

## Special Resolution: Amendment to Articles

### Proposal

This proposal, put forward by the Board, changes the Articles of Association to reflect requirements in the Code of Sports Governance with reference to Director appointments.

During the recent Chair recruitment process, it became apparent that the current articles do not comply with the Code for Sports Governance despite the review in 2017. The current recruitment process was completed following the terms of reference for the Nominations Committee and in compliance with the Code with written agreement from the members.

In addition, the opportunity has been taken to alter the Articles to reflect the changes in Northern Ireland.

As this proposal is for a change in the Articles - Section 21(1) of the Companies Act says that the Articles may be amended by special resolution:

<https://www.legislation.gov.uk/ukpga/2006/46/section/21>

Section 283 of the Companies Act says that a special resolution is a majority of not less than 75% <https://www.legislation.gov.uk/ukpga/2006/46/section/283>

### Changes

The proposal is to make the following changes items:

- **3.3 Voting Members**  
Remove “the Northern Ireland Wrestling Association” and replace with “Wrestling Northern Ireland”
- **6.3 Chair Recruitment**  
From  
“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.”  
To

“The Chair will be appointed by the Nominations Committee in compliance with the Terms of Reference for the committee. The Chair’s appointment must be ratified by the Voting Members.”

- **6.5 Home Nation Director Recruitment**

Remove “within 60 days of the date of adoption of these Articles”

- **6.6 Independent Non-Executive Director Recruitment**

From

“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. “

To

“The Independent Non-Executive Directors will be appointed by the Nominations Committee in compliance with the Terms of Reference for the committee. Each such appointment must be ratified by the Board. 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.”

- **7.1 CEO Recruitment**

From

“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."

To

"A CEO will be appointed by the Nominations Committee in compliance with the Terms of Reference for the committee. The appointment must be ratified by the Board. 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."