

No 1576093

THE COMPANIES ACTS 1985 – 1989

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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SPECIAL RESOLUTION  
OF  
THE BRITISH OLYMPIC ASSOCIATION ("the BOA")

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(Passed at a general meeting of the Association held on 29 October 2003)

**IT WAS RESOLVED THAT:**

1. the Memorandum of Association of the BOA be amended as follows:
  - (a) by the substitution, throughout the Memorandum, of references to "the BOA" for references to "the Association" and of references to "the member" for "the Member";
  - (b) by the deletion of clause 3 in its entirety and the substitution of the following clauses 3 and 4:

"3. The objects for which the BOA is established are:

    - (i) To act as the National Olympic Committee for the United Kingdom of Great Britain and Northern Ireland ("Great Britain") for so long as the BOA is recognised as such by the International Olympic Committee ("IOC");
    - (ii) To develop and protect the Olympic Movement in Great Britain in accordance with the Olympic Charter and to act in accordance with the Olympic Rules and Charter, other bye-laws and mission statements made by the IOC from time to time;
    - (iii) To encourage interest in the Olympic Games and to foster the aims and ideals of the Olympic Movement throughout Great Britain in accordance with the principles and rules of the IOC, and to focus public attention with particular reference to the youth of the country, on the Olympic Movement and the Olympic Games;

- (iv) To propagate the fundamental principles of Olympism throughout Great Britain within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programmes of physical education and sport in schools and university establishments;
- (v) To organise and co-ordinate British participation in the Olympic Games and in the regional, continental or world multi-sports competitions held under the patronage of the IOC and to determine the representation of Great Britain at the Olympic Games and the said multi-sports competitions;
- (vi) To designate cities within Great Britain which may apply from time to time to host the Olympic Games and to ensure that appropriate arrangements are made for the organisation of the Olympic Games whenever they are awarded by the IOC to such a Host City;
- (vii) To assist Governing Bodies of Olympic sports in Great Britain in the preparation of competitors in their respective sports for the Olympic Games;
- (viii) To provide a forum for consultation among the Olympic Governing Bodies and a means of representing their views to others;
- (ix) To organise and co-ordinate in Great Britain the celebration of an Olympic Day in accordance with the rules and under the patronage of the IOC;
- (x) To create or assist charitable bodies in the creation of institutions which devote themselves to Olympic education including in particular the establishment and activities of a National Olympic Academy, an Olympic Museum and cultural programmes related to the Olympic Movement and/or any other cause in the furtherance of Olympic ideals or sport;
- (xi) To encourage the development of high performance sport as well as sport for all;
- (xii) To help in the training of sports administrators by organising courses and ensure that such courses contribute to the propagation of the Fundamental Principles of Olympism as set out in the Olympic Charter;
- (xiii) To take action against any form of discrimination (on the grounds of race, religion, politics, sex or otherwise) and violence in sport;

- (xiv) To educate sportsmen and women about and fight against the use of substances and procedures prohibited by the IOC, the World Anti-Doping Agency or the International Federations, in particular by promoting the World Anti-Doping Code and approaching competent authorities within Great Britain so that all medical controls may be performed in optimum conditions;
- (xvi) To subscribe, guarantee or lend money to any association or institution for any purpose calculated to further the objects of the BOA or to benefit sport in Great Britain or for any charitable purpose;
- (xvii) To work to maintain harmonious and co-operative relations with appropriate governmental bodies whilst preserving its autonomy and resisting pressures of any kind (including those of a political, religious or economic nature), that may prevent it from complying with the Olympic Charter;
- (xviii) To determine (subject to the approval of the IOC) the flag, emblem and anthem adopted by the BOA for use in relation to its activities including the Olympic Games;
- (xix) To enforce the Olympic association right conferred on it by virtue of the Olympic Symbol etc Protection Act 1995;
- (xx) To act at all times in the furtherance of the above objects and in exercise of the powers set out below as an autonomous body resisting all pressures of any kind whatsoever whether of a political, religious or economic nature;

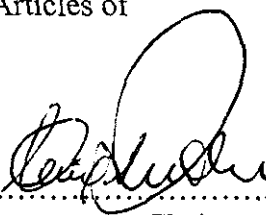
and the BOA shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:-

- (A) To organise such membership schemes in support of the BOA's objects, as may from time to time be determined;
- (B) To make grants out of the funds and property of the BOA to an Olympic Governing Body or such other body as the BOA approves for any purpose calculated to further the objects of the BOA;
- (C) To raise money by public appeal or otherwise and to apply the same together with all other funds and property of the BOA in the furtherance of any of the BOA's objects;
- (D) To establish, undertake or administer any trusts for the furtherance of any of the objects of the BOA and to hold and administer any property or funds subject to any such trusts;

- (E) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting its objects;
- (F) To print, publish or sell any newspapers, periodicals, books, leaflets in any media that the BOA may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether in the United Kingdom or overseas) and any rights or privileges which the BOA may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the BOA;
- (H) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the BOA as may be thought expedient with a view to the promotion of its objects;
- (I) To undertake and execute any agency business which may seem directly or indirectly conducive to the objects of the BOA and may lawfully be undertaken by the BOA;
- (J) To borrow or raise money for the purposes of the BOA on such terms and on such security as may be thought fit;
- (K) To invest the monies of the BOA not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (L) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the BOA or the dependants of such persons;
- (M) To establish, take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the BOA which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the BOA under or by virtue of Clause 5 hereof;
- (N) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the BOA is authorised under (M) above to take over or acquire;

Minimum Lending Rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;

- (d) the payment of reasonable and proper rent for premises demised or let by any member of the BOA;
  - (e) to any member of the Executive Board or member of reasonable and proper out-of-pocket expenses;
  - (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Executive Board (or any member of it) in relation to the BOA"; and
- (d) by the renumbering of clauses 5, 6, and 7 as clauses 6, 7, and 8;
- (e) by the deletion in new clause 8 of the word "members" in the penultimate line and the substitution therefor of the words "Voting Members"; and
2. there be adopted as the Articles of Association of the BOA, the regulations set out in the new Articles of Association attached hereto and signed by the Chairman for the purposes of identification in substitution for the existing Articles of Association.

  
.....  
Chairman

No. 1576093

## **THE COMPANIES ACTS 1985 TO 1989**

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**Company Limited by Guarantee and not having a Share Capital**

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### **MEMORANDUM**

**AND**

### **ARTICLES OF ASSOCIATION**

**OF**

### **THE BRITISH OLYMPIC ASSOCIATION**

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Incorporated the 23rd day of July 1981.

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Amended by Special Resolutions passed  
9th March 1983, 7th December 1983,  
12th March 1984, 19th March 1985,  
16th December 1985, 10th March 1993,  
9th June 1999 and 29th October 2003.

**THE COMPANIES ACTS 1985 TO 1989.**

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**Company Limited by Guarantee  
and not having a Share Capital.**

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**MEMORANDUM OF ASSOCIATION<sup>1</sup>**

**OF**

**THE BRITISH OLYMPIC ASSOCIATION**

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1. The name of the Company (hereinafter called "the BOA") is **THE BRITISH OLYMPIC ASSOCIATION**. Unless stated to the contrary within this document, words and expressions shall have the same meaning as set out in the articles of association of the BOA.
2. The registered office of the BOA will be situated in England.
3. The objects for which the BOA is established are:
  - (i) To act as the National Olympic Committee for the United Kingdom of Great Britain and Northern Ireland ("Great Britain") for so long as the BOA is recognised as such by the International Olympic Committee ("IOC");
  - (ii) To develop and protect the Olympic Movement in Great Britain in accordance with the Olympic Charter and to act in accordance with the Olympic Rules and Charter, other bye-laws and mission statements made by the IOC from time to time;

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<sup>1</sup> The Memorandum of Association was amended by Special Resolution dated [29 October] 2003.

- (iii) To encourage interest in the Olympic Games and to foster the aims and ideals of the Olympic Movement throughout Great Britain in accordance with the principles and rules of the IOC, and to focus public attention with particular reference to the youth of the country, on the Olympic Movement and the Olympic Games;
- (iv) To propagate the fundamental principles of Olympism throughout Great Britain within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programmes of physical education and sport in schools and university establishments;
- (v) To organise and co-ordinate British participation in the Olympic Games and in the regional, continental or world multi-sports competitions held under the patronage of the IOC and to determine the representation of Great Britain at the Olympic Games and the said multi-sports competitions;
- (vi) To designate cities within Great Britain which may apply from time to time to host the Olympic Games and to ensure that appropriate arrangements are made for the organisation of the Olympic Games whenever they are awarded by the IOC to such a Host City;
- (vii) To assist Governing Bodies of Olympic sports in Great Britain in the preparation of competitors in their respective sports for the Olympic Games;
- (viii) To provide a forum for consultation among the Olympic Governing Bodies and a means of representing their views to others;
- (ix) To organise and co-ordinate in Great Britain the celebration of an Olympic Day in accordance with the rules and under the patronage of the IOC;
- (x) To create or assist charitable bodies in the creation of institutions which devote themselves to Olympic education including in particular the establishment and activities of a National Olympic Academy, an Olympic Museum and cultural programmes related to the Olympic Movement and/or any other cause in the furtherance of Olympic ideals or sport;
- (xi) To encourage the development of high performance sport as well as sport for all;
- (xii) To help in the training of sports administrators by organising courses and ensure that such courses contribute to the propagation of the Fundamental Principles of Olympism as set out in the Olympic Charter;
- (xiii) To take action against any form of discrimination (on the grounds of race, religion, politics, sex or otherwise) and violence in sport;



- (xiv) To educate sportsmen and women about and fight against the use of substances and procedures prohibited by the IOC, the World Anti-Doping Agency or the International Federations, in particular by promoting the World Anti-Doping Code and approaching competent authorities within Great Britain so that all medical controls may be performed in optimum conditions;
- (xv) To subscribe, guarantee or lend money to any association or institution for any purpose calculated to further the objects of the BOA or to benefit sport in Great Britain or for any charitable purpose;
- (xvi) To work to maintain harmonious and co-operative relations with appropriate governmental bodies whilst preserving its autonomy and resisting pressures of any kind (including those of a political, religious or economic nature), that may prevent it from complying with the Olympic Charter;
- (xvii) To determine (subject to the approval of the IOC) the flag, emblem and anthem adopted by the BOA for use in relation to its activities including the Olympic Games;
- (xviii) To enforce the Olympic association right conferred on it by virtue of the Olympic Symbol etc Protection Act 1995;
- (xix) To act at all times in the furtherance of the above objects and in exercise of the powers set out below as an autonomous body resisting all pressures of any kind whatsoever whether of a political, religious or economic nature;

and the BOA shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:-

- (A) To organise such membership schemes in support of the BOA's objects, as may from time to time be determined;
- (B) To make grants out of the funds and property of the BOA to an Olympic Governing Body or such other body as the BOA approves for any purpose calculated to further the objects of the BOA;
- (C) To raise money by public appeal or otherwise and to apply the same together with all other funds and property of the BOA in the furtherance of any of the BOA's objects;
- (D) To establish, undertake or administer any trusts for the furtherance of any of the objects of the BOA and to hold and administer any property or funds subject to any such trusts;
- (E) To hold or assist in holding exhibitions, competitions and shows for the purpose of promoting its objects;

- (F) To print, publish or sell any newspapers, periodicals, books, leaflets in any media that the BOA may think desirable for the promotion of its objects and to carry on courses of instruction, lectures or discussions for the purpose of promoting its objects;
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property (whether in the United Kingdom or overseas) and any rights or privileges which the BOA may think necessary or convenient for the promotion of its objects, and to construct maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the BOA;
- (H) To sell, let, mortgage, dispose of or otherwise deal with all or any of the property or assets of the BOA as may be thought expedient with a view to the promotion of its objects;
- (I) To undertake and execute any agency business which may seem directly or indirectly conducive to the objects of the BOA and may lawfully be undertaken by the BOA;
- (J) To borrow or raise money for the purposes of the BOA on such terms and on such security as may be thought fit;
- (K) To invest the monies of the BOA not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (L) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the BOA or the dependants of such persons;
- (M) To establish, take over or acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of the BOA which shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed upon the BOA under or by virtue of Clause 5 hereof;
- (N) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations which the BOA is authorised under (M) above to take over or acquire;
- (O) To transfer all or any part of the property, assets, liabilities and engagements of the BOA to any one or more of the companies, institutions, societies or associations which the BOA is authorised under (M) above to take over or acquire;

- (P) To provide for, make and vary rules, regulations and bye-laws for the effective operation of the BOA from time to time, such rules, regulations and bye-laws to be compliant with the Olympic Charter;
  - (Q) To do all such lawful things as are necessary to the furtherance of the objects of the BOA.
4. The objects stated in each part of Clause 3 shall not be restrictively construed but shall be given the widest interpretation. In Clause 3, the word "association" shall, except where used to refer to the BOA, mean any partnership or other body or person, whether corporate or unincorporated, and whether domiciled in Great Britain or elsewhere. Except where the context expressly so requires, none of the sub-Clauses of Clause 3, or the objects stated in Clause 3, or the powers conferred by Clause 3, shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-Clause of Clause 3, or any other object stated in Clause 3 or any other power conferred by Clause 3.
5. The income and property of the BOA shall be applied solely towards the promotion of the objects of the BOA as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the BOA. Provided that nothing herein shall prevent:
- (a) any payment in good faith by the BOA of reasonable and proper remuneration to any member of the Executive Board, elected official or staff of the BOA or to any member of the BOA in return for any services actually rendered to the BOA and of reasonable and proper expenses necessarily incurred in carrying out the duties of any such member of the Executive Board, elected official or staff of the BOA;
  - (b) the award in good faith of any prize to any competitor, or entrant at a contest who may be associated with a member of the BOA and any payment to any such person towards the costs of preparation and training of potential Olympic competitors;
  - (c) the payment of interest on any money lent by any member of the BOA at a rate per annum not exceeding 2% less than the Minimum Lending Rate prescribed for the time being by the Bank of England, or 3% whichever is the greater;
  - (d) the payment of reasonable and proper rent for premises demised or let by any member of the BOA;
  - (e) to any member of the Executive Board or member of reasonable and proper out-of-pocket expenses;
  - (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Executive Board (or any member of it) in relation to the BOA;

6. The liability of the members is limited.
7. Every Voting Member of the BOA undertakes to contribute to the assets of the BOA in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the BOA contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £10.
8. If upon the winding up or dissolution of the BOA 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 BOA, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the BOA 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 is imposed upon the BOA under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Voting Members of the BOA at or before the time of dissolution, and if and in so far as effect cannot be given to the aforesaid provision then to some charitable object.

WE, the persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

#### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Mary Glen Haig  
66 North End House  
Fitzjames Avenue  
London W14 0RX

Hospital Administrator

Charles Palmer  
4 Hollywood Road  
London SW10 9HY

Sports Administrator

Robert Watson  
36 Chatsworth Way  
London SE27

Barrister of Law

Arthur Gold  
49 Friern Mount Drive  
Whetstone  
London N20

Engineer

Denis Follows  
70 Barrowgate Road  
London W4 4QV

Retired Executive

Alfred Turner  
19 Ingthorpe Avenue  
Blackpool

Retired Bank Executive

Eileen Gray  
129 Grand Avenue  
Surbiton  
Surrey

Retired

DATED this 19th day of May 1981

WITNESS to the above signatures:-

D M Dixon  
20 Essex Street  
London WC2

Solicitor

## THE COMPANIES ACTS 1985 TO 1989

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Company Limited by Guarantee  
and not having a Share Capital.

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# ARTICLES OF ASSOCIATION OF THE BRITISH OLYMPIC ASSOCIATION

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### PRELIMINARY

1. The regulations contained in Table C of the Act shall not apply to the BOA but the regulations contained in the following clauses (as originally adopted or from time to time altered by Special Resolution) shall be the Articles.
2. (a) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof:

#### Words

the Act

#### Meanings

the Companies Act 1985 as amended by the Companies Act 1989 and as further modified by any statutory modification or re-enactment thereof for the time being in force;

Articles	these Articles of Association;
Athletes' Commission	the sub-committee of the BOA known as the BOA Athletes' Commission established pursuant to Article 80 or such other successor body to the BOA Athletes' Commission as the BOA may from time to time recognise;
Athletes' Representative	a Voting Member appointed by the Athletes' Commission under Article 46;
the BOA	The British Olympic Association;
British Honorary IOC Member	a person who from time to time has been appointed as an honorary member of the IOC;
British IOC Members	the members of the IOC who are recruited and elected by the IOC from Great Britain including a British IOC Member elected pursuant to paragraph 2.2.4 of Bye-Law to Rule 20 of the Olympic Charter 2002;
the Chairman	the chairman for the time being of the BOA elected in accordance with Article 44;
clear days	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
communication	the same meaning as in the Electronic Communications Act 2000;
Election Meeting	the first general meeting to be held after the Olympic Games or, if it is not practicable for the Chairman and Vice-Chairmen to be elected at that meeting the second general meeting to be held after the Olympic Games;
electronic communication	the same meaning as in the Electronic Communications Act 2000;
executed	includes any mode of execution;
the Executive Board	the executive board for the time being of the BOA appointed in accordance with Article 53, the members of which are the directors for the purposes of the Act;
Great Britain	the United Kingdom of Great Britain and Northern Ireland;



Individual Members	those persons appointed as Voting Members of the BOA under Article 47;
International Federation	an international federation for an Olympic Sport, recognised by the IOC;
IOC	the International Olympic Committee;
members	the Voting Members and Non-Voting Members admitted into membership of the BOA from time to time in accordance with Article 4;
Non-Voting Member	a member of the BOA entitled to such rights and privileges as are hereinafter provided but not entitled to vote at general meetings of the BOA;
Olympiad	a period of four successive years and each Olympiad begins with the opening ceremony of one Olympic Games and ends with the opening of the following Olympic Games and in the event of the non-celebration of the Olympic Games, the Olympiad begins four years after the start of the preceding Olympiad;
Olympic Charter	the codification of the fundamental principles, rules and bye-laws adopted from time to time by the IOC;
Olympic Games	the Olympic Games as defined in the Olympic Charter;
Olympic Governing Body	a governing body of an Olympic Sport in Great Britain, or a joint board or committee formed by the governing bodies of an Olympic Sport in Great Britain, which is generally recognised within that sport to be the authority responsible for the selection and management of the British teams in that sport at the Olympic Games, which exercises a specific and real sports activity, which is affiliated to the International Federation for the time being recognised by the IOC as controlling that sport internationally and which conducts its activities in compliance with the Olympic Charter and the rules of the International Federation;
Olympic Winter Games	the Olympic Winter Games as defined in the Olympic Charter;
Olympic Sport	a sport for the time being listed in the Olympic Charter as an Olympic sport;
Patron	the patron of the BOA for the time being appointed in

	accordance with Article 41;
poll	a written vote;
President	the president for the time being of the BOA appointed in accordance with Article 42;
secretary	the company secretary of the BOA or any other person appointed to perform the duties of the company secretary of the BOA pursuant to Section 283 of the Act, including a joint, assistant or deputy secretary;
Vice-Chairmen	the vice-chairmen for the time being of the BOA, elected in accordance with Article 45;
Vice-Presidents	the vice-presidents for the time being of the BOA appointed in accordance with Article 43;
Voting Member	a member of the BOA entitled under these Articles to vote at general meetings of the BOA.

- (b) References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.
- (c) Headings are inserted for convenience only and do not affect the construction of these Articles.
- (d) Words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
- (e) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the BOA.

### OBJECTS

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

### MEMBERS

- 4. (a) The Executive Board shall admit members to the BOA in accordance with these Articles. The provisions of Section 352 of the Act shall be observed by the BOA and every member of the BOA shall either sign a written consent to

become a member or sign the register of members on becoming a member. Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by Section 375 of the Act. The Executive Committee shall decline to admit as a member of the BOA any person who has been expelled from the IOC.

- (b) Voting Membership shall be limited to one Olympic Governing Body for each Olympic Sport and subject thereto and subject to the provisions of Rule 32.1.2 of the Olympic Charter (29 November 2002 version) the Executive Board may at its absolute discretion accept or reject any application to become a Voting Member. Any Olympic Governing Body for a sport newly included as an Olympic Sport shall be invited by the Executive Board to become a Voting Member at the beginning of the Olympiad during which that sport will participate in the Olympic Games or the Olympic Winter Games. Any such application shall be made in writing and in such form as the Executive Board may from time to time prescribe or approve. Such application shall be accompanied by a copy of the applicant's Rules, proof of recognition of that Olympic Governing Body by the International Federation (recognised by the IOC) for the Olympic Sport concerned and such other documents and particulars as the BOA shall require to satisfy the Executive Board that it exercises a specific and real sports activity in Great Britain as required by the Olympic Charter.

- 5. For the purposes of registration the number of members is unlimited.
- 6. A member may withdraw from membership of the BOA on seven days' clear notice to the BOA. Membership shall not be transferable in any event and shall cease immediately on death or dissolution or on the failure of the member to comply or to continue to comply with any condition of membership set out in these Articles.
- 7. The Executive Board may from time to time make, vary and revoke rules relating to the levels of subscriptions or membership fees to be paid by the different categories of member.

#### VOTING MEMBERSHIP

- 8. The following members shall have the right to receive notice of, attend and vote at general meetings of the BOA:
  - (i) the British IOC Members;
  - (ii) the British Honorary IOC Members who were appointed as such on or before 31 December 2002;
  - (iii) the Chairman and Vice-Chairmen;
  - (iv) the Olympic Governing Bodies, which are in good standing in respect of their membership;

- (v) the Athletes' Representatives; and
- (vi) the Individual Members.

#### OLYMPIC GOVERNING BODY REPRESENTATIVES

- 9. Each Olympic Governing Body in membership of the BOA (in accordance with Article 4) shall nominate a representative to attend general meetings. Such nomination shall be made every two years to the secretary.
- 10. The Executive Board may request an Olympic Governing Body to change the representative appointed by it to attend general meetings and other meetings of the BOA if the Executive Board is of the opinion that such change would be in the best interests of the BOA.
- 11. Each Olympic Governing Body which becomes a Voting Member shall pay to the BOA an annual membership fee determined from time to time by the Executive Board.

#### CESSATION OF VOTING MEMBERSHIP

- 12. Voting Membership of the BOA shall cease if:
  - (a) a Voting Member is in material breach of the Olympic Charter and a disciplinary investigation is made pursuant to the bye-laws contained in the Olympic Charter and such investigation confirms that a breach has occurred;
  - (b) a Voting Member is in material breach of these Articles;
  - (c) a Voting Member, which is an Olympic Governing Body, ceases to be recognised by the International Federation for that Olympic Sport;
  - (d) an Olympic Governing Body ceases to be an Olympic Governing Body because the sport is no longer recognised as an Olympic Sport by the IOC; or
  - (e) a Voting Member is in breach of any bye-laws or regulations concerning membership made by the BOA or the Executive Board (as appropriate).

#### SUSPENSION OF MEMBERSHIP

- 13. If the Voting Members at any time are of the opinion that the interests of the BOA so require, the Voting Members may by resolution passed by  $\frac{3}{4}$  majority of those present and voting at a general meeting suspend a member from membership for such period as it thinks fit and shall give notice in writing to the member of the suspension and any conditions for reinstatement of a member's membership. The Voting Members may in their absolute discretion decide to reinstate a member so suspended as a Voting Member.

#### EXPULSION OF MEMBERS

14. The BOA shall adopt bye-laws setting out the circumstances in which a member may be requested to withdraw and setting out a procedure for the expulsion of that member, in the event that the member concerned has not withdrawn from membership.

#### NON-VOTING MEMBERSHIP

15. (a) The Non-Voting Members shall comprise:
- (i) the President;
  - (ii) the Vice-Presidents;
  - (iii) the British Honorary IOC Members who were appointed as such on or after 1 January 2003; and
  - (iv) such other persons as BOA shall decide to admit as Non-Voting Members from time to time under Article 4.
- (b) The Executive Board shall make such regulations relating to the conditions of membership, affiliation fees and subscriptions for Non-Voting Members as it thinks fit, save that Non-Voting Members shall not be entitled to receive notice of, or attend and vote at general meetings of the BOA.

#### GENERAL MEETINGS

16. The BOA shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive Board, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
- (a) to receive from the Executive Board a full statement of account, pursuant to Article 89;
  - (b) to receive from the Executive Board a report of the activities of the BOA since the previous annual general meeting;
  - (c) if the meeting is an Election Meeting, to elect the President, Vice-Presidents, Chairman and Vice-Chairmen (as appropriate);
  - (d) to appoint the BOA's auditors; and
  - (e) to transact such other business as may be brought before it in accordance with these Articles.

All general meetings other than annual general meetings shall be called extraordinary general meetings. The BOA shall hold at least two further general meetings each year. The Executive Board may invite other organisations or individuals to attend general meetings but such invitees are not entitled to vote.

17. The Executive Board may call general meetings and, on the requisition of five of the Voting Members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. Such requisition must state the object of the meeting. If there are not within the United Kingdom sufficient members of the Executive Board to call a general meeting, any member of the Executive Board or the secretary may call a general meeting.

#### NOTICE OF GENERAL MEETINGS

18. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice and every other extraordinary general meeting shall be called by at least 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
19. The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of such business. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:
- (a) the consideration and adoption of the accounts and balance sheet and the reports of the Executive Board and auditors and other documents required to be annexed to the accounts; and
  - (b) the appointment of auditors (and the fixing of their remuneration) where special notice of the resolution for such appointment is not required by the Act.

The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special or extraordinary resolution, specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum is present. Save as otherwise stated herein 12 Voting Members, of whom at least 6 shall not be members of the Executive Board, present in person shall be a quorum.

22. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Board may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
23. The Chairman, or in his absence one of the Vice-Chairmen, shall preside as chairman of the meeting, but if neither the Chairman nor the Vice-Chairmen are present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the Executive Board present shall elect one of their number to be chairman of the meeting and, if there is only one member of the Executive Board present and willing to act, he shall be chairman of the meeting.
24. If no member of the Executive Board is willing to act as chairman of the meeting, or if no member of the Executive Board is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman of the meeting.
25. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
26. The chairman of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to him that:
  - (a) members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting;
  - (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or
  - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
27. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a special or extraordinary resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted

upon.

28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (a) by the chairman of the meeting; or
  - (b) by at least five members present and having the right to vote at the meeting.
29. Unless a poll is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
30. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
31. A poll shall be taken at such time and place and in such manner 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.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
33. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than 14 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.
34. No notice need be given of a poll not taken forthwith 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.
35. The Voting Members may in their absolute discretion require any resolution to be put to a postal ballot. The conduct of such postal ballot shall be determined by the Chairman. The members entitled to vote shall have posted to them ballot papers on which shall be stated the proposed resolution. Ballot papers must be returned to the BOA either by post or by hand by the time stated therein.



36. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

#### VOTES OF MEMBERS

37. Subject to Articles 40 and 46, on a show of hands every Voting Member who is present in person or by its duly appointed representative shall have one vote and on a poll every Voting Member present in person shall have one vote. No person may represent more than one Voting Member. Voting Members shall not be entitled to vote by proxy. Subject to Article 48, any resolution proposed at a general meeting shall be passed by simple majority of those present voting unless otherwise determined in advance of the vote by the chairman of the meeting.
38. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the chairman of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

#### MATTERS CONCERNING THE OLYMPIC GAMES

40. Resolutions concerning the Olympic Games must be decided upon at a general meeting. Only the Olympic Governing Bodies and the members of the Executive Board shall be entitled to vote in connection with such matters.

#### THE PATRON

41. The Voting Members may appoint a person, whom they consider to be suitably qualified, to be Patron of the BOA from time to time. The Patron shall hold office for such term and shall have such rights and privileges as the Voting Members shall from time to time prescribe.

#### THE PRESIDENT

42. The President of the BOA so long as he holds office shall be a Non-Voting Member and shall be elected by the Voting Members at the same time and in the same manner and shall serve for the same period of time as the Chairman of the BOA. A retiring President shall be eligible for re-election. The President of the BOA shall be an honorary position and shall not be the president of the BOA for the purposes of the Olympic Charter.

### THE VICE-PRESIDENTS

43. The Voting Members may appoint any person to be a Vice-President of the BOA at any time. A Vice-President, whether elected at an Election Meeting or at any other general meeting, shall hold office until the Election Meeting to be held next following his election. A Vice-President shall be eligible for re-election. A Vice-President shall have such rights and privileges as the BOA in general meeting shall from time to time decide.

### THE CHAIRMAN

44. (a) The Chairman shall be elected once in every Olympiad by the Voting Members at the Election Meeting. No person shall, without the approval of the chairman of the meeting, be proposed for election as the Chairman unless written notice of the intention to propose him by the Voting Member who intends so to do shall have been received by the secretary not less than one month before the Election Meeting. A retiring Chairman may put himself forward for re-election by written notice to the secretary not less than one month before the Election Meeting. A person appointed as Chairman shall hold office until the conclusion of the next Election Meeting but shall be eligible for re-election in accordance with these Articles. The Chairman from time to time shall be considered, for the purposes of the Olympic Charter, to be the president of the BOA. The election procedure shall be subject to any bye-laws made by the Voting Members pursuant to these Articles.
- (b) If, in the reasonable opinion of the Executive Board, the Chairman is permanently incapacitated for whatever reason, the Executive Board shall appoint an acting chairman to act with the same rights and be under the same obligations as the Chairman whose place he has been authorised to take. Such alternate chairman shall hold office until the next annual general meeting, at which meeting he may be appointed by the Voting Members to act as Chairman until the conclusion of the next Election Meeting and shall then be eligible for re-election.

### THE VICE-CHAIRMEN

45. Up to two Vice-Chairmen shall be elected once in every Olympiad at the Election Meeting. No person shall, without the approval of the chairman of the meeting, be proposed for election as a Vice-Chairman unless written notice of the intention to propose him by the Voting Member who intends so to do shall have been received by the secretary not less than one month before the Election Meeting. A retiring Vice-Chairman may put himself forward for re-election by written notice to the secretary not less than one month before the Election Meeting. A Vice-Chairman shall hold office until the conclusion of the next Election Meeting but shall be eligible for re-election in accordance with these Articles. The election procedure shall be subject to any bye-laws made by the Voting Members pursuant to these Articles.

### ATHLETES' REPRESENTATIVES

46. Up to two Athletes' Representatives shall be elected once in every Olympiad by the Athletes' Commission. The two Athletes' Representatives so elected shall be Voting Members and shall serve until the conclusion of the next Election Meeting. In the event of death, incapacity or retirement of a serving Athletes' Representative, the Athletes' Commission shall elect a substitute to serve until the Athletes' Representative originally elected was due to retire. A person shall not be eligible for election as an Athletes' Representative unless he has competed for Great Britain in either or both of the last two Olympic Games or Olympic Winter Games or shall be a senior squad member in training for the next Olympic Games or Olympic Winter Games. The result of each election by the Athletes' Commission shall be notified in writing by the Chairman of the Athletes' Commission forthwith to the secretary.

#### INDIVIDUAL MEMBERS

47. The Voting Members may, pursuant to and in accordance with a recommendation of the Executive Board, elect no more than four individuals in every Olympiad to be Voting Members. The Individual Members so elected shall retire at the conclusion of the next Election Meeting but may be eligible for re-election if so recommended by the Executive Board.

#### VOTING ON ELECTION

48. Voting for election to any office under the Articles or to serve on any sub-committee (other than election to the Executive Board under Article 53) shall be by secret ballot. Such elections shall be conducted by the successive elimination of candidates polling the least number of votes until one candidate shall obtain more than 50% of the valid votes cast. In the case of the election of the Olympic Governing Body representatives on the Executive Board the six individuals who poll the most votes (provided always that at least one summer sport and one winter sport are represented) shall be elected. In such an election Voting Members must cast six votes for six individuals on their ballot sheet.

#### CASUAL VACANCIES

49. The Voting Members may fill a casual vacancy in the office of President, among the Chairman, Vice-Chairmen, Individual Members or, subject to Article 46, Athletes' Representatives. A person appointed to fill such a casual vacancy shall serve for the remainder of the term of office for which the person whose vacancy he fills was elected to serve.

#### SUB-COMMITTEES

50. The Voting Members may also at any time appoint any sub-committees with such powers, for such period and upon such terms, as the Voting Members shall determine from time to time, and may appoint any person, whether he be a member or not, to be a member of any such sub-committee. The Voting Members shall fix the terms of reference for such sub-committees from time to time.

## THE EXECUTIVE BOARD

51. The affairs of the BOA shall be governed by the Executive Board, who may pay all expenses incurred in promoting and registering the BOA, and may authorise all such acts and the exercise of all such powers of the BOA by the Executive Board (on whom executive management powers are conferred as directors) as may be required to give effect to the BOA's objects and which are not, by the Act or by these Articles, required to be exercised in general meeting. No regulation made by the BOA in general meeting shall invalidate any prior act of the Executive Board which would have been valid if that regulation had not been made.
52. Unless otherwise determined by ordinary resolution, the number of members of the Executive Board shall not be less than five.
53. The Executive Board shall consist of:
- (i) the British IOC Members;
  - (ii) the British Honorary IOC Member appointed as such on or before 31 December 2002;
  - (iii) the Chairman and Vice-Chairmen;
  - (iv) up to six of the Olympic Governing Bodies' representatives not less than one of whom shall be elected by the Voting Members from among the Olympic Governing Bodies of sports included in the Olympic Games and not less than one of whom shall be elected by Voting Members from among the Olympic Governing Bodies of sports included in the Olympic Winter Games. A retiring member of the Executive Board (appointed pursuant to this paragraph (iv)) shall be eligible for re-election; and
  - (v) the Chairman of the Athletes' Commission (provided that such person has competed for Great Britain at an Olympic Games or Olympic Winter Games).
54. The representatives appointed under Article 53(iv) above to serve on the Executive Board shall be elected biennially in the years of an Olympiad when the Olympic Games and the Olympic Winter Games are not celebrated at the general meetings to be determined by the Executive Board. The representatives of Olympic Governing Bodies who are elected to be members of the Executive Board shall serve from the conclusion of the general meeting at which they are elected until the conclusion of the general meeting at which the next election of representatives of Olympic Governing Bodies to the Executive Board shall be held. In the event of an Olympic Governing Body representative who is a member of the Executive Board retiring or being replaced for whatever reason, a casual vacancy shall arise on the Executive Board, which shall be filled by the Voting Members electing another suitably qualified Olympic Governing Body representative to hold office until such time as the person who was replaced was due to retire.
55. The Executive Board shall present at each general meeting a report of the actions or

decisions which it shall have taken since the previous general meeting. The Chief Executive, the finance director, British Honorary IOC Members and the Chairmen of the charities known as the British Olympic Foundation and British Olympic Medical Trust shall be invited to attend Executive Board Meetings but shall not be entitled to vote. The Executive Board may invite other individuals to attend Executive Board Meetings but those individuals shall not be entitled to vote.

56. The Executive Board shall appoint one of its number to oversee the BOA's finances provided that such appointment shall not diminish the Executive Board's collective responsibility for the financial affairs of the BOA.
57. In the absence of any expression to the contrary in the Articles, rules or any regulations, or standing orders, or decisions of the Executive Board, a matter shall be carried if supported by a simple majority of the members of the Executive Board present and voting.

#### DELEGATION OF EXECUTIVE BOARD'S POWERS

58. The Executive Board may delegate any of its powers to any committee consisting of one or more members of the Executive Board. It may also delegate to the Chief Executive, or any member of the Executive Board holding any other executive office or any member of the professional staff such of its powers as it considers desirable to be exercised by him. Any such delegation may be made subject to any conditions the Executive Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Executive Board so far as they are capable of applying.

#### APPOINTMENT AND RETIREMENT OF MEMBERS OF THE EXECUTIVE BOARD

59. Without prejudice to the provisions of section 303 of the Act, the Voting Members may by ordinary resolution remove any member of the Executive Board before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the member of the Executive Board in whose place he is appointed would have held the same if he had not been removed.
60. The Voting Members may appoint a person who is willing to act to be a member of the Executive Board, either to fill a casual vacancy or as an additional member of the Executive Board, provided that the appointment does not cause the number of Executive Board members to exceed any number fixed by or in accordance with these Articles as the maximum number of members of the Executive Board. A member of the Executive Board so appointed shall hold office until the person he has replaced was due to retire but shall be eligible for re-election.

#### DISQUALIFICATION AND REMOVAL OF EXECUTIVE BOARD MEMBER

61. The office of a member of the Executive Board shall be vacated if:

- (a) being the Chairman or a Vice-Chairman, he ceases to be the Chairman or Vice-Chairman; or
- (b) he ceases to be a member of the Executive Board by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Executive Board; or
- (c) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) he is, or may be, suffering from mental disorder and either:
  - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (e) he resigns his office by notice to the BOA; or
- (f) he shall without sufficient reason for more than three consecutive Executive Board meetings have been absent without permission of the Executive Board and all other members of the Executive Board resolve that his office be vacated; or
- (g) he is removed from office by a resolution duly passed pursuant to section 303 of the Act; or
- (h) he is requested to resign by all the other members of the Executive Board acting together; or
- (i) being a representative of an Olympic Governing Body, he ceases to represent an Olympic Governing Body for whatever reason; and

section 293 of the Act shall not apply.

#### EXECUTIVE BOARD'S EXPENSES

62. The Executive Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Board or committees of the Executive Board or general meetings or separate meetings of the holders of debentures of the BOA or otherwise in connection with the discharge of their duties save where the Rules provide otherwise in accordance with the policy

set by the Executive Board from time to time.

#### EXECUTIVE BOARD'S APPOINTMENTS AND INTERESTS

63. Subject to the provisions of the Act, the Executive Board may enter into an agreement or arrangement with any member of the Executive Board for his employment by the BOA or for the provision by him of any services outside the scope of the ordinary duties of a member of the Executive Board. Any such appointment, agreement or arrangement may be made upon such terms as the Executive Board determine and they may remunerate any such member of the Executive Board for his services as they think fit. Any appointment of a member of the Executive Board to an executive office shall terminate if he ceases to be a member of the Executive Board but without prejudice to any claim for damages for breach of the contract of service between the member of the Executive Board and the BOA.
64. Subject to the provisions of the Act, and provided that he has disclosed to the Executive Board the nature and extent of any material interest of his, a member of the Executive Board notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the BOA or in which the BOA is otherwise interested;
  - (b) may be a member of the Executive Board or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the BOA or in which the BOA is otherwise interested; and
  - (c) shall not, by reason of his office, be accountable to the BOA for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
65. For the purposes of these Articles:
- (a) a general notice given to the Executive Board that a member of the Executive Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Executive Board has an interest in any such transaction of the nature and extent so specified; and
  - (b) an interest of which a member of the Executive Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### EXECUTIVE BOARD'S GRATUITIES AND PENSIONS

66. The Executive Board may provide benefits, whether by the payment of gratuities or

pensions or by insurance or otherwise, for any member of the Executive Board who has held but no longer holds any executive office or employment with the BOA or with any body corporate which is or has been a subsidiary of the BOA or a predecessor in business of the BOA or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

#### PROCEEDINGS OF THE EXECUTIVE BOARD

67. Subject to the provisions of these Articles, the Executive Board may regulate its proceedings as it thinks fit. A member of the Executive Board may, and the secretary at the request of a member of the Executive Board shall, call a meeting of the Executive Board. It shall not be necessary to give notice of a meeting to a member of the Executive Board who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
68. Any member of the Executive Board may participate in a meeting of the Board, or of a committee of the Executive Board, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is.
69. The Executive Board may invite any senior member of the BOA's staff and/or any other person whom it sees fit to attend but not vote at meetings of the Executive Board.
70. A meeting of the Executive Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the BOA for the time being vested in the BOA generally. The quorum for the transaction of the business of the Executive Board shall be five.
71. The continuing Executive Board or a sole continuing member of the Executive Board may act notwithstanding any vacancies in their number, but, if the number of Executive Board members is less than the number fixed as the quorum, the continuing Executive Board or member of the Executive Board may act only for the purpose of admitting persons to membership or of calling a general meeting.
72. The Chairman shall be the chairman of the Executive Board. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Executive Board at which he is present. But if there is no person holding that office, or if the Chairman is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, one of the Vice-Chairmen shall preside. If there is no Vice-Chairman or if



he is unwilling to preside, or if he is not present within fifteen minutes after the time appointed for the meeting, the Executive Board present may appoint one of their number to be chairman of the meeting.

73. All acts carried out by a meeting of the Executive Board, or of a committee of the Executive Board, or by a person acting as a member of the Executive Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Board or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Board and had been entitled to vote.
74. A resolution in writing signed by all the members of the Executive Board entitled to receive notice of a meeting of the Executive Board or of a committee of the Executive Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or (as the case may be) a committee of the Executive Board duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Board.
75. Save as otherwise provided by the Articles, a member of the Executive Board shall not vote at a meeting of the Executive Board or of a committee of the Executive Board on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the BOA unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
  - (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the BOA or any of its subsidiaries;
  - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the BOA or any of its subsidiaries for which the member of the Executive Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
  - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the BOA or any of its subsidiaries, or by virtue of his being, or intending to become, a participator in the underwriting or sub-underwriting of an offer of any such debentures by the BOA or any of its subsidiaries for subscription, purchase or exchange;
  - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purposes of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the BOA), connected with a member of the Executive Board shall

be treated as an interest of the member of the Executive Board.

76. A member of the Executive Board shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
77. The BOA may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Executive Board from voting at a meeting of the Executive Board or of a committee of the Executive Board.
78. Where proposals are under consideration concerning the appointment of two or more members of the Executive Board to offices or employments with the BOA or any body corporate in which the BOA is interested the proposals may be divided and considered in relation to each member of the Executive Board separately and (provided he is not for another reason precluded from voting) each member of the Executive Board concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
79. If a question arises at a meeting of the Executive Board or of a committee of the Executive Board as to the right of a member of the Executive Board to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Executive Board other than himself shall be final and conclusive.

#### ATHLETES' COMMISSION

80. The BOA shall from time to time either establish a sub-committee of the BOA or recognise a separate organisation, as the Athletes' Commission. Such sub-committee or organisation must be established in accordance with the IOC's guidelines relating to the creation of an Athletes' Commission.

#### CHIEF EXECUTIVE

81. From time to time the Executive Board, after consultation with the Voting Members, shall appoint a Chief Executive for such term, at such remuneration and upon such conditions as it thinks fit and any Chief Executive so appointed may be removed by the Executive Board. For the purposes of the Olympic Charter the Chief Executive shall be the general secretary of the BOA.

#### SECRETARY

82. Subject to the provisions of the Act, the secretary shall be appointed by the Executive Board for such term, at such remuneration and upon such conditions as it may think fit; and any secretary so appointed may be removed by the Executive Board.

#### MINUTES

83. The Executive Board shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments made by the Executive Board; and
- (b) of all proceedings at meetings of the BOA, which shall include without limitation proceedings of the Executive Board and of committees of the Executive Board, including the names of the Executive Board present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. In accordance with the Olympic Charter certified copies of the minutes of the general meetings at which elections take place or members are admitted must be sent to the IOC.

#### RESPECT FOR OLYMPIC CHARTER

- 84. The BOA shall at all times act in accordance with the Olympic Rules and Charter, other bye-laws, guidelines and mission statements of the IOC the provisions of which, so far as they concern the constitution, duties and obligations of National Olympic Committees, shall be deemed to be incorporated in these Articles.
- 85. These Articles shall be construed in accordance with the Olympic Charter. If there is any doubt as to the implication or the interpretation of these Articles or if there is a discrepancy between these Articles and the Olympic Charter, the provisions of the Olympic Charter shall apply so far as the implication, interpretation or discrepancy concerns the constitution, duties and obligations of National Olympic Committees. In all other cases, the provisions of these Articles shall apply.

#### ACCOUNTS

- 86. The Executive Board shall cause accounting records of the BOA to be kept in accordance with section 221 of the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
- 87. Accounting records shall be kept at the registered office or, subject to section 222 of the Act, at such other place or places as the Executive Board shall think fit and shall always be open to the inspection of the Executive Board.
- 88. One or more Voting Members shall, if authorised by a simple majority of the Voting Members, be permitted to inspect the accounts and books and documents of the BOA at all reasonable times.
- 89. At the annual general meeting in every year the Executive Board shall lay before the Voting Members a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Board and the auditors of the BOA, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the

date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

#### AUDIT

90. Once at least in every year the accounts of the BOA shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
91. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### NOTICES

92. Any notice to be given to or by any person pursuant to the Articles shall be in writing (except that a notice calling a meeting of the Executive Board need not be in writing) or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article and in Articles 93 and 94 below, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
93. A notice may be given by the BOA to any member, either personally or by sending it by post to the registered address of such member, or (if there be no such registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member to the BOA for the giving of notices or by giving it using electronic communications to an address for the time being notified to the BOA by the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice and to have been effected in all cases on the fourth day following the day of posting. Where a notice is given using electronic communications, service of the notice shall be deemed to be effected by sending the electronic communication containing the notice in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators and to have been effected in all cases at the expiration of 48 hours after the time it was sent.
94. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - (a) every Voting Member except those who (having no registered address within the United Kingdom) have not supplied to the BOA an address within the United Kingdom for the giving of notice to them; and
  - (b) the auditors for the time being of the BOA.

No other person shall be entitled to receive notices of general meetings.

95. A member present at any meeting of the BOA shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### BYE-LAWS

96. Subject to Articles 15(b) and 99, the Voting Members shall be empowered to make bye-laws for the purpose of regulating any matters not mentioned in these Articles which are consistent with the Memorandum of Association and these Articles. The Voting Members shall be empowered to alter, suspend or rescind any of the said bye-laws from time to time as it thinks fit.
97. Any bye-laws in force for the time being shall be binding upon every member of the BOA.
98. Notices of any new, altered, suspended or rescinded bye-laws shall be sent to each member and shall be placed before the next ensuing general meeting of the BOA.

### REGULATIONS

99. The Executive Board has the power from time to time to make, repeal and amend regulations for the better administration of the BOA.
100. Any such regulations made pursuant to Article 99 must be consistent with and subject to the Olympic Charter and any other rules and regulations of the IOC.

### INDEMNITY

101. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every member of the Executive Board or other officer or auditor of the BOA shall be indemnified out of the assets of the BOA against any liability incurred by him in defending any 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 BOA.

### WINDING UP

102. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the BOA shall apply and have effect as if the provisions thereof were repeated in these Articles.

# **THE COMPANIES ACTS 1985 TO 1989**

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**Company Limited by Guarantee and not having a Share Capital**

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## **MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH OLYMPIC ASSOCIATION**

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Incorporated the 23rd day of July 1981.