Company No. 02175911

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

BRITISH AMERICAN FOOTBALL ASSOCIATION

Adopted by a written resolution passed on ~~31 August 2018~~ 2019

FARRER&Co

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PART 1: NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY

1. Name and Registered Office

1.1 The name of the Association is "British American Football Association".

1.2 The registered office of the Association is to be in England.

2. Objects

The objects for which the Association is established (**Objects**) are:

2.1 to act as the governing body for American Football in England, Scotland, Wales, the Channel Islands, the Isle of Man and such other territories (which shall specifically exclude Northern Ireland) (**Territories**) as the Board may approve from time to time;

2.2 to act as the representative member for the Territories in international affairs and to affiliate to and carry out functions delegated to it from time to time by the International Federation of American Football and other relevant bodies;

2.3 to promote, administer and encourage the development of, and participation in American Football within the Territories;

2.4 to develop and implement a strategy for the development of American Football in the Territories including strategies for each of: performance at international and national level; national competition; and increasing participation;

2.5 to make and vary all such rules for persons participating in American Football in the Territories (including rules against doping in American Football) from time to time;

2.6 to develop a commercial, marketing and public relations programme for American Football in the Territories;

2.7 to develop a competition programme and co-ordinate competition fixtures across the Territories;

2.8 to select the representative teams to represent the Territories in international events;

2.9 to consult and co-operate with other organisations operating in American Football within the Territories in all matters relating to the administration and promotion of and participation in American Football;

2.10 to develop and nurture relationships between the Association and the British Olympic Association, the relevant Commonwealth Games Councils, relevant government departments and such other organisations as the Board may approve from time to time;

2.11 to take such action from time to time as the Board may consider desirable for the benefit of American Football and the ~~members of the Association~~Members;

2.12 to support, set up and administer charities for the benefit of American Football; and

2.13 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3. Powers

3.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).

3.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the ~~members of the Association~~Members.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Association:

3.3.1 to any director, Committee or Commission member of reasonable and proper remuneration in accordance with Article 20 and out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Association;

3.3.2 of interest on money lent by any ~~member~~Member or director of the Association at a commercial rate of interest;

3.3.3 of reasonable and proper rent for premises demised or let by any ~~member~~Member or director of the Association; or

3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of any liability for any act or default of the persons (or any of them) referred to in Article 51, in relation to the Association.

4. Liability of Voting Members

4.1 The liability of each Voting Member is limited to £1, 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 a Voting Member or within one year after ~~he ceases~~they cease to be a Voting Member, for any of the items set out in Article 4.2.

4.2 The items for which the Voting Members undertake to contribute are:

4.2.1 payment of the debts and liabilities of the Association contracted before the member ceases to be a Voting Member;

4.2.2 payment of the cost, charges and expenses of winding up; and

4.2.3 the adjustment of the rights of the contributories among themselves.

PART 2: DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

5.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the 2006 Act, the Board is responsible for the management of the Association's business, including setting the strategy for the Association, for which purpose it may exercise all the Powers of the Association.

5.2 No resolution passed by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

6. Directors May Delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person, committee or commission;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions,

as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees and Commissions

7.1 ~~The board of the~~The Association shall have an Audit Committee, a Nominations Committee, a British American Football Coaches ~~Association will nominate the Commission for coaching and coaches~~Committee and such other committees as the Board thinks fit.

7.2 The board of the British American Football Referees Association will nominate ~~the~~a Commission for officiating and officials.

~~7.3 The Association shall have further Commissions as the Board thinks fi t.~~

~~7.4~~7.3 Committees and Commissions to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

~~7.5~~7.4 The Board may make rules of procedure for all or any Committees and Commissions, which prevail over rules derived from these Articles if they are not consistent with ~~the m~~them.

~~7.6~~7.5 The Board may invite any member of any Committee or Commission, not being a director, to attend and speak at any of its meetings, but not to vote.

~~7.7 A Board director may not act as, or as part of, a Commission.~~

8. British American Football Coaches Committee

8.1 The purposes for which the Board shall delegate powers to the British American Football Coaches Committee (the **BAFCC**) are:

8.1.1 to build and maintain the highest possible standards in football and the profession of coaching American football;

8.1.2 to provide a forum for the discussion and study of all matters pertaining to football and coaching;

8.1.3 to make the game as safe and entertaining as possible through the rules of play;

8.1.4 to have a strong voice in the domestic legislation affecting football programs;

8.1.5 to exchange freely information on coaching methods and techniques; and

8.1.6 to promote good fellowship and social contacts within the Association.

8.2 The Board shall from time to time set terms of reference as to the function, role and operation of BAFCC.

8.3 The BAFCC shall have the right to appoint and remove its own members, subject in each case to the approval of the Board, and such persons need not be members of the Board.

DECISION-MAKING BY DIRECTORS

~~8.~~9. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

~~9.~~10. Unanimous Decisions

~~9.1~~10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

~~9.2~~10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

~~9.3~~10.3 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

~~10.~~11. Calling a Meeting of the Board

~~10.1~~11.1 Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

~~10.2~~11.2 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

~~10.3~~11.3 Notice of any meeting of the Board must indicate:

~~10.3.1~~11.3.1 its proposed date and time;

~~10.3.2~~11.3.2 where it is to take place; and

~~10.3.3~~11.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

~~10.4~~11.4 Notice of a meeting of the Board must be given to each director, but need not be in writing.

~~11.~~12. Participation in Meetings of the Board

~~11.1~~12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

~~11.1.1~~12.1.1 the meeting has been called and takes place in accordance with these Articles~~,~~; and

~~11.1.2~~12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

~~11.2~~12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

~~11.3~~12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

~~11.4~~12.4 The Board may invite one or more observers to attend and speak at Board meetings. Observers shall not vote or count towards the quorum at any Board meeting.

~~12.~~13. Composition of the Board and Quorum

~~12.1~~13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

~~12.2~~13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, and unless otherwise fixed is one half of the members of the Board (any fraction being rounded down to the nearest whole number~~).~~), subject at all times to a minimum quorum of three members of the Board.

~~12.3~~13.3 The Board may act notwithstanding any vacancy in its body, provided that if the number of directors shall at any time be less than two or insufficient to satisfy the quorum required, it shall be lawful for them to act as the Board for the purpose of

filling a casual vacancy arising among the directors in accordance with Article 29, but not for any other purpose.

~~13.~~14. Chairing of Meetings of the Board

~~13.1~~14.1 The ~~Chairman~~Chair shall chair meetings of the Board. The ~~Chairman~~Chair shall preside at all meetings of the Board at which ~~he~~they shall be present.

~~13.2~~14.2 If at any meeting the ~~Chairman~~Chair is not present within 15 minutes after the time appointed for holding the meeting or is not willing or able to preside, the directors present shall choose one of their number to be ~~chairman~~chair of the meeting. The person so appointed for the time being is known as the ~~**chairman**~~**chair of the meeting**.

~~14.~~15. Casting Vote

If the numbers of votes for and against a proposal are equal, the ~~chairman~~chair of the meeting has a casting vote. This does not apply if, in accordance with these Articles, the ~~chairman~~chair of the meeting or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

~~15.~~16. Conflicts of Interest

~~15.1~~16.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching ~~his~~their duty under section 175 of the 2006 Act to avoid conflicts of interest (**Conflict**).

~~15.2~~16.2 Any authorisation under this Article will be effective only if:

~~15.2.1~~16.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

~~15.2.2~~16.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and

~~15.2.3~~16.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested directors vote had not been counted.

~~15.3~~16.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

~~15.3.1~~16.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

~~15.3.2~~16.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

~~15.3.3~~16.3.3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

~~15.3.4~~16.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

~~15.3.5~~16.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Association) information that is confidential to a third party, they will not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

~~15.3.6~~16.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

~~15.4~~16.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms imposed by the directors in relation to the Conflict.

~~15.5~~16.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.

~~15.6~~16.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which ~~he derives~~they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

~~15.7~~16.7 Subject to Article 16.8, if a question arises at a meeting of the Board or of a ~~commission of the Board~~Committee or Commission as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the ~~chairman~~chair of the meeting whose ruling in relation to any director other than ~~himself~~themselves is to be final and conclusive.

~~15.8~~16.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the ~~chairman~~chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the ~~chairman~~chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

~~16.~~17. Records of Decisions to be Kept

~~16.1~~17.1 The Board must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all ~~commission~~Committees and Commissions) and by the Association at General Meeting.

16.217.2 Any such records, if purporting to be signed by the ~~chairman~~chair of the meeting, or by the ~~chairman~~chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

~~17.~~18. Directors' Discretion to Make Further Rules and Regulations

17.118.1 The Board (or any Committee or Commission to whom it delegates its powers) shall have the power to make, vary and revoke Rules relating to membership of the Association including (without limitation) Rules setting out:

~~17.1.1~~18.1.1 the different categories of membership of the Association;

~~17.1.2~~18.1.2 the rights, privileges and obligations of the different categories of member;

~~17.1.3~~18.1.3 the registration fee to be paid by the different categories of member;

~~17.1.4~~18.1.4 procedures for the registration of members;

~~17.1.5~~18.1.5 disciplinary procedures for members; and

~~17.1.6~~18.1.6 such other rules as the Board thinks fit.

17.218.2 The Board (or any Committee or Commission to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):

~~17.2.1~~18.2.1 regulations for the appointment of ~~the appointed directors as defined in Article 18 and the Board Appointed Non-Executive Directors in accordance with Article 22,~~all members of the Board other than the Independent Directors, which shall be prepared and approved by the Board in advance of the formal appointment of new Board members in accordance with these Articles;

~~17.2.2~~18.2.2 regulations for the election by the Annual General Meeting of the ~~elected directors as defined in Article 18~~Independent Directors in accordance with Article ~~21~~24, which shall be prepared and approved by the Board in advance of the Annual General Meeting being established;

~~17.2.3~~18.2.3 terms of reference as to the function, role and operation of any other Committees or Commissions established in accordance with Article 7 to assist the Board in the better administration of the Association;

~~17.2.4~~18.2.4 regulations to ensure compliance with national and international rules relating to doping control;

~~17.2.5~~18.2.5 regulations for the operations of the promotion and organisation of

(a) competitions;

(b) national teams;

(c) schools development; and

(d) club development;

~~17.2.6~~18.2.6 safeguarding policies;

~~17.2.7~~18.2.7 equality policies;

~~17.2.8~~18.2.8 discipline and appeals policies; and

~~17.2.9~~18.2.9 other regulations or policies as the Board thinks fit.

~~17.3~~18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the 2006 Act and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS

~~18.~~19. Methods of Appointing Directors

~~18.1~~19.1 The number of directors of the ~~Executive~~ Board shall be not less than five and no more than nine.

~~18.2~~19.2 The members of the Board shall be:

~~18.2.1~~19.2.1 the ~~Chairman~~Chair;

~~18.2.2~~19.2.2 the ~~Finance Director~~Chief Executive Officer;

~~18.2.3 the Business Process Director;~~

~~18.2.4 the Business Development Director;~~

~~18.2.5 the Communications Director;~~

~~18.2.6 the Operations Director;~~

~~18.2.7~~19.2.3 up to ~~three independent~~four Board Appointed Directors ~~without portfolio;~~; and

~~18.3 The following directors shall be appointed by the Board; Finance Director, Business Process Director, Business Development Director, Communications Director. This to be determined by a simple majority of the Board at that time.~~

~~18.4 The following directors shall be elected by the Annual General Meeting; Chairman, Operations Director and the three independent Directors, in accordance with Articles 21, 33 and 37.~~

19.2.4 up to three Independent Directors.

19.3 The Chair shall be appointed in accordance with Article 22.

19.4 The Chief Executive Officer shall be appointed in accordance with Article 23.

19.5 The Board Appointed Directors shall be appointed in accordance with Article 24.

19.6 The Independent Directors shall be elected by the Voting Members in accordance with Article 24.1.

19.7 Notwithstanding any other provisions of these Articles:

19.7.1 at least 25% in number of the Board shall be Independent Directors;

19.7.2 the recruitment of members of the Board shall be made by open advertisement and competency based selection;

19.7.3 the Association shall recruit members of the Board with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that will further the Association's Objects and in carrying out such recruitment the Association shall, for the avoidance of doubt, target a minimum of 30% of each gender on the Board; and

19.7.4 at least one member of the Board shall come from a financial background and have appropriate financial experience and knowledge.

19.8 Subject to the provisions of this Article 19, the Board may in exceptional circumstances and in its sole discretion co-opt to the Board anyone it reasonably and in good faith considers has skills and / or experience necessary for the Board to fulfil its role. Any person so appointed shall serve on the Board until the next annual general meeting of the Association but shall then be eligible for re-election or re-appointment in accordance with these Articles.

~~18.5~~19.9 All acts carried out in good faith at any meeting of the Board or of any Committee or Commission, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

~~18.6~~19.10 Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

~~19.~~20. Termination of Director's Appointment

~~19.1~~20.1 Without prejudice to any other provision of these Articles, a person shall cease to be a director of the Association as soon as:

~~19.1.1~~20.1.1 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or

~~19.1.2~~20.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

~~19.1.3~~20.1.3 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or

~~19.1.4~~20.1.4 that person ceases to be a member of the Board by virtue of any provisions of the 2006 Act or is prohibited by law from being a director; or

~~19.1.5~~20.1.5 that person is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act; or

~~19.1.6~~20.1.6 that person shall have been absent for more than three consecutive Board meetings without permission of the Board and at least 75% of the other members of the Board acting together resolve that ~~his~~their office be vacated; or

~~19.1.7~~20.1.7 that person is requested to resign by at least 75% of the other members of the Board acting together; or

~~19.1.8 being a member of the Board appointed pursuant to Article 22,~~ the period for which ~~he was~~they were appointed or elected has ended and ~~he has not been reappointed; or~~

~~19.1.9~~20.1.8 ~~being a member of the Board elected pursuant to Article 21, the period for which he was elected has ended and he has~~they have not been re-appointed or re-elected.

~~19.2~~20.2 A person serving as ~~a Director~~Chief Executive Officer who is removed from office as a director for whatever reason shall be deemed to have resigned from ~~his~~their position as ~~a Director (as appropriate)~~Chief Executive Officer and the vacancy shall be filled in accordance with these Articles.

~~20.~~21. Directors' Remuneration

21.1 ~~The Association shall not employ~~ Subject to the provisions of the Act, and to Article 21.2 below, the Board may enter into an agreement or arrangement with any director ~~of~~:

21.1.1 for their services to the Association as a director; and

21.1.2 his or her employment by the Association ~~to provide~~or for the provision by such director of benefits or any services outside the scope of the ordinary duties of a director ~~and shall not pay any director any~~ .

21.2 Subject to these Articles, a director's remuneration ~~in relation to his or her role~~ for their services to the Association as a director may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:

21.2.1 is fixed having regard to the current remuneration of directors in comparable posts;

21.2.2 does not exceed the general market rate for directors providing comparable services; and

21.2.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.

21.3 Unless the Board decides otherwise, directors' remuneration accrues from day to day.

21.4 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees

of the Association's subsidiaries (if any) or of any other body corporate in which the Association is interested (if any).

21.5 No director shall take any loan from the Association.

22. Chair

Subject to Article 19 and the provisions of the Act, the Board shall on the ~~Board.~~

~~21. Elected Directors~~

~~21.1~~22.1 ~~The Voting Members at an Annual General Meeting shall from time to time~~recommendation of the Nominations Committee appoint, and may remove, any person to be ~~Chairman, Operations Director and three independent Directors.~~Chair and may delegate to them such of its powers as it thinks desirable to be executed by them.

~~21.2~~22.2 ~~The Chairman~~A Chair appointed in accordance with Article ~~21~~0 shall hold office as a member of the Board until the fourth anniversary of the date of ~~his~~their appointment or until (if earlier) ~~he ceases~~they cease to be a director pursuant to Article 20. A ~~Chairman~~Chair who ceases to hold office at the end of ~~his~~their period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

23. Chief Executive Officer

23.1 Subject to Article 19 and the provisions of the Act, the Board shall from time to time on the recommendation of the Nominations Committee appoint, and may remove, an Chief Executive Officer for such term and upon such conditions as it may think fit.

23.2 The ~~Operations~~Chief Executive Officer shall be a director by virtue of their office until such time as they cease to be Chief Executive Officer or until (if earlier) they cease to be a director pursuant to Article 20, but subject at all times to Article 26.

24. Board Appointed Directors

24.1 Subject to Article 19 and the provisions of the Act, the Board shall on the recommendation of the Nominations Committee appoint, and may remove, any person to be a Board Appointed Director and may delegate to them such of its powers as it thinks desirable to be executed by them.

~~21.3~~24.2 A director appointed in accordance with Article ~~21~~24.1 shall hold office as a member of the Board until the fourth anniversary of the date of ~~his~~their appointment or until (if earlier) ~~he ceases~~they cease to be a director pursuant to Article ~~19. An Operations Director~~20. A Chair who ceases to hold office at the end of ~~his~~their period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

25. ~~The three~~ Independent Directors

25.1 Subject to Article 19 and the provisions of the Act, the Voting Members at an Annual General Meeting shall from time to time appoint, and may remove, any person to fill the role of Independent Director provided such person complies with the definition of 'independent' set out in the document 'A Code for Sports Governance', as published by UK Sport and Sport England from time to time.

21.425.2 Each Independent Director appointed in accordance with Article 2125.1 shall hold office as a member of the Board until the fourth anniversary of the date of histheir appointment or until (if earlier) he ceasesthey cease to be a director pursuant to Article 20, save that the initial term on adoption of these Articles shall be as defined in Article 21.5.. An independentIndependent Director who ceases to hold office at the end of histheir period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

21.5 At the Annual General Meeting held in 2018 it shall be determined the length of time each independent Director shall serve. The Director with the most votes shall be elected for four years, the Director with the next highest for three years and the Director with the least for two years.

22. Board Appointed Non-Executive Directors

22.1 The Board may from time to time appoint up to two persons to be Board Appointed Non-Executive Directors. In selecting persons to be appointed as Board Appointed Non-Executive Directors under this Article the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a defined matrix of expertise and competency determined by the Board from time to time.

22.2 Each Board Appointed Non-Executive Director appointed pursuant to Article 22.1 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) they cease to be a director pursuant to Article 19. A Board Appointed Non-Executive Director who ceases to hold office at the end of his period of appointment may be reappointed for a maximum of one further consecutive four-year term of office.

25.3 The Board shall from time to time appoint any one of the Independent Directors to be the Senior Independent Director.

23.26. Directors' Terms of Office

23.126.1 Notwithstanding any other provision of these Articles a director shall not serve more than eight consecutive years on the Board.

23.226.2 A director who ceases to be a member of the Board for any reasonhaving completed their maximum term of office shall (subject to these Articles)retire and shall not be eligible for re-appointment or re-election to the Board in any capacity, provided that they shall not be a member of the Board in the same capacity as that in which they were previously appointed or elected for a period of at least twofour consecutive years.

24.27. Secretary

The Board may appoint a Secretary for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

25.28. Honorary Appointments

The Board may in its absolute discretion at any time appoint any person to be an Honorary President or an Honorary Vice-President.

~~26.~~29. Casual Vacancies

A casual vacancy arising among the Directors shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person ~~he~~they replaced was due to retire but shall be eligible for re-appointment or re-election (as the case may be) in accordance with these Articles.

PART 3: MEMBERS

~~27.~~30. Members

~~27.1~~30.1 For the purpose of registration the number of ~~members~~Members of the Association is unlimited.

~~27.2~~30.2 The provisions of Section 110 of the 2006 Act shall be observed by the Association and every ~~member~~Member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member. Clubs that register to participate in one or more Competitions are deemed to have consented to membership of the Association and are therefore Members.

~~27.3 The subscribers to the Memorandum of Association and such other persons as the Executive Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association. The National Executive Committee of the British American Football Association at the date of registration of this Association shall be and continue to be the Executive Board of this Association for the purpose of admitting to membership and otherwise acting as such Executive Board until a new Executive Board is elected or appointed but if any member of the Executive Board does not sign a written consent or sign the register of Members in accordance with Article 27.2 within two weeks of the said registration, they shall be deemed to have resigned and shall thereupon cease to be a member of the Executive Board. Membership of The Association shall be as follows:~~

30.3 Membership of the Association shall be as follows:

~~27.3.1~~ the subscribers to the Memorandum of Association and each member of the ~~Executive~~ Board~~;~~

~~27.3.2 any future member of the Executive Board who within two weeks of their appointment complies with the provisions of Article 27.2;~~

~~27.3.3 each Affiliated Association, and for the purposes of these Articles the following shall be considered to be the Affiliated Associations:~~

~~(a)~~30.3.1 ~~the British American Football Coaches Association~~;

~~(b)~~30.3.2 the British American Football Referees Association;

~~27.3.4~~30.3.3 each registered or affiliated Club; and

~~27.3.5~~30.3.4 any other person, association or Club which the ~~Executive~~ Board shall admit to membership.

~~27.4 Subscriptions shall fall due on 1st October in any year and the membership of any Club or Affiliated Association shall automatically cease if its subscriptions for the relevant year are not paid by the 31st December of that year.~~

~~27.5~~30.4 ~~Each Affiliated Association or Club~~Each Club and the British American Football Referees Association shall nominate a representative to act on its behalf and to sign the registers or consent on its behalf, and the name of such respective representatives shall be sent to the Association in the month of June in each year or so soon thereafter as circumstances will permit. In the case of death, resignation or removal of a representative during any year, the ~~affiliated association or Club~~

~~concerned~~relevant Club or the British American Football Referees Association shall nominate a new representative to act in its place for the rest of the current year.

~~27.6~~30.5 No representative shall be entitled to vote at any General Meeting unless and until they shall have been registered as such representative with the Association, not less than 48 hours prior to the commencement of such General Meeting.

~~28.~~31. Applications for Membership

31.1 ~~The Voting Members, the Non-Voting Members and such other~~Such persons ~~and~~or organisations as are admitted to membership by:

31.1.1 the Board; or

31.1.2 any Committee, Commission or person to whom the Board has delegated this power,

~~28.1~~ in accordance with these Articles and any applicable Rules or Regulations shall be the ~~members~~Members of the Association.

~~28.2~~31.2 No person or organisation shall become a member of the Association unless:

~~28.2.1~~31.2.1 that person or organisation has completed an application for membership in such form as may be set out in the Rules, and

~~28.2.2~~31.2.2 the Board has approved the application.

~~28.3~~31.3 The Board may from time to time fix the level of registration fees to be paid by the different categories of ~~members~~Members.

31.4 Registration fees shall fall due on 1st October in any year and the membership of any Club or the British American Football Referees Association shall automatically cease if its registration fees for the relevant year are not paid by the 31st December of that year.

~~29.~~32. Conditions of Membership

~~29.1~~32.1 All ~~members~~Members shall be bound by and subject to the Rules and Regulations.

~~29.2~~32.2 The ~~members~~Members shall pay any registration fees set by the Board under Article 31.3. Any ~~member~~Member whose registration fee is more than ~~1~~23 months in arrears shall be deemed to have resigned ~~his~~their membership of the Association unless the Board decides otherwise.

~~30.~~33. Suspension of Membership

The Board (or any Committee or Commission to whom it delegates this power) shall have the power to suspend a ~~member~~Member in accordance with the Rules.

~~31.~~34. Termination of Membership

~~31.1~~34.1 It shall be the duty of the Board (or any Committee or Commission to whom the Board delegates this power), if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a ~~member's~~Member's address, to request that ~~member~~Member to withdraw from

membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors or Committee or Commission members present and voting, which majority shall include one half of the total number of the Board or the Committee or Commission for the time being.

~~31.2~~34.2 If, on the expiry of the time specified in such notice, the ~~member~~Member concerned has not withdrawn from membership by submitting notice in hard copy form of ~~his~~their resignation, or if at any time after receipt of the notice requesting ~~him~~them to withdraw from membership the ~~member~~Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such Committee or Commission to which it has delegated its powers. The Board, Committee or Commission and the ~~member~~Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The ~~member~~Member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in hard copy form, and they shall not be required to withdraw from membership unless a majority of the Board members or Committee or Commission members present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the ~~member~~Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the ~~member~~Member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a ~~member~~Member and their name shall be erased from the register of members.

~~31.3~~34.3 A ~~member~~Member may withdraw from membership of the Association by giving seven clear days' notice to the Association in writing.

~~31.4~~34.4 A membership terminates automatically when that person dies or that organisation ceases to exist or on the failure of the ~~member~~Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.

~~31.5~~34.5 Membership is not transferable.

~~31.6~~34.6 Any person or organisation ceasing to be a ~~member~~Member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of their registration fee.

ORGANISATION OF GENERAL MEETINGS

~~32.~~35. Notice of and Calling General Meetings

~~32.1~~35.1 General Meetings shall be called on at least 21 clear days' written notice.

~~32.2~~35.2 A General Meeting may be called at any time by the Board or by the Secretary (if any) acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.

~~32.3~~35.3 On receipt of a written request made pursuant to Article 35.2, the Secretary must call a General Meeting within 21 days and the General Meeting must be held not more than 28 days after the date of the notice calling the General Meeting.

~~32.4~~35.4 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 proceeding at any meeting.

~~33.~~36. Attendance, Voting and Speaking at General Meetings

~~33.1~~36.1 ~~Pursuant with Article 27 all members~~All Members are eligible to attend and speak at a General Meeting subject to the ~~Chairman's~~Chair's discretion.

~~33.2~~36.2 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

~~33.3~~36.3 A Member is able to exercise the right to vote at a General Meeting when:

~~33.3.1~~36.3.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

~~33.3.2~~36.3.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other ~~members~~Members attending the meeting.

~~33.4~~36.4 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

~~33.5~~36.5 No business other than the appointment of the ~~chairman~~chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

~~33.6~~36.6 ~~Subject to Article 36.1 and 36.6,~~ 15 of the Voting Members present in person or by proxy shall be a quorum.

~~34.~~37. Chairing General Meetings

~~34.1~~37.1 The ~~Chairman~~Chair shall chair General Meetings if present and willing to do so. If the ~~Chairman~~Chair shall be absent, or if at any meeting ~~he is~~they are not present within 15 minutes after the time appointed for holding the same, the directors present, or if no directors are present, the meeting, must appoint a director or Member to chair the meeting, and ~~.~~the appointment of the ~~chairman~~chair of the meeting must be the first business of the meeting.

~~34.2~~37.2 The person chairing a ~~meeting~~General Meeting in accordance with this Article is referred to as the ~~chairman~~**chair of the meeting**.

~~35.~~38. Attendance and Speaking by Non-Members

The ~~chairman~~chair of the meeting may permit other persons who are not ~~members~~Members of the Association to attend and speak at a General Meeting.

~~36.~~39. Adjournment

~~36.1~~39.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the ~~chairman~~chair of the meeting must adjourn it.

~~36.2~~39.2 The ~~chairman~~chair of the meeting may adjourn a General Meeting at which a quorum is present if:

~~36.2.1~~39.2.1 the meeting consents to an adjournment~~,~~; or

~~36.2.2~~39.2.2 it appears to the ~~chairman~~chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

~~36.3~~39.3 The ~~chairman~~chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.

~~36.4~~39.4 When adjourning a General Meeting, the ~~chairman~~chair of the meeting must:

~~36.4.1~~39.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors~~,~~; and

~~36.4.2~~39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

~~36.5~~39.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it:

~~36.5.1~~39.5.1 to the same persons to whom notice of the Association's General Meetings is required to be given~~,~~; and

~~36.5.2~~39.5.2 containing the same information which such notice is required to contain.

~~36.6~~39.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting.

VOTING AT GENERAL MEETINGS

~~37.~~40. Voting: General

~~37.1~~40.1 Every Voting Member shall be entitled to receive notice of, attend General Meetings and cast one vote.

40.2 Every Non-Voting Member shall be entitled to receive notice of and attend General Meetings, but not to vote.

~~37.2~~40.3 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the 2006 Act, every resolution is decided by a majority of votes cast.

~~37.3~~40.4 In the case of an equality of votes, whether on a show of hands or on a poll, the ~~Chairman~~Chair shall be entitled to a casting vote in addition to any other vote they may have.

~~37.4~~40.5 Every Voting Member which is an organisation is entitled to send ~~two representatives~~a representative to General Meetings ~~but only one of those representatives shall have a vote.~~in accordance with Articles 30.4 and 30.5.

~~38.~~41. Errors and Disputes

~~38.1~~41.1 No objection shall be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

~~38.2~~41.2 Any such objection must be referred to the ~~chairman~~chair of the meeting whose decision is final.

~~39.~~42. Poll Votes

~~39.1~~42.1 A poll on a resolution may be demanded:

~~39.1.1~~42.1.1 in advance of the General Meeting where it is to be put to the vote~~,~~; or

~~39.1.2~~42.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

~~39.2~~42.2 A poll may be demanded by:

~~39.2.1~~42.2.1 the ~~chairman~~chair of the meeting;

~~39.2.2~~42.2.2 the Board; or

~~39.2.3~~42.2.3 five or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than 10% of the total voting rights of all the Voting Members having the right to vote on the resolution.

~~39.3~~42.3 A demand for a poll may be withdrawn if:

~~39.3.1~~42.3.1 the poll has not yet been taken~~,~~; and

~~39.3.2~~42.3.2 the ~~chairman~~chair of the meeting consents to the withdrawal.

~~39.4~~42.4 Polls shall be taken as the ~~chairman~~chair of the meeting directs and ~~he~~they may appoint scrutineers (who need not be ~~members~~Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

~~39.5~~42.5 A poll demanded on the election of a ~~chairman~~chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the ~~chairman~~chair of the meeting directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

~~39.6~~42.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

~~40.~~43. Content of Proxy Notices

~~40.1~~43.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:

~~40.1.1~~43.1.1 states the name and address of the Voting Member appointing the proxy;

~~40.1.2~~43.1.2 identifies the person appointed to be that Voting Member's proxy and the General Meeting in relation to which that person is appointed;

~~40.1.3~~43.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

~~40.1.4~~43.1.4 is delivered to the Registered Office in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.

~~40.2~~43.2 A proxy appointment which is incorrectly completed or which is not deposited, delivered or received in a manner permitted by these Articles shall be invalid unless the ~~Chairman~~Chair, in ~~his~~their absolute discretion, decides to treat the same as valid.

~~40.3~~43.3 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

~~40.4~~43.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

~~40.5~~43.5 Unless a proxy notice indicates otherwise, it must be treated as:

~~40.5.1~~43.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting~~.~~; and

~~40.5.2~~43.5.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

~~41.~~44. Delivery of Proxy Notices

~~41.1~~44.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Registered Office by or on behalf of that person.

~~41.2~~44.2 An appointment under a proxy notice may be revoked by delivering to the Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

~~41.3~~44.3 A notice revoking a proxy appointment only takes effect if it is delivered at least 24 hours before the start of the meeting or adjourned meeting to which it relates.

~~41.4~~44.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

~~42.~~45. Amendments to Resolutions

~~42.1~~45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

~~42.1.1~~45.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the ~~chairman~~chair of the meeting may determine~~),~~); and

~~42.1.2~~45.1.2 the proposed amendment does not, in the reasonable opinion of the ~~chairman~~chair of the meeting, materially alter the scope of the resolution.

~~42.2~~45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

~~42.2.1~~45.2.1 the ~~chairman~~chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed~~,~~; and

~~42.2.2~~45.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

~~42.3~~45.3 With the consent of the ~~chairman~~chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

~~42.4~~45.4 If the ~~chairman~~chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the ~~chairman's~~chair's error does not invalidate the vote on that resolution.

~~43.~~46. Written Resolution

~~43.1~~46.1 Subject to Article 46.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the Registered Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement. In the case of a Voting Member that is an organisation, its authorised representative may signify agreement.

~~43.2~~46.2 In Article 46.1, the **Appropriate Majority** is:

~~43.2.1~~46.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members; or

~~43.2.2~~46.2.2 in the case of a special resolution, 75% or more of the Voting Members.

~~43.3~~46.3 The following may not be passed as a written resolution:

~~43.3.1~~46.3.1 a resolution to remove a director before ~~his~~their period of office expires; and

~~43.3.2~~46.3.2 a resolution to remove an Auditor before ~~his~~their period of office expires.

PART 4: ADMINISTRATIVE ARRANGEMENTS

~~44.~~47. Means of Communication to be Used

~~44.1~~47.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.

~~44.2~~47.2 The applicable address shall be the ~~member's~~Member's registered address as it appears in the Association's register of members or such address as may be provided to the Association by the ~~member~~Member using electronic communications.

~~44.3~~47.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

~~44.4~~47.4 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

~~44.5~~47.5 Any ~~member~~Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within England at which notices may be served upon ~~him~~them, shall be entitled to have notices served upon ~~him~~them at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those ~~members~~Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

~~44.6~~47.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

~~45.~~48. Audit

At least once in every financial year the accounts of the Association shall be examined and the accuracy of the profit and loss account and balance sheet reviewed by the Auditors.

~~46.~~49. No right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Board or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a ~~member~~Member.

DIRECTORS' INDEMNITY AND INSURANCE, DISSOLUTION AND DEFINITIONS

~~47.~~50. Indemnity

~~47.1~~50.1 Subject to Article 50.2 but without prejudice to any indemnity to which a relevant director may otherwise be entitled every relevant director of the Association may be indemnified out of the assets of the Association against any liability incurred by ~~him~~them in defending proceedings, whether civil or criminal, in which judgment is given in ~~his~~their favour or in which ~~he is~~they are acquitted or in connection with any application in which relief is granted to ~~him~~them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

~~47.2~~50.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

~~47.3~~50.3 In this Article 50 a **relevant director** means any director or former director of the Association.

~~48.~~51. Insurance

The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any person referred to in Article 50 against any loss or liability which by virtue of any rule of law would otherwise attach to ~~him~~them in respect of any negligence, default, breach of duty or breach of trust of which ~~he~~they may be guilty in relation to the Association.

~~49.~~52. Dissolution

If, upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the ~~members of the Association~~Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under Article 3, such institution or institutions to be determined by the Voting Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

~~50.~~53. Definitions

~~50.1~~53.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

~~50.2~~53.2 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations, unincorporated associations and partnerships.

~~50.3~~53.3 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

~~50.4~~53.4 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

~~**Affiliated Association** means an organisation affiliated to the Association as identified in Article 27.3.3.~~

Annual General Meeting means a General Meeting of the Association, held annually.

American Football means the sport of American football.

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

Association means the British American Football Association.

Audit Committee means the audit committee established by the Board from time to time in accordance with Article 7.

Auditors means the auditors for the time being of the Association.

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of directors of the Association from time to time, the members of which are the directors of the Association for the purposes of the 2006 Act.

~~**Board Appointed Non-Executive Directors**~~**BAFCC** means the ~~non-executive directors appointed by the Board from time to time in accordance with Article 22.~~

British American Football Coaches ~~**Association** means the national organisation for coaching American Football.~~Committee as established by the Board pursuant to Articles 7 and 8.

British American Football Referees Association means the national organisation for referees of American Football.

~~**Chairman**~~**Chair** means the ~~chairman~~chair of the Board as appointed by the Board in accordance with Article 25.1.

~~**chairman**~~**chair of the meeting** has the meaning given in Article 14.2 (in respect of a Board meeting) or Article 37.2 (in respect of a General Meeting).

Chief Executive Officer means the chief executive officer as appointed by the Board in accordance with Article 23.1.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Club means an organisation with the purpose of participating in American Football within the United Kingdom.

Commission means ~~an individual or group entrusted~~any commission established by the ~~Executive~~ Board from time to time in accordance with ~~delegated powers to act on their behalf.~~Article 7.

Committee means any committee established by the Board from time to time in accordance with Article 7.

Competition means any organised activity of the Association for which clubs are required to register.

director means a director of the Association, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

electronic form has the meaning given in Section 1168 of the 2006 Act.

eligible director means a director who would be entitled to vote on the matter at a meeting of the Board (but excluding any director whose vote is not to be counted in respect of the particular matter).

~~**Executive Board** means the board of elected and appointed directors of the Association.~~

General Meeting means a general meeting of the Association.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Honorary President means an honorary president of the Association appointed by the Board in accordance with Article 28 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

Honorary Vice-President means an honorary vice-president of the Association appointed by the Board in accordance with Article 28 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

~~**Members**~~**Independent Director** means the independent directors appointed by the Voting Members ~~only~~ in accordance with Article 25.1.

Members means all of the members of the Association from time to time, being the Voting Members and the Non-Voting Members.

Nominations Committee means the nominations committee established by the Board from time to time in accordance with Article 7.

Non-Voting Members means all members of the Association other than the Voting Members.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate in relation to a directors' meeting, has the meaning given in Article 12.

proxy notice has the meaning given in Article 43.1.

Registered Office means the registered office of the Association.

Regulations means the regulations of the Association made by the Board in accordance with Article 18.2, as amended from time to time.

Rules means the rules of the Association made by the Board in accordance with Article 18.1, as amended from time to time.

Secretary means such person as the Board appoints as the secretary of the Association from time to time in accordance with Article 27.

Senior Independent Director means the Independent Director appointed by the Board from time to time as the senior independent director in accordance with Article 25.3.

special resolution has the meaning given in Section 283 of the 2006 Act.

Territories has the meaning given in Article 2.1.

United Kingdom means Great Britain and Northern Ireland.

Voting Members means each Club, each member of the ~~Executive~~ Board, ~~each Affiliated~~the British American Football Referees Association, and such other members admitted from time to time to membership of the Association as Voting Members in accordance with Article 31 and any applicable Rules who, under these Articles are entitled to receive notice of, attend and vote at General Meetings and who are together the members of the Association for the purposes of the 2006 Act.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Company No. 02175911

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

BRITISH AMERICAN FOOTBALL ASSOCIATION

Adopted by a written resolution passed on 2019

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PART 1: NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY

1. Name and Registered Office

1.1 The name of the Association is "British American Football Association".

1.2 The registered office of the Association is to be in England.

2. Objects

The objects for which the Association is established (**Objects**) are:

2.1 to act as the governing body for American Football in England, Scotland, Wales, the Channel Islands, the Isle of Man and such other territories (which shall specifically exclude Northern Ireland) (**Territories**) as the Board may approve from time to time;

2.2 to act as the representative member for the Territories in international affairs and to affiliate to and carry out functions delegated to it from time to time by the International Federation of American Football and other relevant bodies;

2.3 to promote, administer and encourage the development of, and participation in American Football within the Territories;

2.4 to develop and implement a strategy for the development of American Football in the Territories including strategies for each of: performance at international and national level; national competition; and increasing participation;

2.5 to make and vary all such rules for persons participating in American Football in the Territories (including rules against doping in American Football) from time to time;

2.6 to develop a commercial, marketing and public relations programme for American Football in the Territories;

2.7 to develop a competition programme and co-ordinate competition fixtures across the Territories;

2.8 to select the representative teams to represent the Territories in international events;

2.9 to consult and co-operate with other organisations operating in American Football within the Territories in all matters relating to the administration and promotion of and participation in American Football;

2.10 to develop and nurture relationships between the Association and the British Olympic Association, the relevant Commonwealth Games Councils, relevant government departments and such other organisations as the Board may approve from time to time;

2.11 to take such action from time to time as the Board may consider desirable for the benefit of American Football and the Members;

2.12 to support, set up and administer charities for the benefit of American Football; and

2.13 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3. Powers

3.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).

3.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the Members.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Association:

3.3.1 to any director, Committee or Commission member of reasonable and proper remuneration in accordance with Article 20 and out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Association;

3.3.2 of interest on money lent by any Member or director of the Association at a commercial rate of interest;

3.3.3 of reasonable and proper rent for premises demised or let by any Member or director of the Association; or

3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of any liability for any act or default of the persons (or any of them) referred to in Article 51, in relation to the Association.

4. Liability of Voting Members

4.1 The liability of each Voting Member is limited to £1, 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 a Voting Member or within one year after they cease to be a Voting Member, for any of the items set out in Article 4.2.

4.2 The items for which the Voting Members undertake to contribute are:

4.2.1 payment of the debts and liabilities of the Association contracted before the member ceases to be a Voting Member;

4.2.2 payment of the cost, charges and expenses of winding up; and

4.2.3 the adjustment of the rights of the contributories among themselves.

PART 2: DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. Directors' General Authority

5.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the 2006 Act, the Board is responsible for the management of the Association's business, including setting the strategy for the Association, for which purpose it may exercise all the Powers of the Association.

5.2 No resolution passed by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

6. Directors May Delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person, committee or commission;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions,

as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7. Committees and Commissions

7.1 The Association shall have an Audit Committee, a Nominations Committee, a British American Football Coaches Committee and such other committees as the Board thinks fit.

7.2 The board of the British American Football Referees Association will nominate a Commission for officiating and officials.

7.3 Committees and Commissions to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.4 The Board may make rules of procedure for all or any Committees and Commissions, which prevail over rules derived from these Articles if they are not consistent with them.

7.5 The Board may invite any member of any Committee or Commission, not being a director, to attend and speak at any of its meetings, but not to vote.

8. British American Football Coaches Committee

8.1 The purposes for which the Board shall delegate powers to the British American Football Coaches Committee (the **BAFCC**) are:

8.1.1 to build and maintain the highest possible standards in football and the profession of coaching American football;

8.1.2 to provide a forum for the discussion and study of all matters pertaining to football and coaching;

8.1.3 to make the game as safe and entertaining as possible through the rules of play;

8.1.4 to have a strong voice in the domestic legislation affecting football programs;

8.1.5 to exchange freely information on coaching methods and techniques; and

8.1.6 to promote good fellowship and social contacts within the Association.

8.2 The Board shall from time to time set terms of reference as to the function, role and operation of BAFCC.

8.3 The BAFCC shall have the right to appoint and remove its own members, subject in each case to the approval of the Board, and such persons need not be members of the Board.

DECISION-MAKING BY DIRECTORS

9. Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 10.

10. Unanimous Decisions

10.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

11. Calling a Meeting of the Board

11.1 Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

11.2 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

11.3 Notice of any meeting of the Board must indicate:

11.3.1 its proposed date and time;

11.3.2 where it is to take place; and

11.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.4 Notice of a meeting of the Board must be given to each director, but need not be in writing.

12. Participation in Meetings of the Board

12.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles; and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12.4 The Board may invite one or more observers to attend and speak at Board meetings. Observers shall not vote or count towards the quorum at any Board meeting.

13. Composition of the Board and Quorum

13.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, and unless otherwise fixed is one half of the members of the Board (any fraction being rounded down to the nearest whole number), subject at all times to a minimum quorum of three members of the Board.

13.3 The Board may act notwithstanding any vacancy in its body, provided that if the number of directors shall at any time be less than two or insufficient to satisfy the quorum required, it shall be lawful for them to act as the Board for the purpose of filling a casual vacancy arising among the directors in accordance with Article 29, but not for any other purpose.

14. Chairing of Meetings of the Board

14.1 The Chair shall chair meetings of the Board. The Chair shall preside at all meetings of the Board at which they shall be present.

14.2 If at any meeting the Chair is not present within 15 minutes after the time appointed for holding the meeting or is not willing or able to preside, the directors present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as the **chair of the meeting**.

15. Casting Vote

If the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote. This does not apply if, in accordance with these Articles, the chair of the meeting or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of Interest

16.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching their duty under section 175 of the 2006 Act to avoid conflicts of interest (**Conflict**).

16.2 Any authorisation under this Article will be effective only if:

16.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

16.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and

16.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested directors vote had not been counted.

16.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

16.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

16.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

16.3.3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

16.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

16.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Association) information that is confidential to a third party, they will not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

16.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

16.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms imposed by the directors in relation to the Conflict.

16.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.

16.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

16.7 Subject to Article 16.8, if a question arises at a meeting of the Board or of a Committee or Commission as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any director other than themselves is to be final and conclusive.

16.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. Records of Decisions to be Kept

17.1 The Board must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all Committees and Commissions) and by the Association at General Meeting.

17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

18. Directors' Discretion to Make Further Rules and Regulations

18.1 The Board (or any Committee or Commission to whom it delegates its powers) shall have the power to make, vary and revoke Rules relating to membership of the Association including (without limitation) Rules setting out:

18.1.1 the different categories of membership of the Association;

18.1.2 the rights, privileges and obligations of the different categories of member;

18.1.3 the registration fee to be paid by the different categories of member;

18.1.4 procedures for the registration of members;

18.1.5 disciplinary procedures for members; and

18.1.6 such other rules as the Board thinks fit.

18.2 The Board (or any Committee or Commission to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):

18.2.1 regulations for the appointment of all members of the Board other than the Independent Directors, which shall be prepared and approved by the Board in advance of the formal appointment of new Board members in accordance with these Articles;

18.2.2 regulations for the election by the Annual General Meeting of the Independent Directors in accordance with Article 24, which shall be prepared and approved by the Board in advance of the Annual General Meeting being established;

18.2.3 terms of reference as to the function, role and operation of any other Committees or Commissions established in accordance with Article 7 to assist the Board in the better administration of the Association;

18.2.4 regulations to ensure compliance with national and international rules relating to doping control;

18.2.5 regulations for the operations of the promotion and organisation of

(a) competitions;

(b) national teams;

(c) schools development; and

(d) club development;

18.2.6 safeguarding policies;

18.2.7 equality policies;

18.2.8 discipline and appeals policies; and

18.2.9 other regulations or policies as the Board thinks fit.

18.3 Rules and Regulations made under Articles 18.1 and 18.2 must be compliant with the 2006 Act and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS

19. Methods of Appointing Directors

19.1 The number of directors of the Board shall be not less than five and no more than nine.

19.2 The members of the Board shall be:

19.2.1 the Chair;

19.2.2 the Chief Executive Officer;

19.2.3 up to four Board Appointed Directors; and

19.2.4 up to three Independent Directors.

19.3 The Chair shall be appointed in accordance with Article 22.

19.4 The Chief Executive Officer shall be appointed in accordance with Article 23.

19.5 The Board Appointed Directors shall be appointed in accordance with Article 24.

19.6 The Independent Directors shall be elected by the Voting Members in accordance with Article 24.1.

19.7 Notwithstanding any other provisions of these Articles:

19.7.1 at least 25% in number of the Board shall be Independent Directors;

19.7.2 the recruitment of members of the Board shall be made by open advertisement and competency based selection;

19.7.3 the Association shall recruit members of the Board with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that will further the Association's Objects and in carrying out such recruitment the Association shall, for the avoidance of doubt, target a minimum of 30% of each gender on the Board; and

19.7.4 at least one member of the Board shall come from a financial background and have appropriate financial experience and knowledge.

19.8 Subject to the provisions of this Article 19, the Board may in exceptional circumstances and in its sole discretion co-opt to the Board anyone it reasonably and in good faith considers has skills and / or experience necessary for the Board to fulfil its role. Any person so appointed shall serve on the Board until the next annual general meeting of the Association but shall then be eligible for re-election or re-appointment in accordance with these Articles.

19.9 All acts carried out in good faith at any meeting of the Board or of any Committee or Commission, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance

in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

19.10 Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

20. Termination of Director's Appointment

20.1 Without prejudice to any other provision of these Articles, a person shall cease to be a director of the Association as soon as:

20.1.1 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or

20.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

20.1.3 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or

20.1.4 that person ceases to be a member of the Board by virtue of any provisions of the 2006 Act or is prohibited by law from being a director; or

20.1.5 that person is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act; or

20.1.6 that person shall have been absent for more than three consecutive Board meetings without permission of the Board and at least 75% of the other members of the Board acting together resolve that their office be vacated; or

20.1.7 that person is requested to resign by at least 75% of the other members of the Board acting together; or

20.1.8 the period for which they were appointed or elected has ended and they have not been re-appointed or re-elected.

20.2 A person serving as Chief Executive Officer who is removed from office as a director for whatever reason shall be deemed to have resigned from their position as Chief Executive Officer and the vacancy shall be filled in accordance with these Articles.

21. Directors' Remuneration

21.1 Subject to the provisions of the Act, and to Article 21.2 below, the Board may enter into an agreement or arrangement with any director:

21.1.1 for their services to the Association as a director; and

21.1.2 his or her employment by the Association or for the provision by such director of benefits or any services outside the scope of the ordinary duties of a director.

21.2 Subject to these Articles, a director's remuneration for their services to the Association as a director may take any form and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director provided that such remuneration:

21.2.1 is fixed having regard to the current remuneration of directors in comparable posts;

21.2.2 does not exceed the general market rate for directors providing comparable services; and

21.2.3 is not to any extent determined by or conditional upon the profits or losses derived from some or all of the activities of the Association or by reference to the level of the Association's gross income from some or all of its activities.

21.3 Unless the Board decides otherwise, directors' remuneration accrues from day to day.

21.4 Unless the Board decides otherwise, directors are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries (if any) or of any other body corporate in which the Association is interested (if any).

21.5 No director shall take any loan from the Association.

22. Chair

22.1 Subject to Article 19 and the provisions of the Act, the Board shall on the recommendation of the Nominations Committee appoint, and may remove, any person to be Chair and may delegate to them such of its powers as it thinks desirable to be executed by them.

22.2 A Chair appointed in accordance with Article 22.1 shall hold office as a member of the Board until the fourth anniversary of the date of their appointment or until (if earlier) they cease to be a director pursuant to Article 20. A Chair who ceases to hold office at the end of their period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

23. Chief Executive Officer

23.1 Subject to Article 19 and the provisions of the Act, the Board shall from time to time on the recommendation of the Nominations Committee appoint, and may remove, an Chief Executive Officer for such term and upon such conditions as it may think fit.

23.2 The Chief Executive Officer shall be a director by virtue of their office until such time as they cease to be Chief Executive Officer or until (if earlier) they cease to be a director pursuant to Article 20, but subject at all times to Article 26.

24. Board Appointed Directors

24.1 Subject to Article 19 and the provisions of the Act, the Board shall on the recommendation of the Nominations Committee appoint, and may remove, any

person to be a Board Appointed Director and may delegate to them such of its powers as it thinks desirable to be executed by them.

24.2 A director appointed in accordance with Article 24.1 shall hold office as a member of the Board until the fourth anniversary of the date of their appointment or until (if earlier) they cease to be a director pursuant to Article 20. A Chair who ceases to hold office at the end of their period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

25. Independent Directors

25.1 Subject to Article 19 and the provisions of the Act, the Voting Members at an Annual General Meeting shall from time to time appoint, and may remove, any person to fill the role of Independent Director provided such person complies with the definition of 'independent' set out in the document 'A Code for Sports Governance', as published by UK Sport and Sport England from time to time.

25.2 Each Independent Director appointed in accordance with Article 25.1 shall hold office as a member of the Board until the fourth anniversary of the date of their appointment or until (if earlier) they cease to be a director pursuant to Article 20. An Independent Director who ceases to hold office at the end of their period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

25.3 The Board shall from time to time appoint any one of the Independent Directors to be the Senior Independent Director.

26. Directors' Terms of Office

26.1 Notwithstanding any other provision of these Articles a director shall not serve more than eight consecutive years on the Board.

26.2 A director who ceases to be a member of the Board having completed their maximum term of office shall retire and shall not be eligible for re-appointment or re-election to the Board in any capacity for a period of at least four consecutive years.

27. Secretary

The Board may appoint a Secretary for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

28. Honorary Appointments

The Board may in its absolute discretion at any time appoint any person to be an Honorary President or an Honorary Vice-President.

29. Casual Vacancies

A casual vacancy arising among the Directors shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person they replaced was due to retire but shall be eligible for re-appointment or re-election (as the case may be) in accordance with these Articles.

PART 3: MEMBERS

30. Members

30.1 For the purpose of registration the number of Members of the Association is unlimited.

30.2 The provisions of Section 110 of the 2006 Act shall be observed by the Association and every Member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member. Clubs that register to participate in one or more Competitions are deemed to have consented to membership of the Association and are therefore Members.

30.3 Membership of the Association shall be as follows:

30.3.1 the subscribers to the Memorandum of Association and each member of the Board;

30.3.2 the British American Football Referees Association;

30.3.3 each registered or affiliated Club; and

30.3.4 any other person, association or Club which the Board shall admit to membership.

30.4 Each Club and the British American Football Referees Association shall nominate a representative to act on its behalf and to sign the registers or consent on its behalf, and the name of such respective representatives shall be sent to the Association in the month of June in each year or so soon thereafter as circumstances will permit. In the case of death, resignation or removal of a representative during any year, the relevant Club or the British American Football Referees Association shall nominate a new representative to act in its place for the rest of the current year.

30.5 No representative shall be entitled to vote at any General Meeting unless and until they shall have been registered as such representative with the Association, not less than 48 hours prior to the commencement of such General Meeting.

31. Applications for Membership

31.1 Such persons or organisations as are admitted to membership by:

31.1.1 the Board; or

31.1.2 any Committee, Commission or person to whom the Board has delegated this power,

in accordance with these Articles and any applicable Rules or Regulations shall be the Members of the Association.

31.2 No person or organisation shall become a member of the Association unless:

31.2.1 that person or organisation has completed an application for membership in such form as may be set out in the Rules, and

31.2.2 the Board has approved the application.

31.3 The Board may from time to time fix the level of registration fees to be paid by the different categories of Members.

31.4 Registration fees shall fall due on 1st October in any year and the membership of any Club or the British American Football Referees Association shall automatically cease if its registration fees for the relevant year are not paid by the 31st December of that year.

32. Conditions of Membership

32.1 All Members shall be bound by and subject to the Rules and Regulations.

32.2 The Members shall pay any registration fees set by the Board under Article 31.3. Any Member whose registration fee is more than 3 months in arrears shall be deemed to have resigned their membership of the Association unless the Board decides otherwise.

33. Suspension of Membership

The Board (or any Committee or Commission to whom it delegates this power) shall have the power to suspend a Member in accordance with the Rules.

34. Termination of Membership

34.1 It shall be the duty of the Board (or any Committee or Commission to whom the Board delegates this power), if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a Member's address, to request that Member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors or Committee or Commission members present and voting, which majority shall include one half of the total number of the Board or the Committee or Commission for the time being.

34.2 If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting notice in hard copy form of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such Committee or Commission to which it has delegated its powers. The Board, Committee or Commission and the Member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in hard copy form, and they shall not be required to withdraw from membership unless a majority of the Board members or Committee or Commission members present and voting shall, after receiving the statement in their defence, vote for their expulsion, or unless the Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a Member and their name shall be erased from the register of members.

34.3 A Member may withdraw from membership of the Association by giving seven clear days' notice to the Association in writing.

34.4 A membership terminates automatically when that person dies or that organisation ceases to exist or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.

34.5 Membership is not transferable.

34.6 Any person or organisation ceasing to be a Member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of their registration fee.

ORGANISATION OF GENERAL MEETINGS

35. Notice of and Calling General Meetings

35.1 General Meetings shall be called on at least 21 clear days' written notice.

35.2 A General Meeting may be called at any time by the Board or by the Secretary (if any) acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.

35.3 On receipt of a written request made pursuant to Article 35.2, the Secretary must call a General Meeting within 21 days and the General Meeting must be held not more than 28 days after the date of the notice calling the General Meeting.

35.4 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 proceeding at any meeting.

36. Attendance, Voting and Speaking at General Meetings

36.1 All Members are eligible to attend and speak at a General Meeting subject to the Chair's discretion.

36.2 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

36.3 A Member is able to exercise the right to vote at a General Meeting when:

36.3.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

36.3.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

36.4 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

36.5 No business other than the appointment of the chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

36.6 15 of the Voting Members present in person or by proxy shall be a quorum.

37. Chairing General Meetings

37.1 The Chair shall chair General Meetings if present and willing to do so. If the Chair shall be absent, or if at any meeting they are not present within 15 minutes after the time appointed for holding the same, the directors present, or if no directors are present, the meeting, must appoint a director or Member to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

37.2 The person chairing a General Meeting in accordance with this Article is referred to as the **chair of the meeting**.

38. Attendance and Speaking by Non-Members

The chair of the meeting may permit other persons who are not Members of the Association to attend and speak at a General Meeting.

39. Adjournment

39.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

39.2 The chair of the meeting may adjourn a General Meeting at which a quorum is present if:

39.2.1 the meeting consents to an adjournment; or

39.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

39.3 The chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.

39.4 When adjourning a General Meeting, the chair of the meeting must:

39.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and

39.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

39.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it:

39.5.1 to the same persons to whom notice of the Association's General Meetings is required to be given; and

39.5.2 containing the same information which such notice is required to contain.

39.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting.

VOTING AT GENERAL MEETINGS

40. Voting: General

40.1 Every Voting Member shall be entitled to receive notice of, attend General Meetings and cast one vote.

40.2 Every Non-Voting Member shall be entitled to receive notice of and attend General Meetings, but not to vote.

40.3 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the 2006 Act, every resolution is decided by a majority of votes cast.

40.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote they may have.

40.5 Every Voting Member which is an organisation is entitled to send a representative to General Meetings in accordance with Articles 30.4 and 30.5.

41. Errors and Disputes

41.1 No objection shall be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

41.2 Any such objection must be referred to the chair of the meeting whose decision is final.

42. Poll Votes

42.1 A poll on a resolution may be demanded:

42.1.1 in advance of the General Meeting where it is to be put to the vote; or

42.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

42.2 A poll may be demanded by:

42.2.1 the chair of the meeting;

42.2.2 the Board; or

42.2.3 five or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than 10% of the total voting rights of all the Voting Members having the right to vote on the resolution.

42.3 A demand for a poll may be withdrawn if:

42.3.1 the poll has not yet been taken; and

42.3.2 the chair of the meeting consents to the withdrawal.

42.4 Polls shall be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

42.5 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

42.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

43. Content of Proxy Notices

43.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:

43.1.1 states the name and address of the Voting Member appointing the proxy;

43.1.2 identifies the person appointed to be that Voting Member's proxy and the General Meeting in relation to which that person is appointed;

43.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

43.1.4 is delivered to the Registered Office in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.

43.2 A proxy appointment which is incorrectly completed or which is not deposited, delivered or received in a manner permitted by these Articles shall be invalid unless the Chair, in their absolute discretion, decides to treat the same as valid.

43.3 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

43.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

43.5 Unless a proxy notice indicates otherwise, it must be treated as:

43.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

43.5.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

44. Delivery of Proxy Notices

44.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Registered Office by or on behalf of that person.

44.2 An appointment under a proxy notice may be revoked by delivering to the Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

44.3 A notice revoking a proxy appointment only takes effect if it is delivered at least 24 hours before the start of the meeting or adjourned meeting to which it relates.

44.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

45. Amendments to Resolutions

45.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

45.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

45.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

45.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

45.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

45.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

45.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

45.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

46. Written Resolution

46.1 Subject to Article 46.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the Registered Office within the period of 28 days

beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement. In the case of a Voting Member that is an organisation, its authorised representative may signify agreement.

46.2 In Article 46.1, the **Appropriate Majority** is:

46.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members; or

46.2.2 in the case of a special resolution, 75% or more of the Voting Members.

46.3 The following may not be passed as a written resolution:

46.3.1 a resolution to remove a director before their period of office expires; and

46.3.2 a resolution to remove an Auditor before their period of office expires.

PART 4: ADMINISTRATIVE ARRANGEMENTS

47. Means of Communication to be Used

47.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.

47.2 The applicable address shall be the Member's registered address as it appears in the Association's register of members or such address as may be provided to the Association by the Member using electronic communications.

47.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

47.4 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

47.5 Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within England at which notices may be served upon them, shall be entitled to have notices served upon them at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

47.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

48. Audit

At least once in every financial year the accounts of the Association shall be examined and the accuracy of the profit and loss account and balance sheet reviewed by the Auditors.

49. No right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Board or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

DIRECTORS' INDEMNITY AND INSURANCE, DISSOLUTION AND DEFINITIONS

50. Indemnity

50.1 Subject to Article 50.2 but without prejudice to any indemnity to which a relevant director may otherwise be entitled every relevant director of the Association may be

indemnified out of the assets of the Association against any liability incurred by them in defending proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

50.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

50.3 In this Article 50 a **relevant director** means any director or former director of the Association.

51. Insurance

The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any person referred to in Article 50 against any loss or liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association.

52. Dissolution

If, upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under Article 3, such institution or institutions to be determined by the Voting Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

53. Definitions

53.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

53.2 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations, unincorporated associations and partnerships.

53.3 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

53.4 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Annual General Meeting means a General Meeting of the Association, held annually.

American Football means the sport of American football.

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

Association means the British American Football Association.

Audit Committee means the audit committee established by the Board from time to time in accordance with Article 7.

Auditors means the auditors for the time being of the Association.

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of directors of the Association from time to time, the members of which are the directors of the Association for the purposes of the 2006 Act.

BAFCC means the British American Football Coaches Committee as established by the Board pursuant to Articles 7 and 8.

British American Football Referees Association means the national organisation for referees of American Football.

Chair means the chair of the Board as appointed by the Board in accordance with Article 25.1.

chair of the meeting has the meaning given in Article 14.2 (in respect of a Board meeting) or Article 37.2 (in respect of a General Meeting).

Chief Executive Officer means the chief executive officer as appointed by the Board in accordance with Article 23.1.

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Club means an organisation with the purpose of participating in American Football within the United Kingdom.

Commission means any commission established by the Board from time to time in accordance with Article 7.

Committee means any committee established by the Board from time to time in accordance with Article 7.

Competition means any organised activity of the Association for which clubs are required to register.

director means a director of the Association, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

electronic form has the meaning given in Section 1168 of the 2006 Act.

eligible director means a director who would be entitled to vote on the matter at a meeting of the Board (but excluding any director whose vote is not to be counted in respect of the particular matter).

General Meeting means a general meeting of the Association.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Honorary President means an honorary president of the Association appointed by the Board in accordance with Article 28 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

Honorary Vice-President means an honorary vice-president of the Association appointed by the Board in accordance with Article 28 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

Independent Director means the independent directors appointed by the Voting Members in accordance with Article 25.1.

Members means all of the members of the Association from time to time, being the Voting Members and the Non-Voting Members.

Nominations Committee means the nominations committee established by the Board from time to time in accordance with Article 7.

Non-Voting Members means all members of the Association other than the Voting Members.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate in relation to a directors' meeting, has the meaning given in Article 12.

proxy notice has the meaning given in Article 43.1.

Registered Office means the registered office of the Association.

Regulations means the regulations of the Association made by the Board in accordance with Article 18.2, as amended from time to time.

Rules means the rules of the Association made by the Board in accordance with Article 18.1, as amended from time to time.

Secretary means such person as the Board appoints as the secretary of the Association from time to time in accordance with Article 27.

Senior Independent Director means the Independent Director appointed by the Board from time to time as the senior independent director in accordance with Article 25.3.

special resolution has the meaning given in Section 283 of the 2006 Act.

Territories has the meaning given in Article 2.1.

United Kingdom means Great Britain and Northern Ireland.

Voting Members means each Club, each member of the Board, the British American Football Referees Association, and such other members admitted from time to time to membership of the Association as Voting Members in accordance with Article 31 and any applicable Rules who, under these Articles are entitled to receive notice of, attend and vote at General Meetings and who are together the members of the Association for the purposes of the 2006 Act.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Company No. 02175911

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

BRITISH AMERICAN FOOTBALL ASSOCIATION

Adopted by a written resolution passed on 31st August 2018.

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PART 1: NAME, OBJECTS, POWERS AND LIMITATION OF LIABILITY

1 Name and Registered Office

1.1 The name of the Association is "British American Football Association".

1.2 The registered office of the Association is to be in England.

2 Objects

The objects for which the Association is established (**Objects**) are:

2.1 to act as the governing body for American Football in England, Scotland, Wales, the Channel Islands, the Isle of Man and such other territories (which shall specifically exclude Northern Ireland) (**Territories**) as the Board may approve from time to time;

2.2 to act as the representative member for the Territories in international affairs and to affiliate to and carry out functions delegated to it from time to time by the International Federation of American Football and other relevant bodies;

2.3 to promote, administer and encourage the development of, and participation in American Football within the Territories;

2.4 to develop and implement a strategy for the development of American Football in the Territories including strategies for each of: performance at international and national level; national competition; and increasing participation;

2.5 to make and vary all such rules for persons participating in American Football in the Territories (including rules against doping in American Football) from time to time;

2.6 to develop a commercial, marketing and public relations programme for American Football in the Territories;

2.7 to develop a competition programme and co-ordinate competition fixtures across the Territories;

2.8 to select the representative teams to represent the Territories in international events;

2.9 to consult and co-operate with other organisations operating in American Football within the Territories in all matters relating to the administration and promotion of and participation in American Football;

2.10 to develop and nurture relationships between the Association and the British Olympic Association, the relevant Commonwealth Games Councils, relevant government departments and such other organisations as the Board may approve from time to time;

2.11 to take such action from time to time as the Board may consider desirable for the benefit of American Football and the members of the Association;

2.12 to support, set up and administer charities for the benefit of American Football; and

2.13 to do all such other things as shall be thought fit to further the interests of the Association or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 2.

3 Powers

3.1 The Association shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects (**Powers**).

3.2 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of distribution, bonus or otherwise by way of profit to the members of the Association.

3.3 Nothing in Article 3.2 shall prevent the payment in good faith by the Association:-

3.3.1 to any director or Commission member of reasonable and proper out-of-pocket expenses incurred in the exercise of their powers and the discharge of their responsibilities in relation to the Association;

3.3.2 of interest on money lent by any member or director of the Association at a commercial rate of interest;

3.3.3 of reasonable and proper rent for premises demised or let by any member or director of the Association; or

3.3.4 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of any liability for any act or default of the persons (or any of them) referred to in Article 48, in relation to the Association.

4 Liability of Voting Members

4.1 The liability of each Voting Member is limited to £1, 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 a Voting Member or within one year after he ceases to be a Voting Member, for any of the items set out in Article 4.2.

4.2 The items for which the Voting Members undertake to contribute are:

4.2.1 payment of the debts and liabilities of the Association contracted before the member ceases to be a Voting Member;

4.2.2 payment of the cost, charges and expenses of winding up; and

4.2.3 the adjustment of the rights of the contributories among themselves.

PART 2: DIRECTORS AND OTHER OFFICE HOLDERS

DIRECTORS' POWERS AND RESPONSIBILITIES

5 Directors' General Authority

5.1 Subject to these Articles, any Rules and Regulations made pursuant to them and the 2006 Act, the Board is responsible for the management of the Association's business, for which purpose it may exercise all the Powers of the Association.

5.2 No resolution passed by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.

6 Directors May Delegate

6.1 Subject to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:

6.1.1 to such person or commission;

6.1.2 by such means (including by power of attorney);

6.1.3 to such an extent;

6.1.4 in relation to such matters or territories; and

6.1.5 on such terms and conditions,

as it thinks fit.

6.2 All acts and proceedings delegated under Article 6.1 shall be reported to the Board in due course.

6.3 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

6.4 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

7 Commissions

7.1 The board of the British American Football Coaches Association will nominate the Commission for coaching and coaches.

7.2 The board of the British American Football Referees Association will nominate the Commission for officiating and officials.

7.3 The Association shall have further Commissions as the Board thinks fit.

7.4 Commissions to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

7.5 The Board may make rules of procedure for all or any Commissions, which prevail over rules derived from these Articles if they are not consistent with them.

7.6 The Board may invite any member of any Commission, not being a director, to attend and speak at any of its meetings, but not to vote.

7.7 A Board director may not act as, or as part of, a Commission.

DECISION-MAKING BY DIRECTORS

8 Directors to Take Decisions Collectively

Any decision of the Board must be either a majority decision or a decision taken in accordance with Article 9.

9 Unanimous Decisions

9.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

9.3 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

10 Calling a Meeting of the Board

10.1 Subject to these Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

10.2 Any director may call a meeting of the Board by giving notice of the meeting to the directors or by directing the Secretary to give such notice.

10.3 Notice of any meeting of the Board must indicate:

10.3.1 its proposed date and time;

10.3.2 where it is to take place; and

10.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.4 Notice of a meeting of the Board must be given to each director, but need not be in writing.

11 Participation in Meetings of the Board

11.1 Subject to these Articles, directors participate in a meeting of the Board, or part of a meeting of the Board, when:

11.1.1 the meeting has been called and takes place in accordance with these Articles, and

11.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a meeting of the Board, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting of the Board are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11.4 The Board may invite one or more observers to attend and speak at Board meetings. Observers shall not vote or count towards the quorum at any Board meeting.

12 Composition of the Board and Quorum

12.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

12.2 The quorum for meetings of the Board may be fixed from time to time by a decision of the directors, and unless otherwise fixed is one half of the members of the Board (any fraction being rounded down to the nearest whole number).

12.3 The Board may act notwithstanding any vacancy in its body, provided that if the number of directors shall at any time be less than two or insufficient to satisfy the quorum required, it shall be lawful for them to act as the Board for the purpose of filling a casual vacancy arising among the directors in accordance with Article 26, but not for any other purpose.

13 Chairing of Meetings of the Board

13.1 The Chairman shall chair meetings of the Board. The Chairman shall preside at all meetings of the Board at which he shall be present.

13.2 If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting or is not willing or able to preside, the directors present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being is known as the **chairman of the meeting**.

14 Casting Vote

If the numbers of votes for and against a proposal are equal, the chairman of the meeting has a casting vote. This does not apply if, in accordance with these Articles, the chairman of the meeting or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15 Conflicts of Interest

15.1 The directors may, in accordance with the requirements set out in this Article, authorise any matter or situation proposed to them by any director which would, if not authorised, involve a director (an **Interested Director**) breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest (**Conflict**).

15.2 Any authorisation under this Article will be effective only if:

15.2.1 the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;

15.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other interested director; and

15.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other interested director's vote had not been counted.

15.3 Any authorisation of a Conflict under this Article may (whether at the time of giving the authorisation or subsequently):

15.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

15.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;

15.3.3 provide that the Interested Director shall or shall not be an eligible director in respect of any future decision of the directors in relation to any resolution related to the Conflict;

15.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;

15.3.5 provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a director of the Association) information that is confidential to a third party, they will not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and

15.3.6 permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.

15.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms imposed by the directors in relation to the Conflict.

15.5 The directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.

15.6 A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

15.7 Subject to Article 15.8, if a question arises at a meeting of the Board or of a commission of the Board as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any director other than himself is to be final and conclusive.

15.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16 Records of Decisions to be Kept

16.1 The Board must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all commission) and by the Association at General Meeting.

16.2 Any such records, if purporting to be signed by the chairman of the meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

17 Directors' Discretion to Make Further Rules and Regulations

17.1 The Board (or any Commission to whom it delegates its powers) shall have the power to make, vary and revoke Rules relating to membership of the Association including (without limitation) Rules setting out:

17.1.1 the different categories of membership of the Association;

17.1.2 the rights, privileges and obligations of the different categories of member;

17.1.3 the registration fee to be paid by the different categories of member;

17.1.4 procedures for the registration of members;

17.1.5 disciplinary procedures for members; and

17.1.6 such other rules as the Board thinks fit.

17.2 The Board (or any Commission to whom it delegates its powers) shall have the power to make, vary and revoke Regulations for the better administration of the Association including (without limitation):

17.2.1 regulations for the appointment of the appointed directors as defined in Article 18 and the Board Appointed Non-Executive Directors in accordance with Article 22, which shall be prepared and approved by the Board in advance of the formal appointment of new Board members in accordance with these Articles;

17.2.2 regulations for the election by the Annual General Meeting of the elected directors as defined in Article 18 in accordance with Article 21, which shall be prepared and approved by the Board in advance of the Annual General Meeting being established;

17.2.3 terms of reference as to the function, role and operation of any other Commissions established in accordance with Article 7 to assist the Board in the better administration of the Association;

17.2.4 regulations to ensure compliance with national and international rules relating to doping control;

17.2.5 regulations for the operations of the promotion and organisation of (a) competitions, (b) national teams, (c) schools development and (d) club development;

17.2.6 safeguarding policies;

17.2.7 equality policies;

17.2.8 discipline and appeals

17.2.9 other regulations or policies as the Board thinks fit.

17.3 Rules and Regulations made under Articles 17.1 and 17.2 must be compliant with the 2006 Act and these Articles in order to be valid.

APPOINTMENT OF DIRECTORS

18 Methods of Appointing Directors

18.1 The number of directors of the Executive Board shall be not less than five and no more than nine.

18.2 The members of the Board shall be:

18.2.1 the Chairman;

18.2.2 the Finance Director

18.2.3 the Business Process Director;

18.2.4 the Business Development Director;

18.2.5 the Communications Director;

18.2.6 the Operations Director;

18.2.7 up to three independent Directors without portfolio;

18.3 The following directors shall be appointed by the Board; Finance Director, Business Process Director, Business Development Director, Communications Director. This to be determined by a simple majority of the Board at that time.

18.4 The following directors shall be elected by the Annual General Meeting; Chairman, Operations Director and the three independent Directors, in accordance with Articles 21, 33 and 37.

18.5 All acts carried out in good faith at any meeting of the Board or of any Commission, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

18.6 Each member of the Board must be at least 18 years of age, but membership of the Board shall not be subject to a maximum age limit.

19 Termination of Director's Appointment

19.1 Without prejudice to any other provision of these Articles, a person shall cease to be a director of the Association as soon as:

19.1.1 a bankruptcy order is made against that person or a composition is made with that person's creditors generally in satisfaction of that person's debts; or

19.1.2 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or

19.1.3 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or

19.1.4 that person ceases to be a member of the Board by virtue of any provisions of the 2006 Act or is prohibited by law from being a director; or

19.1.5 that person is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act; or

19.1.6 that person shall have been absent for more than three consecutive Board meetings without permission of the Board and at least 75% of the other members of the Board acting together resolve that his office be vacated; or

19.1.7 that person is requested to resign by at least 75% of the other members of the Board acting together; or

19.1.8 being a member of the Board appointed pursuant to Article 22, the period for which he was appointed has ended and he has not been reappointed; or

19.1.9 being a member of the Board elected pursuant to Article 21, the period for which he was elected has ended and he has not been re-elected.

19.2 A person serving as a Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as a Director (as appropriate) and the vacancy shall be filled in accordance with these Articles.

20 Directors' Remuneration

The Association shall not employ any director of the Association to provide any services outside the scope of the ordinary duties of a director and shall not pay any director any remuneration in relation to his or her role on the Board.

21 Elected Directors

21.1 The Voting Members at an Annual General Meeting shall from time to time appoint, and may remove, any person to be Chairman, Operations Director and three independent Directors.

21.2 The Chairman appointed in accordance with Article 21 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he ceases to be a director pursuant to Article 19. A Chairman who ceases to hold office at the end of his period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

21.3 The Operations Director appointed in accordance with Article 21 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he ceases to be a director pursuant to Article 19. An Operations Director who ceases to hold office at the end of his period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

21.4 The three Independent Directors appointed in accordance with Article 21 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) he ceases to be a director pursuant to Article 19, save that the initial term on adoption of these Articles shall be as defined in Article 22.5. An independent Director who ceases to hold office at the end of his period of appointment may be re-appointed for a maximum of one further consecutive four-year term of office.

21.5 At the Annual General Meeting held in 2018 it shall be determined the length of time each independent Director shall serve. The Director with the most votes shall be elected for four years, the Director with the next highest for three years and the Director with the least for two years.

22 Board Appointed Non-Executive Directors

22.1 The Board may from time to time appoint up to two persons to be Board Appointed Non-Executive Directors. In selecting persons to be appointed as Board Appointed Non-Executive Directors under this Article the Board shall seek to ensure that the professional or other competencies of those being appointed contributes to a defined matrix of expertise and competency determined by the Board from time to time.

22.2 Each Board Appointed Non-Executive Director appointed pursuant to Article 22.1 shall hold office as a member of the Board until the fourth anniversary of the date of his appointment or until (if earlier) they cease to be a director pursuant to Article 19. A Board Appointed Non-Executive Director who ceases to hold office at the end of his period of appointment may be reappointed for a maximum of one further consecutive four-year term of office.

23 Directors' Terms of Office

23.1 Notwithstanding any other provision of these Articles a director shall not serve more than eight consecutive years on the Board.

23.2 A director who ceases to be a member of the Board for any reason shall (subject to these Articles) be eligible for re-appointment or re-election to the Board in any capacity, provided that they shall not be a member of the Board in the same capacity as that in which they were previously appointed or elected for a period of at least two consecutive years.

24 Secretary

The Board may appoint a Secretary for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by it.

25 Honorary Appointments

The Board may in its absolute discretion at any time appoint any person to be an Honorary President or an Honorary Vice-President.

26 Casual Vacancies

A casual vacancy arising among the Directors shall be filled by the Board provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-appointment or re-election (as the case may be) in accordance with these Articles.

PART 3: MEMBERS

27 Members

27.1 For the purpose of registration the number of members of the Association is unlimited.

27.2 The provisions of Section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a Member or sign the register of Members on becoming a Member. Clubs that register to participate in one or more Competitions are deemed to have consented to membership of the Association and are therefore Members.

27.3 The subscribers to the Memorandum of Association and such other persons as the Executive Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association. The National Executive Committee of the British American Football Association at the date of registration of this Association shall be and continue to be the Executive Board of this Association for the purpose of admitting to membership and otherwise acting as such Executive Board until a new Executive Board is elected or appointed but if any member of the Executive Board does not sign a written consent or sign the register of Members in accordance with Article 27.2 within two weeks of the said registration, they shall be deemed to have resigned and shall thereupon cease to be a member of the Executive Board.

27.3.1 Membership of The Association shall be as follows:-The subscribers to the Memorandum of Association and each member of the Executive Board.

27.3.2 Any future member of the Executive Board who within two weeks of their appointment complies with the provisions of Article 27.2.

27.3.3 Each Affiliated Association, and for the purposes of these articles the following shall be considered to be the Affiliated Associations:-

(a) the British American Football Coaches Association.

(b) the British American Football Referees Association.

27.3.4 Each registered or affiliated Club.

27.3.5 Any other person, association or Club which the Executive Board shall admit to membership.

27.4 Subscriptions shall fall due on 1st October in any year and the membership of any Club or Affiliated Association shall automatically cease if its subscriptions for the relevant year are not paid by the 31st December of that year.

27.5 Each Affiliated Association or Club shall nominate a representative to act on its behalf and to sign the registers or consent on its behalf, and the name of such respective representatives shall be sent to the Association in the month of June in each year or so soon thereafter as circumstances will permit. In the case of death, resignation or removal of a representative during any year, the affiliated association or Club concerned shall nominate a new representative to act in its place for the rest of the current year.

27.6 No representative shall be entitled to vote at any General Meeting unless and until they shall have been registered as such representative with the Association, not less than 48 hours prior to the commencement of such General Meeting.

28 Applications for Membership

28.1 The Voting Members, the Non-Voting Members and such other persons and organisations as are admitted to membership by the Board in accordance with these Articles and any applicable Rules shall be the members of the Association.

28.2 No person or organisation shall become a member of the Association unless:

28.2.1 that person or organisation has completed an application for membership in such form as may be set out in the Rules, and

28.2.2 the Board has approved the application.

28.3 The Board may from time to time fix the level of registration fees to be paid by the different categories of members.

29 Conditions of Membership

29.1 All members shall be bound by and subject to the Rules and Regulations.

29.2 The members shall pay any registration fees set by the Board under Article 28.3. Any member whose registration fee is more than 12 months in arrears shall be deemed to have resigned his membership of the Association unless the Board decides otherwise.

30 Suspension of Membership

30.1 The Board (or any Commission to whom it delegates this power) shall have the power to suspend a member in accordance with the Rules.

31 Termination of Membership

31.1 It shall be the duty of the Board (or any Commission to whom the Board delegates this power), if at any time it shall be of the opinion that the interests of the Association so require, by notice in hard copy form sent by prepaid post to a member's address, to request that member to withdraw from membership of the Association within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the directors or Commission members present and voting, which majority shall include one half of the total number of the Board or the Commission for the time being.

31.2 If, on the expiry of the time specified in such notice, the member concerned has not withdrawn from membership by submitting notice in hard copy form of his resignation, or if at any time after receipt of the notice requesting him to withdraw from membership the member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board or such Commission to which it has delegated its powers. The Board or Commission and the member whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The member concerned shall at the meeting be entitled to present a statement in their defence either verbally or in hard copy form, and they shall not be required to withdraw from membership unless a majority of the Board members or Commission members present and voting shall, after receiving the statement in their defence,

vote for their expulsion, or unless the member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a member and their name shall be erased from the register of members.

31.3 A member may withdraw from membership of the Association by giving seven clear days' notice to the Association in writing.

31.4 A membership terminates automatically when that person dies or that organisation ceases to exist or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules or Regulations.

31.5 Membership is not transferable.

31.6 Any person or organisation ceasing to be a member forfeits all rights in relation to and claims upon the Association, its property and its funds and has no right to the return of any part of their registration fee.

ORGANISATION OF GENERAL MEETINGS

32 Notice of and Calling General Meetings

32.1 General Meetings shall be called on at least 21 clear days' written notice.

32.2 A General Meeting may be called at any time by the Board or by the Secretary (if any) acting on behalf of the Board or may be called on a written request to the Board from at least 5% of the Voting Members.

32.3 On receipt of a written request made pursuant to Article 32.2, the Secretary must call a General Meeting within 21 days and the General Meeting must be held not more than 28 days after the date of the notice calling the General Meeting.

32.4 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 proceeding at any meeting.

33 Attendance, Voting and Speaking at General Meetings

33.1 Pursuant with Article 27 all members are eligible to attend and speak at a General Meeting subject to the Chairman’s discretion.

33.2 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

33.3 A Member is able to exercise the right to vote at a General Meeting when:

33.3.1 that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

33.3.2 that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

33.4 The Board may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

33.5 No business other than the appointment of the chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

33.6 Subject to Article 36.1 and 36.6, 15 of the Voting Members present in person or by proxy shall be a quorum.

34 Chairing General Meetings

34.1 The Chairman shall chair General Meetings if present and willing to do so. If the Chairman shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the directors present, or if no directors are present, the meeting, must appoint a director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

34.2 The person chairing a meeting in accordance with this Article is referred to as the chairman of the meeting.

35 Attendance and Speaking by Non-Members

35.1 The chairman of the meeting may permit other persons who are not members of the Association to attend and speak at a General Meeting.

36 Adjournment

36.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

36.2 The chairman of the meeting may adjourn a General Meeting at which a quorum is present if:

36.2.1 the meeting consents to an adjournment, or

36.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

36.3 The chairman of the meeting must adjourn a General Meeting if directed to do so by the meeting.

36.4 When adjourning a General Meeting, the chairman of the meeting must:

36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least seven clear days' notice of it:

36.5.1 to the same persons to whom notice of the Association's General Meetings is required to be given, and

36.5.2 containing the same information which such notice is required to contain.

36.6 No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting.

VOTING AT GENERAL MEETINGS

37 Voting: General

37.1 Every Voting Member shall be entitled to receive notice of, attend General Meetings and cast one vote.

37.2 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the 2006 Act, every resolution is decided by a majority of votes cast.

37.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote they may have.

37.4 Every Voting Member which is an organisation is entitled to send two representatives to General Meetings but only one of those representatives shall have a vote.

38 Errors and Disputes

38.1 No objection shall be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

38.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

39 Poll Votes

39.1 A poll on a resolution may be demanded:

39.1.1 in advance of the General Meeting where it is to be put to the vote, or

39.1.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

39.2 A poll may be demanded by:

39.2.1 the chairman of the meeting;

39.2.2 the Board; or

39.2.3 five or more Voting Members present in person or proxy having the right to vote on the resolution or, if less, a person or persons representing not less than 10% of the total voting rights of all the Voting Members having the right to vote on the resolution.

39.3 A demand for a poll may be withdrawn if:

39.3.1 the poll has not yet been taken, and

39.3.2 the chairman of the meeting consents to the withdrawal.

39.4 Polls shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39.5 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

39.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

40 Content of Proxy Notices

40.1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which:

40.1.1 states the name and address of the Voting Member appointing the proxy;

40.1.2 identifies the person appointed to be that Voting Member's proxy and the General Meeting in relation to which that person is appointed;

40.1.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Board may determine; and

40.1.4 is delivered to the Registered Office in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.

40.2 A proxy appointment which is incorrectly completed or which is not deposited, delivered or received in a manner permitted by these Articles shall be invalid unless the Chairman, in his absolute discretion, decides to treat the same as valid.

40.3 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

40.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

40.5 Unless a proxy notice indicates otherwise, it must be treated as:

40.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

40.5.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

41 Delivery of Proxy Notices

41.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Registered Office by or on behalf of that person.

41.2 An appointment under a proxy notice may be revoked by delivering to the Registered Office a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

41.3 A notice revoking a proxy appointment only takes effect if it is delivered at least 24 hours before the start of the meeting or adjourned meeting to which it relates.

41.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

42 Amendments to Resolutions

42.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

42.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

42.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

42.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

42.3 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.

42.4 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

43 Written Resolution

43.1 Subject to Article 43.3, a resolution in writing agreed by the Appropriate Majority of Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Voting Member and the Appropriate Majority of Voting Members has signified its agreement to the resolution in an authenticated document which has been received at the Registered Office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Voting Members have signified

their agreement. In the case of a Voting Member that is an organisation, its authorised representative may signify agreement.

43.2 In Article 43.1, the **Appropriate Majority** is:

43.2.1 in the case of an ordinary resolution, a simple majority of the Voting Members;

43.2.2 in the case of a special resolution, 75% or more of the Voting Members.

43.3 The following may not be passed as a written resolution:

43.3.1 a resolution to remove a director before his period of office expires; and

43.3.2 a resolution to remove an Auditor before his period of office expires.

PART 4: ADMINISTRATIVE ARRANGEMENTS

44 Means of Communication to be Used

44.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Association.

44.2 The applicable address shall be the member's registered address as it appears in the Association's register of members or such address as may be provided to the Association by the member using electronic communications.

44.3 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

44.4 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

44.5 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within England at which notices may be served upon him, shall be entitled to have notices served upon him at such address, or an address to which notices may be sent using electronic communications, but, save as aforesaid and as provided by the 2006 Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

44.6 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

45 Audit

At least once in every financial year the accounts of the Association shall be examined and the accuracy of the profit and loss account and balance sheet reviewed by the Auditors.

46 No right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Board or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

DIRECTORS' INDEMNITY AND INSURANCE, DISSOLUTION AND DEFINITIONS

47 Indemnity

47.1 Subject to Article 47.2 but without prejudice to any indemnity to which a relevant director may otherwise be entitled every relevant director of the Association may be

indemnified out of the assets of the Association against any liability incurred by him in defending proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law.

47.3 In this Article 47 a **relevant director** means any director or former director of the Association.

48 Insurance

The Board may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any person referred to in Article 47 against any loss or liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.

49 Dissolution

If, upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under Article 3, such institution or institutions to be determined by the Voting Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

50 Definitions

50.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

50.2 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations, unincorporated associations and partnerships.

50.3 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

50.4 In these Articles, unless the context requires otherwise:

2006 Act means the Companies Act 2006 as modified by statute or re-enacted from time to time.

Affiliated Association means an organisation affiliated to the Association as identified in Article 27.3.3.

Annual General Meeting means a General Meeting of the Association, held annually.

American Football means the sport of american football.

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

Association means the British American Football Association.

Auditors means the auditors for the time being of the Association.

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board means the board of directors of the Association from time to time, the members of which are the directors of the Association for the purposes of the 2006 Act.

Board Appointed Non-Executive Directors means the non-executive directors appointed by the Board from time to time in accordance with Article 22.

British American Football Coaches Association means the national organisation for coaching American Football.

British American Football Referees Association means the national organisation for referees of American Football.

Chairman means the chairman of the Board as appointed by the Board in accordance with Article 21.1.

chairman of the meeting has the meaning given in Article 13.2 (in respect of a Board meeting) or Article 34.2 (in respect of a General Meeting).

clear days means a period of days exclusive of the day on which the notice is served and of the day for which it is given.

Club means an organisation with the purpose of participating in American Football within the United Kingdom.

Commission means an individual or group entrusted by the Executive Board with delegated powers to act on their behalf.

Competition means any organised activity of the Association for which clubs are required to register.

director means a director of the Association, and includes any person occupying the position of director, by whatever name called.

document includes, unless otherwise specified, any document sent or supplied in electronic form.

electronic form has the meaning given in Section 1168 of the 2006 Act.

eligible director means a director who would be entitled to vote on the matter at a meeting of the Board (but excluding any director whose vote is not to be counted in respect of the particular matter).

Executive Board means the board of elected and appointed directors of the Association.

General Meeting means a general meeting of the Association.

hard copy form has the meaning given in Section 1168 of the 2006 Act.

Honorary President means an honorary president of the Association appointed by the Board in accordance with Article 25 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

Honorary Vice-President means an honorary vice-president of the Association appointed by the Board in accordance with Article 25 and any applicable Rules and who, under these Articles, shall be a Non-Voting Member.

Members means the Voting Members only.

Non-Voting Members means all members of the Association other than the Voting Members.

ordinary resolution has the meaning given in Section 282 of the 2006 Act.

participate in relation to a directors' meeting, has the meaning given in Article 11.

proxy notice has the meaning given in Article 40.1.

Registered Office means the registered office of the Association.

Regulations means the regulations of the Association made by the Board in accordance with Article 17.2, as amended from time to time.

Rules means the rules of the Association made by the Board in accordance with Article 17.1, as amended from time to time.

Secretary means such person as the Board appoints as the secretary of the Association from time to time in accordance with Article 24.

special resolution has the meaning given in Section 283 of the 2006 Act.

Territories has the meaning given in Article 2.1.

United Kingdom means Great Britain and Northern Ireland.

Voting Members means each Club, each member of the Executive Board, each Affiliated Association, and such other members admitted from time to time to membership of the Association in accordance with Article 28 and any applicable Rules who, under these Articles are entitled to receive notice of, attend and vote at General Meetings and who are together the members of the Association for the purposes of the 2006 Act.

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.