

The Companies Act 2006

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A Company Limited by Guarantee and Not Having A  
Share Capital

Articles of Association  
Of  
British Universities and Colleges Sport Limited

(Company number: 06483060)

Incorporated on 24<sup>th</sup> January 2008

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Articles of Association  
(adopted by special resolution on 12 December 2023)

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## **Part A - Defined Terms and Context**

### **1. Defined Terms**

1.1. In these Articles, unless the context requires otherwise:

<b>Term</b>	<b>Definition</b>
ad hoc Committee	Means a temporary Committee that is established to serve for a limited duration or to resolve a specific purpose.
Affiliate Member	Means an organisation who does not meet any of the requirements to become an Education Institution Member or an Associate Member but has an active interest in the Company.
AGM	Means annual general meeting.
Articles	Means these Articles of Association, as may be amended from time to time.
Associate Member	Means an organisation who actively engages in BUCS activities and does not meet the criteria for an Education Institution Member.
bankrupt	Includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.
BUCS	British Universities and Colleges Sport Limited.
Chair	Means the Chair of the Board as appointed by the Board.
chair of the meeting	Has the meaning given in Article 20 (in respect of a Board, Committee, general meeting, AGM or EGM).
clear days	Means a period of days exclusive of the day on which the notice is served and the day for which it is given.
Code for Sports Governance	Means the Code for Sports Governance published by the English Sports Council ("Sport England") and the United Kingdom Sports Council ("UK Sport") in October 2016, revised in December 2021 and any subsequent modified or successor code.
Companies Act	Means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company.
Company	Means British Universities and Colleges Sport Limited (BUCS).
company secretary	Means the person appointed from time to time under Article 16.3 and who shall be the company secretary of the Company for the purposes of the Act.
Co-opted Board Member	Means an individual who is appointed to the Board by existing Board Trustees, to bring in additional expertise, skills, or perspectives that are considered valuable to the Board. Co-opted Board Members have the same responsibilities and voting rights as other Trustees.
documents	Includes, unless otherwise specified, any document sent or supplied in electronic or hardcopy form.
Education Institution Member	Means an organisation who delivers education to students who participate in BUCS activities.
Elected Trustee	<u>Means an individual who meets the Education Institution Staff Member Representative criteria and is a member of the Board elected as a Board Trustee by the Company's Voting Members, through the process of a vote.</u> <del>Means a member of the board elected as a Board Trustee by the Company's Voting Members, through the process of a vote.</del>

electronic form	Has the meaning given in Section 1168 of the 2006 Act.
eligible Trustee	Are Trustees who are entitled to vote on a matter proposed at a meeting of the Board.
EGM	Means an extraordinary general meeting, an urgent meeting called to address pressing company issues or emergencies that cannot wait for a scheduled general meeting or AGM.
general meeting	Means an AGM or other general meeting of the Company.
Independent Trustee	Means a <del>Trustee</del> Trustee who is free from any close connection to the Company and who, from the perspective of an objective outsider, would be viewed as Independent. Close connection excludes being employed in a role directly related to BUCS activity, or on a <del>Board</del> Board of an Institution who holds membership with the company.
Inflation	Means the general increase in the price of goods and services over time and shall be calculated by the method defined in BUCS financial policies and processes documentation.
Lead	Means a Trustee identified to lead critical areas of the business or stakeholder interests.
members	Has the meaning given in section 112 of the 2006 Act and encompasses all Organisation Member categories, irrespective of voting rights.
Member Representatives	Means the two individuals identified, in writing to the Company, by an Organisation Member as their Member Representatives in accordance with these Articles.
ordinary resolution	Has the meaning given in Section 282 of the 2006 Act.
Organisation Member	Has the meaning of an organisation who is seeking a formal relationship with, or has an active interest in BUCS activities, or is recognised as having a formal relationship with BUCS.
participate	In relation to a Trustees' meeting, has the meaning given in Article 19.6.
proxy notice	Means a written notice by which a Voting Member authorises an individual to attend and vote on their behalf at a general meeting, AGM or an EGM. This allows voting members who cannot attend the meeting in person to still have their vote counted.
Senior Independent Trustee	Means an Independent Trustee who is appointed by the Board with responsibilities in accordance with Article 16.2.
special resolution	Has the meaning given in Section 283 of the 2006 Act.
Student Trustee	Means <u>an individual who meets the Education Institution Student Member Representative criteria</u> <del>aa-student of a Member Institution, or sabbatical officer of the member institutions student union</del> at the time of appointment to the Board following an election or appointment process.
The 2006 Act or The Act	Means the means the Companies Act 2006 as modified by statute or re-enacted from time to time.
the Board	Means the Board of Trustees of the Company established from time to time, in accordance with Articles 13-25. The members of which are the Trustees of the Company for the purposes of the Companies Acts.

Trustee	Means a Trustee of the Company, and Trustee of the Charity, and includes any person occupying the position of a Trustee, by whatever name called.
unanimous decision making	Means a process where all Board members fully agree on a decision without any dissent.
writing	Means the representation or reproduction of words, symbols or other information in a visible form by any method, whether sent or supplied in electronic form or otherwise.
Voting Member	Means persons who have the right to participate in decision-making processes of BUCS and meets the criteria set by the Board in accordance with these Articles.

## 2. Context

- 2.1. Unless the context otherwise requires, other words or expression contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles became binding on the Company.
- 2.2. Words importing the singular number shall include the plural number and vice versa.
- 2.3. Words importing persons shall include corporations and unincorporated associations.
- 2.4. Words referring to 'their' shall be inclusive of all genders and identities.

## Part B – Objects

### 3. Company Objects

- 3.1. The objects for which the Company is established ("Objects") are to advance physical education, deliver higher education sport pathway competitions and experiences, and promote the lifelong benefits of physical activity for all.

## Part C – Powers

### 4. General

- 4.1. The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.
- 4.2. The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly, by way of distribution, bonus or otherwise by way of profit to the members of the Company.
- 4.3. Nothing in Article 4.2 shall prevent the payment in good faith by the Company of:
  - 4.3.1. reasonable and proper remuneration to any officer or servant of the Company, or to any member, in return for any services actually rendered to the Company;
  - 4.3.2. reasonable and proper out-of-pocket expenses to any officer or servant of the Company, or to any member expended in the course of providing services to the Company and in accordance with Article 38;
  - 4.3.3. reasonable and proper rent for premises demised or let by any member;
  - 4.3.4. interest on money lent by a member at a rate per annum not exceeding two per cent less than the base lending rate of a clearing bank to be selected by the Board or three percent whichever is the greater;
  - 4.3.5. any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Trustees (or any of them) in relation to the Company;
  - 4.3.6. fees, remuneration or other benefit in money or money's worth directly or indirectly to a member for goods or services provided that such member was prior to their election or appointment already supplying goods or services to the Company and further that such goods or services are supplied at a price not exceeding the fair market price on normal trade terms, and further that such member shall absent themselves from any meeting

during the discussion of such supply and shall refrain from voting on the matter; and  
4.3.7. of such other payments as are permitted by these Articles.

## 5. Company Power

### 5.1. The Company has the power:

- 5.1.1. to raise funds. In doing so, the Company must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 5.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 5.1.4. to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.1.7. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.

## Part D - Members

## 6. Membership

- 6.1. The Board may delegate such of its powers in relation to the codification, governance, administration, maintenance and termination of membership as it may decide from time to time including the preparation and amendment of regulations.
- 6.2. All acts and proceedings undertaken in furtherance of this Article shall be reported back to the Board as soon as practicable.
- 6.3. The Board shall elect to membership applicants who meet the eligibility criteria that it may prescribe from time to time.
- 6.4. An organisation or individual who wishes to become a member of the Company or transfer categories of membership must meet the criteria that the Board shall prescribe from time to time.
- 6.5. All members of the Company will use their best efforts to promote the objects of the Company and will observe the Articles of Association, regulations, code and policies that the Company shall prescribe from time to time.
- 6.6. The rights of every member shall be personal to them and shall not be transferable.
- 6.7. A register shall be kept by the Company containing the names and addresses of all the members, specifying the category of membership together with such other particulars as may be required.
- 6.8. Each member shall inform the Company forthwith of any change of name, email address, postal address or material change that would affect their membership category or how the Company communicates with the member.
- 6.9. Any member who for any cause whatsoever shall cease to be a member, shall remain liable for any outstanding monies and shall pay to the Company all monies then or thereafter payable by them by virtue of their liability under these Articles.
- 6.10. The subscribers to the Memorandum of Association of the Company as at the date of its incorporation, or any revised date to the Articles of Association of the Company and such other persons as are admitted to membership from time to time by the Board in accordance with these Articles shall be the members of the Company.

## 7. Liability of Members

- 7.1. The liability of each Education Institution Member is limited to £10.00 being the amount that each Education Institution Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are an Education Institution Member or within one year after they cease to be a member, for any of the items set out in Article 7.2.
- 7.2. The items for which the Education Institution Members undertake to contribute are:
  - 7.2.1. payment of the Company's debts and liabilities contracted before it ceases to be an Education Institution Member;
  - 7.2.2. payment of the costs, charges and expenses of winding up; and
  - 7.2.3. adjustment of the rights of the contributories among themselves.
- 7.3. No right or privilege of any Education Institution Member shall be in any way transferable, but all such rights and privileges shall cease upon the Education Institution Member ceasing to be such, whether by resignation or by expulsion.
- 7.4. Any person ceasing to be an Education Institution Member forfeits all rights in relation to and claims upon the Company, its property and its funds and has no right to the return of any part of its annual subscription.

## 8. Membership Categories

- 8.1. There shall be one type of membership category:
  - 8.1.1. Organisation Member
- 8.2. There shall be two grades of membership:
  - 8.2.1. Voting
  - 8.2.2. Non-voting
- 8.3. The members shall meet the membership requirements and provide evidence to the Company in such form as the Board shall from time to time require.

## 9. Organisation Membership

### 9.1. Education Institution Member

- 9.1.1. An organisation who delivers education to students who participate in BUCS activities.
- 9.1.2. The Education Institution Member has voting rights, with two votes available.
- 9.1.3. It must appoint 1 vote from the following types of Education Institution Student Member Representatives:
  - 9.1.3.1. Student Representative, who is a person, enrolled in an Education Institution Member course and is participating in BUCS activities.
  - 9.1.3.2. Sabbatical Officer Representative who is a Sabbatical Officer at the Education Institution's Students' Union.
- 9.1.4. It must appoint 1 vote from the following types of Education Institution Staff Member Representatives:
  - 9.1.4.1. Education Institution Member Representative is a volunteer or member of the executive team with responsibility or oversight of BUCS related activities at the Education Institution Member.
  - 9.1.4.2. Student Union/Association/Athletic Union Representative is a volunteer or member of the executive team with responsibility or oversight of BUCS related activities within the Education Institution Member's Students' Union.
- 9.1.5. The two nominated Education Institution Member Representatives who are eligible to vote must meet and continue to uphold the standards, experience and regulations that the Board considers from time to time to be appropriate.
- 9.1.6. The Board may prescribe or delegate to the executive team or appropriate committee the policies, processes and systems for:
  - 9.1.6.1. Nominations for individuals who will be the voting Member Representative.
  - 9.1.6.2. Approval, management and removal of individuals who will be the voting Member Representative.
  - 9.1.6.3. Voting procedures and methods for casting votes, including proxy voting.

### 9.2. Associate Member

- 9.2.1. An organisation who actively engages in BUCS activities and does not meet the criteria for an Education Institution Member.
- 9.2.2. Associate Members will have no voting rights.



### 9.3. Affiliate Member

9.3.1. An organisation who does not meet any of the requirements to become an Education Institution Member or an Associate Member but has an active interest in the Company.

9.3.2. Affiliate Members will have no voting rights.

## 10. Conduct

10.1. The Board shall prescribe and determine the professional conduct and standards to be observed by members. This will include all matters relating to conduct, complaints handling, investigations, student care and management, ethics and any other related areas that will link to the maintenance of such membership.

10.2. The Board may make and amend regulations concerning membership requirements and the code of conduct to be observed by all members.

10.3. All members shall be required to observe all regulations prescribed by the code of conduct.

10.4. Failure to uphold the regulations outlined within the code of conduct or any subsequent policy or guidance issued by the Company will lead to disciplinary procedures.

10.5. The Board may from time to time prescribe, review or amend any codes, policies, procedures or guidelines in relation to the conduct expected of its membership.

10.6. The Board may prescribe or delegate such of its powers to the codification and maintenance of membership conduct as it may from time to time decide to include or amend within its conduct regulations.

10.7. Any disciplinary procedures shall accord in all respects with the rules of natural justice and provide the member with:

10.7.1. adequate notice of any allegations;

10.7.2. an opportunity to refute such allegations;

10.7.3. permission to be accompanied at any hearing;

10.7.4. the ability to call and cross-examine witnesses; and

10.7.5. the ability to appeal any decision that is made.

## 11. Subscriptions

11.1. The Board may in its discretion levy admission fees and annual subscriptions on members at such rates as it shall from time to time determine and may levy different rates on different classes or categories of members.

11.2. Where changes to any rates are proposed above inflation, this shall require majority approval of Voting Members.

## 12. Termination

12.1. The Board may at their discretion prescribe or delegate to the executive team or relevant committee the codification of the termination of membership for Organisation Members in all classes and categories.

12.2. Members shall cease to be a member:

12.2.1. On service of notice to the Company of their resignation as a member.

12.2.2. If any subscription or sum payable by the member is not paid to the Company in accordance with the terms and conditions outlined by the Company.

12.2.3. If adherence to the ongoing membership maintenance requirements is not met.

12.3. Any member who ceases to be a member in accordance with these Articles shall remain liable for all subscriptions and other sums due from the member up to and including the date when they cease to be a member.

## Part E - The Board of Trustees

### 13. Board Composition

13.1. The Board shall be of an appropriate size to have the appropriate balance of skills, experience, independence and knowledge.

13.2. The Board of Trustees shall be comprised of a minimum of eight and a maximum of twelve. The Trustees must have a representation of:

- 13.2.1. An Independent Chair of the Board;
- 13.2.2. A minimum of 51% Independent Trustees (inclusive of the Chair of the Board); and
- 13.2.3. A minimum of one and a maximum of two Student Trustees appointed or elected as the Board shall prescribe from time to time; and
- 13.2.4. A minimum of 25% Elected Trustees (exclusive of the Student Trustees).
- 13.2.5. Where a percentage is not a whole number the number shall be rounded up to the nearest full person.
- 13.3. The Board shall comprise the following positions:
  - 13.3.1. an Independent Chair;
  - 13.3.2. a Senior Independent Trustee;
  - 13.3.3. a Finance Trustee;
  - 13.3.4. an Equity, Equality, Diversity and Inclusion Lead;
  - 13.3.5. a Welfare and Safety Lead.
- 13.4. The Board may appoint a Trustee and prescribe roles from time to time, as it sees fit, a Lead for critical areas of the business or stakeholder interests.
- 13.5. The Board shall appoint one of the Independent Trustees to the position of Senior Independent Trustee.
- 13.6. If a member of the executive management of the Company is appointed to the Board, then they may only be appointed in an Ex Officio capacity.
- 13.7. In exceptional circumstances the Board may appoint a Co-opted Board Member onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role.

#### 14. Board Diversity

- 14.1. The Board will monitor at least annually and make all reasonable efforts to ensure that its composition represents and reflects the current diversity of the national community and that of its membership.
- 14.2. The Board will ensure the leadership of the Company is welcoming, inclusive, cognitively and socially diverse to draw on different perspectives in its recruitment, decision-making, retention and development.
- 14.3. The Board shall cascade its endeavours for representation and cognitive and experiential diversity throughout its executive team, committees, ad-hoc Committees, panels and advisory groups.
- 14.4. Each Board Trustee position will be subject to an annual skills audit and appraisal for suitability, cognitive and experiential diversity.

#### 15. Appointments

- 15.1. The Board shall maintain a record of its members tenures, elapses and annual skills matrix and appraisal.
- 15.2. The records shall be utilised to plan for Board Trustee recruitment, professional development and succession for student, elected and independent positions.
- 15.3. The Board may prescribe from time to time the processes of open and transparent recruitment for all elected and appointed positions.
- 15.4. All Trustee positions will have a skills-based role description and a person specification.
- 15.5. The Board may prescribe or delegate its authority to the Nominations Committee any requirements pertaining to the policies, processes and systems for recruiting the CEO, Board Trustees or Committee Members.

#### 16. Roles and Responsibilities

- 16.1. **Independent Chair**
  - 16.1.1. The role and responsibilities of the Chair shall be prescribed by the Board from time to time and will include, but not be limited to:
    - 16.1.1.1. chairing meetings of the Board;
    - 16.1.1.2. the leadership of the Board;
    - 16.1.1.3. conducting annual appraisals of the Trustees;

- 16.1.1.4. chairing general meetings; and
- 16.1.1.5. proactively addressing and managing any conflicts of interest.
- 16.2. **Senior Independent Trustee**
  - 16.2.1. The Board shall appoint from its Independent Trustees an individual to serve as the Senior Independent Trustee.
  - 16.2.2. The role and responsibilities of the Senior Independent Trustee shall be prescribed by the Board from time to time and will include, but not limited to:
    - 16.2.2.1. Deputising for the Chair and acting as chair of the meeting when required;
    - 16.2.2.2. Conducting annual appraisals of the Chair;
    - 16.2.2.3. Acting as an Independent person and a point of escalation in instances such as disciplinary matters or whistleblowing.
- 16.3. **Company Secretary**
  - 16.3.1. Subject to the provisions of the Companies Acts, a company secretary may be appointed by the Board for such term, at such remuneration (if any) and upon such conditions as the Board may think fit, and any company secretary so appointed may be removed by the Board.
  - 16.3.2. The Board may prescribe the role and responsibilities of the company secretary as it considers appropriate from time to time.

## 17. Tenures and Elapse

- 17.1. All Board Trustees may hold the position of Trustee for a maximum term of three years.
- 17.2. Board Trustees shall be eligible to hold office for a further two terms of three years, subject to:
  - 17.2.1. re-election for Elected Trustees; and
  - 17.2.2. agreement from the Board for Independent Trustees.
- 17.3. A maximum of three terms of three years may be served by Board Trustees, irrespective of the position they hold.
- 17.4. This is exclusive of Student Trustees who may serve a maximum of two years for a single term.
- 17.5. After the maximum term, at least four years must elapse before Board Trustees are eligible to stand for any of the Board Trustee positions.
- 17.6. In exceptional circumstances a Chair or Trustee may hold office for a further year.
- 17.7. In the event a Trustee is subsequently appointed as the Chair following a period of service as a Trustee on the Board that Trustee may continue to serve on the Board for the period of such appointment, subject to a maximum term of twelve years on the Board inclusive of their term prior to such appointment.
- 17.8. Any Trustee appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.

## 18. Termination

- 18.1. Without prejudice to the provision of Section 168 of the 2006 Act, a person shall cease to be a Trustee of the Company if they:
  - 18.1.1. Breach any provision of the Companies Act or is otherwise prohibited from being a Trustee by law;
  - 18.1.2. Become an employee of the Company;
    - 18.1.2.1. This excludes where an Ex Officio appointment can be made in accordance with these Articles;
  - 18.1.3. Become bankrupt or make arrangements or composition their creditors generally;
  - 18.1.4. Become a compulsory patient under the mental health legislation for the time being in force;
  - 18.1.5. Resigns their office by notice in writing to the Company;
  - 18.1.6. Are absent without permission of the Board to more than two consecutive Board meetings;
  - 18.1.7. Section 169 of the Companies Act, as enacted by the Company;
  - 18.1.8. Upon the written request of at least 5% of Voting Members who propose an ordinary

- resolution to the Company to remove a Trustee at a general meeting pursuant to Article 30.2.5;
- 18.1.8.1. which is then voted in favour for, by Voting Members, as per Article 28.
- 18.1.9. Are identified through the annual skills audit and appraisal for suitability, cognitive and experiential diversity, to no longer be suitable for the composition the Board requires; and
- 18.1.9.1. Is supported by a simple majority of other Trustees eligible to vote for termination.
- 18.1.10. Are requested in writing to resign by a simple majority of the Board through a vote, and if in their reasonable opinion either they have acted in any way that is contrary to the interests of the Company or they are unable to carry out properly the duties of a member of the Board;
- 18.1.11. Fail a "fit and proper persons" declaration;
- 18.1.12. Have completed the maximum terms of office; and
- 18.1.13. Are an Elected Trustee and they no longer meet the eligibility criteria for their relevant membership category.
- 18.2. A person serving as a specified position such as Senior Independent Trustee or Lead, who ceases to be a Trustee, shall be deemed to have resigned from their position.

## 19. Board Meetings

- 19.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Board thinks fit, provided that at least four such meetings shall be held in each year.
- 19.2. The Board shall report on its activities to the members at the AGM.
- 19.3. The Chair or any Trustee may call a meeting of the Board by giving not less than 21 clear days' notice of the meeting to the Trustees or by directing the company secretary to give such notice.
- 19.4. Notice of any meeting of the Board must indicate:
  - 19.4.1. its proposed time and date;
  - 19.4.2. the location or mechanism of how it will take place; and
  - 19.4.3. if it is anticipated that Trustees 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.
- 19.5. Notice of a meeting of the Board must be given to each Trustee but need not be in writing.
- 19.6. Subject to these Articles, Trustees participate in a meeting of the Board, or part of a meeting of the Board, when:
  - 19.6.1. the meeting has been called and takes place in accordance with these Articles; and
  - 19.6.2. they can each communicate in any method the Board shall prescribe from time to time, to the other members, any information or opinions they have on any particular item of the business of the meeting.
- 19.7. The Board may invite or allow any person to attend and observe or attend and speak, but not to vote, at any meeting or meetings of the Board or of any committee of the Board.

## 20. Chairing Meetings

- 20.1. The Chair shall chair meetings of the Board and shall preside as Chair at all meetings of the Board at which they are present and willing to do so.
- 20.2. If, at any general meeting, AGM, EGM or meeting of the Board, the Chair is not present within 15 minutes after the time appointed for holding the meeting, or if they are not willing to preside, the Trustees present shall appoint the Senior Independent Trustee or another Independent Trustee to be the chair of the meeting.
  - 20.2.1. The person so appointed for the time being is known as "the chair of the meeting".

## 21. Quorum

- 21.1. The quorum for meetings of the Board shall be one third of its membership with at least one third of the membership being an Independent Trustee.

- 21.2. At a meeting of the Board, unless a quorum is participating, no proposal is to be decided or voted on, except a proposal to call another meeting.
- 21.3. If the total number of Trustees is less than the quorum required, the Trustee(s) must not take any decision other than a decision:
- 21.3.1. either to fill a ~~B~~board vacancy arising among the Trustees; or
- 21.3.2. to call a general meeting so as to enable the members to fill a casual vacancy arising among the Trustees in accordance with Article 15.

## 22. Conflicts of Interest

- 22.1. The Board shall cause a register to be maintained of all material interests of the Trustees.
- 22.2. No Trustee may participate in the discussion of, or vote in respect of, a matter in which they have a material conflict of interest.
- 22.3. Subject to Article 22.4, if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Trustee is interested, that Trustee is prohibited from being counted as participating in the decision-making process for quorum or voting purposes.
- 22.4. The prohibition under Article 22.3 shall not apply when, in relation to Article 22.3, the Trustee does not have a material conflict of interest in the matter to be discussed or vote on and:
- 22.4.1. the Board authorises the Trustees, counting towards the quorum and voting on the transaction or arrangement, in accordance with Section 175 of the 2006 Act, notwithstanding such interest;
- 22.4.2. the Trustee need not declare an interest pursuant to Section 177 or 182 of the 2006 Act; and
- 22.4.3. arises from a permitted cause.
- 22.5. For the purposes of Article 22.3, the following are "permitted causes":
- 22.5.1. a guarantee, security or indemnity given, or to be given, by or to a Trustee in respect of any money lent, or any obligation incurred, by the Trustee for the benefit of, or on behalf of the Company;
- 22.5.2. a guarantee, security or indemnity in respect of an obligation of the Company given to a third party for which the Trustee 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;
- 22.5.3. subscription, or an agreement to subscribe, for securities of the Company, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 22.5.4. arrangements pursuant to which benefits are made available to employees and Trustees or former employees and Trustees of the Company.
- 22.6. For the purpose of Article 22, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.
- 22.7. Subject to Article 22.8, if a question arises at a meeting of the Board or of a committee of the Board as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to any Trustee other than himself is to be final and conclusive.
- 22.8. If chair of the meetings right to participate in the meeting (or part of the meeting) arises, the right to participate is to be decided by the Trustees participating at that meeting;
- 22.8.1. the chair of the meeting must not be counted as participating in the vote for the right to participate; and
- 22.8.2. the chair of the meeting must not participate in the meeting (or that part of the meeting) for voting or quorum purposes.
- 22.9. Where proposals are under consideration concerning the appointment of two or more Trustees to employment with the Company, the proposals may be divided and considered in relation to each Trustee separately and (provided they are not for another reason prohibited

from voting) each of the Trustees concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

### 23. Decision Making

- 23.1. Trustees are to take decisions collectively as the Board.
- 23.2. Any decision of the Board including voting, must be either a simple majority of eligible Trustees, or a decision taken in accordance with these Articles.
- 23.3. A decision of the Board is taken when all eligible Trustees indicate to each other by any means their view on a vote.
- 23.4. In the event of an urgent item arising outside of the planned board meeting schedule, the Board may utilise unanimous decision making, which may take the form of a resolution in writing or any other appropriate method the Board shall decide from time to time.
- 23.5. A decision may not be taken if the eligible Trustees would not have constituted quorum at such a meeting.
- 23.6. If the numbers of votes for and against a proposal are equal, the Chair or the chair of the meeting shall have the casting vote.
  - 23.6.1. This does not apply if, in accordance with these Articles, the Chair or the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

### 24. Recording Decisions

- 24.1. The Board must ensure that the Company keeps a record, in writing, for at least ten years from the date of the decision recorded, of every appointment by the Board and of every unanimous or majority decision taken by the Board (and all committees) and by the Company at general meetings.
- 24.2. The Board must also ensure that minutes are made (in suitable electronic format) of all proceedings at general meetings, meetings of the Board, meetings of committees of the Board and meetings of general committees; minutes of a Board or of a committee meeting shall include the names of the Trustees present.
- 24.3. Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### 25. Delegating Powers

- 25.1. Subject to the 2006 Act and any subsequent legislation and to these Articles, the Board may delegate any of the powers which are conferred on it under these Articles:
  - 25.1.1. to such Committees;
  - 25.1.2. to such ad hoc Committees;
  - 25.1.3. to such person;
  - 25.1.4. by such means (including by power of attorney);
  - 25.1.5. to such an extent (except that a single Trustee may not bind the Company);
  - 25.1.6. in relation to such matters or territories; and
  - 25.1.7. on such terms and conditions as it thinks fit.
- 25.2. All acts and proceedings delegated under Article 25.1 shall be reported to the Board in due course.
- 25.3. The Board may revoke any delegation, in whole or in part, or alter its terms of reference, terms and conditions, policies and codes as it sees fit.
- 25.4. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine.

## Part F – Committees

### 26. BUCS Committees

- 26.1. The Board shall establish and amend as required the following Committees whose purpose shall be in the remit of:
  - 26.1.1. Finance, Audit and Risk

- 26.1.2. Governance and Nominations
- 26.1.3. Remuneration
- 26.1.4. Stakeholder Advisory
- 26.2. The Board may establish such other Committees for the purpose of assisting in the administration, advancement or governance of the Company.
- 26.3. The Board shall establish, amend and disband as required ad hoc Committees for the purpose of task and finish or short-term strategic areas of work that support the administration, advancement or governance of the Company.
- 26.4. The Board may delegate any of its powers to any such Committee as it sees fit and prescribe the terms of reference, codes, policies and procedures in which the committee shall operate.
- 26.5. The quorum for meetings of any Committee or ad hoc Committee formed pursuant to the provisions of these Articles shall be at least three, with a minimum of one third of the members being independent members or Independent Trustees, were reasonably practicable.
- 26.5.1. This is with the exception of the Committee with the remit of Stakeholder Advisory.

## **Part G - Administration**

### **27. Communication**

- 27.1. The Company may give notice to any member, Member Representative or Board Trustee by:
  - 27.1.1.1. electronic communication,
  - 27.1.1.2. sending it by first class (or equivalent) post, or
  - 27.1.1.3. other appropriate means.
- 27.2. Only those members, Member Representatives or Board Trustees who have provided the Company with an up-to-date address shall be entitled to receive notices from the Company.
- 27.3. Any notice served in accordance with Article 27.2 is to be considered as being received:
  - 27.3.1. 24 hours after being sent by electronic mail or electronic methods of communication;
  - 27.3.2. 48 hours after being sent by first class (or equivalent) post;
  - 27.3.3. 72 hours after being sent by second-class or overseas post to the relevant address; or
  - 27.3.4. as soon as the member, Member Representative or Board Trustee acknowledges receipt.
- 27.4. A Member Representative present at a general meeting, AGM or EGM shall be deemed, on behalf of their member, to have received notice of that meeting and, of the purposes for which it was called.

### **28. General Meetings**

- 28.1. All meetings, other than AGMs or EGMs, shall be called general meetings.
- 28.2. A general meeting may be called at any time by the Board, by the company secretary acting on behalf of the Board, or on the written request to the Board from at least five percent of the Voting Members or on requisition by a resigning auditor (under section 518 of the 2006 Act).
- 28.3. All general meetings shall be called by at least 14 clear days' notice.
- 28.4. A general meeting must be held not more than 28 clear days after the date of the notice calling the general meeting.
- 28.5. A notice convening a general meeting shall specify the time and place (including in person or digital) of the general meeting and the terms of any ordinary or special resolution to be proposed and shall indicate the general nature of any other business to be transacted at the meeting.
- 28.6. The notice for every general meeting shall be given to all members, Trustees and to the Company's auditors.



- 28.7. 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 the proceedings at that meeting.
- 28.8. 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 meetings.
- 28.9. Only Voting Members shall be entitled to vote at a general meeting.
- 28.10. A person is able to exercise the right to vote at a general meeting when:
- 28.10.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 28.10.2. 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.
- 28.11. The Board may make whatever arrangements they consider appropriate for the meeting to take place (including in person, digitally or a hybrid option) and to enable those attending to have their rights to speak or vote at it.
- 28.12. No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 28.13. Subject to Article 29.6, one third of the Voting Members, present in person or by proxy, entitled to vote at the general meeting shall be the quorum for a general meeting.
- 28.14. Trustees may attend and speak at general meetings, whether or not they are Member Representatives.
- 28.15. The Board or chair of the meeting may invite or permit other persons, who are not members, to attend and speak at a general meeting in the role as an observer.
- 28.16. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 28.16.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and
  - 28.16.2. the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

## 29. Adjournment

- 29.1. If the persons attending a general meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum or, if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 29.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 29.2.1. the meeting consents to the adjournment; or
  - 29.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or
  - 29.2.3. to ensure that the business of the meeting is conducted in an orderly manner.
- 29.3. The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.4. When adjourning a general meeting, the chair of the meeting must:
- 29.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
  - 29.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 29.5. If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the Company must give at least seven clear days' notice of it:
- 29.5.1. to the same persons to whom notice of the general meetings is required to be given; and
  - 29.5.2. containing the same information which such notice is required to contain.



- 29.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place, provided that, if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, 25 members shall be a quorum.

### 30. Annual General Meetings

- 30.1. The Company shall hold a general meeting in every calendar year as its AGM at such time and place as may be determined by the Board and shall specify the meeting as such in notices calling it, provided that no more than 15 months shall elapse between AGMs.
- 30.2. The AGM shall be held for the following purposes:
- 30.2.1. to receive from the Board the Company's annual accounts and financial statements;
  - 30.2.2. to receive from the Board a report of the activities of the Company since the previous AGM;
  - 30.2.3. to appoint the Company's auditors;
  - 30.2.4. to elect any candidates to the positions of Elected Trustee for the ensuing terms of office; and
  - 30.2.5. to transact such other business as the Board may determine or (in the case that the AGM has been called pursuant to a request from at least five percent of the voting members as specified in Article 28.2 has been set out in the request for the meeting, providing that such requested business is, in the opinion of the Board, consistent with the provisions of these Articles and does not contravene any relevant legislation.
- 30.3. AGMs shall be conducted in conjunction with the relevant regulations outlined in Article 28.

### 31. Extraordinary General Meetings

- 31.1. The Board or company secretary shall convene an EGM to deliberate upon matters that require urgent attention prior to the next scheduled general meeting or AGM.
- 31.2. An EGM must be held not less than 21 clear days after the date of the notice calling the EGM.
- 31.3. All EGMs will be called by at least 14 clear days' notice.
- 31.4. The business of such EGMs shall be decided:
- 31.4.1. By the Board; or
  - 31.4.2. As a request from at least five percent of the voting members pursuant to the provisions of these Articles or relevant legislation.
- 31.5. EGMs shall be conducted in conjunction with the relevant regulations outlined in Article 28.

### 32. Special Resolutions

- 32.1. An AGM, EGM and a general meeting convened for the passing of a special resolution or a resolution requiring special notice, shall be called by at least 21 clear days' notice in writing.
- 32.2. The Articles may only be altered or repealed by a special resolution at any general meeting with the approval of 75% of the votes cast by the members entitled to vote.
- 32.3. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 32.3.1. the chair of the meeting proposes the amendment at the general meeting at which the special resolution is to be proposed; and
  - 32.3.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the special resolution.
- 32.4. With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 32.5. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair of the meeting's error does not invalidate the vote on that resolution.

### 33. Voting

- 33.1. The Board may make or delegate to the executive team or relevant committee, regulations for the conduct of poll voting, proxy voting, proxy notices, postal and online ballots of Voting Members of the Company for general meetings, AGM's, EGM's and for the conduct of elections to the Board and Committees which have elected positions.
- 33.2. In terms of ordinary and special resolutions, the number of votes cast by those entitled to vote will be counted.
- 33.3. Every member shall be entitled to receive notice of and have their Member Representatives attend and cast one vote each at general meetings, AGMs and EGMs.

#### 34. Errors and Disputes

- 34.1. 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.
- 34.2. Any such objection must be referred to the chair of the meeting, whose decision is final.
- 34.3. The Company reserves the right to request and inspect evidence prior to a general meeting that all persons attending are duly authorised Member Representatives or proxies.

#### 35. Inspecting Accounts and Other Records

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

#### 36. Auditors

- 36.1. Auditors of the Company shall be appointed and their duties regulated in accordance with the 2006 Act.

#### 37. Policies and Procedures

- 37.1. The Board shall adopt, make, amend, revoke and re-purpose appropriate and proportionate codes of conduct, policies and procedures to ensure the efficient running of its business, this is including but not limited to financial, professional conduct, safeguarding, equity and equality policies and procedures.
- 37.2. The Company shall take all reasonable steps to ensure that these codes, policies and procedures, where appropriate, are communicated to, and understood and followed by, its Trustees, executive team, members and volunteers (where relevant).
- 37.3. The Board may prescribe from time to time the regular review schedule and requirements for all codes, policies and procedures.
- 37.4. The Board shall take due account of any applicable law, regulation, or code, such as the Sport England/UK Sport A Code for Sports Governance and any other relevant policies or guides that will advance the Company's governance and support its compliance to the Companies Act (2006).

#### 38. Remuneration and Expenses

- 38.1. The Chair is entitled to receive remuneration and if a Trustee is in employment, then the employer of the Trustee may receive payment by way of an honorarium to recognise the time spent on the Company's business.
- 38.2. The Trustees may be paid travelling and other expenses properly incurred by them in connection with their attendance at Board meetings, interest groups, and meetings of committees of the Board or otherwise in connection with the discharge of their duties.

#### 39. Indemnity

- 39.1. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Company shall be indemnified out of the assets of the Company against any loss or liability which they may sustain or incur in connection with the execution of their duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil

or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

39.2. This Article 39 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

#### 40. Insurance

40.1. The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Trustee in respect of any relevant loss.

40.2. In this Article 40:

40.2.1. a "relevant Trustee" means any Trustee or former Trustee of the Company; and

40.2.2. a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Trustee in connection with that Trustee's duties or powers in relation to the Company, or any pension fund or employees' share scheme of the Company.

#### 41. Winding-Up or Dissolution

41.1. If on the winding-up or dissolution of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the Objects of the Company and whose constitution restricts the distribution of income and assets among its members.

41.2. The body or bodies to which property is transferred under this Article 41 shall be determined by the members at or before the time of winding-up or dissolution or, failing such determination by such court as may have or may acquire jurisdiction.