The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

Sport and Recreation Alliance

Company number: 474512

Adopted at the Annual General Meeting on 12 November ~~2025~~ **2026**

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Sport and Recreation Alliance

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The primary objects for which the Alliance is established are to preserve and maintain the physical and mental health of the community through physical recreation and in particular:

2.1 to constitute a standing forum where all national governing and representative bodies of sport and physical recreation may be represented and may collectively or through special groups where appropriate formulate and promote measures to improve and develop sport and physical recreation;

2.2 to support the work of the specialist sports bodies and to bring them together with other interested organisations;

2.3 to act as consultative body to the UK Sports Council, the English Sports Council and other representative or public bodies concerned or interested in sport and physical recreation.

3. Powers

To further its objects the Alliance may:

3.1 collaborate, form partnerships and exchange information and good practice with organisations in the public, private and voluntary sectors;

3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.5 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations consistent with the objects of the Alliance;

3.6 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Alliance may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Alliance;

3.7 sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Alliance as may be thought expedient with a view to the promotion of its objects;

3.8 borrow or raise money for the purposes of the Alliance on such terms and on such security as may be thought fit;

3.9 invest the Alliance's money not immediately required for its objects in or upon any investments, securities, or property;

3.10 arrange for investments or other property of the Alliance to be held in the name of a nominee or nominees and pay any reasonable fee required;

3.11 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

3.12 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

3.13 accept (or disclaim) gifts of money and any other property;

3.14 raise funds by way of subscription, donation or otherwise;

3.15 incorporate and acquire subsidiary companies to carry on any trade;

3.16 subject to Article 4 (limitation on private benefits):

3.16.1 engage and pay employees, consultants and professional or other advisers; and

3.16.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

3.17 establish and support or aid in the establishment and support of any organisation and subscribe, lend or guarantee money or property for purposes in any way connected with the purposes of the Alliance or calculated to further its objects;

3.18 undertake and execute charitable trusts;

3.19 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of anybody;

3.20 insure the property of the Alliance against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Alliance;

3.21 provide indemnity insurance to the extent permissible by law to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Alliance, including without limitation any liability to make a contribution to the Alliance's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading); and

3.22 do all such other lawful things as may further the Alliance's objects.

LIMITATION ON PRIVATE BENEFITS

4.1 The income and property of the Alliance shall be applied solely towards the promotion of its objects;

4.2 No part of the income and property of the Alliance shall be paid or transferred directly or indirectly by way of dividend or otherwise howsoever by way of profit to members or Directors of the Alliance. This shall not prevent any payment in good faith by the Alliance of:

4.2.1 reasonable and proper remuneration to any member, officer, Director or employee of the Alliance (or payment to any firm or company of which a member, Director, officer or employee is a shareholder or holds an interest or is a member, director or employee) for any services rendered to the Alliance whether under a contract of employment or otherwise. Where remuneration is to be paid to a Director or to any person connected to a Director for services rendered to the Alliance, the procedures in Article 21 must be complied with;

4.2.2 interest at a reasonable and proper rate on money lent by any member of the Alliance or its Directors;

4.2.3 reasonable and proper rent for premises demised or let by any member of the Alliance or its Directors;

4.2.4 out-of-pocket expenses to any of its Directors;

4.2.5 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.21;

4.2.6 any payments made to any Directors or officer under the indemnity provisions set out in Article 6.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Alliance in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for:

5.1 payment of the Alliance's debts and liabilities contracted before he, she or it ceases to be a Member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Alliance shall be indemnified out of the assets of the Alliance in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Alliance may be indemnified out of the assets of the Alliance in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Alliance's business, for which purpose they may exercise all the powers of the Alliance.

8. Members' reserve power

8.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

9. Senior Independent Director

9.1 The Directors may appoint one of their Appointed Directors to the post of Senior Independent Director for such purpose and term of office as they determine and may at any time remove him or her from that office.

9.2 The Chief Executive shall be excluded from any voting process regarding the appointment of the Senior Independent Director.

10. Directors may delegate

10.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee and may delegate the implementation of their decisions or day to day management of the affairs of the Alliance to any person or committee.

10.2 Any delegation by the Directors may be:

10.2.1 by such means;

10.2.2 to such an extent;

10.2.3 in relation to such matters or territories; and

10.2.4 on such terms and conditions;

as they think fit.

10.3 The Directors may revoke any delegation in whole or part or alter its terms and conditions.

10.4 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Alliance for such purposes and on such conditions as they determine.

11. Committees

11.1 In the case of delegation to committees:

11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

11.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

11.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

11.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Alliance except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

12. Delegation of day to day management powers

In the case of delegation of the day to day management of the Alliance to a chief executive or other manager or managers:

12.1 the delegated power shall be to manage the Alliance by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

12.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

12.3 any manager must report regularly to the Directors on the activities undertaken in managing the Alliance and provide them regularly with management accounts which are sufficient to explain the financial position of the Alliance.

13. Rules

13.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Alliance and its affairs. The rules shall be binding on all members of the Alliance. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

13.2 The rules may regulate the following matters but are not restricted to them:

13.2.1 the duties of any officers or employees of the Alliance;

13.2.2 the admission of members of the Alliance and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

13.2.3 the conduct of members of the Alliance in relation to one another, and to the Alliance's employees and volunteers;

13.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);

13.2.5 the procedure at general meetings;

13.2.6 arrangements for Remote Attendance at general meetings, including any relevant restrictions or limitations;

13.2.7 any of the matters or things within the powers or under the control of the Directors; and

13.2.8 generally, all such matters as are commonly the subject matter of company rules.

13.3 The Alliance in general meeting has the power to alter, add to or repeal the rules.

DECISION-MAKING BY DIRECTORS

14. Directors to take decisions collectively

Any decision of the Directors must be either:

14.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 19); or

14.2 a decision taken in accordance with Article 20.

15. Calling a Directors' meeting

15.1 The Chair or not less than four Directors may, and on the request of the Chair or not less than four Directors, the Chief Executive (or such other person nominated by the Board) shall, at any time, call a meeting of the Board.

15.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

15.2.1 all the Directors agree; or

15.2.2 urgent circumstances require shorter notice.

15.3 Notice of Directors' meetings must be given to each Director. A Director who is absent from the United Kingdom shall not be entitled to such notice.

15.4 Every notice calling a Directors' meeting must specify:

15.4.1 the place, day and time of the meeting;

15.4.2 the general nature of the business to be considered at such meeting; and

15.4.3 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.

15.5 Notice of Directors' meetings need not be in Writing.

15.6 Article 63 shall apply and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

16. Participation in Directors' meetings

16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

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

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

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

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

17. Quorum for Directors' meetings

17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors at a number not less four and unless so fixed at any other number, it shall be four.

17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

17.3.1 to appoint further Directors; or

17.3.2 to call a general meeting so as to enable the members to appoint further Directors.

18. Chairing of Directors' meetings

The Chair or in his or her absence, the Senior Independent Director, shall preside as Chair of each Directors' meeting. In the event that neither the Chair nor the Senior Independent Director is present, another Director nominated by the Directors present shall preside as chair of the meeting.

19. Casting vote

19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

19.2 Article 19.1 does not apply if, in accordance with Articles 4.2.1 or 21, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Decisions without a meeting

The Directors may, in the circumstances outlined in this Article, make a majority decision without holding a Directors' meeting.

20.1 If:

20.1.1 a Director has become aware of a matter on which the Directors need to take a decision;

20.1.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;

20.1.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

20.1.4 a majority of the Directors then in office vote in favour of a particular decision on that matter;

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.

20.2 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Article:

20.2.1 may be in different places, and may participate at different times; and

20.2.2 may communicate with each other by any means.

20.3 The Chair, or such other Director or the Secretary as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

20.3.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;

20.3.2 the nomination of a person to whom all Directors' votes must be communicated;

20.3.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval;

20.3.4 if, by the date given for casting votes, a majority of the Directors have not voted in favour of the decision, the nominated person shall communicate that fact to all the Directors promptly; and

20.3.5 the nominated person must prepare a minute of the decision in accordance with Article 67.

20.4 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with Articles 4.2.1 or 21, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

21. Director interests and management of conflicts of interest

Declaration of interests

21.1 Unless Article 21.2 applies, a Director must declare the nature and extent of:

21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Alliance; and

21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Alliance or his or her duties to the Alliance.

21.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

Participation in decision-making

21.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Alliance, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

21.4 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 20 and a Director has a conflict of interest (other than one that is common to all the Directors) in respect of that matter then, subject to Article 21.5 he or she must:

21.4.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

21.4.2 not be counted in the quorum for that part of the meeting; and

21.4.3 withdraw during the vote and have no vote on the matter.

Directors' power to authorise a conflict of interest

21.5 The Directors may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

21.5.1 any matter which would otherwise result in a Director infringing his or her duty to avoid a situation in which he or she has a conflict of interest; and

21.5.2 the manner in which a conflict of interest arising out of any Director's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Director with a conflict of interest can participate in a vote on the matter and can be counted in the quorum;

provided that when deciding to give such authorisation the provisions of Article 21.4 shall be complied with and provided that nothing in this Article 21.5 shall have the effect of allowing the Directors to authorise a benefit that is not permitted in accordance with Article 4.

21.6 If a matter, employment or position, has been authorised by the Directors in accordance with Article 21.5 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, employment or position, will or may be discussed.

Continuing duties to the Alliance

21.7 Where a Director has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

21.7.1 the Director shall not be in breach of his or her duties to the Alliance by withholding confidential information from the Alliance if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

21.7.2 the Director shall not be accountable to the Alliance for any benefit expressly permitted under these Articles which he or she derives from any matter, employment or position.

22. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept.

23. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. Board of Directors

24.1 Subject to Article 24.2, there shall be at least six and no more than twelve Directors on the Board, which shall comprise:

24.1.1 up to four Elected Directors nominated and elected in accordance with Article 25;

24.1.2 up to four Appointed Directors appointed in accordance with Article 26.1;

24.1.3 a Chair appointed in accordance with Article 26.2;

24.1.4 the NGB Coalition Chair, ex-officio;

24.1.5 the NGB Coalition Deputy Chair, ex-officio; and

24.1.6 the Chief Executive, ex-officio.

24.2 From the conclusion of the annual general meeting in 2025 until the conclusion of the annual general meeting in ~~2026~~**2027**, there shall be at least six and no more than fourteen Directors on the Board, which shall comprise:

24.2.1 up to four Elected Directors nominated and elected in accordance with Article 25;

24.2.2 up to six Appointed Directors appointed in accordance with Article 26.1;

24.2.3 a Chair appointed in accordance with Article 26.2;

24.2.4 the NGB Coalition Chair, ex-officio;

24.2.5 the NGB Coalition Deputy Chair, ex-officio; and

24.2.6 the Chief Executive, ex-officio.

25. Elected Directors

25.1 Elected Directors shall be elected by the Full Members through an electronic voting process conducted prior to an annual general meeting in accordance with this Article 25 and any rules made by the Directors.

25.2 Each year the Board shall, at least three months prior to an annual general meeting, notify the Full Members of the number of vacancies amongst Elected Directors to be filled with effect from the next annual general meeting and invite nominations for candidates for election. The Nominations Committee will consider and assess all the nominations submitted by the Full Members and the Divisions against any criteria and eligibility requirements set by the Board and will recommend candidates for election. The Board will notify the Full Members of the nominees recommended by the Nominations Committee. The Board will make arrangements for the election and voting process of Elected Directors by Full Members and will report the outcome of the elections at the relevant annual general meeting. The Elected Directors duly elected shall take

office from the end of the annual general meeting immediately following the election.

25.3 The Board will have full discretion to determine all matters and make any arrangements concerning the timing, procedure and conduct of the nomination and election process for Elected Directors.

26. Appointed Directors and Chair

26.1 Subject to Article 24.2, the Board shall have power to appoint such individuals as it considers appropriate as 'Appointed Directors'. Appointed Directors shall be recruited through an open and transparent skills and competency-based selection process determined by the Directors. Applicants will be assessed as to their suitability by the Nominations Committee (who may also hold interviews) and recommend candidates for appointment. The Board will make the final decision on the appointments.

26.2 A Chair shall be appointed as follows:

26.2.1 The Board shall have power to appoint an individual as Chair. The Chair shall be recruited through an open and transparent skills and competency-based selection process determined by the Directors. Any vacancy shall be openly advertised. Applicants will be assessed as to their suitability by an appointment panel convened for this specific purpose by the Board (who may also hold interviews) and recommend a candidate for appointment. The membership of the appointment panel will be determined by the Board, but it will include a member of the Nominations Committee. The Board will make the final decision as to appointment, provided that the Chief Executive may not take part in the decision.

26.2.2 An Elected or Appointed Director may apply for the post of Chair and will be considered along with any external candidates. If appointed as Chair the individual shall cease to be an Elected or Appointed Director and the vacancy may be filled in accordance with Article 27.2.

26.3 For the avoidance of doubt, the Directors may choose to reappoint a Chair or Appointed Director without following the open recruitment process required for a first appointment.

27. Term of office and casual vacancies

27.1 Subject to Article 27.2 all Directors (except an Ex-Officio Director) shall be appointed to serve for a term of four years to commence at the conclusion of an annual general meeting and which may be renewed once. A Chair of Directors (appointed under Article 26.2) may serve for one extra year if the Directors decide that such an extension would be in the best interests of the Alliance. A Director that has served for their maximum term in office may not be considered for reappointment or re-election until at least four years have elapsed.

27.2 Individuals to fill casual vacancies may be co-opted by the Board at any time to serve for the remainder of the term of the Director replaced (or, in the case of a

Director co-opted in place of an Ex-Officio Director who ceases to be a Director under Article 30.1.8, until the role by virtue of which that individual is an Ex-Officio Director is filled). Any period served by a Director to fill a casual vacancy shall count towards a subsequent term if that Director later becomes a Director in another capacity for the purpose of Article 27.1.

28. Conditions of appointment of Director

28.1 There shall be no upper age limit for Directors.

28.2 No person may be appointed as a Director:

28.2.1 unless he or she has attained the age of 18 years; or

28.2.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.

29. Nominations Committee

29.1 The Board shall appoint a Nominations Committee in accordance with this Article 29.

29.2 The Nominations Committee shall be chaired by the Chair of the Alliance and the majority of members will be Appointed Directors. Membership of the Nominations Committee will also include at least one person who is independent of the Alliance.

29.3 No person may serve on the Nominations Committee for more than eight years.

29.4 The purpose of the Nominations Committee shall be to:

29.4.1 consider and assess nominations received for positions on the Board of Directors;

29.4.2 recommend candidates for the posts of Elected Directors and Appointed Directors to the Full Members or the Board as appropriate; and

29.4.3 oversee the appointment of the NGB Coalition Chair and NGB Coalition Deputy Chair, in accordance with rules made by the Board under Article 34.1.

29.5 Subject to this Article 29, the Board shall determine the terms of reference and manner of proceedings for the Nominations Committee.

30. Disqualification and removal of Directors

30.1 The office of a Director shall be vacated if:

30.1.1 he or she ceases to be a Director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Director;

30.1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

30.1.3 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

30.1.4 he or she resigns by notice to the Alliance;

30.1.5 his or her term of office expires in accordance with Article 27;

30.1.6 he or she is removed from office by a resolution passed pursuant to section 168 of the Companies Act 2006;

30.1.7 he or she is an Appointed Director or Chair and at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board; or

30.1.8 in the case of an Ex-Officio Director, the Director ceases to hold the role by virtue of which the individual is a Director.

PRESIDENT, VICE PRESIDENTS AND PATRONS

31. President

The Alliance shall have a President who shall be appointed by the Board on such terms as the Board shall think fit.

32. Vice Presidents

32.1 The Board shall have power to appoint such individuals as Vice Presidents of the Alliance on such terms and for such periods as the Board shall think fit. A Vice President will not be eligible for any elected office within the Alliance but can be appointed by the Board to serve in other capacities from time to time.

32.2 Vice Presidents will provide, both collectively and individually, advice, support and wise counsel to the Board, the Chair, the Senior Independent Director, the Chief Executive, the divisional chairs and others as appropriate.

33. Patrons

33.1 The Board may in its discretion appoint any person to be a Patron of the Alliance (and may remove any Patron) on such terms as the Board shall think fit.

33.2 A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Alliance and to be given notice of general meetings as if a Member and shall also have the right to receive accounts of the Alliance when available to Members.

DIVISIONS

34. Organisation, membership and responsibility of Divisions

34.1 Full Members shall and Honorary Members may be allocated to one or more Divisions of the Alliance. The Board shall approve from time to time the number and type of Divisions, following consultation with the Divisions. The Board will make rules for the conduct and calling of divisional meetings (and any other matters as the Board may decide at its absolute discretion, including, for the avoidance of doubt and without limitation, the processes governing election and/or appointment of a Division's chair and deputy chair). Any question concerning divisional meetings, including as to attendance and voting, shall be decided by the Board.

34.2 The Divisions:

34.2.1 shall perform such powers and duties as may from time to time be delegated to them by the Board;

34.2.2 shall deal with matters of common interest to their divisional members including all such matters as may be referred to them by the Board;

34.2.3 shall nominate representatives to committees and sub-committees as required by the Board; and

34.2.4 may nominate candidates for election as Elected Directors in accordance with Article 25.2.

34.3 A Full Member shall be allocated primarily to one of the Divisions as its principal Division but may be in membership also of one or more further Divisions, all such allocations to be agreed by the Board.

35. Chair and deputy chair of Divisions

35.1 Each Division shall have a chair and deputy chair, who will be appointed, reappointed, elected or re-elected in accordance with Articles 35.4 to 35.5. Subject to Articles 35.2 and 35.4.1, each chair and deputy chair shall serve up to two four-year terms, starting at the conclusion of the annual general meeting following their appointment, reappointment, election or re-election and concluding at the conclusion of the annual general meeting four years thereafter. A Division's chair and/or deputy chair who has held that office for two consecutive terms shall not be eligible for reappointment or re-election to that office or appointment or election as chair or deputy chair of that Division or a Successor Division for a period of four years. For the avoidance of doubt, any terms served in full by or at the conclusion of the 2025 annual general meeting shall not be extended as a result of this Article 35.1.

35.2 Terms served in full as chair or deputy chair of a Division shall be taken into account for the purposes of Article 35.1 when an individual is standing for appointment, reappointment, election or re-election of a Successor Division.

35.3 Except in the case of the NGB Coalition Chair and NGB Coalition Deputy Chair, where there is, or will that year be, a vacancy in the position of a Division's chair or deputy chair, at its last scheduled meeting before the annual general meeting in that year, each Division shall elect its own chair and deputy chair.

35.4 *NGB Coalition (Division)*

35.4.1 The first NGB Coalition Chair and NGB Coalition Deputy Chair will be appointed by the Nominations Committee after the annual general meeting that takes place in 2025. The first term of the NGB Coalition Chair and NGB Coalition Deputy Chair will start on the date of appointment and end at the conclusion of the annual general meeting in 2029.

35.4.2 Subsequent NGB Coalition Chairs and NGB Coalition Deputy Chairs will be appointed by the Nominations Committee, having consulted with such of the members of the NGB Coalition (Division) as the Nominations Committee may determine. Their term length is subject to Article 35.1.

35.5 *All other Divisions*

35.5.1 The chair and deputy chair of all Divisions, except the NGB Coalition (Division), shall be elected or re-elected by the members of the relevant Division.

36. Voting in Divisions

For the purpose of nominations or elections under Articles 34.2.3, 34.2.4 and 35, only Full Members and Honorary Members shall be entitled to propose candidates or to vote and only in their respective principal Divisions. For all other purposes relating to the business of the Divisions, Honorary Members, Full Members and other representatives of Full Members shall have full rights, including voting, in all Divisions of which they are members.

MEMBERS OF THE ALLIANCE

BECOMING AND CEASING TO BE A MEMBER

37. Becoming a Member

37.1 There shall be three categories of member: Full Members; Honorary Members; and Associate Members; all of whom shall be admitted to membership by the Directors in accordance with the Articles. Full Members shall be the company law members of the Alliance for the purpose of the Companies Acts. The names

of the Full Members shall be entered in the register of Members. Honorary Members and Associate Members shall not be company law members of the Alliance for the purposes of the Companies Acts.

37.2 Every person who wishes to become a member of the Alliance shall apply to the Alliance in such form as the Directors require. The Directors shall have power to admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

37.3 The Directors may from time to time prescribe criteria for membership of the Alliance but shall not by so doing become obliged to accept persons fulfilling those criteria as members.

37.4 Every Full Member, Honorary Member and Associate Member of the Alliance shall be held to have agreed to be bound by these Articles and shall be bound to further to the best of their ability the objects and interests of the Alliance.

38. Full Members

38.1 A Full Member shall (subject to Articles 38.2 and 38.3) be an organisation, whether incorporated or unincorporated, which is

38.1.1 a national governing body of sport or physical recreation; or

38.1.2 a voluntary, representative, multi-sport/physical recreation organisation.

38.2 Every corporate Full Member shall appoint an individual to represent it at general meetings of the Alliance and the name of such representative and the fact that he or she is the representative of such Member shall be noted in the register of Members. A corporate Full Member shall be able to replace its representative with another individual by giving notice to the Chief Executive signed by a senior officer of the organisation.

38.3 If an individual becomes a Full Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the Member is its representative shall be entered in the register of Members. Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body shall be entitled to replace the Member who is its representative with another person by giving notice to the Chief Executive and without it being necessary for the outgoing Member to give notice or the incoming Member to complete an application form.

39. Honorary Members

39.1 Honorary Members shall be individuals concerned or interested in sport and physical recreation and shall include ex-officio any of the President or Vice Presidents and Directors who are not otherwise authorised representatives of Full Members.

39.2 Honorary Members will be admitted, subject to Article 39.1, at the discretion and invitation of the Board and on terms laid down by the Board. Honorary Members may be removed at any time at the discretion of the Board. Subject to the Articles the Board may make rules concerning Honorary Membership.

39.3 An Honorary Member may attend, and at the invitation of the chair of the meeting, may speak at general meetings of the Alliance but shall not have a vote nor be entitled to propose or second a motion at Alliance general meetings. For the avoidance of doubt, Honorary Members do not have a vote at general meetings of the Alliance and are not company law Members of the Alliance for the purposes of the Companies Acts, save that an Honorary Member who is chairing a general meeting shall be entitled to a casting vote.

39.4 Subject to Article 36, Honorary Members shall have the right to vote in any Division to which they are allocated and on any committee to which they are appointed.

40. Associate Members

40.1 Associate Membership may be granted (and removed) by the Board on such terms as the Board may decide, to any organisation not falling within Article 38.1 but whose recognition it considers to be beneficial to the Alliance's objects. Subject to the Articles the Board may make rules concerning Associate Membership.

40.2 An Associate Member may attend, and at the invitation of the chair of the meeting, may speak at general meetings of the Alliance but shall not have a vote nor be entitled to propose or second a motion at Alliance general meetings. For the avoidance of doubt Associate Members are not company law Members of the Alliance for the purpose of the Companies Acts.

41. Categories of Membership

41.1 Subject to the Companies Acts and the Articles, the Directors may establish such categories of membership of the Alliance as they think fit. The Directors may, at their discretion, levy subscriptions on Members and Associate Members of the Alliance at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

41.2 The Directors may not create different classes of Members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

42. Termination of Membership

Subject to Article 38.3, membership of the Alliance shall not be transferable and shall cease on death. A member shall cease to be a member of the Alliance:

42.1 on receipt by the Chief Executive of notice given by the member of their intention to withdraw;

42.2 if any subscription or other sum payable by the member to the Alliance is not paid on the due date and the Board resolves to remove the member;

42.3 if the member, being a corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

42.4 if the member is a Member on behalf of an unincorporated association under Article 38.3 and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;

42.5 on the expiration of seven days after service on the member by the Board of a notice requiring the member to withdraw from the Alliance pursuant to a resolution of the Board passed at a meeting specially convened and held and of which the member concerned shall have been given reasonable notice and shall have been given a reasonable opportunity of attending and being heard.

ORGANISATION OF GENERAL MEETINGS

43. Annual general meetings

43.1 Subject to Article 43.2, the Alliance shall hold a general meeting in every calendar year as its annual general meeting and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

43.2 The Directors may, at their discretion, suspend the requirement to hold an annual general meeting within the time limits specified in Article 43.1 for a particular calendar year, if they consider that due to circumstances beyond their control holding the annual general meeting within those time limits would pose significant safety or other risks to the Directors, proxies or members or would be in breach of any relevant laws, regulations or guidelines. The Directors must keep any suspension under regular review and must endeavour to arrange the annual general meeting for later in the calendar year, once they consider it safe and practicable to do so. If they do not consider it to be safe and practicable to rearrange the annual general meeting in the same calendar year, the Directors may decide that no annual general meeting shall be held in that calendar year and must make such arrangements as they think fit to deal with any business ordinarily dealt with at the annual general meeting.

44. Other general meetings

The Directors may call other general meetings at any time. The Directors shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the Members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

45. Length of notice

All general meetings shall be called by either:

45.1 at least 14 Clear Days' notice; or

45.2 at shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the Members.

46. Contents of notice

46.1 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

46.2 If the general meeting is to be a Hybrid Meeting, the notice must contain the information specified in Article 50.3.

46.3 If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution.

46.4 In every notice calling a general meeting of the Alliance there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting.

46.5 If the Alliance gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

47. Service of notice

Notice of general meetings must be given to every Member, and to such persons, including the auditors of the Alliance, as are under these Articles or the Companies Acts entitled to receive such notices from the Alliance.

48. Manner of serving notice

Notice of general meetings shall be served to Members and the auditors in accordance with Article 63 and to other persons entitled to receive such notices under the Articles, in a manner determined by the Directors.

49. Postponement

49.1 If, after the sending of notice of a general meeting, but before the meeting is held or, after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors consider that, due to circumstances beyond their control, proceeding with the general meeting on the date or at the time or place specified in the notice calling the general meeting would pose significant safety or other risks to the Directors and/or the members (or their proxies) or would be in breach of any relevant laws, regulations or guidelines, they may postpone the general meeting to another date, time and/or place.

49.2 When a general meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Directors may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.

49.3 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.

49.4 If a general meeting is postponed in accordance with this Article 49, the appointment of a proxy will be valid if a Proxy Notice is received at a Proxy Notification Address in accordance with the Articles not less than 48 hours before the time appointed for holding the postponed meeting. The Directors may decide that Saturdays, Sundays, and Public Holidays shall not be counted when calculating this 48 hour period.

50. Attendance and speaking at general meetings

50.1 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.

50.2 A person is able to exercise the right to vote at a general meeting when:

50.2.1 that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting, and

50.2.2 that person'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 persons attending the meeting.

50.3 The directors may, at their absolute discretion, make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.

50.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

50.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Hybrid Meetings and Remote Attendance

50.6 A Hybrid Meeting is a general meeting where the Directors have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place

specified in the notice of the meeting (the "Primary Location") or by Remote Attendance (a "Hybrid Meeting").

50.7 The Directors may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.

50.8 In the case of a Hybrid Meeting:

50.8.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:

(a) references in the Articles to a person attending and being present or present in person at the general meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting by Remote Attendance, unless the Articles expressly provide to the contrary; and

(b) references in these Articles to the place of a general meeting shall be treated as references to the Primary Location;

50.8.2 the Directors must ensure that the notice of a Hybrid Meeting includes:

(a) details of the Primary Location; and

(b) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;

50.8.3 the Directors may decide:

(a) how those attending via Remote Attendance may communicate with the meeting for example by communicating with the chair in Writing using an electronic platform; and

(b) how those attending via Remote Attendance may vote;

50.8.4 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Directors, who must give the members as much notice as practicable of the change;

50.8.5 in the event of technical failure during the meeting the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting.

51. Quorum for general meetings

51.1 No business (other than, if required, the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

51.2 The quorum shall be ten Members present in person or by proxy or by their authorised representative of a corporate Member and entitled to vote on the business to be transacted. If both a Member and their proxy are present at a general meeting, only the member shall be counted in the quorum for the purposes of this Article 51. If two or more persons are authorised representatives of the same corporate Member they shall together count as one person for the purposes of this Article 51.2.

51.3 If a quorum is not present within half an hour from the time appointed for the meeting (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit), or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the chair shall appoint and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

52. Attendance and speaking by Directors

A Director may, even if not a Member, attend and speak at any general meeting.

53. Chairing general meetings

53.1 The President, or in his or her absence, the Chair or the Senior Independent Director shall preside as chair at every general meeting. Subject to Article 53.3, the chair of the meeting may attend the meeting by Remote Attendance.

53.2 If none of the President, the Chair or the Senior Independent Director is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect some Director to preside as chair at the meeting.

53.3 If no such Director is present or if all the Directors present decline to act as chair, the Members present in person, or via their authorised representative if a corporate Member, or by proxy and entitled to vote must choose one of the Members or authorised representatives of corporate Members or an Honorary Member present at the Primary Location in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a Member or authorised representative of a Member entitled to vote, nor anyone not present at the Primary Location in person, shall not be entitled to be appointed chair of the meeting under this Article 53.3.

54. Adjournment

54.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:

54.1.1 if the meeting consents to an adjournment;

54.1.2 if 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; or

54.1.3 in accordance with Article 50.8.5.

54.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

54.3 When adjourning a general meeting, the chair of the meeting must:

54.3.1 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

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

54.4 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned notice shall be given in the same manner as an original meeting.

54.5 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.

VOTING AT GENERAL MEETINGS

55. Voting: general

55.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

55.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

55.2.1 has or has not been passed; or

55.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 67 is also conclusive evidence of that fact without such proof.

56. Votes

Votes on a show of hands

56.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

56.1.1 each Member present in person;

56.1.2 (subject to Article 61.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

56.1.3 each authorised representative of a corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

56.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

56.2.1 every Member present in person;

56.2.2 every Member present by proxy (subject to Article 61.3); and

56.2.3 every authorised representative of a corporate Member (subject to Article 56.3) present.

56.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a corporate Member purports to vote on behalf of the same corporate Member:

56.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

56.3.2 if they purport to vote in different ways they are treated as not having voted.

General

56.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

57. Errors and disputes

57.1 No objection may 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.

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

58. Poll votes

58.1 A poll on a resolution may be demanded 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.

58.2 A poll may be demanded by:

58.2.1 the chair of the meeting;

58.2.2 by at least three Members present in person or by proxy and having the right to vote at the meeting; or

58.2.3 by any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds three or more votes; or

58.2.4 by a Member or Members present in person or by proxy representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

58.3 A demand for a poll may be withdrawn if:

58.3.1 the poll has not yet been taken; and

58.3.2 the chair of the meeting consents to the withdrawal;

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.

59. Procedure on a poll

59.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

59.2 The chair of the meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.

59.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

59.4 A poll on:

59.4.1 the election of the chair of the meeting; or

59.4.2 a question of adjournment;

must be taken immediately.

59.5 Other polls must be taken within 30 days of their being demanded.

59.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

59.7 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.

59.8 In any other case, at least seven days' notice must be given specifying the time and place at which the poll is to be taken.

60. Proxies

Power to appoint

60.1 A Member (including a corporate Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Alliance. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

60.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

60.2.1 states the name and address of the Member appointing the proxy;

60.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

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

60.2.4 is delivered to the Alliance in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

60.3 A proxy for a Member representing an unincorporated organisation under Article 38.3 may be appointed by the Member or by the organisation which he or she represents.

60.4 The Alliance may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

60.5 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.

60.6 Unless a Proxy Notice indicates otherwise, it must be treated as:

60.6.1 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

60.6.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

61. Delivery of Proxy Notices

61.1 The Proxy Notification Address in relation to any general meeting is:

61.1.1 the registered office of the Alliance; or

61.1.2 any other Address or Addresses specified by the Alliance as an Address at which the Alliance or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

61.1.3 any electronic Address falling within the scope of Article 61.2.

61.2 If the Alliance gives an electronic Address:

61.2.1 in a notice calling a meeting;

61.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

61.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 61.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Member

61.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a corporate Member) remains so entitled in respect of that meeting or any adjournment or postponement of it, even though a valid Proxy Notice has been delivered to the Alliance by or on behalf of that person (or the corporate Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

61.4 Subject to Articles 61.5 and 61.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

61.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

61.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

61.6.1 received in accordance with Article 61.4; or

61.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

61.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24-hour periods referred to in this Article 61.

Revocation

61.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

61.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

61.9.1 the start of the meeting or adjourned or postponed meeting to which it relates; or

61.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

61.10 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.

WRITTEN RESOLUTIONS

62. Written resolutions

Written resolution may be passed in accordance with the Companies Acts

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

63. Communications by the Alliance

Methods of communication

63.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Alliance under the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or

required by any provision of that Act to be sent or supplied by the Alliance, including without limitation:

63.1.1 in Hard Copy Form;

63.1.2 in Electronic Form; or

63.1.3 by making it available on a website.

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

63.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

63.4 A Member present in person or by proxy or via their authorised representative if a corporate Member at a meeting of the Alliance shall be deemed to have received notice of the meeting and the purposes for which it was called.

63.5 Where any Document or information is sent or supplied by the Alliance to the Members:

63.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

63.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

63.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

(a) when the material was first made available on the website; or

(b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

63.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a Member) may agree with the Alliance that notices or Documents sent to that person in a particular way are deemed to have been

received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

63.7 Where any Document or information has been sent or supplied by the Alliance by Electronic Means and the Alliance receives notice that the message is undeliverable:

63.7.1 if the Document or information has been sent to a Member or Director and is notice of a general meeting of the Alliance, the Alliance is under no obligation to send a Hard Copy of the Document or information to the Member's or Director's postal address as shown in the Alliance's register of Members or Directors, but may in its discretion choose to do so;

63.7.2 in all other cases, the Alliance shall send a Hard Copy of the Document or information to the Member's postal address as shown in the Alliance's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

63.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

63.8 Copies of the Alliance's annual accounts and reports need not be sent to a person for whom the Alliance does not have a current Address.

63.9 Notices of general meetings need not be sent to a Member who does not register an Address with the Alliance, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Alliance does not have a current Address.

64. Communications to the Alliance

Subject to Article 25, the provisions of the Companies Acts shall apply to communications to the Alliance.

65. Secretary

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

65.1 anything authorised or required to be given or sent to, or served on, the Alliance by being sent to its Secretary may be given or sent to, or served on, the Alliance itself, and if addressed to the Secretary shall be treated as addressed to the Alliance; and

65.2 anything else required or authorised to be undertaken by or communicated to the Secretary of the Alliance may be undertaken by or communicated to a Director, or a person authorised generally or specifically in that behalf by the Directors.

66. Irregularities

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

67. Minutes

The Directors shall cause minutes to be made:

67.1 of all appointments of officers made by the Directors;

67.2 of all resolutions of the Alliance and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

67.3 of all proceedings at general meetings of the Alliance and of the Directors, and of committees of the Board, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Alliance, be sufficient evidence of the proceedings.

68. Records and accounts

68.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies:

68.1.1 annual reports;

68.1.2 annual returns; and

68.1.3 annual statements of account.

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

69. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

70. If upon the winding up or dissolution of the Alliance 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 Alliance, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Alliance and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Alliance under or by virtue of Article 4, such institution or institutions to be determined by the Members of the Alliance at or before the time of dissolution, and insofar as effect cannot be given to such provision, then such property shall be disposed of at the discretion of the Board of Directors for some charitable purpose or purposes.

SCHEDULE

INTERPRETATION

1. **Defined terms**

In the Articles, unless the context requires otherwise, the following terms shall have the following meaning:

	Term	Meaning
1.1	"Address"	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	"Alliance"	Sport and Recreation Alliance, company number 00474512;
1.3	"Appointed Directors"	Directors appointed by the Board in accordance with Article 26.1;
1.4	"Articles"	the Alliance's Articles of Association;
1.5	"Associate Member(s)"	members of the Alliance admitted in accordance with Article 40;
1.6	"Board"	the board of Directors from time to time of the Alliance;
1.7	"Chair"	the chair of the Alliance from time to time appointed in accordance with Article 26.2;
1.8	"Chief Executive"	the chief executive of the Alliance from time to time appointed in accordance with Article 12;
1.9	"Clear Days"	in relation to the period of a notice, 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;
1.10	"Companies Acts"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Alliance;
1.11	"Director"	a director of the Alliance, and includes any person occupying the position of director, by whatever name called;
1.12	"Divisions"	sections of the membership of the Alliance which are constituted, and which operate as set out in Articles 34-36;

1.13	"Document"	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.14	"Elected Directors"	the directors elected in accordance with Article 25;
1.15	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in section 1168 of the Companies Act 2006;
1.16	"Ex-Officio Director"	means the NGB Coalition Chair, NGB Coalition Deputy Chair and Chief Executive from time to time;
1.17	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
1.18	"Honorary Member(s)"	members of the Alliance admitted in accordance with Article 39;
1.19	"Hybrid Meeting"	has the meaning given to it in Article 50.6;
1.20	"Member" and "Full Member"	an organisation which is a company law member of the Alliance, either as a corporate body or an individual representing an unincorporated association, for the purpose of the companies acts and is admitted in accordance with Article 37;
1.21	"NGB Coalition (Division)"	the Division known as the NGB Coalition (or such other name as the Board may decide from time to time), constituted by the Board under Article 34;
1.22	"NGB Coalition Chair"	the chair of the NGB Coalition (Division) from time to time appointed in accordance with the Terms of Reference for the NGB Coalition;
1.23	"NGB Coalition Deputy Chair"	the deputy chair of the NGB Coalition (Division) from time to time appointed in accordance with the Terms of Reference for the NGB Coalition;
1.24	"Patron"	the patron of the Alliance from time to time appointed in accordance with Article 33;
1.25	"President"	the president of the Alliance from time to time appointed in accordance with Article 31;
1.26	"Primary Location"	has the meaning given to it in Article 50.6;
1.27	"Proxy Notice"	has the meaning given in Article 60;
1.28	"Proxy Notification Address"	has the meaning given in Article 61;

1.29	"Public Holiday"	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.30	"Remote Attendance"	means remote attendance at a general meeting by such means as are approved by the Directors in accordance with Article 50.3;
1.31	"Secretary"	the secretary of the Alliance (if any);
1.32	"Senior Independent Director"	the director of the Alliance from time to time appointed to the specific role described in Article 9.1;
1.33	"Successor Division"	means, where a Division has ceased to exist or merged with another Division to create a new Division, its successor Division as determined by the Board;
1.34	"Vice Presidents"	individuals appointed by the Board to the position of vice president in accordance with Article 32; and
1.35	"Writing"	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.

2. Subject to paragraph 1 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Alliance.