicable;

(g) to promote education, training and development of knowledge and skills in the sport of Wrestling, so that everyone achieves their full potential on and off the mat;

(h) to control the organisation and scheduling of the sporting calendar in the UK in accordance with the best long-term interests and priorities of the sport as a whole, including:

(i) international competitions held in the UK; and

(ii) the British Wrestling Championships and all national competitions;

(i) to select wrestlers to represent Great Britain and Northern Ireland in the Olympic Games, World Championships and European Championships;

(j) within the sport of Wrestling, to act as the sole negotiating body with UK Sport, the British Olympic Association, UK Anti-Doping and Sport England;

(k) to affiliate to UWW and such other bodies as appropriate, and to act as the representative member for Great Britain and Northern Ireland in international affairs in relation to Wrestling (including liaising with UWW in respect of the licensing of wrestlers from Great Britain and Northern Ireland for international competition);

(l) to support the retention of Wrestling on the Olympic Games and Commonwealth Games programmes; and

(m) to establish and maintain an efficient and sustainable administration to control, regulate and direct the affairs of the Association, and to foster high standards of administration by the Home Nations and the Nations and Regions Associations.

2.2 Without prejudice to the Acts, in furtherance of its objects the Association may, without limitation:

(a) amend these Articles to make further provision for the management and control of the sport of Wrestling in the UK and/or the affairs of the Association and its Members, and for the resolution of disputes relating thereto;

(b) establish Regulations concerning the conduct of the sport of Wrestling in the UK, including official competition rules, disciplinary rules, anti-doping rules, codes of conduct, a code of conduct and ethics for those involved in the governance of the sport, eligibility rules, and rules governing the sanctioning and/or conduct of events;

(c) apply and enforce the Articles and Regulations (and/or ensure their application and enforcement by Members and others, as applicable) throughout the sport;

(d) organise and/or sanction the organisation of events;

(e) raise funds to finance the activities of the Association by any available means, including by seeking donations and/or grants, by levying subscriptions and other fees, and by exploiting the commercial assets of the Association, including its intellectual property rights and any sponsorship, broadcasting and/or other commercial rights that it controls (including the commercial rights to the British Wrestling Championships and all national competitions);

(f) employ and pay any person(s) to supervise, organise and/or carry out the work of the Association;

(g) purchase, lease or otherwise acquire any property or other rights and privileges, construct, maintain and alter any buildings or premises, and/or sell, let, mortgage, dispose of, turn to account or otherwise deal with any or all of the property or assets of the Association;

(h) invest any funds in such manner as thought fit;

(i) establish, acquire or otherwise control other legal entities such as foundations, trusts or corporations;

(j) insure, arrange insurance for and/or indemnify its officers, servants, voluntary workers and such other persons as thought fit in respect of work carried out in the performance of their duties; and

(k) exercise all such other rights, powers and authorities and take such other lawful actions as may be considered necessary or desirable to achieve its purposes.

2.3 All of the Association's Members, constituent bodies, officers, employees, and appointees (including, without limitation, any person holding any Association appointment or sitting on any Association board or committee), and all persons participating in any way in activities controlled and/or sanctioned by the Association (including, without limitation, any person who is involved in organising and/or participates in any capacity in any Association event), will be deemed to have agreed and acknowledged that:

(a) the Association has sole ultimate authority over the governance and regulation of the sport of Wrestling in the UK, recognising the authority of the Home Nations to govern the sport at a national level (which authority will extend as far as the political boundaries of the Country that each Home Nation represents) in accordance with, and subject to, such ultimate authority;

(b) they will not become a member of or recognise or otherwise support any organisation with similar objects to the Association unless that organisation is recognised by the Association;

(c) they are bound by and must comply with the Articles and Regulations, and with the decisions taken by the Association and its constituent bodies (including Congress, the Board and other duly appointed officials and bodies of the Association) pursuant to and in application and enforcement of the Articles and Regulations; and

(d) they submit to the jurisdiction of the Judicial Panel to hear and determine disputes as set out in these Articles and the Regulations, to the exclusion of all other courts, tribunals and arbitration bodies of any country or organisation whatsoever;

and the Association may from time to time require any of them to execute a written agreement (in a form to be determined by the Board) confirming that acknowledgement and agreement.

2.4 Without prejudice to Article 2.3, each Voting Member will procure (by suitable provision in its own constitution, or as otherwise approved by the Board) that each of its members and all persons and entities under its jurisdiction acknowledges and agrees on his/her/its own part to each of the matters set out in Article 2.3.

3. VOTING MEMBERS

One Nation/Region, one Voting Member

3.1 There can be only one Voting Member of the Association per Nation/Region (each known as a Nations and Regions Association). If a Nations and Regions Association is an unincorporated association, the Voting Member for that Nation/Region will be the chair of the relevant Nations and Regions Association, as determined by the constitution applicable to that Nations and Regions Association.

Criteria for membership

3.2 To be and to remain a Voting Member, a Nations and Regions Association must satisfy (both at the time it applies for membership and at all times thereafter) the following requirements:

(a) it must claim the exclusive right to govern Wrestling in its Nation/Region, i.e. it must not recognise any other body's claim to govern Wrestling in its Nation/Region (other than by exercise of powers delegated to that other body by the Nations and Regions Association);

(b) unless agreed otherwise by the Board, it must be concerned solely and exclusively with the administration, organisation and conduct of the sport of Wrestling and not with any other sport;

(c) its constitution must declare its opposition to any unlawful discrimination of any kind on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation or otherwise;

(d) its constitution must comply with the Articles and Regulations, and must declare its formal undertaking to be bound by and to comply with the Articles and Regulations; and

(e) it must be solvent.

3.3 On the date of the coming into force of these Articles, the Northern Ireland Wrestling Association, Scottish Wrestling Association, Welsh Wrestling Association, England Northern Region, England Midlands Region and England Southern Region will be deemed to be Voting Members.

Applications for membership

3.4 Applications for membership may be made as follows:

(a) Any entity wishing to become a Voting Member in respect of a Nation/Region for which there is no current Voting Member must apply in writing to the Board.

(b) A Voting Member may not transfer its membership of the Association without the prior written permission of the Association. A Voting Member may apply in writing to the Board for such permission, and the proposed transferee must also be a party to the application.

(c) Where a Voting Member has been suspended from membership of the Association, another entity may apply in writing to the Board to be admitted in place of that Voting Member. Upon receipt, the Association will send a copy of the application to the suspended Voting Member, which will have 30 days from receipt of the application to notify the Association if it disputes the application. Congress will consider the application at its next ordinary meeting. If the suspended Voting Member has given notice by the required deadline, it will be given the opportunity to be heard by Congress before any final decision is made on the application. Any such decision will be subject to appeal by the suspended Voting Member to the Judicial Panel in accordance with Article 16.1.

3.5 All applications for membership under Article 3.4 must be made in writing, in such form as prescribed by the Board from time to time, and must be accompanied by:

(a) a copy of the written constitution of the applicant;

(b) a list of the names, residential addresses, email addresses, telephone and fax numbers, and any other necessary contact details of the principal office holders/employees of the applicant;

(c) the most recent annual accounts of the applicant;

(d) evidence establishing that the applicant satisfies the criteria set out in Article 3.2; and

(e) any further information requested by the Board.

3.6 On receipt of an application for membership, the Board will submit the application to Congress or circulate a written resolution (as appropriate), along with its recommendations as to acceptance of the application. If an application for membership is to be considered at Congress, it must be received by the Board at least 45 days before the date of the relevant Congress.

3.7 Except as otherwise provided by these Articles, applications for membership will be determined by Special Resolution (either by Congress or by written resolution of the Voting Members), at the absolute discretion of the Voting Members.

3.8 Where more than one entity applies to be a Voting Member in respect of a Nation/Region for which there is no current Voting Member, the competing claims will be resolved as follows:

(a) The Board will specify the criteria by which the competing claims are to be assessed.

(b) The Board will consider (or will appoint appropriate persons to a committee to consider) the competing claims, in accordance with a fair and impartial process, and make a written recommendation to Congress as to which entity best meets the specified criteria and so should be admitted as a Voting Member of the Association.

(c) Congress will consider the applications (and Board recommendation) at its next meeting and will give each applicant an equal opportunity to be heard before making its decision.

(d) The decision of Congress will be final. The unsuccessful applicant may appeal that decision to the Judicial Panel in accordance with Article 16.1.

3.9 If an application for membership of the Association is approved, such membership will take effect upon the close of the meeting at which the application was approved or on the date of the written resolution, as appropriate.

Withdrawal from membership

3.10 Any Voting Member may withdraw from membership of the Association at the end of any financial year provided it has given the Association at least three months' notice in writing of such withdrawal and has paid in full all monies that it owes to the Association and/or any other Voting Member.

Suspension and expulsion from membership

3.11 The Voting Members may, by Special Resolution, suspend or expel any Voting Member from membership of the Association on any of the following grounds:

(a) a Voting Member has become insolvent, suspended operations, dissolved, or otherwise ceased to exist, or proposes to do any of those things;

(b) a Voting Member no longer satisfies all of the criteria for membership set out in Article 3.2;

(c) an outside body interferes improperly with the autonomy of the Voting Member, in respect of its operations and/or its composition or otherwise;

(d) a Voting Member commits a serious or persistent breach of its obligations as a Voting Member, or brings the Association or the sport of Wrestling into disrepute, or otherwise neglects or compromises the interests of the Association, or there is other just cause to expel the Voting Member;

(e) upon the recommendation of the Board, for example, where a Voting Member fails to comply with the reasonable directions of the Board;

provided always that the Voting Member will be given due notice of any such proposal (and the grounds for such proposal) and an opportunity to be heard by the Voting Members before any final decision is made. Any such decision will be subject to appeal by the Voting Member to the Judicial Panel in accordance with Article 16.1.

3.12 Only the Voting Members may expel a Voting Member. However, the Board may, by Special Resolution, at any time suspend any Voting Member from membership of the Association on any of the grounds set out in Article 3.11 pending consideration of the matter by the Voting Members pursuant to that Article. The Board will give the Voting Member due notice and an opportunity to be heard (by written submission unless otherwise determined by the Board) before making any such decision. The suspended Voting Member may appeal to the Judicial Panel in accordance with Article 16.1 against any refusal by the Board to stay its decision to suspend the Voting Member pending consideration of the matter by the Voting Members.

3.13 A Voting Member that has been suspended may not exercise any of the rights or benefits of membership of the Association during the period of such suspension. In particular, a suspended Voting Member may not attend, speak or vote at any meeting of the Association (save as expressly set out in these Articles), participate in any capacity in the governance of the Association, or participate (or have any representative participate) in any Association events. Other Voting Members may not maintain sporting contact with a suspended Voting Member.

3.14 A Voting Member that has been expelled ceases to be a Voting Member and, if it wishes to regain membership, must make a new application in accordance with Article 3.4 and on such terms as to the payment of any outstanding sums owed to the Association (and any other conditions) as determined by the Voting Members and/or the Board in their absolute discretion.

3.15 In cases where action is warranted but suspension or expulsion would be inappropriate, the Voting Members (or the Board, subject to ratification by the Voting Members) may, by Special Resolution, caution or censure a Voting

Member, withhold grants or subsidies from a Voting Member, exclude a Voting Member's representatives from Association events, remove or deny accreditation to representatives of a Voting Member, or take such other action as they deem appropriate, provided that the Voting Member will be given due notice and an opportunity to be heard before any final decision is made. Any such decision will be subject to appeal by the Voting Member to the Judicial Panel in accordance with Article 16.1. A decision by the Board will not be 'final' for these purposes, and therefore no appeal will lie to the Judicial Panel from such decision, but if necessary the Voting Member affected may appeal to the Judicial Panel in accordance with Article 16.1 against any refusal by the Board to stay its decision pending consideration of the matter by the Voting Members.

Rights and obligations of Voting Members

3.16 Subject always to the powers to suspend membership rights set out in these Articles, a Voting Member will enjoy all of the rights and benefits conferred on Voting Members by the Articles and the Regulations.

3.17 Each Voting Member must:

(a) respect and further the purposes set out in Article 2.1 of these Articles;

(b) pay when due all subscriptions and other monies owing to the Association;

(c) manage its affairs autonomously and without interference from bodies outside the Olympic movement;

(d) comply with these Articles and the Regulations;

(e) adopt, implement and enforce within its Nation/Region, statutes and/or regulations that are consistent with these Articles and the Regulations, including (without limitation) anti-doping rules that are compliant with the UK Anti-Doping Rules and the Association's anti-doping rules (as amended from time to time);

(f) comply with, recognise and enforce within its Nation/Region (i) all decisions of the Association's constituent bodies and/or officials made under these Articles and the Regulations; (ii) periods of ineligibility and other disciplinary sanctions imposed by the Association; and (iii) periods of ineligibility and other disciplinary sanctions imposed by Voting Members;

(g) keep the Association informed of its current contact details (including its postal address, email address and telephone and fax numbers) as well as the current full names, residential addresses, email addresses, telephone and fax numbers, and any other necessary contact details of its principal office holders/employees;

(h) provide to the Board, upon request, a copy of its constitution, annual accounts and general meeting minutes; and

(i) file such reports on its activities and provide such other information as requested by the Board from time to time.

3.18 Each Voting Member will be responsible for the following (among other things):

(a) representing its members;

(b) providing information about the work of the Association and the Nations and Regions Associations to its members;

(c) providing an opportunity for its members to raise and discuss Wrestling matters;

(d) discussing and pursuing Wrestling matters raised by its members in respect of issues affecting the development of the sport within its Nation/Region;

(e) formulating Home Nations talent pathways that align with the Association's Great Britain and Northern Ireland performance programme(s); and

(f) facilitating two-way communication between its members and the Board, including through the Nations and Regions Committee.

3.19 Subject to the Regulations, only Members of the Association and members of other national federations that are recognised by UWW will be eligible to participate in the British Wrestling Championships and other competitions and events organised by or on behalf of the Association.

3.20 The liability of each Voting Member is limited to £1.00, being the amount that each Voting Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are Voting Members or within one year after they cease to be a Voting Member, for any of the following purposes: payment of the Association's debts and liabilities contracted before they cease to be a Voting Member; payment of the costs, charges and expenses of winding up; and adjustment of the rights of the contributories among themselves.

4. MEMBERSHIP

4.1 Each Voting Member is entitled to admit into membership such persons and entities as it sees fit, provided always that:

(a) each Voting Member may admit into membership (and continue the membership of) only those clubs located in its Nation/Region (in the event of a dispute as to the area covered by a Nation/Region or to which Voting Member a club should belong, the decision of the Board will be final and binding);

(b) all such persons and entities will, on being admitted into membership of the Voting Member, automatically become a member of the Association (and must be registered with the Association in such manner as determined by the Association from time to time, which might include registration through a central membership database), and must agree to comply with these Articles and the Regulations;

(c) if any such person or entity withdraws from or is suspended or expelled from membership of the Association, it will automatically be deemed to have withdrawn from or been suspended or expelled from membership of the Voting Member, and vice versa;

(d) if a Voting Member withdraws from or is suspended or expelled from membership of the Association, its members will similarly be automatically deemed to have withdrawn from or been suspended or expelled from membership of the Association;

(e) the Voting Member will pay to the Association a proportion of any and all membership subscriptions, on such terms as determined by the Board from time to time;

(f) each Voting Member will provide the Association with up-to-date contact details for each of its members (including, without limitation, full name, postal address, email address and telephone number), as requested by the Association from time to time; and

(g) each Voting Member will provide the Association, on request, with a copy of the constitutional documents of any of its members.

4.2 For the avoidance of doubt, the Association, the Home Nations and the Nations and Regions Associations may levy such other fees on members (in addition to membership subscriptions) as specified from time to time.

5. CONGRESS

Composition and authority

5.1 Congress is the Voting Members of the Association in general meeting.

5.2 Congress has supreme and ultimate authority in relation to the affairs of the Association, including sole and exclusive authority to:

(a) amend these Articles (which may only be effected by Special Resolution); and

(b) approve changes to the Voting Members.

Meetings

5.3 The Association will hold a general meeting in each calendar year (as its annual general meeting), at a date, time and location to be determined by the Board (provided that each annual general meeting will be held not more than 15 months after the last annual general meeting was held).

5.4 All general meetings other than annual general meetings will be called extraordinary general meetings. Extraordinary general meetings will be held at a date, time and location to be determined by the Board (a) at the request of the

Board, or (b) at the written request of not less than one third of the Voting Members. Any such request must indicate the object of the meeting and any resolutions or motions to be proposed, and the Board will give notice of an extraordinary general meeting within 21 days of receipt of such request.

Notice

5.5 Subject to the provisions of the Acts, Voting Members will be given the following notice:

(a) at least 14 Clear Days' notice in writing of the date, time and location of each annual general meeting (which will be specified as such) and the general nature of the business to be transacted at the meeting;

(b) at least 14 Clear Days' notice in writing of the date, time and location of any other general meeting and the general nature of the business to be transacted at the meeting; and

(c) every notice calling a general meeting must include, with reasonable prominence, a statement informing the Voting Member of its rights to appoint a proxy.

5.6 Notice of general meetings must also be provided to the Board and to such persons and entities as are entitled to receive such notice under these Articles and/or the Acts.

5.7 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person or entity entitled to receive notice thereof will not invalidate the meeting or any resolution(s) passed at such meeting.

Attendance

5.8 General meetings may be attended by the following persons:

(a) each Voting Member will be entitled to appoint up to two representatives to attend, in person or by electronic means, and speak at general meetings (save that where two representatives are appointed, one must be male and one must be female), and will designate one of those representatives to cast the vote of the Voting Member;

(b) members of the Board may attend and speak at any general meeting, in person or by electronic means, but will not be entitled to vote (save that the Voting Members may at any time require any Board member not to attend all or 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 such person(s) present);

(c) other observers and speakers, at the discretion of the Board; and

(d) as otherwise provided in these Articles.

5.9 No business (except an adjournment) will be transacted at a general meeting unless a quorum is present when it proceeds to business. Save as otherwise provided in these Articles, a general meeting is duly constituted and quorate if, at the commencement of the meeting, there are three Voting Members present (by virtue of their duly appointed representative or by proxy). If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting will be adjourned to a date, time and location to be determined by the Board (and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the Voting Members present (so long as they number two or more) will constitute a quorum).

5.10 The Chair will preside as chair at every general meeting. In the absence of the Chair, or if the Chair is not present within 15 minutes from the time appointed for the meeting, the Voting Members present and entitled to vote will choose one of the members of the Board to chair the meeting or, if no such members are present or if all such present members decline to chair the meeting, will choose one of their number to take the chair.

5.11 The chair of a general meeting may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at an adjourned meeting other than business that might properly have been transacted had an adjournment not taken place. Where such meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given in the same manner as for the original meeting; otherwise, however, Voting Members will not be entitled to any further notice of an adjournment or of the business to be transacted at an adjourned meeting.

Decision-making

5.12 Each Voting Member is entitled to cast one vote on a resolution. For the avoidance of doubt, this is one vote per Voting Member and not per representative.

5.13 Unless otherwise specified in the Acts or in these Articles, the exercise by the Voting Members of a power given to them under the Acts or the Articles will be by:

(a) a resolution passed at Congress; or

(b) a resolution consented to in writing by the Voting Members.

5.14 Subject to any requirement for a higher majority specified in the Acts or in these Articles, a resolution of the Voting Members at Congress will be decided on a show of hands by a majority of votes by those Voting Members present (by virtue of their duly appointed representative or by proxy), 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 of the meeting or by at least

10% of the Voting Members, and a demand by a person as proxy for a Voting Member will be the same as a demand by the Voting Member.

5.15 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 minutes will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

5.16 Any action that may be taken by the Voting Members at Congress may also be taken by a resolution consented to in writing by a majority of the Voting Members entitled to vote thereon (subject to any requirement specified in the Acts or these Articles for a resolution to be passed by a particular majority), provided that a copy of the proposed resolution is sent to all of the persons entitled to consent to it. If any written resolution of the Voting Members is adopted, a copy of such resolution will be sent to all Voting Members forthwith upon it taking effect.

5.17 Where a written resolution has been circulated to a Voting Member pursuant to Article 5.16 and has not been received back by the Association within 30 days of being sent, that Voting Member will be deemed to have approved and signed the resolution.

6. THE BOARD

Composition

6.1 The Board will be comprised of:

(a) the Chair, appointed in accordance with Article 6.3;

(b) the CEO;

(c) four Directors appointed by the Home Nations in accordance with Article 6.5;

(d) three Independent Non-Executive Directors, each appointed in accordance with Article 6.6; and

(e) up to two additional Directors as appointed by the Board from time to time where particular identified additional skills are required.

6.2 The members of the Board as set out in Article 6.1 will be the Directors of the Association and will be Directors for the purposes of the Acts. All members of the Board will hold such office in their personal capacity and not as representatives of any Voting Member, Home Nation or any other organisation, and will be required at all times to discharge their responsibilities as Board members in the best interests of the Association and its Voting Members as a whole.

6.3 The Chair will be appointed by an appointments committee comprising the chair of the Nations and Regions Committee (who will chair the appointments

committee), two nominated members of the Nations and Regions Committee, and one independent member with experience in sports governance. A representative nominated by Sport England and/or UK Sport will be invited to observe. The Chair's appointment must be ratified by the Voting Members. The Chair will be appointed through an open recruitment process following a formal, rigorous and transparent procedure that is competence-based and conducted in accordance with the Association's recruitment policy. At the date of the adoption of these Articles, the existing Chair, having been appointed pursuant to the process in this Article 6.3, will be deemed appointed under this Article 6.3, with the Chair's term of office deemed to have begun on the date of the Chair's appointment on 13 September 2015.

6.4 The CEO will be a Director by virtue of his/her office and will resign as a Director upon ceasing to be employed as the CEO of the Association (for whatever reason), and will be replaced on the Board by his/her successor as CEO.

6.5 Each Home Nation will, within 60 days of the date of adoption of these Articles, appoint a Director through an open recruitment process following a formal, rigorous and transparent procedure that is competence-based. Each such appointment must be ratified by the Board. At the date of the adoption of these Articles, as a transitional arrangement and pending the appointment of Home Nations Directors under this Article 6.5, the existing Nations and Regions Directors will be deemed to be the Home Nations Directors.

6.6 The Independent Non-Executive Directors will be appointed by an appointments committee comprising the Chair (who will chair the appointments committee), the chair of the Nations and Regions Committee and two nominated members of the Nations and Regions Committee. Each such appointment must be ratified by the Board. The appointments will follow an open recruitment process with a formal, rigorous and transparent procedure that is competence-based and conducted in accordance with the Association's recruitment policy. Each Independent Non-Executive Director will be required to have specialist skills, knowledge and experience in the area relevant to their role (respectively, finance; business and legal; and marketing and communications), and one of the Independent Non-Executive Directors will be appointed to act as the senior Independent Non-Executive Director. At the date of the adoption of these Articles, the existing Non-Executive Directors, having been appointed pursuant to the process in this Article 6.6, will be deemed appointed under this Article 6.6, with those Non-Executive Directors' terms of office deemed to have begun on the date of their having been appointed on 5 March 2016.

6.7 Subject to these Articles and the Regulations:

(a) the term of office for the Chair will be four years from the time of his/her appointment by the Voting Members;

(b) the term of office for each Director appointed by the Home Nations will be four years from the time of his/her appointment by the Board;

(c) the term of office for each Independent Non-Executive Director will be four years from the time of his/her appointment by the Board;

(d) the term of office for each additional Director will be four years from the time of his/her appointment by the Board; and

(e) subject to the following exceptions, the Chair, each Director appointed by the Home Nations, each Independent Non-Executive Director and each additional Director may not serve as a Director on the Board (whether in the same or different roles) for more than eight consecutive years (and following which such person will not be eligible to serve as a Director again for a period of four years):

(i) a Director may serve on the Board for up to 12 consecutive years if appointed as Chair or if appointed to a senior position within UWW; and

(ii) in exceptional circumstances (for example, to assist succession planning), a Director may hold office for a further year (i.e. for up to nine consecutive years).

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

(a) if he/she is under the age of 18; or

(b) in circumstances such that, had he/she already been a Director, he/she would have been disqualified from so acting under the provisions of these Articles.

6.9 A Director will be deemed to have vacated office if:

(a) he/she resigns from office by written notice to the Association;

(b) he/she ceases to be a Director by virtue of any provision of the Acts or he/she becomes prohibited by law from holding that role;

(c) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

(d) an order is made by a court having jurisdiction in matters concerning mental disorder for his/her detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to his/her property or affairs;

(e) he/she has been convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence) and the Board determines that his/her office should be vacated;

(f) he/she is absent from Board meetings for more than two consecutive meetings, without the consent of the Board, and the Board determines that his/her office should be vacated;

(g) at a Board meeting at which at least half of the Directors are present a resolution is passed that he/she be removed from office (such a resolution may not be passed unless the Director has been given at least 14 Clear

Days' notice of the resolution to be proposed and 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

(h) an ordinary resolution of the Voting Members is passed in accordance with the Acts that the Director be removed from office.

6.10 In the event of a vacancy on the Board, a replacement will be appointed to hold office for the remainder of the term.

Powers

6.11 Subject to the Acts and these Articles, the business of the Association will be managed by the Board, for which purpose it may exercise all of the powers of the Association. Such business will include (without limitation):

(a) approving the Association's strategy, management policies, business plan and financial budgets;

(b) receiving reports and approving and making recommendations in relation to the audit of the Association;

(c) finalising and presenting the annual report and accounts for approval by the Voting Members at the annual general meeting;

(d) administering the finances and business performance of the Association;

(e) arranging the annual general meeting and other general meetings in accordance with these Articles;

(f) approving, issuing, amending and rescinding Regulations;

(g) appointing committees and sub-committees pursuant to Article 8;

(h) determining the membership subscriptions payable by the Voting Members;

(i) appointing the auditors and determining their remuneration; and

(j) supervising the CEO and his/her staff in the administration of the affairs of the Association.

6.12 Any written contract, deed, instrument, power of attorney or other document may be made or executed on behalf of the Association by any person (including a Director) acting with the authority of the Board.

6.13 The Board may resolve, by power of attorney or otherwise, to appoint any person(s) (including a Director) to be the agent of the Association, for such purposes and on such conditions as they determine.

Meetings

6.14 Subject to the provisions of these Articles, the Board will regulate its proceedings as it sees fit.

6.15 The Board will meet as often as it considers necessary or desirable, but ordinarily at least four times each calendar year.

6.16 The CEO will at any time upon the request of the Chair call a Board meeting by notice served on all of the Directors and any other person(s) required or entitled to attend. Such notice will confirm the date, time and location of the meeting, together with an agenda of items to be discussed and any supporting documentation, and must be served no later than five working days prior to the date of the meeting (unless such persons agree to receiving the information at shorter notice).

6.17 In addition to the Directors, Board meetings may be attended by the following persons:

(a) a representative elected by the athletes' committee in accordance with the process set out in the Regulations (who may attend and speak but will not be entitled to vote);

(b) the chair of the Nations and Regions Committee (who may attend and speak but will not be entitled to vote); and

(c) at the discretion of the Board, other observers and speakers, including to submit reports to the Board and/or to advise the Board. The attendance of any employee of the Association (other than a Director) will be decided by the Chair, in consultation with the CEO.

6.18 A person entitled to be present at a meeting of the Board (or a committee of the Board) will be deemed to be present for all purposes if he/she is able, directly or by electronic means, to speak to and be heard by all those present or deemed to be present simultaneously. Such a meeting will 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.

6.19 The Chair will chair all meetings of the Board. In the absence of the Chair, or if the Chair is not present within 15 minutes from the time appointed for the meeting, the members of the Board present at the meeting may choose one of their number to chair the meeting, and may at any time remove him/her from that role.

6.20 The quorum for Board meetings will be five Directors. If such a quorum is not present within half an hour from the time appointed for the meeting, the chair of the meeting may call a meeting at a later date to consider the adjourned business. Any votes recorded at an inquorate meeting will be invalid and discarded and will not be carried forward to any later meeting.

6.21 The continuing member(s) of the Board may act notwithstanding any vacancies in their number but, if the number of Board members is less than the number required for a quorum, the continuing member(s) may act only for the purposes of filling the vacancies or calling a Congress.

6.22 Each Director is entitled to cast one vote on a resolution (for the avoidance of doubt, the chair of the meeting will not have a second or casting vote in the event of an equality of votes).

6.23 Unless otherwise specified in the Acts or these Articles, the exercise by the Directors of a power given to them under the Acts or these Articles will be by a resolution passed at a meeting of, or consented to in writing by, the Directors (or any committee of Directors).

6.24 A resolution at a meeting of the Board will be decided on a show of hands by a majority of votes by those members present and entitled to vote thereon. In the case of an equality of votes, the resolution will not be passed. 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 resolution to be passed.

6.25 Any action that may be taken by the Directors (or a committee of Directors) at a meeting may also be taken by a resolution of the Directors (or a committee of Directors) consented to in writing by a majority of the Directors entitled to vote thereon, provided that a copy of the proposed resolution is sent to all of the persons entitled to consent to it. If any written resolution of the Directors (or a committee of Directors) is adopted, a copy of the resolution will be sent to all such Directors forthwith upon it taking effect.

6.26 Where a written resolution has been circulated to a Director pursuant to Article 6.25 and has not been received back by the Association within 30 days of being sent, that Director will be deemed to have approved and signed the resolution.

6.27 All resolutions of the Board or acts done on the authority (or apparent authority) of the Board or a committee of the Board, or by any person acting as a member of the Board will, 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.

6.28 Whenever a Director has a financial interest or any duty that is material and that 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 will:

(a) declare the nature of the interest at the time or before discussion begins on the matter;

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

(c) not be counted in the quorum for that part of the meeting; and

(d) withdraw during the vote and have no vote on the matter.

6.29 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 or duty as specified in Article 6.28, the question may be referred to the chair of the meeting and his/her ruling in relation to any individual other than him/herself will be conclusive of the matter.

7. THE CEO

7.1 A CEO will be appointed by the Board through an open recruitment process following a formal, rigorous and transparent procedure that is competence-based and conducted in accordance with the Association's recruitment policy. The CEO will be engaged, for such term and on such conditions as the Board thinks fit, to perform the day-to-day administration and management of the Association's affairs and such other tasks as the Board may determine from time to time. At the date of the adoption of these Articles, the existing CEO, having been appointed pursuant to the process in this Article 7.1, will be deemed appointed under this Article 7.1, with the CEO's term of office deemed to begin on the date of the adoption of these Articles.

7.2 The Board may terminate the contract of the CEO, subject to the terms thereof and any other legal obligations, as it sees fit.

8. COMMITTEES AND SUB-COMMITTEES

8.1 The Board may from time to time appoint committees and sub-committees to carry out such duties as determined by the Board, on such terms as it sees fit, including (but not limited to) the following:

(a) the Nations and Regions Committee;

(b) the Sport Technical Committee;

(c) the Athletes' Committee;

(d) the England Committee;

(e) the Finance and Audit Committee; and

(f) the Nominations Committee.

8.2 The Board may issue Regulations concerning the appointment of committees and sub-committees, and may delegate such powers and duties of the Board to committees and sub-committees as it sees fit. Save as provided otherwise in these Articles or the Regulations, each committee and sub-committee will appoint a chair from its own number, to be ratified by the Board.

8.3 Each committee and sub-committee will be governed by and conduct its business in accordance with any terms of reference and standing orders issued by the Board from time to time, and otherwise in accordance with the provisions of these Articles that regulate the meetings and proceedings of the Board.

9. DISTRIBUTIONS

9.1 The income, property and all other assets of the Association will be applied solely in furtherance of its objects as set out in Article 2.1, and no portion thereof will be paid or transferred, directly or indirectly (including by way of distribution, dividend, bonus or otherwise howsoever by way of profit), to any Voting Member, provided always that nothing herein will prevent the Association from distributing grants to Voting Members in accordance with its objects or from expenditure on the Home Nations in respect of programme funding and other revenues received in support of the functions of the Home Nations.

10. WINDING UP

10.1 The Association may be dissolved by a Special Resolution of the Voting Members.

10.2 Upon the winding-up or dissolution of the Association, if there remains any property whatsoever after the satisfaction of all of the Association's debts and liabilities, that remaining property will not be distributed among the Voting Members but will either (as determined by the Directors):

(a) be given or transferred to some other organisation(s) having objects similar to those of the Association, and which prohibits the distribution of its income and property to an extent at least as great as the prohibition on the distribution of the income and property of the Association; or

(b) be transferred to a third party professional trustee in the UK, to be held in trust until the British Wrestling Association is re-established.

11. AUDIT

11.1 The Board will 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).

11.2 Accounting records will be kept at the registered address of the Association or, subject to the Acts, at such other place(s) as determined by the Board, and will be open to inspection by the Directors at all times.

11.3 At each annual general meeting the Board will 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 will be accompanied by proper reports of the Board and the auditors. Subject to the Acts, copies of such account, balance sheet and reports (all of which will be framed in accordance with any applicable statutory requirements) and of any other documents required by law to be annexed or attached thereto or to accompany the same will be sent to the auditors and to all other persons entitled to receive notice of general meetings, not less than 21 Clear Days before the date of the meeting.

11.4 At least once a year the accounts of the Association will be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified auditors.

11.5 Auditors will be appointed and their duties regulated in accordance with the Acts.

12. MINUTES AND RECORDS

12.1 The Directors will cause minutes to be made of:

(a) all appointments of officers made by the Directors;

(b) all resolutions of the Association and of the Directors; and

(c) all proceedings at meetings of the Association and of the Directors and any committees of the Directors, including the names of the Directors present at each such meeting;

and any such minutes, signed (or, in the case of minutes of Directors' meetings, signed or authenticated) by the chair of the relevant meeting or by the chair of the next succeeding meeting, will, as against any Member or Director of the Association, be sufficient evidence of the proceedings. Such minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

12.2 The Directors will comply with the requirements of the Acts as to maintaining a preparation and transmission to the registrar of companies of:

(a) annual reports;

(b) annual returns; and

(c) annual statements of account.

13. COMMUNICATIONS

13.1 The provisions of the Acts will apply to all communications to the Association.

13.2 Subject to the Articles and the Acts, any document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles

or the Acts may be sent or supplied in any way in which the Acts provide for documents or information that are authorised or required by any provision of the Acts to be sent or supplied by the Association, including without limitation:

(a) in hard copy form;

(b) in electronic form; or

(c) by making it available on a website.

13.3 Where a document or information that is authorised or required to be sent or supplied by the Association under the Acts is sent or supplied in electronic form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Acts (and not revoked that agreement). Where any other document or information is sent or supplied in electronic form or made available on a website, the Directors may decide what agreement (if any) is required from the recipient.

13.4 Subject to the Articles, any document or information to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means through which that Director has asked to be sent or supplied with such documents or information.

13.5 A Voting Member present in person or by proxy at a meeting of the Association will be deemed to have received notice of the meeting and the purposes for which it was called.

13.6 Where any document or information is sent or supplied by the Association to the Voting Members:

(a) where it is sent by post, it is deemed to have been received 48 hours after it was posted (including weekends and public holidays);

(b) where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent; and

(c) where it is sent or supplied by means of a website, it is deemed to have been received (i) when the material was first made available on the website; or (ii) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

13.7 Notices of general meetings need not be sent to a Voting Member who does not register an address with the Association, or who registers only a postal address outside the UK, or to a Voting Member for whom the Association does not have a current address.

13.8 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:

(a) if the document or information has been sent to a Voting Member and is notice of a general meeting of the Association, the Association is under no

obligation to send a hard copy of the document or information to the Voting Member's postal address as shown in the Association's register of members, but may in its discretion choose to do so;

(b) in all other cases, the Association will send a hard copy of the document or information to the Voting Member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a Voting Member, to the last known postal address for that person (if any); and

(c) the date of service or delivery of the document or information will be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

13.9 Subject to the Acts, a Director or any other person (other than in their capacity as a Voting Member) may agree with the Association that documents or information sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

13.10 Copies of the Association's annual report and accounts will be posted on the Association's website in a timely fashion.

14. IRREGULARITIES

14.1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision will not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered that is not specified in the notice.

15. INDEMNITY

15.1 Subject to the Acts and these Articles, every Director and other officer of the Association and every member of a committee or sub-committee appointed by the Board will be entitled to be indemnified out of the assets of the Association against any liability incurred by him/her in the execution and discharge of his/her responsibilities relating to the Association, provided always that such indemnity will not apply in respect of any dishonest or fraudulent acts or omissions.

16. DISPUTE RESOLUTION

16.1 The Judicial Panel will have jurisdiction to hear and determine the following, to the exclusion of all other courts, tribunals and arbitration bodies of any country

or organisation whatsoever, in accordance with these Articles and the Regulations:

(a) any final decision of a body made pursuant to these Articles that provides for an appeal from that decision directly to the Judicial Panel; and

(b) any matters as specified in the Regulations.

17. DEFINITIONS AND INTERPRETATION

17.1 Capitalised terms in these Articles have the following meanings:

Acts means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force.

Articles means these Articles of Association, as amended from time to time.

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.

Athletes' Committee means the committee of that name appointed by the Board.

Board means the board of Directors of the Association, constituted in accordance with Article 6.

British Olympic Association means the British Olympic Association (or any successor or replacement of that body).

CEO means the chief executive officer of the Association, appointed pursuant to Article 7.

Chair means the chair of the Board, appointed pursuant to Article 6.

Clear Days means the relevant period of notice 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.

Congress means the meeting of the Voting Members of the Association referred to in Article 5.

Country means the whole country, state, territory or part of a territory under the jurisdiction of a Home Nation, as recognised by the Association in its absolute discretion.

Director means a director of the Association, appointed pursuant to Article 6.1.

England Committee means the committee of that name appointed by the Board.

Finance and Audit Committee means the committee of that name appointed by the Board.

Home Nations means the Voting Member(s) representing each of England (for these purposes, through the England Committee), Northern Ireland, Scotland and Wales.

Independent Non-Executive Director means a Director of the Association appointed in accordance with Article 6.

Judicial Panel means the panel of that name appointed under the Regulations.

Member means the members of the Association from time to time, being the Voting Members and such other persons and entities who are members of the Association pursuant to Article 4.

Nation means one of the following areas: Northern Ireland, Scotland and Wales.

Nations and Regions Association means an entity governing Wrestling within its Nation or Region.

Nations and Regions Committee means the committee of that name appointed by the Board.

Nominations Committee means the committee of that name appointed by the Board.

Region means one of the following areas: England (north), England (midlands) and England (south) (the boundaries of the England regions will be as determined by the Board from time to time).

Regulations means any rules, regulations, codes, terms of reference or policies made by or on behalf of the Association, as amended from time to time.

Special Resolution means any resolution duly passed at any meeting by 75 per cent or more of those persons attending and entitled to vote or, in the case of a written resolution, duly passed by 75 per cent or more of the total voting rights of Voting Members (if the Special Resolution is a resolution of the membership), or of the Board (if the Special Resolution is a resolution of the Board)

Sport England means the English Sports Council (or any successor or replacement of that body).

Sport Technical Committee means the committee of that name appointed by the Board.

UK Anti-Doping means United Kingdom Anti-Doping Limited (or any successor or replacement of that body).

UK Anti-Doping Rules means the UK Anti-Doping Rules, as amended from time to time.

UK Sport means the United Kingdom Sports Council (or any successor or replacement of that body).

UWW means United World Wrestling, the international governing body of wrestling (or any successor or replacement of that body).

Voting Member means a Nations and Regions Association that has been admitted as a member of the Association in accordance with Article 3. For the avoidance of doubt, the term 'Member' in these Articles does not have the meaning given in section 112 of the Acts; instead, only Voting Members are members of the Association (and entitled to vote at general meetings) for purposes of the Acts.

Wrestling means the sport of wrestling practised in the UK, including the Olympic Games disciplines and the traditional forms of wrestling indigenous to the nations and regions of the UK, and such other disciplines as recommended by UWW from time to time.

17.2 'Written' or any term of like import includes information generated, sent, received or stored by electronic, digital, magnetic, optical, electromagnetic, biometric or photonic means including electronic data interchange, electronic mail, telegram, telex or telecopy, and 'in writing' will be construed accordingly.

17.3 In these Articles, unless the context otherwise requires:

(a) use of the masculine gender will include the feminine and neuter, the singular number will include the plural and vice versa, and words denoting persons will include corporations and other organisations; and

(b) unless defined herein, words or phrases in these Articles bear the same meaning as they bear in the Acts.

17.4 Headings are for ease of reference only, and will not affect the interpretation of these Articles.

17.5 Where there is any conflict between the provisions of these Articles and any Regulations, the provisions of these Articles will prevail.