

The Companies Act 2006

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

BASKETBALL ENGLAND

Incorporated in England & Wales

Company Number: 01429756

(Adopted by Special Resolution dated 16 October, 2016)

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ARTICLES OF ASSOCIATION

OF

BASKETBALL ENGLAND

The name of the Company is Basketball England (hereinafter called "the Association") and the Registered Office of the Association will be situated in England.

INTERPRETATION

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

Act	means the Companies Act 2006;
Address	means a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the company;
Annual General Meeting	means an annual meeting of the Members of the Association;
Appointed Director	means any person appointed pursuant to Article 29 (b);
Articles	means the Association's articles of association for the time being in force;
Auditors	means the auditors who are from time to time appointed by the Association;
Board	means the Board of Directors of the Association;
British Basketball Federation	means the representative body for the Home Nation Basketball Associations;
Business Day	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom);
Chair	means the chair of the Board appointed in accordance

with these Articles;

Chief Executive	means the person appointed from time to time as the chief executive officer of the Association;
Clear Day	means in relation to a period of notice that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
Committee	means a committee appointed by the Board in accordance with the Articles;
Company	means Basketball England (hereinafter called "the Association");
Company Secretary	means the person appointed from time to time as the company secretary of the Association;
Director	means a director and member of the Board of the Association and includes any person occupying the position of director, by whatever named called;
Electronic Form	means as defined in section 1168 of the Companies Act 2006;
Elected Director	means any person elected as a Director of the Association in accordance with Article 29 (b);
Employee	means a member of staff employed full or part time by the Association which shall make appropriate statutory deductions from salary relating to income tax and national insurance contributions;
FIBA	means the International Basketball Federation;
FIBA Europe	means the European zone of the International Basketball Federation;
FIBA General Statutes	means the general statutes of FIBA as from time to time amended;
FIBA Internal	means the regulations of FIBA as from time to time

Regulations	amended;
Financial Year	means the Association's financial year;
Full Member	shall have the meaning set out in Article 8;
General Meeting	means a general meeting of the Association held in accordance with the Act;
Home Nation Basketball Associations	means Basketball England, Basketball Scotland and Basketball Wales;
Independent	means a person who by reason of the facts or circumstances a reasonable minded person would consider to be unbiased;
Independent Director	means a director of the Association who is determined as being Independent by the Board acting reasonably including, but not limited to, their having no close connection to the Association (such as an active interest in its affairs as a member or a fiduciary interest) and who an objective outsider would view as Independent;
Individual Member	shall have the meaning given in Article 10;
IOC	means the International Olympic Committee or any successor body;
Members	means the Full Members, the Non-Voting Members and the Individual Members;
Member of the Board	means a Director of the Association;
Month	means a calendar month;
Non-Voting Member	shall have the meaning given in Article 9;
Objects	means the Objects of the Association;
Office	means the registered office of the Association;

Organisation	means any organisation that is in any way connected with the game of basketball including but not limited to: clubs, associations, leagues, Universities, Schools and any other properly constituted member body;
Policies	means the policies of the Association made by the Board from time to time concerning the governance of basketball in England, including but not limited to, health and safety, child protection, equality, transgender and other areas as appropriate;
Register	means the register of Members of the Association kept pursuant to the Act;
Regulations	means the regulations of the Association made by the Board pursuant to Articles 69 to 71;
Rules	the Official Basketball Rules as published and amended by FIBA from time to time;
Special Resolution	has the meaning given in section 283 of the Companies Act 2006;
Sports Resolutions	means Sports Resolutions UK, which is the trading name of the Sports Dispute Resolution Panel Limited;
The 2012 Agreement	means the Agreement made on 30 June 2012 between FIBA, the Association, the British Basketball Federation, Basketball England, Basketball Scotland and Basketball Wales;
Written Resolution	has the meaning given to it in the Act;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise;
Year	means calendar year;
a.	Words or expressions bear the same meaning as in the Act as in force on the date when the Articles become binding on the Company.
b.	Headings in the Articles are used for convenience only and shall not affect

the construction or interpretation of the Articles.

- c. A reference in the Articles to an "article" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- d. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (i) any subordinate legislation from time to time made under it; and
 - (ii) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- e. Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- f. The Companies (Model Articles) Regulations 2008 and any relevant model articles for a company limited by guarantee are expressly excluded by these Articles.
- g. Words importing the singular shall include the plural and vice versa.
- h. Words including a gender shall include all genders.
- i. Words importing persons shall where the context allows include corporations and unincorporated associations.
- j. The system of law governing the constitution of the Company is the law of England and Wales.

LIABILITY OF MEMBERS

- 2. The liability of Full Members is limited and the liability of Non-Voting Members and Individuals Members is nil.
- 3. Every Full Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while it is a Full Member, or within one (1) year after the Full Member ceases to be a Full Member, for payment of the debts and liabilities of the Association contracted before it ceases to be a Full Member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound (£1).

OBJECTS

4. The Objects for which the Association is established are to:
- a. to promote, develop and increase participation in basketball in England for people of all ages and abilities in every way in which the Board of the Association shall think proper;
 - b. to collaborate with the British Basketball Federation to establish and agree a strategic framework to help deliver our obligations and priorities in Great Britain and all matters relating to international or other competitions, or otherwise relating to the game of basketball or the rules or regulations affecting the same that fall within their remit;
 - c. to have ownership of the intellectual and commercial properties associated with the England representative basketball teams and all levels of basketball in England, and to raise funds by way of sponsorship, merchandising, licensing and such other commercial means as may be thought fit;
 - d. to make, adopt, vary and publish Regulations and Policies for the regulation of basketball in England, and to take all such steps as shall be deemed necessary or advisable for enforcing such Regulations and Policies;
 - e. to maintain or provide for the affiliation of clubs, associations, leagues and other organisations involved in promoting or playing basketball in England, and to maintain a register of such clubs, associations, leagues and organisations;
 - f. to do all such other lawful things as are incidental or conducive to the attainment of the above objects of the Association or any of them.
 - g. to accept responsibility for carrying out any functions which may be transferred from time to time from the British Basketball Federation on such terms as may be agreed unanimously between the Home Country Basketball Associations;
 - h. anything incidental or conducive to the promotion of the Objects.

POWERS AND RESPONSIBILITIES OF THE ASSOCIATION

5. The Association shall have the power to do anything which is calculated to further

its Objects or is conducive or incidental to doing. In particular the Association has the power:

- a. to deliver our primary responsibility to enable as many people as possible of all ages and abilities to have fun and benefit from the game of Basketball, govern competition taking all such steps as shall be deemed necessary or advisable for preventing infringements of the Rules, or other improper methods or practices in relation to basketball in England, and facilitate the game development to have a major social impact on communities - supporting equality and diversity, health and wellbeing, social and personal development;
- b. to be responsible for the selection, preparation, organization and performance of basketball teams to the national England team.;
- c. to arrange such national leagues and other national competitions for all age levels as may be approved by the Board;
- d. to maintain or provide for the registration of basketball participants; to arrange international, representative and other matches and tours;
- e. to adopt the FIBA anti-doping rules and to regulate, maintain, and enforce doping control in basketball and to impose clear prohibitions and controls on doping in England in conjunction with the British Basketball Federation and in accordance with the FIBA Regulations governing anti-doping and the mandatory provisions of the World Anti-Doping Code;
- f. to purchase, take on lease or in exchange, hire, or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or structures;
- g. to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association;
- h. to raise funds by way of grant application, subscription, trading or any other was as may be thought fit;
- i. to operate bank accounts in the name of the Association and to draw, make, accept, endorse, discount, execute and issue promissory notes, bill, cheques and other instruments;
- j. to borrow and raise money on such terms and on such security as may be thought fit;

- k. to set aside funds for special purposes or as reserves against future expenditure;
- l. to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- m. to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- n. to act as trustee for any club, association or organisation, and as such trustee to hold any real or personal property upon such trusts, and with and subject to such powers and provisions as shall be approved by the Board;
- o. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions of, the Act;
- p. to ensure compliance with the FIBA Statutes and FIBA Internal Regulations;
- q. to regulate the activities of basketball clubs, players, coaches, officials and administrators when competing, training or otherwise under the jurisdiction of the Association;
- r. to adopt a procedure and regulatory framework to address and govern player eligibility in England;
- s. to nominate candidates for (i) FIBA referee courses candidates, and (ii) FIBA Commissioner Clinics, in conjunction with the British Basketball Federation;
- t. to collaborate with the British Basketball Federation to ensure there are clear skills requirements and transparent procedures in place for the selection and presentation of candidates to FIBA Commissions;
- u. to collaborate with the British Basketball Federation in relation to the provision of appropriate training programmes for referees, officials, statisticians, administrators and volunteers;
- v. to acquire, merge with, or to enter into any partnership or joint venture

arrangement with any companies, institutions, societies or associations in order to attain and/or give effect to the Objects;

- w. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of such companies, institutions, societies or associations;
- x. to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations which the Association takes over or acquires;
- y. to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Association's Objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions;
- z. to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association or to contract with any person, firm or company to pay the same;
- aa. to employ and remunerate such staff as are necessary for carrying out the work of the Association;
- bb. to make reasonable provision for the payment of pensions for employees and their dependents;
- cc. to do all such lawful things as are incidental or conducive to the attainment of the Objects of the Association; and
- dd. to do all or any of things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.

PROVIDED ALWAYS that:

- 5.1 In case the Association shall take, or hold, any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- 5.2 The Association's Objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 5.3 The income and property of the Association shall be applied solely towards the promotion of the Objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association, provided that nothing herein shall prevent:
- a. any payment in good faith by the Association of reasonable and proper remuneration to any officer or servant of the Association or to any Member in return for any services actually rendered to the Association;
 - b. the payment of interest of any money lent by any Member of the Association at a rate per annum not exceeding five percent (5%), or reasonable and proper rent for premises demised or let by any Member of the Association.

MEMBERS

6. The Association has the following categories of members, defined in Articles 8 to 10 below:
- a) Full Members;
 - b) Non-Voting Members; and
 - c) Individual Members.
7. The number of Members is unlimited.
8. Full Members shall be any Organisation that applies for membership of the Association and which the Board deems suitable for admission as a Full Member. The criteria for suitability of a Full Member, including the minimum number of people a Full Member must have and the registration requirements for a Full Member, will be set out in the Association's Regulations. The Association also recognises a Honorary Member as a Full Member as designated by the Board from time to time.
9. Non-Voting Members shall be any Organisation that applies for, and is granted, membership of the Association but does not meet the Full Membership criteria.

10. Individual Members shall be any individuals who play, coach, referee, officiate, organise or are in any way connected with the game of basketball who apply for, and are granted, membership of the Association as an Individual Member.
11. Non-Voting Members and Individual Members shall not be entitled to receive notice of, attend, speak at or vote at General Meetings of the Association unless in the capacity as a representative or proxy appointed by a Full Member.
12. Full Members shall be entitled to receive notice of, and to attend, speak and vote at, General Meetings.
13. Every application for Membership shall be in writing signed by or on behalf of the applicant in such form as the Board may from time to time determine.
14. Each Full Member shall nominate a representative to act on its behalf and to sign the Register or consent on its behalf, and the name of such respective representatives shall be sent to the Company Secretary. In the case of death, resignation or removal of a representative during any year, the Member concerned shall elect a new representative to act in its place for the rest of the current year.
15. No representative shall be entitled to vote at any General Meeting unless and until they shall have been registered as such representative with the Secretary not less than 48 hours prior to the commencement of such General Meeting.
16. Each Full Member shall either sign a written consent to become a Full Member, or sign the Register on becoming a Full Member.
17. No person shall become a Member of the Association unless and until;
 - a. that person has completed an application for membership in such form as the Board may prescribe;
 - b. the application has been approved by the Board in their absolute discretion;
 - c. all membership fees due are paid in full.
18. All classes of Members shall pay any membership fee set by the Board. Such fees payable by Members shall be set each Year by the Board.
19. Membership of the Association cannot be assigned, transferred or shared.
20. A Member may resign from the Association at any time by written notice to the Secretary. The resignation takes effect from the date of receipt by the Secretary.

21. A resignation is without prejudice to any claim that the Association may have against the Member for matters that arose prior to the resignation. The Association may start, or continue with, the prosecution of any proceedings against such a Member notwithstanding the resignation, and such Member shall have the same rights and obligations in respect of those proceedings as would have pertained if the Member had not resigned.
22. If at any time it appears to the Board that the conduct of a Member is not in the interests of the Association, the Board may at any time resolve to suspend or terminate the membership of any Member.
23. If such a resolution is passed, the membership shall be;
 - a. suspended for such period as the resolution shall specify; or
 - b. terminated at that date, or at such other date as the resolution shall specify.
24. Any Member whose membership is suspended or terminated in accordance with the Articles may, within one month of being notified in writing of such termination, and subject to complying with the procedural and other rules of Sports Resolutions, appeal to a single arbitrator for final and binding arbitration in accordance with the Arbitration Act 1996 and Sports Resolutions Arbitration Rules, which are deemed to be incorporated by reference to this Article. For the avoidance of doubt, this means that the decision of such appointed arbitrator shall be final and binding on the Association and the Member and shall not be subject to appeal to any Court or tribunal.
25. The Board must keep a Register in accordance with the Act. The Register shall be open to inspection by any Full Member at any reasonable time free of charge provided the request for inspection is for proper purpose.
26. Whenever any Full Member shall cease to be a Full Member, their name will be removed from the Register.

THE BOARD

27. The Members of the Board shall be the Directors of the Association within the meaning of the Act.
28. The Board shall consist of no less than 6 and no more than 10 Directors.
29. The Board shall include:

- a) up to five Elected Directors, elected at an Annual General Meeting in accordance with Article 36.
 - b) the Chair and up to three Independent Directors who shall be appointed by the Board in accordance with Article 30.
 - c) the Chief Executive for the duration of their office.
30. The Chair and the Independent Directors shall be appointed by the Board through an open advertising process. The major criterion for any appointed position is expertise in a field or fields deemed necessary from time to time by the Board to provide the Board with an appropriate range and balance of skills, knowledge, equality and diversity to fulfil and discharge its responsibilities.
31. [In order to ensure that the Board contains an appropriate range and balance of skills, knowledge, equality and diversity to fulfil and discharge its responsibilities, the Board can convert one of the elected positions (as described in Article 29 (a)) to an appointed position if such conversion is required to address a skills or diversity gap issue. Any director so appointed shall serve for an initial term expiring upon the third Annual General Meeting after the date of their appointment, following which the position shall revert back to an elected position unless further urgent requirements justify the extension of the conversion. The decision to convert an elected position to an appointed position or to extend such a conversion can be made by the Board at any time prior to notice of a General Meeting being given.]
32. Subject to Article 56, the Elected Directors shall serve an initial term expiring upon the third Annual General Meeting after the date of their election. At the end of their initial term, Elected Directors are eligible for re-election; however, no Elected Director shall serve longer than two consecutive terms.
33. Subject to Article 56, Appointed Directors shall serve an initial term expiring on the third anniversary of their appointment. At the end of their initial term, Appointed Directors are eligible for re-appointment; however, no Appointed Director shall serve longer than two consecutive terms.
34. Subject to the provisions of the Act, the Chief Executive shall be appointed by the Board for such time, at such remuneration and upon such conditions consistent with the provisions of the Articles as it may think fit, and any Chief Executive so appointed may be removed by the Board. The Chief Executive's term of office shall run concurrently with their employment.

35. The Directors shall have the power from time to time to elect a Director as Vice-Chair to serve for a term of three years. The role of the Vice Chair will be to assist the Chair of the Association in meeting his or her responsibilities and in particular standing in for the Chair whenever the Chair is unable to attend a meeting or an event and to represent the Association as appropriate.
36. In any election of Elected Directors, where there are more than two nominations for any Elected Director position then the person elected will be that with the highest vote in the election. If the number of votes between nominations is the same after the ballot, there will be a second ballot from the floor to determine the election and the person elected will be that with the highest vote in the election. This process shall be repeated until all Elected Director positions have been filled.
37. Subject only to the provisions of Article 38 all nominations for positions as an Elected Director shall be lodged with the Secretary of the Association not later than forty-two days before the date of the Annual General Meeting and such nomination must be signed by the proposer and seconder who must both be Members, or the duly authorised representative of Members, of the Association. A list of nominations shall be distributed by the Secretary to all Full Members together with the agenda, notice of the Annual General Meeting and appropriate postal ballot papers.
38. Where a vacancy exists for the position of Elected Director as a result of there being no candidate available for election in accordance with Article 37, then nominations for such vacancy may be taken from the floor of the Annual General Meeting provided such nominations are properly proposed and seconded by Members, or duly authorised representatives of Members, of the Association and provided also that the nominee or nominees accept such nomination. If as a result of these procedures there is more than one nomination then the voting procedures as set out in Article 36 shall apply to that vacancy or vacancies. The provisions of Article 36 shall also apply where a vacancy exists as a result of an Elected Director being unable to complete his or her full term of office for any reason.
39. In any election of Elected Directors, each Full Member shall be entitled to record a postal or electronic vote as determined by the Association in respect of all such elections provided that such votes are lodged with the independent organisation specified on the voting paper at least 48 hours prior to the commencement of the General Meeting at which such election or elections are to take place. If such vote or votes are so lodged and are not withdrawn at least 48 hours prior to the commencement of such General Meeting, then such vote or votes shall count as

the member's vote or votes in all such elections notwithstanding that the member is present at such General Meeting.

MANAGEMENT OF THE ASSOCIATION AND POWERS OF THE BOARD

40. Subject to the provisions of the Act and the Articles, the administration, direction and management of the affairs of the Association shall be vested in the Board who may exercise all the powers of the Association.
41. No alteration of the Articles, or any Special Resolution, shall have retrospective effect to invalidate any prior act of the Board.
42. The quorum for the transaction of the business of the Board shall be four directors.
43. The Chair shall act as chair at the meetings of the Board but if at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting the Vice Chair shall chair the meeting. If the Vice Chair is also not available then the director members of the Board present shall choose one of their number to be chair of the meeting.
44. Observers and other members of staff may be invited to attend, but they must not participate in the debate, except at the invitation of the Chair and shall not be entitled to vote. They must leave the meeting at any time on the instruction of the Chair.
45. A member of the Board must declare the nature and extent of any interest, direct or indirect, which he or she has in any matters to be discussed at a meeting of the Board before the matter is discussed by the Board.
46. Whenever a member of the Board declares an interest because of a duty of loyalty owed to another organisation, body or person the other members of the Board may authorise the Director to have that interest, provided that the member of the Board who has declared an interest:
 - a. withdraws from the meeting during the discussions on authorisation;
 - b. is not to be counted in the quorum during those discussions and does not vote on the question as to whether authorisation will be granted;
 - c. is absent from the part of the meeting at which there is discussion of any arrangement, or transaction, affecting that other organisation or person; and
 - d. the unconflicted members of the Board consider it is in the interests of

the Association to authorise the conflict of interests in the circumstances.

47. If authorisation is granted by the other members of the Board, the other members of the Board may allow the member of the Board who declared the interest to remain in the meeting for the item concerned and to be counted in the quorum and vote on the issue.
48. If any question arises at a meeting of the Board as to whether an interest exists in relation to a member of the Board, or as to the entitlement of a member of the Board to vote, be counted in the quorum or remain at the meeting it shall be referred to the Chair (or the Chair of the meeting) whose ruling shall be final and conclusive as between the members of the Board. If the question relates to the Chair (or the Chair of the meeting), it shall be decided by a resolution of the members of the Board (for which purposes the Chair (or the Chair of the meeting) shall be counted in the quorum but may not vote).
49. A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.
50. Any of the members of the Board can take part in a meeting of the Board by way of a:
 - a. video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
 - b. any series of video conferences or conference telephone calls from the Chair. Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair located. Otherwise, meetings will be treated as taking place where the largest group of the participants is or, if there is no such group, where the Chair of the meeting is, unless the Board decides otherwise.
51. The Board for the time being may act notwithstanding any vacancy in their body but, if and so long as their number is less than the number fixed as the quorum, it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.
52. All acts bona fide done by any meeting of the Board, or by any person acting as a member of the Board, shall be valid notwithstanding the participation in any vote of a member of the Board:

- a. who was disqualified from holding office;
 - b. who had previously retired or who had been obliged by the Articles to vacate office;
 - c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that member of the Board and that member of the Board being counted in the quorum, the decision has been made by a majority of the Board at a quorate meeting.
53. A resolution in writing signed or approved by all members of the Board entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.
54. Without prejudice to the general powers and duties conferred on the Board, the Board may, in line with the Objects and Powers and Responsibilities of the Association:
- a. formulate, plan and monitor the Association policy on matters affecting the sport in England;
 - b. supervise and control of all elite technical matters, working in conjunction with the Home Nation Governing Bodies;
 - c. conduct of the affairs of the Association in accordance with the Articles;
 - d. approve financial budgets and statutory accounts;
 - e. disseminate relevant information to the Members;
 - f. affiliate to, or resign from, such international or national associations as the Board considers desirable;
 - g. make, repeal and amend such bye-laws or rules for the conduct of the affairs of the Association as seem to the Board necessary or desirable, and in particular shall make, repeal and amend such bye-laws and rules and also such other policies as shall from time to time be deemed necessary by the Board, or required by any public authority;
 - h. carry out such functions as are delegated to it by FIBA;
 - i. to administer and have possession of all of the funds of the Association

and to apply such funds for such purposes and in such manner as they may deem necessary or desirable provided these are in line with the Objects;

- j. to invest the funds of the Association in such securities or otherwise as Board deems fit;
- k. to appoint and dismiss such employees of the Association as the Board deem desirable and to fix and pay such remuneration as the Board deem fit;
- l. to delegate to the British Basketball Federation such functions as from time to time it shall consider appropriate;
- m. to delegate such functions as it deems fit (being less than the total functions of the Board) to such person, or persons, as it decides. Such person shall report to the Board at each meeting of the Board, or more frequently if the Board shall so require. The Board may act notwithstanding any vacancy in their body, provided always that in case the Board shall at any time be reduced in number to less than four (4) it shall be lawful for it to act as the Board for the purpose of filling up vacancies in the Board, or of summoning a General Meeting, but not for any other purpose.

55. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles (a) to such person or Committee; (b) by such means (including by power of attorney); (c) to such an extent; (d) in relation to such matters or territories; and (e) on such terms and conditions as they think fit. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

DISQUALIFICATION, RESIGNATION AND REMOVAL OF DIRECTORS

56. A member of the Board shall vacate his or her membership of the Board and cease to be a Director if:
- a. he or she ceases to be a Director by virtue of any provisions of the Act or he or she becomes prohibited by law from being a Director;
 - b. he or she dies or becomes subject to a bankruptcy order or interim order or he or she makes any arrangement or composition with his or her creditors;

- c. he or she is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his or her personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- d. by notice in writing to the Association he or she resigns his or her office (but only if the number of members of the Board necessary for a quorum at a Board meeting will remain in office when the notice of resignation is to take effect);
- e. he or she absents himself or herself from the meetings of the Board during a continuous period of six (6) months without special leave of absence from the Board and the Board passes a resolution that he or she has by reason of such absence vacated office;
- f. he or she is removed from office by a resolution of the Members duly passed pursuant to section 168 of the Companies Act 2006;
- g. he or she is directly or indirectly interested in any proposed or actual transaction or arrangement with the Association and fails to declare the nature and extent of his or her interest as required by section 177 of the Companies Act 2006;
- h. he or she is, or has been, banned, censured, disciplined, suspended from membership of a Home Nation National Governing Body or any other national governing body of sport for any reason;
- i. he or she is removed from office by a resolution of the Board acting in the best interests of the Association;
- j. he or she fails to meet the standards set for the position as detailed in Basketball England's Director's Roles and Responsibilities document and the Directors' code of ethics and conduct.

COMMITTEES

- 57. The Board may appoint one or more Committees consisting of three or more persons (including employees of the Association) as specified by the Board in its sole discretion from time to time, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a committee.

58. Terms of delegation by the Board must be recorded in the minute book of the Board.
59. The Board may impose conditions when delegating, including but not necessarily limited conditions that:
 - a. the relevant powers are to be exercised exclusively by the Committee to whom the Board delegates; and
 - b. no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the members of the Board.
60. A Committee may meet together for the dispatch of business, adjourn and otherwise regulate meetings as the members of the Committee think fit and determine the quorum necessary for the transaction of business provided always that the quorum shall never be less than three members of the body concerned and in line with its Terms of Reference.
61. The Board may also form and constitute Committees for the purpose of considering any particular policy or aspect of policy in relation to the Association, or in relation to the discharging of the Objects.
62. The Board may revoke or alter a delegation to a Committee and all acts and proceedings of any such Committees shall be fully and promptly reported to the Board.
63. The Board shall have the power to modify the composition of a Committee or disband a Committee at its sole discretion.

MINUTES

64. In accordance with the Act, the Board shall keep minutes of all:
 - a. Appointments of members of the Board made by the Board;
 - b. Proceedings at General Meetings of the Association;
 - c. Meetings of the Board and Committees including:
 - (i) the names of the persons present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

65. Any minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
66. The minutes of General Meetings may be inspected at all reasonable times by any Full Member.
67. The minutes of the Board and of any Committee may be inspected at any time by members of the Board. Members of a Committee who are not members of the Board may inspect the minutes of that Committee and those minutes of the Board that relate to the establishment and powers of that Committee. The Board may resolve that a named person may inspect such of their minutes or the minutes as shall be specified in the resolution.
68. No one shall have any right to inspect the minutes of the Board or a Committee established except as set out in the Articles.

REGULATIONS

69. The Board may from time to time make such reasonable and proper Regulations as it may deem necessary or expedient for the proper conduct and management of the Association, its Objects, Powers and Responsibilities may add to, repeal or vary any such Regulations. All Regulations so made, and for the time being in force, shall be binding on all Members and the Board shall adopt such means as it thinks fit to bring such regulations to the notice of Members. Regulations may concern the following subjects, but are not restricted to them:
 - a. the admission of Members and the rights and privileges of Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
 - b. the procedure at General Meetings and meetings of the Board and Committees insofar as such procedure is not regulated by the Articles;
 - c. the conduct of Members in relation to one another, and to the Association's employees and volunteers;
 - d. any other subjects which the Articles provide may be covered by Regulations; and
 - e. generally all such matters as are commonly the subject of company rules or bye laws provided that no Regulation shall contravene any of the provisions of the Articles or the Act.

70. The Board must adopt such means as it thinks sufficient to bring the Regulations relating to its Objects, Powers and Responsibilities to the notice of Members.
71. The Regulations relating to its Objects, Powers and Responsibilities shall be binding on all Members. No regulation or bye law shall be inconsistent with, or shall affect or repeal, anything contained in the Articles.

GENERAL MEETINGS

72. The Association shall, in each year, hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, shall specify the meeting as such in the notices calling it. Not more than fifteen (15) months may elapse between successive Annual General Meetings.
73. The Board may whenever they think fit call a General Meeting and on the requisition of Full Members pursuant to the provisions of the Companies Acts shall proceed to convene a General Meeting in accordance with those provisions. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum any member of the Board may call a General Meeting.
74. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

NOTICE OF GENERAL MEETINGS

75. A General Meeting shall be called by at least fourteen (14) clear days' notice. An Annual General Meeting or an Extraordinary General Meeting at which a Special Resolution is proposed shall be called by at least twenty one (21) clear days' notice.
76. A General Meeting may be called by shorter notice if it is so agreed by a majority in the number of Full Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety (90) per cent of the total voting rights at that meeting of all Full Members.
77. The notice shall contain a statement setting out the rights of Full Members to appoint a Proxy under section 324 of the Companies Act 2006.
78. 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.

79. The notice shall specify the time and place of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall specify the meeting as such.
80. All Full Members of the Association are entitled to attend a General Meeting of the Association.
81. Notice shall be given to:
 - a. all Full Members whose address is known;
 - b. the Directors;
 - c. the Auditors;
 - d. any other body entitled to receive notice.
82. Notice of a General Meeting of the Association shall be given by such of the following means as the Board shall from time to time decide:
 - a. by placing notice of the meeting on the Association website throughout the period from the giving of the notice to the start of the meeting to which the notice relates (unless the Association shall be prevented from maintaining such notice on its website by reason of matters outside its control);
 - b. by placing notice of the meeting in any newsletter, magazine or similar publication which in the opinion of the Board is likely to come to the notice of the Full Members;
 - c. by sending written notice by mail of the meeting to all Full Members in the United Kingdom at the last known address of such Full Member;
 - d. by sending written notice by electronic mail of the Meeting to all Full Members at the last known email address of such Member; and
 - e. such other means as shall seem to the Board to be useful to inform Full Members.

For the avoidance of doubt the Board may use one such option to the exclusion of the others, or such combination of such options as it shall from time to time decide and a notice may be given partly by one means and partly by another so that (for example) a notice of the meeting may be given by letter or e-mail but the Full

Member be referred to the website for the details of the business. Notice shall for all purposes be deemed to be properly and sufficiently given to all Full Members entitled to receive it when given in accordance with the provisions of this Article.

PROCEEDINGS AT GENERAL MEETINGS

83. The Chair shall preside as Chair at every General Meeting or if he shall not be present within fifteen (15) minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chair (if any) shall, if present and willing to act, preside as Chair failing which the Full Members present shall elect one of their number to be Chair of that meeting.
84. No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. Fifteen Full Members present in person or by proxy shall be a quorum.
85. The Chair of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
86. When a General Meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
87. Every Full Member or Full Member's representative who is present at a General Meeting shall have one vote on a poll.
88. No person shall be permitted to make representation or exercise a vote at General Meeting in more than one capacity.
89. At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - a. by the Chair of the meeting; or
 - b. by at least three Full Members present in person or by proxy having the right to vote on the resolution; or

- c. unless a poll is so demanded, a declaration by the Chair that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
90. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
91. A poll shall be taken as the Chair of the meeting directs and he may appoint scrutineers (who need not be Full Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
92. No poll shall be demanded on the election of a Chair of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the Chair, or the Chair of the General Meeting, directs not being more than thirty (30) days after the poll is demanded. The demand for a poll shall not prevent continuance of a General Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
93. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
94. A proposed Written Resolution of the Full Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of sixty (60) days beginning with its circulation date (as defined in the said Act).
95. No Full Member shall be entitled to vote at any General Meeting unless all monies presently payable by it to the Association have been paid.
96. A Full Member who is entitled to attend and vote at a General Meeting is entitled to appoint a Proxy to attend and speak and vote.
97. A Proxy shall be in the form of the draft in Schedule 1 to the Articles or so near

thereto as circumstances permit and shall be signed by an authorised representative of the Full Member concerned and deposited at the Office of the Association, or if the Board so decides at such other address as the Board shall specify not later than forty eight (48) hours before the start of the meeting or where the poll is to be taken later than forty eight (48) hours after it was demanded, twenty four (24) hours before the poll is to be taken or where a poll is to be taken less than forty eight (48) hours after it was demanded when it was demanded.

98. A Proxy must state the name and address of the Full Member appointing the Proxy, identify the person appointed to be the Full Member's proxy and the General Meeting in relation to which that person is appointed.
99. A Proxy must also be signed by or on behalf of the Full Member appointing the Proxy, or is authenticated in such manner as the Board may from time to time determine.
100. A Proxy notice may specify how the Proxy appointed under it is to vote (or that the Proxy is to abstain from voting) on one or more resolution.
101. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - a. allowing the person appointed under it as a Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings; and
 - b. appointing that person as a Proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.
102. An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
103. A notice revoking a Proxy appointment only takes effect if it is delivered before the start of a meeting or adjourned meeting to which it relates.
104. 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 appointer's behalf.
105. A Full Member that is an organisation that entitled to attend a General Meeting may do so by nominating one of its members to attend and exercise its rights at that meeting. The Full Member shall provide its representative with a letter of authority signed by the Chair of the Full Member, or some other proper officer. If

two or more people claim to represent the same Full Member at a General Meeting, the Chair of the meeting shall decide which one person shall be considered as the Full Member representative. The Chair's decision on this matter shall be final.

106. No objection shall be raised to the qualification of any voter except at the meeting, or adjourned meeting, at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
107. In the event of there being an equality of votes, the Chair of the meeting shall have a second or casting vote.
108. The members of the Board may call General Meetings.
109. The business of the Annual General Meeting of the Association shall be:
 - a. to receive the Annual Report;
 - b. to receive the Annual Accounts;
 - c. to appoint the Auditors and settle their remuneration;
 - d. to transact any other business that is included on the notice calling the meeting.
110. No business shall be conducted at a General Meeting that is not specified in the notice calling the meeting.

MISCELLANEOUS PROVISIONS RELATING TO THE BOARD

111. At the Annual General Meeting in every year the Board shall lay before the Full Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up in accordance with any statutory provisions for the time being in force to a date which shall not in any event be more than seven (7) months before such meeting, together with proper balance sheet made up as at the same date. Every balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than fourteen (14) clear days before the date of the meeting, subject nevertheless to the provisions

of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be laid before the meeting pursuant to the provisions of the Act.

112. A member of the Board shall be paid all reasonable expenses properly incurred by him or her in attending and returning from meetings of the Board or any delegated Committee or General Meetings of the Association or in connection with the business of the Association provided the payment of such expenses has been previously authorised by resolution of the Board.
113. The members of the Board shall be entitled to such remuneration as the Board may determine.

HONORARY OFFICERS

114. The Honorary Officers of The Association shall be the Patron, the Presidents Emeritus, the Life Vice-Presidents, and the Honorary Executive Officers.
115. Nominations for the offices of Patron, Presidents Emeritus and Life Vice-Presidents may only be made by the Board at their discretion who shall present such nominations to the Annual General Meeting whenever the Board deems it appropriate.

MEANS OF COMMUNICATION AND NOTICES

116. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
117. 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 by which that Director has asked to be sent or supplied with such notices or documents from time to time
118. Any notice to be given by, or to, any person pursuant to the Articles:
- a. must be in writing to the address for the time being notified for that purpose; or
 - b. must be given in electronic form.
119. The Association may give any notice to a Member either:

- a. personally to the Member; or
 - b. by sending it by post in a prepaid envelope addressed to the Member's registered office; or
 - c. by leaving it at the registered office of the Member; or
 - d. by giving it in Electronic Form to the email address of the Member; or
 - e. by placing the notice on a website and providing the Member with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a meeting and must specify the place, date and time of the meeting.
120. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Form was sent shall be conclusive where the Association can show that it was properly addressed and sent in accordance with section 1147 of the Act. A notice shall be deemed to be given at the expiration of forty eight (48) hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Form, at the expiration of forty eight (48) hours after the time it was sent.
121. Notwithstanding any other provisions of the Articles, the Association may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Association under the Act pursuant to the Articles by making it available on a website to Members. The relevant provisions of the Act, which apply when documents sent under the Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles to Members.
122. A Member which does not register an address with the Association, or which registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
123. A Member, or an authorised representative of a Member, present at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

ACCOUNTS

124. The Board shall comply with the requirements of the Act as to keeping accounting records, the audit or examination of annual accounts and the preparation and

submission to the Registrar of Companies of annual accounts.

125. Accounting records shall be kept at the Office or, subject to the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
126. Save in relation to terms agreed from time to time with funding partners, the Board shall from time to time determine whether, and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Association shall be open to the inspection of Members not being Directors of the Association and no such Member (not being such a Director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute, or authorised by the Board, or by the Association in General Meeting.
127. At any Annual General Meeting which is held in any year the Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association made up to a date not more than seven (7) months before such meeting) together with a proper balance sheet made up as at the same date.
128. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors of the Association, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one (21) clear days before the date of the meeting, subject nevertheless to the provisions of the Companies Acts, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served in the Articles.

AUDIT

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

DISPUTES

131. The Full Members and the Association agree that if a dispute arises in connection with the Articles and the dispute cannot be resolved by agreement, it shall be referred to mediation by FIBA in accordance with a procedure to be determined by the FIBA Secretary General. The language to be used in the mediation shall be English.
132. If the dispute is not settled within ninety (90) days of the mediation being instituted, or within such other period as the parties shall agree in writing, the dispute(s) shall be referred to, and finally resolved by, arbitration under the Arbitration Act 1996 and Sports Resolutions' Arbitration Rules, such rules which are deemed to be incorporated by reference to this clause.

DISSOLUTION

133. The Full Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- a. directly for the Objects;
 - b. to any charity or charities with purposes similar to the Objects; or
 - c. to any charity or charities for use for particular purposes that fall within the Objects.
134. In no circumstances shall the net assets of the Association be paid to or distributed among the Full Members (except to a Full Member that is itself has similar objects as the Association) and if no resolution is passed by the Members the net assets of the Association shall be applied for charitable purposes as directed by the Court.

INDEMNITY

135. The Association may indemnify a Director, or a former Director against any liability incurred by him in that capacity to the extent permitted by sections 232 to 234 of the Act.

SCHEDULE ONE – FORM OF PROXY NOTICES

An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

We [MEMBER'S NAME] of [MEMBER'S ADDRESS] being a Full Member of BASKETBALL ENGLAND, hereby appoint [NAME OF PROXY] of [PROXY'S ADDRESS] or failing him/her [ALTERNATE PROXY NAME] or [ALTERNATE PROXY ADDRESS] as our Proxy to vote for us on our behalf at the (ANNUAL or EXTRAORDINARY, as the case may be) General Meeting of BASKETBALL ENGLAND to be on the [] of [] 20[], and at any adjournment thereof.

Signed this [] day of [] 20[]

Where it is desired to afford *Full* Members an opportunity of voting for or against a resolution the instrument appointing a Proxy shall be in the following form or a form as near thereto as circumstances admit:

We [MEMBER'S NAME] of [MEMBER'S ADDRESS] being a Full Member of BASKETBALL ENGLAND, hereby appoint [NAME OF PROXY] of [PROXY'S ADDRESS] or failing him/her [ALTERNATE PROXY NAME] or [ALTERNATE PROXY ADDRESS] as our Proxy to vote for us on our behalf at the (ANNUAL or EXTRAORDINARY, as the case may be) General Meeting of BASKETBALL ENGLAND to be on the [] of [] 20[], and at any adjournment thereof.

Signed this [] day of [] 20[]

*This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the Proxy will vote as he/she thinks fit*

**Strike out whichever is not desired*