

**BRITISH  
BASKETBALL**

British Basketball Federation  
c/o Brabners LLP  
55 King Street  
Manchester  
M2 4LQ

Company Number: 06144448 Private Company Limited by Guarantee

**WRITTEN RESOLUTION of BRITISH BASKETBALL FEDERATION (the Company)**

Circulated on 15 March 2022 (the Circulation Date)

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution.

***SPECIAL RESOLUTION THAT new Articles of Association in the form attached to this resolution are approved and with immediate effect adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.***

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolution set out above. The undersigned, being a person entitled to vote on the above resolution on the circulation date stated above, hereby irrevocably agrees to the resolution set out above.

Signed for and on behalf of Basketball England

Date: 16/3/22

Signed for and on behalf of Basketballscotland Limited

Date: 17/03/22

Signed for and on behalf of Pelfasged Cyf

Date: 16 March 2022

THURSDAY



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24/03/2022

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COMPANIES HOUSE

Company Registered in England. Company Number: 06144448

## NOTES

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - by hand – by delivering the signed copy to the Chairman at 55 King Street, Manchester, England, M2 4LQ;
  - by post – by returning the signed copy by post to the Chairman at 55 King Street, Manchester, England, M2 4LQ;
  - by email – by attaching a scanned copy of the signed document to an email and sending it to [chair@gb.basketball](mailto:chair@gb.basketball) and please type "Shareholder Resolution" in the email subject box. If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.



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### **Changes to Articles of Association**

#### **Below is a summary of the proposed changes to be made to the Articles**

**Article 21** Each member shall be entitled by notice in writing to British Basketball to appoint up to two Nominated Directors. A notice of appointment in accordance with this Article shall take effect upon lodgement at the Office or on delivery to a meeting of the Board.

**Article 24** "Subject to article 134, the Board shall consist of not less than seven (7), but not more than twelve (12) Directors.

**Article 26.1** the independent Chairman, who shall be appointed by the Board.

**Article 26.2** Two (2) Independent Directors who may be appointed by the Board. The Board shall advertise such posts using reasonable means and shall determine the best candidates for the roles, considering such matters as are deemed reasonable, including, but not limited to, their skills and qualifications.

**Article 26.3** Two (2) Nominated Directors nominated by each of the Members (being six (6) Nominated Directors in aggregate). Each Member will nominate qualified candidates for the role, considering such matters as are deemed reasonable, including but not limited to, their skills and qualifications. A Nominated Director can be either a director of a Home Nation Basketball Association and/or a member of a Home Nation Basketball Association.

**Article 37.10** a Member activates its entitlement by notice in writing to remove one or both of its Nominated Directors from the Board. A notice of removal shall take effect upon the lodgement at the Office, or on delivery to a meeting of the Board, or on delivery to the Chairman. For the avoidance of doubt, upon removing one or both of its Nominated Directors from the Board in accordance with this Article, the relevant Member shall be entitled to nominate one or two (as appropriate) new Nominated Directors who shall be appointed to the Board in accordance with these Articles.